

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**KORU Medical Systems, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:  
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- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:  
\_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
- (3) Filing Party:  
\_\_\_\_\_
- (4) Date Filed:  
\_\_\_\_\_



KORU Medical Systems, Inc.  
100 Corporate Drive  
Mahwah, NJ 07430  
800-624-9600

**Notice of Annual Meeting of Shareholders  
to be held on May 14, 2025**

The 2025 Annual Meeting of Shareholders (the "Annual Meeting") of KORU Medical Systems, Inc. (the "Company") will be held on May 14, 2025 at 8:00 a.m. Eastern Time at the Company's offices at 100 Corporate Drive, Mahwah, NJ 07495.

The Annual Meeting is to vote on the following matters:

1. [Election of directors](#)
2. [Advisory approval of the compensation of the Company's executive officers](#)
3. [Ratification of the appointment of independent registered public accountants](#)
4. Transaction of any other business that may properly come before the meeting

The Company will also transact any other business that may properly come before the meeting.

All shareholders are invited to attend the Annual Meeting. Only those shareholders of record at the close of business on March 17, 2025 are entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments thereof. A complete list of shareholders entitled to vote at the Annual Meeting will be available for inspection by any shareholder at the Annual Meeting and during normal business hours at the Company's corporate headquarters during the 10-day period immediately prior to the date of the Annual Meeting. Officers of the Company will be present at the Annual Meeting and available to respond to questions from shareholders.

**YOUR VOTE IS IMPORTANT.** Whether or not you plan to attend the Annual Meeting, we urge you to vote and submit your proxy in advance of the meeting by one of the methods described in the proxy materials for the Annual Meeting. Shareholders who attend the Annual Meeting may revoke any previously submitted proxies and vote in person, by internet or by mobile device up until the polls close during the Annual Meeting.

**How to Vote:**



**Mail**

Sign, complete and return the proxy card [www.cstproxy.com/korumedical/2025](http://www.cstproxy.com/korumedical/2025) -  
in the postage paid envelope provided



**Internet**

have your proxy card available when  
logging in



**Mobile Device**

Scan this QR code:



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**Important Notice Regarding the Availability of Proxy Materials for the Meeting to be Held on May 14, 2025:**  
This Proxy Statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 is available at <https://www.cstproxy.com/korumedical/2025>.

By order of the Board of Directors,

**Thomas Adams**

*Chief Financial Officer, Treasurer and Corporate Secretary*



KORU Medical Systems, Inc.  
100 Corporate Drive  
Mahwah, NJ 07430  
800-624-9600

## Proxy Statement

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of KORU Medical Systems, Inc. (the "Company" or "KORU Medical" and, as the context requires, "we", "us" or "our") to be used at the Company's 2025 Annual Meeting of Shareholders to be held on May 14, 2025 at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders, and at any postponements or adjournments thereof. All proxies will be voted in accordance with the shareholders' instructions, and if no choice is specified, the proxies will be voted in favor of the matters specified in the accompanying Notice of Annual Meeting of Shareholders and each of the director nominees specified herein. Any proxy may be revoked by a shareholder before its exercise by delivery of written revocation or a subsequently dated proxy to our Corporate Secretary by the close of business on May 13, 2025 or by voting again by internet or mobile device prior to or at the Annual Meeting before the polls close.

### Notice of Electronic Availability of Proxy Materials

On or about April 4, 2025, we mailed to our shareholders of record and beneficial owners a Notice of Internet Availability of Proxy Statement ("Notice") containing instructions on how to access this proxy statement and our 2024

Annual Report on Form 10-K via the Internet and how to vote online or by mobile device. **This Proxy Statement, along with our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 is available at <http://www.cstproxy.com/korumedical/2025>.** As a result, you will not receive a paper copy of the proxy materials unless you request one. All shareholders are able to access the proxy materials on the website referred to in the Notice and in this proxy statement and to request to receive a set of the proxy materials by mail or electronically, in either case, free of charge. If you would like to receive a paper or electronic copy of our proxy materials, you should follow the instructions for requesting such materials in this proxy statement.

## Questions and Answers about the Annual Meeting

### What is the record date?

The record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting is the close of business on March 17, 2025. The record date is established by the Board of Directors as required by Delaware law. On the record date, 46,102,840 shares of the Company's common stock, par value \$0.01 per share ("shares" or "common stock") (including 750,000 shares of unvested restricted common stock entitled to vote) were issued and outstanding.

### Who is entitled to vote?

All record holders of shares as of the close of business on the record date are entitled to vote.

### What are the voting rights of shareholders?

Each holder of shares is entitled to one vote per common share on all matters to be acted upon at the Annual Meeting. Neither the Company's Certificate of Incorporation, nor Bylaws allow for cumulative voting rights.

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### What constitutes a quorum for the Annual Meeting?

A majority of the outstanding shares of common stock entitled to vote, represented at the meeting in person or by proxy, constitutes a quorum. Broker non-votes, votes withheld and abstentions will be counted for purposes of determining whether a quorum is present.

### How do I vote my shares?

KORU Medical offers registered shareholders these ways to vote:

- By mail (if you received your proxy materials by mail), using the enclosed proxy card and return envelope;
- By Internet or mobile device, following the instructions on the Notice or the proxy card, prior to or at the Annual Meeting; or
- By submitting a ballot in person at the Annual Meeting.

### How do I attend the Annual Meeting? What do I need to bring?

In order to be admitted to the Annual Meeting, you must bring documentation showing that you owned shares as of March 17, 2025, the record date. Acceptable documentation includes (i) your Notice of Internet Availability of Proxy Materials, (ii) the admission ticket attached to your proxy card (if you received your proxy materials by mail), or any other proof of ownership (such as a brokerage or bank statement) reflecting your KORU Medical holdings as of March 17, 2025. All attendees must also bring valid photo identification. Shareholders who do not bring this documentation will not be admitted to the Annual Meeting.

### Can I vote my shares during the Annual Meeting?

Yes. If you are a shareholder of record, you may vote your shares during the Annual Meeting by accessing <https://www.cstproxy.com/korumedical/2025> until the polls close or by completing a ballot at the meeting. However, if your shares are held in "street name," you may vote your shares in person only if you obtain a nominee-issued proxy from your broker or nominee giving you the right to vote the shares. Even if you currently plan to attend the Annual Meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

### What is the difference between a shareholder of record and a "street name" holder?

If your shares are registered directly in your name with Continental Stock Transfer & Trust Company, the Company's transfer agent, you are considered the shareholder of record with respect to those shares. The Notice and proxy card have been sent directly to you by the Company.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of these shares, and your shares are held in "street name." The Notice and proxy card have been forwarded to you by your broker, bank or nominee who is considered, with respect to those shares, the shareholder of record.

### **How do I vote shares that are held by my broker?**

If you have shares held by a broker or other nominee, you may instruct your broker or other nominee to vote your shares by following instructions that your broker or nominee provides to you. Most brokers offer voting by mail and the Internet.

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### **What if I do not specify how I want my shares voted?**

If you return a signed proxy card and do not specify on your proxy card (or when giving your proxy over the Internet or mobile device) how you want to vote your shares, your shares will be voted FOR each of the directors nominated in Proposal 1, and FOR each of the proposals set forth in Proposals 2 and 3 4.

Broker non-votes occur when nominees, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial holders. If that happens, the banks and brokers who are registered with the New York Stock Exchange (NYSE) may vote those shares only on matters deemed “routine” by the NYSE, such as the ratification of the appointment of the Company’s independent registered public accounting firm. On “non-routine” matters nominees cannot vote unless they receive voting instructions from beneficial owners, resulting in so called “broker non-votes.” The items being considered at the Annual Meeting, except for the ratification of the appointment of the Company’s independent registered public accounting, are considered “non-routine” matters. Therefore, it is important that you provide voting instructions to your broker as to how you want your shares voted on the proposals being submitted at the Annual Meeting.

### **How do I find out the voting results?**

Preliminary results are typically announced at the Annual Meeting. Final voting results will be reported on a Form 8-K filed with the Securities and Exchange Commission following the Annual Meeting.

### **What are my choices when voting?**

Shareholders may vote “for,” “against” or abstain from voting with respect to each of Proposals 2 and 3 described in the Notice and this Proxy Statement. Shareholders may vote “for” or “against” all or some of the nominees, or vote “withhold” with respect to one or more of the nominees with respect to Proposal 1 (Election of Directors).

### **What are the recommendations of the Board of Directors on how I should vote my shares?**

The Board of Directors recommends that you vote your shares FOR each of the director nominees in Proposal 1 and FOR each of Proposals 2 and 3.

### **Can I change my vote?**

Yes. You may revoke your proxy at any time by any of the following means:

- Attending the Annual Meeting and voting by one of the methods described in the proxy materials for the Annual Meeting. Your attendance at the Annual Meeting will not by itself revoke a proxy. You must vote your shares at the meeting to revoke your proxy. If your shares are held in “street name,” you will need a nominee-issued proxy from your broker to vote your shares at the meeting.
- Completing and submitting a new valid proxy bearing a later date by Internet, mobile device or mail before 11:59 pm on May 13, 2025.
- Giving written notice of revocation to the Company addressed to Corporate Secretary, at the Company’s address above, which notice must be received before the close of business on May 13, 2025.

### **What percentage of the vote is required to elect the nominees to the Board of Directors?**

To be elected as a director (Proposal 1), each director nominee must receive a plurality of the votes cast at the Annual Meeting by the shareholders entitled to vote in the election of directors. Should any director nominee become unable or unwilling to accept nomination or election, the proxy holders may vote the proxies for the election, in his or her stead, of any other person the Board of Directors may nominate or designate. Each director nominee has expressed his intention to serve the entire term for which election is sought. Broker non-votes and votes “withheld” will have no impact on the outcome of Proposal 1.

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### **What percentage of the vote is required to approve the advisory vote regarding executive compensation?**

The affirmative vote of a majority of the votes cast for or against at the Annual Meeting by the shareholders entitled to vote thereon is required to approve, by advisory vote, the Company’s executive compensation described in this proxy statement (Proposal 2). This is a non-binding advisory vote. Broker non-votes and abstentions will have no effect on the outcome of Proposal 2.

### **What percentage of the vote is required to ratify the appointment of independent registered accountants?**

The affirmative vote of a majority of the votes cast in favor of or against such action at the Annual Meeting by the shareholders entitled to vote thereon is required to ratify the appointment of the independent registered accountants (Proposal 3). This is a non-binding advisory vote. Broker non-votes and abstentions will have no effect on the outcome of Proposal 3.

### **Is this proxy statement the only way that proxies are being solicited?**

No. In addition to the solicitation of proxies by use of the mail, officers and employees of the Company may solicit the return of proxies by mail, telephone, facsimile or e-mail or through personal contact. These officers and employees will not receive additional compensation but will be reimbursed for out-of-pocket expenses. Brokerage houses and other custodians, nominees and fiduciaries, in connection with shares registered in their names, will be requested to forward solicitation materials to the beneficial owners of shares.

### **Are there any other matters to be acted upon at the Annual Meeting?**

Management does not intend to present any business for a vote at the Annual Meeting other than the matters set forth in the Notice and has no information that others will do so. If other matters requiring a vote of the shareholders properly come before the Annual Meeting, it is the intention of the persons named in the accompanying form of proxy to vote the shares represented by the proxies held by them in accordance with applicable law and their discretion on such matters.

### **What does it mean to vote by proxy?**

It means that you give someone else the right to vote your shares in accordance with your instructions. In this way, you ensure that your vote will be counted even if you are unable to attend the Annual Meeting. If you give your proxy but do not include specific instructions on how to vote, the individuals named as proxies will vote your shares “FOR” each of the director nominees and FOR Proposals 2, and 3.

### **What is “householding” and how does it affect me?**

KORU Medical has adopted “householding,” a procedure under which shareholders of record who have the same address and last name will receive a single Notice of Internet Availability of Proxy Materials or set of proxy materials, unless one or more of these shareholders notifies the Company that they wish to continue receiving individual copies. Shareholders who participate in householding will continue to receive separate proxy cards. This procedure can result in significant savings to the Company by reducing printing and postage costs.

If you participate in householding and wish to receive a separate Notice of Internet Availability of Proxy Materials or set of proxy materials, or if you wish to receive separate copies of future notices, special reports and proxy materials, please contact Continental Transfer & Trust Company at 1 State Street 30th floor, New York, NY 10004, phone (212) 509-4000. The transfer agent will deliver the requested documents to you promptly upon your request.

Any shareholders of record who share the same address and currently receive multiple copies of proxy materials who wish to receive only one copy of these materials per household in the future may contact Continental Transfer & Trust Company at the address or telephone number listed above. If you hold your shares through a broker, bank or other nominee, however, please contact your broker, bank, or other nominee to request information about householding.

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### **Are there rights of dissent or appraisal for the proposals submitted at the Annual Meeting?**

None of the matters to be acted on at the Annual Meeting give rise to any statutory right of a shareholder to dissent and obtain the appraisal of or payment for such shareholder’s shares.

## **Proposal 1: Election of Directors**

✓ **The Board recommends a vote “FOR” each of the nominees for director.**

The Company’s Board of Directors (the “Board”) currently has 7 members, and all of our current directors are standing for election at the 2025 Annual Meeting.

Members of the Board are elected to serve a term of one year and until their successors have been elected and qualified. All of the nominees for director have consented to being named in this proxy statement and to serve if elected. Shareholders will be unable to vote their proxies for more than 7 persons.

The Company does not know of any reason why any nominee would be unable to serve as director. If any nominee is unable to serve, the shares represented by valid proxies will be voted for the election of such other person as the Board may nominate, or the size of the Board may be reduced.

The Company’s directors have a variety of backgrounds, which reflects the Board’s continuing efforts to achieve a diversity of viewpoints, insights and perspectives on the Board. As more fully discussed below, director nominees are considered on the basis of a range of criteria, including their business knowledge and background, prominence and reputation in their fields and commitment to strong corporate governance and citizenship. They must also have experience

and ability that is relevant to the Board’s oversight of the Company’s business and affairs. Each nominee’s biography starting on page 7 includes the particular experience and qualifications that led the Board to conclude that the nominee should serve on the Board.

Nominee	Age	Director Since	Committee Membership*		
			AC	CC	NGC
<b>R. John Fletcher</b> Chairman of the Board Managing Partner Emeritus, Fletcher Spaght Inc.	79	2019	M	M	C
<b>Robert A. Cascella</b> Former CEO of Precision Diagnostics, Royal Phillips	70	2022	C		
<b>Donna French, PhD</b> VP Dosage Form Design and Development, AstraZeneca	60	2021			M
<b>Joseph M. Manko, Jr.</b> Senior Principal, Horton Capital Management LLC	59	2016	M	C	M
<b>Shahriar (Shar) Matin</b> Former CEO, Cordis Corporation	50	2021		M	M
<b>Edward Wholihan</b> Former CFO Medical Specialties Distributors	65	2023			
<b>Linda Tharby</b> President and CEO, KORU Medical	56	2022			

\* As of March 31, 2025

AC - Audit Committee

CC – Compensation Committee

NGC –Nominating & Corporate Governance Committee

C – Chair

M – Member

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### Skills & Experience

The table below summarizes the key qualifications, skills and attributes of the nominees for director that served as the basis for the Board’s decision to nominate these individuals for election.

Skills & Experience & Attributes	Fletcher	Cascella	French	Manko	Matin	Tharby	Wholihan
Market Knowledge - Distribution	✓	✓			✓	✓	✓
Market Knowledge - Specialty Pharma	✓	✓	✓				✓
Market Knowledge - Biopharma	✓	✓	✓	✓		✓	✓
Medtech Industry Experience	✓	✓	✓	✓	✓	✓	✓
Medtech Operational Experience		✓	✓		✓	✓	✓
Healthcare Growth Experience	✓	✓	✓	✓	✓	✓	✓
International Healthcare Experience	✓	✓	✓	✓	✓	✓	
Product Development	✓	✓	✓		✓	✓	✓
Capital Markets Experience	✓	✓		✓	✓		✓
Financial Expertise/Audit Committee Experience	✓	✓		✓	✓		✓

C-level Expertise	✓	✓	✓	✓	✓	✓	✓
Other Public Company Director Experience	✓	✓		✓			
Prior Knowledge of the Company			✓	✓		✓	✓
Independent	✓	✓	✓	✓	✓		
Female			✓			✓	

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## Nominees for Director

### R. John Fletcher

Mr. Fletcher brings more than 40 years of healthcare and medical device experience to KORU. He currently serves as Managing Partner Emeritus of Fletcher Spaght Inc., a healthcare-focused strategy consulting firm which he founded in 1983, and Managing Partner of Fletcher Spaght Ventures, a venture capital firm which he founded in 2001. Mr. Fletcher joined the Board of Directors of publicly-traded medical device company Spectranetics Corporation in 2002 and served as Chairman of the Board from 2010-2017. Mr. Fletcher was named 2018 Director of the Year by The National Association of Corporate Directors (NACD) for his work at Spectranetics and Axcelis. Mr. Fletcher currently serves as Chairman of ClearPoint Neuro (formerly MRI Interventions) and is Chairman of Metabolon, Inc., as well as, Chairman of the Board of Optinose, Inc. He is Chairman Emeritus of the Corporate Collaboration Council at the Thayer School of Engineering/Tuck School of Business at Dartmouth College and serves on the Board of Advisors of Beth Israel Deaconess Medical Center and the Whitehead Institute at MIT. Mr. Fletcher received his MBA from Southern Illinois University, a BBA in Marketing from George Washington University and an MS in international finance from Central Michigan University. Mr. Fletcher was also an instructor and PhD candidate at the Wharton School, University of Pennsylvania.

### Robert A. Cascella

Over more than 30 years, Mr. Cascella has supported value creation in the healthcare industry, with a strong focus on innovation and integrated solutions. Mr. Cascella retired from Philips on December 31, 2021, after working for the company since 2015. The last position he held before retiring was Executive Vice President and Strategic Business Development Leader and was also a member of the company's Executive Committee. Prior to that role, Mr. Cascella was the CEO for the Precision Diagnosis Segment, responsible for the integration of smart systems, software, informatics and services dedicated to delivering on the promise of precision medicine. Prior to that role, Mr. Cascella was the CEO of the Diagnosis and Treatment Segment, where he was responsible for the development and growth of modality-based diagnostics and interventional treatment and therapy. Before joining Philips, Mr. Cascella spent 11 years at Hologic, a global leader in Women's Health, as its president, and later, its CEO. Under his leadership, Hologic broadly diversified its product portfolio and substantially grew revenues through a combination of innovative product development and acquisition, as well as the building of strong customer relationships. Mr. Cascella serves as a board director for Celestica (NYSE: CLS), Mirion Technologies (NYSE: MIR) and Neuronetics (Nasdaq: STIM). He is also a NACD certified director. Mr. Cascella holds a Bachelor of Arts in accounting from Fairfield University.

### Donna French

Dr. French, Ph.D., is a pharmaceutical industry veteran with over 30 years of experience in pharmaceutical sciences and drug-device combination products. Dr. French, has been Vice President of Dosage Form Design and Development at AstraZeneca since June 2017. Prior to joining AstraZeneca, Dr. French was Senior Director of Device Development at Genentech from January 2009 to May 2017. She was Executive Director of Drug Delivery Engineering at Amgen, Inc. before joining Genentech. For her entire career, Dr. French has been developing and commercializing drug products, drug delivery systems and devices. She has led the development and commercialization of numerous products with delivery devices worldwide, including auto-injectors, pen injectors, needle stick prevention devices, prefilled syringes, needle-free injectors, subcutaneous infusion devices, intraocular delivery devices, inhalation drug delivery systems, and patient aids and tools for drug preparation and administration. Dr. French earned her B.S. in Pharmacy from Albany College of Pharmacy, and her Ph.D. in Pharmaceutical Sciences from the University of Nebraska.

### Joseph M. Manko, Jr.

Mr. Manko has been the Senior Principal in Horton Capital Management LLC, the investment manager for the Horton Capital Partners Fund, LP ("Horton Fund") since 2013. The Horton Fund is a significant shareholder in the Company. Mr. Manko has over 20 years of investment experience in the asset management, investment banking, private equity and corporate securities markets. From 2005 to 2010, Mr. Manko was a Partner and Chief Executive Officer of Switzerland-based BZ Fund Management Limited, where he was responsible for corporate finance, private equity investments, three public equity funds and the firm's Special Situations and Event-Driven strategies. Prior to that Mr. Manko was a Managing Director with Deutsche Bank in London. He began his investment banking career at Merrill Lynch as a Vice President in Hong Kong and prior to that, Mr. Manko was a corporate finance attorney at Skadden, Arps, Slate, Meagher & Flom LLP. Mr. Manko has served on the board of several companies in the bio-pharmaceutical industry and has advised numerous companies in the pharmaceutical, biotech and medtech industries and currently serves as a director and Chairman of Safeguard Scientifics, Inc. and a director of One Stop Systems, Inc., and previously served as a director of Wireless Telecom Group, Inc., and Creative Realities, Inc. Mr. Manko earned both his B.A. and Juris Doctor from the University of Pennsylvania.

### **Shahriar (Shar) Matin**

Mr. Matin has over 25 years of medical technology experience and was mostly recently the Chief Executive Officer of Cordis Corporation, a leading cardiovascular medical device company, from 2021 to 2023. Previously, he was the Chief Operating Officer at ViewRay Technologies Inc., an early-stage radiation oncology medical technology firm, from July 2018 to March 2021. Prior to that, he served as Chief Operating Officer of Spectranetics from January 2014 until its sale to Royal Philips in November 2017. From 2007 – 2014, Mr. Matin held commercial and operation leadership roles of increasing responsibilities at Spectranetics. Mr. Matin started his career in several commercial and engineering leadership roles at Boston Scientific and Guidant Corporation. He earned a BS in Mechanical Engineering from the University of California, Berkeley, with honors, and an MBA from Harvard Business School.

### **Edward Wholihan**

Mr. Wholihan has over 25 years of experience as Chief Financial Officer driving growth and shareholder value for public, private equity-sponsored, and venture capital-funded life sciences and healthcare businesses. Most recently, he has leveraged his strategic management, financial, and operational expertise consulting for various companies. Prior, he served as the Chief Financial Officer for Rarebreed Veterinary Partners, Inc, a community of veterinary hospitals; CFO of Allena Pharmaceuticals, Inc., a development stage biopharmaceutical company; and CFO of Medical Specialties Distributors, a leading solution provider to the specialty pharmacy, home infusion, and oncology practice markets that was acquired by McKesson Corp (NYSE: MCK) in 2018. Mr. Wholihan also held two other CFO roles within the life science sector earlier in his career and, prior to that, spent seven years as a management strategy consultant for McKinsey & Company. He earned his MBA from Stanford University's Graduate School of Business and a BA in economics from Yale University.

### **Linda Tharby**

Ms. Tharby was appointed as President and CEO in April 2021. Ms. Tharby has over 25 years of executive leadership experience building and leading strong performing global organizations that develop and commercialize products and service innovations, while delivering solutions to patients in the home setting. Prior to joining KORU, Ms. Tharby spent the last 24 years working in various roles of increased responsibility at Becton Dickinson (“BD”). Ms. Tharby was a member of the Executive Leadership team of BD. From 1998 to 2016, she held numerous senior global business leadership roles at BD, including Executive Vice President and President of Life Sciences, Group President of Pre-Analytical Systems and Biosciences, Worldwide President of Diabetes Care, and Vice President/General Manager of Pharmaceutical Systems. Ms. Tharby’s last role was as Chief Customer Experience Officer from July 2018 through December 2020. Prior to that she served as BD’s Chief Human Resources Officer, from October 2016 through July 2018. Ms. Tharby has an Honors Bachelor of Business Administration from Wilfrid Laurier University in Waterloo, Ontario Canada.

Ms. Tharby has entered into an agreement with the Company whereby she will be deemed to have automatically resigned from the Board simultaneously with the termination of her employment as the Company’s Chief Executive Officer.

## **Board Assessment, Nomination & Diversity**

Our Board members have extensive experience in business, finance, healthcare and enterprise growth, as well as developing successful Company strategies. The Board strives to obtain and retain the right mix of skills and experiences on the Board to drive the Company’s success. To that end, the Board performs annual self-assessments and engages in a thorough director nomination process.

### **Board Self-Evaluation Process**

The Board and its committees conduct an annual self-evaluation of their respective performances that allows directors to provide individual and confidential feedback on the Board’s composition, structure, committee structure, effectiveness, relationship with management, meetings, and other Board-related topics. The results of the self-evaluation are presented by the chair of the Nominating and Corporate Governance Committee (the “Nominating and Governance Committee”) to the full Board. The Board then assesses progress made in areas targeted for improvement from the prior year’s self-evaluation and develops an action plan in response to the current year’s self-evaluation.

### **Director Nomination Process**

The Nominating and Governance Committee makes its recommendations of director candidates to the full Board, after considering candidates’ depth of experience, availability and potential contributions to the Board, as well as their qualification as “independent” under the standards applicable to the Board and its committees. With respect to incumbent members of the Board, the committee will also consider the prior performance of each incumbent director.

In selecting qualified candidates to serve as directors of the Company, a wide range of diversity criteria are considered, including without limitation, gender, race, ethnicity, religion, sexual orientation, physical ability and age, with the objective that the Board, as a whole, reflects a range of viewpoints, backgrounds, skills and experience. In the process of searching for qualified persons to serve on the Board, the Nominating and Governance Committee strives for the inclusion of diverse groups, knowledge, and viewpoints. To accomplish this, the Committee may retain an executive search firm to help meet the Board’s diversity objectives.



Candidates may come to the attention of the Nominating and Governance Committee from current or former directors, shareholders, officers or other sources, and the committee reviews all candidates in the same manner regardless of the source of the recommendation. In addition to those candidates identified through its own internal processes, the Nominating and Governance Committee will consider nominees recommended by shareholders who submit their recommendations in accordance with the notice, information and consent requirements set forth in our Bylaws.

### Director Diversity

The Board believes having Board members with a diverse mix of viewpoints, insights and perspectives is critical to board effectiveness. The Company seeks to have its Board composed of directors that collectively possess a wide range of relevant business and financial expertise, industry knowledge, management experience and prominence in areas of importance to the Company. The Board believes that gender and minority representation is an important element in achieving the broad range of perspectives that the Board seeks among its members. To that end, consideration of the overall gender and ethnic diversity of our Board is an important factor in our Board candidate selection and succession planning. Our Board currently includes two female directors.

## The Board and Committees of the Board

The Company is governed by the Board. The Board held four regular and one special meeting in 2024. All directors attended at least 75% of the total number of meetings of the Board and the Committees on which he or she served. The Company’s non-employee directors, all of whom are independent, met in executive session at or shortly after each of the Board meetings held during 2024. All directors and director nominees attended the Company’s 2024 Annual Meeting. In addition to its formal meetings, the Board met regularly with management in 2024.

The Board has established three operating committees (the “Committees”) that meet regularly: the Audit Committee; the Compensation Committee; and the Nominating and Governance Committee (the “Governance Committee”).

### Committee Membership and Function

Set forth below are the members of each Committee and a summary of each Committee’s areas of oversight. Each Committee operates under a formal charter adopted by the Board that governs its duties and conduct. Copies of the Committee charters can be obtained free of charge from the Company’s website at [www.korumedical.com](http://www.korumedical.com).

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#### Audit Committee

Members	Meetings in 2024 (#)	Principal Responsibilities
Robert A. Cascella (Chair)* R. John Fletcher Joseph M. Manko, Jr.	9	<ul style="list-style-type: none"> <li>• Recommends appointment of independent registered public accountants</li> <li>• Reviews internal accounting procedures and financial statements</li> <li>• Consults with and reviews services provided by independent registered public accountants, including the results and scope of their audit</li> <li>• Reviews and discusses with management and the independent auditor annual reports on Form 10-K and makes recommendations to the Board with respect thereto</li> <li>• Reviews and discusses with management quarterly reports on Form 10-Q, earnings releases and any earnings guidance</li> <li>• Reviews financial strategies regarding currency, interest rates and use of derivatives and reviews our insurance program</li> </ul>

\* The Board has designated Mr. Cascella as the Audit Committee’s “audit committee financial expert” under the rules of the SEC.

#### Compensation Committee

Members	Meetings in 2024 (#)	Principal Responsibilities
Joseph M. Manko, Jr. (Chair) R. John Fletcher Shahriar Matin	5	<ul style="list-style-type: none"> <li>• Recommends compensation of our CEO to the independent members of the Board and approves</li> </ul>

		<p>the compensation of our other executive officers</p> <ul style="list-style-type: none"> <li>• Approves all employment, severance and change in control agreements with our executive officers</li> <li>• Serves as the granting and administrative committee for our equity compensation plans</li> <li>• Administers our Annual Incentive Compensation Plan</li> <li>• Oversees our policies relating to employee compensation and benefits</li> <li>• Reviews and recommends to the Board director compensation, including equity awards</li> </ul>
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### Nominating and Governance Committee

Members	Meetings in 2024 (#)	Principal Responsibilities
R. John Fletcher (Chair) Donna French Shariar Matin	3	<ul style="list-style-type: none"> <li>• Identifies and recommends candidates for election to the Board;</li> <li>• Reviews and recommends the composition, structure and function of the Board and its Committees;</li> <li>• Recommends a chair of the Board</li> <li>• Monitors our corporate governance and Board practices, and oversees the Board's self-evaluation process;</li> <li>• Identifies, evaluates and mitigates operational, strategic and external environment risks, with overall responsibility for monitoring our risk policies and practices</li> </ul>

### Director Independence

The Governance Committee annually reviews the independence of all directors and nominees for director and reports its findings to the full Board. The Board has determined that all of our non-employee directors serving on the Board and on each of its three Committees are independent under the rules of the Nasdaq Stock Market, except for Mr. Wholihan who previously served as a consultant for the Company. As an employee of the Company, Ms. Tharby is not independent.

In determining that these non-employee directors are independent, the Board reviewed any transactions or other dealings by the Company with organizations with which a director has a relationship, such as service as an employee of an organization or as a member of its governing or advisory board. Based on its review, the Board determined that, in each instance, the relationship met the safe harbor provision of the Nasdaq rules, or that the nature of the relationship, the degree of the director's involvement with the organization or transaction, and the amount involved did not otherwise constitute a relationship that would impair the director's independence. The Board considered, among other things, the level of Mr. Manko's beneficial ownership of the Company's common stock.

### Corporate Governance

The following is a summary of KORU Medical's significant corporate governance practices:

- Annual election of directors
- Majority voting standard for election of directors
- 5 out of 7 director nominees (all except Company CEO and former consultant) are independent
- Lead director structure
- Annual board and committees self-evaluation
- Shareholder right to call special meetings
- Shareholder right to act by written consent
- Director and executive officer stock ownership requirements

- Independent Board Committees
- No poison pill

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- Anti-hedging and pledging policies
- Annual say-on-pay shareholder vote
- National Association of Corporate Directors membership and director education

## Board Leadership

Our governing documents enable the Board to determine the appropriate Board leadership structure for the Company and allow the roles of Chairman of the Board and Chief Executive Officer to be filled by the same or different individuals. This approach allows the Board flexibility to determine whether the two roles should be separate or combined based upon the Company's needs and circumstances and the Board's assessment of the Company's leadership from time to time. Our Bylaws provide that, in the event the roles of Chairman of the Board and Chief Executive Officer are filled by the same individual, or if the Chairman is not considered by the Board to be an independent director, the independent directors will elect an independent director to serve as Lead Director. The Lead Director, if any, will chair meetings of independent directors, will facilitate communications between other members of the Board and the Chief Executive Officer and the Chairman, and will assume other duties which the independent directors as a whole may designate from time to time.

Our Bylaws provide that the primary officers of the Company shall be a Chairman of the Board, Chief Executive Officer and a Treasurer, each of whom shall be appointed by the Board of Directors and have such powers and duties as provided in the Bylaws or as the Board otherwise deems appropriate. Any two offices or more may be held by one person. Our Bylaws further provide that the Chairman of the Board shall preside at all meetings of the Board of Directors and shareholders, when present, and perform other such duties as the Board may designate. In the Chief Executive Officer's absence or inability to act, the Chairman of the Board shall perform the duties and may exercise the powers of the Chief Executive Officer.

The Board believes the current separation of the Chairman of the Board and Chief Executive Officer roles is appropriate at this time because it enables the Chief Executive Officer to focus on strategic leadership, execution and day-to-day management of our business, while the Chairman focuses on board-level leadership and facilitating the Board's ability to be a strategic partner with management and provide oversight and monitoring. The Board will continue to review its leadership structure.

## Code of Ethics

KORU Medical maintains a Code of Ethics that is applicable to all directors, officers and employees. It sets forth our policies and expectations on several topics, including conflicts of interest, confidentiality, compliance with laws, protection of Company assets (including proprietary information), and business ethics. The Code of Ethics also sets forth procedures for addressing any potential conflict of interest (or the appearance of a conflict of interest).

The Company also maintains an Ethics Hotline, which is accessible via telephone number for all our employees as a means of raising concerns or seeking advice. Employees using the Ethics Hotline may choose to remain anonymous (unless prohibited by local law) and all inquiries are kept confidential to the extent practicable in connection with the investigation of an inquiry. All Ethics Hotline inquiries are forwarded to the Chairman of the Nominating and Governance Committee for investigation. In accordance with our complaint handling procedures, the Audit Committee is informed of any significant matters, whether reported through the Ethics Hotline or otherwise, including accounting, internal control or auditing matters, or any reported fraud involving senior management or persons who have a significant role in our internal controls. Retaliation for submissions to the Ethics Hotline is prohibited.

Any waivers from any provisions of the Code of Ethics for executive officers and directors will be promptly disclosed to shareholders. In addition, certain amendments to the Code of Ethics, as well as any waivers from certain provisions of the Code of Ethics given to the Company's CEO, CFO or principal accounting officer, will be posted at the website address set forth below.

The Code of Ethics is available on the Company's website at [www.korumedical.com](http://www.korumedical.com). Printed copies of the Code of Ethics may be obtained, without charge, by contacting the Corporate Secretary, KORU Medical Systems, Inc., 100 Corporate Drive, Mahwah, NJ 07430; telephone 800-624-9600.

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## Risk Oversight

The full Board has the ultimate responsibility for, and is actively engaged in, overseeing the Company's risk management. The Board receives and reviews periodic reports from management, auditors, legal counsel and others, as considered appropriate regarding the Board's assessment of risks, and ensures that risks undertaken by the Company are consistent with the Board's tolerance for risk.

The Nominating and Governance Committee has been appointed by the Board to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks, and has overall

responsibility for monitoring the risk policies and associated practices of the Company. The other Board committees are responsible for monitoring and reporting to the full Board on risks associated with their respective areas of oversight.

The Board and its committees actively engage with management to provide guidance on and oversight of the Company's business strategy throughout the year. The Board dedicates at least one meeting annually to focus on management's long-term strategic plan that guides the Company's actions to manage risk and deliver shareholder value. In addition, various elements of strategy are discussed at every Board meeting, as well as at many meetings of the Board's Committees. In order to assess performance against our strategic plans, the Board receives regular updates on progress and execution, and provides direction to senior management throughout the year.

The Company's senior leadership team works together to identify, assess, manage and mitigate a broad range of risks across the Company's business. These risks are shared with the full Board at its regular meetings and, when appropriate, with committees of the Board.

## Shareholder engagement and communication

We take the views of our shareholders seriously, and members of our management team and our Board have actively engaged many of our shareholders to gain a better understanding of their views. Our process for shareholder outreach and engagement occurs throughout the year. Prior to our annual meeting of shareholders, we review any report published by Institutional Shareholder Services to gain an initial understanding of areas of focus, and after the meeting, we review the voting results and reach out to shareholders to invite feedback and discussion to ensure an understanding of the areas of greatest interest to our shareholders.

Shareholders may communicate with the entire Board or individual directors by sending an email to [directors@korumedical.com](mailto:directors@korumedical.com). Each communication should specify the applicable director or directors to be contacted, as well as the general topic of the communication. Management will initially receive and process communications before forwarding them to the director(s). Management generally will not forward to the directors a communication that they determine to be primarily commercial in nature or related to an improper topic, or that requests general information about the Company.

## Corporate Responsibility

We remain fully dedicated to improving quality of life for patients through the development, manufacturing, and commercialization of innovative and easy-to-use subcutaneous drug delivery systems. We are passionate about serving patients and committed to our dedicated employees, our community and running our business in an ethical and compliant manner.

We address environmental risks by maintaining sustainable practices throughout our business, including identifying and assessing financial risks associated with climate change, energy, waste, pollution, and natural resource conservation. We plan to engage best practices to measure and manage environmental impacts in order to conserve resources, reduce costs, and promote ethical sourcing practices.

We are passionate about the culture we have created of openness, trust and mutual respect in our work environment. We are committed to a strong 'pay for performance' environment where each person is accountable and rewarded for not only building the Company but developing themselves and those around them.

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It is the Company's policy to provide a healthy and safe workplace for our employees and to observe applicable federal and state laws and regulations. The health and safety of our associates is our top priority and in recognition of this, we aim to provide a robust health and wellness package. We continually evolve our benefits plans to remain competitive and to meet the needs of our workforce to include medical benefits, dependent care, survivor benefits, disability coverage, parental leave and a 401(k) program.

## Non-employee director compensation

The Board believes that providing competitive compensation is necessary to attract and retain qualified non-employee directors. The key elements of KORU Medical's non-employee director compensation are a cash retainer, stock compensation and Committee chair fees. Of the base compensation paid to non-employee directors (cash retainer and stock), slightly more than half is paid in shares of common stock. Ms. Tharby does not receive compensation for her service as a director.

The Compensation Committee reviews the annual compensation of our non-employee directors and makes recommendations to the Board. The following table summarizes the Company's non-employee director compensation plan in effect in 2024.

<b>Annual Compensation<sup>(1)</sup></b>	<b>Amount</b>
Cash Retainer	\$50,000
Common Stock Award	\$60,000 <sup>(2)</sup>
Additional Common Stock Award for Chairman	\$30,000 <sup>(2)</sup>
Audit Committee Chair Retainer	\$15,000

Compensation Committee Chair Retainer	\$11,500
Nominating and Corporate Governance Committee Chair Retainer	\$7,500 <sup>(3)</sup>

(1) Paid in quarterly installments.

(2) Number of shares of common stock issued determined by the average of the high and low prices of the Company's common stock on the last day of the quarter as reported by the Nasdaq Capital Market.

(3) R. John Fletcher, Chairman of the Board and Chair of the Nominating and Corporate Governance Committee, has agreed to forego this retainer.

The Board believes that directors should hold meaningful equity ownership positions in the Company. To that end, a significant portion of non-employee director compensation is in the form of equity awards to further align the interests of our non-employee directors with our shareholders. Under the Board's stock ownership guidelines, each non-employee director is required to own shares of KORU Medical common stock valued at four times the annual cash retainer and must comply with the guidelines within five years of joining the Board. All of our non-employee directors have achieved the required share ownership or are on track to meet their ownership target.

The following table sets forth the compensation earned or received by our non-employee directors during fiscal year 2024.

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	All other compensation (\$)	Total (\$)
R. John Fletcher Chairman of the Board Nominating and Governance Committee Chair	50,000	90,000	--	140,000
Robert A. Cascella Audit Committee Chair	65,000	60,000	--	125,000
Donna French	50,000	60,000	--	110,000
Joseph M. Manko, Jr. Compensation Committee Chair	60,500	60,000	--	120,500
Shahriar (Shar) Matin	50,000	60,000	--	110,000
Edward Wholihan	50,000	60,000	--	110,000

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KORU Medical reimburses non-employee directors for travel and other business expenses incurred in the performance of their services for the Company. Our insider trading policy prohibits all of our directors from, among other things, margining or pledging any Company shares.

## Proposal 2: Advisory vote to approve named executive officer compensation

✔ The Board recommends a vote "FOR" Proposal 2.

The Dodd-Frank Wall Street Reform and Consumer Protection Act added Section 14A to the Securities Exchange Act of 1934, as amended ("Exchange Act"), which requires that we provide shareholders with the opportunity to vote to approve, on an advisory basis, the compensation of our named executive officers. Commonly known as a "say-on-pay" vote, this proposal gives our shareholders the opportunity to express their views on our executive compensation policies and programs and the compensation paid to the named executive officers. At the Company's 2020 Annual Meeting of Shareholders, 95% of the votes cast were in favor of the Board of Directors' recommendation to hold an advisory vote on executive compensation every year. The Board of Directors and the Governance Committee (then, our compensation committee) reviewed these results and determined that the Company's shareholders should hold an advisory vote on executive compensation every year. Accordingly, a say-on-pay vote is being taken at the 2024 Annual Meeting.

We believe that the most effective compensation program is one that is designed to reward all of our employees, including but not limited to, our named executive officers, for the achievement of our short-term and long-term strategic goals using a pay for performance system to ultimately drive toward the achievement of increased total shareholder return. Through this strategy, we seek to closely align the interests of our named executive officers with the interests of our shareholders. Our named executive officers' total compensation is comprised of a mix of base salary, performance-based cash bonus, long-term incentive compensation, retirement and other benefits intended to fulfill these objectives.

We are asking our shareholders to indicate their support for the compensation of our named executive officers as described in this proxy statement by approving the following resolution at the Annual Meeting:

"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation paid to the named executive officers, as disclosed in the Company's proxy statement for the 2025 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation tables and accompanying narrative disclosure."

We strongly encourage shareholders to read "Compensation of Named Executive Officers" in this proxy statement, including the tabular and narrative disclosure regarding executive compensation, for additional details.

The vote on this proposal is advisory and therefore not binding on the Company, the Board of Directors or the Compensation Committee. However, the Board of Directors and the Compensation Committee will review and consider the voting results in future decisions regarding executive compensation.

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## Executive Compensation

Our goal is to provide an executive compensation program that best serves the long-term interests of our shareholders. We believe that attracting and retaining superior talent and rewarding performance is key to delivering long-term shareholder returns, and that a competitive compensation program is critical to that end.

What We Do	What We Don't Do
<ul style="list-style-type: none"> <li>✓ Use a balanced mix of cash and equity compensation and annual and long-term incentives</li> <li>✓ Tie a significant portion of executive pay to performance against targets, both short- and long-term</li> <li>✓ Align performance goals with shareholder value</li> <li>✓ Ensure undue weight is not given to any single performance metric</li> <li>✓ Consider peer groups</li> <li>✓ Engage an independent compensation consultant</li> <li>✓ Solicit annual say on pay vote</li> <li>✓ Stock ownership guidelines</li> <li>✓ Clawback provisions for performance-based compensation</li> <li>✓ “Double trigger” for accelerated vesting of certain equity upon change in control</li> </ul>	<ul style="list-style-type: none"> <li>x Encourage excessive risk-taking by management</li> <li>x Grant discounted stock options</li> <li>x Reprice stock options</li> <li>x Allow hedging or pledging of Company shares</li> <li>x Tax gross-ups on severance or change in control</li> <li>x Provide excessive executive perquisites</li> </ul>

## Setting our executive compensation

The Compensation Committee annually reviews and approves all compensation paid to our executive officers, including our named executive officers, subject to Board approval in the case of CEO compensation. The CEO evaluates and provides to the Compensation Committee performance assessments and compensation recommendations. While the CEO discusses her recommendations with the Compensation Committee, she does not participate in the deliberations concerning, or the determination of, her own compensation. From time to time, various other members of management and other employees as well as outside advisors or consultants may be invited by the Compensation Committee to make presentations, provide financial or other background information or advice or otherwise participate in the Compensation Committee meetings.

The Compensation Committee meets periodically throughout the year to manage and evaluate executive compensation; however, decisions may be made at other times for new hires, promotions or other special circumstances as our Compensation Committee determines appropriate. The Compensation Committee will continue to monitor and evaluate our executive compensation in light of our shareholders’ views, before making any appropriate adjustments, and continue to consider the outcome of our say-on-pay votes and our shareholders’ views when making future compensation decisions for our named executive officers.

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The Compensation Committee has the authority to retain compensation consultants to assist in its evaluation of executive compensation, including the authority to approve the consultant’s reasonable fees and other retention terms. The Compensation Committee has retained AON plc as its compensation consultants to, among other things, provide competitive market assessments of the compensation of our executive officers, as well as provide support on other matters as requested by the Compensation Committee from time to time. The Compensation Committee has analyzed whether the work of AON plc as compensation consultants raises any conflict of interest, taking into account relevant factors in accordance with SEC guidelines. Based on its analysis, the Compensation Committee determined that the work of AON plc and the individual compensation advisors employed by them do not create any conflict of interest pursuant to the SEC rules and applicable Nasdaq listing standards.

## Principal elements of our executive compensation

Our 2024 executive compensation program consisted of the following principal elements:

**Base Salary**, which provides a baseline level of compensation set forth in an employment agreement that is reviewed and subject to adjustment annually. Base salary is fixed cash compensation based on performance, scope of responsibilities, experience and competitive pay practices.

**Annual Incentive Compensation Program (“AICP”)**, which provides an annual variable cash payment tied to company and individual performance during the fiscal year. AICP cash bonus drives business performance towards achievement of annual goals and rewards individual contributions to the Company’s performance.

**Long Term Incentive Program (“LTIP”)**, which provides for annual awards of stock options, restricted stock units and performance share units pursuant to the Company’s 2024 Omnibus Equity Incentive Plan.

**Stock Options**, which reward creation of shareholder value and promote executive retention. Stock options are exercisable for shares upon payment of the exercise price fixed at fair market value at the time of the award, and generally vest ratably over four years. Stock options are generally issued at the time of hire. In certain circumstances, the vesting of stock option awards is based on individual performance.

**Time-Based Restricted Stock and Restricted Stock Units**, which increases executive ownership to align with shareholder interests and promotes executive retention. Time-based restricted stock and restricted stock units generally vest ratably over four years.

**Performance-Based Restricted Stock and Performance Share Units**, which also increases executive ownership to align with shareholder interests and promotes executive retention. Performance-based restricted stock and performance share units tie vesting to the performance of the Company and/or the individual over a period of time.

The compensation of our named executive officers includes substantial performance-based compensation, where the amount received by an executive varies based on Company and individual performance.

## **Annual Incentive Compensation Plan**

As part of the Company’s pay-for-performance philosophy, the Company has an Annual Incentive Compensation Plan (“AICP”) applicable to all full-time employees, including the named executive officers, in the form of an annual cash bonus award potential. Target AICP awards are expressed as a percentage of base salary and, for the named executive officers, set forth in their respective employment agreements.

An employee’s bonus award is made from a pool established by the Board for all employees under the AICP, based on achievement and over-achievement of any one or more measures of the Company’s financial or other performance for the year as determined in the discretion of the Board. The Company performance targets may include any one or more of the following criteria, measured on an absolute basis or relative to a pre-established target, in each case as specified and weighted by the Board: (i) revenues, (ii) earnings before one or more of interest, taxes, depreciation, and amortization, (iii) return on equity, (iv) income or net income, (v) operating income or net operating income, (vi) gross margin, operating margin, or profit margin, (vii) strategic plan progress; (viii) market segment share, (ix) new product innovation, (x) minimum cash balance, or (xi) such other criteria as the Board may determine are appropriate to measure the Company’s performance.

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An employee’s individual bonus award is calculated based the Company performance as described above, and in part, on the extent to which they meet expectations in their individual annual performance review, as determined by the Board for the CEO and the Compensation Committee for her direct reports, and as determined by the CEO for other employees. Such expectations are based on individual annual performance goals and objectives established by the Compensation Committee for the CEO and by the CEO in her sole discretion for her direct reports and all other employees. Different employees may have different individual performance goals and objectives. In no event does an employee’s individual bonus award exceed the total of the funded performance target pool, which may include over-achievement for Company over-performance.

The Board (and the independent directors in the case of our CEO), upon recommendation of the Compensation Committee, has the discretion to determine what it believes is an appropriate AICP award to recognize the Company’s performance and a particular executive’s contribution to that performance. Actual awards are in the discretion of the Board and awards may be more or less than the target. The Board may also amend any financial or other targets or goals based on the Company’s market performance or any other criteria it deems appropriate.

The Compensation Committee seeks to reward what it deems to be superior performance by management in light of current industry conditions and growth trends. The Compensation Committee sets what it believes are challenging performance targets in light of the Company operating plans reviewed by the Board, and structures payouts so that they are aligned with the Company’s performance against those targets.

## **Long Term Incentive Program**

In 2024, the Board adopted a Long Term Incentive Program (“LTIP”), the purpose of which is to incentivize the retention and performance of executives and certain other employees of the Company through annual equity-based awards. All awards under the LTIP are granted under, and in accordance with, the Company’s 2024 Omnibus Equity Incentive Plan. Participants in the LTIP are (i) “executive participants”, which are officers of the Company who are subject to Section 16 of the Securities Exchange Act of 1934, as amended, (ii) “management participants”, which are management-level employees with “vice president” titles, and (iii) “other participants”, which are certain other employees identified by the Committee upon the recommendation of the CEO. The LTIP is administered by the Compensation Committee of the Board (the “Committee”).

Each fiscal year of the Company, each participant will have an aggregate target value for such year's awards under the LTIP. Unless otherwise determined by the Committee, for each executive participant, the aggregate target value shall be based on median market and peer data provided by a compensation consultant selected by the Committee, multiplied by a percentage determined by the Committee (and upon the recommendation of the CEO with respect to other participants) taking into account the participant's experience and position with the Company. The number of shares subject to awards equal to the aggregate target value shall be based on the arithmetic mean of the high and low prices of a share of the Company's common stock as reported on the Nasdaq Capital Market on the last trading day before the grant date.

Each fiscal year of the Company, for executive participants and management participants, (i) 33% (25% in the case of the CEO) of the participant's aggregate target value will be granted as an annual award in the form of restricted stock units with time-based vesting requirements (RSUs), (ii) 33% (50% in the case of the CEO) of the participant's aggregate target value will be granted as an annual award in the form of restricted stock units with performance-based vesting requirements (PSUs), and (iii) 33% (25% in the case of the CEO) of the participant's aggregate target value will be granted as an annual award in the form of nonqualified stock options (Options) with time-based vesting requirements. Each fiscal year, for other participants, 100% of the participant's aggregate target value shall be granted as in the form of RSUs.

Unless otherwise determined by the Committee, RSUs and Options awarded under the LTIP will vest as to one-fourth of the shares of Common Stock subject to such awards on each of the first four anniversaries of the date of grant, subject to the participant's continued employment with the Company through the applicable vesting date (except as may be otherwise provided in the award agreement), and will have such other terms and conditions as shall be set forth in the applicable award agreement approved by the Committee.

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PSUs awarded under the LTIP will vest based on performance criteria determined by the Committee and set forth in the Award Agreement, which criteria may include (without limitation) targeted or growth of revenue, cash flow, earnings per share, earnings before one or more of interest, taxes, depreciation, and amortization, return on equity, income or net income, operating income or net operating income, gross margin, operating margin, or profit margin. The PSU Award Agreement will provide a target percentage range for the actual number of LTIP PSUs that may become vested, based on the level of achievement of the foregoing or other performance measure(s), as determined by the Committee, and may provide that the payout based on the actual number of LTIP PSUs be modified based on performance criteria determined by the Committee.

The Committee may provide accelerated vesting of awards under the LTIP in the event of a change in control of the Company, as defined in the LTIP.

### **Change in control**

Certain of our unvested equity grants provide for double-trigger vesting upon a change in control. Under this provision, the awards will automatically vest upon a change in control only if the executive is terminated without "cause" or terminates employment for "good reason" (as such terms are defined in the executive's employment agreement) within the specified period of the change in control.

RSUs awarded pursuant to the LTIP vest automatically upon a change in control. If the change in control occurs prior to December 31, 2026, a number of PSUs awarded pursuant to the LTIP will vest at 100% of the target number of PSUs granted with a payout modifier based on to the price of the common stock on the date of the change in control.

### **Clawback**

We have adopted a Clawback Policy in compliance with Nasdaq listing standards that applies to all of the Company's current and former executive officers. In the event of an accounting restatement, the Company shall recoup of all incentive-based compensation received by such executive officers that exceeds the amount of incentive-based compensation that would have been received by the executive officer had it been determined based on the restated amounts.

In addition, our Annual Incentive Compensation Plan ("AICP") provides that if the Company's financial statements are the subject of a restatement (i) due to material non-compliance with any financing reporting requirement under the federal securities laws, even if such restatement was not the result of any misconduct or error of the participant, (ii) in order to correct errors that were immaterial to previously issued financial statements but would result in a material misstatement if the errors were left uncorrected in future filings under the federal securities laws; or (iii) to correct errors that are recognized in the current period covered by the financial statements, then the Company will seek reimbursement of excess incentive cash compensation paid under the AICP for the relevant year(s). In addition, if the Company's financial statements are the subject of a restatement or correction of error due, in whole or in part, to a participant's misconduct, to the extent permitted by governing law, the Company may seek reimbursement of all incentive cash compensation paid under the AICP to such participant for the relevant year(s). Finally, the Company may seek reimbursement of any or all incentive cash compensation paid under the AICP to a participant in the event the Board or Compensation Committee determines, in its reasonable judgment, that the participant has, or has been negligent in connection with the supervision of someone who has, engaged in fraud, misrepresentation, theft or embezzlement, engaged in other misconduct (including harassment), or been grossly negligent in connection with the performance of their duties, in each case resulting in Company reputational or financial harm.



In addition, the Company's employment agreement with our Chief Executive Officer provides that if the Company's financial results are subsequently restated and such restatement shows any bonus, option or restricted stock award was incorrectly paid or vested, she will be required to forfeit the portion of such compensation that was incorrectly paid and, to the extent her fraud or other misconduct resulted in the receipt or vesting of such compensation, she will be required to forfeit such improperly paid or vested compensation. The Company may also recover any bonus paid and cancel outstanding equity awards and recover any shares received upon the exercise or vesting of such awards (or any gain realized on the sale of such shares) to the extent she breaches certain restrictive covenants in her employment agreement.

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## Stock ownership guidelines

To increase executive share ownership and promote a long-term perspective when managing our business, our Chief Executive Officer and certain other executives identified by the Board are required to achieve the required ownership level set forth below within 5 years of becoming subject to the guidelines and to maintain such ownership while they are employed by the Company. Shares subject to unvested stock options or otherwise subject to a right to acquire are not included in the ownership level for this purpose.

Position	Multiple
CEO	5x base salary
Certain Other Executives	3x base salary
Nonemployee Directors	4x annual cash fees

## Pledging and hedging

Our insider trading policy prohibits all of our directors, officers and employees (including the named executive officers) from margining or pledging any Company shares or other Company securities, entering into hedging or monetization transactions or similar arrangements with respect to Company securities, selling the Company's securities short, or buying or selling puts or calls or other derivative securities on the Company's securities.

## Equity award timing

The Compensation Committee has adopted a policy that prohibits the backdating of any equity compensation award and requires our annual equity compensation awards and any "off-cycle" awards to be made on certain fixed dates.

## Compensation of named executive officers

### Summary Compensation Table

The following table shows the compensation provided by the Company to each of the named executive officers in fiscal years 2024 and 2023:

Name and Position	Year	Salary (\$)	Bonus (\$)	Stock Awards <sup>(1)</sup> (\$)	Option Awards <sup>(1)</sup> (\$)	Nonequity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Linda Tharby President & CEO	2024	568,770	0	360,098	193,102	137,106	12,450	1,271,525
	2023	563,063	0	0	0	400,400	13,200	976,663
Thomas Adams Chief Financial Officer	2024	334,633	0	85,819	65,379	64,350	14,867	565,049
	2023	302,917	0	0	174,937	81,900	13,200	572,954
Kenneth Miller Chief Commercial Officer	2024	357,415	0	93,589	71,251	19,800	1,200	543,255
	2023	45,000	0	0	590,686	0	61,738	697,424
Brian Case Former Chief Technology Officer	2024	361,970	0	0	0	12,994	313,327	688,291
	2023	350,000	0	0	0	101,981	8,163	460,144

(1) For valuation assumptions, see Note 4 – Stock-Based Compensation to the Company's financial statements included in its 2024 Annual Report on Form 10-K.

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### Narrative disclosure to Summary Compensation Table

*Employment Agreements.* Each of our named executive officers had a written employment with the Company during 2024. Under each of the employment agreements, the employment of the named executive officer may be terminated by either party upon written notice to the other party. Mr. Case's employment terminated in September 2024.

*Salary.* As of December 31, 2024, the base salaries for our named executive officers then employed by the Company were as follows: Ms. Tharby, \$583,495; Mr. Adams, \$351,000; and Mr. Miller, \$385,000.

*Non-Equity Incentive Plan Compensation.* Pursuant to her employment agreement, Ms. Tharby is eligible to receive an annual bonus of up to 80% of her base salary in accordance with the AICP. Any annual bonus paid to Ms. Tharby under her employment agreement has been and will be paid 70% in cash and 30% in shares of common stock. Pursuant to their employment agreements, Mr. Adams, Mr. Case and Mr. Miller were eligible to receive an annual bonus of up to 30%, 45% and 50% (which was increased to 60% in 2024), respectively, of their annual base salaries in accordance with the AICP.

AICP awards for any year are subject to continued employment until payment the subsequent year, so not earned until paid. Amounts presented for 2023 represent awards for 2022 performance, and amounts presented for 2024 represent awards for 2023 performance.

*Stock Awards.* In August 2024, pursuant to the Company's LTIP, each of our named executive officers other than Mr. Case received restricted stock units (RSUs) and performance share units (PSUs) as follows: Ms. Tharby – 63,872 RSUs, 127,660 PSUs (target); Mr. Adams – 21,617 RSUs, 21,617 PSUs (target); Mr. Miller – 23,574 RSUs, 23,574 PSUs (target).

Of these RSUs, one-fourth vested on March 15, 2025 and the remainder will vest on each first, second and third anniversary thereof. Upon a Change in Control as defined in the LTIP, all of these unvested RSUs will vest.

These PSUs will vest based on the Company's annual revenue for its fiscal year ended December 31, 2026, subject to the participant's continued employment with the Company through the vesting date. The actual number of PSUs that may become vested ranges from 0% to 150% of the target number of PSUs granted, based on the specified levels of achievement of the foregoing performance measure, with the target number shown as "PSUs (target)" representing achievement at 100%. In addition, the payout based on the actual number of PSUs that have vested will be modified between 0.5-1.5 times based on the average of the price of the Company's common stock for the 20 days prior and ending December 31, 2026. The aggregate maximum number of shares issuable pursuant to these PSUs is 434,489. Upon a Change in Control as defined in the LTIP occurs prior to December 31, 2026, a number of PSUs will vest at 100% of the target number of PSUs granted with a payout modifier based on to the price of the common stock on the date of the Change in Control.

#### *Option Awards*

In August 2024, pursuant to the Company's LTIP, each of our named executive officers other than Mr. Case received options to purchase shares of our common stock at \$2.35 per share, as follows: Ms. Tharby – 140,950; Mr. Adams – 47,722; and Mr. Miller – 52,008. One-fourth of these options vested on March 15, 2025 and the remainder will vest on the first, second and third anniversaries thereof, subject to continued employment.

Mr. Adams received an option to purchase 100,000 shares of our common stock at \$2.54 per share upon his appointment as our Chief Financial Officer in August 2023. Each of Mr. Miller and Mr. Case received on the respective start dates of their employments in November 2023 and April 2022, respectively, options to purchase 400,000 shares of our common stock at \$2.18 per share and 475,000 shares of our common stock at \$2.67 per share, respectively. Of Mr. Miller's options awarded on the start date of his employment, 200,000 are subject to performance-based vesting conditions set forth below. Mr. Case's options and the other 200,000 of Mr. Miller's options are subject to vesting on each of the four anniversary dates of their award, subject to continued employment. Mr. Case exercised 237,500 of these options November 2024, and the remainder were forfeited.

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The 200,000 performance-based vested options issued to Mr. Miller are subject to vesting as follows: if the Company's year-over-year net sales growth for any of the fiscal years ended December 31, 2024, 2025 or 2026 is at least the applicable net sales growth target set forth on the schedule to the option award agreement, then, on the date the Company's Board approves the 2026 fiscal year financial statements, a corresponding portion of the option award will vest as set forth on such schedule (the "Vesting Date"). The maximum number of shares that can vest in any year is 66,668, which corresponds to a net sales growth target of 25%; provided that vesting of the award is subject to certain "catch-up" provisions in the event a net sales growth target is not met in one of the applicable years. Notwithstanding the foregoing, the option award will automatically vest in full upon the Company maintaining, for a period of at least two consecutive fiscal quarters after January 1, 2024 and prior to the Vesting Date, a run rate of at least \$50,000,000 over the previous four fiscal quarters, as reported in the Company's filings pursuant to the Securities Exchange Act of 1934, as amended. For the option to vest, Mr. Miller must be employed by the Company on the applicable vesting date.

*All Other Compensation.* Each named executive officer was entitled to participate in any benefit plan from time to time in effect for our executives and/or employees generally, subject to the eligibility provisions of that plan. Each named executive officer received matching contributions under our 401(k) savings plan for all executives. Includes \$102,782 in severance and COBRA benefits paid to Mr. Case following termination of his employment pursuant to his employment agreement.

## **Outstanding equity awards at 2024 fiscal year end**

The following table sets forth the outstanding equity awards held by our named executive officers at the end of fiscal year 2024.

Name	Option Awards <sup>(1)</sup>				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(2)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested (\$)
Linda Tharby	750,000	250,000	\$3.88	3/15/2031	800,000	\$3,080,000	—	—
Linda Tharby	—	140,950	\$2.35	8/15/2034	—	—	191,532	\$737,398
Thomas Adams	150,000	50,000	\$3.34	11/29/2031	—	—	—	—
Thomas Adams	25,000	75,000	\$2.54	7/30/2033	—	—	—	—
Thomas Adams	—	47,722	\$2.35	8/15/2034	—	—	43,234	\$166,451
Ken Miller	50,000	150,000	\$2.18	11/13/2033	—	—	—	—
Ken Miller	22,000	133,334	\$2.18	11/13/2033	—	—	—	—
Ken Miller	—	52,008	\$2.35	8/15/2034	—	—	47,148	\$181,520

(1) Non-qualified stock options that vest 25% annually commencing on the first anniversary following the date of award.

(2) Based on a closing price of our common stock on December 30, 2024 of \$2.46.

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## Pay versus performance

The following tables and related disclosures provide information about (i) the “total compensation” of our CEO, and our other named executive officers (the “Other NEOs” or the “Non-CEO NEOs”) as presented in the Summary Compensation Table above, (ii) the “compensation actually paid” to our CEO and our Other NEOs, as calculated pursuant to the SEC’s pay-versus-performance rules, (iii) certain financial performance measures, and (iv) the relationship of the “compensation actually paid” to those financial performance measures.

This disclosure has been prepared in accordance with Item 402(v) of Regulation S-K under the Exchange Act, and does not necessarily reflect value actually realized by the executives or how our Compensation Committee evaluates compensation decisions in light of Company or individual performance.

Year	Summary Compensation Table Total for CEO <sup>(1)</sup>	Compensation Actually Paid to CEO <sup>(1)(2)(3)</sup>	Average Summary Compensation Table Total for Non-CEO NEOs <sup>(1)</sup>	Average Compensation Actually Paid to Non-CEO NEOs <sup>(1)(2)(3)</sup>	Value of Initial Fixed \$100 Investment Based On Total Shareholder Return <sup>(4)</sup>	Net Income/(Loss)
2024	\$ 1,271,525	\$ 1,925,548	\$ 598,865	\$ 744,593	\$ 128.33	\$ (6,066,633)
2023	\$ 713,369	\$ (1,193,861)	\$ 547,298	\$ 359,612	\$ 81.83	\$ (13,741,062)
2022	\$ 962,600	\$ 1,446,209	\$ 841,715	\$ 1,019,809	\$ 119.00	\$ (8,661,142)

(1) The CEO for 2024, 2023 and 2022 is Linda Tharby. The Non-CEO NEOs for whom the average compensation is presented in this table are for 2024 and 2023 are, Thomas Adams, Brian Case and Kenneth Miller, and for 2022, Thomas Adams and Brian Case. Brian Case joined the Company in April 2022.

(2) The amounts shown as Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually realized or received by the Company’s CEO and Non-CEO NEOs. These amounts reflect total compensation as set forth in the Summary Compensation Table for each year, adjusted as described in footnote 3 below.

(3) Compensation Actually Paid reflects the exclusions and inclusions for the CEO and the Non-CEO NEOs set forth below. Amounts excluded, which are set forth in the “Minus Stock and Option Awards from Summary Compensation Table” columns below, represent the stock awards and option awards reported in the Stock Awards and Option Awards columns of the Summary Compensation Table for each applicable year. See Narrative Disclosure to Summary Compensation Table – Option Awards and – Stock Awards on pages 21-22. Amounts added back to determine Compensation Actually Paid are made up of the following components which are set forth in the table below, as applicable: (i) the fair value as of the end of the fiscal year of outstanding and unvested equity awards granted in that year; (ii) the change in fair value during the year of equity awards granted in prior years that remained outstanding and unvested at the end of the year; (iii) the fair value as of the vesting date of equity awards that were granted and vested in that year; and (iv) the change in fair value during the year through the vesting date of equity awards granted in prior years that vested during that year. The fair value at the end of the prior year of awards granted in any prior year that failed to meet

applicable vesting conditions during the covered year are subtracted. Equity values are calculated in accordance with ASC Topic 718.

(4) Total Shareholder Return illustrates the value, as of the last day of the indicated fiscal year, of an investment of \$100 in KORU Medical common stock on December 31, 2021.

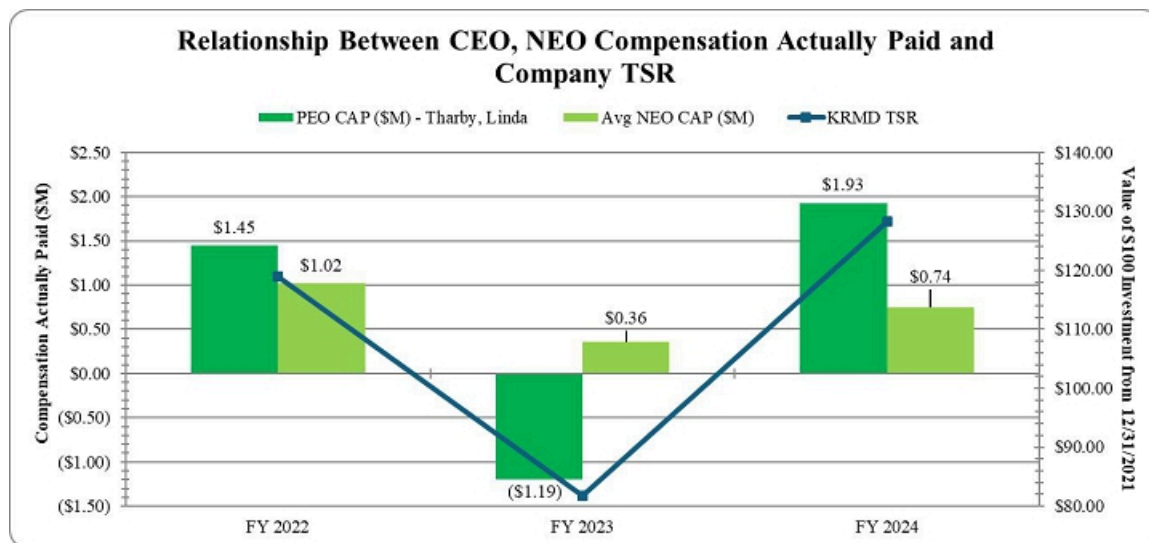
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Year	Summary Comp. Table Total for CEO	Minus Stock and Option Awards From Summ. Comp. Table	Plus Year-End Equity Value of Unvested Awards Granted During Year	Plus Change in Value of Unvested Awards Granted in Prior Years	Plus Value of Awards Granted and Vested During Year	Plus Change in Value of Prior Years' Awards Vested During Year	Plus Change in Value of Awards that Failed to Meet Vesting Conditions	Comp. Actually Paid to CEO
2024	\$ 1,271,525	\$ (553,199)	\$ 1,089,289	\$ (16,800)	—	\$ 134,732	—	\$ 1,925,548
2023	\$ 713,369	—	—	\$ (1,810,232)	—	\$ (96,998)	—	\$ (1,193,861)
2022	\$ 962,600	—	—	\$ 554,102	—	\$ (70,493)	—	\$ 1,446,209

Year	Summary Comp. Table Total for NEOs	Minus Stock and Option Awards From Summ. Comp. Table	Plus Year-End Equity Value of Unvested Awards Granted During Year	Plus Change in Value of Unvested Awards Granted in Prior Years	Plus Value of Awards Granted and Vested During Year	Plus Change in Value of Prior Years' Awards Vested During Year	Plus Change in Value of Awards that Failed to Meet Vesting Conditions	Comp. Actually Paid to NEOs
2024	\$ 598,865	\$ (105,346)	\$ 204,601	\$ 116,585	—	\$ 43,146	\$ (113,256)	\$ 744,593
2023	\$ 547,298	\$ 255,208	\$ 270,931	\$ (192,609)	—	\$ (11,430)	—	\$ 359,612
2022	\$ 841,715	\$ 472,607	\$ 640,287	\$ 15,607	—	\$ (5,193)	—	\$ 1,019,809

*Description of Relationship Between NEO Compensation Actually Paid and Company Total Shareholder Return (“TSR”)*

The following chart sets forth the relationship between Compensation Actually Paid to our CEO, the average of Compensation Actually Paid to our Non-CEO NEOs, and the Company’s TSR over the fiscal three year period from 2022 through 2024.

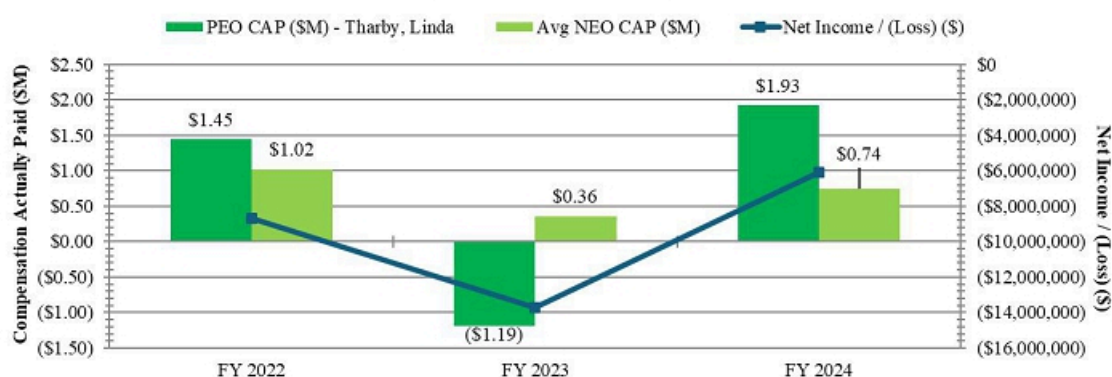


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*Description of Relationship Between NEO Compensation Actually Paid and Net Loss*

The following chart sets forth the relationship between Compensation Actually Paid to our CEO, the average of Compensation Actually Paid to our Non-CEO NEOs, and the Company’s Net Loss over the fiscal three year period from 2022 through 2024.

## Relationship Between CEO, NEO Compensation Paid and Company Net Income (Loss)



### Proposal 3: Ratification of selection of independent registered public accounting firm

✓ The Board recommends a vote “FOR” Proposal 3.

Cherry Bekaert LLP. has been selected by the Audit Committee as the Company’s independent auditors for fiscal year 2025. The Audit Committee is solely responsible for the appointment, compensation, retention and oversight of its independent auditors. Shareholders are being asked to ratify the Audit Committee’s selection of Cherry Bekaert LLP. If ratification is withheld, the Audit Committee will reconsider its selection.

A representative of Cherry Bekaert LLP. is expected to attend the 2025 Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement.

Listed below are the fees billed to the Company by Cherry Bekaert LLP. for services rendered during fiscal year 2024. Cherry Bekaert LLP was not engaged as the Company’s independent auditors and was paid no fees in 2023.

	2024	2023	
Audit Fees	\$ 118,860	\$ —	“Audit Fees” consist of aggregate fees billed for professional services rendered for the audit of our annual financial statements and review of the interim financial statements included in quarterly reports or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for the fiscal year ended December 31, 2024.
Audit Related Fees	\$ —	\$ —	
Tax Fees	\$ —	\$ —	
All Other Fees	\$ —	\$ —	
<b>Total</b>	<b>\$ —</b>	<b>\$ —</b>	

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The Audit Committee of the Board of Directors is responsible for the appointment, compensation, and oversight of the work of the independent auditors and has approved in advance any services to be performed by the independent auditors, whether audit-related or not. The Audit Committee has reviewed each proposed engagement to determine whether the provision of services is compatible with maintaining the independence of the independent auditors. All of the Audit Fees shown above were pre-approved by the Audit Committee.

### Report of the Audit Committee

The Audit Committee of the Board has been responsible for the oversight of the integrity of the Company’s consolidated financial statements, our internal accounting and financial controls, our compliance with legal and regulatory requirements, the organization and performance of our internal audit function and the qualifications, independence and performance of our independent registered public accounting firm.

Management of the Company is responsible for establishing and maintaining internal controls and for preparing the Company’s consolidated financial statements. The independent registered public accounting firm is responsible for auditing the financial statements. It is the responsibility of the Audit Committee to oversee these activities.

The Audit Committee reviewed and discussed the Company’s audited financial statements with management.

The Audit Committee discussed with Cherry Bekaert LLP. the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board.

The Audit Committee also received written disclosures and the letter from Cherry Bekaert LLP. required by applicable requirements of the Public Company Accounting Oversight Board regarding Cherry Bekaert LLP. communications with the Audit Committee concerning independence and has discussed with Cherry Bekaert LLP. their independence from the Company. The Audit Committee also reviewed and discussed the selection, application and disclosure of the critical accounting policies of the Company with Cherry Bekaert LLP.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

#### Audit Committee

Robert A. Cascella  
R. John Fletcher  
Joseph M. Manko, Jr.

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## Securities owned by certain beneficial owners and management

The table below sets forth, as of April 2, 2025, the number of shares of common stock beneficially owned by each person owning more than 5% of the outstanding shares, by each named executive officer, director and director nominee, and by all executive officers and directors as a group. Except as otherwise noted, the address of each person is c/o KORU Medical Systems, Inc., 100 Corporate Drive, Mahwah, NJ, 07430.

We have determined beneficial ownership in accordance with the rules of the Securities and Exchange Commission (the "SEC"). Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws. We are not aware of any arrangements, including any pledge by any person of the Company's securities, which may result in a change in control of the Company.

Percentage ownership is based on 46,140,996 shares of common stock outstanding (including 750,000 shares of unvested restricted common stock entitled to vote) at April 2, 2025. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, except as indicated by the footnotes below, we deemed outstanding shares of common stock subject to options held by that person that are currently exercisable or exercisable within 60 days of April 2, 2025, to be outstanding ignoring the withholding of shares of common stock to cover applicable taxes. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Beneficial ownership representing less than 1% is denoted with an asterisk (\*).

The information provided in the table is based on our records, information filed with the SEC, and information provided to us, except where otherwise noted.

Name of Principal Shareholders and Identity of Group	Shares Beneficially Owned	Percent of Class
Joseph M. Manko, Jr. <sup>(1)</sup>	6,388,877 <sup>(1)</sup>	13.9
Linda Tharby <sup>(4)</sup>	2,113,783 <sup>(4)</sup>	4.6
R. John Fletcher	205,562	*
Thomas Adams	190,346	*
Kenneth Miller	88,727	*
Shahriar (Shar) Matin	83,415	*
Donna French	80,785	*
Robert Cascella	80,426	*
Edward Wholihan	33,583	*
Brian Case		*
All Directors and Executive Officers as a Group	9,481,673	20.6
Horton Capital Management, LLC <sup>(1)</sup>	6,388,877 <sup>(1)</sup>	13.9
Topline Capital Management, LLC <sup>(2)</sup>	4,585,532 <sup>(2)</sup>	9.9
First Light Asset Management, LLC <sup>(3)</sup>	4,462,332 <sup>(3)</sup>	9.7

(1) Based solely upon a Form 4 filed with the SEC on February 7, 2025 and other information provided to us by Horton Capital Management, LLC, a Delaware limited liability company ("HCM"), each of Mr. Manko and HCM may be deemed to beneficially own 6,388,877 shares of common stock, including 5,871,677 shares of common stock held directly by Horton Capital Partners Fund, LP, a Delaware limited partnership ("HCPF") and 517,200 shares held directly by Mr. Manko. HCM maintains discretionary investment and voting authority with respect to all of such shares and may be deemed to be the beneficial owner of such shares because, in the event HCM's investment advisory agreements with respect to such shares are terminated, Horton Capital Partners LLC ("HCP"), a Delaware limited liability company, has the right to assume HCM's discretionary investment and voting authority with respect to such shares. HCP is the general partner of HCPF. Mr. Manko is the managing member of HCM and may be deemed to be the beneficial owner of the shares of common stock held by HCPF. The address of Mr. Manko, HCM, HCP, HCPF and HFF is 1717 Arch Street, 39th Floor, Philadelphia, PA 19103.

(2) Based solely upon an Amendment No. 1 to Schedule 13G filed with the SEC on November 14, 2024 by Topline Capital Management, LLC, a Washington limited liability company (“Topline”), and Collin McBirney. Mr. McBirney may be considered a control person with respect to Topline.

(3) Based solely upon an Amendment to Schedule 13G filed with the SEC on February 14, 2025, First Light Asset Management, LLC (“First Light”), each of First Light and Mathew P. Arens may be deemed to be the beneficial owner of 4,462,332 shares of common stock. First Light acts as an investment adviser to certain persons holding separately managed accounts with First Light, each of whom has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, those shares. First Light may also be deemed to be the beneficial owner of these shares because it acts as an investment adviser to certain private funds. Mr. Arens may also be deemed to be the beneficial owner of these shares because he controls First Light in his position as managing member and majority owner of First Light. Mr. Arens also directly holds 10,000 shares in an individual capacity with sole control and 99,967 shares in a joint account over which he shares control. The address of First Light and Mr. Arens is 3300 Edinborough Way #201, Edina, MN 55435.

(4) Includes 750,000 unvested shares of restricted stock that are deemed beneficially owned because the holder has sole voting power with respect to such shares.

## Delinquent Section 16(a) reports

Section 16(a) of the Exchange Act requires that our directors and executive officers, and persons who own more than ten percent (10%) of our common stock, file with the SEC reports of initial ownership of our common stock and subsequent changes in that ownership and furnish to us copies of all forms they file pursuant to Section 16(a). Based solely on a review of Forms 3, 4, and 5 furnished to us or filed with the SEC in fiscal year 2024, we believe all Section 16(a) filing requirements were timely made in the fiscal year ended December 31, 2024, except for one late Form 4 for each to Linda Tharby, Thomas Adams, Kenneth Miller and Christopher Pazdan, and one late Form 3 for Christopher Pazdan.

## 2026 Annual Meeting of Shareholders

Any shareholder proposals intended to be presented at our 2026 Annual Meeting of shareholders and considered for inclusion in our proxy materials must be received by November 29, 2025 and must comply with the procedures of Rule 14a-8 under the Exchange Act. Shareholder proposals failing to comply with the procedures of Rule 14a-8 under the Exchange Act will be excluded. If the date of our 2026 Annual Meeting is more than 30 days from the anniversary of the date of the 2025 Annual Meeting, we will publicly announce a different submission deadline from that set forth above, in compliance with SEC rules.

Our Bylaws establish an advance notice procedure with regard to shareholder proposals that a shareholder wishes to present at an annual meeting of shareholders. To be properly brought before the 2026 Annual Meeting, a notice of the matter the shareholder wishes to present at the meeting must be delivered to the Chairman of the Board at the Company’s principal offices in Mahwah, NJ (see below) not less than 90 nor more than 120 days prior to the first anniversary of the date of this year’s Annual Meeting. As a result, any notice given by or on behalf of a shareholder pursuant to these provisions of the Bylaws (and not pursuant to Rule 14a-8) must be received no later than February 14, 2026 and no earlier than January 15, 2026. However, if the 2026 Annual Meeting is more than 30 days before or after the first anniversary of the date of this year’s Annual Meeting, such notice must be received no later than the close of business on the 10th day following the date public disclosure of the meeting date was made. All shareholder proposals must comply with the requirements of the Bylaws. The chairman of the Annual Meeting may refuse to acknowledge or introduce any such matter at the Annual Meeting if notice of the matter is not received within the applicable deadlines or does not comply with the Bylaws. If a shareholder does not meet these deadlines or does not satisfy the requirements of Rule 14a-4 of the Exchange Act, the persons named as proxies will be allowed to use their discretionary voting authority when and if the matter is presented at the Annual Meeting. In addition to satisfying the foregoing requirements under our Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than management’s nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 10, 2026.

Shareholder proposals should be sent to us at KORU Medical Systems, Inc., 100 Corporate Drive, Mahwah, NJ 07430, Attention: Corporate Secretary.

## Other matters

The Board is not aware of any matters to be presented at the 2025 Annual Meeting other than those set forth in the accompanying notice. If any other matters properly come before the meeting (or any adjournment or postponement thereof), the persons named in the proxy card will vote on such matters in their discretion in accordance with their best judgment.

You May Vote Your Proxy When You View  
The Material On The Internet. You Will Be  
Asked To Follow The Prompts  
To Vote Your Shares.

**KORU MEDICAL SYSTEMS, INC.**  
c/o Continental Proxy Services  
1 State Street, New York NY 10004

**KORU MEDICAL SYSTEMS, INC.**  
100 Corporate Drive  
Mahwah, NJ 07430

**NOTICE OF ANNUAL MEETING  
OF SHAREHOLDERS**  
to be held on  
May 14, 2025

You may vote your common shares during the Annual Meeting by accessing  
<https://www.cstproxy.com/KORUMEDICAL/2025> until the polls close.

Dear Shareholder,

The 2025 Annual Meeting of Shareholders of KORU Medical Systems, Inc. meeting will be held on May 14, 2025 at 8:00 a.m. Eastern Time.

Proposals to be considered at the Annual Meeting:

1. Election of directors.
2. Approval, on an advisory basis, of the compensation of the Company's executive officers.
3. Ratification of the appointment of independent registered public accountants for the 2025 fiscal year.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1, and "FOR" Proposals 2 and 3.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**MOBILE VOTING**

On your Smartphone/Tablet, open the QR Reader and scan the below image. Once the voting site is displayed, enter your Control Number from the proxy card and vote your shares.



**Vote Your Proxy on the Internet:**

**Go to <http://www.cstproxyvote.com>**  
Have your notice available when you access the above website. Follow the prompts to vote your shares.

The Proxy Materials are available for review at:  
<https://www.cstproxy.com/korumedical/2025>

CONTROL NUMBER



**KORU MEDICAL SYSTEMS, INC.**  
100 Corporate Drive, Mahwah, NJ 07430

**Important Notice Regarding the Availability of Proxy Materials for  
the 2025 Annual Meeting of Shareholders to be Held on May 14, 2025**

The following Proxy Materials are available to you to review at:  
<https://www.cstproxy.com/korumedical/2025>

- Company's Report on Form 10-K for the year ended December 31, 2024.
- Company's 2025 Proxy Statement.
- Company's Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to shareholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, **you must request one**. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before May 4, 2025 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

**Have this notice available when you request a paper copy  
of the proxy materials or to vote your proxy electronically.  
You must reference your Control number.**

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

**By telephone please call 1-888-266-6791  
or  
By logging on to <https://www.cstproxy.com/korumedical/2025>  
or  
By e-mail at: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)**

*Please include the company name and your control number in the subject line.*

**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**

2025

**Vote by Internet, Smartphone or Tablet – QUICK ★★ EASY  
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

**KORU MEDICAL SYSTEMS, INC.**

Your Mobile or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on May 13, 2025.



**INTERNET**  
**www.cstproxyvote.com**

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



**MOBILE VOTING**

On your Smartphone/Tablet, open the QR Reader and scan the below image. Once the voting site is displayed, enter your Control Number from the proxy card and vote your shares.



**MAIL** – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD  
IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

**PROXY**

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" ALL NOMINEES IN PROPOSAL 1 AND "FOR" PROPOSALS 2 AND 3 AND IN THE PROXIES' DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL PROPOSALS LISTED BELOW.

**1. Election of Directors**

- (1) R. John Fletcher
- (2) Robert A. Cascella
- (3) Donna French
- (4) Joseph M. Manko, Jr.
- (5) Shahriar (Shar) Matin
- (6) Linda Tharby
- (7) Edward Wholihan

FOR all Nominees listed to the left

WITHHOLD AUTHORITY to vote (except as marked to the contrary for all nominees listed to the left)

**2. Approval, on an advisory basis, of the compensation of the Company's executive officers.**

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**3. Ratification of the appointment of independent registered public accountants for the 2025 fiscal year.**

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above)

CONTROL NUMBER

Signature \_\_\_\_\_ Signature, if held jointly \_\_\_\_\_ Date \_\_\_\_\_ 2025.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Meeting of Shareholders  
to be held May 14, 2025**

**The proxy statement and our Fiscal 2024 Annual Report  
on Form 10-K are available at  
<https://www.cstproxy.com/korumedical/2025>**

Under California Law, if you decide to vote on the internet for this meeting, you will be deemed present in person or by proxy at the meeting, be deemed to have voted at the meeting, and to have consented to vote your shares in accordance with California Corporations Code Sections 20, 21, 600 and 601.

You may revoke your vote and vote again by logging on as provided in the notice originally sent to you by mail.

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**PROXY**  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**KORU MEDICAL SYSTEMS, INC.**

The undersigned appoints Linda Tharby and Thomas Adams, and each of them, as proxies, each with the power to appoint her/his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of KORU Medical Systems, Inc. held of record by the undersigned at the close of business on March 17, 2025 at the Annual Meeting of Shareholders of KORU Medical Systems, Inc. to be held on May 14, 2025, or at any adjournment thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE SEVEN NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSALS 2 AND 3, AND IN ACCORDANCE WITH THE JUDGMENT OF PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

(Continued and to be marked, dated and signed, on the other side)