

## **BIO-RAD LABORATORIES, INC. (the “Company”)**

### **Audit Committee Charter**

#### **Audit Committee Requirements and Structure**

The board of directors of the Company (the “Board”) shall appoint an audit committee (the “Audit Committee”) of at least three (3) members, each of whom is a member of the Board and is independent and able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement, at the time of appointment (each, a “Member”). In order to be considered independent, a Member must meet the applicable requirements of the New York Stock Exchange (“NYSE”) and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), promulgated by the Securities and Exchange Commission (the “SEC”). No Member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and such determination is disclosed in the Company’s annual proxy statement.

At least one (1) Member at all times shall be financially sophisticated (in that he or she has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities). In addition, at least one (1) Member shall be an “audit committee financial expert,” as defined by the SEC, or the Company shall disclose in its periodic reports filed with the SEC pursuant to the Exchange Act the reasons why at least one (1) Member is not an “audit committee financial expert.”

The Board shall elect or appoint a Member to be the chair of the Audit Committee. The Board may remove a Member at any time, with or without cause.

#### **Audit Committee Purpose and Role**

The purpose of the Audit Committee is to assist the Board with its oversight responsibilities regarding: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent auditor’s (as defined below) qualifications and independence; and (iv) the performance of the Company’s internal audit function and independent auditor. The Audit Committee shall prepare the report required by the rules of the SEC to be included in the Company’s annual proxy statement.

In addition to the powers and responsibilities expressly delegated to the Audit Committee in this Charter, the Audit Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Audit Committee in this Charter or otherwise shall be exercised and carried out by the Audit Committee as it deems appropriate without requirement of Board approval, and any decision made by the Audit Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Audit Committee hereunder) shall be at the Audit Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Audit Committee shall have and may exercise all the powers and authority of the Board.

Notwithstanding the foregoing, the Audit Committee's responsibility is limited to oversight. Although the Audit Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws, rules and regulations. These are the responsibilities of management, the internal auditor (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services) (the "internal auditor") and the independent auditor.

Further, auditing literature, particularly Public Company Accounting Oversight Board ("PCAOB") AU Section 722 defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Audit Committee are not independent auditors, and the term "review" as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Audit Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

### **Audit Committee Responsibilities and Process**

In carrying out its responsibilities, the Audit Committee's policies and procedures should remain flexible, to the extent permissible, in order to best react to changing conditions and to ensure to the Board and the stockholders of the Company that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

The Audit Committee may retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Audit Committee believes to be necessary or appropriate. The Audit Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (any such firm, an "Independent Auditor"); (b) compensation to any advisors employed by the Audit Committee; and (c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate for carrying out its duties. The Audit Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Audit Committee.

The responsibilities of the Audit Committee shall be to:

1. Oversee the accounting and financial reporting processes of the Company and audits of the Company's financial statements, and review the adequacy of the Company's system on internal control and monitoring compliance with Company policies and guidelines.
2. Maintain direct responsibility for the appointment, compensation, retention and oversight of the work of any Independent Auditor engaged by the Company, including resolution of any disagreements between the Company's management and the Independent Auditor regarding financial reporting. The Independent Auditor shall report directly to the Audit Committee.
3. At least annually, review the independence and quality control procedures of the Independent Auditor and the experience and qualifications of the Independent Auditor's senior personnel that are providing audit services to the Company. In conducting its review, the Audit Committee shall: (i) obtain and review a report prepared by the Independent Auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material

issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; (ii) discuss with the Independent Auditor its independence from the Company, and obtain and review a formal written statement prepared by the Independent Auditor describing all relationships between the Independent Auditor and the Company, consistent with PCAOB Rule 3526, and consider the impact that any relationships or services may have on the objectivity and independence of the Independent Auditor; (iii) confirm with the Independent Auditor that the Independent Auditor is in compliance with audit firm or audit partner rotation requirements, prohibitions on employment of former Independent Auditor employees and prohibitions on compensation for audit partners established by the SEC; (iv) consider whether the Company should adopt a rotation of the annual audit among independent auditing firms; and (v) if applicable, consider whether the Independent Auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the Independent Auditor.

4. Before the Independent Auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Audit Committee shall pre-approve the engagement. Audit Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Audit Committee regarding the Company's engagement of the Independent Auditor, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each service provided and such policies and procedures do not include delegation of the Audit Committee's responsibilities under the Exchange Act to the Company's management. The Audit Committee may delegate to one or more designated Members the authority to grant pre-approvals, provided such approvals are presented to the Audit Committee at a subsequent meeting. If the Audit Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Audit Committee must be informed of each non-audit service provided by the Independent Auditor. Audit Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.
5. Meet with management, the Independent Auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.
6. Review and discuss with management and the Independent Auditor: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
7. Review and discuss the annual audited financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

8. Review and discuss with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Audit Committee should consider reviewing with the Independent Auditor are: (A) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (B) any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement; and (C) any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company. The Audit Committee shall obtain from the Independent Auditor assurances that Section 10A(b) of the Exchange Act (discovery of an "illegal act," as defined therein) has not been implicated.
9. Discuss with the Independent Auditor the report that the Independent Auditor is required to make to the Audit Committee (required prior to filing any audit report) regarding: (i) all accounting policies and practices to be used that the Independent Auditor identifies as critical; (ii) all alternative treatments, within GAAP, for policies and practices related to material items that have been discussed among management officials of the Company and the Independent Auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor; and (iii) other material written communications between the Independent Auditor and the Company management, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, Independent Auditor's engagement letter, Independent Auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any. Hold meetings (including private meetings as necessary) with the Independent Auditor.
10. Discuss "Communications with Audit Committees" PCAOB Auditing Standard No. 16 items with the Independent Auditor as well as the quality of the Company's accounting principles applied before the audit sign-off.
11. Based on the review and discussions referred to in paragraphs 9 and 10 above, the review and discussion of the audited financial statements pursuant to paragraph 7 above and the review of the disclosures received from the Independent Auditor regarding its independence and discussions with the Independent Auditor regarding such independence pursuant to paragraph 3 above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.
12. Prior to the filing of the Company's Quarterly Report on Form 10-Q, discuss with the Independent Auditor significant events, transactions, or changes in accounting estimates that have occurred during the year, which the Independent Auditor, in performing the quarterly review, believes to have affected the quality of the Company's financial reporting, and review and discuss the quarterly financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
13. Review the appointment and replacement of the Company's internal auditor and meet periodically with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor

believes warrant Audit Committee attention. The Audit Committee shall discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

14. Discuss with management and the Independent Auditor the Company's earnings press releases in advance of their issuances, as well as financial information and earnings guidance provided to analysts and rating agencies. The Audit Committee's discussion in this regard may be general in nature.
15. Hold meetings with and/or review reports from the CEO and CFO regarding disclosure by the CEO and CFO of significant deficiencies or weaknesses in internal controls and any fraud, material or not, involving the Company management or other employees who play a significant role in the Company's internal controls.
16. Review with the Company's General Counsel any legal matter that could reasonably be expected to have a significant impact on the Company's financial statements.
17. Conduct a post-audit review of the financial statements and audit findings, which review should include: (i) consideration of any suggestions for improvements provided to management by the Independent Auditor and (ii) discussions with the Independent Auditor regarding the Independent Auditor's judgments about the quality and acceptability of the Company's accounting principles.
18. Request confirmation from management, the Independent Auditor and the Company's internal auditor that they are not aware of any instances where the Company's foreign subsidiaries and foreign affiliated entities, if any, are not in conformity with applicable legal requirements, including disclosure of related party transactions.
19. Review and discuss with management the Company's policies with respect to financial risk assessment and financial risk management. The Audit Committee shall discuss with management the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures.
20. Review and assess, at least annually, the Company's investment policies and performance, and treasury functions including cash management procedures.
21. Set clear hiring policies for employees or former employees of the Company's Independent Auditor.
22. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the anonymous and confidential submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
23. Review any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies, internal controls or internal audit function.

24. In conjunction with the Company's Legal and Regulatory Compliance Committee of the Board, review and assess potential conflicts of interest and related party transactions on an ongoing basis and approve any such permissible related party transactions.
25. Review internal audit plans and results, organization structure and qualifications.
26. Review and assess the performance of the Audit Committee and its Members, at least annually, including a review of the Audit Committee's compliance with this charter.
27. Review and reassess the adequacy of this charter on at least an annual basis and submit any recommended changes to the full Board for its consideration.
28. Perform other oversight functions as requested by the Board.
29. Report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditor, the performance of the Company's internal audit function or any other matter the Audit Committee determines is necessary or advisable to report to the Board.

#### **Audit Committee Meetings**

The Audit Committee shall meet at least once during each fiscal quarter, and otherwise, as the Audit Committee determines necessary to carry out its duties and responsibilities. Meetings shall be set up with management, internal auditors and the Independent Auditor to address the issues and carry out the duties set forth above.

<p><b>Adopted by the Board of Directors of the Company</b> <b>on</b> <b>February 21, 2018.</b></p>
--