

# **BIO-RAD LABORATORIES, INC.**

## **Legal and Regulatory Compliance Committee Charter**

### REQUIREMENTS AND STRUCTURE

The membership of the Legal and Regulatory Compliance Committee (the “Compliance Committee”) shall be determined by the board of directors of the Company (the “Board”) and shall consist of at least three (3) independent nonexecutive members, each of whom is a member of the Board and provided at least four members of the Board are independent (each, a “Member”). If the Board has fewer than four independent members, the Compliance Committee may consist of two (2) independent nonexecutive Members. In such event, both members must be present to establish a quorum. To be considered independent, a Member must meet the applicable independence requirements of the New York Stock Exchange. The Compliance Committee shall be operative for at least five (5) years from implementation.

The Board shall elect or appoint a Member to be the chairperson of the Compliance Committee (the “Chairperson”). The Board may remove a Member at any time, with or without cause, provided however that the initial members of the Compliance Committee shall serve for a minimum of one year from the Committee’s establishment.

### PURPOSE AND ROLE

The purpose of the Compliance Committee is to assist the Board with its oversight of the Company’s compliance with the Foreign Corrupt Practice Act of 1977 (“FCPA”) and other anti-corruption, anti-kickback and false-claims laws, as well as the Company’s Compliance Program and related compliance policies, as further described in the Authority and Process section below. Additionally, the Compliance Committee shall assist the Board with its oversight of the Company’s cybersecurity risk management programs and shall review with Management the Company’s programs related to cybersecurity, data privacy and other risks relevant to the Company’s information technology controls and security.

In addition to the authority delegated to the Compliance Committee in this Charter, the Compliance Committee may exercise any other powers delegated to it by the Board from time to time consistent with the Company’s bylaws. The authority delegated by the Board to the Compliance Committee in this Charter or otherwise shall be exercised and carried out by the Compliance Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers delegated to it, the Compliance Committee shall have and may exercise all the powers and authority of the Board.

### AUTHORITY AND PROCESS

The Compliance Committee shall adopt the Legal and Regulatory Compliance Committee Policies and Procedures (attached as Exhibit A-1) to carry out the responsibilities set forth in this Charter. Such policies and procedures will have the purpose of causing the legal, regulatory and ethical compliance practices and policies of the Company to be in accordance with all applicable laws and regulations.

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The Compliance Committee may retain independent counsel, experts or advisors that the Compliance Committee believes to be necessary or appropriate. The Compliance Committee may request and meet privately with any member of the Company's senior management team or any other Company employee. The Compliance Committee will also have the right to use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, to pay the Compliance Committee's expenses in conducting its operations. The Compliance Committee may conduct or authorize investigations into any matters within the scope of the authority delegated it.

The Compliance Committee shall have the authority to:

- Review and oversee the Company's Compliance Program and the Company's compliance with relevant laws, regulations, and internal procedures.
- Review and evaluate internal reports and external data to assess whether there are significant concerns regarding the Company's regulatory and/or compliance practices.
- Review and evaluate internal reports and external data relevant to the Company's cybersecurity and data privacy programs to assess the effectiveness of the Company's cybersecurity and data privacy programs.
- Oversee the implementation of the Company's Compliance Program with respect to companies acquired by the Company or in which the Company otherwise exercises a controlling interest.
- At least annually, report to the Board of Directors on the state of the Company's compliance functions and its cybersecurity and data privacy programs.
- Convey to the Company's directors and through the Chief Compliance Officer to employees that compliance commitment is a part of their compensation and performance reviews.

### **Meetings**

The Compliance Committee shall meet at least once during each fiscal quarter, and otherwise, as the Compliance Committee determines necessary to carry out its responsibilities.

The Chairperson shall be responsible for scheduling all meetings of the Compliance Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

The Compliance Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Company's bylaws or this Charter.

## **Exhibit A-1**

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

#### **Legal and Regulatory Compliance Committee Policies and Procedures**

##### **1. Purpose and Scope**

As described in the Bio-Rad Legal and Regulatory Compliance Committee Charter (“Compliance Committee Charter”), the Legal and Regulatory Compliance Committee (“Compliance Committee”) shall oversee Bio-Rad’s compliance with the Foreign Corrupt Practices Act (“FCPA”), and other anti-corruption, anti-kickback and false claims laws as well as Bio-Rad’s Compliance Program and related compliance policies and shall assist the Board with its oversight of the Company’s cybersecurity risk management and data privacy programs.

In the event of any discrepancies or inconsistencies, the Compliance Committee Charter governs the operations of the Compliance Committee and supersedes the Compliance Committee Policies and Procedures described herein.

##### **2. Powers and Authority of the Compliance Committee**

A. The Compliance Committee shall be empowered to assist the Bio-Rad Board with oversight of the Company’s compliance with the FCPA and similar anti-corruption, anti-kickback and false claims laws, as well as the Company’s Compliance Program and related compliance policies. Additionally, the Compliance Committee shall assist the Board with its oversight of the Company’s cybersecurity risk management programs and shall review with Management the Company’s programs related to cybersecurity, data privacy and other risks relevant to the Company’s information technology controls and security.

B. While acting within the scope of its delegated authority, the Compliance Committee shall have and may exercise all the powers of the Board.

C. The Compliance Committee shall be able to direct management to conduct audits on compliance, legal, cybersecurity, data privacy and/or regulatory concerns. The Compliance Committee shall be able to direct whether it should be the direct recipient of the results of such an audit.

D. The Compliance Committee may request and meet privately with any member of the Bio-Rad senior management team or any other Bio-Rad employee.

E. The Compliance Committee shall be able to retain outside counsel with appropriate expertise, experts, and advisors in the discharge of its responsibilities. Consistent with the Compliance Committee Charter, the Company shall provide for appropriate funding, for payment of compensation to counsel, experts or advisors employed by the Compliance Committee and ordinary administrative expenses of the Compliance Committee that are appropriate for carrying out its duties. The Compliance Committee will also have the right to use the services of the Company’s regular legal counsel or other advisors to the Company.

The Chief Executive Officer shall consult with the Compliance Committee in advance of any termination or replacement of the Chief Compliance Officer.

The Company shall, at least annually, ensure that the Compliance Program effectively communicates to Bio-Rad's directors, senior management, executives, managers, and all other employees that a commitment to legal and regulatory compliance, including with the FCPA and similar anti-corruption laws, is a part of their performance reviews and that failure to demonstrate a commitment to legal and regulatory compliance may affect their compensation and continued relationship with the Company. The Chief Compliance Officer shall, at least annually, confirm to the Compliance Committee that this communication has been conveyed.

### **3. Review and Reporting Responsibilities**

With respect to Bio-Rad's Compliance Program, the Compliance Committee shall have the following review and reporting responsibilities:

A. On an annual basis, the Compliance Committee shall:

1. receive a report from Internal Audit on completion and results of any legal and/or regulatory compliance audits performed by Bio-Rad's internal auditor at the Company and its subsidiaries. The report shall include an assessment of any known FCPA compliance risks associated with each audit with an unsatisfactory rating;
2. receive a report from the Chief Compliance Officer on any audits performed on third party agents and distributors related to compliance with Company agreements and applicable laws and regulations, including, without limitation, the FCPA and similar anti-corruption laws.
3. report to the Board on the state of the Company's legal and regulatory compliance functions, including, without limitation, (i) any disagreements with management; (ii) the Compliance Committee's assessment of the adequacy of legal and/or regulatory compliance staffing and resources; (iii) recent developments, updates, or changes to the FCPA, state and federal false claims and anti-kickback laws, and other applicable anti-corruption laws; (iv) recent enforcement trends; (v) any significant disciplinary actions against any compliance or internal audit personnel; and (vi) any other issues that the Compliance Committee determines reflects any systemic or widespread problems in compliance—exposing Bio-Rad to substantial compliance risk.

B. On a quarterly basis, receive a presentation from the Chief Compliance Officer regarding Bio-Rad's compliance with the FCPA and similar anti-corruption laws ("Compliance Matters"). The presentation shall include:

1. an assessment of the effectiveness of Bio-Rad's FCPA, similar anti-corruption and related legal and regulatory compliance efforts;

2. an assessment of key compliance issues, government investigations and hotline tips;
  3. a summary of the nature and scope of compliance investigations;
  4. any other issues that are deemed to reflect any systemic or widespread problems exposing Bio-Rad to substantial compliance risk;
  5. an assessment of the Company's Compliance Program and related compliance policies, staffing and resources, including any recommendations to the Compliance Committee, Chief Executive Officer and Chief Operating Officer on adequacy of staffing and resources of Bio-Rad's Compliance Program and related compliance policies.
- C. On a quarterly basis, with respect to Bio-Rad's review and evaluation of external complaints alleging significant concerns in Bio-Rad's legal and/or regulatory compliance behavior, including with regard to the FCPA and similar anti-corruption laws, and based on criteria to be developed by the Compliance Committee:
1. review whistleblower complaints relating to Compliance Matters, the responses to such complaints, and reports on the steps taken to implement the responses;
  2. review *qui tam* lawsuits unsealed by the government and/or made known to Bio-Rad relating to Compliance Matters. This review shall include an assessment of the factual allegations of the claims, any potential legal exposure for the Company, and whether it reflects a regulatory or compliance problem;
  3. review all government investigations relating to Compliance Matters. This review shall include an assessment of the details and factual reports on the investigation, the conduct at issue, and whether it reflects a regulatory or compliance issue at the Company; and
  4. review a report on retaliation claims, lawsuits to settlements relating to Compliance Matters.
- D. As deemed necessary and on a schedule determined by the Chief Compliance Officer, commission (1) an external review by counsel or other professionals of relevant Company policies for compliance with applicable laws and regulations, and (2) a risk assessment of the Company's operations to ensure that the Company's Compliance Program appropriately addresses the Company's regulatory and compliance risks.
- E. As issues arise, receive a report from the Chief Compliance Officer of any material breaches of the Company's Code of Business Ethics and Conduct and/or any

breaches of any legal, ethical or anti-corruption law applicable to the Company or its operations.

- F. For any newly acquired companies, or a company in which Bio-Rad exercises a controlling interest, the Chief Compliance Officer shall report to the Compliance Committee on the following:
1. any compliance, regulatory or criminal issues or investigations, *qui tam* actions, or pending FCPA investigations and/or lawsuits of which Bio-Rad becomes aware, and the status of each;
  2. a timetable for training compliance, regulatory and legal personnel at the acquired company of the policies, procedures and reporting requirements of Bio-Rad, such training to be completed as soon as practicable; and
  3. a timetable for training employees, and where necessary and appropriate, business partners, at the acquired company of the policies, procedures and reporting requirements of Bio-Rad, such training to be completed as soon as practicable.
- G. On a quarterly basis, receive a presentation from the Chief Information Officer on the Company's cybersecurity risk management programs, including a review of the Company's programs related to cybersecurity, data privacy and other risks relevant to the Company's information technology controls and security. The presentation shall include the identification of key risks, a summary of notable events during the quarter (including any material breaches of the Company's cybersecurity protections or policies), an overview of security operations, statistics and trends, and a summary of strategic goals for the cybersecurity risk management program.

#### **4. Acquisitions**

When Bio-Rad acquires or otherwise obtains a new controlling interest in an entity, Bio-Rad shall use good faith efforts to complete (1) Bio-Rad Code of Business Ethics and Conduct training, and (2) anti-corruption compliance training, for all employees of the newly-acquired company within 90 days of closing; and (3) implementation of all other legal and regulatory policies and procedures, including those related to the FCPA and similar anti-corruption laws, as soon as practicable after closing.

#### **5. Division of Authority Between the Audit Committee and Compliance Committee**

A. The Audit Committee remains responsible for certain legal and regulatory compliance functions. Internal and external auditors will continue to report to the Audit Committee in a manner consistent with current practices of the Audit Committee, except to the extent that either is required to report to the Compliance Committee by the provisions and procedures set forth herein, including but not limited to issues related to cybersecurity, data privacy and other risks relevant to the Company's information technology controls and security

B. Management shall report to the Compliance Committee if there is any significant disciplinary action against any compliance personnel, including the nature of the conduct that lead to the disciplinary action, the disciplinary action and the reason for it, and an analysis of whether the underlying conduct reflects any compliance or regulatory problems or issues.

In advance of the report set forth above in subsection 3.A.1, the Audit Committee and Compliance Committee, either through their Chairs or otherwise, shall confer on any matters of mutual interest in light of their respective responsibilities.

## **6. Compensation Clawback Policy**

In addition and subject to the requirements of any broader legal obligations or Company policies adopted by virtue of the Company being a publicly listed corporation, if there is a (i) government criminal charge or civil complaint indicating a significant compliance or regulatory problem that results in a criminal conviction or a civil settlement with the Department of Justice, (ii) *qui tam* action in which the government intervenes, or (iii) such other government or regulatory action that, in the judgment of the Board, has caused significant regulatory, financial or reputation damage to the Company, then the Compliance Committee must consider recommending to the Compensation Committee taking actions consistent with those provisions described below with respect to compensation:

A. The Compliance Committee shall make a written recommendation to the Compensation Committee concerning the extent, if any, that the incentive-based compensation of any executive, senior manager, compliance personnel and/or attorney involved in the conduct described above or with direct supervision over an employee that engaged in the conduct described above should be reduced or extinguished.

B. The incentive-based compensation of any executive, senior manager, compliance personnel and/or attorney shall not be impacted if they were not involved in the misconduct or engaged in the direct or indirect supervision of the employee involved in the misconduct.

C. Nothing in this section is designed to limit or restrict the Company or the Board from taking any disciplinary action they deem appropriate.

## **7. Liability of Company Officers or Directors**

Nothing herein shall expand the liabilities of any Bio-Rad directors or officers beyond any liabilities otherwise imposed by law.

## Exhibit A-2

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

1. Director Training: Each member of the Board of Directors of the Company (the “Board”) shall attend a training program that emphasizes corporate ethics and compliance with the Foreign Corrupt Practices Act of 1977 (“FCPA”) within six (6) months of appointment to the Board.
  - a. Training shall include coverage of Bio-Rad’s relevant anti-corruption policies and controls, as appropriate, and the Code of Business Ethics and Conduct. The content of the training materials shall be annually reviewed by the Chief Compliance Officer to ensure the materials are current and appropriately tailored to address, if applicable, recent developments, updates, or changes to the FCPA, applicable state and federal false claims and anti-kickback laws, and other applicable anti-corruption laws. Patterns and issues identified in the FCPA testing program shall be addressed in updated training materials, revisions to policies, and/or in notices posted on Bio-Rad intranet and circulated to appropriate personnel.
  - b. Training shall be conducted through live training or online, as appropriate.
2. Additional Duties of the Chief Compliance Officer (“CCO”)
  - a. The CCO shall interact with the executive team and oversee implementation and maintenance of the Company’s compliance programs, including FCPA compliance programs, with particular emphasis on business operations in high-risk countries.
  - b. The CCO shall communicate to the organization the importance of legal and ethical standards in the performance of employees’ work duties and shall be responsible for ensuring that the compliance message is regularly conveyed to all levels within the organization.
  - c. The CCO, or the CCO’s designee, shall implement compliance policies addressing bidding and tenders; samples and free products; and loaners and evaluation products. The CCO, or the CCO’s designee, shall monitor compliance with these policies through the Compliance Department;
  - d. The CCO, or the CCO’s designee, shall implement an augmented global pricing and discount policy with embedded compliance controls; and
  - e. The CCO shall have the right to present a report at any regularly-noticed meeting of the Board, the Audit Committee or the Compliance Committee.
3. Compliance and Ethics Leads: The Company shall hire at least three Compliance and Ethics Leads to work outside the United States, in locations identified by the CCO. These employees will report to the CCO or his designee and will be funded by corporate headquarters.



4. Board and Compliance Committee: The Board shall monitor and review on a regular basis senior management's efforts to make clear to all levels of management that ethical performance is monitored as well as financial performance. The Legal and Regulatory Compliance Committee shall take steps in conjunction with the CCO to promote an ethical corporate culture through the creation of enhanced training and enhanced compliance measures.
5. Compliance and Ethics Council: The Company has established a Compliance and Ethics Council (the "Council") to support the work of the Company's Compliance Program. The purpose of the Council is to assist the Compliance Department in accomplishing its objectives, to provide feedback, and to offer other assistance and support as necessary and appropriate. Membership on the Council shall consist of senior officers within the Company along with senior Compliance Department staff, and the Council meets on a quarterly basis, all as set forth in the Council's Charter. In meeting, the Council shall be required to have a quorum, consisting of a majority of members present in-person or via telephone or video conference, to conduct meetings. The Council shall prepare minutes for every meeting.
6. Annual Review of the Code of Business Ethics & Conduct: The CCO and General Counsel (or their designees) shall review the Code of Business Ethics & Conduct on an annual basis and any changes suggested by them shall be reviewed by the Board of Directors.
7. Transparency. The Company shall make available on its website current versions of Bio-Rad's: (a) Certificate of Incorporation; (b) By-Laws; (c) Audit Committee Charter; (d) Supplier Code of Conduct; (e) Code of Business Ethics & Conduct; and (f) California Transparency in Supply Chains Act Disclosure.