

# PERKINELMER, INC. AUDIT COMMITTEE CHARTER

## A. Purpose

The Audit Committee shall assist the Board of Directors in overseeing:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the independent registered public accounting firm's qualifications and independence; and
- the performance of the Company's internal audit function and independent registered public accounting firm; and
- the preparation of the report that SEC rules require be included in the Company's annual proxy statement.

## B. Structure and Membership

1. Number. The Committee shall consist of at least three members of the Board of Directors.
2. Independence. Each member of the Committee shall be "independent" as defined by the rules of the New York Stock Exchange and Section 301 of the Sarbanes-Oxley Act of 2002 (and applicable rules thereunder), except as otherwise permitted by such rules and Act.
3. Financial Literacy. Each member of the Committee shall be financially literate, as such qualification is interpreted by the Company's Board of Directors in its business judgment, or shall become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules).
4. Chair. The Board of Directors shall elect a Chair of the Committee.
5. Compensation. The compensation of Committee members shall be determined by the Board of Directors. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company other than fees paid in his or her capacity as a member of the Board of Directors or a committee of the Board.

6. Selection and Removal. Members of the Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company's annual proxy statement), no member of the Committee may serve on the audit committee of more than three public companies, including the Company. The Board of Directors may remove members of the Committee from such committee, with or without cause.

## **C. Authority and Responsibilities**

### **General**

The Committee shall discharge its responsibilities, and assess information provided by the Company's management and independent registered public accounting firm in accordance with its business judgment. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent registered public accounting firm is responsible for auditing the Company's financial statements and internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent registered public accounting firm's report.

### **Relationship With Independent Registered Public Accounting Firm**

1. Selection. The Committee shall be directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent registered public accounting firm. The Committee may, in its discretion, seek or recommend stockholder ratification of the independent registered public accounting firm it appoints.
2. Independence. At least annually, the Committee shall assess the independent registered public accounting firm's independence. In connection with this assessment, the Committee shall obtain and review a report by the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Company, including the disclosures required by Independence Standards Board Standard No. 1. The Committee shall engage in an active dialogue with the independent registered public accounting firm concerning any disclosed relationships or services that might impact the objectivity and independence of the registered public accounting firm.
3. Quality Control Report. At least annually, the Committee shall obtain and review a report by the independent registered public accounting firm describing:
  - the firm's internal quality control procedures;

- any material issues raised by the most recent internal quality-control review, or peer review, of the 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 firm, and any steps taken to deal with any such issues.
4. Compensation. The Committee shall be directly responsible for setting the compensation of the independent registered public accounting firm. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of the independent registered public accounting firm established by the Committee.
  5. Preapproval of Services. The Committee shall preapprove all audit services to be provided to the Company, whether provided by the principal independent registered public accounting firm or by other firms, and all other services (review, attest and non-audit) to be provided by the independent registered public accounting firm; provided, however, that *de minimis* non-audit services may instead be approved in accordance with applicable NYSE and SEC rules. The authority to pre-approve audit and non-audit services may be delegated by the Committee to one or more designated members of the Committee, in accordance with the Company's Pre-Approval Policy and Procedures in effect at that time. Any decision by one or more designated members of the Committee to preapprove audit or non-audit services shall be reported to the full Committee at its next regularly scheduled meeting.
  6. Oversight. The independent registered public accounting firm shall report directly to the Committee, and the Committee shall be directly responsible for oversight of the work of the independent registered public accounting firm, including resolution of disagreements between Company management and the independent registered public accounting firm regarding financial reporting. The Committee shall, from time to time as appropriate:
    - receive and consider the reports required to be made by the independent registered public accounting firm regarding:
      - critical accounting policies and practices;
      - alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; and
      - other material written communications between the independent registered public accounting firm and Company management.
    - review with the independent registered public accounting firm:
      - audit problems or difficulties the independent registered public accounting firm encountered in the course of the audit work and

management's response, including any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information and any significant disagreements with management;

- major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
- analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
- the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company.

#### **Audited Financial Statements**

7. Discussion of Audited Financial Statements. The Committee shall meet to review and discuss with the Company's management and independent registered public accounting firm the Company's audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the matters required to be discussed by Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU §380).
8. Recommendation to Board Regarding Financial Statements. The Committee shall consider whether it will recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K; and communicate its recommendation to the Board of Directors.
9. Audit Committee Report. The Committee shall prepare an annual report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of security holders.

#### **Review of Other Financial Disclosures and Reports**

10. Quarterly Financial Statements. The Committee shall meet to review and discuss with the Company's management and independent registered public accounting firm the Company's quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall direct management to advise the Committee in the event that the Company proposes to disclose interim financial information prior to completion of the independent registered public accounting firm's review of interim financial information.

11. Earnings Release and Other Financial Information. The Committee shall review and discuss generally the types of information to be disclosed in the Company's earnings press releases (including any use of "pro forma" or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts, rating agencies and others.
12. Reports on Internal Control over Financial Reporting. The Committee shall review with management and the independent registered public accounting firm management's report on internal control over financial reporting as well as the independent registered public accounting firm's report on management's assessment of internal control over financial reporting.

### **Controls and Procedures**

13. Oversight. The Committee shall coordinate the Board of Directors' oversight of the Company's internal control over financial reporting, the Company's disclosure controls and procedures and the Company's code of business conduct and ethics. The Committee shall receive and review the reports of the CEO and CFO required by Section 302 of the Sarbanes-Oxley Act and Rule 13a-14 of the Exchange Act.
14. Internal Audit Function. The Committee shall coordinate the Board of Directors' oversight of the performance of the Company's internal audit function.
15. Risk Management. The Committee shall discuss the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled.
16. Hiring Policies. The Committee shall establish policies regarding the hiring of employees or former employees of the Company's independent registered public accounting firm.
17. Procedures for Complaints. The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **D. Procedures and Administration**

1. Meetings. The Committee shall meet in person or telephonically at least four times each year, and as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent of its members. The Committee shall periodically meet separately with: (i) the independent registered public accounting firm; (ii) Company management and (iii) the Company's internal auditors. Meetings of the Committee may be called by the Chief Executive Officer, the Chairman of the Board, or the Chair of the Committee. The Committee shall keep such records of its meetings as the Chair of the Committee considers appropriate.

2. Written Affirmation to NYSE. Not later than one month after each Annual Meeting of Stockholders, and after each change in the composition of the Committee, the Committee shall direct the Company to prepare and provide to the NYSE such written affirmations regarding the membership and operation of the Committee as the NYSE rules require.
3. Reports to the Board. The Committee shall report regularly to the Board of Directors, and shall 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 registered public accounting firm, and the performance of the internal audit function.
4. Subcommittees. The Committee may form and delegate authority to one or more subcommittees of its members (including a subcommittee consisting of a single member) from time to time.
5. Independent Advisors. The Committee may engage and pay legal and other advisors to assist the Committee in carrying out its functions. Such advisors may be the regular advisors to the Company.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Funding. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.