



ORGANIZATION AND COMPENSATION COMMITTEE CHARTER

Purpose of Committee

The purpose of the Organization and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Beckman Coulter, Inc. (the "Company") is to discharge the Board's responsibilities relating to the design of compensation systems for the Company's executives that is effective in attracting, motivating and retaining key officers, links individuals' pay to business strategy and performance and is administered in shareholders' best interests. The Committee will also produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

Committee Membership

The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the rules of the New York Stock Exchange, Inc.

Members shall be appointed by the Board based on nominations recommended by the Company's Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least *three times* a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company's Chief Executive Officer ("CEO") should not attend that portion of a meeting where the CEO's performance or compensation are discussed, unless specifically invited by the Committee.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Establish and periodically review an executive compensation philosophy for the Company that is effective in attracting, motivating and retaining key officers, links individuals' pay to business strategy and performance and is administered in shareholders' best interests.

Review and recommend changes or modifications (with the assistance of outside consultants) to compensation plans for Directors.
2. Review and administer the Company's compensation policies, plans and practices, including evaluation of the range of outcomes under alternative performance scenarios, and, without limiting the generality of the foregoing, review and approve the Company's compensation programs, including perquisites, applicable to the executive officers (all of the CEO's direct reports plus the Company Controller and the Company Treasurer, including the five highest paid executive officers of the Company).
3. Make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans that are subject to Board approval, including the Beckman Coulter, Inc. 1998 Incentive Compensation Plan, the Beckman Coulter, Inc. Amended and Restated Executive Deferred Compensation Plan, the Beckman Coulter, Inc. Amended and Restated Executive Restoration Plan, the Beckman Coulter, Inc. Executive Retention Plan and the Amended and Restated Savings Plan, oversee the activities of the Benefits Finance and Administration Committee and discharge any responsibilities imposed on the Committee by any of these plans.
4. Approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained.
5. Review and approve corporate goals and objectives relevant to the compensation of the CEO, oversee the evaluation and performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
6. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
7. Prepare and issue the evaluations and reports required under "Committee Reports" below.
8. Prepare at the beginning of each fiscal year an Organization and Compensation Committee calendar.

The Committee shall have any such other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

Committee Reports

The Committee shall produce the following reports and provide them to the Board.

1. An annual Report of the Compensation Committee on Executive Officer Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of director, CEO or senior executive compensation, this authority shall be vested solely in the Committee.