

OSI SYSTEMS, INC.

CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Executive Committee of OSI Systems, Inc. (the “Company”) shall be to evaluate and make recommendations to the Board of Directors regarding potential mergers, acquisitions and strategic alliances between the Company and third parties. The Executive Committee shall undertake the specific responsibilities and duties set forth in this Charter and such other duties as the Board of Directors may from time to time prescribe.

Membership

The Executive Committee shall be comprised of two or more members of the Board of Directors, each of whom shall be “disinterested persons” as that term is used by the Securities and Exchange Commission (the “SEC”) and each of whom the Board of Directors determines to be “independent” under applicable SEC and The Nasdaq Stock Market (“Nasdaq”) rules. Additionally, no director may serve on the Executive Committee unless the director (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The Board of Directors shall appoint the members and may designate one of the Executive Committee members to be the chairman of the Executive Committee. The members of the Executive Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Executive Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Meetings

The Executive Committee shall meet as often as it deems appropriate to fulfill the responsibilities set forth in this Charter. The Executive Committee may establish its own schedule, which it shall provide to the Board of Directors in advance.

Responsibilities

Outlined below are certain continuing responsibilities that the Executive Committee is expected to fulfill in effecting its purpose as stated in this Charter. This list of responsibilities is presented for illustrative purposes and is not intended to be exhaustive. The Executive Committee may conduct additional activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Executive Committee shall also fulfill other responsibilities delegated to it from time to time by the Board of Directors.

1. Evaluate and make recommendations to the Board of Directors regarding potential mergers, acquisitions and strategic alliances between the Company and third parties.

2. Review the disclosure in the Company's filings with the SEC and Nasdaq with respect to potential mergers, acquisitions and strategic alliances entered into by the Company from time to time.
3. Report regularly to the Board of Directors including with respect to:
 - (a) such other matters as are relevant to the Executive Committee's discharge of its responsibilities; and
 - (b) such recommendations as the Executive Committee may deem appropriate.
4. Maintain minutes or other records of meetings and activities of the Executive Committee.
5. Review annually the Charter, structures and membership of the Executive Committee.