

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

Purpose of Committee

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Beckman Coulter, Inc. (the “Company”) is to identify and recommend individuals to the Board for nomination as members of the Board and its committees, to develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review the regulatory affairs of the Company and to consider matters of corporate social, ethical and environmental responsibility and matters of significance in areas related to corporate public affairs, the Company’s employees, stockholders and customers. The Committee shall report to the Board on a regular basis and not less than once a year.

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 of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Committee 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 twice 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.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time, but at least as frequently as every three years, as to changes that the Committee believes to be desirable to the size and composition of the Board or any committee thereof.

2. To identify individuals believed to be qualified to become Board members, consistent with the criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration the factors set forth under “Selection of Directors” in the Company’s Corporate Governance Guidelines and such factors as the Committee deems appropriate. The Committee may consider candidates proposed by management, but is not required to do so.
3. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board as to the class of directors in which the individual should serve.
5. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
6. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
7. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles at least once a year.
8. Prepare and issue the evaluation required under “Performance Evaluation” below.
9. Assist management in the preparation of any disclosure in the Company’s annual proxy statement regarding the operations of the Committee.

10. Review and consider stockholder proposals submitted in compliance with the Company's Fifth Restated Certificate of Incorporation, and make recommendations thereon to the Board.
11. Consider and make recommendations to the Board concerning stockholder enhancement provisions in the Company's Certificate of Incorporation, Bylaws and other documents at least every three years.
12. Consider matters of corporate social, ethical and environmental responsibility and matters of significance in areas related to corporate public affairs, the Company's employees, stockholders and customers.
13. At least annually, review the regulatory affairs of the Company including, without limitation, the Company's compliance with environmental, Food and Drug Administration and employee occupational safety and health regulations.

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 nomination of Board and committee members.

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.

Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's 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.

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 consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.