

DIAGNOSTIC PRODUCTS CORPORATION

Nominating/Governance Committee Charter

Adopted by the Board of Directors on March 17, 2004

Purpose

The Nominating/Governance Committee is appointed by the Board or Directors (1) to identify individuals qualified to become Board members and to recommend to the Board the director nominees for each annual meeting of shareholders; (2) to develop and recommend to the Board the corporate governance guidelines applicable to the Company; and (3) to oversee the evaluation of the Board and management.

Committee Membership and Meetings

The Committee shall consist of at least two members, all of whom shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed by, and shall serve at the discretion of, the Board.

The Committee shall meet with such frequency, and at such times, as the Chairperson, or a majority of the Committee, determines.

Committee Authority and Responsibilities

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. To identify, screen and recommend to the Board director nominees to be proposed for election at each annual meeting of shareholders and to recruit qualified candidates to fill vacancies and new positions on the Board. In making its recommendations to the Board, the Committee shall be guided by the criteria set forth in the Company's Corporate Governance Guidelines. The Committee shall also take into account the size of the Board, the skills and characteristics then needed for the Board and other relevant factors in order to select a group of nominees who collectively will serve the long-term interests of the shareholders. The Committee will consider shareholder nominees on the same basis as other candidates.

2. The sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors, at the Company's expense.

3. To develop and recommend to the Board for its approval a set of corporate governance guidelines for the Board and a code of business conduct for the Company and to monitor management's implementation and enforcement of the code of business conduct. The

Committee shall approve any waiver of the code of business conduct for any executive officer or director. The Committee will periodically review the guidelines and the code of business conduct and recommend changes as necessary.

4. To develop and implement the process for the conduct of annual self evaluations by the Board and its committees and to report to the Board the results of such evaluations.

5. To review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee.

6. To consider and make recommendations to the Board concerning the appropriate size, function, composition and needs of the Board.

7. To establish and oversee the method by which shareholders and interested parties may communicate directly with the Board and individual directors.

8. To review and make recommendations to the Board concerning proposals by shareholders for business to be transacted at any meeting of shareholders or requested to be included in the Company's proxy materials.

9. To review and recommend to the Board whether to approve transactions with related parties or that involve a potential conflict of interest by executive officers or directors (other than compensation of directors and executive officers).

10. To make regular reports to the Board on its activities and recommendations.

11. To conduct an annual evaluation of its own performance.

12. To review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.