

CALIPER LIFE SCIENCES, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Caliper Life Sciences, Inc., a Delaware corporation (the “*Company*”), shall consist of at least two (2) members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board of Directors, in accordance with the applicable independence requirements of The Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission (“*SEC*”). The members of the Committee and the Committee chairperson shall be appointed by the Board.

STATEMENT OF POLICY

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) develop and review from time to time a plan of succession for key management; (iv) working with the Chairman of the Board and the Chief Executive Officer of the Company, identify, review and evaluate candidates to serve as directors of the Company; (v) recommend such candidates to the Board; and (vi) make such other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- *Resources* – The Committee shall be authorized to access such internal and, in consultation with the Chairman of the Board and the Company’s senior management, external resources

as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

- *Minutes and Records* – The Committee shall designate a Secretary to the Committee who may be a member of the Committee, an officer or employee of the Company, or outside counsel. The Secretary shall keep minutes and records of all meetings of the Committee, and distribute copies of such minutes and records to each member of the Committee, to the members of the Board who are not members of the Committee and to the Secretary of the Company. In the event that either the Chairman or the Secretary is absent from any meeting, the members present shall designate any director present to act as Chairman and shall designate any director, officer or employee of the Corporation, or outside counsel to act as Secretary.
- *Meetings* – Meetings of the Committee, including telephone conference meetings, shall be held at such time and place as the Chairman of the Committee, or any member of the Committee, may determine, and in any event, at least one regular meeting per year. The Chairman of the Board, the President and Chief Executive Officer, and the Chief Financial Officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee.
- *Notice of Meetings* – Notice of meetings shall be given to each member not less than 48 hours before the time of the meeting; *provided* that meetings of the Committee may be held without formal notice if all of the members are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting. Notice of meeting may be given verbally or by letter, email, facsimile transmission or telephone and need not be accompanied by an agenda or any other material. The notice, however, shall specify the purpose or purposes for which the meeting is being held.
- *Reporting to the Board of Directors* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- *Director Nominations* – The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer of the Company, has the primary responsibility for establishing

criteria for Board membership and identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.

The Committee shall also have the primary responsibility for evaluating, reviewing and considering the recommendation for nomination of current directors for reelection to the Board as well as monitoring the size of the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board, shall be made by the full Board based on the recommendations of the Committee.

The Committee shall also determine whether it shall consider stockholder suggestions for director nomination, and if so, shall establish appropriate procedures for stockholders to submit suggestions.

- *Board Assessment* – The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment includes evaluation of the Board’s contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the Directors, both individually and collectively, can and do provide the skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of Directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by The Nasdaq Stock Market. The results of such reviews shall be provided to the Board for further discussion as appropriate.
- *Board Committee Nominations* – The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer of the Company, and after due consideration of the wishes, independence and experience of the individual Directors and independence and experience requirements in accordance with The Nasdaq Stock Market, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
- *Corporate Code of Conduct* – The Committee shall develop, with the assistance of the Company’s senior management, a Code of Business Conduct and Ethics (the “**Code of Conduct**”) to be applicable to the officers and employees of the Company; shall periodically review and assess the Code of Conduct and its application, and recommend any changes deemed appropriate to the Board for its consideration; and shall consider and determine whether to approve any proposed waivers of the Code of Conduct with respect to the Company’s directors and executive officers.
- *Procedures for Information Dissemination* – The Committee shall oversee and review as appropriate the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the

level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

- *Director Compensation* – The Committee shall periodically review the compensation paid to the Chairman of the Board and to the non-employee Directors for their service on the Board and Board committees to ensure such compensation properly reflects the responsibilities and risks involved in being a director or Chairman and is competitive with the compensation paid by comparable companies to their board members. The Committee shall recommend any changes considered appropriate to the full Board for its approval. The Committee shall also annually review any consulting arrangements or other compensation matters specific to individual Directors.