

DIONEX CORPORATION CORPORATE GOVERNANCE GUIDELINES

Director Qualifications

Candidates for election to the Board of Directors should possess:

- (i) the highest personal and professional ethics;
- (ii) a background and expertise that is useful to the company, and complementary to and different from, the background of the other directors; and
- (iii) a willingness to devote the required time to the duties and responsibilities of Board membership.

In considering potential members, the Board should take into account the size and market/technology related specifics of the company's business, as well as the skills the Board views as desirable to have represented.

A majority of the directors must be independent. The Board uses the standard of independence defined in NASD Rule 4200(a)(15). In addition, with respect to commercial relationships, if the company buys from or sells to other companies where directors serve as executive officers, the director will be considered independent if the annual purchases or sales are less than 5% of the recipient's consolidated gross revenues or \$200,000, whichever is more, in the current fiscal year or any of the past three fiscal years.

Director Responsibilities; Board Meetings

The primary responsibility of the Board is to represent and protect the interests of the company's stockholders by overseeing the affairs of the company. The Board strives to foster the long-term success of the company in a manner that is consistent with its obligations to stockholders. It is the general policy of the Board that all decisions that could have a material effect on the company or its stockholders be considered by the Board or an appropriate Board committee.

The Chairman of the Board, in consultation with the Chief Executive Officer, establishes the agenda for each Board meeting. Any director may suggest that particular items be placed on the agenda for any Board meeting. The Board expects that its members will attend meetings of the Board. As a general policy, information and data that are important to understanding the business of the meeting will be distributed to members in advance. The Board expects that its members will review these materials in advance so that meeting time may be conserved and discussion time focused on the Board's questions.

Director Orientation and Training

New directors will receive an orientation to the company and its business that may include background material, meetings with executive management, and visits to company facilities. In addition, the Board expects to arrange training for its members on the scope of the company and its businesses and on the directors' roles and responsibilities, including appropriate reviews of corporate governance issues and trends.

Director Access to Management and Independent Advisors

Board members have complete access to the company's management and outside counsel and such other resources, including legal, financial or other advisors, as the Board deems necessary or appropriate to fulfill its responsibilities. Members who wish to contact management should do so in a manner that does not disrupt the business and operations of the company or the ability of managers to discharge their duties.

Committees

The Board has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee as standing committees of the Board. The Board will establish such standing and special purpose committees as the Board deems necessary or appropriate from time to time to assist the Board in overseeing the affairs of the company. Each Committee has a written charter that outlines the Board's delegation of responsibilities and authority, which charters are to be reviewed periodically by the Board.

Meetings of Independent Directors

The independent directors will meet in regularly scheduled executive sessions at least twice a year in conjunction with regularly scheduled Board meetings.

Director Compensation

The Board believes that directors should be compensated as is reasonable and customary in the company's industry and for similarly situated companies. The Board also believes that director compensation should have a meaningful link to company performance. The Board will periodically review director compensation.

Leadership Development

Ensuring continuity of strong leadership is a primary responsibility of the Board. Accordingly, the Board believes that selection of a CEO should be based on the needs of the company. Factors the Board will consider in CEO candidates include personal and professional ethics, performance accountability, background and experience, and fit within the company's culture.

The Compensation Committee of the Board will perform regular evaluations of the CEO based on specific and objective performance criteria and provide reports to the Board for its discussion.

The Board should have available, on a continuing basis, the CEO's recommendation for his/her successor in the event of an emergency or retirement.

Evaluation of the Board

The Nominating and Corporate Governance Committee is responsible for conducting periodic assessments of the Board and its committees, and providing the results to the full Board for discussion. The purpose of these assessments and discussion are to ensure that the Board and its committees are functioning effectively.