IDEXX Laboratories, Inc.

Corporate Governance Guidelines

(as of February 13, 2013)

Introduction

The Board of Directors (the "Board") of IDEXX Laboratories, Inc. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. The Guidelines should be interpreted in a manner consistent with all applicable laws and NASDAQ rules and the Company's Restated Certificate of Incorporation and Bylaws, each as amended and in effect from time to time. The Guidelines are a framework for the conduct of the Board's business and are not legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties to the Company and its stockholders.

A. Board Duties

The Board is responsible for overseeing management of the Company. In this regard, the Board's responsibilities include the following functions:

- providing oversight of legal and ethical conduct
- determining that effective systems are in place for the timely reporting to the Board of important matters
- reviewing the Company's policies with respect to risk assessment and risk management
- reviewing and approving corporate strategy
- reviewing and approving the Company's budget
- reviewing and approving major corporate transactions and expenditures
- selecting, compensating and evaluating Directors
- selecting, compensating and evaluating the Chief Executive Officer
- reviewing and approving the compensation of Officers and senior management, including approving stock benefit plans in which Officers and senior management may participate
- ensuring the existence of appropriate succession plans for executive officers, including the Chief Executive Officer
- evaluating Board processes and performance
- monitoring and, where appropriate, responding to communications from the Company's stockholders
- providing general oversight of the business

B. Board Composition, Performance and Compensation

1. Independent Directors. For purposes of the Guidelines, "Independent Directors" are those Directors (a) who are "independent" under Rule 5605(a)(2) of the rules of the NASDAQ Global Market, and (b) who do not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. The Nominating and Governance Committee (the "Governance Committee") will evaluate the independence of all Directors on an annual basis.

2. Board Size. The Board believes that approximately 6 to 10 members is an appropriate size for the Board. Except as may otherwise by permitted by NASDAQ rules, a majority of the members of the Board shall be Independent Directors. The Board expects to have among its members a limited number of management Directors, including at least the Chief Executive Officer.

3. Board Membership Criteria. The Governance Committee is responsible for annually reviewing the experience, qualifications, attributes and skills required of Board members in light of the current composition of the Board and the Company's needs. This assessment includes appropriate consideration of the criteria set forth on Attachment A hereto. The Governance Committee shall annually assess, for each Director or person nominated to become a Director, the specific experience, qualifications, attributes and skills that lead the Governance Committee to conclude that such Director or nominee should serve as a Director, in light of the Company's business and structure.

4. Selection of New Directors and Committee Members. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending to the Board the persons to be nominated for election as Directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board and (iii) recommending to the Board the persons to serve on the various committees of the Board, including the Audit Committee, Compensation Committee, Governance Committee and Finance Committee. Director nominees shall be considered for recommendation by the Governance Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in Attachment A to these Guidelines.

Input also will be solicited from the other members of the Board and the Chief Executive Officer. Management and other external sources may also identify prospective Director nominees. Nominees presented by stockholders will be considered in accordance with the same criteria used to evaluate other nominees, provided that such stockholders provide the Company with the requisite information about the nominees.

The invitation to a candidate to join the Board should be extended by the Governance Committee chairman, who may choose to have the Chairman of the Board or the Chief Executive Officer participate in the invitation as well.

5. Board Membership of Former Chairman or Chief Executive Officer. The Board will determine on a case-by-case basis, upon recommendation of the Governance Committee, whether it is appropriate for a retiring or resigning Chairman of the Board or Chief Executive Officer to remain as a member of the Board.

6. Orientation of New Directors. The Governance Committee, with assistance from the Chairman of the Board and the Chief Executive Officer, will provide new Directors with all appropriate background material and information about the Company in advance of their first Board meeting.

7. Directors Who Change Their Present Responsibility. The Board believes that individual Directors whose responsibilities outside of their involvement with the Company change from those held when they were last elected to the Board (except for internal promotions within their organization) should volunteer to resign from the Board, effective as of the next regularly scheduled meeting.

It is not the Board's view that Directors who retire or change from the positions they held when they were last elected to the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, with the assistance of the Governance Committee, to review the continued appropriateness of Board membership under the changed circumstances.

8. Retirement of Directors and Executive Officers. Any Director who turns age 73 while serving as a Director will retire from the Board effective at the Annual Meeting of Stockholders next following the date on which such Director turns 73. Officers of the Company are expected to retire at age 65, except as otherwise determined by the Board of Directors.

9. Conflicts of Interest. If an actual or potential conflict of interest develops because of a change in the business operations of the Company, or a change in a Director's circumstances, the Director should immediately report such matter to the chairman of the Audit Committee for evaluation (or in the case of a Director who is Chairman of the Audit Committee to the Lead Director). A significant conflict must be resolved to the satisfaction of the Audit Committee or the Director should resign.

If a Director has a personal interest in a matter before the Board, the Director shall disclose the interest to the Board, excuse himself or herself from participation in the discussion and shall not vote on the matter. Any such matter must also be approved by the Audit Committee.

Management Directors may participate in discussion regarding other members of senior management or senior management generally (but not matters relating to them individually). However, management Directors shall not vote upon matters relating to members of senior management of the Company.

10. Board Performance. The Governance Committee is responsible for annually assessing the performance of the Board, its committees and the Chairman of the Board (if that person is not the Chief Executive Officer) and reporting its assessment to the full Board. These

assessments will focus on the effectiveness of the Chairman (if applicable), and the Board's effectiveness as a whole and will provide a review of specific areas in which the Board and/or management believe a more substantial contribution could be made. In addition, the Governance Committee will at least annually review the performance and contribution of individual Directors and take those actions it deems appropriate as a result of this review.

11. Board, Stockholder and Committee Meetings. Directors are responsible for attending Board meetings, meetings of committees on which they serve and the annual meeting of stockholders. Directors are responsible for devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.

12. Director Continuing Education. To maintain and enhance the effectiveness of the Board, the Board believes that each Director should receive continuing education on an ongoing basis regarding director duties and responsibilities; corporate governance; legal, regulatory and accounting developments; investor relations matters and other topics relevant to the oversight of the business of the Company. The Company will reimburse directors for reasonable expenses incurred in connection with continuing education.

13. Director Compensation. The Board believes that Director compensation, to the greatest extent possible, should align the interests of Directors with the long-term interests of the Company's stockholders, while at the same time ensuring the Company's ability to attract and retain highly qualified Directors. The management of the Company will, from time to time, report to the Compensation Committee concerning director compensation practices at other comparable U.S. corporations. Any recommendations of changes in Director compensation will be made to the Board by the Compensation Committee. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

14. Director Stock Ownership. Non-employee Directors are expected to own shares of the Company's common stock and/or deferred stock units having a value of at least $250,000 by the fifth anniversary following appointment to the Board. Directly owned shares (including vested DSUs and released RSUs) shall count as shares for purposes of determining compliance. In addition, when exercising stock options, non-employee Directors who have not satisfied the ownership guidelines must retain shares having a value of at least 50% of the value derived from the option exercise after payment of the exercise price and taxes. Separate stock ownership guidelines are applicable to Officers of the Company who are also Directors.

15. Maximum Number of Directorships. The Board believes that Directors should not serve as members of the board of directors of more than five publicly traded companies, including the Company, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of his duties as a member of the Board will not be negatively affected.

The Board believes that Directors who serve on the Audit Committee of the Board should not serve on more than three public company audit committees, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of his duties as a member of the Audit Committee will not be negatively affected.

The Board believes that Directors who are chief executive officers of publicly traded companies should not serve as members of the board of directors of more than three public companies, including the Company and the company of which they are chief executive officer, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of his duties as a member of the Board will not be negatively affected.

Directors should inform the Chairman of the Board and the Chairman of the Governance Committee of any public company directorship that they have been offered prior to accepting that directorship to ensure that acceptance of such directorship would not create a conflict of interest or otherwise be inconsistent with these Guidelines.

C. Leadership of the Board

16. Selection of the Chairman of the Board and the Chief Executive Officer. The Board is free to select the Chairman of the Board and Chief Executive Officer in any way it deems best for the Company's stockholders at any point in time. The Board does not have a predetermined policy as to whether or not the roles of Chairman of the Board and Chief Executive Officer should be separate. The Governance Committee shall annually assess the Board's leadership structure, including whether the offices of Chairman of the Board and Chief Executive Officer should be separate and why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company.

17. Lead Director. In the event that the Chairman of the Board is not an Independent Director, the Governance Committee annually shall nominate an Independent Director to serve as a lead director (the "Lead Director"), who shall be approved by a majority of the Independent Directors.

The Lead Director will:

(a) Chair any meetings of the Independent Directors in executive session;
(b) Facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer; however, any Director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer;
(c) Work with the Chairman of the Board and the Chief Executive Officer in the preparation of the agenda for each Board meeting; and
(d) Otherwise consult with and advise the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board function.

D. Board Committees

18. Number, Structure and Independence. The Company currently has four Board committees: Audit, Governance, Compensation, and Finance. Each of these Committees will operate pursuant to a charter. The Governance Committee shall annually review and reassess the

adequacy of each charter and make appropriate changes, and in the case of the Compensation Committee and Audit Committee charters, shall consider the recommendations of those Committees' annual review of their respective charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The Board has the flexibility to form a committee or to disband a current committee, as it deems appropriate, subject to applicable law and NASDAQ rules. Subject to Board approval, the Governance Committee is responsible recommending to the Board, after consultation with the Chairman of the Board and the Chief Executive Officer, and with consideration of the desires of individual Board members, assignment of Board members to various committees and the selection of the committee chairmen. Only Independent Directors may serve on the Audit, Compensation, Governance, and Finance Committees.

It is the sense of the Board that committee assignments should be rotated from time to time, but not on a fixed schedule. There may be good reasons to continue a Director's committee membership for a longer time than in certain other instances.

The chairman of each committee should report to the Board, whenever appropriate, with respect to those matters considered and acted upon by his or her committee.

19. Frequency and Length of Committee Meetings. Each committee chairman, in consultation with committee members and with input from management, will determine the frequency and length of committee meetings consistent with such committee's charter.

20. Committee Agendas. The chairman of each committee, in consultation with committee members, the Chairman of the Board and the Chief Executive Officer, will develop the committee's agendas.

E. Board Meetings

21. Frequency and Duration of Meetings. The Board should hold at least five regularly scheduled meetings annually to review the business and operations of the Company. The Board may hold such additional meetings as it deems necessary.

22. Corporate Strategy. At least one regularly scheduled Board meeting per year should be devoted substantially to a review and discussion of corporate strategy. Significant corporate strategy decisions should be reviewed and approved by the Board.

23. Selection of Agenda Items for Board Meetings; Annual Board Calendar. The Chairman of the Board and the Chief Executive Officer will propose the agenda for each Board meeting. They will consider (a) the items to be included; (b) the sequence of those items;

(c) the approximate time to be devoted to each item; and (d) the materials to be provided to Directors regarding certain items, including what materials are to be sent in advance.

The Lead Director, if any, will have an opportunity to review and comment on the proposed agenda before it is distributed to the other members of the Board. Each Board member is free to suggest the inclusion of item(s) on the agenda, and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

24. Board Materials Distributed in Advance. Information and data that are important to the Board's understanding of the business of the meeting should, when practical, be distributed in writing to the Board before the Board meets. Management will make every effort to see that this material is as brief as possible while still providing the desired information. When advisable because of confidentiality concerns, management may elect not to provide sensitive material to the Board in advance of a meeting.

25. Executive Sessions of Independent Directors. The Independent Directors will meet in executive session regularly, but in any case not less than twice annually, to discuss, among other matters, the performance of the Chief Executive Officer. Absent unusual circumstances, these sessions will be held in conjunction with regular Board meetings. The Independent Directors will meet in executive session at other times at the request of any Independent Director. Executive sessions will be scheduled and presided over by the Lead Director or, if no Lead Director has been designated, by the Chairman of the Governance Committee. The Independent Directors may invite the Chairman of the Board or others, as they deem appropriate, to attend a portion of these sessions.

F. Board Interaction with Management and Others

26. Attendance of Non-Directors at Board Meetings. Non-Directors who are members of the Chief Executive Officer's staff or members of the staffs of any such persons may attend Board meetings. Further, the Board specifically encourages management, from time to time, to bring into Board meetings managers who:

(a) can provide additional insight into the items being discussed because of personal involvement in these areas; and/or
(b) appear to management to be persons who should be given exposure to the Board.

Such non-Directors may attend part or all of a Board meeting.

27. Board Access to Senior Management. Board members have complete access to the Company's senior management and are encouraged to make regular contact. Board members are normally expected to inform the Chief Executive Officer prior to contacting other members of management on any substantive matter, if the contact could be perceived as infringing on the responsibilities of the Chief Executive Officer. Members, however, are not expected to inform the Chief Executive Officer that they are contacting other members of management regarding the normal activities of their Board committees.

28. Board Interaction with Stockholders, the Press, Customers, and Others. The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do this with the knowledge of management and, in most instances, at the request of management.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an Independent Director), or otherwise the Chairman of the Governance Committee shall (i) be primarily responsible for monitoring communications from stockholders and other interested parties, and (ii) provide copies or summaries of such communications to the other Directors as he or she considers appropriate.

29**.** Access to Independent Advisors. The Board and each committee may at any time retain independent outside auditors and such financial, legal or other advisors for the benefit of the Board or such committee as they deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. In the discretion of the Board or applicable committee, such independent advisors may (but need not) be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

G. Management Development

30. Formal Evaluation of the Chief Executive Officer. The Board will approve the Chief Executive Officer's annual goals at the beginning of each year. The Compensation Committee will evaluate the performance of the Chief Executive Officer against those goals annually in consultation with all of the Directors. The evaluation of the Chief Executive Officer will be communicated to him or her by the Chairman of the Compensation Committee, together with at least one other Independent Director. The results of this evaluation will be reported to the Board.

31. Succession Planning for the Chief Executive Officer. The Chief Executive Officer is responsible for developing and maintaining a process for advising the Board on succession planning for himself or herself. The Chief Executive Officer shall prepare an annual report on such matters for the Board. The succession plan for the Chief Executive Officer shall be reviewed by the Governance Committee annually.

Should a succession of the Chief Executive Officer occur, the Governance Committee or a special committee of Independent Directors selected by the Board shall manage the process of identifying and selecting the new Chief Executive Officer, with the full participation of each of the Independent Directors and the current Chief Executive Officer, if appropriate.

H. Periodic Review of Corporate Governance Guidelines

32. The Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

<u>Attachment A</u>

CRITERIA FOR DIRECTORS

A. General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.

2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.

3. Nominees should have skills in one or more areas that are relevant to the Company and its operations, including, without limitation, familiarity with science and technology, finance and accounting, marketing and product development, strategy, government regulation and affairs, and/or corporate governance.

4. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.

5. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, government entities, creditors and the general public, and to act in the interests of all stockholders.

6. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee’s ability to represent the interests of all the Company’s stockholders and to fulfill the responsibilities of a Director.

7. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered, which includes representation of different races, religions, national origins, gender, sexual orientations and disabilities, but also includes a range of different experiences, educations, backgrounds, skills and knowledge.

8. Nominees should normally be able to serve for at least five years before reaching the age of 73.

B. Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above, except item A.8. In addition, the Governance Committee shall consider the existing Directors' performance on the Board and any committee.

C. Criteria for Composition of the Board

The backgrounds and qualifications of the Directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.