

PERKINELMER, INC. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The Nominating and Corporate Governance Committee shall:

- Identify individuals qualified to become Board members;
- Recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders;
- Review corporate governance principles applicable to the Company and recommend to the Board amendments thereto from time to time as required or appropriate; and
- Oversee the evaluation of the Board and management (with the evaluation of management being conducted by the full Board of Directors as part of its regular Leadership and Organization Review).

B. Structure and Membership

1. Number. The Board of Directors shall determine the number of directors to serve on the Committee, which shall be at least two.
2. Independence. Each member of the Committee shall be an “independent director” as defined by the applicable rules of the New York Stock Exchange, except as otherwise permitted by such rules.
3. Chair. The Board of Directors shall elect a Chair of the Committee.
4. Selection and Removal. The Board of Directors shall appoint the members of the Committee and may remove members from the Committee with or without cause.

C. Authority and Responsibilities

The Committee shall discharge its responsibilities, and assess information provided to it by the Company’s management and others, in accordance with its business judgment.

Board and Committee Membership

1. Director Nominees. The Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee

shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. **Criteria for Selecting Directors.** The Board's criteria for selecting directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. **Search Firms.** The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. **Committee Assignments.** The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

Director Compensation

Upon receipt of recommendations from the Compensation and Benefits Committee, the Committee shall review such recommendations and shall then make its own recommendations to the Board concerning director compensation and director compensation guidelines.

Corporate Governance Guidelines

The Company maintains written Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

Board Leadership Structure

As more fully provided for in the Corporate Governance Guidelines, the Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics or circumstances of the Company.

Annual Board Evaluation

The Committee shall oversee an annual self-evaluation of the Board and each committee to determine whether the Board and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's and each committee's performance, to be discussed with the Board.

Oversight of Related Party Transactions

The Committee shall review the Company's policies and procedures for reviewing and approving or ratifying "related party transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K), including the Company's Related Party Transaction Policy, and recommend any changes to the Board. In accordance with the Company's Related Party Transaction Policy, to the extent no other policy or procedure applies to a particular related person transaction under review, the Committee shall have the authority to review and approve or ratify such transaction.

D. Administrative Matters

1. **Meetings.** The Committee shall meet, in person or telephonically, as often as it deems necessary in order to perform its responsibilities. The Committee may act by unanimous written consent of its members. Meetings of the Committee may be called by the Chief Executive Officer, the Chairman of the Board of Directors or the Chair of the Committee. The Committee shall keep such records of its meetings as the Chair of the Committee considers appropriate.
2. **Reports to the Board.** At each regularly scheduled meeting of the Board of Directors, the Chair of the Committee shall report to the Board on all meetings of and actions taken by the Committee since the last regularly scheduled meeting of the Board.
3. **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees of its members (including a subcommittee consisting of a single member) from time to time.
4. **Independent Advisors.** The Committee may engage and pay legal and other advisors to assist the Committee in carrying out its functions. Such advisors may be the regular advisors to the Company.
5. **Annual Self-Evaluation.** At least annually, the Committee shall evaluate its own performance.
6. **Investigations.** The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.