

# **PERKINELMER, INC.**

## **COMPENSATION AND BENEFITS COMMITTEE CHARTER**

### **A. Purpose**

The Compensation and Benefits Committee shall discharge the responsibilities of the Board of Directors relating to compensation of the Company's executive officers.

### **B. Structure and Membership**

Number. The Board of Directors shall determine the number of directors to serve on the Committee, which shall be at least two.

Independence. Each member of the Committee shall be an "independent director" as defined by the rules of the New York Stock Exchange, except as otherwise permitted by such rules.

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, on the recommendation of the Nominating and Corporate Governance 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 by the Company's management, in accordance with its business judgment.

CEO Compensation. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the independent directors who are not members of the Committee (as directed by the Board of Directors), determine and approve the CEO's compensation level based on this evaluation.

Executive Officer Compensation. The Committee shall review and approve executive officer compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation.

Plan Recommendations, Administration and Approvals. The Committee shall periodically review and make recommendations to the Board of Directors regarding incentive compensation, and equity-based plans. The Committee shall exercise all rights, authority and functions of the Board of Directors under the Company's SERP, stock option, stock incentive, employee stock purchase and other equity-based plans. The Committee shall approve all equity-based

compensation plans and amendments to the foregoing that do not require shareholder approval under applicable rules of the New York Stock Exchange. Additionally, the Committee shall approve all amendments to the SERP and shall approve material amendments to the Company's other executive, nonqualified deferred compensation plans. To the extent permitted by, and consistent with, applicable law and the provisions of the employee stock purchase plan, the Committee may delegate to one or more executive officers the power to designate participating subsidiaries under the employee stock purchase plan. To the extent permitted by, and consistent with the requirements of, applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other equity-based awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Committee may delegate to one or more executive officers of the Company the power to designate employees eligible for the Company's nonqualified deferred compensation plans.

Director Compensation. The Committee shall periodically review and make recommendations to the Nominating and Corporate Governance Committee of the Board of Directors regarding director compensation and director compensation guidelines.

Management Succession. The Committee shall at the request of the Board of Directors, periodically review and make recommendations to the Board of Directors regarding management succession planning.

Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K, proxy or information statement, filed with the Security and Exchange Commission in accordance with applicable regulations.

Committee Report on Executive Compensation. The Committee shall prepare the annual Compensation Committee report required to be included in proxy or information statements of the Company relating to the election of directors, in accordance with applicable regulations.

Review of Administrative Committee Recommendations. Review Administrative Committee recommendations for terminations of non-equity based employee benefit plans or changes in the design of non-equity based employee benefit plans that result in a significant cost increase to the company or are otherwise material to the company. Except as provided herein with respect to the SERP and other executive nonqualified deferred compensation plans or as provided in the preceding sentence, all other matters relating to non-equity based employee benefit plans will be handled by the Administrative Committee.

#### **D. Procedures and Administration**

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 CEO, 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.

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.

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.

Independent Advisors. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer or director compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee may also engage and pay legal and other advisors, and commission compensation surveys or studies, to assist the Committee in carrying out its functions. Such advisors may be the regular advisors to the Company.

Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

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.