

Charles River Laboratories International, Inc.

Compensation Committee Charter

Amended October 26, 2021

Purpose

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Charles River Laboratories International, Inc. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

General Guidelines

Size, Composition, and Term of Appointment

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. In addition, members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and satisfy the requirements of “outside directors” pursuant to Section 162(m) of the Internal Revenue Code. The Corporate Governance and Nominating Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Corporate Governance and Nominating Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. No executive officer should attend that portion of any meeting where such executive’s performance or compensation is discussed, unless specifically invited by the Committee. For purposes of this Charter, the term “executive officer” has the meaning set forth in the rules of the U.S. Securities and Exchange Commission, as applied by the Company in determining executive officers listed in its Annual Report on Form 10-K. The Chairman of the Board of the Company may attend meetings of the Committee as a nonvoting invitee.

Oversight by the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Corporate Governance and Nominating Committee on such evaluation.
- The Committee shall periodically, but not less than every three years, review and assess the adequacy of this charter and recommend any proposed changes to the Corporate Governance and Nominating Committee for approval.

Authority

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the New York Stock Exchange rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Compensation Policies and Plans

- The Committee shall review and approve the Company's compensation and benefits designs and programs generally for competitiveness and/or material changes as it relates to the total compensation packages of the Company's Executive Officers and Senior Vice Presidents (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

Executive Compensation

- The Compensation Committee shall review and approve the compensation of the Chief Executive Officer and each of the Company's other executive officers (and will be consulted with regard to Senior Vice Presidents), including, as relevant: (1) annual base salary level, (2) annual incentive compensation, (3) long-term incentive compensation, (4) employment, severance and change-in-control agreements, in each case as appropriate, and (5) any other compensation, ongoing perquisites or special or supplemental benefit items.
- In reviewing and approving executive officer compensation, the Committee shall, in consultation with the Company's Chief Executive Officer among other things:

- identify, review and approve corporate goals and objectives relevant to executive officer compensation;
- Review with the CEO an analysis of each executive officer's performance in light of such goals and objectives and approve each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
- approve any long-term incentive component of each executive officer's compensation.

Management Succession

- Company succession planning is the responsibility of the entire Board of Directors. However, the Committee shall, in consultation with the Company's Chief Executive Officer and Chief People Officer, review, recommend and approve terms and conditions of employment, including compensation, as a result of any succession changes that have been determined by the Board of Directors.

Disclosure

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.

Risk Assessment

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Amendment

This Charter may be amended by a majority of the independent members of the Board.