

Charles River Laboratories International, Inc.
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Corporate Governance Guidelines

January 2024

The Board of Directors has developed corporate governance practices to help it fulfill its responsibility to the shareholders to oversee the work of management and the Company's business results. These practices are memorialized in the Company's Corporate Governance Guidelines, below. They are also intended to align the interests of directors and management with those of the Company's shareholders. These guidelines are subject to future refinement or changes as the Board may find necessary or advisable for the Company in order to achieve these objectives.

Board Composition and Selection; Independent Directors

1. **Board Size.** The Corporate Governance and Nominating Committee (the "Committee", in conjunction with the Chairman and Chief Executive Officer ("CEO")), considers and makes recommendations to the Board concerning the appropriate size and needs of the Board and periodically evaluates whether a larger or smaller slate of directors would be preferable. The Committee recommends that the Board consist of no less than 7 and no more than 11 directors, absent unusual circumstances such as an acquisition or an unexpected vacancy.
2. **Selection of Board Members.** All Board members are elected annually by the Company's shareholders, except as noted below with respect to vacancies. The Corporate Governance and Nominating Committee does not solicit director nominations. However, the Committee will consider properly submitted director candidates recommended by shareholders. Recommendations for consideration for nominees at the annual meeting of shareholders must be received not less than 120 days before the first anniversary of the date of the Company's proxy statement related to shareholders in conjunction with the previous year's meeting. Shareholders may propose nominees for consideration by the Committee by submitting the names and supporting information to the Secretary, Charles River Laboratories, Inc., 251 Ballardvale St., Wilmington, MA 01887. Each year at the Company's annual meeting, the Board recommends a slate of directors for election by shareholders. The Board's recommendations are based on its determination (using advice and information supplied by the Corporate Governance and Nominating Committee) as to the suitability of each individual, and the slate as a whole, to serve as directors of the Company, taking into account the membership criteria discussed below. The Board may fill vacancies in existing or new director positions. Such directors elected by the Board serve only until the next election of directors unless elected by the shareholders to a further term at that time.
3. **Board Membership Criteria.** The Corporate Governance and Nominating Committee has established the following criteria for Board membership and recommends individuals for membership on the Company's Board of Directors to the full Board:

The Board of Directors shall be composed of successful individuals who demonstrate integrity, reliability, knowledge of corporate affairs, and an ability to work well together. The primary consideration in the selection and retention

of Directors is their respective ability to fairly represent the interests of the Company's stakeholders. Consequently, diversity in business background, area of expertise, skills, educational background, gender, national origin, and ethnicity should be considered as well as other factors that may provide the Board of Directors with a range of informative viewpoints and perspectives. The criteria for director nominees include: the candidate's professional experience and personal accomplishments; the candidate's independence from the Company and management; the ability of the candidate to attend Board and committee meetings regularly and devote an appropriate amount of effort in preparation for those meetings; the candidate's ability to function as a member of a diverse group; and an understanding of the Board's governance role. For Audit Committee membership, at all times, at least one member of the Audit Committee must qualify as a "financial expert" pursuant to the NYSE rules and all audit committee members must be financially literate.

The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending to shareholders a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in various areas. In determining whether to recommend a director for re-election, the Corporate Governance and Nominating Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

4. **Director Orientation and Continuing Education.** The Company has an orientation process for new Board members that includes materials about the Company and the industry, meetings with senior management and visits to the Company. All new members of the Board are strongly encouraged to participate in the Company's orientation program for directors. Other directors may also attend the orientation program. All directors will be offered the opportunity and encouraged to participate in continuing education programs in order to stay current and knowledgeable about their roles and responsibilities as directors. Such orientation and continuing education programs shall be overseen by the Corporate Governance and Nominating Committee.
5. **Board Composition – Majority of Independent Directors.** It is the Company's policy that the Board consist of a majority of independent directors as defined under the rules of the New York Stock Exchange and the Securities and Exchange Commission and as further determined pursuant to these Guidelines and under Director Qualification Standards recommended by the Corporate Governance and Nominating Committee and approved by the Board. In addition to applying these Guidelines, the Board will consider all relevant facts and circumstances in making an independence determination, and not merely from the standpoint of the director, but also from that of person or organization with which the director has an affiliation. The Board will, at least annually, analyze and make a determination as to the independence of each of its Board members to ensure compliance with this policy, which such determination will be disclosed in the Company's annual proxy statement.
6. **Term Limits.** The Board does not believe it should limit the number of terms an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits,

it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

7. **Retirement Age.** The Board believes that 75 is an appropriate retirement age for outside directors. No director who is, or would be, over the age of 75 at the expiration of his or her current term may be nominated to a new term. Notwithstanding the foregoing, with respect to any director who is a member of the Board as of December 17, 2019, the age “75” referenced in the first two sentences of this Section 7 (Retirement Age) shall be replaced with the age “78”.
8. **Directors with Significant Job Changes.** It is the policy of the Board that when a director’s principal occupation or business association changes substantially during his or her tenure as a director, such director shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will recommend to the Board the action to be taken with respect to the resignation.
9. **Selection of CEO and Chairman.** It is the Company’s current practice that the positions of Chairman of the Board and CEO be held by the same person, except in unusual circumstances. This combination has served the Company well for many years. The Board selects the Company’s CEO and Chairman in the manner that it determines to be in the best interests of the Company’s shareholders. From time to time, and at least annually, the Board (or the Committee if delegated by the Board) shall conduct an assessment of this leadership structure.
10. **Limitation on Other Board or Committee Service.** Ordinarily, Directors should not serve on more than five other boards of public companies in addition to the Company Board and the board of directors of a director’s employer. For Audit Committee members, to the extent applicable, the Board will determine whether the simultaneous service on the audit committees of more than three public companies impairs a director’s ability to effectively serve on the Company’s audit committee and disclose such determination in accordance with the rules of the New York Stock Exchange. Service on boards and/or committees of other organizations must be consistent with the Company’s conflict of interest policies.
11. **Lead Director.** An independent director shall be designated by the Board, based on the recommendation of the Corporate Governance and Nominating Committee, as the Lead Director. The Lead Director helps to provide independent oversight and assumes the responsibility of ensuring that the Board is acting in conformity with good corporate governance practices and in the long-term best interests of the Company. While the rotation of the Lead Director, among the independent directors will be considered periodically, rotation is not required because the Board believes that there are significant benefits to continuity. The Lead Director shall assume additional responsibilities, including the following:
 - With the Chairman of the Board, establishing the logistics of scheduling and setting agendas for Board and committee meetings, including approving meeting agendas and assuring there is sufficient time for discussion of all agenda items;
 - Developing agendas for and presiding over executive sessions of the Board's non-management directors;

- Assisting the Board and the Corporate Governance and Nominating Committee in monitoring and implementing these Corporate Governance Guidelines;
 - Serving as the principal liaison between the Chairman and the independent directors;
 - Interviewing all director candidates and making recommendations to the Corporate Governance and Nominating Committee;
 - Being available, when appropriate, for consultation and direct communication with shareholders;
 - Retaining outside advisors and consultants who report directly to the Board of Directors on Board-level issues; and
 - On an annual basis, in consultation with the independent directors, to review his or her responsibility and authority and recommend for approval any modifications or changes to the Board.
12. **Conflicts of Interest.** To help maintain the independence of the Board, all directors are required to deal at arm's length with the Company and its subsidiaries and to disclose circumstances material to the director that might be perceived as a conflict of interest. If an actual or potential conflict of interest develops because of a change in the business of the Company or a subsidiary, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director or an immediate family member of the director is affiliated), the director should report the matter immediately to the Corporate Governance and Nominating Committee for evaluation and appropriate resolution. In addition, if any such actual or potential conflict of interest develops that might be categorized as a "Transaction" under the Company's Related Person Transaction Policy, the director should report the matter immediately to the Corporate Secretary and/or the Chairman of the Audit Committee for evaluation and appropriate resolution. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion, and shall not vote on the matter.
13. **Communications.** The Chairman and CEO is responsible for establishing effective communication with the Company's stakeholder groups, i.e., shareholders, customers, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors with meeting with shareholders, but it is suggested that any such meetings be held with management present.
14. **Attendance at Annual Meetings of Shareholders.** It is the policy of the Company that all members of the Board of Directors attend each annual meeting of shareholders absent special circumstances.

Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling these roles, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

1. **Participation at Board Meetings.** The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Absent extenuating circumstances, Board members are

expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Any written materials which would assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

2. **Company Performance and Corporate Strategy.** The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board also reviews and approves, at least annually, the Company's long-term strategy, and assesses its strategic, competitive and financial performance, on both an absolute basis and in relation to the performance, practices and policies of its peers and competitors.

Board Meetings; Involvement of Senior Management

1. **Board Meetings – Frequency and Agenda.** The Board believes it is imperative to meet frequently with management in order to stay current with the business. To this end, the Board has determined to meet at least once per quarter, and more frequently as the Chairman or any member of the Board requests. The Chairman and CEO, taking into account recommendations from the Lead Director and other members of the Board, will set the agenda for each Board meeting, and will distribute the agenda in advance to each director.
2. **Advance Distribution of Materials.** All information and data that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting where feasible will be distributed in writing or electronically to all members of the Board in advance of the meeting. This will help facilitate the efficient use of time at Board meetings to deliberate and make decisions on key Company issues. In preparing this information, management should ensure that the materials being distributed are as concise as possible while giving directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.
3. **Access to Management, Employees and Independent Advisors.** The Board will have free access to management and all other employees of the Company and to its outside counsel and auditors in order to ensure that directors can ask all questions and obtain all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered. The Board is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management.
4. **Executive Sessions of Independent Directors.** The independent directors of the Company will meet in executive session without management directors or management present at least two times each year. Executive sessions of the independent directors will be called and chaired by the Lead Director. These executive session discussions may include such topics as the independent directors determine, provided, however, that all actions of the Board (including decisions on any significant matters) will be taken separately at a full Board meeting.

Performance Evaluations; Succession Planning

1. **Annual Management Evaluation.** At least annually, the Corporate Governance and Nominating Committee will conduct a review of the performance of the CEO and Compensation Committee will conduct a review of the performance of the senior management (who are members of the management executive committee) against preset goals. The Corporate Governance and Nominating Committee establishes the evaluation process and determines the specific criteria on which the performance of the CEO is evaluated and the Compensation Committee establishes the evaluation process and determines the specific criteria on which the performance of the balance of senior management is evaluated. The Committees will present their findings to the full Board. The Board will review the Committees' reports in order to ensure that the CEO's and management's performance is satisfactory and that the CEO and management are providing the best leadership for the Company in the long and short-term. In addition, the findings of the Corporate Governance and Nominating Committee's evaluation of the performance of the CEO shall be shared with the Compensation Committee in order to facilitate its' determination of the CEO's compensation level.
2. **Succession Planning.** The Board works with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of the incapacitation, retirement, removal or other unexpected occurrence affecting the CEO. Succession planning is reviewed by the Board as it deems warranted. To assist the Board with succession planning, the CEO annually provides the Compensation Committee with an assessment of senior officers and of their potential to succeed him.
3. **Board and Committee Self-Evaluation.** The Corporate Governance and Nominating Committee is responsible for conducting an annual evaluation of the performance of the full Board and its committees to determine whether it and the committees are functioning effectively. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board, with performance criteria for each committee established on the basis of its charter. The Corporate Governance and Nominating Committee shall report its conclusions to the Board. The Corporate Governance and Nominating Committee's report should generally include an assessment of the Board's and committees' compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board and/or any committee could improve performance.
4. **Evaluation of Individual Director Performance.** It is the policy of the Board to have the Corporate Governance and Nominating Committee assess the performance of each individual director standing for re-election at the next shareholders' meeting. This performance assessment addresses factors such as each director's meeting attendance, core competencies, independence and level of commitment. The Corporate Governance and Nominating Committee shall consider not only an individual's qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Corporate Governance and Nominating Committee shall also consider the impact of any change in the principal occupation of existing directors. Upon completion of the individual director evaluation process, the Committee shall report to the full Board its conclusions and recommendations for nominations to the Board.

The Corporate Governance and Nominating Committee will also review and consider the performance of any individual director if a situation were to arise that interfered with the proper performance of his or her duties as a member of the Board.

Compensation and Stock Ownership

1. **Board Compensation Review.** The Corporate Governance and Nominating Committee shall review and approve compensation (including stock grants and other equity-based compensation) for the Company's directors. All non-employee Board members are compensated for their service as Directors, as well as being reimbursed for expenses incurred in attending Board and Committee meetings. Such compensation may be in the form of annual cash fees, stock option grants, grants of restricted stock and other forms of compensation as approved and/or ratified by the full Board. Company management will report to the Corporate Governance and Nominating Committee on a periodic basis as to how the Company's director compensation practices compare with those of other similar public corporations.
2. **Audit Committee Compensation.** Audit Committee members may not receive any consulting, advisory or other compensatory fee from the Company other than director's compensation for their Committee and Board service. Members of the Audit Committee may continue to receive annual cash fees, meeting fees and option grants as part of their compensation for their Committee and Board service.
3. **Director Stock Ownership.** The Board believes that, in order to align the interests of directors and shareholders, directors should, to the extent permissible, have a significant financial stake in the Company. In furtherance of this policy, the Board believes that each director should own a minimum of shares of Company stock (excluding stock options, stock subject to future vesting requirement, or other similar unvested and inchoate equity holdings) equivalent to five times the amount of the annual cash retainer that such director is eligible to receive for such services during the then-current term; provided, however that Board members who are subject to third party restrictions on their stock holdings (e.g., certain academic institutions) shall be permitted to own stock in an amount that is appropriate for them in light of such other restrictions. Newly elected directors have five (5) years from their initial election to come into compliance. In order to facilitate the determination of the value of Company stock held at any time and reduce the possibility that unusual swings in Company stock prices will inadvertently impact compliance with this policy, the Company will utilize an assumed per share value based upon the average of the closing price of the Company's common stock for each of the previous four (4) fiscal quarters. The Board will evaluate whether exceptions should be made in the case of any director who, due to his or her unique financial circumstances, would incur a hardship by complying with this requirement.
4. **Selling Company Stock/Exercising Stock Options.** The Board believes there is no justification in adopting specific restrictions on sales of Company stock by directors. However, the Board believes that when directors decide to sell Company stock, the Company does benefit from orderly and planned sales. Accordingly, when a Board member wishes to sell Company stock, the director is encouraged to sell through the use of Rule 10b5-1 plans, which plans must be approved by the General Counsel in accordance with the Company's Policy Concerning Trading Policies and Conflicts of Interest ("Insider Trading Policy"). Each approved plan must be provided to the

Company's legal department for administrative purposes. The Board also believes it is in the Company's best interest to prohibit directors from hedging or margin borrowing of Company stock. All sales and purchases of Company stock by the members of the Board will be posted on, or made accessible through, the Company's website promptly following the filing of the respective Form 4.

5. **Charitable Contributions.** Proposed sizeable charitable contributions or pledges of charitable contributions by the Company to an entity of which a director or a member of his or her immediate family serves as a director, officer, employee or member of such entity's fund-raising organization, shall be subject to prior review and approval by the Corporate Governance and Nominating Committee. In the context of such review and approval, the Corporate Governance and Nominating Committee shall take into account the impact that such contribution or pledge might have, if any, on the independence of such director, as set forth under the Company's Director Qualification Standards
6. **Loans to Directors.** The Company will not make any personal loans or extensions of credit to directors.

Committees

1. **Number and Type of Committees.** The Board has three permanent committees –Audit, Compensation, Corporate Governance and Nominating. The Board may add new committees or remove existing committees as it deems advisable for purposes of fulfilling its primary responsibilities. The Compensation Committee and the Corporate Governance and Nominating Committee will meet at least two times each year, and the Audit Committee will meet at least quarterly. Each committee will perform its duties as assigned by the Board of Directors in compliance with Company bylaws. These may be described briefly as follows:
 - **Audit Committee.** The Audit Committee assists the Board in, among other things, its oversight of the integrity of the Company's financial statements; the qualifications, independence and performance of the Company's independent auditors; and compliance with legal and regulatory requirements. The Audit Committee reviews the work of the Company's internal accounting and audit processes. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditors. The Committee engages the Company's independent auditors in accordance with the Policy on Audit, Audit- Related and Non-Audit Services. The Audit Committee also has oversight responsibility with respect to the Company's Related Person Transaction Policy.
 - **Compensation Committee.** The Compensation Committee reviews compensation benefits structure, policies, and procedures to ensure that legal and fiduciary responsibilities of the Board are carried out and that such structure, policies, and

procedures contribute to the success of the Company. In addition, the Compensation Committee reviews, approves and makes recommendations of the Company's compensation and benefits policies generally, including incentive and equity-based compensation plans, to ensure that they meet corporate objectives. The Compensation Committee also administers the Company's incentive and equity-based compensation plans, reviews the performance and determines compensation of the CEO and reviews the CEO's recommendations on performance and compensation for all Company officers. The Committee reports the results of its reviews and any action it takes with respect to the compensation of the Company's CEO and other senior executives (who are members of the management executive committee) to the Board.

- Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee oversees matters of corporate governance, including Board performance and considers director nominees, including those submitted by shareholders in accordance with the By-laws. The Committee also makes recommendations to the Board on all matters relating to the Board, including development and implementation of policies on composition, participation and size of the Board, changes in the organization and procedures of the Board and compensation of non-employee directors. This Committee also performs other duties as are described elsewhere in these guidelines.

2. **Composition of Committees; Committee Chairpersons.** Each of the Audit, Compensation, and Corporate Governance and Nominating Committees will at all times consist solely of independent directors meeting the independence requirements of the New York Stock Exchange. The Board is responsible for the appointment of committee members and committee chairpersons, based upon the recommendation of the Corporate Governance and Nominating Committee and according to criteria that it determines to be in the best interest of the Company and its shareholders. While the rotation of committee members and committee chairs will be considered periodically (and not less than once every three years), rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

Officers

1. **Section 16 Officers.** At least annually, the Board will review the list of employees designated as Section 16 officers to determine whether any changes need to be made to the designated group. It is the general policy of the Board that, consistent with Section 16(a) of the Securities Exchange Act of 1934, as amended, only the following employees of the Company be designated as Section 16 officers:
 - President and chief executive officer;
 - Any vice president (or higher officer) in charge of a principal business unit, division or function (such as sales, administration or finance);
 - Principal financial officer;
 - Principal accounting officer (or if there is none, the controller); and
 - Any other person who performs similar policy-making functions for the Company.

Notwithstanding any designation by the Board, the Company's General Counsel (in consultation with outside legal counsel, if necessary) is authorized to make determinations as to the Section 16 status for any employee of the Company.

- 2. Minimum Stock Ownership for Officers.** The Board believes that, in order to align the interests of the Company's senior management and its shareholders, officers should have a significant financial stake in the Company. In furtherance of this policy, the Board believes that, within four years of attaining a title listed below, such officers of the Company shall hold Company stock (excluding stock options) worth at least the specified amount set forth below:

CEO	6X base salary
Direct Reports to the CEO	3X base salary
SVP (not reporting to the CEO)	2X base salary
VP	1X base salary

In order to facilitate the determination of the value of Company stock held at any time and reduce the possibility that unusual swings in Company stock prices will inadvertently impact compliance with this policy, the Company will utilize an assumed per share value based upon the average of the closing price of the Company's common stock for each of the previous four (4) fiscal quarters. In addition, for purposes of clarity, (A) officer base salary means the actual base salary at the time of calculation and (B) compliance with stock ownership requirements will be determined using local currency for the base salary and converting the average closing price of the Company's common stock into local currency, if applicable. The Board will evaluate whether exceptions should be made in the case of any officer who, due to his or her unique financial circumstances, would incur a hardship by complying with this requirement.

- 3. Selling Company Stock/Exercising Stock Options.** The Board believes there is no justification in adopting specific restrictions on officers' stock sales. However, the Board believes that when officers decide to sell Company stock, the Company does benefit from orderly and planned sales. Accordingly, the Board recommends that Section 16 officers sell Company stock principally through the use of Rule 10b5-1 plans, which plans must be approved by the General Counsel in accordance with the Company's Insider Trading Policy. Each approved plan must be provided to the Company's legal department for administrative purposes. The Board also believes it is in the Company's best interest to prohibit officers of the Company from hedging or margin borrowing of Company stock. All sales and purchases of Company stock by the Company's Section 16 officers will be posted on, or made accessible through, the Company's website promptly following the filing of the respective Form 4.
- 4. Loans to Executive Officers.** The Company will not make any personal loans or extensions of credit to executive officers of the Company.
- 5. Recoupment Policy.** The Company's Financial Statement Compensation Recoupment Policy sets forth the terms and conditions for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under U.S. federal securities laws.

These governance principles are reviewed by the Board from time to time.

Director Qualification Standards for Independence

Annually, the Board analyzes and makes an affirmative determination as to the independence of its Board members to ensure that a majority of the Board consists of independent directors. The Board has adopted the following Director Qualification Standards to assist it in determining director independence. These Standards either meet or exceed the independence requirements of the New York Stock Exchange. A fundamental premise of the standards is that any permitted transaction between the Company and a director, any immediate family member of a director or their primary business affiliations shall be on arms-length, market terms.

1. The Board has adopted a test for a material relationship that would impair a director's independence. The Board has determined that "material relationships" include commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships. The Board has also determined that a "material relationship" exists when, within the preceding three years, a director is or has been an executive officer or employee, or whose immediate family member is or has been an executive officer, of a customer or vendor to the Company which (a) received or is expected to receive payments from the Company for property or services in an amount which exceeds the greater of \$1 million or 2% or more of its consolidated gross revenues, or (b) makes payments to or is expected to make payments to the Company for property or services in an amount which exceeds the greater of \$1 million or 2% or more of its consolidated gross revenues. A "material relationship" does not exist when a director is an executive or retired executive of a customer or vendor of the Company, unless required under NYSE listing rules. For purposes of this determination, if the customer or vendor is an academic or not-for-profit entity, the consolidated gross revenues of such entity shall be determined net of any charitable contributions such organization receives, and the Board shall determine the relative amounts necessary for the determination of the existence of a "material relationship" utilizing the best information available to it after reasonable inquiry and investigation.
2. A director will not be independent if, at the time of the independence determination, during the prior three fiscal years, the director served as an officer, director or trustee of a charitable organization and the Company's charitable contributions to the organization exceed the greater of \$1 million or 2% of that organization's consolidated gross revenues during any of its last three completed fiscal years, unless required under NYSE listing rules.
3. A director will not be considered independent if, within the preceding three years:
 - (a) the director was employed by the Company or an immediate family member of the director was employed by the Company as an executive officer;
 - (b) the director, or an immediate family member of the director, received more than \$100,000 in any 12-month period in direct compensation from the Company (other than director's fees and pension or other forms of deferred compensation for prior service with the Company);
 - (c) the director was affiliated with or employed by the Company's independent auditor, or an immediate family member of the director was affiliated with or employed by the Company's independent auditor as a partner, principal, manager, or in any other professional capacity; or
 - (d) an executive officer of the Company was on the compensation committee of the board of

directors of a company that employed either the director or an immediate family member of the director as an executive officer.

4. A director will not be considered independent if:
 - (a) the director or a family member* is a current partner of the Company's internal or external audit firm, or the director is a current employee of such firm;
 - (b) the director has a family member* who is a current employee of the Company's internal or external audit firm and participates in the firm's audit assurance or tax compliance (but not tax planning) practice; or
 - (c) the director or a family member* was within the last three years (but is no longer) a partner or employee of the Company's internal or external audit firm and personally worked on the Company's audit.

5. In addition to the requirement that a majority of the Board satisfy the independence standards discussed herein, members of the Audit Committee must also satisfy an additional NYSE independence requirement. Specifically, Audit Committee members may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries other than director's compensation for their Committee and Board service. Members of the Audit Committee may continue to receive option grants or other equity awards as part of their compensation for their Board and Committee service.

* For this section only, "family member" means the director's spouse, minor child or stepchild, or an adult child or stepchild sharing a home with the director.