

Charles River Laboratories International, Inc.

Policy and Procedures for the Engagement and Retention of the Independent Auditor for Audit, Audit-Related and Non-Audit Services

Scope

Charles River Laboratories, Inc. (including its parent corporation and subsidiaries, "Charles River" or the "Company") and its Audit Committee of the Board of Directors are committed to ensuring the independence of the independent auditor (the "Auditor"). Accordingly, significant attention is directed toward the appropriateness of the Auditor to perform services other than audit services. This policy sets forth the guidelines and procedures with respect to the engagement of the Auditor to perform Audit, Audit-Related and Non-Audit Services for Charles River and its consolidated subsidiaries.

Statement of Policy

The Audit Committee will engage the Auditor for the audit of Charles River's consolidated financial statements, and other audit-related work as defined in this policy and consistent with the rules and regulations as promulgated by the Securities and Exchange Commission (SEC). The Auditor may only be engaged for non-audit related work if those services enhance and support the audit, review and attest functions, or are an extension to the audit or audit-related services.

Annually, the Lead Audit Partner will review with the Audit Committee the services the Auditor expects to provide in the coming year and related fees.

Policy

Audit Services

- 1.1 Audit Services comprise all services performed to comply with Generally Accepted Auditing Standards (GAAS), including the work necessary for the Auditor to render an opinion on the consolidated financial statements of Charles River, as well as comfort letters, statutory audits, attest services, consents and assistance with review of reports and registration statements filed with the SEC.
- 1.2 The Auditor shall determine the scope of work necessary to render an opinion on the consolidated financial statements of Charles River. This determination should include the locations to visit, the scope of work to be performed at each location, and the timing of that work.
- 1.3 The scope of work will be documented in an Annual Audit Plan that the Lead Audit Partner will present to the Audit Committee for approval.

Audit-Related Services

2.1 The Auditor shall be considered the preferred service provider of Audit-Related Services if:

1. The Services can only be provided by the Auditor, or
2. The Services are an extension of the work performed as part of the Audit, or rely extensively on work performed as part of the Audit such that the quality and timeliness of the services can most effectively be provided by the Auditor, or
3. The Services enhance the effectiveness of the Auditor's examination of the Company's consolidated financial statements, and
4. The services are consistent with the attest role of the independent Auditor.
5. The Services do not compromise, as reviewed by the Audit Committee, the independence of the Auditor.

2.2 Examples of Audit-Related Services for which the Auditor may be considered Charles River's preferred provider include:

- Audits of employee benefit plans
- Audits of Charles River legal entities for statutory or other purposes
- Consultation regarding the implementation of technical accounting standards
- Contract audit and analysis services
- Due diligence assistance on mergers, acquisitions and divestitures
- Internal control reviews including information security assessments
- Audit or review of information derived from Charles River's financial systems
- Audits or reviews of tax strategies and compliance
- Assistance with regulatory compliance
- Accounting consultations and audits in connection with acquisitions

Non-Audit Services

- 3.1 Non-Audit Services are any other work that is neither an Audit Service or an Audit-Related Service. Examples of Non-Audit Services that the Auditor may provide include:
- Domestic and international tax advice, compliance and controversy resolution
 - Business process reviews
- 3.2 The Audit Committee and Charles River Management believe that non-audit services are not an integral part of the examination of the Company's financial statements, and that these services may raise a real or perceived question as to the Auditor's independence. Accordingly, a strong rationale must be presented to support the selection of the Auditor, and alternative service providers should be considered.
- 3.3 The Auditor may be considered a service provider of Non-Audit Services if:
1. The Services are an extension of the work performed as part of the Audit, or rely extensively on work performed as part of the Audit such that the quality and timeliness of the services can most effectively be provided by the Auditor, or
 2. The Services enhance the effectiveness of the Auditor's examination of the Company's consolidated financial statements, and
 3. The services are consistent with the attest role of the independent Auditor.

Authorization of Audit-Related and Non-Audit Services

- 4.0 The Audit Committee is responsible for pre-approving all Audit, Audit-Related and Non-Audit Services.
- 4.1 Each year as part of the Annual Audit Plan, the lead partner will provide the Audit Committee with a report of anticipated Audit, Audit-Related and Non-Audit Services, together with an estimate of fees. The size of the fee and the scope of these services will be carefully considered so as to avoid any real or perceived question as to the Auditor's independence.
- 4.2 Each quarter, the Company or the Lead Partner will provide the Audit Committee a report of actual Audit, Audit-Related and Non-Audit Services provided and expected to be provided. Any changes to the estimate of services reviewed as part of the Annual Audit Plan will be discussed with the Audit Committee at that time.

Responsibility

- 5.1 The Audit Committee is responsible for the implementation of this policy.
- 5.2 The Chief Financial Officer shall be authorized to engage the Auditor to provide additional Non-Audit services in excess of the approved budgeted amounts as long as such additional services do not exceed the lesser of (a) 5% of the annual fees budgeted for the Independent Auditor in the fiscal year, or (b) \$25,000, and provided the Chief Financial Officer promptly informs the Audit Committee of each such additional Non-Audit Service at the next Audit Committee meeting.
- 5.3 In addition, the Chief Financial Officer will provide the Audit Committee with a quarterly status for the Committee's approval of any Non-Audit Services that the Auditor has been asked to provide or may be asked to provide in the next quarter.

Prohibited Services

- 6.1 The Company shall not engage the Auditor to provide any of the following services, as such services are defined in Item 2-01 of Regulations S-X:
 1. Bookkeeping or other services related to the accounting records or financial statements of the Company;
 2. Financial information systems design and implementation;
 3. Appraisal or valuation services, fairness opinions or contribution-in-kind reports;
 4. Actuarial services;
 5. Internal audit outsourcing services;
 6. Management functions or human resources services;
 7. Broker-dealer, investment advisor or investment banking services;
 8. Legal services and expert services unrelated to the audit;
 9. Expert services unrelated to the audit (e.g. providing expert opinions or other services for the purpose of advocating the Company's interests in litigation or in a regulatory or administrative proceeding or investigation); and
 10. Any other service that the Public Company Accounting Oversight Board (or other government agency) determines, by regulation, is impermissible.