



Policy Owner/Sponsor: Legal Compliance
Review Date by Policy Review Committee: Updated to new
format only – October 2015
Supersedes: None

Effective Date: February 9, 2007

[To Be Completed by Policy Review Committee]

Related Person Transaction Policy

PURPOSE

To promote the timely identification of Related Person Transactions and to help ensure that each such Related Person Transaction is given appropriate consideration.

This Related Person Transaction Policy (the “**Policy**”) was created and adopted by the Board of Directors of the Company to:

- assist the Board in reviewing, approving and ratifying related person transactions; and
- assist the Company in preparing the disclosure that the Securities and Exchange Commission rules require to be included in the Company’s applicable filings as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and their related rules.

This Policy is intended to supplement, and not to supersede, other policies of the Company that may be applicable to or involve transactions with related persons, such as policies for determining director independence and the Company’s Code of Business Conduct and Ethics.

POLICY

TRANSACTIONS COVERED BY THIS POLICY

Transactions covered by this Policy include any Transaction which is or may be a Related Person Transaction, as defined herein.

REPORTING AND REVIEW

Each director, director nominee, executive officer or the business unit or function/department leader responsible for the potential Transaction shall promptly notify the Corporate Secretary and/or the Chairman of the Audit Committee of any Transaction involving the Company and a Related Person. The

notice shall include a complete description of the Transaction including:

- the name of the Related Person and the basis on which the person is a Related Person,
- the Related Person's interest in the Transaction with the Company, including the Related Person's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the Transaction,
- the approximate dollar value of the amount involved in the Transaction,
- the approximate dollar value of the amount of the Related Person's interest in the Transaction, which shall be computed without regard to the amount of profit or loss, and
- any other information regarding the Transaction or the Related Person in the context of the Transaction that could be material to investors in light of the circumstances of the particular Transaction.

The Corporate Secretary and/or Chairman of the Audit Committee will present any new Related Person Transactions, and proposed Transactions involving Related Persons, to the Committee at its next occurring regular meeting, or, in those instances in which the Corporate Secretary/legal department, in consultation with the Chief Executive Officer or the Chief Financial Officer, determines that it is not practicable or desirable for the Company to wait until the next occurring regular Committee meeting, the Chairman of the Committee shall call a special Committee meeting to address the proposed Transaction or Related Person Transaction. The Committee shall review Transactions to determine whether the Related Person involved has a direct or indirect material interest in the Transaction. If the Committee determines that a Transaction is a Related Person Transaction, it shall proceed with its review as described below. The Committee may conclude, upon review of all relevant information, that the Transaction does *not* constitute a Related Person Transaction, and thus that no further review is required under the Policy. On an annual basis, the Committee shall review previously approved Related Person Transactions, under the standard described below, to determine whether such Transactions should continue.

In reviewing the Transaction or proposed Transaction, the Committee shall consider all relevant facts and circumstances, including without limitation the commercial reasonableness of the terms, the benefit and perceived benefit, or lack thereof, to the Company, opportunity costs of alternate transactions, the materiality and character of the Related Person's direct or indirect interest, and the actual or apparent conflict of interest of the Related Person. The Committee will not approve or ratify a Related Person Transaction unless it shall have determined that, upon consideration of all relevant information, the Transaction is either (1) in or (2) is not inconsistent with, the best interests of the Company and its shareholders.

If after the review described above, the Committee determines not to approve or ratify a Related Person Transaction (whether such Transaction is being reviewed for the first time or has previously been approved and is being re-reviewed), the Transaction will not be entered into or continued, as the Committee shall direct; provided that in applying such direction, the Company shall use commercially reasonable efforts to terminate or not continue the Company's participation in such Related Person Transaction as soon as practicable thereafter.

The Chairman of the Committee shall convey the decision to the legal department, which shall convey the decision to the appropriate persons within the Company.

No member of the Audit Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her Immediate Family Members is the Related Person.

EXCEPTIONS

Notwithstanding the foregoing, the following types of transactions are deemed not to create or involve a material interest on the part of the Related Person and will not be reviewed, nor will they require approval or ratification, under this Policy:

- Transactions involving the purchase or sale of products or services in the ordinary course of business, not exceeding \$120,000.
- Transactions in which the Related Person's interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction.
- Transactions in which the Related Person's interest derives solely from his or her ownership of less than 10% of the equity interest in another person (other than a general partnership interest) which is a party to the transaction.
- Transactions in which the Related Person's interest derives solely from his or her ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.
- Compensation arrangements of any executive officer, other than an individual who is an Immediate Family Member of a Related Person, if such arrangements have been approved by the Board of Directors or the Compensation Committee.
- Director compensation arrangements, if such arrangements have been approved by the Board of Directors or the Corporate Governance and Nominating Committee.

DISCLOSURES

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations. In addition, the Company shall post this policy on its website and update it as necessary.

GENERAL

Periodically, as determined necessary, the Audit Committee shall review this Policy and recommend changes to the Board of Directors as appropriate.

The Company reserves the right to amend or terminate this Policy at any time as the Company deems necessary.

SCOPE

All Charles River Laboratories International, Inc. (and its affiliates and subsidiaries) directors, director nominees, executive officers or the business units or functional department leaders responsible for a potential Transaction

DEFINITIONS

“Immediate Family Member” means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person sharing the household (other than a tenant or employee).

“Related Person” means:

- any director or executive officer of the Company;
- any Immediate Family Member of a director or executive officer of the Company;
- any nominee for director and the Immediate Family Members of such nominee;
- a 5% beneficial owner of the Company’s voting securities or any Immediate Family Member of such owner; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

“Related Person Transaction” means any Transaction in which the Company (including any of its subsidiaries) is a participant and in which a Related Person has a direct or indirect material interest, as determined by the Committee (as defined below).

“Transaction” means any financial transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships). The term also includes indebtedness and guarantees of indebtedness and transactions involving employment and similar relationships.

RESPONSIBILITIES

Any Related Person Transaction must be approved or ratified by the Board of Directors or a designated committee thereof consisting solely of independent directors (the “Committee”). As of the date of the approval of this Policy, the Board has designated the Audit Committee of the Company to serve in this capacity.

Any questions related to the interpretation of this Policy and/or a subject matter included in this Policy shall be directed to the Corporate Vice President of Legal Compliance.

RELATED DOCUMENTS

None.