

# BIO-RAD LABORATORIES, INC.

## Corporate Governance Guidelines

The Board of Directors (the “**Board**”) of Bio-Rad Laboratories, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “[www.bio-rad.com](http://www.bio-rad.com)” and to any stockholder who otherwise requests a copy. The Company’s Annual Report on Form 10-K will state the foregoing.

### **The Board**

#### *Size of the Board*

The Company’s Bylaws provides that the number of directors will be fixed from time to time by the Board, but in no event will be less than five (5) or more than nine (9). The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

#### *Independence of the Board*

Because the Company is a “controlled company” for purposes of the listing standards of the New York Stock Exchange (the “**NYSE**”), the Company is not required to have a majority of independent directors. However, the stockholders and management value the input of independent directors who may bring diverse experience, expertise and perspectives to the Board.

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered independent directors, subject to additional qualifications prescribed under the listing standards of the NYSE, applicable SEC rules and guidelines promulgated by Institutional Shareholder Services (ISS) and the Council of Institutional Investors (CII) (“**Independent Directors**”). The basis for any determination that a relationship is not material will be published in the Company’s annual proxy statement or, if the Company does not file an annual proxy

statement, in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission.

### *Separate Sessions of Independent Directors*

The Independent Directors will meet in regularly scheduled executive sessions without management directors or management present. The Lead Independent Director shall chair such meetings. Among other things, the Independent Directors will review the Company's implementation of and compliance with these Guidelines.

### *Director Qualification Standards*

The Board is responsible for reviewing, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including technical, operational and/or economic knowledge of the Company's business and industries, experience in operational, financial and/or administrative management, financial and risk management acumen and experience in or familiarity with international business, markets and cultures, technological trends and developments, competence in environmental, social and governance (ESG) issues, including but not limited to issues relating to sustainability and climate change and human capital/talent management matters, competence in risk evaluation and mitigation, and corporate securities and tax laws. While a candidate may not possess every one of these qualifications, his or her background should reflect many of these qualifications. Candidates should be nominated based on skills, experience and background that can lead to an effective Board and complement or supplement existing skills and experience of the Board.

In addition, a candidate should possess integrity and commitment according to the highest ethical standards, be consistently available and committed to attending meetings, be able to challenge and share ideas in a positive and constructively critical manner and be responsive to the Company's needs and fit in with other Board members from a business culture perspective. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Board also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

### *Selection of New Directors*

The entire Board will stand for election by the stockholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The entire Board is responsible for identifying, screening and recommending candidates for Board membership.

### *Selection of Chairperson of the Board*

The Board will select the Chairperson of the Board (“**Chairperson**”) in accordance with the Company’s Bylaws.

### *Lead Independent Director*

The Board believes that, in the absence of an independent Chairperson, the designation of a lead independent director (“**Lead Independent Director**”) would facilitate Board processes and controls and further strengthen the cohesiveness and effectiveness of the Board as a whole.

The Board does not intend for the Lead Independent Director to infringe upon or interfere with the authority or responsibilities of the Chairperson, the chairs of the Board committees, or individual directors; nor is the Lead Independent Director expected to become involved in the day-to-day management of the Company. The Lead Independent Director shall, however:

- (1) Have the authority to prepare the agenda for, call and preside over executive sessions of the Independent Directors;
- (2) Serve as a sounding board for the Chairperson and, on certain matters, act as a liaison between the Independent Directors and the Chairperson; provided, however, that the Board does not intend by this provision to limit or interfere with any committee chair or director’s access to or relationship with the Chairperson;
- (3) In the event of the absence or the incapacity of the Chairperson, preside over Board meetings and act as the spokesperson for the Board, and if requested by the Board, be available for consultation and direct communication with major stockholders;
- (4) Provide his/her unique perspective, as Lead Independent Director, to the Compensation Committee in connection with its annual formal evaluation of the CEO’s performance;
- (5) Have the capacity to suggest to the Chairperson that particular items be placed on the final agenda of each Board meeting;
- (6) Informally consult with other directors from time to time regarding the number and length of Board meetings, the quality, quantity, timeliness, scope and organization of pre-meeting materials and Board meeting presentations and provide appropriate suggestions regarding the same to the Chairperson;
- (7) Receive notice of all committee meetings and have the ability to attend and observe (in an ex-officio capacity) from time to time committee meetings where appropriate to facilitate the execution of the Lead Independent Director’s duties;
- (8) In appropriate circumstances, upon consultation with the Board, provide counsel to the Chairperson with respect to the retention of consultants, legal counsel or other

independent advisors that may assist the Board in the performance of its duties from time to time; and

- (9) Perform such other functions as directed by the independent directors from time to time.

Following the applicable annual meeting of stockholders or a vacancy in the Lead Independent Director position, the Independent Directors shall nominate an Independent Director who, if appointed by the full Board, shall serve as the Lead Independent Director for a term of one year (or, in the case of a vacancy, the remainder of the vacated term) or until his/her earlier death, removal, resignation, retirement or failure to qualify as an Independent Director in accordance with the then applicable guidelines.

The Lead Independent Director is expected to have the full confidence of the Chairperson and the Board, particularly with regard to character, independence, judgment, discretion and ability to lead in a crisis. The Lead Independent Director is expected to have (i) a solid familiarity with the Company and its competitive environment; and (ii) executive level management experience, including interacting with a public company board. Such director is also expected to be an effective discussion leader and an effective listener. The Lead Independent Director should have the ability to devote the time necessary to perform his/her additional responsibilities. The Board will evaluate the Lead Independent Director's performance annually. The Lead Independent Director may be removed by majority vote of the full Board.

The foregoing notwithstanding, the Chairperson, the CEO, or the Board as a whole may call upon any one or more directors to provide leadership on a matter from time to time. The Board understands that leadership in certain subject areas falls to the committee chairpersons responsible for that subject matter, and that the chairpersons function as the committee liaisons to the Chairperson and the rest of the Board.

The Company's website – [www.bio-rad.com](http://www.bio-rad.com) – will describe the procedures by which interested persons may contact the Lead Independent Director as a representative of the Independent Directors.

#### *No Specific Limitation on Other Board Service*

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities, except with respect to members serving on the Audit Committee, as described below. However, the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's stockholders. Prior to accepting any position on the board of directors of any organization, current directors should notify the Chairperson.

Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of more than two other companies at the same time as they are serving on the Audit Committee *unless* the Board determines that such

simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and such determination is disclosed in the Company's annual proxy statement.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

### *Term Limits*

As each director is subject to election by stockholders on an annual basis, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

### *Director Responsibilities*

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- (1) overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- (2) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (3) overseeing the establishment and maintenance of the Company's risk management evaluation and response processes;
- (4) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (5) reviewing and, where appropriate, approving major changes in, and determinations under the Company's Guidelines, Code of Business Ethics and Conduct and other Company policies;
- (6) overseeing the Company's efforts with respect to ESG issues, including but not limited to issues relating to sustainability and climate change and human capital/talent management matters.
- (7) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- (8) with the input of the Chief Executive Officer and the Compensation Committee, regularly evaluating the performance of principal senior executives;
- (9) planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and

- (10) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws, regulations and the Company's guiding principles.

### *Compensation*

The Company's executive officers shall not receive additional compensation for their service as Directors. Senior management of the Company will report on a periodic basis to the Chairperson of the Board regarding the status of the Company's non-management Director compensation in relation to other U.S. companies of comparable size and shareholder structure and in relation to the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's non-management Directors. Following a review of the report, the Chairperson of the Board will recommend any changes in non-management Director compensation to the Board, which changes will be approved or disapproved by the Board after a full discussion.

Director fees are the sole form of compensation that members of the Audit Committee may receive from the Company.

### *Stock Ownership*

The Board believes that ownership of the Company's stock by directors strengthens their commitment to the future of the Company and further aligns their interests with those of the shareholders of the Company. Accordingly, the Board may from time to time establish policies pertaining to the ownership of Company stock by directors.

### *Conflicts of Interest*

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairperson of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter. When a director resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Chairperson of such circumstances.

### *Confidentiality*

Directors are expected to maintain the confidentiality of all non-public information which a director may come to possess as a result of acting as a director of the Company. Any non-public, confidential or proprietary information concerning the Company or its subsidiaries ("**Confidential Information**") may only be used by a director in connection with his or her role as a director of the Company and may not be used, directly or indirectly, for any other purpose. Confidential Information shall include, without limitation, the content and all information relating to

discussions at Board meetings or meetings of any committee thereof, including any and all materials, correspondence or reports prepared or circulated in connection therewith, and all discussions with management, other Board members or Company employees to the extent involving Confidential Information. A director may not disclose Confidential Information outside the Company or share Confidential Information with any third party or person (including business associates, family, relatives or social relations), except with the prior written authorization of the Company or as may be otherwise required by law.

#### *Board Orientation and Continuing Education of Board Members*

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Ethics and Conduct, Corporate Governance Guidelines, principal officers, internal auditors and independent auditors.

The Company will make available to directors continuing education programs upon request.

#### *Interaction with Institutional Investors, the Press and Customers*

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board.

#### *Board Access to Senior Management*

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

#### *Board Access to Independent Advisors*

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

#### *Annual Self-Evaluation*

Following the end of each fiscal year, the Board will oversee an annual assessment of the Board's performance. The Board will be responsible for establishing the evaluation criteria and

implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Board will utilize the results of the evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

## **Board Meetings**

### *Frequency of Meetings*

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

### *Director Attendance*

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend in person (or virtually via teleconference when in-person meetings are not recommended by government health authorities) meetings of the Board and all committees on which the director sits (including separate meetings of non-management Directors and the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting in person is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

### *Attendance of Non-Directors*

The Board encourages the Chairperson of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

### *Agendas*

The Chairperson establishes the agenda for each Board meeting with input from the Lead Independent Director and management and, as necessary or desired, from the other directors.

### *Advance Receipt of Meeting Materials*

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

### **Committee Matters**

#### *Number, Name, Responsibilities and Independence of Committees*

The Board currently has three standing committees, each composed entirely of Independent Directors. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and, if applicable, the committee's charter. The current committees are:

(1) Audit Committee. The Audit Committee consists of at least three (3) independent members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and fire the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.

(2) Compensation Committee. The Compensation Committee consists of at least two independent members and reviews and approves the Company's goals and objectives relevant to compensation, stays informed as to market levels of compensation and, based on evaluations submitted by management, recommends to the Board compensation levels and systems for officers and other senior employees that correspond to the Company's goals and objectives. The committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

(3) Legal and Regulatory Compliance Committee. The Legal and Regulatory Compliance Committee (the "**Compliance Committee**") consists of at least three (3) independent members (if the Board has at least four independent members. If the Board has fewer than four independent members, the Compliance Committee may consist of two (2) independent members). The purpose of the Compliance Committee is to assist the Board with its oversight of the Company's compliance with the Foreign Corrupt Practice Act of 1977 and other anti-corruption, anti-kickback and false-claims laws, as well as the Company's Compliance Program and related compliance policies. Additionally, the Compliance Committee shall assist the Board with its oversight of the Company's cybersecurity risk management programs and shall review with Management the Company's programs related to cybersecurity, data privacy and other risks relevant to the Company's information technology controls and security.

Because the Company is a "controlled company" for purposes of the listing standards of the NYSE, the Company is not required to have a standing nominating committee comprised solely of

independent directors. The Board has determined that it is appropriate for the Company not to have a standing nominating committee or a committee performing similar functions and the entire Board participates in the consideration of director nominees.

#### *Assignment and Rotation of Committee Members*

The Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

Each member of the Audit Committee must satisfy the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934 and must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the Audit Committee must meet the definition of “audit committee financial expert” as determined by the Board in its business judgment in accordance with Item 401(h) of Regulation S-K.

#### *Committee Agendas*

The Chairperson of each committee, in consultation with the appropriate members of the Committee, will develop his or her committee's agenda.

### **Leadership Development**

#### *Annual Review of Chief Executive Officer*

The Compensation Committee evaluates the Chief Executive Officer annually and reviews its actions with the Board. The Board communicates its views to the Chief Executive Officer through the Compensation Committee. The Compensation Committee's evaluation of the Chief Executive Officer is based upon a combination of objective and subjective criteria, which are set forth each year in the Company's annual proxy statement.

#### *Succession Planning*

The Board works on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Board, on a continuing basis, the Chief Executive Officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.

### *Management Development*

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.

### **Director Emeritus**

The Board, in its discretion, may appoint a “Director Emeritus” who has the option to attend Board and stockholder meetings and will receive Board materials at the discretion of the Secretary of the Company. The Director Emeritus is an honorary position, and the Director Emeritus shall have no voting power and shall not be considered a Director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

### *Eligibility*

Eligibility for the Director Emeritus position is limited to founders of the Company, former CEOs and former Chairpersons of the Board.

### *Compensation*

The Director Emeritus position is an honorary position, and no compensation shall be paid.

### *Duties and Privileges*

The Director Emeritus shall be obligated to maintain the confidentiality of Company confidential information and shall be required to comply with the Company’s Code of Business Ethics and Conduct and the Insider Trading Policy. The Director Emeritus shall be eligible to attend Board and stockholder meetings (not including executive sessions) but shall not be required to attend and his or her presence shall not be counted toward establishment of a Board quorum. The Director Emeritus shall receive pre-meeting communications and materials at the discretion of the Secretary of the Company.

### *Term*

The Director Emeritus may serve as such until his or her earlier death, resignation or removal (with or without cause) by the Board.

Revised 12-17-25