

# **HOLOGIC, INC.**

## **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

### **I. PURPOSE**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Hologic, Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”), executives reporting directly to the CEO and division presidents (collectively, the “Executives”) and, as applicable, any other Section 16 officers. The Committee has overall responsibility for approving and evaluating compensation plans, policies and programs of the Company as they affect the Executives and shall have authority to review and approve such other compensation matters as the Committee deems appropriate

### **II. COMPOSITION**

The Committee shall consist of not less than three members of the Board appointed by resolution of the Board and shall serve at the discretion of the Board. All directors on the Committee shall qualify as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended and as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All directors on the Committee shall also satisfy the independence and composition requirements under the listing standards and other applicable rules of the Nasdaq Stock Market (“Nasdaq”), or such other stock market on which the Company’s securities may be listed from time to time, subject to any permitted exceptions thereunder, any other applicable requirements of the Exchange Act and the rules and regulations of the Securities and Exchange Commission (the “SEC”). Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Committee, by vote of a majority of the members of the Committee, shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee.

### **III. FUNCTIONS AND AUTHORITY**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time, and to Section 141 of the Delaware General Corporation Law.

The functions and authority of the Committee will include, but not be limited to:

1. the review and approval, for each Executive, of the following:
  - (i) annual base salary level;
  - (ii) bonus and other annual incentives;
  - (iii) stock options, equity grants, supplemental executive retirement plans and other long-term incentives;
  - (iv) employment agreements, severance and retention arrangements, and change in control provisions/agreements, in each case to the extent applicable; and
  - (v) any other perquisites or supplemental benefits, other than those available generally to salaried employees.
2. the evaluation of the performance of the Executives, other than the CEO (whose performance shall be reviewed by the Nominating and Corporate Governance Committee and discussed with the Compensation Committee), it being understood that any such evaluation, other than that of the CEO, may be based upon an evaluation of such Executive by the CEO or such other supervising officer or officers as appropriate;
3. the annual review and discussion with management of the Company's Compensation Discussion and Analysis to be included in the Company's applicable filings with the SEC, and the preparation of the Compensation Committee report required to be included in the Company's annual proxy statement and any other Committee reports required by applicable laws, rules and regulations;
4. the oversight of the administration of, and approval of the grants and terms of, any grants of stock options or other equity awarded under the Company's stock option and other equity-based compensation plans, which may include (subject to the limitations provided by the Delaware General Corporation Law and the applicable plan) the delegation of authority to one or more of the Company's executive officers or directors for purposes of issuing stock options or other equity awards to persons other than the Executives, any other Section 16 officer and any non-employees;
5. the oversight of the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans;

6. the review and approval of the Deferred Compensation Plan, including voluntary Company contributions pursuant thereto, any change of control agreements or plans, other than as previously approved for a particular class of employees;
7. except as otherwise delegated, the oversight, administration and application of any compensation plans approved by the Committee;
8. the general oversight of risks associated with the Company's compensation policies and practices;
9. the approval, and/or recommendation to the Board, of compensation for the members of the Board and each committee thereof;
10. the annual review and assessment of the adequacy of this Charter; and
11. the performance of such other functions and such other powers as may be necessary or convenient in the efficient discharge of the foregoing, including without limitation as may be required by applicable laws, rules and regulations, Nasdaq, the Company's Certificate of Incorporation and Bylaws, or the Board.

#### **IV. MEETINGS**

The Committee will hold meetings, and may meet in executive session, as and when the Committee deems appropriate. The CEO may not be present during voting or deliberations on his or her compensation. The Committee may meet by telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and may take action by written consent. A majority of the members of the Committee, or a duly appointed subcommittee thereof, shall constitute a quorum.

#### **V. INDEPENDENT ADVICE**

The Committee may seek accounting, legal, recruitment or other expert advice from a source independent of management and shall have the authority to approve the fees and other retention terms for such experts. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation for any advisor retained by the Committee. Without limiting the foregoing, the Committee has the sole discretion and express authority to retain and terminate any compensation consultant to be used to assist the Committee in its authorized endeavors, including sole authority to approve the consultant's fees and other retention terms. The Committee is also directly responsible for the appointment, compensation and oversight of the work of any compensation consultant. In selecting a compensation consultant, the Committee will consider the following factors:

- whether the person or firm employing the compensation adviser provides any other services to the Company;

- how much the Company has paid the person or firm employing the compensation adviser, as a percentage of the employer's total revenue;
- what policies and procedures the person or firm employing the compensation adviser has adopted to prevent conflicts of interest;
- whether the compensation adviser has any business or personal relationship with a member of the Committee;
- whether the compensation adviser owns any Company stock; and
- whether the compensation adviser or the person or firm employing the compensation adviser has any business or personal relationship with any of the Company's executive officers.

## **VI. REPORTING**

The chairperson shall report on the Committee's activities at Board meetings and periodically update the Board on material developments in the area of executive compensation and annually provide the required information regarding the Committee's report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and any other applicable laws, rules and regulations.

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