

**RESTATED CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF  
LUMINEX CORPORATION**

**Purpose**

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "Committee") of Luminex Corporation (the "Company") is to (i) provide assistance to the Board of Directors in identifying and recommending individuals qualified to serve as directors of the Company, (ii) review the composition of the Board of Directors, (iii) review and recommend corporate governance policies for the Company and (iv) evaluate periodically the performance of the Board of Directors. The Committee shall report on its activities periodically to the Board of Directors.

**Powers and Duties**

The function, powers and duties of the Committee are as follows:

**Nominating Matters**

1. Identify qualified individuals to serve as members of the Company's Board of Directors.
2. Review the qualifications and performance of incumbent directors to determine whether to recommend them as nominees for reelection.
3. Review and consider candidates to serve on the Company's Board of Directors who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's certificate of incorporation, bylaws and applicable law.
4. Recruit and recommend qualified nominees for new or vacant positions on the Company's Board of Directors.
5. Review considerations and make recommendations to the Company's Board of Directors relating to composition of the Company's Board of Directors and committees thereof, including aggregate number of directors, term and age limits, and the criteria for membership on the Board of Directors or a committee thereof. The considerations relating to director qualifications shall include independence, experience, expertise, skills and time availability, as well as the other considerations set forth in the Company's Corporate Governance Guidelines.

### Corporate Governance Matters

6. Review and recommend corporate governance policies, including those relating to the structure and operations of the Board of Directors.
7. Review director and officer insurance and indemnification.
8. Not less frequently than annually, evaluate the performance of the Board of Directors (as a whole), assess its contribution to the Company and evaluate the effectiveness of the current policies and practices of the Board of Directors.
9. Review the orientation process and the continuing education program for all directors, as may be required by applicable listing standards or other regulatory requirements.
10. Monitor, oversee and review compliance with the Company's Code of Compliance and other applicable corporate governance policies of the Company, including the Company's Corporate Governance Guidelines; provided, however, that monitoring of compliance with the provisions of the Code of Compliance that relate to conflicts of interest, accounting disclosures and regulations of the Securities and Exchange Commission ("SEC") or the NASDAQ Stock Market ("NASDAQ") or misrepresentations of or omissions from financial statements or related financial information shall be referred to the Company's Audit Committee for action.
11. Serve as the reviewing body for allegations of violations of the Code of Compliance or requests for waivers of the provisions of the Code of Compliance by a director or executive officer of the Company; provided, however, that the review of allegations of violations or request for waiver of the provisions of the Code of Compliance that relate to conflicts of interest policies, accounting disclosures and regulations of the SEC or NASDAQ, or misrepresentations of or omissions from financial statements or related financial information shall be referred to the Company's Audit Committee for action.
12. Make recommendations to the Board of Directors about responses to communications with regulatory authorities and agencies arising out of inquiries and/or investigations relating to the Code of Compliance, including the Company's Insider Trading Policy, and applicable state and federal laws, to the extent the Committee deems necessary or appropriate. Issues relating to inquiries or investigations regarding the quality of financial reports filed by the Company with the SEC or otherwise distributed to the public shall be referred to the Audit Committee for action.
13. Review periodically the management succession plan of the Company.
14. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.
15. Evaluate periodically the performance of the Committee.

16. Review annually the adequacy of this charter and recommend material amendments to the Board of Directors for approval.

### **Composition of Committee**

The Committee shall be comprised of not less than two directors, including a Committee Chairman, designated by the Board of Directors, each of whom shall be independent within the meaning of the listing standards set forth by NASDAQ and any other applicable laws, rules, or regulations.

### **Meetings**

The Committee shall meet at least two times annually and more frequently as necessary or appropriate, including teleconferences when appropriate. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting; provided that the Committee may form and delegate authority to subcommittees or members when appropriate. Attendance by other directors, members of management, or others will be at the invitation of the Committee Chair. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

### **Committee Access and Resources**

In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers, employees, consultants and other advisors. The Committee shall have the authority to consult with the Company's counsel. It shall also have the authority to employ any legal counsel or other advisor of its selection, at the Company's expense, should the Committee deem it appropriate or desirable to do so.

As amended effective March 6, 2013.