

**RESTATED CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
LUMINEX CORPORATION**

**Purpose**

The Audit Committee is appointed by the Board of Directors to assist the Board of Directors of Luminex Corporation (the “Company”) in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to:

- Oversee the Company’s accounting and financial reporting processes and audits of the Company’s financial statements;
- Oversee the integrity of the Company’s systems of internal controls regarding finance, accounting and legal compliance;
- Oversee the qualifications, independence and performance of the Company’s independent auditors;
- Oversee the performance of the Company’s internal audit function; and
- Provide an avenue of free and open communication among the independent auditors, management and the Board of Directors.

The Audit Committee recognizes that the Company’s management is responsible for preparing the Company’s financial statements in accordance with generally accepted accounting principles and that the independent auditors are responsible for auditing those financial statements. Additionally, the Audit Committee recognizes that the Company’s financial management, including the internal audit department, as well as its independent auditors, have more time, knowledge and more detailed information on the Company and its financial reports than do Audit Committee members; consequently, in carrying out its duties and responsibilities, the Audit Committee is not providing any expert or special assurance as to the Company’s financial statements and is not conducting an audit or investigation of the financial statements or determining that the Company’s financial statements are true and complete or are in accordance with generally accepted accounting principles (“GAAP”).

**Responsibilities and Duties**

The following functions shall be the common recurring activities of the Audit Committee in carrying out its oversight duties and responsibilities. These functions are set forth as minimum duties and responsibilities, with the understanding that the Audit Committee may undertake additional duties and responsibilities as the Board of Directors or the Audit Committee deems appropriate given the circumstances.

**Document/Reports Review Procedures**

1. The Audit Committee shall review and assess the adequacy of this Charter at least annually, submit material amendments to the Charter to the Board of Directors for approval and have the Charter published in accordance with Securities and Exchange Commission (“SEC”) regulations or applicable listing standards.

2. The Audit Committee shall periodically assess the performance and effectiveness of the Audit Committee.
3. The Audit Committee shall review and discuss with the Company's management, the senior internal audit official and independent auditors the Company's annual audited financial statements, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the selection, application and disclosure of critical accounting policies and practices used in such financial statements to be included in the Company's Annual Report on Form 10-K filed with the SEC (the "Form 10-K"). Additionally, based on such review, the Audit Committee shall consider whether to recommend to the Board of Directors that the audited financial statements be included in the Company's Form 10-K. The discussion of financial statements and the related critical accounting policies and practices shall occur prior to the public release of such financial statements or results, and the discussion of the related disclosure, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," shall occur prior to the filing of the Form 10-K.
4. The Audit Committee shall review with management, the senior internal audit official and the independent auditors the Company's quarterly financial results and quarterly unaudited financial statements, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Company's selection, application and disclosure of critical accounting policies and practices used in such financial statements to be included in the Company's Quarterly Report on Form 10-Q filed with the SEC (the "Form 10-Q"). The discussion of financial statements and the related critical accounting policies and practices shall occur prior to the public release of such financial statements or results, and the discussion of the related disclosure, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," shall occur prior to the filing of the Form 10-Q.
5. The Audit Committee shall review and discuss with management, the senior internal audit official and the independent auditors policies with respect to risk assessment and risk management and the quality and adequacy of the Company's processes and internal controls that could materially affect the Company's financial statements and financial reporting. In addition, the Audit Committee shall discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures, and shall review significant findings prepared by the independent auditors together with management's responses.
6. The Audit Committee shall discuss with the independent auditors any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board.
7. The Audit Committee shall review disclosures made to the Audit Committee by the Company's Disclosure Committee and by the chief executive officer and chief financial officer during their certification process for the Form 10-K and Forms 10-Q, and discuss any significant deficiencies in the design or operation of internal control over financial

reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

8. The Audit Committee shall discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
9. The Audit Committee shall discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information therein, as well as other financial information and earnings guidance provided to analysts and rating agencies.
10. The Audit Committee shall discuss with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements and any material changes to GAAP, SEC and other accounting standards that will impact or could impact the financial reports under review.

### **Independent Auditors**

11. The independent auditors are accountable to the Audit Committee and the Board of Directors and shall report directly to the Audit Committee. The Audit Committee shall review the qualifications, independence and performance of the independent auditors annually. In addition, the Audit Committee shall:
  - oversee the work of the independent auditors and, prior to the audit, review the independent auditors' audit plan including scope, staffing, locations, reliance upon management and general audit approval;
  - review, evaluate and ensure the rotation of the lead partner of the independent auditors;
  - resolve disagreements between management and the independent auditors regarding financial reporting;
  - review and discuss reports from the independent auditors regarding material written communications between the independent auditors and the Company's management;
  - establish hiring policies of the Company with regards to current or former employees of the independent auditors;
  - preapprove all auditing services to be provided by the independent auditors;
  - preapprove all non-auditing services, including tax services and internal control- related services, to be provided by the independent auditors, subject to such exceptions as may be determined by the Audit Committee to be appropriate and consistent with federal and state regulatory provisions;
  - receive, review and discuss with the independent auditors reports from the independent auditors regarding critical accounting policies and practices, alternative treatments of financial information and GAAP, and such other information as may be required by federal and regulatory provisions;
  - receive the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding

the independent auditors' communications with the Audit Committee concerning independence;

- receive from the independent auditors a formal written statement delineating all relationships between the independent auditors and the Company, and discuss with the independent auditors any disclosed relationships or services and their impact on the independent auditors' objectivity and independence, and take any appropriate action pursuant to such discussions or recommend appropriate action to the Board of Directors; and
- obtain and review a report from the independent auditors at least annually regarding (a) the independent auditors' internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review of the independent auditor, or any material inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor and (c) any steps taken to deal with any such issues.

12. The Audit Committee shall be directly responsible for appointing, retaining, overseeing, evaluating and, when necessary, terminating the independent auditor. The Audit Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.

13. The Audit Committee may form, and delegate authority to, subcommittees consisting of one or more members when appropriate. Such delegation may include the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of any subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

### **Internal Audit**

14. The Audit Committee shall review the internal audit plan and functions at least annually and review with the independent auditor the responsibilities, compensation, budget and staffing of the Company's internal audit functions. The senior internal audit official shall report directly to the Chair of the Audit Committee and, for administrative purposes and matters separate and apart from internal audit functions, to the Chief Financial Officer.

### **Legal Compliance**

15. On at least an annual basis, the Audit Committee shall review with the Company's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations, and any inquiries received from regulators or governmental agencies.

### **Other Audit Committee Responsibilities**

16. The Audit Committee shall establish policies and procedures for the review, approval or ratification of related party transactions required to be disclosed under Item 404(a) of Regulation S-K and shall discuss with management the business rationale for and disclosures regarding such transactions. The Audit Committee shall be responsible for the administration and oversight of

such policies and procedures. The Audit Committee shall periodically, but at least annually, review and assess such “ongoing” related party transactions to determine if such transactions remain appropriate or should otherwise be modified or terminated.

17. The Audit Committee shall monitor, oversee and review compliance with the provisions of the Company’s Code of Compliance that relate to accounting disclosures.

18. The Audit Committee shall serve as the initial reviewing body for allegations of violations of the Code of Compliance or requests for waivers of the provisions of the Code of Compliance by directors or executive officers of the Company that relate to accounting disclosures.

19. The Audit Committee shall annually prepare a report to stockholders as required by the SEC. The report should be included in the Company’s annual proxy statement.

20. The Audit Committee shall perform any other activities consistent with this Charter, the Company’s By-laws and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.

21. The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and of the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

22. The Audit Committee shall maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.

### **Composition of the Committee**

The Audit Committee shall be comprised of three or more independent directors as determined by the Board of Directors, none of whom shall be an officer or employee of the Company or its subsidiaries or any other individual with any relationship that would otherwise interfere with the exercise of his or her independent judgment. Each member of the Audit Committee must also meet the other qualification and independence standards set by federal and state legislation and regulation and the applicable listing standards of the NASDAQ Stock Market. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC, whose member’s existence, including his or her name and status as an independent director, shall be disclosed in periodic filings as required by the SEC.

### **Meetings**

The Audit Committee shall meet at least four times annually, or more frequently as circumstances indicate, including teleconferences when appropriate. A majority of the Audit 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. The Audit Committee shall meet privately in executive session on a regular basis, but at least annually, with management and the independent

auditors to discuss any matters that the Audit Committee or each of these groups believes should be discussed. In addition, the Audit Committee shall communicate with management and the independent auditors quarterly to review the Company's financial statements and significant findings based upon the independent auditors' applicable review procedures. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Committee.

### **Committee Access and Resources**

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the independent auditors as well as to the Company's books, records, facilities, directors, executive officers, employees, advisors and other consultants to the Company. The Audit Committee has the ability to retain independent legal, accounting, or other advisors as it deems necessary or appropriate in the performance of its duties. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; compensation to any advisors employed by the Audit Committee; and ordinary and administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

As amended effective February 27, 2017.