

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

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of Luminex Corporation (the “Company”) is to enable the Company to attract and retain high quality leadership and to assure that the executive officers, directors and key employees of the Company are compensated in a manner consistent with the compensation policies and philosophy adopted by the Committee, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. The Committee shall also (i) produce the annual report of the Committee for inclusion in the Company’s Annual Report on Form 10-K or proxy statement as required by the rules of the Securities and Exchange Commission (the “SEC”), and (ii) review and discuss with the Company’s management the Company’s executive and director compensation disclosure (including the Company’s disclosures under “Compensation Discussion and Analysis”) to be included in the Company’s Annual Report on Form 10-K or proxy statement, and, as applicable, registration statements filed with the SEC.

Powers and Duties

The Committee shall have the responsibility to oversee the Company’s overall compensation structure and strategy. In carrying out its responsibility, the Committee shall have the following functions, powers and duties:

- Review and approve annually the Company’s compensation philosophy and policies to ensure that management and the Company’s employees are rewarded appropriately for their contributions to Company growth and profitability and that the overall compensation strategy supports Company strategy, organization objectives and stockholder interests.
- Review and approve annually the corporate goals and objectives relevant to the chief executive officer of the Company, evaluate the chief executive officer’s performance in light of these and other relevant goals and objectives, and determine the chief executive officer’s compensation (including performance-based award opportunities and objectives and any discretionary bonus opportunities) based on this evaluation. The chief executive officer may not be present during voting or deliberations by the Committee on his or her compensation.
- Review and approve the compensation (including performance-based award opportunities and objectives and any discretionary bonus opportunities) for (i) all executive officers (as that term is defined in Rule 3b-7 of the Exchange Act of 1934, as amended), (ii) other officers that report directly to the chief executive officer and (iii) such other employees of the Company, other than the chief executive officer, as are identified by the Committee in a resolution based, in part, on an evaluation of the officers’ or employees’ performance in light of applicable performance goals and objectives.

- Review and approve any executive officer indemnification, severance, clawback, change-in-control and/or employment agreements or arrangements.
- Review and approve any special or supplemental compensation and benefits (not otherwise available to employees generally) for executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and the perquisites to be provided to them after employment, if any.
- Act as the administering committee for, and review and approve awards made to all participants under, the Company's equity plans.
- Prepare the annual report of the Committee for inclusion in the Company's Annual Report on Form 10-K or proxy statement as required by the rules of the SEC.
- Review and discuss with the Company's management the Company's executive and director compensation disclosure (including the Company's disclosures under "Compensation Discussion and Analysis") and determine whether to recommend to the Board of Directors that the disclosures under "Compensation Discussion and Analysis" be included in the Company's Annual Report on Form 10-K or proxy statement, and, as applicable, registration statements filed with the SEC.
- Review and approve the compensation philosophy and policies for the Board of Directors and committees of the Board of Directors, including the terms and awards of any equity-based compensation for members of the Board of Directors, and recommend the same to the full Board of Directors for approval.
- Periodically review and assess stock ownership guidelines for the Company's executive officers.
- Periodically review and assess (including with respect to enterprise risk, applicable Nasdaq Stock Market ("NASDAQ") standards, and tax, accounting and other laws and regulations) the Company's bonus, equity and long-term incentive and employee benefit (including retirement and deferred compensation, severance and change-in-control) plans and programs for officers, employees and directors and approve changes (or new or additional plans or programs) subject, where appropriate, to stockholder or Board of Directors approvals.
- Oversee 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.
- Periodically assess the Company's compensation programs as they affect all employees.
- Review periodically the Company's risk management policies and procedures, including internal controls, as they relate to compensation practices and policies for executives and all other employees.

- 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 the applicable SEC regulations or listing standards.
- Assess periodically the performance and effectiveness of the Committee.
- If appropriate, form subcommittees and delegate authority to one or more designated members of the Committee and other certain employees as permitted by applicable law and NASDAQ rules.
- Such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board of Directors of the Company and/or the Chairman of the Board of Directors, or as designated in plan documents or policies or as otherwise required by law or applicable NASDAQ rules or deemed advisable by the Committee in the discharge of its duties.

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 (a) “independent” within the meaning of the listing standards set forth by NASDAQ and any other applicable laws, rules or regulations; (b) a “non-employee director” as defined in Rule 16b-3 of the SEC; and (c) an “outside director” as defined by the regulations applicable to Internal Revenue Code Section 162(m).

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. Attendance by other directors, members of management, or others will be at the invitation of the Committee Chair. The Committee Chair (or his or her designee) shall report regularly to the Board of Directors on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board of Directors requests. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Consultants, Legal Counsel and Other Advisers

The Committee shall have the responsibility and authority, in its sole discretion, to retain, or obtain the advice of, a compensation consultant, legal counsel or other adviser (a “Consultant”) and shall be directly responsible for the appointment, compensation, and oversight of the work of any such Consultant retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant or administrative support retained by the Committee.

The Committee may select or receive advice from the Consultant that it prefers, including Consultants that are not independent; provided, however, that prior to selecting or receiving

advice from the Consultant (other than in-house legal counsel), and annually thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required under NASDAQ or SEC rules): (i) the provision of other services to the Company by the person that employs the Consultant; (ii) the amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of the person that employs the Consultant; (iii) the policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Consultant with a member of the Committee; (v) any stock of the Company owned by the Consultant; and (vi) any business or personal relationship of the Consultant or the person employing the Consultant with an executive officer of the Company. The Committee need not conduct the foregoing assessment for a Consultant acting in a role limited to those activities for which such assessment is not required under the rules of NASDAQ.

Committee Access and Resources

In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers and employees.

As amended effective February 27, 2017.