

## **HAEMONETICS CORPORATION**

### **AUDIT COMMITTEE CHARTER**

This Charter governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board” or the “Board of Directors”) of Haemonetics Corporation (the “Company”).

#### **Purpose**

The Committee is appointed for the purpose of providing assistance to the Board in fulfilling the Board’s oversight responsibility relating to: the integrity of the Company’s financial statements; the Company’s compliance with legal and regulatory requirements; the independent registered public accounting firm’s qualifications and independence; and the performance of the Company’s internal audit function and independent registered public accounting firm.

The Committee shall prepare the report required by the rules of the SEC to be included in the Company’s annual proxy statement.

#### **Committee Membership**

The Committee shall be comprised of three or more directors, recommended by the Governance and Compliance Committee of the Board, for appointment by the Board of Directors, and the Board of Directors shall designate a member of the Committee as the chair. Committee members may be replaced by the Board of Directors.

The members of the Committee shall meet the independence and experience requirements of applicable statutes and regulations, including the requirements of the New York Stock Exchange (“NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission (“SEC”). All Committee members shall be financially literate, and at least one member shall both have accounting or related financial management expertise, as determined by the Board of Directors, and be an “audit committee financial expert,” as defined by SEC regulations.

#### **Meetings**

The Committee shall meet at least four times per year in person or by telephone or video conference or similar means of remote communication. The Committee shall meet at such times as determined by its chair or as requested by any two of its members. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting. The Committee may act by an affirmative vote of a majority of members present at any meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

#### **Duties and Responsibilities**

1. The primary responsibility of the Committee is to oversee the Company’s financial reporting process on behalf of the Board and to report the results of their activities to the Board regularly. While the Committee has the responsibilities and powers set forth in this Charter, it is

not the duty of the Committee to plan or conduct audits or to determine that the Company's consolidated financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent registered public accounting firm is responsible for auditing the Company's consolidated financial statements and for reviewing the Company's unaudited interim financial statements. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent registered public accounting firm, internal auditors and management of the Company.

2. The Committee shall be directly responsible for (1) the appointment and termination (subject, if applicable, to stockholder ratification) and (2) the compensation, and oversight of the work of the independent registered public accounting firm, including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting. The independent registered public accounting firm shall report directly to the Committee. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm and to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. The Committee shall pre-approve all audit and non-audit services provided by the independent registered public accounting firm (subject to the de minimis exceptions for non-audit services provided for in Section 10A(i)(1)(B) of the Exchange Act, and the rules promulgated thereunder, which are approved by the Committee prior to the completion of the audit). The Committee shall not engage the independent registered public accounting firm to perform the specific non-audit services prohibited by law or regulation. The Committee may delegate pre-approval authority to a member or members of the Committee pursuant to policies and procedures established by the Committee in accordance with applicable law and SEC regulations. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

4. At least annually, the Committee shall obtain and review a report by the independent registered public accounting firm describing:

- The firm's internal quality control procedures
- Any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues

- All relationships between the independent registered public accounting firm and the Company (to assess the independent registered public accounting firm's independence)
5. At least annually, the Committee shall evaluate the qualifications, performance and independence of the Company's independent registered public accounting firm, including an evaluation of the lead partner; assure the regular rotation of the lead audit partner at the Company's independent registered public accounting firm, as required by law; and consider regular rotation of the accounting firm serving as the Company's independent registered public accounting firm.
  6. The Committee shall set clear hiring policies for employees or former employees of the independent registered public accounting firm that comply with the SEC regulations and NYSE listing standards.
  7. The Committee shall discuss with the internal auditors and the independent registered public accounting firm the overall scope and plans for their respective audits, including the adequacy of staffing and compensation.
  8. The Committee shall discuss with management, the internal auditors, and the independent registered public accounting firm the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures with respect to risk assessment and risk management and the steps management has taken to monitor and control the Company's major financial risk exposures.
  9. The Committee shall meet separately, and periodically, with management, the internal auditors, and the independent registered public accounting firm to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the internal auditors and the independent registered public accounting firm to meet privately with the members of the Committee. The Committee shall review with the independent registered public accounting firm any audit problems or difficulties and management's response.
  10. The Committee shall receive regular reports from the independent registered public accounting firm on (1) the critical policies and practices of the Company, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management and (3) other material written communications between the independent registered public accounting firm and management such as any management letter or schedule of unadjusted differences.
  11. The Committee shall review with management and the independent registered public accounting firm: any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the Company's financial statements.

12. The Committee shall review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
13. The Committee shall review the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent registered public accounting firm prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent registered public accounting firm under generally accepted auditing standards. A designated member of the Committee may represent the entire Committee for the purposes of this review.
14. The Committee shall review with management and the independent registered public accounting firm the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent registered public accounting firm under generally accepted auditing standards.
15. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
16. The Committee shall periodically review and discuss with management the Company's overall strategy on the use of swaps and other derivative instruments for hedging financial risks pursuant to the Company's policies. The Committee has the authority to review and approve, at least annually, decisions by the Company (on its behalf or on behalf of any of its subsidiaries) to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the "end-user exception" under the Commodity Exchange Act, or other rules and regulations promulgated from time to time.
17. The Committee may form and delegate authority to subcommittees when appropriate.
18. The Committee shall make regular reports to the Board.
19. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
20. The Committee shall annually review its own performance and report the results of its self-assessment to the full Board.

LAST AMENDED: January 24, 2019