

BECKMAN COULTER, INC.
CORPORATE GOVERNANCE GUIDELINES

TABLE OF CONTENTS

CORPORATE GOVERNANCE GUIDELINES

- 1. DIRECTOR SELECTION, ORIENTATION AND EDUCATION**
 - 1.1 Selection of Directors**
 - 1.2 Orientation of New Directors**
 - 1.3 Continuing Education**
- 2. BOARD LEADERSHIP**
 - 2.1 Selection of Chairman and Chief Executive Officer**
 - 2.2 Lead Independent Director**
- 3. BOARD COMPOSITION AND PERFORMANCE**
 - 3.1 Size of the Board**
 - 3.2 Mix of Inside and Independent Directors**
 - 3.3 Board Definition of What Constitutes Independence for Outside Directors**
 - 3.4 Former Chief Executive Officer's Board Membership**
 - 3.5 Directors Who Change Their Present Job Responsibility**
 - 3.6 Term Limits**
 - 3.7 Retirement Age**
 - 3.8 Board Compensation Review**
 - 3.9 Executive Sessions of Independent Directors; Presiding Independent Director**
 - 3.10 Role of the Lead Independent Director**
 - 3.11 Assessing the Board's Performance**
 - 3.12 Board's Interaction with Institutional Investors, Press, Customers, Etc.**
 - 3.13 Voting for Directors**
- 4. BOARD RELATIONSHIP TO SENIOR MANAGEMENT**
 - 4.1 Regular Attendance of Non-Directors at Board Meetings**
 - 4.2 Board Access to Management**
- 5. BOARD MEETINGS**
 - 5.1 Number of Meetings**
 - 5.2 Selection of Agenda Items for Board Meetings**
 - 5.3 Board Materials Distributed in Advance**
 - 5.4 Board Presentations**
- 6. COMMITTEE MATTERS**
 - 6.1 Number, Structure and Independence of Committees**
 - 6.2 Assignment and Rotation of Committee Members**
 - 6.3 Frequency and Length of Committee Meetings**
 - 6.4 Committee Agenda**
 - 6.5 Expectations of Directors**
 - 6.5.1 Commitment and Attendance**
 - 6.5.2 Preparation and Participation**
 - 6.5.3 Due Care, Loyalty and Good Faith; Ethics**
 - 6.5.4 Other Directorships**
 - 6.5.5 Contact with Management**
 - 6.5.6 Confidentiality**

7. LEADERSHIP DEVELOPMENT

7.1 Formal Evaluation of the Chief Executive Officer

7.2 Succession Planning

7.3 Management Development

7.4 Reliance on Management and Advisors

BECKMAN COULTER, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors of Beckman Coulter, Inc., (the “Company”) acting on the recommendation of its Nominating and Corporate Governance Committee, has adopted these Corporate Governance Guidelines to promote the proper functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

1. DIRECTOR SELECTION, ORIENTATION AND EDUCATION

1.1. Selection of Directors

The Nominating and Corporate Governance Committee shall identify and recommend to the Board candidates believed to be qualified for election to the Board. In making these recommendations, the Nominating and Corporate Governance Committee will assess the appropriate skills and characteristics required of Directors in the context of the current make-up of the Board. This assessment should include issues of expertise (such as understanding of technologies, industry knowledge, international operations, finance, and public policy), diversity, age, high ethical standards and the absence of conflicts of interest, as well as the extent to which the interplay of each Director’s or candidate’s skills, knowledge and experience with that of other Directors or candidates will build a Board that is effective, collegial and responsive to the needs of the Company. The Nominating and Corporate Governance Committee will consider these criteria for any candidate for election by the stockholders and for any candidate to fill any vacancy on the Board. In the event of a vacancy on the Board, the Board will provide guidelines to the Nominating and Corporate Governance Committee of the broad desired characteristics for the candidate to fill the vacancy, including a willingness to serve at least six years. The Board authorizes the Nominating and Corporate Governance Committee to employ an objective search and screening process to identify and recommend candidates to the Board. The Board is responsible for selecting nominees for election to the Board and for recommending those nominees to the stockholders or for electing those nominees to the Board to fill Board vacancies.

The Chairman of the Board should extend an invitation to a candidate to join the Board on behalf of the entire Board of Directors.

The Nominating and Corporate Governance Committee will give appropriate consideration to candidates for Board membership nominated by stockholders in accordance with the Company’s Bylaws and will evaluate such candidates in the same manner as other candidates identified to the Nominating and Corporate Governance Committee.

1.2. Orientation of New Directors

The Board and the Company shall provide a complete orientation for new Directors that include background material, meetings with senior management and visits to Company facilities.

1.3. Continuing Education

Each Board member shall attend at least one continuing Board education class for each two calendar year period, beginning with the calendar year that the Director is first elected. Directors may select classes from a list of suggested classes maintained by the Office of the Secretary.

2. BOARD LEADERSHIP

2.1. Selection of Chairman and Chief Executive Officer

The Board shall select and appoint its Chairman and the Company's Chief Executive Officer in the manner it considers in the best interests of the Company. The Board may appoint the Chief Executive Officer as the Chairman, or the Board may appoint a non-executive Chairman.

2.2. Lead Independent Director

If the Company's Chief Executive Officer is appointed as its Chairman, then the Board shall appoint an independent Director as the Lead Independent Director. The Lead Independent Director is expected to commit to serve in that capacity for a minimum of three years at the discretion of the Plan. It is the sense of the Board that consideration should be given to selecting a new Lead Independent Director periodically, but the Board does not feel that such a rotation should be mandated since it may be in the Company's best interest to maintain the same Lead Independent Director.

3. BOARD COMPOSITION AND PERFORMANCE

3.1. Size of the Board

The Bylaws provide for a Board of six to twelve Directors. It is the sense of the Board that a Board of about eight to ten Directors is optimum. However, the Board is willing to increase the number of Directors beyond ten in order to accommodate the availability of an outstanding candidate(s).

3.2. Mix of Inside and Independent Directors

The Board believes that as a matter of policy, there should be a substantial majority of independent Directors on the Board. The Board is willing to have no more than two members of management, including the Chief Executive Officer, as Directors. The Board believes that

management should encourage senior managers to understand that Board membership is not necessary or a prerequisite to any higher management position in the Company.

3.3. Board Definition of What Constitutes Independence for Outside Directors

A substantial majority of the Board shall consist of Directors who the Board has determined have no material relationship with the Company and who are otherwise “independent” under the rules of the New York Stock Exchange, Inc. The Board may determine a Director to be independent only if the Board affirmatively determines that the Director has no material relationship with the Company or any of its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company or any of its subsidiaries). The Board, pursuant to the recommendation of its Nominating and Corporate Governance Committee, has established the following categorical standard to assist it in determining independence: a relationship or transaction of the nature or type described in Item 404(a), 404(b) or 404(c) of Regulation S-K of the Securities and Exchange Commission shall not be deemed a material relationship or transaction that would cause a Director not to be independent so long as the relationship or transaction does not exceed the applicable thresholds included in Item 404(a), 404(b) or 404(c) or is otherwise covered by an exclusion or exemption contained in Item 404(a), 404(b) or 404(c). If the Board determines that a particular relationship is not addressed by this standard or does not satisfy this standard, that determination by the Board shall not create a presumption that the Director is or is not independent. The Board will determine whether, after taking into account all relevant facts and circumstances, relationships that are not addressed by this standard or do not satisfy this standard are material, and therefore whether the affected Director is independent.

3.4. Former Chief Executive Officer’s Board Membership

Although the Board has a preference against a former Chief Executive Officer serving as a Director, the Board believes this is a matter to be decided in each individual instance. When the Chief Executive Officer resigns from that position, he/she must submit his/her resignation from the Board at the same time. Whether the individual continues to serve on the Board shall be decided at that time by the Board after discussions with the new Chief Executive Officer and the Board, via the Nominating and Corporate Governance Committee.

A former Chief Executive Officer serving on the Board will be considered an inside Director for purposes of voting on matters of corporate governance for three years.

3.5. Directors Who Change Their Present Job Responsibility

Individual Directors who retire from or materially change the position they held when they were elected to the Board shall offer to submit a letter of resignation to the Nominating and Corporate Governance Committee.

It is not the sense of the Board that all Directors who retire from or materially change the position they held when they were elected to the Board should necessarily resign from the Board.

However, the Board should have the opportunity, via the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

3.6. Term Limits

The Board does not believe it should establish Director term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

As an alternative to term limits, the Nominating and Corporate Governance Committee will, prior to the expiration of a Director's term and as part of its consideration of the Director as a candidate for re-election to the Board, formally review whether it is in the Company's best interest that the Director continue on the Board. The Nominating and Corporate Governance Committee will perform this review in conjunction with the Chief Executive Officer and the Chairman of the Board, and will confirm with the Director his/her desire to continue as a member of the Board for an additional term.

3.7. Retirement Age

The Company's Bylaws provide that a person shall not hold office as a Director following the annual meeting of stockholders held on or after the date of such person's 72nd birthday. If the Nominating and Corporate Governance Committee determines for a Director that an exception should be made to permit the Director to serve beyond the time provided by the Bylaws, this committee may make such a recommendation to the full Board, and upon approval of the Board the Director may serve his/her full term and/or be nominated for one term.

3.8. Board Compensation Review

Once every two years, the staff of the Company will report to the Organization and Compensation Committee regarding the status of Board compensation and benefits in relation to other similarly sized U.S. companies.

The Organization and Compensation Committee may suggest changes in Board compensation and benefits to the full Board. The Board, after full discussion, may approve the changes.

3.9. Executive Sessions of Independent Directors; Presiding Independent Director

The Board will have regularly scheduled executive sessions at which only independent Directors will attend. The presiding Director at each such session will be the Chairman of the Board, unless the Chairman is an inside Director, in which case the presiding Director will be the

Lead Independent Director.

3.10. Role of the Lead Independent Director

The Lead Independent Director will serve as presiding Director of the executive sessions of the independent Directors, is responsible for advising the Chairman and Chief Executive Officer of decisions reached and suggestions made at executive sessions, and serves as liaison between the independent Directors and the Chairman and Chief Executive Officer, and between the independent Directors and management. Together with the Chairman, the Lead Independent Director establishes Board meeting schedules and agendas. The Lead Independent Director also sets agendas for closed meetings of the independent Directors.

3.11. Assessing the Board's Performance

The Nominating and Corporate Governance Committee, in consultation with the Chairman (if the Chairman is a non-executive Chairman) or the Lead Independent Director (if the Chairman of the Board is the Chief Executive Officer), will annually assess the Board's performance. The Committee will report the results of this assessment to the full Board for discussion by the Board.

This assessment is intended to increase the effectiveness of the Board, and should include the Board's contribution as a whole, a specific review of areas in which the Board and/or management believes a better contribution could be made, and the assessment criteria included under "Selection of Directors."

3.12. Board's Interaction with Institutional Investors, Press, Customers, Etc.

The Board believes that management speaks for the Company. Individual Directors should not meet or otherwise communicate with various constituencies that are involved with the Company except at the request of management or to act on behalf of the Board. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman.

3.13. Voting for Directors

The Board's Nominating and Corporate Governance Committee shall review any election in which a nominee for Director in an uncontested election receives a greater number of votes "withheld" than votes "for" (a "Majority Withheld Vote") to attempt to determine the circumstances that led to the Majority Withheld Vote. The Committee shall complete its review and report its findings to the Board within 30 days after the date the shareholder vote is certified.

If the Committee determines that the Majority Withheld Vote occurred because of performance of the Director or other factors personal to the Director, it shall also make a recommendation to the Board regarding the status of the Director.

The Board shall consider the Committee's report and recommendations at its next regularly scheduled meeting and take any actions it deems appropriate. Those actions may include requesting the Committee to conduct further review. If the Board concludes that the factors leading to the Majority Withheld Vote were due to the performance of the Director or other factors personal to the Director and can not be resolved within a reasonable period of time, the Board may ask for the Director's resignation. A Director who receives a request to resign shall submit a written resignation promptly after receiving the request.

Any Director who receives a Majority Withheld Vote shall not participate in the review or any discussion by the Board of the Committee's report and recommendations. If the review involves one or more members of the Nominating and Corporate Governance Committee, the Chairman may elect to appoint a special committee of independent Directors to perform the review.

Upon completion of the review, the Company shall file a report on Form 8-K describing the review conducted, the findings, and any action taken by the Board or as a result of its review.

4. BOARD RELATIONSHIP TO SENIOR MANAGEMENT

4.1. Regular Attendance of Non-Directors at Board Meetings

The Board welcomes the regular attendance at each Board meeting of non-Board members who are members of the executive management, which normally includes the Chief Financial Officer and the General Counsel & Secretary.

Should the Chief Executive Officer want to include additional attendees on a regular basis, it is expected that this suggestion would be made to the Board for its concurrence.

4.2. Board Access to Management

Board members have complete access to Company management.

Board members will use judgment to be sure that this access is not distracting to the business operations of the Company and that any written contact with Company management be copied to the Chief Executive Officer and the Chairman.

Furthermore, the Board encourages the management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) have future potential that the senior management believes should be given exposure to the Board.

5. BOARD MEETINGS

5.1. Number of Meetings

The Board plans five meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.

5.2. Selection of Agenda Items for Board Meetings

If the Chairman is not the Chief Executive Officer, then the Chairman of the Board and the Chief Executive Officer will establish the agenda for each Board meeting. If the Chairman of the Board is the Chief Executive Officer, then the Chairman and the Lead Independent Director will establish the agenda for each Board meeting.

Each Board member and, in particular, each committee chair is free to suggest the inclusion of item(s) on the agenda.

5.3. Board Materials Distributed in Advance

It is the sense of the Board that information and data that is important to the Board's understanding of the business to be conducted at the meeting should be distributed in writing to the Board before the Board meets. Management will make every attempt to see that this material is concise while still providing the desired information.

5.4. Board Presentations

As a general rule, background materials for presentations to the Board on specific matters should be sent to the Board at least one week in advance so that Board meetings may be efficient and discussion time focused on questions that the Board has regarding the substance of the matter. Background materials need not include materials that are of a particularly sensitive nature.

6. COMMITTEE MATTERS

6.1. Number, Structure and Independence of Committees

Currently, the Board has three standing committees: Audit and Finance, Organization and Compensation, and Nominating and Corporate Governance. The memberships of these committees will consist only of independent Directors.

The Board will maintain written charters for each of these committees. Each of these committees shall periodically review its charter and shall recommend any improvements to its charter deemed necessary or desirable by the committee, and the Board may adopt those recommended improvements by Board vote. Each committee charter must satisfy the rules of the New York Stock Exchange, Inc. and all other applicable laws and regulations.

The Nominating and Corporate Governance Committee shall recommend to the Board

any additional or different standing committee, and the Board may adopt any such recommendation by Board vote. Further, the Board may from time to time form one or more special committees for such special purpose or purposes as the Board deems appropriate, or disband any such special committee.

Each committee should conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

Each committee shall have the authority to retain or discharge any advisors or consultants as needed for committee purposes.

6.2. Assignment and Rotation of Committee Members

The required qualifications for the members of each committee shall be set out in the respective committee's charter. A Director may serve on more than one committee for which he or she qualifies.

The Nominating and Corporate Governance Committee shall, after consulting with the Chairman and the Chief Executive Officer and considering the desires of individual Directors, recommend the appointment of Directors to various committees. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that such a rotation should be mandated since it may be in the Company's best interest to maintain an individual Director's committee membership.

The Board, acting on recommendations of the Nominating and Corporate Governance Committee, will appoint a chair for each of the committees. These chairs are expected to commit to serve in that capacity for a minimum of three years. It is the sense of the Board that consideration should be given to changing committee chairs periodically, but the Board does not feel that changes should be mandated since it may be in the Company's best interest to maintain an individual Director as a chair.

6.3. Frequency and Length of Committee Meetings

Each committee chair, in consultation with the committee members and appropriate members of management and staff, will determine the frequency and length of the meetings of the committee.

6.4. Committee Agenda

The chair of each committee, in consultation with the appropriate members of

management and staff, will develop the committee's agenda for each meeting.

All Directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the whole Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

Each committee will prepare a schedule of agenda subjects to be discussed for the ensuing year at the beginning of each year (to the degree these can be foreseen) and will share this schedule of agenda subjects with the Board.

6.5. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Delaware law. In performing their duties, the Directors shall exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of Directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

6.5.1. *Commitment and Attendance.* All Directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Committee members may attend by telephone or videoconference to mitigate conflicts.

6.5.2. *Preparation and Participation.* Each Director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a Director may have about any aspect of the Company's business. Directors are expected to devote substantial time and attention to their Board responsibilities, including sufficient time to review the materials provided by management and advisors in advance of the meetings of the Board and its committees so as to arrive prepared to discuss the issues presented and to remain informed regarding the Company's business.

6.5.3. *Due Care, Loyalty and Good Faith; Ethics.* In their roles as Directors, all Directors should exercise due care and loyalty in the good faith pursuit of the best interests of the Company. The duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a Director.

The Company has adopted a Code of Ethics (the "Code"), including a compliance program to enforce the Code. Certain portions of the Code deal with activities of officers and Directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, taking corporate opportunities for personal use, and competing with the Company. Directors should be familiar with the Code's provisions in these areas and shall

consult with the General Counsel in the event of any questions or issues.

6.5.4. *Other Directorships.* The Company values the experience Directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a Director's time and availability and may present conflicts or legal issues. Directors shall advise the chair of the Nominating and Corporate Governance Committee, the Chief Executive Officer, and the Chairman of the Board (if the Chairman is a non-executive Chairman) before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental units.

6.5.5. *Contact with Management.* All Directors are invited to contact the Chief Executive Officer at any time to discuss any aspect of the Company's business. The Board expects that there will be frequent opportunities for Directors to meet with the Chief Executive Officer and other members of management in Board and committee meetings and in other formal or informal settings.

6.5.6. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a Director.

7. LEADERSHIP DEVELOPMENT

7.1. Formal Evaluation of the Chief Executive Officer

The full Board (of independent Directors only) will conduct an annual formal evaluation of the Chief Executive Officer. The Chairman of the Board (if the Chairman is a non-executive Chairman) or the Lead Independent Director (if the Chairman of the Board is the Chief Executive Officer) will communicate the results of this evaluation to the Chief Executive Officer.

The evaluation will be based on objective criteria including performance of the business, the establishment and accomplishment of long-term strategic objectives, compliance by the Company with the Company's program for management development as described below, and other criteria as determined by the Board.

The Organization and Compensation Committee will use the results of the evaluation in the course of its deliberations when considering the compensation of the Chief Executive Officer.

7.2. Succession Planning

The Chief Executive Officer will provide an annual report to the Board on succession planning. The Chief Executive Officer will also make available to the Board, on a continuing basis, the Chief Executive Officer's recommendation as to his or her successor should he or she be unexpectedly disabled.

7.3. Management Development

The Chief Executive Officer will provide an annual report to the Board on the Company's program for management development. This report should be given to the Board at the same time as the succession planning report noted above. Periodic business presentations from the management group are encouraged to allow the Board to become familiar with future candidates for senior management positions.

7.4. Reliance on Management and Advisors

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, and internal and outside expert advisors, including legal counsel, accountants, auditors and others. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.