



LIFE TECHNOLOGIES CORPORATION
COMPENSATION AND ORGANIZATIONAL DEVELOPMENT
COMMITTEE CHARTER

Effective April 23, 2013

This is the charter of the Compensation and Organizational Development Committee (the "Committee") of the Life Technologies Corporation (the "Company") Board of Directors (the "Board"), which serves at the pleasure of the Board and is subject to its control.

I. General Statements of Policy

A. Statement of Purpose

The purpose of the Committee is to provide guidance to management and to assist the Board in the discharge of its fiduciary responsibilities relating to:

1. the compensation of the CEO and the officers of the Company who are subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934 (the "Executive Officers"), as well as such other employees who are members of the Company's senior management as the Committee shall determine from time to time;
2. the organizational structure of senior management;
3. the succession, retention and training of senior management;
4. the Company's overall succession, retention and training programs;
5. supervision of the Company's overall compensation and benefits programs, including approval and oversight of grants pursuant to the Company's equity compensation plans;
6. the oversight of the Company's retirement and employee health and welfare plans;
7. appointment, regular review and oversight of the Benefits Administration Committee, the Benefits Finance Committee and the Benefits Oversight Committee; and

8. such other matters that directly impact the success of the human resources of the Company.

The Committee's actions will generally be related to approving material compensation and benefit matters as well as setting high-level policy and strategy. The day-to-day administration of the human resource function will be the responsibility of management.

B. Membership

1. The Committee shall have a minimum of three directors.
2. Unless otherwise determined by the Board, all Committee members shall meet the definitions of (i) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, (ii) an "independent director" as such term is defined in applicable NASDAQ rules, and (iii) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.
3. The Committee members may appoint one member as the Chairperson of the Committee. The Chairperson shall not serve as the Chairperson of any other standing committee of the Board. The Committee shall regularly evaluate its own performance.

C. Meetings

The business of the Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. Special meetings may be called by any Committee member, by the Chairman of the Board, or by the Presiding Director of the Board. Adequate notice of the place, date, and time of each meeting of the Committee shall be given in accordance with policies and procedures adopted by the Committee from time to time. At any meeting of the Committee, the greater of two members or a majority of the members of the Committee shall constitute a quorum. The Committee, with the assistance of the Corporate Secretary, shall maintain a record of the Committee's actions. The Committee will meet regularly in executive sessions following Committee meetings.

D. Consultants / Advisors

The Committee shall have authority to retain legal counsel, accountants, consultants and other advisors of its selection to advise it with respect to any and all matters pertaining to the Company's programs, policies, agreements, or other matters it deems appropriate. The Committee shall have the direct authority to oversee the work of advisors and to determine appropriate funding from the Company for payment of services. The Committee shall consider independence factors, as defined in applicable NASDAQ rules, prior to retaining or obtaining advice from consultants, counsel and other advisors. The Committee, to the extent it deems

necessary or appropriate, may consult with management and seek advice and assistance from Company employees or others.

II. Duties & Responsibilities -- Compensation

A. Compensation Philosophy

The Committee shall provide guidance and periodically review the Company's general total rewards philosophy and its philosophy regarding executive compensation and counsel the CEO and the Senior Vice President of Global Human Resources regarding alternative total reward approaches.

B. Executive Compensation

1. **Annual Competitive Market Analysis.** The Committee shall review competitive market data on an annual basis, including executive compensation surveys and reports compiled by third-party consultants, to assess the adequacy and competitiveness of the Company's executive compensation plans. As part of the annual competitive market analysis, the Committee shall select the Peer Group of comparable companies it deems are appropriate and reflective of the pool in which Life Technologies competes for talent.
2. **Input from Management.** The Committee shall determine the compensation paid to Executive Officers of the Company. The Committee shall review recommendations made by the CEO and the Senior Vice President of Global Human Resources for the compensation of Executive Officers of the Company.
3. **Public Securities Filings.** The Committee shall review and discuss with management the disclosure in the Company's "Compensation Discussion and Analysis" and any other disclosures regarding executive and director compensation that will be included in the Company's public filings or stockholder reports. Based upon its review and discussion with management, the Committee shall draft and provide to the Board the terms of the Compensation Discussion and Analysis to be included in the Company's proxy statement, Form 10-K, or information statement, as applicable, and prepare (or supervise the preparation of) the related Compensation Committee report required by the rules of the Securities and Exchange Commission.

C. Incentive Compensation Plans

1. **Bonus Plans.** Subject to Section II.D below, the Committee shall approve and have oversight over all bonus plans for Executive Officers and have the authority to:
 - a. designate employees eligible to participate in such plan(s);

- b. approve the financial metrics and performance goals under such plan(s);
 - c. approve the total bonus pool/plan payout;
 - d. approve individual payouts for Executive Officers; and
 - e. delegate authority to management for the day-to-day non-material administration of the plan(s).
2. Stock-Related Plans. Subject to Section II.D below, the Committee shall approve and have oversight over all stock-based compensation plans for employees and directors and have the authority to:
- a. make recommendations to the Board regarding the adoption, amendment, design parameters, and termination of such plans;
 - b. approve grant guidelines, grant provisions, and ongoing share utilization;
 - c. approve individual grants to Executive Officers;
 - d. delegate authority to management to make grants to non-Executive Officers (including new hires, promotions, annual awards, and for retention purposes);
 - e. interpret plan provisions when appropriate;
 - f. designate employees eligible to participate in the plans; and
 - g. delegate authority to management for the day-to-day non-material administration of the plan(s).

D. CEO Performance and Compensation

1. Annual CEO Performance Goals. Prior to the start of each fiscal year, the Committee and the CEO will discuss the metrics and performance goals for the CEO during the upcoming fiscal year. This information will also be reviewed with the Board for additional input so that the final metrics and goals will be measurable and based on financial results, strategic imperatives, and other matters deemed appropriate by the Committee and Board. Thereafter, the Committee shall establish the metrics and performance goals for the CEO for the upcoming fiscal year, which shall be ratified by the Board's non-executive directors, unless approval of such metrics and performance goals by the Committee is required for purposes of Section 162(m) of the Internal Revenue Code.

2. Performance Evaluation. The Committee shall develop and present to the Board for approval an annual process for evaluating the performance of the CEO. The performance evaluation may include a self evaluation by the CEO, input from the CEO's direct reports, and input from all directors. Performance feedback is provided to the CEO on an ongoing basis throughout the year. In addition, a formal performance evaluation will be provided to the CEO annually following the fiscal year end and after the performance of the CEO has been reviewed by the Committee.
3. CEO Compensation. With the assistance of an external advisor, the Committee will periodically develop compensation actions commensurate with the performance of the CEO while taking into account the competitive compensation analysis referenced in section B1 above. Unless approval of any component of the CEO's compensation must be approved by the Committee for purposes of Section 162(m) of the Internal Revenue Code, the Committee will recommend to the non-employee members of the Board for discussion and approval such compensation actions and ultimately be responsible for communicating final actions to the CEO. In no event shall the CEO be present during discussions and/or voting on his/her own compensation actions.

E. Board Compensation

The Committee will review annually the total compensation package paid by the Company to its directors for providing services to the Company's stockholders. This review will include a competitive assessment of director compensation relative to benchmark data from peer companies and other relevant data. The Committee will recommend to the full Board for discussion and approval any such compensation actions it determines are appropriate.

F. Stock Ownership

The Committee may establish and periodically review and recommend stock ownership guidelines for directors and executives.

G. Employee Retirement and Health and Welfare Benefit Plans

The Committee shall:

1. discharge the ultimate fiduciary responsibilities that reside with the Board for pension and welfare benefit plans (as defined by the Employee Retirement Income Security Act of 1974, as amended) sponsored by the Company and all majority owned domestic subsidiaries and render appropriate reports to the Board; and
2. annually review fiduciary responsibility reports from the plan administrators or administrative committees of the Company's retirement and health and welfare benefit plans.

H. Risk Oversight

The Committee shall support the Board's risk oversight responsibilities by reviewing and evaluating the Company's risk management processes with respect to the Company's compensation plans and arrangements. The Committee shall discuss with management the Company's policies with respect to compensation risk assessment and risk management, the Company's significant compensation risk exposures and the actions management has taken to limit, monitor or control such exposures.

III. Duties & Responsibilities – Organizational Development

A. Organizational Structure

The Committee shall consult with the CEO regarding the establishment of senior management positions and provide direction for management in the recruitment for such positions. The hiring and firing of corporate officers, however, shall remain in the discretion of the CEO upon consultation with the Committee.

B. Chief Executive Officer

The Committee shall provide input to the Board from time to time relating to the employment and disengagement of the CEO, and shall, as appropriate, assist the Board in recruiting candidates for the CEO position.

C. Succession Planning

The Committee shall oversee management succession (including CEO succession), management development at all levels, and management retention at all levels. The Committee shall ensure that back-up and succession plans for each Executive Officer are current and viable and that there are specific development programs in place to minimize any loss of time or effectiveness in transitions from a current officer to a successor. The Committee shall review such plans at least once a year and provide guidance to management regarding any weaknesses identified by the Committee.

D. Leadership Development

The Committee shall provide guidance to the Senior Vice President of Global Human Resources relating to leadership development. This might include global talent and organization reviews, leadership assessments, performance reviews, recruiting, leadership training programs, development of the Company's talent pipeline, and development of alumni networks.

IV. Duties & Responsibilities – Other

A. Self-Evaluation

The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

B. Charter

The Committee shall, at least annually, review and reassess this Charter and submit any recommended changes to the Board for its consideration.