

# **LUMINEX CORPORATION**

## **CHARTER OF THE LEAD INDEPENDENT DIRECTOR**

In circumstances where the Chairman of the Board of Directors (the “Board”) of Luminex Corporation (the “Company”) is not independent, the Board considers it to be useful and appropriate to designate a Lead Independent Director (“Presiding Director”) to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine from time to time. For purposes hereof, “independent” shall mean a director who has no material relationship with the Company and who otherwise meets the definitions of “independent director” included in pertinent listing standards of the Nasdaq Stock Market. The Presiding Director shall serve at the pleasure of the Board and may be removed by the Board at any time with or without cause.

### **I. Purpose**

The primary responsibilities of the Presiding Director shall be to coordinate the activities of the independent directors and to serve as a liaison between the Chairman, Company senior management, where appropriate, and the other independent directors.

### **II. Responsibilities and Duties**

The specific responsibilities of the Presiding Director when acting as such shall be as follows:

- In consultation with the other independent directors, consult with the Chairman as to an appropriate schedule of Board meetings and make a recommendation to the full Board for determination, seeking to ensure that the independent directors can perform their duties responsibly without interfering with ongoing Company operations.
- Consult with the Chairman regarding the information and agendas of the meetings of the Board and Board committees.
- Advise the Chairman as to the quality, quantity, and timeliness of information submitted by the Company’s management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties.
- Call meetings of the independent directors, as appropriate.
- Serve as the Chairman of the executive sessions of the Board’s independent directors and its non-employee directors.
- Serve as the principal liaison between the independent directors and the Chairman and the Company’s senior management.
- Chair the meetings of the Board when the Chairman is not present.
- Respond directly to stockholder and other stakeholder questions and comments that are directed to the Presiding Director or to the independent directors as a group, with such consultation with the Chairman and the other directors as the Presiding Director may deem appropriate.

### **III. Advisors**

The Company's outside legal counsel shall serve as the primary contact to the Presiding Director and the other independent directors with regards to advice and counsel as may be requested by the Presiding Director or the independent directors, and otherwise as requested. The Presiding Director shall have the authority to retain, at the expense of the Company, such outside counsel, accountants, experts and other advisors as the Presiding Director determines appropriate in the performance of his duties.

#### **IV. Charter Review**

On an annual basis, the Presiding Director shall review the adequacy of this Charter, and recommend to the Board any modifications or changes hereto for approval by the Board.