

ORTHO CLINICAL DIAGNOSTICS HOLDINGS PLC

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Ortho Clinical Diagnostics Holdings plc (the “*Company*”), effective as of January 27, 2021.

I. PURPOSE

The purpose of the Audit Committee (the “*Committee*”) is to oversee the accounting and financial reporting processes of the Company and the audits of financial statements of the Company. The Committee fulfills this purpose by assisting the Board in its oversight of: (i) the integrity of the Company’s financial statements; (ii) the effectiveness of the Company’s internal control over financial reporting; (iii) selection of the independent auditor pursuant to the Securities Exchange Act of 1934, as amended, the rules of the U.S. Securities and Exchange Commission (the “*SEC*”) and the rules of the NASDAQ Stock Market (“*NASDAQ*”) and assessment of such independent auditor’s qualifications and independence (such auditor, the “*U.S. Auditor*”); (iv) the selection of the U.K. statutory auditor and recommendation that they be appointed by the Company’s shareholders at the Annual General Meeting pursuant to the U.K. Companies Act 2006, as amended (the “*Companies Act*”) (such auditor, the “*U.K. Auditor*” and, together with the U.S. Auditor, the “*Auditors*”), (v) the performance of the Company’s internal audit function and Auditors; and (vi) the performance of the other Committee functions set forth in this Charter. For the purposes of this charter, it is understood that the entity engaged to perform the function of the U.S. Auditor may be the same entity as, or an affiliated entity of, the entity engaged to perform the function of U.K. Auditor.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with United States generally accepted accounting principles (“*US GAAP*”), in accordance with international accounting standards (“*IAS*”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s applicable Auditors are responsible for auditing and reviewing those financial statements. Each member of the Committee is entitled to rely on the integrity of those persons within the Company and from the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

II. COMPOSITION

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of NASDAQ and the more rigorous independence rules for Committee members issued by the SEC, except as otherwise permitted by applicable NASDAQ or SEC rules, and meet all other eligibility requirements of applicable laws.

Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be a financial expert as defined under SEC rules.

Committee members shall be appointed to and may be removed from the Committee, with or without cause, by the Board. Unless a chair of the Committee (the “*Chair*”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Articles of Association (the “*Articles*”) and the U.K. Companies Act 2006, as amended (the “*Act*”), to the extent that such provisions are applicable to the Committee.

The Chair (or in the Chair's absence, a member designated by the Chair or, if no such designation is made, a member designated by a majority of the Committee members present) shall preside at each meeting of the Committee. The Committee must meet at least once during each financial quarter. The Committee must meet separately, periodically, with management, with the internal auditor and with the Auditors. Meetings of the Committee may be called by the Chair of the Committee or the Chairman of the Board. The Committee shall establish its own agenda and shall maintain minutes of its meetings.

A majority of the total number of Committee members shall constitute a quorum of the Committee, and the Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the Auditors, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

The Committee may, in its sole discretion, retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of any expert, counsel or adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, and as authorized by the shareholders of the Company at each Annual General Meeting, for (i) payment of compensation to the Auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) payment of compensation to any advisors employed by the Committee; and (iii) payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles and applicable SEC and NASDAQ rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee, including the authority to request that any officer, employee or advisor of the Company meet with the Committee or any advisers engaged by the Committee.

IV. DUTIES AND RESPONSIBILITIES

Interaction with the Auditors

1. *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the U.S. Auditor and the U.K. Auditor (subject to the approval of their appointment by shareholders at each Annual General Meeting) (including resolution of any disagreements between the Company's management and the Auditors regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the Auditors and each such other registered public accounting firm shall report directly to the Committee. The Committee, or the Chair, shall pre-approve any audit and non-audit service provided to the Company by the Auditors, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence.* The Committee must ensure that the U.S. Auditor prepares and delivers, at least annually, a written statement delineating all relationships between the U.S.

Auditor and the Company, must actively engage in a dialogue with the U.S. Auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the U.S. Auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the U.S. Auditor's report to satisfy itself of the U.S. Auditor's independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee shall discuss with the Auditors any audit problems or difficulties and management's response.

4. *Annual Report Review.* The Committee shall review and discuss the annual audited financial statements with management and the applicable Auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and its preparation of its U.K. Annual Report and U.K. accounts.

5. *Audit Committee Report.* The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements and U.K. Annual Report.

Quarterly Financial Statements

6. *Quarterly Report Review.* The Committee shall review and discuss the quarterly financial statements with management and the Auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Internal Audit

7. *Appointment and Oversight.* The Committee shall review the appointment and replacement of the individual leading the Company's internal audit function, who shall be supervised by the Company's Chief Financial Officer.

8. *Separate Meetings and Communications with the Internal Auditor.* The Committee shall meet periodically with the Company's internal auditor to review and evaluate the adequacy of the work performed by the internal auditor and to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant the Committee's attention. The Committee shall discuss with the internal auditor any significant reports to the Company's management prepared by the internal auditor and any responses from the Company's management, and the progress of any related corrective action plans. The individual leading the Company's internal audit function shall report directly to the Chair of the Committee.

9. *Internal Controls.* The Committee shall discuss with the Company's management its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year. As applicable, the Committee shall also review any report prepared by the Company's U.S. Auditor with respect to management's assessment and/or the effectiveness of internal control over financial reporting.

Other Duties and Responsibilities

10. *Review of Earnings Releases.* The Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

11. *Risk Assessment and Risk Management.* The Committee shall discuss the Company's policies with respect to risk assessment and risk management, including financial risks and risks related to healthcare regulatory compliance.

12. *Hiring of Auditor Employees.* The Committee shall set clear hiring policies for employees or former employees of the Company's Auditors.

13. *Complaint Procedures.* The Committee shall establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

14. *Review of Related Person Transactions.* The Committee shall review and discuss with management and the U.S. Auditor all related person transactions, as defined by Item 404 of Regulation S-K. Pursuant to and in accordance with the Company's Related Person Transaction Policy and Procedures, the Committee shall approve or disapprove of each related person transaction for which approval is required.

15. *Review and Approval of Decisions to enter into Swaps that are Entered into in Reliance upon the "End-User Exceptions."* Review and approve decisions by the Company and its subsidiaries to enter into swaps and security-based swaps (together referred to as "*Swaps*") that are entered into in reliance upon the "end-user exceptions" to the mandatory execution and clearing requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations. The Committee may approve such decisions on a general basis rather than on a Swap-by-Swap basis.

16. *Review of Company's Policies Governing the Use of Swaps Subject to the "End-User Exception".* Review and discuss with management, at least annually, applicable Company policies governing the Company's use of Swaps subject to the end-user exception.

17. *Reports to the Board.* The Committee shall report regularly to the Board regarding the activities of the Committee.

18. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

19. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. PRINCIPAL SHAREHOLDERS' AGREEMENT

For so long as that certain principal shareholders' agreement entered into by an affiliate of The Carlyle Group and the Company prior to or as of the date hereof is in effect, this Charter shall be interpreted to be consistent with such agreement.