

**ORTHO CLINICAL DIAGNOSTICS HOLDINGS PLC**  
**COMPENSATION COMMITTEE CHARTER**

This Compensation 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 Compensation Committee (the “*Committee*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

**II. COMPOSITION**

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the NASDAQ Stock Market (“*NASDAQ*”), except as otherwise permitted by applicable NASDAQ rules, and meet all other eligibility requirements of applicable laws.

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 shall meet at least two times annually, or more frequently as circumstances dictate. 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 members of the Board that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation 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 Committee’s compensation consultant, 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 member of the Board that is not a member of the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise); *provided* that, preceding any such retention or advice, the Committee shall take into consideration the applicable factors under NASDAQ rules. The Committee shall be directly responsible for the appointment, compensation and oversight of any consultant, counsel or adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such consultant, counsel or adviser retained by the Committee.

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 NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request that any officer, employee or adviser of the Company meet with the Committee or any advisers engaged by the Committee.

#### **IV. DUTIES AND RESPONSIBILITIES**

1. *CEO Compensation.* The Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee shall evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee shall review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Director Compensation.* The Committee shall review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee shall review, approve, administer or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements and grant awards thereunder as well as the granting of awards of any transactional or other special bonuses to the executive officers and employees of the Company and its subsidiaries.

5. *Management Evaluations.* The Committee shall oversee the periodic self-evaluation of management.

6. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's filings pursuant to the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

7. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

8. *Remuneration Report and Remuneration Policy.* In accordance with applicable rules and requirements, including those of the U.S. Securities and Exchange Commission, NASDAQ and the Act, the Committee shall prepare, review and recommend to the Board for approval: (i) at least every three years, a forward-looking Remuneration Policy to be submitted to a binding shareholder vote; and (ii) an annual Remuneration Report to be included in the Company's U.K. Annual Report and submitted to an advisory shareholder vote. The Remuneration Policy will contain information on the Company's proposed forward-looking director compensation arrangements. The Remuneration Report will contain information on the Company's implementation of the Remuneration Policy in the previous fiscal year and attendance at and frequency of the Committee's meetings.

9. *Shareholder Voting.* The Committee shall oversee the Company's submissions to shareholders on executive compensation matters, including the advisory votes on executive compensation, the frequency of such votes, and any approvals for the directors' Remuneration Report (including the directors' Remuneration Policy) and related follow-up with proxy advisory firms and other shareholder groups. The Committee shall review the results of any such votes and consider whether to make or

recommend adjustments to the Company's executive or director compensation programs as a result of such votes.

10. *Employment and Severance Agreements.* The Committee shall review and approve employment agreements and severance agreements, or similar termination agreements, and any amendments thereof, with respect to the executive officers and employees.

11. *Share Repurchases.* The Committee may authorize the repurchase of ordinary shares of the Company and/or share options from terminated employees, subject to applicable law.

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

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

14. *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 may delegate any or all of its responsibilities to a subcommittee of the Committee.

The Committee may, pursuant to a resolution duly authorized by the Committee, authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees, in a manner that is in accordance with the Company's Articles and the Act.

## **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.