

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

This Disclosure Committee Charter (the “*Charter*”) has been adopted by the Chief Executive Officer and Chief Financial Officer (the “*Senior Officers*”) of Ortho Clinical Diagnostics Holdings plc (the “*Company*”). The Disclosure Committee (the “*Committee*”) shall review and reassess this Charter periodically, and submit any recommended changes to the Senior Officers for approval.

**I. PURPOSE**

It is the Company’s policy that all public disclosures made by the Company should be accurate and complete, fairly present the Company’s financial condition and results of operations in all material respects, and be made on a timely basis, as required by applicable laws and stock exchange requirements.

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Establish controls and other procedures, including procedures currently used by the Company, that are designed to ensure that (1) information required by the Company to be disclosed to the Securities and Exchange Commission (“*SEC*”) and other information that the Company will publicly disclose, including such annual reports required to be filed in the United Kingdom pursuant to the U.K. Companies Act 2006, as amended (the “*Companies Act*”), is recorded, processed, summarized and reported accurately (in all material respects) and on a timely basis, and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“*Disclosure Controls*”).
- Review the Company’s (i) periodic and current reports, proxy statements, registration statements and any other information filed with or furnished to the SEC or filed in the United Kingdom pursuant to the Companies Act, (ii) press releases containing financial information, earnings guidance, information about collaborations, joint ventures, partnerships, regulatory matters, or material acquisitions or dispositions, or other information material to the Company’s security holders and (iii) presentations (whether oral or written) to analysts and the investment community (collectively, the “*Disclosure Statements*”).
- Evaluate the effectiveness of the Company’s Disclosure Controls, which may include the use of internal corporate resources or outside consultants, as of the end of the period covered by the Company’s Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the “*periodic reports*”), or the annual report to be filed in the United Kingdom pursuant to the Companies Act, as applicable.
- Participate in discussions and make recommendations to the Senior Officers regarding decisions related to materiality of information and determination of disclosure obligations with respect to the Disclosure Statements.
- Discuss with the Senior Officers all other relevant information with respect to the Committee’s proceedings, the preparation of the Disclosure Statements and the Committee’s evaluation of the effectiveness of the Company’s Disclosure Controls.
- To the extent requested by the Senior Officers, provide a certification to the Senior Officers prior to the filing with the SEC of each periodic report as to certain of the items required to be certified by the Senior Officers.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel, including the internal auditor, if any.

## **II. ORGANIZATION**

The membership of the Committee shall consist of the Company's principal financial officer, principal accounting officer (or the controller), general counsel, risk management officer, investor relations officer and internal auditor and such other officers and employees of the Company as determined by the Committee who have an interest in serving on, and the expertise to serve on, the Committee. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. In addition, each member of the Committee may appoint in writing a designee or designees who can act on his or her behalf.

The Committee may designate two or more officers (who need not be members of the Committee), at least one of whom shall be an attorney knowledgeable about SEC rules and regulations with respect to disclosure and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve routine Form 8-K filings for the Company in lieu of the full Committee.

Notwithstanding the foregoing, the Senior Officers at their option may at any time assume any or all of the responsibilities of the Committee identified in this Charter, including, for example, approving Disclosure Statements when time does not permit the full Committee to meet.

The Committee may solicit input from other personnel throughout the Company, including those responsible for monitoring the SEC's disclosure rules and changes in financial reporting requirements, the head of human resources, the head of external reporting, a representative from corporate affairs, heads of business units and business unit chief financial officers, as necessary with respect to specific disclosure issues.

One member of the Committee shall be appointed by the Senior Officers as chair (the "**Chair**"). The Chair shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Committee's procedures shall be determined by any Senior Officer or, in their absence from any meeting, the General Counsel.

The Committee shall meet at least quarterly and at any time upon the request of a member of the Disclosure Committee.

## **III. OTHER RESPONSIBILITIES**

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.