

OSI SYSTEMS, INC.

CHARTER OF THE RISK MANAGEMENT COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of OSI Systems, Inc. (the “Company”) will be to assist the Board in its oversight of the Company’s management of key risks, including strategic, operational, legal, regulatory, compliance, security, reputational and other risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks.

Risk assessment and risk management are the responsibility of the Company’s management. The Committee has an oversight role and, in fulfilling that role, it relies on the reviews and reports provided by Company management. The Committee shall have the authority, as it deems appropriate, to conduct investigations into any matters within its scope of responsibility and retain as needed any independent counsel, consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate to perform its duties and responsibilities. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

Membership

The Committee will be comprised of three (3) or more directors as determined by the Board. The Board shall appoint the members of the Committee. The members of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Meetings

The Committee shall meet at least quarterly, and more often as it deems appropriate to fulfill the responsibilities set forth in this Charter. The Committee may establish its own schedule. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings consistent with the Company’s Bylaws. The Committee shall regularly report to the Board and as otherwise requested by the Board.

Responsibilities

Outlined below are certain continuing responsibilities that the Committee is expected to fulfill in effecting its purpose as stated in this Charter. This list of responsibilities is

presented for illustrative purposes and is not intended to be exhaustive. The Committee may conduct additional activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also fulfill other responsibilities delegated to it from time to time by the Board.

1. Monitor all enterprise risks, with the understanding that certain specific responsibilities for risk oversight have been delegated to other Board committees.
2. Coordinate with the other standing committees of the Board to assist such committees in their review of the Company's risks, the oversight of which has been delegated to them.
3. Review with management, at least quarterly, (i) the Company's program for promoting and monitoring compliance with applicable legal and regulatory requirements, and (ii) the Company's major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.
4. Assess the adequacy of the funding of the Company's ethics and compliance program.
5. In conjunction with the Audit Committee, review for potential conflicts of interest and improprieties all related-party transactions in which the amount involved exceeds the pre-established threshold as set periodically by the Audit Committee.
6. Adopt and monitor a code of ethics for senior financial and other officers and provide for and review prompt disclosure to the public of any material change in, or waiver of, such code of ethics.
7. Receive as and when appropriate, reports from the Company's internal audit function on the results of risk management reviews and assessments.
8. Assess the adequacy and effectiveness of management's efforts to develop a Company-wide culture of transparency and integrity that supports risk awareness, escalation, and remediation, as appropriate.
9. Monitor the processes used by management to address allegations of potential misconduct or unethical conduct and violations of Company policy (including the Company's Code of Ethics and Conduct).
10. Review and assess the effectiveness of the Company's enterprise-wide risk assessment processes and recommend improvements, where appropriate.
11. Monitor proxy advisory services and governance rating agencies (e.g., Institutional Shareholder Services and Glass Lewis) and their assessment of the Company's risk and make recommendations as appropriate to the Board.
12. Review and approve the appointment or replacement of the Chief Ethics and Compliance Officer.

13. Together with the Chief Executive Officer, develop and regularly assess the continuing appropriateness of a succession plan for the Company's Chief Executive Officer and, as applicable, the Company's other Executive Officers. Annually review the succession plan with the Board.
14. Review risk-related disclosures in the Company's Securities and Exchange Commission filings.
15. Maintain minutes or other records of meetings and activities of the Committee.
16. Ensure Committee members receive ongoing education regarding risk management concepts, leading practices, and emerging risks.
17. Review and reassess annually the Charter, structures, process and membership of the Committee.