

HOLOGIC, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Hologic, Inc., a Delaware corporation (the “Company”), shall have overall responsibility with respect to designing, approving and evaluating executive compensation for the Company and shall have authority to review and approve such other compensation matters as the Committee deems appropriate.

II. COMPOSITION

The Committee shall consist of not less than three members of the Board appointed by resolution of the Board and shall serve at the discretion of the Board. All directors on the Committee shall satisfy the requirements from time to time in effect of Section 162(m) of the Internal Revenue Code of 1986, as amended, for “outside directors,” Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for “nonemployee directors,” the independence and composition requirements under the listing standards and other applicable rules of the Nasdaq Stock Market (“Nasdaq”), or such other stock market on which the Company’s securities may be listed from time to time, subject to any permitted exceptions thereunder, any other applicable requirements of the Exchange Act, and the rules and regulations of the Securities and Exchange Commission (the “SEC”), and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Committee, by vote of a majority of the members of the Committee, shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee.

III. FUNCTIONS AND AUTHORITY

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time, and to Section 141 of the Delaware General Corporation Law.

The functions and authority of the Committee will include, but not be limited to:

1. the review and approval, for each executive officer of the Company and for such other senior officers of the Company as the Committee deems appropriate:
 - (i) the annual base salary level;

- (ii) bonus and other annual incentives;
 - (iii) stock options, equity grants, supplemental executive retirement plans and other long-term incentives;
 - (iv) employment agreements, severance and retention arrangements, and change in control provisions/agreements, in each case to the extent applicable; and
 - (v) any other perquisites or supplemental benefits, other than those available generally to salaried employees.
2. the evaluation (which may be done in conjunction with the Nominating and Corporate Governance Committee) of the performance of the Chief Executive Officer (“CEO”), the other executive officers and such other senior officers as the Committee may deem appropriate, it being understood that any such evaluation, other than that of the CEO, may be based upon an evaluation of such officer by the CEO or such other supervising officer or officers as appropriate;
 3. the annual review and discussion with management of the Company’s Compensation Discussion and Analysis to be included in the Company’s applicable filings with the SEC, and the preparation of the Compensation Committee report required to be included in the Company’s annual proxy statement and any other Committee reports required by applicable laws, rules and regulations;
 4. the oversight of the administration of, and approval of the grants and terms of, any grants of stock options or other equity awarded under the Company’s stock option and other equity-based compensation plans, which may include (subject to the limitations provided by the Delaware General Corporation Law and the applicable plan) the delegation of authority to one or more of the Company’s executive officers or directors for purposes of issuing stock options or other equity awards to persons other than the (i) executive officers of the Company and (ii) such other senior officers of the Company as the Committee may deem appropriate;
 5. the review and approval of other compensation plans as the Committee deems appropriate;
 6. the general oversight of risks associated with the Company’s compensation policies and practices;
 7. the approval, and/or recommendation to the Board, of compensation for the members of the Board and each committee thereof;
 8. the periodic review and assessment of the adequacy of this Charter as conditions dictate; and

9. the performance of such other functions and such other powers as may be necessary or convenient in the efficient discharge of the foregoing, including without limitation as may be required by applicable laws, rules and regulations, Nasdaq, the Company's Certificate of Incorporation and Bylaws, or the Board.

IV. MEETINGS

The Committee will hold meetings, and may meet in executive session, as and when the Committee deems appropriate. The Committee may meet by telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and may take action by written consent. A majority of the members of the Committee, or a duly appointed subcommittee thereof, shall constitute a quorum.

V. INDEPENDENT ADVICE

The Committee may seek accounting, legal, recruitment or other expert advice from a source independent of management and shall have the authority to approve the fees and other retention terms for such experts. Without limiting the foregoing, the Committee has the express authority to retain and terminate any compensation consultant to be used to assist the Committee in its authorized endeavors, including sole authority to approve the consultant's fees and other retention terms.

VI. REPORTING

The chairperson shall report on the Committee's activities at Board meetings and periodically update the Board on material developments in the area of executive compensation and annually provide the required information regarding the Committee's report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and any other applicable laws, rules and regulations.

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