

HOLOGIC, INC.

CHARTER OF THE CORPORATE DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Corporate Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Hologic, Inc. (the “Company”) is appointed by the Board to assist the Board in the review and oversight of significant acquisitions, dispositions, mergers, and other similar strategic transactions (collectively “Strategic Transactions”), the acquisition or disposition of minority interests or similar investments in any other entities, joint ventures or businesses (“Investment Transactions”; collectively with Strategic Transactions, “Strategic and Investment Transactions”) and the Company’s financing policies and practices and capital structure (collectively “Financing Activities”), and such other matters of a strategic nature as may be delegated to it from time to time by the Board.

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 the members of the Committee shall be “independent” within the meaning of the rules of the Nasdaq Stock Market, or such other stock market on which the Company’s securities may be listed.

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.

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure that the Company is appropriately reviewing and evaluating the opportunities, risks and value to the Company of Strategic Transactions or Financing Activities that the Company is pursuing or considering. In furtherance thereof, the Committee will have and may exercise the power and authority to carry out the following responsibilities:

1. Review and evaluation of the Company’s Strategic and Investment Transaction and Financing Activity policies, plans and strategies.

2. Provide the Board with assistance in assessing the specific risks and issues involved in a Strategic or Investment Transaction or Financing Activity, and otherwise assist the Board in its review and oversight of such transactions.
3. Review and evaluation of terms and relevant transaction documentation for proposed specific Strategic and Investment Transactions and Financing Activities, including letters of intent, term sheets and similar preliminary documentation relating thereto, including to provide the Board with recommendations with respect thereto.
4. Review, authorize and approve Strategic and Investment Transactions valued at an amount not to exceed, for any particular Strategic or Investment Transaction, the amount authorized and directed by resolution of the Board from time to time.
5. The Committee shall be responsible for any other matters expressly delegated to it by the Board from time to time and may perform such other functions and have 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 and Nasdaq, the Company's Certificate of Incorporation and Bylaws, or by 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 such expert to be used to assist the Committee in evaluating potential Strategic Transactions, including sole authority to approve the expert'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 Strategic Transactions.

Date Last Revised: December 9, 2008