

**CHARTER OF THE  
SUCCESSION PLANNING COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
OPKO HEALTH, INC.**

**(Adopted June 20, 2019)**

There will be a committee of the Board of Directors (the “Board”) of OPKO Health, Inc. (the “Company”), which will be called the Succession Planning Committee.

**PURPOSE**

The purpose of the Succession Planning Committee is to assist the Board in the performance of its responsibilities relating to succession planning for the Chief Executive Officer (the “CEO”) and other members of senior management.

**MEMBERSHIP**

The Succession Planning Committee will be comprised of at least three members of the Board of Directors. The members of the Succession Planning Committee shall be appointed by the Board of Directors and may be removed by the Board of Directors in accordance with the Company’s bylaws. All members of the Succession Planning Committee shall meet the independence requirements of NASDAQ and all other applicable laws, rules and regulations governing director independence, as determined by the Board of Directors.

**MEETINGS**

Meetings of the Succession Planning Committee may be called by or at the request of the Board, the Chairman of the Board/CEO, or any two members of the Succession Planning Committee.

At least a majority of members of the Succession Planning Committee shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Succession Planning Committee members present and voting at any meeting at which a quorum is present shall be the act of the Succession Planning Committee. Action may be taken by the Succession Planning Committee without a meeting if all of the members of the Succession Planning Committee indicate their approval in writing (including by electronic mail).

**DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Succession Planning Committee are to:

1. Establish and review the overall succession planning process and philosophy of the Company, including emergency succession plans relating to the CEO and other members of senior management.
2. Develop Company goals and objectives relevant to succession planning for the CEO and other senior management roles.

3. In collaboration with the Chairman/CEO, develop a CEO candidate or senior management candidate profile and qualifications (including experience, competencies and personal characteristics) to meet the leadership needs of the Company, taking into account the Company's strategic plans as in effect from time to time.
4. Evaluate potential internal and external candidates for CEO and senior management positions.
5. Select or retain (as needed) appropriate consultants, including one or more executive search firms, and experts to provide independent advice to the Succession Planning Committee and the Board. The Succession Planning Committee shall have the authority to engage and approve such consultant and experts' fees.
6. Recommend to the Board one or more candidates for the positions of CEO and other senior management roles.
7. Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.
8. Exercise any other powers and carry out any other responsibilities that may be (i) delegated to the Succession Planning Committee by the Board of Directors from time to time, consistent with the Company's bylaws and applicable laws, and (ii) as required by the markets in which the Company's securities then trade of the Securities and Exchange Commission.

Notwithstanding the enumeration of specific functions and responsibilities herein, the Succession Planning Committee believes that its policies and procedures should remain flexible, in order to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Company and its shareholders.

#### **DELEGATION OF DUTIES**

The Succession Planning Committee shall be entitled to delegate any or all of its duties or responsibilities to a subcommittee of the Succession Planning Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, and applicable law and rules of markets in which the Company's securities then trade.