

VAREX IMAGING CORPORATION

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (“Committee”) of Varex Imaging Corporation (the “corporation”) is to:

- oversee the corporation’s accounting and financial reporting process and audits of financial statements;
- assist the Board in oversight and monitoring of (i) the integrity of the corporation’s financial statements, (ii) the corporation’s compliance with legal and regulatory requirements and the effectiveness of related compliance programs, (iii) the qualifications and independence of the public accounting firm engaged for the purpose of issuing an audit report or performing other audit review or attest services (“Independent Auditors”), (iv) the performance of the corporation’s internal audit function and of the Independent Auditors and (v) the principal risk exposures facing the corporation that are related to financial statements, legal, regulatory and other similar matters, as well as the corporation’s related mitigation efforts;
- review and approve the corporation’s foreign exchange exposure management policy, including but not limited to its entering into swaps thereunder, and the exemption of swaps from any execution and clearing requirements;
- prepare the audit committee report required by the Securities and Exchange Commission (the “SEC”) for inclusion in the corporation’s proxy statement;
- regularly report to the corporation’s Board the results of its monitoring and recommendations; and
- provide to the Board such additional information and materials as the Committee may determine is necessary to make the Board aware of significant financial or compliance matters requiring the Board’s attention.

The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time assign to the Committee.

MEMBERSHIP AND ORGANIZATION

The Committee shall be a standing committee of the Board, serve at the discretion of the Board, and be comprised of a minimum of three directors including a Chairperson. Each member of the Committee shall meet the independence and experience requirements under rules of the NASDAQ Global Select Market (“NASDAQ”) and the rules under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), shall be able to read and understand fundamental financial statements. No member of the Audit Committee shall have participated in the preparation of

the financial statements of the corporation in the past three years. Committee members shall not serve simultaneously on the audit committees of more than three other public companies without the approval of the full Board.

At least one Committee member shall qualify as an “audit committee financial expert” as defined in Regulation S-K under the Exchange Act.

In addition, if a Committee member ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Committee may continue until the earlier of the corporation’s next annual stockholders’ meeting or one year from the occurrence of the event that caused the failure to qualify as independent. If the corporation is not already relying on this provision, and falls out of compliance with the requirements regarding Committee composition due to a single vacancy on the Committee, then the corporation will have until the earlier of the next annual shareholders’ meeting or one year from the occurrence of the event that caused the failure to comply with this requirement. The corporation shall provide notice to NASDAQ immediately upon learning of the event or circumstance that caused the non-compliance, if it expects to rely on either of these provisions for a cure period.

The Committee shall meet as often as it deems necessary to discharge its functions, but not less than quarterly. The Committee will meet separately, at least quarterly, with the corporation’s (i) management, (ii) employees responsible for the internal audit function (or other personnel responsible for the corporation’s internal audit function) (“Internal Auditors”), (iii) Independent Auditors, (iv) head of regulatory assurance/quality assurance function, and (v) General Counsel or chief legal officer.

Members of the Committee shall receive fees, if any, for their service on the Committee as may be determined by the Board in its sole discretion, which fees may include retainers, per-meeting fees and special fees for service as the Chairperson of the Committee. Fees may be paid in such form of consideration as is determined by the Board, including cash, deferred payment (cash or stock), stock, stock options, phantom stock and common stock equivalents. Committee members may not receive any compensation from the corporation except the fees received for service as a director or member of any of the several committees of the Board.

The corporation shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of the compensation of the Independent Auditors, compensation to any advisor employed by the Committee pursuant to the authority granted by this Charter and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Each member of the Committee shall have one vote on any matter requiring action by the Committee.

FUNCTION AND RESPONSIBILITIES

The Committee’s duties, responsibilities and authority shall include:

Financial Oversight

1. Reviewing the adequacy of the corporation's system of internal controls, including review, prior to public disclosure, of management's annual report on internal control over financial reporting;
2. Appointing, compensating, retaining and overseeing the audit and non-audit services of the Independent Auditors (including resolving disagreements between management and the Independent Auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work (the Independent Auditors shall report directly to the Committee);
3. Pre-approving all audit services and non-audit services by the Independent Auditors permitted by law and SEC rules and/or establishing policies and procedures for such approval that comply with applicable law and SEC rules;
4. At least annually, obtaining and reviewing a report by the Independent Auditors describing: the audit firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the audit firm, and any steps taken to deal with such issues; and (to assess the Independent Auditors' independence) all relationships between the Independent Auditors and the corporation, considering whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. This evaluation should take into account the opinions of management and the Internal Auditors. It should also include reviewing and evaluating the lead partner of the Independent Auditors;
5. Reviewing and discussing with management and the Independent Auditors the annual audited financial statements and other financial information included in the corporation's Annual Report on Form 10-K, as well as the quarterly unaudited financial statements, including the corporation's proposed disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;"
6. Receiving all required reports (including the attestation report on internal controls) of the Independent Auditors prior to the filing of the corporation's Annual Report on Form 10-K, approving the audited financial statements, and recommending to the Board whether the audited financial statements should be included in the corporation's Annual Report on Form 10-K;
7. Reviewing major issues regarding accounting principles and financial statement presentations, including any significant changes in the corporation's selection or application of accounting principles, changes in accounting rules and pronouncements, and major issues as to the adequacy of the corporation's internal controls and any special audit steps adopted in light of material control deficiencies;
8. Reviewing analyses prepared by management and/or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative

GAAP methods on the financial statements;

9. Reviewing the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the corporation;
10. Discussing earnings press releases (including the type and presentation of information contained in press releases) as well as financial information and earnings guidance provided to analysts and rating agencies;
11. As appropriate, engaging independent counsel and other outside advisors, as the Committee determines necessary to carry out its duties;
12. With respect to areas of risk oversight delegated to the Committee, discussing with management in general and those responsible for the corporation's risk management activities in particular, management's assessment of the risk exposures of the corporation and the steps that management has taken to monitor and control such exposures, including and the corporation's risk assessment and risk management guidelines, policies and processes;
13. Reviewing and approving the corporation's foreign exchange exposure management policy (the "FX Policy"), including but not limited to its entering into swaps thereunder, at least annually and at each time the FX Policy is modified;
14. Reviewing and approving the corporation entering into swaps that are exempt from legal and regulatory requirements that swaps generally be executed on a board of trade or swap execution facility and be cleared by a central clearing counterparty, at least annually;
15. Reviewing with the Independent Auditors any audit problems or difficulties that the Independent Auditors encountered, including any restrictions on the scope of the Independent Auditors' activities or on access to requested information and management's response; Such review may include any accounting adjustments that were noted or proposed by the Independent Auditors but were "passed" (as immaterial or otherwise), any communications between the audit team and the Independent Auditors' national office respecting auditing or accounting issues presented by the engagement, and any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditors to the corporation, as well as discussion of the responsibilities, budget and staffing of the Internal Auditors;
16. Setting clear hiring policies with respect to employees or former employees of the Independent Auditors;
17. Reviewing the Independent Auditors' proposed audit scope, approach and independence;
18. Requesting from the Independent Auditors at least annually the written disclosure and letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the Independent Auditors' communications with the Committee concerning independence, discussing with the Independent Auditors its independence, and recommending that the Board take appropriate action, if necessary, to ensure the independence of the Independent Auditors;

19. Confirming that the proposed audit engagement team from the Independent Auditors satisfies applicable auditor rotation rules, including the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law;
20. Directing the corporation's Independent Auditors to review before filing with the SEC the corporation's interim financial statements included in the Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
21. Discussing with the corporation's Independent Auditors the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management;
22. Reviewing reports submitted to the Committee by the Independent Auditors in accordance with the applicable SEC requirements;
23. Prepare annually, and in accordance with Regulation S-K, the Audit Committee report required under the Exchange Act rules;

Regulatory Oversight

1. Reviewing the organization and organizational structure, and effectiveness of the corporation's compliance programs and practices;
2. Reviewing any material issues, complaints or investigations that arise relating to compliance by the corporation and its subsidiaries and their respective directors, officers and employees with the corporation's compliance policies and procedures;
3. Reviewing with management (a) any major legislative compliance and regulatory developments in such areas that may have significant impact on the corporation and (b) any correspondence with regulators or governmental agencies or published reports that raise material issues regarding the corporation's compliance with laws and regulations;

General

1. Providing reports to the Board as follows:
 - at least annually, a summary of the Committee's actions, examinations and recommendations consistent with the Committee's Charter
 - at least annually, a report concerning the Committee's conclusions with respect to the Independent Auditors; and
 - periodically and as appropriate, a summary of any issues that arise with respect to the quality or integrity of the corporation's financial statements, its compliance with legal or regulatory requirements, the performance and independence of the

Independent Auditors or the performance of the Internal Auditors.

2. Reviewing annually the Committee's Charter, structure, process and membership requirements from time to time;
3. Overseeing compliance with SEC requirements for disclosure of the Independent Auditors' services and the Committee members' qualifications and activities;
4. Establishing procedures for receiving, retaining and treating complaints received by the corporation regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
5. Conducting an evaluation of the Committee's own performance at least annually.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the Committee's responsibility to certify the corporation's financial statements or to guarantee the Independent Auditors' report. This is the responsibility of the corporation's management and its Independent Auditors.