

Mettler-Toledo International Inc. Audit Committee Charter

Purpose

The purpose of the Audit Committee of the Board of Directors is overseeing the accounting and financial reporting processes of the company and audits of the financial statements of the company and assisting Board oversight of:

- the integrity of the company's financial statements and the appropriateness of the company's accounting policies and procedures;
- the company's compliance with legal and regulatory requirements;
- the external auditor's qualifications and independence;
- the performance of the company's internal audit function and external auditor; and
- the sufficiency of the external auditor's review of the company's financial statements.

While the Audit Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Audit Committee to certify the company's financial statements or to guarantee the auditor's report.

The Audit Committee shall prepare an Audit Committee Report as required by Applicable Rules (defined below) to include with the company's annual proxy statement to shareholders.

Charter

The scope of the Committee's responsibilities and how it carries out those responsibilities, including structure, processes and membership requirements shall be set forth in this charter, which has been adopted and approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules, and regulations, including the applicable rules of the New York Stock Exchange (collectively, the "Applicable Rules"). The Committee shall review and reassess the adequacy of the charter and evaluate the Committee's performance and make any recommendations to the Board on an annual basis. A copy of the charter shall be included on the company's website.

Composition; Training

The Committee shall consist of at least three directors, all of whom shall have no relationship to the company that may interfere with the exercise of their independence from management and the company, as determined in accordance with Applicable Rules. Prospective members should evaluate the demands of serving on the Committee and the existing demands on their time before accepting. Each Committee member shall be financially literate as required by Applicable Rules or must become financially literate within a reasonable time after his or her appointment to the Committee. At least one Committee member must have accounting or related financial management expertise as defined by Applicable Rules, and if practical, one member should be a "financial expert". During the year, and when there are significant accounting developments, ongoing education and training will be provided to Committee members by management, the external auditors, or by third parties.

If a member serves on the audit committee of more than two other public companies, such member shall inform the Committee and the Committee shall recommend to the Board, and the Board shall determine, whether such simultaneous service would impair the ability of such member to effectively serve on the Committee. The company must disclose such Board determination in the annual proxy statement.

The Committee shall be appointed by the Board, and one Committee member shall be designated as the Chairman. The Board may remove a member at any time.

The Chief Financial Officer of the company shall be the member of management to serve in a liaison capacity with respect to the Committee.

The only compensation a Committee member may receive from the company shall be compensation determined by the Board in compliance with Applicable Rules.

At its discretion, the Committee shall have direct access to the external auditor, the General Counsel, the Controller, and any other employee of the company. All employees will be directed to cooperate with respect thereto as requested by members of the Committee. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties, and may, as appropriate, obtain outside advice and assistance from legal, accounting, and other advisors.

Written Affirmation

In the event the composition of the Committee should change, and in any event at least once a year, the company will provide the New York Stock Exchange written confirmation with respect to:

- any determination regarding the independence of a director made by the Board;
- the financial literacy of the Committee members;
- the determination that at least one of the Committee members has accounting or related financial management expertise; and
- the annual review and reassessment of the adequacy of the Committee charter.

and any other matter that may be required by Applicable Rules.

Meetings

The Committee will meet at least four times during each calendar year. Additional meetings may be called by the Chairman whenever circumstances warrant. In addition, the Committee will receive the company's financial results each quarter as well as a SAS 71 report from the external auditor. Management and the external auditor will communicate directly to the Committee any significant matters required to be discussed under SAS 61 each quarter.

Committee meetings will normally be attended by the Chief Financial Officer, the Secretary, and representatives of the external auditor. Other officers and employees of the company may be asked to attend by the Chairman. Non-committee members may be excused from all or any portion of a meeting at the request of the Chairman.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes of each meeting will be prepared by the Secretary and the Committee will report the results of its meetings to the Board.

Authority and Specific Duties

The Committee is granted the authority to perform each of the specific duties enumerated below:

External Auditor Retention

1. The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of the external auditor of the company. The Committee shall have the sole authority to retain and replace the company's external auditor, and it shall approve all audit engagement fees and terms and any significant non-audit relationships with the external auditor. The Committee is responsible for oversight of the resolution of disagreements between management and the auditor. The external auditor shall report directly to the Committee.
2. The Committee shall obtain annually from the external auditor a written list of all of their relationships with and professional services provided to the company and its related entities, as required by Public Company Accounting Oversight Board Rule 3526, *Communication with Audit Committees Concerning Independence*, other applicable standards and Applicable Rules, and review no less frequently than annually a report from the external auditor regarding (a) the external auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the external auditor, 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 external auditor, (c) any steps taken to deal with any such issues, and (d) all relationships between the external auditor and the company.
3. The Committee shall evaluate the qualifications, performance, and independence of the external auditor and the lead partner of the external audit team, including considering whether the external auditor's quality controls are adequate and whether the provision of non-audit services, if any, is compatible with maintaining the external auditor's independence.
4. With respect to qualifications, performance, and independence of the external auditor, the Committee should take into account the opinions of management and the internal auditors and take such additional actions as it deems appropriate to satisfy itself of the qualifications, performance, and independence of the company's external auditor. The Committee should present its conclusions with respect to the external auditor to the Board.
5. The Committee shall pre-approve all audit and non-audit services to be provided to the company by the external auditor as required and to the extent permissible under Applicable Rules. Such authority to pre-approve non-audit services may be delegated to one or more members of the Committee.
6. The Committee shall be responsible for overseeing the compliance by the company and the external auditor with the requirements approved by the Securities and Exchange Commission of the Public Company Accounting Oversight Board.

7. The Committee shall require the external auditor to rotate the lead audit partner and other members of the engagement team as required by the Applicable Rules at least every five years.

8. The Committee shall set clear hiring policies for any employees or former employees of the external auditor who may have been engaged on the company's account and take into account pressures that may exist on an auditor seeking a job with the company.

9. As considered appropriate by the Committee, the Committee shall discuss with the external auditor communications between the audit team and the auditor's national office respecting auditing or accounting issues presented by the engagement.

Independent Audit

10. The Committee shall review with the external auditor, and approve, prior to the beginning of their audit, the scope of their examination. The Committee's review should include an explanation from the external auditor of the factors considered by the auditors in determining the audit scope, including the major risk factors. The Committee shall confirm the examination is in accordance with U.S. generally accepted auditing standards, which includes the external auditor's consideration of internal controls.

11. The Committee shall inquire as to the extent to which external accountants other than the principal external auditor are used and understand the rationale for using them and the extent of the review of their work to be performed by the principal auditor.

12. The Committee shall timely obtain and review reports delivered to it from the external auditor in accordance with Applicable Rules.

13. The Committee shall discuss with the external auditor the matters required to be discussed by Statement on Auditing Standards No. 16 relating to the conduct of the audit, including:

- the adoption of, or changes to, the company's significant auditing and accounting principles and practices as suggested by the external auditor, internal auditors, or management;
- any material written communication between management and the external auditor, including any management or internal control letter issued or proposed by the external auditor and the company's response to that letter; and
- any accounting adjustments that were noted or proposed by the external auditor but that were not implemented.

14. The external auditor should confirm to the Committee that no limitations have been placed on the scope or nature of its audit procedures.

Disclosure and Financial Reporting

15. The Committee shall review, and discuss as appropriate with management and the external auditor, the company's financial information, including annual audited financial statements and disclosure on Form 10-K and the quarterly financial statements and disclosure on Form 10-Q, including disclosures included in the section of Management's Discussion and

Analysis of Financial Condition and Results of Operation, prior to announcement or filing, and obtain explanations from management for any significant variances from the prior periods. The Committee shall recommend whether the audited financial statements should be included in the company's annual report on Form 10-K.

16. The Committee shall meet with the company's external auditor in respect of any audit report by the external auditor, and periodically shall meet separately with the company's management, with internal audit staff, and with the external auditor, to discuss significant accounting and reporting principles, practices, and procedures applied by the company in preparing its financial statements, including without limitation:

- critical accounting policies, practices, and estimates, including without limitation, the existence and substance of any significant accounting accruals, reserves, or estimates that had a material impact on the financial statements;
- all alternative treatments of financial information within generally accepted accounting principles that have been discussed by the company's management and external auditor, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor;
- whether there were any significant financial reporting issues discussed during the period and, if so, how they were resolved and whether a second opinion was sought. Such discussion shall include the effects of alternative GAAP methods on the company's financial statements, and which GAAP methods are preferred by the external auditor;
- the substance of any significant litigation, contingencies, or claims that had, or may have, a significant impact on the financial statements;
- an explanation of changes in accounting principles and reporting standards that had, or may have, a significant effect on the financial statements;
- the open years on federal income tax returns and whether there are any significant items that have been, or are expected to be, disputed by the Internal Revenue Service or applicable taxing authorities and inquire as to the adequacy of any related tax accruals;
- the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures on the financial statements of the company;
- whether the external auditor experienced any difficulties during any audit and how management responded to such difficulties;
- significant issues as to the adequacy of the company's internal controls and any special audit steps adopted in light of material control deficiencies;
- whether there were any accounting or disclosure issues in any audit not resolved to the satisfaction of the external auditor;
- any concerns about the quality of the company's accounting personnel and the reporting policies and practices of the company;
- the types of information to be disclosed and presentations to be made with respect to any earnings press release (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance to be provided to analysts and ratings agencies;

- the company's guidelines and policies with respect to how it manages risk assessment and risk management and discuss any major financial risk exposures and the steps management has taken to monitor and control such exposures; and
- whether there are any matters (including matters affecting the independence of the external auditor) that should be discussed with the Committee that have not been raised or covered elsewhere.

Internal Controls / Internal Audit Function

17. The internal audit staff shall report functionally to the Committee and administratively to the Chief Financial Officer. The Committee shall discuss with the Chief Financial Officer, the internal audit staff, and the external auditor the internal audit function, budget, and staffing and any recommended changes in the planned scope of the internal audit function. The Committee shall have the authority to modify or supplement the internal audit plan.

18. The internal audit staff may at any time, at their option or on the direction of the Committee, report on any matter directly to the Committee.

19. The Committee shall periodically review the work and performance of the internal audit staff.

20. The Committee shall review on an annual basis significant internal control recommendations identified through the internal or external audit process and ensure that appropriate corrective actions are instituted.

21. The Committee shall receive on an annual basis confirmation from the General Counsel of the results of the senior management certification process regarding compliance with laws and regulations.

General Compliance Oversight

22. The Committee shall report to the Board on a regular basis regarding the matters for which it has oversight, including any issues that arise with respect to the quality or integrity of the company's financial statements, the company's compliance with legal or regulatory requirements, the performance and independence of the company's external auditors, or the performance of the internal audit function.

23. The Committee shall obtain from the external auditor assurance that it has complied with Section 10A of the Securities Exchange Act of 1934.

24. The Committee shall obtain reports from management and the company's external auditor as to whether the company and its related entities are in conformity with applicable legal and regulatory requirements and the company's code of conduct.

25. The Committee shall review disclosures of related party transactions. Disinterested members of the Committee shall review and approve all related party transactions between the company and officers and directors, or affiliates of officers or directors.

26. The Committee shall discuss with management and the company's external auditor correspondence with regulators or governmental agencies and employee complaints or published reports that raise material issues regarding the company's financial statements or accounting policies.

27. The Committee shall receive briefings on various financial operations on a continuing basis to expand each member's knowledge of the financial matters impacting the company.

28. The Committee shall investigate any other matter brought to the Committee's attention within the scope of its duties and retain outside professional advice for this purpose if, in the Committee's judgment, that is appropriate. In fulfilling this responsibility, the Committee shall establish procedures for:

- the receipt, retention, and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters; and
- the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters.

29. In advance of the company's annual shareholders meeting, prepare a written report of the Committee to be included in the company's annual proxy statement stating whether the Committee has:

- reviewed and discussed the audited financial statements with management;
- discussed with the external auditor matters required to be discussed by SAS 16 (as it may be modified or supplemented), including the provision of non-audit services and the determination that the provision of any such non-audit services does not adversely impact the external auditor's independence;
- received the written disclosures and letter from the external auditor as required by Public Company Accounting Oversight Board Rule 3526 (as it may be modified or supplemented) and discussed with the auditor the auditor's independence; and
- based on its review and discussions referred to above, recommended to the Board that the financial statements be included in the Annual Report on Form 10-K for the last fiscal year for filing with the Securities and Exchange Commission.

The report shall also contain all other information required by Applicable Rules.

30. The Committee shall have the authority to establish other rules and operating procedures in order to fulfill its obligations under this charter and Applicable Rules.

31. The Board shall act to ensure that the Committee is appropriately funded to carry out its duties in compliance with Applicable Rules, including with respect to providing for payment of auditors, advisors, and ordinary administrative expenses.

[Approved by the Board of Directors on: February 4, 2016]