

Adopted October 6, 2011

NEOGEN CORPORATION STOCK OPTION COMMITTEE CHARTER

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of Neogen Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of Neogen Corporation's corporate charter and By-Laws, it is not intended – nor should it be construed – to establish by its own force any legally binding obligations on the Board or committee members.

MEMBERSHIP

Appointment and Removal of Members – Members of the Committee will be appointed by approval of the Board of Directors.

Size of Committee - The Committee will consist of no fewer than two directors.

Qualifications of members – The Committee will be comprised entirely of independent directors.

Delegation of Responsibilities - The Committee may delegate any of its responsibilities to one or more subcommittees, each of which shall be composed of two or more members, as it may deem appropriate.

PURPOSE OF THE COMMITTEE

The purpose of the Committee shall be to assist the Board of Directors in discharging its overall responsibilities relating to equity compensation.

GOALS AND RESPONSIBILITIES

- The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The following shall be the principal duties and

responsibilities of the Committee and are set forth as a guide, with the understanding that the Committee may supplement them as appropriate:

On an annual basis, the Committee shall review the Company's equity compensation strategy and philosophy, and if, the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, changes in the Company's equity compensation strategy and philosophy and/or new, or the amendments of existing, equity compensation plans.

On an annual basis, the Committee shall review the Company's proposed equity compensation and approve the amount and date of that distribution.

The Committee shall have sole authority to retain, at the Company's expense, and terminate, a compensation consulting firm to assist in the evaluation of equity compensation, and any legal and other advisor that it deems necessary for the fulfillment of its responsibilities, including the sole authority to approve fees and other retention terms.

IN REGARD TO STRUCTURE AND OPERATIONS

The Board of Directors will appoint the Chair of the Committee.

The Committee will meet at such times as it determines to be necessary or appropriate, but no fewer than one time per year.

The Committee will report to the Board of Directors with regard to actions taken and recommendations that merit Board consideration.

In carrying out its responsibilities the Committee shall endeavor always to cooperate fully with the CEO and top management and, in addition, keep the CEO fully informed of its deliberations, actions, and proposed recommendations.