

NEOGEN CORPORATION GOVERNANCE COMMITTEE CHARTER

MEMBERSHIP

Size of Committee – The Committee will consist of no fewer than three directors.

Qualifications of members – The Committee will be comprised entirely of “independent” directors in accordance with the applicable requirements of Securities and Exchange Commission and the Nasdaq Stock Market.

Appointment and Removal of Members –The Chair of the Committee will be designated by the Neogen Board of Directors (the “Board”). Each member of the Committee will serve as deemed by the Board. Any vacancy on the Committee will be filled by a vote of the majority of the Board. Members can be removed by the vote of the majority of the Board.

PURPOSE OF THE COMMITTEE

The Committee exercises a leadership role in shaping the governance of the corporation and provides oversight and direction of Board function and operation.

The Committee also provides oversight of Chief Executive Officer (“CEO”) and senior management succession, human capital practices, and risk management, as well as certain oversight of and environmental, social, and governance matters.

RESPONSIBILITIES

To carry out its responsibilities the Committee:

Board Functioning and Operations

- In consultation with the CEO and Board Chair, recommends to the Board criteria for selecting new directors, identifies the qualifications that would be advantageous to the Board, recommends the size of the Board and the appropriate mix of inside and outside directors, and ensures director diversity.
- Identifies qualified director candidates and, as appropriate, recommends candidates to the Board for its approval and nomination. In assembling a pool of potential candidates from which to make recommendations, the Committee is committed to actively seeking out a diverse pool of candidates.
- When appropriate and at the direction of the Board, manages the CEO selection process and ultimately recommends one or more candidates for consideration by the Board.
- Develops and recommends to the Board a set of corporate governance guidelines applicable to the Company, reviews those guidelines annually, and, when appropriate, recommends to the Board changes in the guidelines.
- Reviews all Board Committee charters for appropriate distribution of responsibilities and oversight. Upon consultation with the CEO, recommends to the Board for its approval Committee assignments and Committee Chairs.

- Manages the annual self-evaluation process of the Board and each of the Committees.
- Annually assesses the effectiveness of the Governance Committee and recommends changes in the Committee's charter, its makeup, or anything else that would enhance its value to the Board and the Company.

Management Succession

- Manages the process the Board wishes to use in its annual evaluation of the CEO's performance.
- Reviews with the CEO, on a regular basis and at least annually, the Company's management succession processes, including a review of senior management succession.

Human Capital Practices

- Provides oversight and policy direction on employee satisfaction, equal opportunity, and, as appropriate, other human capital matters.

Risk Management

- Provides oversight and policy direction on risk management policies, programs, trends, and issues.
- Reviews, at least annually, the Company's risk management policies and programs, and reports the Committee's findings to the Board.
- Works with the Audit Committee to monitor risks that could have a material effect on the Company.

Environmental, Social, and Governance

- Provides oversight and policy direction on environmental, social, and governance matters, as well as health and safety policies and practices.
- Refers to the Audit Committee any environmental, social, governance, or compliance matters that could have a material financial effect on the Company.

COMMITTEE STRUCTURE AND OPERATIONS

The Committee meets at such times as it determines to be necessary or appropriate, but no fewer than three times per year. The Committee reports regularly to the Board of Directors with regard to actions taken and recommendations that merit Board consideration.

In carrying out its responsibilities, the Committee cooperates with the CEO and senior management and, in addition, keeps the CEO fully informed of its deliberations, actions, and proposed recommendations.

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