



NEOGEN CORPORATION BOARD OF DIRECTORS GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

ORGANIZATION

Size of Committee – The Governance and Sustainability Committee (the “Committee”) will consist of no fewer than three directors of the Board of Directors (the “Board”).

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 Board. Each member of the Committee will serve for such term or terms as determined by the Board or until their earlier resignation, removal, or death. Any vacancy on the Committee will be filled by a vote of the majority of the Board. Members can only 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 Company and provides oversight and direction of Board function and operation, including (i) Board organization, membership, function, and performance, (ii) nomination of persons for election as directors, (iii) Board committee structure and membership, (iv) corporate governance and the Corporate Governance Guidelines, (v) director development and succession planning, (vi) enterprise risk management (including cybersecurity), and (vii) matters of significance to stockholders and other stakeholders relating to corporate governance, corporate responsibility, and environmental/sustainability and social matters.

RESPONSIBILITIES

The responsibilities of the Committee include the following, in addition to other such responsibilities as may be delegated to the Committee from time to time by the Board:

Board Functioning and Operations

- In consultation with the Chief Executive Officer (“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 in compliance with NASDAQ’s Board Diversity Rules.
- 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.
- Develops and maintains a succession planning process for the directors and Board Chair.
- Reviews, evaluates, and administers tenure, resignation, and retirement guidelines and matters of the directors.



- Reviews and carefully considers director candidates recommended by stockholders.
- Reviews any potential service by directors or corporate officers on for-profit public or private company boards to ensure compliance with the procedures set forth in the Company's Corporate Governance Guidelines.
- Examines and, if appropriate, recommends management of actual and potential conflicts of interest a director may have.
- Oversees and coordinates with management regarding director education and orientation of new directors.
- 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.

Enterprise 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.
- Reviews on a periodic basis the Company's enterprise cybersecurity strategy and framework, including the Company's assessment and management of cybersecurity threats and risk, data security programs, applicable laws and regulators, and the Company's management and mitigation of cybersecurity and information technology risks and potential breach incidents, including data breach incident response plan.
- Reviews any significant cybersecurity incident that occurs.
- Works with the Audit Committee to monitor risks that could have a material effect on the Company.

Chief Executive Officer Selection, Succession Planning, and Performance

- Leads CEO selection process and recommends CEO candidates to the Board for approval.
- Recommends to the Board for its approval a succession plan for the Chief Executive officer; such plan developed by management and approved by the Committee.
- Reviews the succession plan and programs created and maintained by management for the development of CEO successors.
- Reviews the performance of the CEO against annual financial and non-financial objectives established by the Board in consultation with the Committee.

Environmental, Social, and Governance

- Provides oversight and policy direction on the Company's key strategies, programs, practices, risks, and opportunities relating to environmental, social, and governance matters, as well as health and safety policies and practices. For clarity, human capital and talent matters are



reviewed by the [Human Resources & Compensation Committee].

- Refers to the Audit Committee any environmental, social, governance, or compliance matters that could have a material financial effect on the Company.
- Periodically reviews the Company's key strategies, policies, programs, practices, risks and opportunities relating to environmental/sustainability and social matters (which may include those relating to climate change, environmental sustainability, supply chain, human rights, community and government relations and charitable and political contributions), other than human capital and talent matters that are reviewed by the Compensation and Talent Committee and any other matters reviewed by another Board committee pursuant to the terms of its charter.
- Periodically review the Company's significant disclosures relating to environmental, social and governance (ESG) matters, other than ESG disclosures included in periodic reports reviewed by the Audit Committee, and report the results of such review to the Board (which has overall oversight with respect to ESG matters).

The foregoing list of duties is not exhaustive and the Committee can, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. However, in delegating authority, it will not absolve itself from the responsibilities it bears under the terms of this Charter.

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.