



CHARTER OF THE GOVERNANCE AND SUSTAINABILITY COMMITTEE OF THE NEOGEN CORPORATION BOARD OF DIRECTORS

Purpose

The primary purposes of the Governance and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Neogen Corporation (the “Company”) are to exercise a leadership role in shaping the governance of the Company and to provide oversight and direction of Board function and operation, including (1) Board organization, membership, function, and performance, (2) nomination of persons for election as directors, (3) Board committee structure and membership, (4) corporate governance and the Corporate Governance Guidelines, (5) director development and succession planning, and (6) matters of significance to shareholders and other stakeholders relating to corporate governance, corporate responsibility, and environmental/sustainability and social matters.

Committee Membership

The Committee shall be comprised of three or more members of the Board, each of whom must qualify as an independent director under the listing standards of the Nasdaq, the Securities Exchange Act of 1934, and the rules and regulations of the SEC (collectively, the “Applicable Standards”).

The members of the Committee shall be nominated by the Committee and appointed by the Board. Each member shall serve until his or her successor is duly appointed and qualified, or until such member's earlier death, resignation, disqualification, or removal from the Committee by the Board. The Board may remove any member of the Committee at any time, with or without cause. The Committee shall recommend, and the Board shall designate, one member of the Committee as Chair.

Committee Meetings and Procedures

Meetings of the Committee shall be subject to the Committee procedure rules set forth in the Company's Bylaws, rules established by the Board, and its own rules of procedure, which shall be consistent with those Bylaws and the following:

1. The Committee shall meet at least two (2) times per year and more frequently as may be necessary to accomplish its objectives and responsibilities.
2. Following each of its meetings, the Committee shall deliver a report (oral or written) on the meeting to the Board, including a description of actions taken by the Committee.
3. Minutes will be prepared for each meeting and will be maintained as a part of the Company's corporate records.
4. At least annually, the Committee will review this Charter and recommend any amendments to the Board for approval.



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:

Specific Governance Matters

- In consultation with the Chief Executive Officer ("CEO") and Board Chair, recommend to the Board criteria for selecting new directors, identify the qualifications that would be advantageous to the Board, and recommend the size of the Board and the appropriate mix of inside and outside directors.
- Identify qualified director candidates and, as appropriate, recommend candidates to the Board for its approval and nomination.
- Develop and maintain a succession planning process for the directors and Board Chair.
- 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 in consultation with the Compensation & Talent Management Committee.
- Annually, in consultation with the Compensation & Talent Management Committee, review and evaluate the performance of the CEO against the pre-established financial and/or non-financial goals, objectives, and performance criteria established for the CEO by the Board.
- Annually review whether each director meets the independence requirements of the Applicable Standards, and any additional requirements imposed by the charter of any Board committee on which such director serves, with respect to such director's service on the Board and each Board committee on which such director serves.
- Review, evaluate, and administer tenure, resignation, and retirement guidelines for directors.
- Review and carefully consider director candidates recommended by shareholders, under the same criteria as used for director candidates identified by the Committee.
- Periodically review the appropriate structure for the Company's separation of the positions of the Company's Chair of the Board and CEO and the advisability of the appointment of a lead independent director and make any recommendations for changes to the Board.
- Review 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.
- Examine and, if appropriate, recommend management of actual and potential conflicts of interest a director may have.
- Oversee and coordinate with management regarding director education and orientation of new directors.
- Annually review the Company's Corporate Governance Guidelines and, as appropriate, recommend changes to the Board.
- Periodically review the Company's Code of Business Conduct & Ethics and, as appropriate, recommend changes to the Board.
- Oversee the Company's shareholder engagement program as it relates to corporate governance matters and consider shareholder feedback in making governance recommendations to the Board.



- For the purpose of promoting and protecting the interests of shareholders, periodically review and report to the Board on the current shareholder activism landscape relevant to the Company and its industry, the Company's potential vulnerabilities to shareholder activism, and the Company's preparedness and response posture for potential activist approaches.
- Review all Board committee charters for appropriate distribution of responsibilities and oversight.
- Upon consultation with the CEO, recommend to the Board for its approval committee assignments and committee chairs.
- Manage the annual self-evaluation process of the Board and each of the Board committees.
- Annually assess the effectiveness of the Committee and recommend any changes in its composition or function that may enhance its value to the Board and the Company.

Environmental, Sustainability, Social, and Governance

- Provides oversight and policy direction on the Company's key strategies, programs, practices, risks, and opportunities relating to environmental, sustainability, social, and governance matters, as well as health and safety policies and practices. For clarity, human capital and talent matters are reviewed by the Compensation and Talent Management Committee.
- Refers to the Audit Committee any environmental, sustainability, 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, social, and governance 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 Management 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, sustainability, social and governance matters, other than such 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 such 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.

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