



NEOGEN CORPORATION BOARD OF DIRECTORS COMPENSATION AND TALENT MANAGEMENT COMMITTEE CHARTER

STATUS

The Compensation and Talent Management Committee (the “Committee”) is a committee of the Board of Directors.

MEMBERSHIP

Size of the 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: Committee Members and the Committee Chair will be designated by at least a majority vote of the full Board upon recommendation of the Governance Committee. 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 on the recommendation of the Governance Committee. The Board may remove members of the Committee from such committee, with or without cause. Members can only be removed by the vote of the majority of the Board.

PURPOSE

The primary purpose of the Compensation and Talent Management Committee is to assist the Board of Directors in fulfilling its responsibilities to oversee matters relating to (i) the Company’s compensation philosophy, (ii) compensation of the Company’s Chief Executive Officer and “Corporate Officers” (defined as those at the Senior Vice President (SVP) level or higher who report directly to the Chief Executive Officer), (ii) review succession planning for the Corporate Officers; (iv) oversee the funding and administration of the Company’s incentive compensation plans; (v) oversee the Company’s key talent management strategies.



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:

- Approve and periodically review the Company's compensation philosophy.
- Review and approve the Company's peer companies for the purpose of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.
- Recommend the Chief Executive Officers' salary, bonus, equity compensation and other compensation and benefits to the Board for approval. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
- Annually review and approve the compensation for Corporate Officers.
- Regularly review the Company's established compensation policies and programs and, as appropriate, recommend changes to the Board for adoption.
- Review and approve the Company's stock ownership and retention guidelines for Corporate Officers and directors, and annually review compliance by Corporate Officers and directors with such guidelines.
- Recommend to the Board an appropriate compensation package for outside directors.
- Periodically review the Company's key talent management strategies, including those relating to talent acquisition, talent development, retention, and diversity, equity, and inclusion.
- Make recommendations to the Board with respect to the adoption and amendment of cash-based and equity-based compensation plans.
- Annually review and evaluate succession plans for the Corporate Officers.
- Review the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement (or other appropriate filing with the SEC).
- Provides oversight on the Company's key strategies, programs, practices, risks, and opportunities relating to the "social factor" of environmental, social, and governance matters, as it pertains to human capital and talent matters.
- Annually assess the effectiveness of the Compensation and Talent Committee and recommend changes in the Committee's charter, its makeup, or anything else that would enhance its value to the Board and the Company.

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.



STRUCTURE AND OPERATIONS

The Committee will ask members of management or others to attend the meeting and provide pertinent information as necessary.

A representative of management will support the Committee chairman in preparation of meeting agendas, background materials, etc. and in providing such information to Committee members in a timely way.

If requested, a representative of management will ensure that officers or other employees of the Company are available to the Committee when it wishes to consider and deliberate a particular issue.

The Committee will keep such records of its meetings as it deems appropriate and will report the results of its meetings regularly to the Board.

OUTSIDE ADVISORS

The Committee has the sole discretion to retain or obtain the advice of a compensation consultant, legal counsel, or other adviser, and has the direct responsibility for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, or other adviser it may retain to assist in fulfilling the Committee's responsibilities. It is the Company's responsibility to provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel, or any other adviser retained by the Compensation Committee.

The Committee will not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsel or other advisors, and the authority granted in this Charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.