

## CHARTER OF THE STOCK OPTION COMMITTEE

### NEOGEN CORPORATION

*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, including that of the Company's executive officers, and approve the amount and date of that distribution. During this review and any deliberations or voting on his equity compensation, the CEO may not be present.

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.

The Stock Option Committee may select, or receive advice from, an outside compensation consultant, legal counsel or other adviser to the Committee, only after taking into consideration the following six factors:

- i. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- ii. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- iii. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- iv. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the stock option committee;
- v. any stock or the Company owned by the compensation consultant, legal counsel or other adviser; and
- vi. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Stock Option Committee may select, or receive advice from, any compensation adviser they prefer, including ones that are not independent, after considering the six independence factors outlined above.

## **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 cooperation with the Governance Committee, the Committee will annually review this charter and submit appropriate change recommendations to the Board of Directors.

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.

Approved by the Board of Directors November 2014