

Adopted January 20, 2011

## NEOGEN CORPORATION GOVERNANCE COMMITTEE CHARTER

*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

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.

Appointment and Removal of Members – By approval of the Board of Directors.

### PURPOSE OF THE COMMITTEE

The Committee shall take a leadership role in shaping the governance of the corporation, and it shall provide oversight and direction with respect to the functioning and operation of the Board of Directors.

The Committee shall also provide oversight on management succession, human resources practices, risk management, and environmental, health and safety issues.

### GOALS AND RESPONSIBILITIES

To carry out its responsibilities the Committee will:

In Regard to Board of Directors Functioning and Operations:

1. After consultation with the Chief Executive Officer, recommend to the Board of Directors criteria for selecting new directors; the enumeration of skills that would be advantageous to add to the Board; the appropriate mix of inside and outside directors; ethnicity and gender of directors; and size of the Board.
2. Identify persons qualified to become directors, and as appropriate recommend candidates to the Board for its approval.
3. When appropriate, and at the direction of the Board of Directors, manage the CEO selection process, and ultimately recommend one or more candidates for consideration by the Board.

4. Develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Company, review those guidelines annually, and when appropriate recommend to the Board changes in the guidelines.
5. Review the charters of all Board committees for appropriate distribution of responsibilities and oversight of issues. Upon consultation with the CEO, recommend to the Board of Directors for its approval committee assignments and committee chairmanships.
6. Manage the process of the annual self-evaluation of the Board of Directors and each of the committees.
7. Assess annually the effectiveness of the Governance Committee and recommend changes in the Committee's charter, its makeup, or anything else that would enhance its value to the Board and the CEO.

#### On Management Succession

1. If requested by the Board of Directors, manage the process the Board wishes to use in its annual evaluation of the CEO's performance.
2. Review with the CEO, on a regular basis and at least annually, the Company's management succession processes. This shall include a review of the management succession status of all major executive positions.

#### On Human Resources Practices

1. Provide oversight and policy direction on employee satisfaction, equal opportunity, and as appropriate, other human resource issues.

#### On Risk Management

1. Provide oversight and policy direction on risk management policies, programs, trends and issues.
2. Review, at least annually, the Company's risk management policies and programs, and report the Committee's findings to the Board.
3. Work with the Audit Committee regarding monitoring of risk and any risk issues that could have a material effect on the Company.

On Environmental, Health and Safety

1. Provide oversight and policy direction on environmental, health and safety policies and practices.
2. Refer to the Audit Committee any environmental compliance issues that could have a material financial effect on the Company.

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 three times per year.

The Committee will report regularly to the Board of Directors with regard to actions taken and recommendations that merit Board consideration.

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.