

INOTIV, INC.
AUDIT COMMITTEE CHARTER

Revised January 15, 2025

Purpose

The Audit Committee (the “Committee”) oversees the accounting and financial reporting processes of Inotiv, Inc. (the “Company”) and the audits of the Company’s financial statements. In that regard, the Committee assists the Board of Directors (the “Board”) in monitoring (1) the integrity of the Company’s financial statements and the financial reporting process, (2) the independent auditor’s qualifications, independence and performance, (3) the Company’s internal control over financial reporting, and (4) the Company’s cybersecurity, information technology and data security risks.

Committee Membership

The Committee shall be appointed by the Board and shall comprise at least three directors. Each Committee member shall meet the requirements of the Nasdaq listing standards, and federal laws and regulations, with respect to audit committees, as applicable from time to time. No member may serve on the audit committees of more than three public companies (including the Company), unless the Board affirmatively determines that the director will be able to devote sufficient time and attention to the business of the Committee.

All Committee members shall be financially literate, and at least one Committee member shall satisfy the additional experience requirement of Nasdaq and at least one Committee member shall meet the definition of “audit committee financial expert” set forth in the rules and regulations of the Securities and Exchange Commission (the “SEC”). The Board will designate a Chairperson for the Committee. The Committee may form and delegate authority to subcommittees if and when appropriate.

Meetings

The Committee will meet at least quarterly each year, and more frequently, when and where the Committee deems necessary or appropriate. The majority of the members of the Committee shall constitute a quorum. The Committee will meet separately, at least quarterly, with the independent auditor and senior management to discuss any matters that they wish to bring to the Committee’s attention or that the Committee wishes to bring to their attention. The Committee shall report to the Board with respect to its meetings and other activities, including any significant issues that arise regarding the quality or integrity of the Company’s financial statements, the Company’s compliance with legal or regulatory requirements

related to financial performance or the performance and independence of the Company's independent auditor.

Committee Authority and Responsibilities

The primary responsibility of the Committee is to oversee the Company's accounting and financial reporting processes and the audits of the Company's financial statements. Management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing those financial statements. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, to best react to changing conditions and circumstances. The Committee should take the appropriate actions to set the overall corporate "tone at the top" for quality financial reporting, sound business risk practices, and ethical behavior. The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The Committee may perform such other duties and responsibilities as are consistent with its purpose and as the Board or the Committee deems appropriate.

1. Independent Auditor

- a. The Committee shall have a clear understanding with management and the independent auditor that the independent auditor is ultimately accountable to the Committee and the Board.
- b. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company or related work. The independent auditor shall report directly to the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company.
- c. The Committee shall evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. This process will include the Committee's receipt and review of a report from the independent auditor at least annually describing the independent auditor's internal quality-control procedures, and any material issues raised by the most recent internal quality-control review or peer review of the independent auditor, or by inspections by the Public Company Accounting Oversight Board ("PCAOB") of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years,

respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues.

- d. The Committee shall obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company. It is the responsibility of the Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for purposes of taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.
- e. The Committee will evaluate the performance of the Company's independent auditor, including the audit engagement team, each year and determine whether to reengage the current independent auditor or consider other audit firms. In doing so, the Committee will consider the quality and efficiency of the services provided by the auditor, the auditor's technical expertise and knowledge of the Company's operations and industry, and any other applicable factors the Committee deems appropriate. As a matter of good corporate governance, the Committee shall submit its selection of the independent auditor to the Company's shareholders for ratification. If the shareholders do not ratify the appointment of the independent auditor, the Committee will reconsider the appointment. The Committee will ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

2. Audit Services; Permissible Not-Audit Services; Pre-Approval

The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis exception for non-audit services described in the Securities Exchange Act of 1934, as amended. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting. The Committee may adopt and shall oversee any policies relating to the pre-approval of audit and non-audit services.

3. Financial Statement and Disclosure Matters

- a. The Committee shall review and discuss with management and the independent auditor before the filing of each of the Company's Quarterly Reports on Form 10-Q the quarterly financial statements, the Company's disclosures in Management's Discussion and Analysis of Financial

Condition and Results of Operations and the results of the independent auditor's review of the quarterly financial statements.

- b. The Committee shall review and discuss with management and the independent auditor the financial statements to be included in the Company's Annual Report on Form 10-K. As part of this review, the Committee will consider the clarity of the disclosures in the financial statements and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, including critical accounting policies. The Committee will discuss with the independent auditor the matters required to be discussed by applicable auditing standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management. Based on its reviews, the Committee will make a recommendation to the Board as to whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
- c. The Committee will discuss the Company's policies and procedures with respect to earnings releases and also review financial information included in releases and any earnings guidance provided.
- d. The Committee will discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
- e. The Committee will review and discuss quarterly reports from the independent auditors on: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within U.S. generally accepted accounting principles (GAAP) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences
- f. The Committee will review and discuss management's use of non-GAAP measures and metrics (including any key performance indicators), and in particular how these measures are used to evaluate performance, whether they are consistently prepared and presented and what the Company's disclosure controls and procedures relating to these are. Such discussion may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

4. Risk Oversight

The Committee will oversee risks related to the Company's financial statements, the financial reporting process, and accounting matters. The Committee will periodically receive reports on and

discuss governance of the Company's risk management process and will review significant risks and exposures identified to the Committee by management or the independent auditor (whether financial, operating or otherwise), and management's steps to address them. In connection with its oversight of these matters, the Committee members may meet separately with the Company's legal counsel and representatives of the independent auditor.

5. *Internal Controls*

The Committee will review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting. The Committee will review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls. The Committee will review and discuss with management (including the senior internal audit executive, if any) and the independent auditor the Company's internal controls report and the independent auditor's attestation report, if applicable, prior to the filing of the Company's Form 10-K.

6. *Disclosure Controls and Procedures*

The Committee will review and discuss the Company's disclosure controls and procedures, and the assessments of such controls and procedures by the Chief Executive Officer and Chief Financial Officer.

7. *Related Person Transactions*

The Committee will review and administer the Company's related persons transactions policy and all related party transactions.

8. *Complaint Procedures*

The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters,

and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

9. *Cybersecurity*

The Committee shall oversee, review, and discuss with management, and report to the Board the Company's cybersecurity, information technology and data security risks and threats; the potential impact of those risks and threats on the Company's business, operations, and reputation; and management's processes, procedures and actions to identify, assess, monitor, mitigate and remediate such risks and threats.

10. *Report for Inclusion in Proxy Statement*

The Committee shall review and approve the report that SEC rules require to be included in the Company's annual proxy statement.

11. *Hiring of Auditor Personnel*

The Committee shall set clear policies for the Company's hiring of employees or former employees of the independent auditor.

12. *Charter*

The Committee shall at least annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

13. *Annual Performance Evaluation*

The Committee shall annually evaluate its own performance.

14. *Investigative Authority*

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

15. Other Advisors and Funding

The Committee shall have the authority to retain outside counsel, accountants, experts and other advisors, as it deems appropriate, to assist the Committee in performing its functions. The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such outside counsel, accountants, experts and other advisors.

The Company must provide for appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.