

INOTIV, INC.
NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER
Revised January 15, 2025

Purpose

The Nominating/Corporate Governance Committee (“Committee”) is appointed by the Board of Directors (the “Board”) of Inotiv, Inc. (the “Company”) to, among other matters, (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders; (2) oversee matters of corporate governance, including recommending to the Board Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the Board’s performance and succession planning; (4) recommend to the Board directors for each committee (5) oversee the compliance by the Company with certain legal and regulatory requirements; and (6) oversee the Company’s ethics programs as established by management and the Board, including the Company’s Code of Business Conduct and Ethics.

Composition

The membership of the Committee shall consist of at least three directors who shall be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment, and shall meet the independence requirements of the Nasdaq Stock Market and any other applicable laws or regulations.

The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

Meetings

The Committee shall meet at least annually, or more frequently as circumstances dictate.

Responsibilities

The Committee shall have the following authority and responsibilities:

- Oversee the search for qualified individuals to serve on the Board of Directors, including identifying any specific needs in terms of industry or professional background, or independence standards, for nominees. The Committee will recommend to the Board the nominees for election to the Board at each annual meeting of shareholders and to fill any vacancy on the Board. The Committee will base its recommendation on criteria that it believes will provide a broad perspective and depth of experience in the Board of Directors. In general, when considering nominees (including those recommended by shareholders), the Committee will consider the candidate's experience in areas central to the Company, such as science, business, finance, legal and regulatory compliance, as well as considering the candidate's personal qualities and accomplishments.
- Evaluate the re-nomination and continuing service of incumbent directors, as impacted by factors including retirement, changes in principal employment or primary occupation, conflicts of interest and attendance.
- Oversee the administration of the Board of Directors, including, at least annually, review and recommend the appointment of directors to committees of the Board, including the Chairperson of each committee, monitor and review the functions of the committees, and review and advise the Board concerning the directors' compensation and benefits.
- Recommend to the Board the Chairperson of the Board or lead independent director, as appropriate. Assess from time to time the effectiveness of the Board's leadership structure and recommend to the Board any proposed changes to such structure.
- Oversee the self-evaluations of the Board and its committees.
- Annually, or more frequently as appropriate, review the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- Oversee the Company's ethical compliance programs, including the Company's Code of Business Conduct and Ethics, and annually, or more frequently as appropriate, review the adequacy of the Code and recommend any proposed changes to the Board for approval.
- Oversee the Company's compliance with legal and regulatory requirements, other than matters regarding financial compliance (which are subject to oversight of the Audit Committee), including reviewing and approving the structure, operation and efficacy of the Company's legal and regulatory compliance program, including the adequacy of the organization, responsibilities,

plans, results, budget, membership, staffing and operations of the Company's compliance function.

- Review and discuss any correspondence with regulators or governmental agencies which raise issues regarding the Company's compliance with legal and regulatory requirements related to the Company's business activities.
- Discuss with counsel or other advisors matters that may have a material impact on the Company's non-financial compliance policies and procedures.
- Oversee the Company's programs, policies and practices relating to corporate responsibility and sustainability, including environmental, social and governance (ESG) matters.
- Annually, or more frequently as it deems appropriate, review or lead the review of the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer, which may be done in concert with the Compensation Committee.
- Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
- Have the authority, in its sole discretion, to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other terms and conditions of the search firm's retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or other advisor retained by the Committee.
- Regularly report to the Board regarding the activities of the Committee.
- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
- Annually evaluate the Committee's performance.
- Form and delegate authority to subcommittees when appropriate.