

**MERIDIAN BIOSCIENCE, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**AS APPROVED ON NOVEMBER 7, 2018**

This Charter has been adopted by the Board of Directors of Meridian Bioscience, Inc. and may be modified by the Board from time to time. The Committee shall consist of a minimum of two directors who shall be appointed and removed by the Board of Directors. The members of the Committee shall serve for such term or terms as the Board may determine or until the earlier of their resignation or death (Best Practice). The Board may remove any member from the Committee at any time with or without cause (Best Practice). All members of the Committee shall be independent as defined by Meridian's Director Independence Standards and shall satisfy standards of independence prescribed by The Nasdaq Stock Market and federal and state law (5605-5(e)(1)(B) NASDAQ Listing Rules). The Board shall designate a member of the Committee as the Chairperson (Best Practice). The Committee is authorized to engage, retain and terminate advisors, consultants and search firms in connection with the performance of its duties (Best Practice). The Committee shall set the compensation and oversee the work of its advisors, consultants and search firms (Best Practice). The Committee shall receive appropriate funding from Meridian, as determined by the Committee in its capacity as a committee of the Board, for the payment of such compensation (Best Practice). The advisors, consultants and search firms retained by the Committee shall be independent as determined in the discretion of the Committee (Best Practice). The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities (Best Practice). The Committee is governed by the rules regarding meetings set forth in Meridian's Amended and Restated Code of Regulations as in effect from time to time (Best Practice). The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion (Best Practice). The following are the purposes, duties and responsibilities of the Committee:

1. To review and make recommendations to the Board with respect to the organization, structure, size and composition of the Board, including its leadership structure (Best Practice);

2. To identify qualified nominees for the Board and determine the particular nominees who will be nominated by the Company for annual election to the Board, including, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates (5605-5(e)(1)(B) NASDAQ Listing Rules; Best Practice). If there is a vacancy in any director's seat, whether through an increase in the size of the Board or otherwise, the Committee shall recommend to the Board of Directors a nominee to fill such vacancy (5605-5(e)(1)(B) NASDAQ Listing Rules);

3. To review any director resignations, and evaluate and recommend to the Board whether such resignation should be accepted (Best Practice);

4. In nominating individuals as directors, the Committee shall take into account, among other factors which it may deem appropriate, the judgments, skill, diversity, business

experience and needs of the Board as its function relates to the business of the Company (Nasdaq Listing Rule 5605(e)(2); Best Practice);

5. The Committee shall consider candidates proposed by management and stockholders pursuant to the applicable procedures set forth in Meridian's Corporate Governance Guidelines, as well as by its own members (Nasdaq Listing Rule 5605(e)(2); SEC Rules);

6. To identify Board members qualified to fill vacancies on Committees of the Board taking into account requirements of The Nasdaq Stock Market, federal and state law and the suitability of persons for particular Committee assignments and any other factors deemed appropriate by the Committee (Nasdaq Listing Rule 5605(b)-(e));

7. To monitor and recommend the structure and functions of the various Committees of the Board, as well as the appointment and removal of Committee members (Best Practice);

8. To consider matters of corporate governance, including identifying best practices, and to establish and review, periodically, any corporate governance principles implemented by the Board or the Company and any documents, policies and procedures adopted under such principles, or any applicable listing standards or laws (SEC Rules; Best Practice);

9. To review and discuss with management disclosure of Meridian's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that disclosure be included in Meridian's proxy statement or annual report on Form 10-K, as applicable (Item 407, Regulation S-K).

10. To review this Charter periodically and recommend any proposed changes to the Board (Best Practice);

11. To oversee the annual evaluation of the Board of Directors and Board Committees and report the results thereof to the full Board (SEC Rules; Best Practice);

12. To develop and oversee an orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary (Best Practice); and

13. To enact policies and procedures as necessary or advisable from time to time with respect to any of the above-referenced purposes, duties and responsibilities, as well as to conduct performance evaluations of the Committee in the Committee's discretion (Best Practice).

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