



3471 River Hills Drive  
Cincinnati, Ohio 45244  
[www.meridianbioscience.com](http://www.meridianbioscience.com)

**Notice of Annual Meeting of Shareholders  
and Proxy Statement**

Dear Shareholders:

On behalf of the Board of Directors, I invite you to attend our Annual Meeting of Shareholders on January 29, 2020 at 2:00 p.m. Eastern Time. This year's Annual Meeting will be conducted as a virtual meeting of shareholders, a format that we believe will provide expanded access, improved communication and cost savings to our shareholders and the Company. You will be able to attend the Annual Meeting online, vote your shares electronically and submit your questions during the Annual Meeting by visiting [www.virtualshareholdermeeting.com/VIVO2020](http://www.virtualshareholdermeeting.com/VIVO2020). **There will not be a physical meeting location and you will not be able to attend the Annual Meeting in person.**

This booklet includes the formal notice of the meeting and the proxy statement. The proxy statement tells you more about the agenda and procedures for the meeting. It also describes how the Board operates and gives personal information about our director candidates.

Pursuant to the Securities and Exchange Commission rule allowing companies to furnish proxy materials to shareholders over the internet, a Notice of Internet Availability of Proxy Materials (the "Notice") was sent to shareholders on or about December 18, 2019. The Notice contains information on how to access copies of the proxy materials and vote your shares.

Whether or not you plan to attend the meeting, please cast your proxy vote promptly, either online, over the phone or by returning your signed and dated proxy card in the enclosed envelope.

Sincerely yours,

/s/ David C. Phillips

David C. Phillips  
Chairman of the Board

December 18, 2019





**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING TO BE HELD ON JANUARY 29, 2020**

**Date:** January 29, 2020

**Time:** 2:00 p.m., Eastern Standard Time

**Place:** Online at [www.virtualshareholdermeeting.com/VIVO2020](http://www.virtualshareholdermeeting.com/VIVO2020)

**Purpose:**

- Elect as directors the eight nominees named in the accompanying proxy materials
- Ratify the appointment of Grant Thornton LLP as Meridian's independent registered public accountants for fiscal year 2020
- Conduct an advisory vote on our executive compensation ("Say-on-Pay")

Only shareholders of record on December 5, 2019 may vote at the meeting. The approximate mailing date of this proxy statement and accompanying proxy card is December 18, 2019.

Your vote is important. Whether or not you plan to virtually attend the 2020 annual meeting, please cast your proxy vote promptly, either online, over the phone or by returning your signed and dated proxy card in the enclosed envelope.

By order of the Board of Directors,

/s/ Bryan T. Baldasare

Bryan T. Baldasare  
Secretary

December 18, 2019



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Meridian makes available, free of charge on its website, all of its filings that are made electronically with the Securities and Exchange Commission (“SEC”), including Forms 10-K, 10-Q and 8-K. These filings are also available on the SEC’s website ([www.sec.gov](http://www.sec.gov)). To access these filings, go to our website ([www.meridianbioscience.com](http://www.meridianbioscience.com)). Copies of Meridian’s Annual Report on Form 10-K for the fiscal year ended September 30, 2019, including financial statements and schedules thereto, filed with the SEC, are also available without charge to shareholders upon written request addressed to:

Bryan T. Baldasare  
Executive Vice President, Chief Financial Officer and Secretary  
Meridian Bioscience, Inc.  
3471 River Hills Drive  
Cincinnati, Ohio 45244

**MERIDIAN BIOSCIENCE, INC.**  
**3471 River Hills Drive**  
**Cincinnati, Ohio 45244**  
**Telephone (513) 271-3700**

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**PROXY STATEMENT**

**Annual Meeting of Shareholders**

***January 29, 2020***

**GENERAL INFORMATION**

***Who may vote***

Shareholders of Meridian, as recorded in our stock register on December 5, 2019, may vote at the meeting. As of that date, Meridian had 42,827,258 shares of common stock outstanding.

***Location of Annual Meeting***

The Annual Meeting will be conducted as a virtual meeting of shareholders by means of a live webcast. We believe that hosting a virtual meeting will enable greater shareholder attendance and participation from any location, improved communication and cost savings to our shareholders. By visiting [www.virtualshareholdermeeting.com/VIVO2020](http://www.virtualshareholdermeeting.com/VIVO2020), you will be able to attend the Annual Meeting, vote your shares, and submit your questions during the meeting via the internet. There will not be a physical meeting location and you will not be able to attend in person. We invite you to attend the Annual Meeting and request that you vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may vote by internet, by telephone, or, if you requested and received paper copies of the proxy materials by mail, you may also vote by completing and mailing your proxy card.

***How to vote***

You may vote electronically at the meeting, by telephone, online, or by completing and returning a proxy card. We recommend you vote by proxy even if you plan to attend the virtual meeting. You can always change your vote, by voting electronically, at the meeting.

***How proxies work***

Meridian's Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some or none of our director candidates. You may also vote for or against the other proposals or abstain from voting.

If you complete your proxy online, over the phone or sign and return the enclosed proxy card but do not specify how to vote, we will vote your shares in favor of: (i) our director candidates; (ii) the ratification of the appointment of Grant Thornton LLP as Meridian's independent registered public accountants for fiscal year 2020; and (iii) our executive compensation. If any other matters come before the meeting or any postponement or adjournment thereof, each proxy will be voted in the discretion of the individuals named as proxies on the card.

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name are covered by one card. If you hold shares through someone else, such as a stockbroker, bank or nominee, you may get material from them asking how you want to vote.

Stockbrokers, banks and nominees holding shares for beneficial owners must vote those shares as instructed by you. If the stockbroker, bank or nominee has not received instructions from you, the beneficial owner, the

stockbroker, bank or nominee generally has discretionary voting power only with respect to the ratification of appointment of the independent registered public accountants. However, a stockbroker, bank or nominee does not have discretion to vote for or against the election of directors and certain other matters subject to a vote if they have not received voting instructions from you. In order to avoid a broker non-vote of your shares on the election of directors and the other matters subject to a vote, you must send voting instructions to your stockbroker, bank or nominee.

#### ***Solicitation of proxies***

Solicitation of proxies is being made by management at the direction of Meridian's Board of Directors, without additional compensation, through the mail, in person or by telephone. The cost of preparing and mailing the Notice and the proxy statement and any accompanying material will be borne by Meridian. In addition, Meridian will request brokers and other custodians, nominees and fiduciaries to forward proxy soliciting material to the beneficial owners of shares held of record, and Meridian will reimburse them for their expenses in so doing.

#### ***Revoking a proxy***

You may revoke your proxy before it is voted by submitting a new proxy with a later date, by voting electronically at the meeting or by notifying Meridian's Secretary in writing at the address under "Questions" on page 31 of this proxy statement.

#### ***Quorum***

In order to carry on the business of the meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person.

#### ***Votes needed***

The eight director candidates receiving the most votes will be elected to fill the seats on the Board (Proposal No. 1). The ratification of appointment of accountants (Proposal No. 2) and the approval on an advisory basis of our executive compensation (Proposal No. 3) require the favorable vote of a majority of the votes cast. Only votes for or against these proposals count, with abstentions not being counted either for or against these proposals.

Abstentions and broker non-votes count for quorum purposes but, as indicated above, will not count for voting purposes. Broker non-votes occur when a broker returns a proxy card but does not have authority to vote on a particular proposal.

#### ***Other matters***

Any other matters considered at the meeting, including postponement or adjournment, will require the affirmative vote of a majority of the votes cast.

#### ***The Virtual Meeting***

We will be hosting the Annual Meeting only by means of a live webcast. There will not be a physical meeting location and you will not be able to attend the meeting in person. Please be assured that you will be afforded the same rights and opportunities to participate in the virtual meeting as you would at an in-person meeting. By going to [www.virtualshareholdermeeting.com/VIVO2020](http://www.virtualshareholdermeeting.com/VIVO2020), you will be able to listen to the Annual Meeting, submit questions and vote. If you wish to listen to the Annual Meeting, but do not wish to submit questions or vote during the Annual Meeting, you may go to [www.virtualshareholdermeeting.com/VIVO2020](http://www.virtualshareholdermeeting.com/VIVO2020) and log in as a guest.

The Annual Meeting will start at 2:00 p.m. (Eastern Time) on January 29, 2020. We encourage you to access the meeting website prior to the start time to allow time for check in. If you encounter any technical difficulties with the virtual meeting platform on the meeting day, please call the following applicable number for technical support: 800-586-1548 (United States); 303-562-9288 (International).

You do not need to register to attend the Annual Meeting webcast. Follow the instructions on your Notice of Internet Availability or proxy card (if you requested and received a printed copy of the proxy materials) to access the Annual Meeting.

If you wish to submit a question the day of the Annual Meeting, you may log in to the virtual meeting platform at [www.virtualshareholdermeeting.com/VIVO2020](http://www.virtualshareholdermeeting.com/VIVO2020), type your question into the “Ask a Question” field, and click “Submit.” Questions pertinent to meeting matters will be answered during the Annual Meeting, subject to time constraints. Questions regarding personal matters, including those related to employment, are not pertinent to annual meeting matters and, therefore, will not be answered.

<p><b>ELECTION OF DIRECTORS</b>  <b>(Item 1 on the Proxy Card)</b></p>
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The Nominating and Corporate Governance Committee of the Board of Directors has nominated for re-election the following current directors: James M. Anderson, Dwight E. Ellingwood, Jack Kenny, John C. McIlwraith, David C. Phillips, John M. Rice, Jr., Catherine A. Sazdanoff, and Felicia Williams.

Proxies solicited by the Board will be voted for the election of these nominees. All directors elected at the Annual Shareholders’ Meeting will be elected to hold office until the next annual meeting. In voting to elect directors, shareholders are entitled to cumulate their votes and to give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of shares held by the shareholder, or to distribute their votes on the same principle among as many candidates as the shareholder sees fit. In order to invoke cumulative voting, notice of cumulative voting must be given in writing by a shareholder to the Chief Executive Officer, a Vice President or the Secretary of Meridian not less than 48 hours prior to the Annual Shareholders’ Meeting. The proxies solicited include discretionary authority to cumulate votes.

All Meridian directors are elected for one-year terms. Personal information on each of our nominees is given below.

If a director nominee becomes unavailable before the election, your proxy card authorizes us to vote for a replacement nominee if the Board names one.

**The Board recommends that you vote FOR each of the following candidates:**

<p>James M. Anderson          Director since 2009          Age: 77</p>	<p>James M. Anderson serves as Chairman of the Compensation Committee. He currently serves as Senior Strategic and External Affairs Advisor with Taft Stettinius &amp; Hollister LLP and President Emeritus of Cincinnati Children’s Hospital Medical Center (“CCHMC”), after having served as advisor to the President of CCHMC from January 2010 through June 30, 2017 and as President and Chief Executive Officer of CCHMC from 1996 through 2009. Mr. Anderson serves on the Board of Managers of CincyTech, a firm that provides advice and capital to entrepreneurs, helps research institutions commercialize technology through startups, and catalyzes investment from individuals and institutions to regional companies. From 2006 to 2014, he served as a director of Ameritas Mutual Holding Company and has also served as Chairman of the Board of the Cincinnati Branch of the Federal Reserve Bank of Cleveland, retiring in 2012. Prior to joining the staff of CCHMC, Mr. Anderson was a partner in the general corporate law department at Taft, Stettinius &amp; Hollister for 24 years (1968-1977; 1982-1996) and president of U.S. operations at Xomox Corporation, a publicly-traded manufacturer of specialty process controls (1977-1982). Mr. Anderson has also served as director of Gateway Investment Advisors (1997-2008). The Board believes that Mr. Anderson’s corporate legal experience and his experience as CEO of a large health care organization have given him a wealth of insight into various corporate governance and business management issues, which, along with his status as an independent director, make him an integral member of the Board.</p>
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<p>Dwight E. Ellingwood Director since 2014 Age: 67</p>	<p>Dwight E. Ellingwood serves as Chairman of the Nominating and Corporate Governance Committee. With over 35 years of experience in health care strategy, planning, and business development, he currently is a teaching professor and associate director for practitioner experience in the Graduate Program of the Department of Health Services Administration at Xavier University in Cincinnati, Ohio. He founded D.E.E. Strategy Consulting, LLC, to advise health care clients. Mr. Ellingwood previously served as Senior Vice President of Strategy, Communications and Public Affairs for TriHealth in Cincinnati, Ohio (November 2014 – July 2016) and as the Lead Executive for the Collective Impact on Health, The Health Collaborative (January 2014 – November 2014). From 1997 through 2013, Mr. Ellingwood served as Senior Vice President, Planning and Business Development for Cincinnati Children’s Hospital Medical Center. The Board believes that the Company benefits greatly from Mr. Ellingwood’s extensive experience in strategy and business development in the health care industry.</p>
<p>Jack Kenny Director since 2017 Age: 51</p>	<p>Jack Kenny serves as Meridian’s Chief Executive Officer, having joined the Company on October 9, 2017. Before joining Meridian, Mr. Kenny served as Senior Vice President and General Manager, North America, with Siemens Healthcare, a position he held from October 2014 to May 2017. From June 2012 through October 2014, Mr. Kenny served as Vice President and General Manager, U.S. Region, for Becton Dickinson, Diagnostic Systems. Prior to June 2012, Mr. Kenny held executive roles at Danaher Corporation and Quest Diagnostics. Mr. Kenny’s experience as a key executive leader within large public companies in the health care and medical device industry, as well as his ongoing insights into Meridian’s business and operations, makes him a valuable member of the Board.</p>
<p>John C. McIlwraith Director since 2015 Age: 60</p>	<p>John C. McIlwraith co-founded Allos Ventures, a venture capital firm, in March 2010 and has served as a Managing Director there since that time. Prior to founding Allos Ventures, Mr. McIlwraith was a Managing Director of Blue Chip Venture Company, a Cincinnati-based venture capital firm, which he joined in 1997. He has served on the board of directors of more than 20 health care or information technology companies. Prior to 1997, Mr. McIlwraith served as Senior Vice President of Strategic Planning and General Counsel of publicly-traded Quantum Health Resources, Inc., and was a partner in the Jones Day law firm. The Board believes that Mr. McIlwraith’s corporate legal and business development experience, and his years of business-building experience with an extensive number of companies, including health care companies, render his service on the Board valuable to Meridian.</p>
<p>David C. Phillips Director since 2000 Age: 81</p>	<p>David C. Phillips serves as Chairman of the Board. Mr. Phillips spent 32 years with Arthur Andersen LLP. His service with this firm included several managing partner leadership positions. After retiring from Arthur Andersen in 1994, Mr. Phillips became Chief Executive Officer of Downtown Cincinnati, Inc., which is responsible for economic revitalization of Downtown Cincinnati. Mr. Phillips retired from DCI in 1999 to devote full time to Cincinnati Works, Inc., an organization dedicated to reducing the number of people living below the poverty level by assisting them to strive towards self-sufficiency through work, and his financial consulting services. Mr. Phillips has also served as a director of Cintas Corporation, retiring in 2012, and as a director of Summit Mutual Funds, a registered investment company, through 2009. The Board believes that the Company benefits greatly from Mr. Phillips’ public accounting experience in dealing with</p>

	<p>complex accounting and business issues, as well as his service to the Cincinnati community.</p>
<p>John M. Rice, Jr. Director since 2017 Age: 70</p>	<p>John M. Rice is a Managing Director leading the Life Sciences practice at CincyTech, a firm that provides advice and capital to entrepreneurs, helps research institutions commercialize technology through startups, and catalyzes investment from individuals and institutions to regional companies, having previously served as Director of Life Sciences since 2014. Dr. Rice is also the founder of Triathlon Medical Venture Partners, a venture capital firm that invests equity capital in early and expansion stage life science companies, having served as Managing Partner from 2003 – 2018. In addition, Dr. Rice has served on the board of directors of several privately-held health care companies. The Board believes that Dr. Rice’s scientific background and years of experience with a number of companies operating in the health care and related industries, as well as extensive experience within the capital markets, is extremely valuable to Meridian.</p>
<p>Catherine A. Sazdanoff Director since 2015 Age: 63</p>	<p>Catherine A. Sazdanoff is the President and Chief Executive Officer of Sazdanoff Consulting, LLC, providing health care strategy and business development advisory services to a number of clients, since January 2015. She also currently serves as Business Advisor to Strata Oncology, Inc., a precision oncology company, having joined Strata in May 2016 as Chief Business Officer (May 2016 – September 2017). Since July 2019, Ms. Sazdanoff has served as an independent director of the Board of InMed Pharmaceuticals, Inc., currently chairing its nominating and governance committee. Ms. Sazdanoff is also a member since April 2016 of the Advisory Board of Neurocern, Inc., a dementia insuretech company, and is a lecturer since March 2018 in the Business of Biotech program at the University of Chicago Graham School for Continuing and Professional Education. She serves on the External Advisory Board of the Rosalind Franklin University Innovation and Research Park. Ms. Sazdanoff’s prior corporate roles include a number of global corporate positions with Takeda Pharmaceuticals, Inc. (“Takeda”), a wholly-owned subsidiary of Japanese-based Takeda Pharmaceutical Corporation, from 2006 to 2015 including VP, Head of Corporate Projects (2012-2015), VP, Global Business Development (2011-2013) and VP, Corporate Development (2010-2011). Ms. Sazdanoff’s time at Takeda was preceded by approximately 22 years with Abbott Laboratories, where she held numerous executive positions covering legal, compliance and business development. The Board believes that Ms. Sazdanoff’s years of experience in the pharmaceutical and medical diagnostics industries makes her service on the Board valuable to Meridian.</p>
<p>Felicia Williams Director since 2018 Age: 54</p>	<p>Felicia Williams serves as Chairwoman of the Audit Committee. Ms. Williams has served as Executive Vice President, Controller and Enterprise Risk at Macy’s Inc. since June 2016. Having joined Macy’s in June 2004, she has previously served as Senior Vice President, Finance and Risk Management (February 2011 – June 2016), as well as in other finance, treasury, risk management and internal audit capacities. Prior to her time at Macy’s, Ms. Williams served in various financial positions at the Coca-Cola Hellenic Bottling Company and The Coca-Cola Company (June 1994 – June 2004). Ms. Williams brings broad and wide-ranging finance and risk management experience, including analyzing financial statements, complex accounting issues and internal controls over financial reporting, which qualifies her as an “audit committee financial expert” under SEC guidelines. The Board believes her experience greatly benefits the Company.</p>

**RATIFICATION OF APPOINTMENT OF GRANT THORNTON LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS  
(Item 2 on the Proxy Card)**

Although not required, we are seeking shareholder ratification of the Audit Committee’s selection of Grant Thornton LLP as Meridian’s independent registered public accountants for the 2020 fiscal year. The affirmative vote of a majority of shares voting at the meeting is required for ratification. If ratification is not obtained, the Audit Committee intends to continue the engagement of Grant Thornton LLP at least through fiscal 2020. Representatives of Grant Thornton LLP are expected to be present at the meeting and will be available to make a statement, if they so desire, and to respond to appropriate questions asked by shareholders.

Principal Accounting Firm Fees

Aggregate fees billed to Meridian by Grant Thornton LLP for fiscal years 2019 and 2018 are listed below:

	2019	2018
Audit Fees	\$ 646,736	\$ 717,043
Audit-Related Fees	164,440	44,213
Tax Fees	446,590	478,566
	<u>\$ 1,257,766</u>	<u>\$ 1,239,822</u>

**Audit Fees.** Audit fees are the fees billed for professional services rendered by Meridian’s independent registered public accounting firm for their: (i) audit of Meridian’s consolidated annual financial statements for the fiscal years ended September 30, 2019 and 2018, respectively; (ii) reviews of the unaudited quarterly consolidated financial statements contained in the reports on Form 10-Q filed by Meridian during those years; (iii) completion of audits of wholly-owned subsidiaries’ statutory accounts in the United Kingdom and China during fiscal 2019 and 2018; and (iv) reporting on Meridian’s internal controls during those years.

**Audit-Related Fees.** Audit-related fees are the fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Meridian’s financial statements.

**Tax Fees.** Tax fees are the fees billed for tax return preparation and compliance in Australia, England, Germany, and the United States, as well as consultation and research on various matters such as the U.S. tax reform act, state tax issues, international tax issues, transfer pricing, and tax planning.

**The Board recommends that you vote FOR the ratification of appointment of Grant Thornton LLP as Meridian’s independent registered public accountants for the 2020 fiscal year.**

**ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS (“SAY-ON-PAY” PROPOSAL)  
(Item 3 on the Proxy Card)**

The Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd Frank”), enacted in July 2010, requires that we provide our shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission (“SEC”). Dodd Frank also provides that shareholders periodically be given the opportunity to vote, on a non-binding, advisory basis, for their preference as to how frequently we should seek future advisory votes on the compensation of our named executive officers. This opportunity was provided to our shareholders at our 2018 annual meeting, where over 80% of our voting shareholders voted to hold the “say-on-pay” advisory vote annually, in accordance with the recommendation of our Board of Directors. As a result, we are again holding a say-on-pay advisory vote at our 2020 annual meeting, with the next say-on-pay advisory vote to be held at our 2021 annual meeting.

As described below under the heading “Compensation Discussion and Analysis” beginning on page 15 of this proxy statement, we seek to closely align the interests of our named executive officers with the interests of our shareholders. We structure our programs to discourage excessive risk-taking through a balanced use of compensation vehicles and metrics with an overall goal of delivering sustained long-term shareholder value, while aligning our executives’ interests with those of our shareholders. Further, our programs require that a substantial portion of each named executive officer’s compensation be contingent on delivering performance results that benefit our shareholders. Our compensation programs are designed to reward our named executive officers for the achievement of short-term and long-term strategic and operational goals and the achievement of increased total shareholder return.

The vote on this matter is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC. The vote is advisory, which means that the vote is not binding on the Company, our Board of Directors or the Compensation Committee. The Board and the Compensation Committee will review and consider the voting results when making future decisions regarding our executive compensation program.

Accordingly, we ask our shareholders to approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure.

**The Board recommends that you vote FOR the approval of the compensation of our named executive officers as disclosed in this proxy statement.**

## ***CORPORATE GOVERNANCE***

As an Ohio corporation, Meridian is governed by the corporate laws of Ohio. Since Meridian’s common shares are publicly traded on the Nasdaq Global Select Market, and it files reports with the SEC, it is also subject to Nasdaq rules and federal securities laws.

### **Board Leadership Structure**

Governance of the corporation is placed in the hands of the directors who, in turn, elect officers to manage the business operations. The Board oversees the management of Meridian on your behalf. The Board reviews Meridian’s long-term strategic plans and exercises direct decision making authority in all major decisions, such as acquisitions, the declaration of dividends, major capital expenditures and the establishment of certain company policies.

The Board operates and evaluates its performance in accordance with Corporate Governance Guidelines approved by the Board. These Guidelines are available at our website [www.meridianbioscience.com](http://www.meridianbioscience.com).

The Board is responsible for evaluating and determining Meridian’s leadership structure, and believes that at this point in time separate individuals should serve in the capacities of Chairman of the Board (“Chairman”) and Chief Executive Officer (“CEO”). It is the Board’s belief that such a structure provides the Company with the right foundation to pursue its strategic and operational objectives, while maintaining effective oversight and objective evaluation of the Company’s performance. These key executive positions are held by Mr. David C. Phillips, Chairman of the Board, and Mr. Jack Kenny, CEO. Having served as a director since 2000, Mr. Phillips was appointed Chairman of the Board upon Mr. John A. Kraeutler retiring from the Company and the Board effective September 30, 2018. In his capacity as Chairman, Mr. Phillips is responsible for: (i) general Board activities, including setting agendas for Board meetings and presiding over all meetings of the Board and shareholders; and (ii) providing advice and counsel to Meridian’s management regarding the Company’s business operations. As

CEO, Mr. Kenny is responsible for the general management, oversight, supervision and control of the business affairs of Meridian, and ensuring that all resolutions of the Board are put into effect.

In accordance with Nasdaq rules, our Board of Directors affirmatively determines the independence of each director and nominee for election as a director in accordance with the elements of independence set forth in the Nasdaq listing standards and Exchange Act rules. Meridian's Director Independence Standards are available at our website [www.meridianbioscience.com](http://www.meridianbioscience.com). Based on these standards, the Board has determined that each of the following members of the Board is independent: James M. Anderson, Dwight E. Ellingwood, John C. McIlwraith, David C. Phillips, John M. Rice, Catherine A. Sazdanoff, and Felicia Williams.

During fiscal 2019, the Board of Directors met on six occasions. The independent directors plan to meet as necessary during fiscal 2020 without the presence of management directors. During fiscal 2019, the independent members of the Board met two times in executive session without the presence of management directors following regularly scheduled Board meetings. All of our directors attended at least 75% of the aggregate of all Board meetings and all meetings of Committees on which such directors served during fiscal 2019.

Meridian expects all directors to attend shareholders' meetings, and all directors attended the 2019 Annual Shareholders' Meeting.

Shareholders may communicate with the full Board or individual directors on matters concerning Meridian by mail or through our website, [www.meridianbioscience.com](http://www.meridianbioscience.com), in each case to the attention of the Secretary, the address for whom is set forth on page 31 of this proxy statement.

#### **The Board's Role in Risk Oversight**

The Board of Directors, as a whole and also at the Committee level, plays a key role in operational risk oversight at Meridian and works with management to understand the risks the Company faces, the steps that management is taking to manage those risks and the level of risk appropriate for the Company in light of its overall business strategy. The Board approves the high level strategies, financial plans and policies of Meridian, setting the tone and direction for the appropriate levels of risk-taking within the organization.

While overall responsibility for risk oversight rests with the Board, it is the Audit Committee that has been given the primary responsibility of monitoring and evaluating the adequacy of management's risk assessment and risk management practices. This role is carried out through its charter-mandated responsibilities related to Meridian's: (i) overall financial risks and exposures; (ii) financial statement risks and exposures; (iii) financial reporting processes; (iv) compliance with ethics policies, such as the Code of Ethics, Employee Complaint Policy, Securities Trading Policies and the Foreign Corrupt Practices Act Policy; and (v) compliance with governmental and legal regulations, including those contained within the Sarbanes-Oxley Act. The Audit Committee provides regular reports to the full Board and works closely with management to update the full Board, as necessary, on matters identified through these Committee risk oversight roles.

The Board has adopted a Code of Ethics applicable to Meridian's officers, directors and employees. This Code of Ethics is posted on [www.meridianbioscience.com](http://www.meridianbioscience.com). Any amendments to or waivers from the Code of Ethics (to the extent permitted by Nasdaq Marketplace Rule 5610) will be posted on our website within four business days after the date of an amendment.

#### **Committees of the Board of Directors**

The directors have organized themselves into the Committees described below. Each of these Committees has a charter posted on [www.meridianbioscience.com](http://www.meridianbioscience.com). Meridian does not have an Executive Committee of its Board of Directors. The following table identifies membership and the Chairperson of each of the current standing committees of the Board, as well as the number of times each committee met during the fiscal year:

Director	Audit	Compensation	Nominating and Corporate Governance
James M. Anderson	Member	Chair	
Dwight E. Ellingwood		Member	Chair
John C. McIlwraith		Member	Member
David C. Phillips	Ex-Officio	Ex-Officio	Ex-Officio
Catherine A. Sazdanoff	Member		Member
Felicia Williams	Chair		
Meetings in Fiscal 2019	8	5	5

**The Audit Committee** is comprised of Felicia Williams (Chair), James M. Anderson, Catherine A. Sazdanoff, and David C. Phillips (Ex-Officio). The Committee met eight times during fiscal 2019. Each member is able to read and understand fundamental financial statements. Felicia Williams has been designated as an Audit Committee financial expert as that term is defined by the SEC.

The Committee oversees the accounting and financial reporting processes of Meridian and the audits of its financial statements by its independent registered public accounting firm. The Committee is solely responsible for the appointment, compensation, retention and oversight of Meridian’s independent registered public accounting firm. The Audit Committee also evaluates information received from Meridian’s independent registered public accounting firm and management to determine whether the independent registered public accounting firm is independent of management. The independent registered public accounting firm reports directly to the Audit Committee.

In addition, the Audit Committee has established procedures for the receipt, retention and treatment of complaints received by Meridian concerning accounting, internal accounting controls or auditing matters and has established procedures for the confidential and anonymous submission by employees of any concerns they may have regarding questionable accounting or auditing matters.

The Audit Committee, or its Chairwoman, approves all audit and non-audit services performed for Meridian by its independent registered public accounting firm before those services are commenced. The Chairwoman reports to the full Committee at each of its meetings regarding pre-approvals she made since the prior meeting and the Committee approves what she has done between meetings. For these purposes, the Committee or its Chairwoman is provided with information as to the nature, extent and purpose of each proposed service, as well as the approximate timeframe and proposed cost arrangements for that service.

As previously noted on page 8 in “The Board’s Role in Risk Oversight” section, the Audit Committee also bears certain risk oversight responsibilities.

The Committee has submitted the following report for inclusion in this proxy statement:

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee oversees Meridian’s financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls over financial reporting. As part of the oversight processes, the Audit Committee regularly meets with management of Meridian, Meridian’s independent registered public accounting firm and Meridian’s finance and accounting personnel. The Audit Committee regularly meets with each of these groups separately in closed sessions. Throughout the year, the Audit Committee had full access to management, the independent registered public accounting firm and internal auditors for Meridian. To fulfill its responsibilities, the Audit Committee did, among other things, the following:

- (a) reviewed and discussed Meridian’s audited financial statements for fiscal 2019 with Meridian’s management and the independent registered public accounting firm, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements;
- (b) reviewed management’s representations that the interim and audited financial statements were prepared in accordance with U.S. generally accepted accounting principles and fairly present the results of operations and financial position of Meridian;
- (c) reviewed and discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and SEC rules, including matters related to the conduct of the audit of Meridian’s financial statements;
- (d) discussed with the independent registered public accounting firm the firm’s independence from management and Meridian including the matters in the written disclosures and letter received from the independent registered public accounting firm as required by applicable requirements of the PCAOB;
- (e) based on the reviews and discussions with management and the independent registered public accounting firm, the independent registered public accounting firm’s disclosures to the Audit Committee, the representations of management and the report of the independent registered public accounting firm, recommended to the Board, which adopted the recommendation, that Meridian’s audited annual financial statements be included in Meridian’s Annual Report on Form 10-K for the fiscal year ended September 30, 2019, for filing with the SEC; and
- (f) reviewed all audit and non-audit services performed for Meridian by the independent registered public accounting firm for the fiscal year ended September 30, 2019 and determined that its provision of non-audit services was compatible with maintaining its independence from Meridian.

Respectfully submitted,

Audit Committee

Felicia Williams (Chair)

James M. Anderson

Catherine A. Sazdanoff

David C. Phillips (Ex-Officio)

**The Compensation Committee** is comprised of James M. Anderson (Chair), Dwight E. Ellingwood, John C. McIlwraith, and David C. Phillips (Ex-Officio) and is responsible for establishing compensation for Executive Officers and administering the Company’s compensation plans. As used in this proxy statement, “Executive Officer” means our chief executive officer, principal financial officer, principal accounting officer and any executive vice president. This includes establishing base salary levels and cash-based incentive plans, making stock-based awards, and otherwise dealing in all matters concerning compensation of the Executive Officers. During fiscal 2019, the Compensation Committee met five times.

In general, the Compensation Committee annually reviews the Company’s compensation programs and its philosophy in setting performance targets each year. The Company provides the Compensation Committee with information on total compensation received for all Executive Officers, including the sources of such compensation, for the immediately preceding fiscal year and recommendations for the current fiscal year. In discharging the responsibilities of the Board of Directors relating to compensation of the Company’s CEO and other Executive Officers, the purposes of the Compensation Committee are, among others: (i) to review and approve the compensation of the Company’s CEO and other Executive Officers; and (ii) to oversee the compensation policies and programs of the Company, including stock and benefit plans. The Compensation Committee’s specific functions include adopting, administering and approving the Company’s cash-based incentive compensation and

stock-based incentive plans and awards, including amendments to the plans or awards and performing such duties and responsibilities under the terms of any executive compensation plan, incentive-compensation plan or equity-based plan. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate in its sole discretion. The Compensation Committee has the authority to engage consultants and advisors. An independent consultant was engaged during fiscal 2018 to complete a compensation study of U.S. employees, a part of which was assisting the Company in evaluating and making recommendations related to the Company's long-term incentive compensation plan. See discussion of the Long-Term Stock-based Incentives below on pages 16 and 19. The consultant provided a review of the competitiveness of the Company's compensation of non-employee directors. In 2019, the Committee also conducted a review of the CEO's performance, reviewed the CEO's assessment of his team's performance, reviewed its Charter and conducted a self-assessment, facilitated by a third party.

The Compensation Committee determines the amount and mix of compensation components for the CEO, Mr. Kenny. As CEO, Mr. Kenny provides recommendations to the Compensation Committee with respect to the compensation to be paid to the other Named Executive Officers.

To achieve corporate objectives, the Committee believes it is important to provide competitive levels of compensation to retain the most qualified employees, to recognize individuals who exceed expectations and to closely link executive compensation with corporate performance. The Committee believes Meridian's long-term objectives can be achieved through cash-based incentive compensation plans and stock-based incentive compensation plans.

The Compensation Committee's processes and procedures for the consideration and determination of executive and director compensation are discussed in the section entitled "Compensation Discussion and Analysis" in this proxy statement. See Compensation Committee Report on page 22 following the Compensation Discussion and Analysis.

#### **Compensation Committee Interlocks and Insider Participation**

None of the members of the Compensation Committee has ever been an officer or employee of the Company. None of the members of the Compensation Committee is or was a participant in any related person transaction in fiscal 2019 (see the section entitled "Transactions With Related Persons" in this proxy statement for a description of our policy on related person transactions). Lastly, none of the members of the Compensation Committee is an Executive Officer of another entity at which one of our Executive Officers serves on the Board of Directors. No Named Executive Officer of Meridian serves as a director or as a member of a committee of any company of which any of the Company's non-employee directors are Executive Officers.

***The Nominating and Corporate Governance Committee*** consists of Dwight E. Ellingwood (Chair), John C. McIlwraith, Catherine A. Sazdanoff, and David C. Phillips (Ex-Officio). The Committee met five times during fiscal 2019. On November 4, 2019, the Committee considered and recommended the nomination of the current directors for re-election. The Committee identifies qualified nominees for the Board, recommends to the Board who will be nominated by the Company for election to the Board and recommends to the full Board any changes in the size of the Board. The Committee also reviewed its Charter and oversaw a third-party-facilitated self-assessment of the Board and its committees.

In recommending the nomination of directors, the Committee takes into account, among other factors which it may deem appropriate, the judgment, skill, diversity, independence, and business experience of the potential nominee and the needs of the Board as its function relates to the business of the Company. The Committee considers candidates for nomination from a variety of sources including recommendations of shareholders. Shareholders desiring to submit recommendations for nomination by the Committee should direct them to the Chairman of the Nominating and Corporate Governance Committee in care of the Company at its address shown on the cover page of this proxy statement.

The Nominating and Corporate Governance Committee will assess the qualifications of all candidates for the Board on an equal basis. In identifying and considering candidates for nomination to the Board, the Committee considers, among other factors, quality of experience, the needs of the Company and the range of talent and experience currently represented on the Board. The Committee also discusses a director skills matrix, which it has prepared and periodically updates. The Committee evaluates such factors, among others, and does not assign any particular weighting or priority to any of these factors, nor does the Committee have a formal policy with respect to diversity. However, the Committee, working with the Board, considers the diversity of all of the Company's stakeholders – including shareholders, employees and customers – when engaging in corporate governance discussions.

Additionally, during 2019, under the oversight of the Nominating and Corporate Governance Committee, an evaluation of the Board and Committees was performed by a third party. The results of the evaluation were reviewed by the Board on November 5, 2019.

### ***DIRECTORS AND EXECUTIVE OFFICERS***

This table lists the Executive Officers and Directors of Meridian and shows the number of shares beneficially owned, as determined under SEC rules, on December 5, 2019. Beneficial ownership includes any shares as to which the individual has sole or shared voting or investment power and also any shares that the individual has the right to acquire within 60 days.

<u>Name</u>	<u>Position</u>	<u>Common Stock Beneficially Owned</u>	
		<u>Amount</u> <sup>1</sup>	<u>Percentage</u>
Jack Kenny	Chief Executive Officer and Director	98,819	*
Bryan T. Baldasare <sup>2</sup>	Executive Vice President, Chief Financial Officer, Chief Accounting Officer, and Secretary	24,153	*
Lourdes G. Weltzien <sup>3</sup>	Executive Vice President, Life Science	26,376	*
David C. Phillips <sup>7</sup>	Chairman of the Board and Director	143,347	*
James M. Anderson <sup>4, 5</sup>	Director	106,221	*
Dwight E. Ellingwood <sup>5, 6</sup>	Director	63,787	*
John C. McIlwraith <sup>5, 6</sup>	Director	56,721	*
John M. Rice	Director	36,721	*
Catherine A. Sazdanoff <sup>4, 6</sup>	Director	58,421	*
Felicia Williams <sup>4</sup>	Director	21,721	*
Lawrence J. Baldini <sup>8</sup>	Former Executive Vice President, Global Operations	64,624	*
Melissa A. Lueke <sup>9</sup>	Former Executive Vice President and Chief Financial Officer	193,983	*
Eric S. Rasmussen <sup>10</sup>	Former Executive Vice President and Chief Financial Officer	-	-
All Executive Officers and Directors as a Group		894,894	2.1%

<sup>1</sup> Includes shares for options and restricted stock units currently exercisable and/or exercisable or vesting within 60 days as follows: Mr. Kenny (50,000); Mr. Baldasare (12,750); Dr. Weltzien (10,000); Mr. Phillips (89,486); Mr. Anderson (89,486); Mr. Ellingwood (54,486); Mr. McIlwraith (47,986); Dr. Rice (30,986); Ms. Sazdanoff (49,986); Ms. Williams (20,986); and Ms. Lueke (35,000).

<sup>2</sup> On December 6, 2018, Bryan T. Baldasare was promoted to be the Company's Chief Accounting Officer effective January 1, 2019. Mr. Baldasare was appointed as the Company's Chief Financial Officer effective October 1, 2019. Mr. Baldasare served the Company as Interim Chief Financial Officer since June 28, 2019. Prior to that, Mr. Baldasare served the Company as its Senior Vice President, Corporate Controller and Treasurer. Mr. Baldasare has been employed by the Company since 2000, holding positions of increasing responsibility in the Company's accounting and finance departments. Age: 53

<sup>3</sup> Lourdes G. Weltzien joined Meridian in July 2008 as General Manager of Life Science and was appointed Vice President and General Manager of Life Science in April 2013, as well as President of Asia Pacific Markets in July 2016, and Executive Vice President, Life Science in March 2018. Prior to joining Meridian, Dr. Weltzien held various executive and management positions with Sigma-Aldrich Corporation (now Millipore-Sigma) since 1994. Age: 54

<sup>4</sup> Audit Committee Member.

<sup>5</sup> Compensation Committee Member.

<sup>6</sup> Nominating and Corporate Governance Committee Member.

<sup>7</sup> Ex-Officio member of Audit, Compensation, and Nominating and Corporate Governance Committees.

<sup>8</sup> Mr. Baldini retired from his position as Executive Vice President, Global Operations effective April 26, 2019. Age: 60

<sup>9</sup> Ms. Lueke retired from her position as Executive Vice President and Chief Financial Officer effective January 1, 2019. Ms. Lueke is now providing consulting services to the Company under a three-year Consulting Agreement. Age: 56

<sup>10</sup> Mr. Rasmussen resigned as the Company's Executive Vice President and Chief Financial Officer effective June 28, 2019. Age: 52

\* Less than one percent.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

The following table lists the persons known by the Company to be the beneficial owners of more than five percent of the Company's common stock as of December 5, 2019, unless otherwise noted. Beneficial ownership includes any shares as to which the individual has sole or shared voting or investment power.

<u>Name and address of beneficial owner</u>	<u>Amount and nature of beneficial ownership</u>	<u>Percent of class<sup>1</sup></u>
BlackRock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10055	6,295,660	14.80
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	4,414,539	10.39
Renaissance Technologies LLC 800 Third Avenue New York, NY 10022	2,893,348	6.81

<sup>1</sup> For the beneficial owners listed in the table, the percentages listed reflect disclosures in the Schedule 13Gs most recently filed by each beneficial owner with the SEC as of the date of this proxy statement. According to its Schedule 13G Amendment filed with the SEC on December 10, 2019, Brown Capital Management, LLC reported that it has ceased to be the beneficial owner of more than five percent of the Company's common stock.

## **DELINQUENT SECTION 16(A) REPORTS**

Section 16 of the Securities Exchange Act of 1934 requires Meridian's Executive Officers, directors and persons who own more than ten percent of a registered class of Meridian's equity securities to file reports of ownership and changes in ownership with the SEC. Based on a review of the copies of such forms received by it, Meridian believes that during the last fiscal year, all of its Executive Officers, directors and ten percent shareholders complied with the Section 16 reporting requirements except as described below. In making these statements, Meridian has relied upon examination of the copies of Forms 3, 4 and 5, and amendments thereto, and the written representation of its directors and Executive Officers.

Lawrence J. Baldini, Melissa A. Lueke and Lourdes G. Weltzien each filed a late Form 4 on February 25, 2019 to report the sale of 407, 1,304 and 158 shares, respectively, to cover tax withholding that occurred on December 15, 2018 for Mr. Baldini and Ms. Lueke, and on November 21, 2018 for Dr. Weltzien. Dwight E. Ellingwood filed a late Form 4 on February 25, 2019 to report the acquisition of a total of 566 shares that had occurred through Mr. Ellingwood's dividend reinvestment between February 2016 and November 2018. Bryan T. Baldasare filed a late Form 4 on September 23, 2019 to report a grant of 1,200 restricted stock units that was received on September 16, 2019.

## **TRANSACTIONS WITH RELATED PERSONS**

Nasdaq rules require the Company to conduct an appropriate review of related party transactions required to be disclosed by the Company pursuant to SEC Regulation S-K Item 404 for potential conflict of interest situations on an ongoing basis and that all such transactions must be approved by the Audit Committee or another Committee comprised of independent directors. As a result, the Audit Committee annually reviews all such related party transactions and approves each related party transaction if it determines that it is in the best interests of the

Company. Additionally, the Audit Committee's Charter provides it the authority to review, approve and monitor transactions involving the Company and "related persons" (directors and Executive Officers or their immediate family members, or shareholders owning five percent or greater of the Company's outstanding stock). This also covers any related person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest). In considering the transaction, the Audit Committee may consider all relevant factors, including, as applicable: (i) the Company's business rationale for entering into the transaction; (ii) the alternatives to entering into a related person transaction; (iii) whether the transaction is on terms comparable to those available to third parties, or in the case of employment relationships, to employees generally; (iv) the potential for the transaction to lead to an actual or apparent conflict of interest and any safeguards imposed to prevent such actual or apparent conflicts; and (v) the overall fairness of the transaction to the Company. This policy is included in the Company's Employee Handbook. The approvals of such related person transactions are evidenced by internal Company resolutions, minutes or memoranda.

### **COMPENSATION DISCUSSION AND ANALYSIS**

Throughout this proxy statement, the individuals who served as the Company's CEO and Chief Financial Officer during fiscal 2019, as well as the other individuals listed in the Summary Compensation Table below, are referred to as the "Named Executive Officers" or "NEOs."

#### **Compensation Philosophy and Objectives**

Our executive compensation is tied to performance objectives that are aligned with our strategic objectives to incentivize and focus behavior on strengthening our business for long-term shareholder value. Meridian believes that people who understand our purpose will drive progress. In order to create value for our shareholders, it has been important for us to focus on the core areas of growth, cost containment and organizational development. We continued to transform our business resources in 2019, based on where to compete in the market, and better leverage our strengths across the globe. Our strategic priorities are as follows:

- Reshape the financial profile to achieve higher growth over time, while maintaining strong financial returns and mitigating risks in our business.
- Focus on organic and inorganic investment to re-allocate capital to where we can win and compete over the long-term.
- Align the deployment of human capital and minimize risk, while improving organizational fitness.

Compensation and benefit programs are an important part of the Company's employment relationship, which also include challenging and rewarding work and a focus on career growth, while aligning with our strategy of increasing value. Pay for performance is fundamental to our compensation philosophy. We reward individuals' performance for contributions to business success.

Critical to each element of our total compensation and benefits philosophy is that it be based on a strategy to attract, retain, and unlock the hidden potential of our human capital, and it, therefore, consists of competitive pay, incentive programs, and benefits that meet income security and protection. The affordability of compensation and benefits are considered over the medium- to long-term, and to the extent possible, will not fluctuate based on short-term business conditions.

The key principles to the design of our compensation programs are as follows:

- Base salaries, which reflect job responsibilities, competitiveness, and individual performance in connection with merit increases;

- Annual cash-based incentive opportunities, which are a function of company and personal performance; and
- Longer-term stock-based incentive opportunities under our 2012 Stock Incentive Plan, in the form of stock options and/or restricted stock unit grants, which align the long-term interests of senior management with our shareholders.

Base salaries are based on individual job duties, performance and achievements, while considering internal pay equity, retention, critical skills, and independent survey market data for specific regions. Annual cash-based incentive programs are based on defined metrics aligned to our strategic objectives and the achievement of performance goals that are set at levels to motivate executives to commit to growth and align with value creation, while improving performance.

Stock-based incentive awards consist of restricted stock units and non-qualified stock options, with vesting generally being time-based. Stock-based awards are designed to both reward and retain, while aligning interests of management with our shareholders.

The Compensation Committee has established several principles and practices that are important to achieving our compensation philosophy and objectives. These are summarized below.

#### Gross-up Payments, Repricing of Options, Pledging, Hedging and Margin Accounts

The Company avoids new contractual agreements that include excise tax gross-up payments. It does not allow the repricing of options, which is not permitted under the 2012 Stock Incentive Plan without first obtaining the approval from shareholders of the Company. Additionally, the Company's Insider Trading Policy places restrictions on the Company's directors and Executive Officers regarding entering into hedging transactions with respect to the Company's securities and from holding the Company's securities in margin accounts or otherwise pledging such securities as collateral for loans. Specifically, our Insider Trading Policy provides that directors, Executive Officers and certain other designated employees may not purchase Meridian securities on margin or borrow against any account in which Meridian securities are held. The Policy also provides that such persons may not pledge Meridian securities as collateral for a loan or engage in hedging or monetization transactions (such as zero-cost collars and forward-sale contracts) with respect to Meridian securities. No directors or Executive Officers have in place any pledges or hedging transactions.

#### Recovery of Past Awards

With respect to recovery of past awards, except as provided by applicable laws and regulations, we do not have a policy with respect to adjustment or recovery of awards or payments if relevant Company performance measures upon which previous awards were based are restated or otherwise adjusted in a manner that would reduce the size of such award or payment. Under those circumstances, we expect that the Compensation Committee and the Board would evaluate whether compensation adjustments are appropriate based upon the facts and circumstances surrounding the applicable restatement or adjustment.

#### Minimum Vesting Periods

Although the plan document for our 2012 Stock Incentive Plan does not include minimum vesting periods for options or stock appreciation rights, our Compensation Committee includes minimum vesting provisions in the award agreements for stock options pursuant to authority granted to it under the 2012 Stock Incentive Plan. Generally the option award agreements provide for a minimum vesting period of three years. The 2012 Stock Incentive Plan provides that no restricted stock or restricted stock units conditioned upon the achievement of performance objectives shall be based on a restriction period of less than one year, subject to the Plan's provisions applicable to termination of employment and change in control.

#### Cash Buyouts of Underwater Options

Although the plan document for our 2012 Stock Incentive Plan does not include a provision expressly prohibiting cash buyouts of options or stock appreciation rights, the Compensation Committee believes cash buyouts of

“underwater options” is a governance practice that investors view as unfavorable. As a result, the Compensation Committee is generally opposed to cash buyouts of options or stock appreciation rights.

#### Back-Dating and Spring-Loading

Although Meridian does not have a written policy regarding the timing or practices related to granting equity awards, neither Meridian nor the Compensation Committee engages in spring-loading, back-dating or bullet-dodging practices. Equity awards are generally granted by the Compensation Committee in the first quarter of the fiscal year. Stock options are granted at the closing market price on the date of grant, pursuant to the 2012 Stock Incentive Plan. Prior to the exercise of an option, the holder has no rights as a shareholder with respect to the shares subject to such option, including no rights to vote or to receive dividends. Restricted stock units do not have voting rights.

#### Ownership Guidelines

Consistent with its compensation philosophy and the principle of aligning the interests of management and directors of the Company with the interests of its shareholders, the Board of Directors has implemented stock ownership guidelines for “Specified Officers” (defined in the guidelines as those officers required to file beneficial ownership reports with the SEC) and non-employee directors. Under the guidelines, the Company’s CEO is required to own an amount of Company common stock (including non-vested restricted stock units) which is equal to or exceeds three times such CEO’s annual base salary, and Specified Officers other than the CEO are required to own an amount of Company common stock (including non-vested restricted stock units) which is equal to or exceeds such officer’s annual base salary. Also under the guidelines, each of the Company’s non-employee directors is required to own an amount of Company common stock which is equal to or exceeds three times such non-employee director’s annual retainer. Generally, persons subject to the guidelines are required to achieve the applicable guideline not later than three years from the appointment to their position. Excluding certain of those who are still within the phase-in period, as of the date of this proxy statement, persons subject to these guidelines have been deemed by the Board to have met their ownership target, either as a result of their direct holdings or shares held indirectly by an entity affiliated with such person, in accordance with the guidelines.

The Compensation Committee is responsible for ongoing oversight of compliance with this compensation philosophy. The Compensation Committee ensures that the total compensation paid to the NEOs is fair, reasonable and competitive.

At our 2019 annual meeting, Meridian once again held an advisory vote on the compensation of its NEOs, commonly referred to as a say-on-pay vote. Our shareholders approved the compensation of our NEOs, with approximately 97% of votes cast in favor of our 2019 say-on-pay resolution. Based on the results of the 2019 say-on-pay vote, the Compensation Committee concluded that the compensation paid to the NEOs and Meridian’s overall pay practices received strong shareholder support and do not require substantial revision to address shareholder concerns.

#### **Executive Summary**

##### Actions of the Compensation Committee

In several meetings during the year, Mr. Kenny and the Compensation Committee Chairman discussed, among other things, Meridian’s compensation philosophy and its effectiveness in attracting and retaining talented employees. They also discussed certain changes to the compensation programs for fiscal 2019 which are outlined in this proxy statement.

At its 2019 meetings, the Compensation Committee discussed these matters, both with and without the presence of management. The Compensation Committee discussed the recommendations of the CEO for compensation levels for all officers and the general pay increases to be paid throughout the Company. The Committee then made the compensation decisions, which are reflected in the figures presented in this proxy statement.

### Fiscal 2019 Compensation Decisions

For fiscal 2019, the Cash-Based Incentive Compensation Plan's target payout ratio for the NEOs other than the CEO was thirty-five percent of base salary, with forty percent of the target payout ratio (14%) based on revenues; forty percent of the target payout ratio (14%) based on non-GAAP operating income (see non-GAAP financial measure reconciliation below); and the remaining twenty percent of the target payout ratio (7%) based on individual performance using a 1-5 rating system. The specific minimum levels of revenues, non-GAAP operating income and individual performance ratings required to achieve the varying percentage of target payout for each measurement criteria are as follows:

	Threshold (50%)	Target (100%)	Maximum (150%)
Revenues	\$ 210,000,000	\$ 220,000,000	\$ 230,000,000
Non-GAAP Operating Income	\$ 43,500,000	\$ 45,500,000	\$ 47,500,000
Individual Performance	2 Rating	3 Rating	4 Rating

The cash-based incentive compensation payments received by the NEOs other than the CEO for fiscal 2019, as reflected in the Summary Compensation Table, were based on the Company achieving: (i) revenues totaling approximately \$201,000,000 (no payout); non-GAAP operating income totaling approximately \$43,500,000 (50% of target payout); and (iii) individual performance ratings of 3. Non-GAAP operating income excludes the impact of acquisition-related, restructuring and selected legal costs incurred in fiscal 2019. As detailed in the table below, measurement of actual non-GAAP operating income achieved relative to the targets listed above was adjusted to take into consideration the operating costs from the acquisition of the GenePOC business, as this acquisition occurred subsequent to the determination of the operating income targets.

<u>Operating Income (GAAP to Non-GAAP Reconciliation)</u>	
U.S. GAAP Operating Income	\$ 32,699,000
Acquisition-related costs	1,808,000
Restructuring costs	2,839,000
Selected legal costs	1,583,000
Non-GAAP Operating Income	<u>\$ 38,929,000</u>
Operating costs of GenePOC business	4,589,000
Adjusted Operating Income for use in Cash-Based Incentive Target Measurement	<u>\$ 43,518,000</u>

The cash-based incentive compensation payment for the CEO was determined by the Compensation Committee pursuant to the terms of Mr. Kenny's employment agreement, as well as taking into consideration actual revenues and non-GAAP operating income achieved, relative to the targets noted above. Similar to the NEOs other than the CEO, the Compensation Committee's determination for the CEO took into consideration the operating costs from the acquisition of the GenePOC business, as this acquisition occurred subsequent to the determination of the operating income targets.

### Fiscal 2020 Compensation Decisions

#### Base Salaries

Based on our financial results in fiscal 2019 and the Compensation Committee's review of the CEO's evaluation of the other NEOs, the up-coming merit increase for Dr. Weltzien is expected to be approximately 3%. As a result of his promotion and base salary adjustment on October 1, 2019, Mr. Baldasare will not receive a merit adjustment on January 1, 2020. With respect to Mr. Kenny, see page 21 for discussion of his compensation arrangements. Base salaries across all Meridian employees below the executive level are expected to increase approximately 3% effective January 1, 2020.

### Cash-Based Incentive Compensation

The Compensation Committee approved the 2020 Cash-Based Incentive Compensation Plan structure, including performance targets and payout targets. For NEOs other than the CEO, the target payout ratio is forty percent of base salary. For the NEOs other than the CEO, thirty percent of the target payout ratio (12%) is based on achieving certain levels of net revenues; thirty percent of the target payout ratio (12%) is based on achieving certain levels of operating income; and the remaining forty percent of the target payout ratio (16%) is based on individual performance. Depending on the level of achievement, a NEO other than the CEO may earn from 0% to 68% of base salary. For the CEO, the target pay-out ratio is seventy-five percent of base salary pursuant to the provisions of Mr. Kenny's amended employment agreement.

Cash-based incentive compensation, if earned, is paid in the first quarter of each fiscal year, for the prior fiscal year's performance. The net revenues and operating income targets operate independently. While the net revenues portion may be earned upon achieving the net revenues targets, the component related to operating income is subject to the Company's attainment of the specific operating income target, after inclusion of the compensation expense related to cash-based incentive compensation. Should the Company fail to reach the minimum operating income target, no cash-based incentive compensation will be paid for this component.

Management and the Compensation Committee have intended that the net revenues and operating income thresholds be set at reasonably achievable targets, yet at levels that require diligence to produce meaningful performance. The Compensation Committee tends to set the thresholds consistent with the net revenue and operating income guidance range.

### Long-Term Stock-based Incentives

After considering the independent consultant's findings and recommendations, the Compensation Committee has modified the Company's long-term stock-based incentive program. As a result of these modifications, awards to be granted to certain executives of the Company, including the NEOs other than the CEO, are based on fixed dollar values that are dependent upon the executive's level in the Company. Such awards are expected to be in the form of restricted stock units. Awards to be granted to the CEO will be governed by the provisions of Mr. Kenny's amended employment agreement and are expected to include two types of equity awards, restricted stock units and options to purchase Company stock.

### **Establishing Compensation Levels**

The Compensation Committee recommends CEO compensation to the Board of Directors for approval. The Company has an employment agreement with the CEO, which is described on page 21. The compensation levels for the other NEOs are recommended by the CEO. The Compensation Committee has discretion to follow or modify such recommended levels of compensation. The Compensation Committee considers the input of our CEO as a crucial component of its compensation processes and decisions relating to NEO compensation. The Compensation Committee is not obligated to follow his recommendations. The Company does not engage in strict numerical benchmarking in determining the percentage modifications for the NEOs. Under its charter, the Compensation Committee is authorized to engage outside advisors at the Company's expense. In fiscal 2018, the Company engaged an independent consultant to complete a compensation study for U.S. employees, a part of which was assisting the Company in evaluating, and making recommendations related to the Company's long-term incentive compensation, including providing benchmarked peer data of such compensation. See discussion of the long-term incentive compensation above.

In setting the NEOs' compensation, the Compensation Committee reviews all components of such compensation through the use of tally sheets. These tally sheets provide the amount of total compensation paid or earned by each NEO based on his or her base salary, cash-based incentive compensation, stock-based awards and retirement contributions. The tally sheets reviewed provide all of the information that is reflected in the Summary Compensation Table. The review by the Compensation Committee analyzes how changes in any element of compensation would impact other elements, particularly severance or change in control benefits, if applicable to the executive. Such analysis has become an important component in the Compensation Committee's review of executive compensation, as the tally sheet allows the Compensation Committee to consider an executive's overall

compensation rather than only one or two specific components of an executive's compensation. This allows the Compensation Committee to make compensation decisions and evaluate management recommendations based on a complete analysis of an executive's total compensation. Salaries are set on a calendar year basis and, therefore, salaries paid in the first three months of each fiscal year beginning on the first day of October are set in the prior fiscal year.

#### **Components of Executive Compensation and Related Risk Profile**

Meridian's executive compensation and benefits packages consist of base salary, cash-based incentive compensation, long-term stock-based incentive awards, Company-sponsored benefit and retirement plans, and change in control severance benefits. Each of these components has a certain risk profile.

<b><u>Element</u></b>	<b><u>Form of Compensation</u></b>	<b><u>Purpose</u></b>	<b><u>Risk Profile</u></b>
<b><i>Base Salaries</i></b>	Cash	Provides competitive, fixed compensation to attract and retain exceptional executive talent	Low to moderate
<b><i>Annual Cash-based Incentives</i></b>	Cash	Provides a direct financial incentive to achieve corporate operating goals	Moderate to high
<b><i>Long-Term Stock-based Incentives</i></b>	Non-qualified stock options and/or restricted stock units	Encourages Executive Officers to build and maintain a long-term equity ownership position in Meridian so that their interests are aligned with our shareholders	High
<b><i>Health, Retirement and Other Benefits</i></b>	Eligibility to participate in benefit plans generally available to our employees, including retirement plan contributions, and premiums paid on disability and life insurance policies	Benefit plans are part of a broad-based employee benefits program providing competitive benefits to our Executive Officers	Low
<b><i>Change in Control Severance Benefits</i></b>	Cash and continuation of certain benefits	Encourages Executive Officers to maximize value for shareholders in the event that the Company becomes subject to a change in control transaction	Moderate to high

The Compensation Committee has reviewed the risk profile of the components of the Company's executive compensation program, including the performance objectives and target levels used in connection with incentive awards, and has considered the risks a NEO might be incentivized to take with respect to such components. When establishing the mix among these components, the Compensation Committee is careful not to encourage excessive risk taking. Specifically, the performance objectives contained in the Company's executive compensation programs have been balanced between annual and long-term incentive compensation to ensure that both components are aligned and consistent with our long-term business plan and that our overall mix of stock-based awards has been allocated to promote an appropriate combination of incentive and retention objectives.

The Compensation Committee believes that the Company's executive compensation program does not incentivize the NEOs to engage in business activities or other behavior that would threaten the value of the Company or the investments of its shareholders.

The Compensation Committee continues to monitor and evaluate on an on-going basis the mix of compensation, especially equity compensation, awarded to the NEOs, and the extent to which such compensation aligns the interests of the NEOs with those of the Company's shareholders. In connection with this practice, the Compensation Committee has, from time to time, reconsidered the structure of the Company's executive compensation program and the relative weighting of various compensation elements.

See Executive Summary on page 17 for discussion of base salaries, annual cash-based incentive compensation and long-term stock-based compensation.

#### Company-Sponsored Benefit and Retirement Plans

Meridian provides Company-sponsored benefit and retirement plans to the NEOs. In general, executives participate in the Company's benefit and retirement plans on the same basis as other Company employees. The core benefit package includes health, dental, short and long-term disability, and group term life insurance. Meridian generally provides retirement benefits to executives through qualified (under the Internal Revenue Code) defined contribution plans (401K Plan).

#### Change in Control Severance Benefits

The Compensation Committee believes that a reasonable level of salary and Company-sponsored benefit protection provides a means of retention and allows the NEOs to remain focused on achievement of Company goals and objectives in the event that the Company becomes subject to a merger or acquisition transaction. This component of compensation would only be paid in the event of a change in control of the Company, under certain qualifying conditions, and termination of the NEO's employment (i.e., double trigger). For the CEO and other NEOs, this component of compensation would include two years' base salary, performance bonus and core benefits. See page 29 for a description of change in control severance agreements entered into with our Executive Officers.

#### Jack Kenny Employment Agreement

On November 5, 2019, Meridian entered into an Amended and Restated Employment Agreement (the "Kenny Employment Agreement") with Jack Kenny, its CEO. Under the Kenny Employment Agreement Mr. Kenny is entitled to be paid a base salary of \$670,000 and his salary shall be reviewed annually by the Compensation Committee. During the first year of the Kenny Employment Agreement, Mr. Kenny is eligible to earn an annual target bonus of seventy-five percent of his base salary. Thereafter, the Compensation Committee shall set an eligible target amount for the annual bonus for the applicable employment term year. The actual amount of any annual bonus payable to Mr. Kenny in any year shall be determined by the Compensation Committee based upon performance criteria set forth in advance under the bonus plan established by the Compensation Committee and the achievement of such performance criteria.

As contemplated by the Kenny Employment Agreement, on November 5, 2019 the Company granted Mr. Kenny pursuant to Meridian's 2012 Stock Incentive Plan: (i) options to purchase 198,119 shares of common stock of the

Company, which shall vest on a pro rata basis over three years; and (ii) 99,505 restricted stock units, which shall vest in a lump sum or “cliff” basis on October 1, 2022.

The effective date of the Kenny Employment Agreement is October 1, 2019 and its term is two years, with annual renewal provisions following the initial term. Either the Company or Mr. Kenny may terminate the Kenny Employment Agreement at any time for any reason upon 90 days’ notice. In the event that the Company terminates the employment of Mr. Kenny without Cause or if he terminates his employment for Good Reason, each as defined in the Kenny Employment Agreement, Mr. Kenny is entitled to a severance payment equal to twelve months of his then current base salary plus a pro-rata portion of the target bonus through the date of termination. If such termination occurs during a change in control period (i.e., a double trigger), Mr. Kenny is entitled to a severance payment equal to two times his then current base salary plus his target bonus for the year in which the termination occurs.

The Kenny Employment Agreement contains customary indemnification provisions and a “clawback” provision that enables the Company to recoup any amounts paid to Mr. Kenny under the Kenny Employment Agreement if so required by applicable law or any applicable securities exchange listing standards.

#### Melissa A. Lueke Consulting Agreement

The Company and Ms. Lueke, our former Chief Financial Officer, entered into a Consulting Agreement effective January 1, 2019 upon her retirement from the Company. The Consulting Agreement provides that Ms. Lueke will assist the Company on an as-requested basis with matters related to the Company’s financial reporting and accounting, among other matters. Under the Consulting Agreement, the Company agreed to pay Ms. Lueke \$90,000 per year and reimburse her for certain expenses. The Consulting Agreement’s term is three years and may be renewed upon mutual written agreement or cancelled by Ms. Lueke at any time.

#### Internal Pay Equity

The Compensation Committee believes that the relative difference between the CEO’s compensation and the compensation of the Company’s other executives has not increased significantly over the years. Further, the Compensation Committee believes that the Company’s internal pay equity structure is appropriate based upon the contributions to the success of the Company and as a means of motivation to other executives and employees.

### **COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on these reviews and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company’s proxy statement on Schedule 14A.

#### Members of the Compensation Committee

James M. Anderson (Chair)  
Dwight E. Ellingwood  
John C. McIlwraith  
David C. Phillips (Ex-Officio)

## CEO PAY RATIO

Our CEO Pay Ratio was calculated in compliance with the requirements set forth in Item 402(u) of Regulation S-K. We identified the median employee population as of July 31, 2019, which included all 660 global full-time, part-time, temporary and seasonal employees employed on that date, excluding 18 such employees in our Belgium, China, France and Holland locations, which in the aggregate represent less than 5% of our workforce. We used a consistently applied compensation measure across our global employee population to calculate the median employee compensation. For our consistently applied compensation measure, we utilized total cash compensation per our internal payroll records, annualized and translated to U.S. dollars. We then calculated the median employee's fiscal 2019 compensation in the same manner as the NEOs in the Summary Compensation Table. Our median employee compensation for fiscal 2019 was \$59,227 and our CEO's compensation was \$1,316,392. Accordingly, our CEO-to-Employee Pay Ratio is 22:1.

## EQUITY COMPENSATION PLAN INFORMATION

The following table presents information about the Company's equity compensation plans as of September 30, 2019 (number of securities information in thousands):

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by security holders <sup>(1)</sup>	990	\$ 17.360	2,657
<b>Total<sup>(2)</sup></b>	<b>990</b>	<b>\$ 17.360</b>	<b>2,657</b>

(1) 2004 Equity Compensation Plan, as amended, and 2012 Stock Incentive Plan

(2) Weighted-average remaining term of 6.37 years

## SUMMARY COMPENSATION TABLE

The following table summarizes the aggregate compensation paid, or earned, by each of the NEOs for the fiscal years ended September 30, 2019, 2018 and 2017, respectively:

Name and Principal Position (a)	Year (b)	Salary (c)	Bonus <sup>1</sup> (d)	Stock Awards <sup>2,7</sup> (e)	Option Awards <sup>3</sup> (f)	Non-Equity Incentive Plan Compensation <sup>4</sup> (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (h)	All Other Compensation <sup>5</sup> (i)	Total
Jack Kenny Chief Executive Officer	2019	\$650,000	-	\$485,250	-	\$150,000	-	\$ 31,142	\$1,316,392
	2018	\$542,408	-	\$554,750	\$319,140	\$250,000	-	\$192,308	\$1,858,606
	2017	-	-	-	-	-	-	-	-
Bryan T. Baldasare <sup>6</sup> Executive Vice President, Chief Financial Officer and Secretary	2019	\$283,039	-	\$157,563	-	\$ 28,600	-	\$ 21,557	\$ 490,759
	2018	\$251,037	-	\$ 73,250	-	\$ 61,875	-	\$ 26,801	\$ 412,963
	2017	\$243,610	-	\$ 84,750	-	-	-	\$ 27,692	\$ 356,052
Eric S. Rasmussen <sup>7</sup> Former Executive Vice President, Chief Financial Officer and Secretary	2019	\$318,847	-	-	-	-	-	\$838,364	\$1,157,211
	2018	\$107,692	\$60,000	-	-	\$ 32,667	-	\$ 45,331	\$ 245,690
	2017	-	-	-	-	-	-	-	-
Melissa A. Lueke <sup>8</sup> Former Executive Vice President, Chief Financial Officer and Secretary	2019	\$ 93,938	-	\$242,625	-	-	-	\$ 96,407	\$ 432,970
	2018	\$344,000	-	\$109,875	\$ 40,306	\$ 96,320	-	\$ 38,771	\$ 629,272
	2017	\$339,520	-	\$169,500	\$ 27,708	-	-	\$ 45,564	\$ 582,292
Lourdes G. Weltzien Executive Vice President, Life Science	2019	\$358,431	-	\$242,625	-	\$ 50,512	-	\$ 23,982	\$ 675,550
	2018	\$341,516	-	\$109,875	\$ 71,780	\$ 57,493	-	\$ 35,385	\$ 616,049
	2017	\$323,296	-	\$212,625	-	-	-	\$ 36,484	\$ 572,405
Lawrence J. Baldini <sup>9</sup> Former Executive Vice President, Global Operations	2019	\$212,847	-	\$242,625	-	\$ 28,801	-	\$209,246	\$ 693,519
	2018	\$350,804	-	\$109,875	\$ 40,306	\$ 98,617	-	\$ 41,774	\$ 641,376
	2017	\$346,673	-	\$169,500	-	-	-	\$ 42,561	\$ 558,734

<sup>1</sup> The amount reflected for Mr. Rasmussen represents a signing bonus upon his being hired as Executive Vice President, Corporate Development in June 2018. See Note 7 below.

<sup>2</sup> The amounts shown reflect the grant date fair value of the restricted stock units issued during fiscal years 2019, 2018 and 2017 in accordance with ASC Topic 718, including those granted to Mr. Kenny upon his being hired as CEO in October 2017. In addition, the amounts reflected for Mr. Baldasare in fiscal 2019 and Dr. Weltzien in fiscal 2017 include the grant date fair value of restricted stock units granted to: (i) Mr. Baldasare in connection with the acquisition of the business of GenePOC Inc.; and (ii) Dr. Weltzien in connection with her serving as President of Asia Pacific Markets. No compensation cost is included in this table related to the performance-based portion of the restricted stock units granted during fiscal 2018 and 2017, and because the required earnings targets for Meridian were not reached for fiscal 2018 or 2017, the performance-based restricted stock units have been cancelled. No such performance-based restricted stock units were granted during fiscal 2019. A discussion of the assumptions used in calculating these values may be found in Note 7(b) on page 61 of the Company's Annual Report on Form 10-K filed with the SEC on November 26, 2019.

<sup>3</sup> The amounts shown reflect the grant date fair value of the stock options granted during fiscal years 2018 and 2017 in accordance with ASC Topic 718, and during fiscal 2018 are comprised of: (i) a grant to Mr. Kenny upon his being hired as CEO in October 2017; (ii) a grant to Dr. Weltzien in connection with her promotion to Executive Vice President, Life Science in March 2018; and (iii) time-based grants made in connection with the Company's long-term incentive compensation program. No compensation cost is included in this table related to the performance-based portion of stock options granted during fiscal 2018. Because the required earnings target for Meridian was not reached for fiscal 2018, the performance-based stock options have been cancelled. The fiscal 2017 amount relates to a grant to Ms. Lueke in recognition of increased responsibilities in her position of

Executive Vice President and Chief Financial Officer. A discussion of the assumptions used in calculating these values may be found in Note 7(b) on page 61 of the Company's Annual Report on Form 10-K filed with the SEC on November 26, 2019.

<sup>4</sup> The amounts shown represent amounts earned by the NEOs pursuant to the Officer's Performance Compensation Plan for fiscal 2019 and 2018. No such amounts were earned for fiscal 2017, as the corporate-wide targets were not reached for this fiscal year.

<sup>5</sup> See the All Other Compensation table below for amounts, which include certain Company contributions and other personal benefits for fiscal 2019.

	All Other Compensation					
	Jack Kenny	Bryan T. Baldasare	Eric S. Rasmussen	Melissa A. Lueke	Lourdes G. Weltzien	Lawrence J. Baldini
Retirement Contributions	\$ 15,392	\$ 15,932	\$ 18,820	\$ 5,001	\$ 14,920	\$ 9,483
Restricted Stock Dividends	15,750	5,625	4,375	10,000	9,062	10,000
Consulting Agreement Payments	-	-	-	67,500	-	-
Accumulated Vacation Payout	-	-	9,809	13,906	-	9,258
Relocation Costs, including Gross-up	-	-	55,360	-	-	-
Separation Payment	-	-	750,000	-	-	180,505
Totals	\$ 31,142	\$ 21,557	\$ 838,364	\$ 96,407	\$ 23,982	\$ 209,246

<sup>6</sup> Mr. Baldasare was named Interim Chief Financial Officer effective June 28, 2109, upon Mr. Rasmussen's resignation. On October 1, 2019, Mr. Baldasare was named Executive Vice President and Chief Financial Officer of Meridian. See Note 7 below.

<sup>7</sup> In June 2019, Mr. Rasmussen resigned from his position with Meridian. Mr. Rasmussen was appointed as the Company's Chief Financial Officer effective January 1, 2019. In connection with his resignation, Mr. Rasmussen received the separation payment reflected in the All Other Compensation Table above, which was comprised of: (i) one year of regular base salary (\$450,000); (ii) payment in lieu of fiscal 2019 corporate bonus (\$75,000); and (iii) payment to compensate for restricted stock units forfeited and recognize contributions related to the acquisition of the business of GenePOC Inc. (\$225,000). The grant date fair value of restricted stock units and options forfeited by Mr. Rasmussen totaled \$414,925 and \$99,376, respectively (\$339,675 for fiscal 2019 grants and \$174,626 for fiscal 2018 grants).

<sup>8</sup> Effective January 1, 2019, Ms. Lueke retired from her position with Meridian. Effective January 1, 2019, the Company and Ms. Lueke entered into a Consulting Agreement at a rate of \$90,000 per year, the fiscal 2019 payments for which are reflected in the All Other Compensation Table above. The Consulting Agreement's term is three years and may be renewed upon mutual agreement or cancelled by Ms. Lueke at any time.

<sup>9</sup> Effective April 26, 2019, Mr. Baldini retired from his position as Executive Vice President, Global Operations, with Meridian. In connection with his retirement, Mr. Baldini received the separation payment reflected in the All Other Compensation Table above, representing six months of regular base salary.

## GRANTS OF PLAN-BASED AWARDS

The following table sets forth, for each of the NEOs, information related to grants made during fiscal 2019 under Meridian’s Cash-Based Incentive Compensation Plan and 2012 Stock Incentive Plan:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>1</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards			All other Stock Awards: Number of Shares of Stock or Units (#)	All other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Max (\$)	Threshold (#)	Target (#)	Max (#)	(i)	(j)	(k)	(l)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Jack Kenny	12/06/18	\$ 22,750	\$227,500	\$325,000	-	-	-	-	-	-	-
	11/15/18	-	-	-	-	-	-	25,000 <sup>2</sup>	-	-	\$485,250
Bryan T. Baldasare	12/06/18	\$ 7,150	\$ 71,500	\$114,400	-	-	-	-	-	-	-
	11/15/18	-	-	-	-	-	-	7,500 <sup>2</sup>	-	-	\$145,575
	09/16/19	-	-	-	-	-	-	1,200 <sup>3</sup>	-	-	\$ 11,988
Eric S. Rasmussen <sup>4</sup>	12/06/18	\$ 15,750	\$157,500	\$252,000	-	-	-	-	-	-	-
	11/15/18	-	-	-	-	-	-	17,500 <sup>2</sup>	-	-	\$339,675
Melissa A. Lueke	11/15/18	-	-	-	-	-	-	12,500 <sup>2</sup>	-	-	\$242,625
Lourdes G. Weltzien	12/06/18	\$ 12,628	\$126,280	\$202,048	-	-	-	-	-	-	-
	11/15/18	-	-	-	-	-	-	12,500 <sup>2</sup>	-	-	\$242,625
Lawrence J. Baldini	12/06/18	\$ 12,635	\$126,354	\$202,166	-	-	-	-	-	-	-
	11/15/18	-	-	-	-	-	-	12,500 <sup>2</sup>	-	-	\$242,625

<sup>1</sup> These columns reflect the potential payout for each NEO under the Fiscal 2019 Cash-Based Incentive Compensation Plan if the threshold, target and maximum goals were satisfied for all performance measures. As described within the “Executive Summary” section of the “Compensation Discussion and Analysis” beginning on page 17, during fiscal 2019, the revenue performance measurement was not achieved, while the operating income performance measurements were achieved at the 50% of Target threshold. These results, along with the individual performance factor, resulted in the amounts set forth in “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table being earned by the NEOs.

<sup>2</sup> These grants were of time-based restricted stock units with 100% vesting after three years.

<sup>3</sup> This grant of time-based restricted stock units with 100% vesting after three years was made to Mr. Baldasare in connection with the acquisition of the business of GenePOC Inc.

<sup>4</sup> See Note 7 of the Summary Compensation Table regarding forfeiture of the time-based restricted stock units granted to Mr. Rasmussen during fiscal 2019.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table provides information on the NEOs' holdings of equity awards under Meridian's 2012 Stock Incentive Plan and 2004 Equity Compensation Plan as of September 30, 2019:

Name	Option Awards				Stock Awards				Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Jack Kenny	25,000 <sup>1</sup>	75,000 <sup>1</sup>	-	\$14.50	10/09/27	-	-	-	-
						13,000 <sup>8</sup>	\$123,370	-	-
						25,000 <sup>9</sup>	\$237,250	-	-
						25,000 <sup>9</sup>	\$237,250	-	-
Bryan T. Baldasare	1,500 <sup>2</sup>	-	-	\$19.71	08/04/20	-	-	-	-
	11,250 <sup>3</sup>	3,750 <sup>3</sup>	-	\$19.56	03/24/26	-	-	-	-
						5,000 <sup>10</sup>	\$ 47,450	-	-
						5,000 <sup>11</sup>	\$ 47,450	-	-
						5,000 <sup>9</sup>	\$ 47,450	-	-
						7,500 <sup>9</sup>	\$ 71,175	-	-
						1,200 <sup>12</sup>	\$ 11,388	-	-
Eric S. Rasmussen	-	-	-	-	-	-	-	-	-
Melissa A. Lueke	12,500 <sup>4</sup>	-	-	\$19.56	12/31/21	-	-	-	-
	10,000 <sup>4</sup>	-	-	\$16.85	12/31/21	-	-	-	-
	12,500 <sup>4</sup>	-	-	\$14.65	12/31/21	-	-	-	-
Lourdes G. Weltzien	7,500 <sup>5</sup>	2,500 <sup>5</sup>	-	\$19.66	07/01/26	-	-	-	-
	-	12,500 <sup>6</sup>	-	\$14.65	11/08/27	-	-	-	-
	2,500 <sup>7</sup>	7,500 <sup>7</sup>	-	\$14.30	04/24/28	-	-	-	-
						5,000 <sup>10</sup>	\$ 47,450	-	-
						10,000 <sup>11</sup>	\$ 94,900	-	-
						1,250 <sup>13</sup>	\$ 11,863	-	-
						7,500 <sup>9</sup>	\$ 71,175	-	-
						12,500 <sup>9</sup>	\$118,625	-	-
Lawrence J. Baldini	-	-	-	-	-	10,000 <sup>14</sup>	\$ 94,900	-	-
						10,000 <sup>14</sup>	\$ 94,900	-	-
						7,500 <sup>14</sup>	\$ 71,175	-	-
						12,093 <sup>14</sup>	\$114,763	-	-

<sup>1</sup> Options vest in four equal annual installments from the date of grant, until fully vested on October 9, 2021.

<sup>2</sup> Options fully vested on August 4, 2014.

<sup>3</sup> Options vest in four equal annual installments from the date of grant, until fully vested on March 24, 2020.

<sup>4</sup> Options fully vested upon Ms. Lueke's January 1, 2019 retirement and expire upon the conclusion of the original three-year term of her consulting agreement with the Company.

<sup>5</sup> Options vest in four equal annual installments from the date of grant, until fully vested on July 1, 2020.

<sup>6</sup> Options vest in full on November 8, 2021.

<sup>7</sup> Options vest in four equal annual installments from the date of grant, until fully vested on April 24, 2022.

<sup>8</sup> Units vest on October 9, 2019.

<sup>9</sup> Units vest on November 15, 2021.

<sup>10</sup> Units vest on November 15, 2019.

<sup>11</sup> Units vest on November 15, 2020.

<sup>12</sup> Units vest on September 16, 2022.

<sup>13</sup> Units vest half on November 21, 2019 and half on November 21, 2020.

<sup>14</sup> Units vested on November 1, 2019 in connection with Mr. Baldini's April 26, 2019 retirement.

#### **OPTION EXERCISES AND STOCK VESTED**

The following table sets forth, for each of the NEOs, information on options exercised and restricted stock units vested during fiscal 2019:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>1</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>2</sup>
(a)	(b)	(c)	(d)	(e)
Jack Kenny	-	\$ -	-	\$ -
Bryan T. Baldasare	-	\$ -	2,400	\$ 46,584
Eric S. Rasmussen	-	\$ -	-	\$ -
Melissa A. Lueke	-	\$ -	49,000	\$ 653,310
Lourdes G. Weltzien	-	\$ -	3,025	\$ 58,046
Lawrence J. Baldini	-	\$ -	9,407	\$ 181,800

<sup>1</sup> Amounts reflect the difference between the exercise price of the option and the market price of Meridian common shares at the time of exercise.

<sup>2</sup> Amounts reflect the market price of Meridian common shares at the time of restricted stock units vesting.

#### **401(K) PLAN**

Our 401(k) Savings Plan (“401(k) Plan”) allows all U.S. employees of the Company as soon as administratively possible following their employment to set aside a portion of their compensation each year for their retirement needs, up to the limits set by the Internal Revenue Code. Presently, the Company contributes a matching contribution of 100% of the first 4% of the employee’s contribution (i.e., up to 4% of an employee’s salary), subject to Internal Revenue Code limitations. The Company may also contribute a profit-sharing contribution at its discretion. Employee contributions and employer matching contributions are 100% vested immediately. Participants are entitled to direct the investment of their accounts among various mutual funds selected by the Meridian Bioscience, Inc., Savings and Investment Plan Committee. Participants who terminate employment are entitled to receive the vested portion of their accounts.

#### **POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

As described on page 21 in the “Compensation Discussion and Analysis” section of this proxy statement, Mr. Kenny and Meridian are parties to the Kenny Employment Agreement which sets forth compensation, non-competition, benefit and severance provisions and provides for a payment equal to twelve months of Mr. Kenny’s then current base salary plus a pro-rata portion of the target bonus through the date of termination in the event Mr. Kenny is terminated by Meridian without cause or Mr. Kenny terminates his employment for good reason. If such termination occurs during a change in control period (double trigger), Mr. Kenny is entitled to a severance payment equal to two times his then current base salary plus his target bonus for the severance period.

Had one of the events noted above occurred on September 30, 2019 and Meridian been within a change in control period at that time, Mr. Kenny would also have been entitled to the following under the Kenny Employment Agreement:

Salary	\$ 1,300,000
Annual Performance Bonus	975,000
Total Lump Sum Payment	<u>\$ 2,275,000</u>

Our Board of Directors authorized us to enter into change in control severance agreements with our Executive Officers (other than our CEO, who has a change in control provision in his Employment Agreement). Each agreement had an initial term ended December 31, 2016, and each year will automatically renew for an additional one year term, provided however, that if a change in control occurs the term will expire no earlier than 24 calendar months after the calendar month in which such change in control occurs. A change in control is generally defined in each agreement as any of the following: (i) a person is or becomes a beneficial owner of more than 50% of our voting securities; (ii) the composition of a majority of our Board changes; (iii) we consummate a merger or similar transaction; (iv) the sale of all or substantially all of our assets; or (v) the employment of a CEO other than the Company’s current CEO as of the date of the agreement. Each agreement provides, among other things, that if a change in control occurs during the term of the agreement, and the executive’s employment is terminated either by us or by the executive, other than: (a) by us for cause; (b) by reason of death or disability; or (c) by the executive without good reason, such executive will receive a severance payment equal to: (A) a multiple of such executive’s annual base salary; (B) a multiple of executive’s target bonus amounts; and (C) earned but unused vacation time. In addition, each change in control agreement provides that in the event that the severance and other benefits provided for in the agreement or otherwise payable to the executive would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, the benefits under the agreement will be either delivered in full, or delivered to a lesser extent which would result in no portion of the benefits being subject to such excise tax, whichever is more beneficial to the executive.

Had termination in connection with a change in control occurred on September 30, 2019, the NEOs to which the policy applied at that date (Mr. Baldasare and Dr. Weltzien) would have been entitled to the following lump sum payments under the policy:

	Bryan T. Baldasare	Lourdes G. Weltzien
Salary	\$ 572,000	\$ 721,600
Annual Performance Bonus	143,000	252,560
Earned but Unused Vacation	11,006	13,868
Total Lump Sum Payment	<u>\$ 726,006</u>	<u>\$ 988,028</u>

### **DIRECTOR COMPENSATION**

For fiscal 2019, independent directors of Meridian received the following compensation for service on the Board and the Audit Committee (“AC”), Compensation Committee (“CC”) and Nominating & Corporate Governance Committee (“N&CGC”) (annual amounts presented):

-Base for director service	\$40,000
-Additional for Independent Chairperson	\$50,000
-AC Chair	\$20,000
-AC Member	\$10,000
-CC Chair	\$13,000
-CC Member	\$ 6,000
-N&CGC Chair	\$13,000
-N&CGC Member	\$ 5,000

Beginning in January 2020, each independent director is entitled to receive on an annual basis an equity award grant valued at \$100,000, an increase from \$50,000 in January 2019. One-third of such equity value is to be in the form of restricted stock units (valued at the market value of our common stock at the date of award) and two-thirds is to be in the form of non-qualified options to purchase common shares of the Company at an exercise price equal to the grant date closing sale price as reported on Nasdaq (valued pursuant to the current methodology utilized by the Company for financial reporting purposes, which may be found in Note 7(b) on page 61 of the Company’s Annual Report on Form 10-K filed with the SEC on November 26, 2019).

The following table provides information on compensation related to fiscal 2019 for independent directors who served during fiscal 2019:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>1</sup>	Option Awards (\$) <sup>1</sup>	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
James M. Anderson	\$64,667	\$16,650	\$33,350	-	-	-	\$114,667
Dwight E. Ellingwood	\$57,000	\$16,650	\$33,350	-	-	-	\$107,000
John C. McIlwraith	\$51,000	\$16,650	\$33,350	-	-	-	\$101,000
David C. Phillips	\$98,167	\$16,650	\$33,350	-	-	-	\$148,167
John M. Rice	\$53,000	\$16,650	\$33,350	-	-	-	\$103,000
Catherine A. Sazdanoff	\$53,333	\$16,650	\$33,350	-	-	-	\$103,333
Felicia Williams	\$56,667	\$16,650	\$33,350	-	-	-	\$106,667

<sup>1</sup>The amounts shown reflect the grant date fair value of the awards made in fiscal year 2019 in accordance with ASC Topic 718. A discussion of the assumptions used in calculating these values may be found in Note 7(b) on page 61 of the Company's Annual Report on Form 10-K filed with the SEC on November 26, 2019.

#### **SHAREHOLDER PROPOSALS FOR NEXT YEAR**

The deadline for shareholder proposals to be included in the proxy statement for next year's meeting is August 20, 2020.

The form of proxy for this meeting grants authority to the designated proxies to vote in their discretion on any matters that come before the meeting except those set forth in Meridian's proxy statement and except for matters as to which adequate notice is received. In order for a notice to be deemed adequate for the 2021 Annual Shareholders' Meeting, it must be received prior to October 29, 2020. If there is a change in the anticipated date of next year's Annual Shareholders' Meeting or these deadlines by more than 30 days, we will notify you of this change through our Form 8-K and/or Form 10-Q filings.

Meridian's Code of Regulations provides that only persons nominated by an officer, director or in writing by a shareholder not earlier than 150 days nor later than 90 days prior to the meeting at which directors are to be selected shall be eligible for election and that shareholder proposals be presented not earlier than 150 days nor later than 90 days prior to the meeting at which the proposals are to be presented.

#### **QUESTIONS**

If you have questions or need more information about the annual meeting, call us at (513) 271-3700 or write to:

Bryan T. Baldasare  
Executive Vice President, Chief Financial Officer and Secretary  
Meridian Bioscience, Inc.  
3471 River Hills Drive  
Cincinnati, Ohio 45244

For information about your record holdings, call Computershare Shareholder Services at (888) 294-8217.

