

**INOTIV, INC.
COMPENSATION COMMITTEE CHARTER**

Revised July 26, 2022

Purpose

The Compensation Committee (“Committee”) is appointed by the Board of Directors (the “Board”) of Inotiv, Inc. (the “Company”) to, among other matters, discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”) and administer the Company’s incentive compensation plans, including any cash-based or equity-based incentive compensation plans and arrangements.

Composition

The membership of the Committee shall consist of at least three directors who shall (1) be free of any relationship that, in the opinion of the Board, would interfere with the member’s exercise of independent judgment, (2) meet the independence requirements of the Nasdaq Stock Market and any other applicable laws or regulations, and (3) be a “Non-Employee Director” as that term is defined by Rule 16b-3 of the Securities Exchange Act of 1934.

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

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

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities.

Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. Review and approve corporate goals and objectives relevant to compensation and benefits for the Executive Officers, and evaluate the performance of each Executive Officer in light of those goals and objectives.
2. Review and approve all elements of each Executive Officer’s compensation, including but not limited to (i) annual base salary, (ii) annual incentive

compensation opportunity, whether in the form of cash or equity, (iii) long-term incentive compensation opportunity, whether in the form of cash or equity, (iv) special benefits, and (v) employment agreements, severance agreements, and change in control agreements, if appropriate. The Chief Executive Officer shall not be present during any Committee deliberations or voting with respect to his or her compensation.

3. Periodically review the Company's compensation philosophy, and periodically review, evaluate and approve the Company's peer group for relative company performance and compensation analysis purposes.
4. Review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The Committee shall oversee and administer the Company's incentive compensation, equity-based and other employee benefit plans and arrangements, and perform the duties of the administrator, including making awards. The Committee may delegate those responsibilities to the extent permitted under the plans and applicable law and as it deems appropriate.
5. Oversee the Company's compliance with Securities and Exchange Commission (the "SEC") rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans. In making its decisions affecting executive compensation policies and practices, the Committee shall consider the results of the shareholder advisory votes on executive compensation.
6. Oversee the process for identifying and addressing any material risks relating to the Company's compensation policies and practices for all employees; consider the extent, if any, to which risks arising from the Company's compensation policies and practices are reasonably likely to have any material adverse effects; and consider the extent, if any, to which incentive compensation programs encourage unnecessary or excessive risk taking.
9. Oversee and monitor the Company's human capital management programs, policies, initiatives and results, including with respect to: talent management; culture; employee recruitment, training, development, promotion and retention; diversity and inclusion, equal employment opportunity and nondiscrimination; pay equity; and anti-harassment matters.
10. Adopt, oversee and administer any stock ownership guidelines, share retention policies, clawback policies or other compensation risk mitigation policies applicable to the Executive Officers.
11. As applicable, review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual

report on Form 10-K by the rules and regulations of the SEC with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

12. As applicable, produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
13. In its sole discretion, to retain and terminate (or obtain the advice of) any advisor to assist the Committee in the performance of its duties, but only after taking into consideration factors relevant to the advisor's independence from management specified in the Nasdaq rules, as applicable. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
14. Regularly report to the Board regarding the activities of the Committee.
15. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
16. Annually evaluate the Committee's performance.
17. Form and delegate authority to subcommittees when appropriate.