

Compensation Committee of the Board of Directors Charter

Purpose

This Charter shall govern the operations of the Compensation Committee (“Committee”) of the Board of Directors of Inotiv, Inc. (the “Company”). The primary purpose of the Committee is to exercise the power and authority of the Board of Directors relating to the compensation of officers of the Company.

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 of Directors (“Board”), would interfere with the member’s exercise of independent judgment, (2) be “independent,” as defined in NASDAQ Market Place Rule 4200, (3) be an “outside director,” as that term is used and defined in Section 162(m) of the Internal Revenue Code, as amended (“Code”), and the relevant Treasury Regulations promulgated thereunder, or any successor rule or regulation, and (4) be a “Non-Employee Director” as that term is defined by Rule 16b-3 of the Securities Exchange Act of 1934. The Board may, at any time and in its complete discretion, appoint, dismiss, or replace a Committee member.

The Board shall appoint one member of the Committee as chairperson, who shall be responsible for leadership of the Committee, including preparing agenda, presiding over meetings, making Committee assignments, and reporting to the Board of Directors.

Authority and Responsibilities

1. The Committee shall have the authority and responsibility of the Board to:
 - At least annually, the Committee shall:
 - review and approve corporate goals and objectives relevant to compensation and benefits for the officers of the Company. The Committee shall evaluate the performance of each officer, including the Chief Executive Officer, in light of those goals and objectives;
 - review and approve all elements of each 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;
 - review the compensation systems in place for officers to make sure that they are appropriate in light of the Company’s objectives and performance and the compensation provided by comparable companies;
 - review this Charter and any policies adopted by the Committee; and

- evaluate its own performance and the performance of any compensation consultant retained by the Committee and provide a report of such evaluation to the Board.
- 2. The Committee shall draft such policies as it deems necessary or appropriate to carry out its functions.
- 3. The Committee may hire counsel and other experts, including compensation consultants, as the Committee, in its sole discretion, deems appropriate.
- 4. The Committee shall review the proposed Compensation Discussion & Analysis (CD&A) section of the Company's proxy statement, discuss that section with management, and based on that review and discussion, make a recommendation to the Board regarding the inclusion of the CD&A in the Company's filings with the Securities and Exchange Commission, as required.
- 5. The Committee shall make regular reports to the Board.
- 6. The Committee shall have the authority to approve all transactions between the Company and any director or officer, other than certain transactions pursuant to an "employee benefit plan," as described by Rule 16b-3 of the Securities Exchange Act of 1934 or any successor rule.
- 7. The Committee shall establish "performance goals," as that term is used in Code Section 162(m) and the Treasury Regulations promulgated thereunder, or any successor rule or regulation, to determine the payment of any performance-based compensation, disclose the material terms under which such compensation will be paid to the Company's shareholders for approval, and certify in writing prior to the payment of such compensation that the performance goals and any other material terms have been satisfied.
- 8. The Committee shall perform any other duties assigned to it by the Board of Directors.