

# Nominations and Governance Committee Charter

(As amended July 29, 2015)

The Nominations and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Bio-Techne Corporation (the “Company”).

## I. **Purpose.**

The purpose of the Committee is to:

- A. Consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates; and
- B. Advise and make recommendations to the Board with respect to corporate governance matters.

## II. **Composition**

The members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board. The Committee will be composed of not less than two Board members. Each member of the Committee shall be an "independent director" in accordance with applicable laws, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market. The Chair of the Committee shall be appointed by the Board.

## III. **Meetings**

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board. The Chair will report to the Board at least once per year, or whenever so requested by the Board.

## IV. **Duties and Responsibilities**

The Committee shall:

- A. Develop and recommend to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to: policies for evaluation of the Board and the chairperson; election and reelection of Board members; and succession planning for the Board chairperson and other Board leaders.
- B. Periodically review the composition of the Board, taking into consideration the desire for a broad range of skills and characteristics and with focus on the

governance and business needs and requirements of the Company. Report to the Board regarding suggested changes in Board composition, which will guide the Committee in the selection, recruitment and recommendation of directors.

- C. Identify and screen individuals the Committee believes to be qualified to become Board members, and make recommendations to the Board director nominees to stand for election at the annual meeting or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director, the Committee shall recommend to the Board a nominee to fill such vacancy. The Committee shall evaluate the performance of the Board, as well as termination of membership of Board members in accordance with corporate policy, for cause or other appropriate reasons.
- D. Evaluate the performance of Board members eligible for reelection, addressing performance issues as needed, and recommending to the Board the reelection of Board members who are performing effectively and continue to provide a competency needed on the Board.
- E. Review the independence of Board members and making an affirmative determination that each independent director has no relationship with the Company that would impair such director's independence.
- F. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommending that this disclosure be included in the Company's proxy statement or annual report on Form 10-K. Develop, review and revise as appropriate, for adoption by the Board, the Principles of Corporate Governance by which the Company and the Board shall be governed.
- G. Adopt procedures for having shareholders of the Company submit candidates for the Board, considering any director candidates recommended by the shareholders pursuant to such procedures, and making recommendations to the Board regarding the selection and approval of nominees for director to be submitted to a shareholder vote at the shareholder meeting.
- H. Oversee organization, membership and evaluation of Board committees, and recommend to the Board membership in committees.
- I. Develop, review and revise as appropriate, for adoption by the Board, the codes of ethical conduct and legal compliance by which the Company and its directors, officers, employees and agents will be governed.
- J. Review this charter on a periodic basis and make recommendations to the Board regarding any proposed changes.
- K. Review annually its own performance against responsibilities outlined in this Charter and as otherwise established by the Board.

The Committee shall have the resources and authority appropriate to obtain advice, reports, or opinions from internal or external counsel and expert advisors, as it deems appropriate, without seeking approval of the Board or management. Management of the Company shall cooperate with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions. To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more members of the Committee or a

subcommittee as the Committee may deem appropriate, provided that each member of any such subcommittee is composed entirely of independent directors.

This charter was adopted by the Board of Directors effective July 29, 2015.