

# Executive Compensation Committee Charter

(As amended July 29, 2015)

The Executive Compensation 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 provide oversight with respect to the Company’s philosophies, policies and plans of compensation (including incentive plans, equity plans, benefits and perquisites), risk management practices as they relate to executive and employee compensation, and public disclosure regarding the Company’s compensatory arrangements.

## II. Composition

The members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board. The Committee shall be composed of three or more directors who are independent as defined by applicable Securities and Exchange Commission (the “SEC”) and NASDAQ Stock Market rules, non-employee directors as defined by Securities Exchange Act Rule 16b-3 and outside directors as defined by Internal Revenue Code Section 162(m). The Chair of the Committee shall be selected by the Board or, if not selected by the Board, by the majority of the members of the Committee.

The Chair of the Committee shall preside over the Committee meetings and shall report the Committee’s activities to the full Board.

## III. Meetings

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

## IV. Duties and Responsibilities

- A. The Committee shall periodically review with management the Company’s compensation philosophy, taking into consideration enhancement of shareholder value from a short, intermediate and long-term perspective, fair and equitable compensation of employees, and the Company’s need to attract, retain and motivate highly qualified personnel.

- B. In coordination with the Chief Executive Officer of the Company (the “CEO”), the Committee shall establish performance goals for executive officers other than the CEO, determine the annual base compensation of such executive officers, evaluate the performance of such executive officers, approve equity grants to such executive officers based on performance and the Company’s compensation philosophy and approve all written and oral compensatory arrangements (including but not limited to offer letters, employment agreements, annual incentive arrangements, severance arrangements and change of control arrangements). Acting independently and outside of the presence of the CEO, the Committee shall perform the same functions with regard to the CEO. Voting and deliberations on the compensation of the CEO and other executive officers shall occur outside the presence of such officers.
- C. With assistance from the executive officers of the Company or their designees, the Committee shall periodically review the effectiveness of the Company’s human resources policies, strategies and programs, including benefits plans and overall employee compensation levels.
- D. At least annually, the Committee shall review and discuss (i) the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking; (ii) the relationship between risk management policies and practices and compensation; and (iii) evaluate compensation policies and practices that could mitigate any such risk.
- E. If required by applicable rules and regulations, or deemed appropriate in the Committee’s discretion, the Committee shall adopt and periodically review a claw-back policy with respect to the incentive compensation of the CEO, other executive officers and directors and shall provide oversight with respect to claw-back provisions in written compensation policies, plans and agreements.
- F. The Committee shall recommend to the Board director compensation policies and practices and shall administer such policies and practices.
- G. The Committee shall review and discuss with management the Compensation Committee Report, the Company’s Compensation Discussion and Analysis (“CD&A”), and any related executive compensation information required by the SEC, and recommend that the CD&A and related executive compensation information be included in the Company’s annual report on Form 10-K and/or proxy statement.
- H. The Committee shall recommend to the Board the frequency of the required advisory shareholder vote regarding the compensation of the CEO and executive officers.
- I. The Committee shall actively participate in the recruitment, consideration of and employment of prospective executive officers of the Company. The Committee shall make recommendations to the Board of Directors respecting the election of executive officers of the Company.
- J. The Committee shall make recommendations to the Board of Directors regarding the adoption or amendment of the Company’s omnibus incentive compensation plans and equity-based plans, administer such plans, and when required or deemed appropriate in the Committee’s discretion, recommend such plans for approval by the Company’s shareholders and oversee the registration of equity

offered pursuant to such plans. The Committee shall have the authority to grant incentive and equity awards and to determine all terms and conditions of such awards. The Committee will establish, evaluate and monitor compliance with stock ownership requirements or guidelines, if required or deemed appropriate in the Committee's discretion.

- K. The Committee shall review and reassess the adequacy of this Charter annually and obtain the approval of the Board for any proposed changes to the Charter.

When acting within the scope of the powers and responsibilities delegated to it by the Board of Directors, the Committee shall have and may exercise all the powers and authority of the Board of Directors. The Committee shall have authority to take all action appropriate to the performance of its duties, including the following:

- L. When necessary or appropriate in the Committee's discretion, the Committee shall have the sole discretion to select, retain, set the compensation, obtain the advice of or terminate a compensation consultant, independent legal counsel or other advisor and shall directly oversee such advisors. The Company shall provide appropriate funding for the reasonable compensation to such advisors and shall also provide funding for ordinary administrative expenses incurred by the Committee.
- M. In selecting or seeking advice from compensation consultants, outside legal counsel and other advisors, the Committee will consider the independence factors specified by NASDAQ and other applicable rules, including:
- The provision of other services to the Company by the person that employs the compensation consultant, outside legal counsel, or other advisor;
  - The amount of fees received from the Company by the person that employs the compensation consultant, outside legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, outside legal counsel or other adviser;
  - The policies and procedures of the person that employs the compensation consultant, outside legal counsel or other adviser that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the compensation consultant, outside legal counsel or other adviser with a member of the Committee;
  - Any stock of the Company owned by the compensation consultant, outside legal counsel or other adviser; and
  - Any business or personal relationship of the compensation consultant, outside legal counsel or other adviser or the person employing the adviser with an executive officer of the Company.
- N. The Committee may retain, or receive advice from any compensation advisor they prefer, including ones that are not independent, after considering all factors relevant to such person's independence from management; provided, however, that the Committee will oversee disclosure regarding any conflict of interest found to exist with respect to a compensation consultant.

- O. Notwithstanding the foregoing, the Committee is not required to assess or disclose the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- P. The Committee shall be entitled to request and rely upon information provided by the Company's executive officers regarding the Company's business operations and financial information relevant to the functions of the Committee.
- Q. To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities to one or more members of the Committee.

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