

**MERIDIAN BIOSCIENCE, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**ADOPTED BY THE BOARD OF DIRECTORS ON NOVEMBER 9, 2016**

This Charter has been adopted by the Board of Directors of Meridian Bioscience, Inc. and may be modified by the Board from time to time. The Committee shall consist of a minimum of two directors who shall be appointed and removed by the Board of Directors. All members of the Committee shall be independent as defined by Meridian's Director Independence Standards and shall satisfy standards of independence prescribed by The Nasdaq Stock Market and federal and state law. The Committee is authorized to engage, retain and terminate advisors, consultants and search firms in connection with the performance of its duties. The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The following are the purposes, duties and responsibilities of the Committee:

1. To review and make recommendations to the Board with respect to the organization, structure, size and composition of the Board, including its leadership structure;
2. To identify qualified nominees for the Board and determine the particular nominees who will be nominated by the Company for annual election to the Board, including, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. If there is a vacancy in any director's seat, whether through an increase in the size of the Board or otherwise, the Committee shall recommend to the Board of Directors a nominee to fill such vacancy;
3. In nominating individuals as directors, the Committee shall take into account, among other factors which it may deem appropriate, the judgments, skill, diversity, business experience and needs of the Board as its function relates to the business of the Company;
4. The Committee shall consider candidates proposed by management and stockholders as well as by its own members;
5. To identify Board members qualified to fill vacancies on Committees of the Board taking into account requirements of The Nasdaq Stock Market, federal and state law and the suitability of persons for particular Committee assignments and any other factors deemed appropriate by the Committee;
6. To monitor and recommend the structure and functions of the various Committees of the Board, as well as the appointment and removal of Committee members;
7. To consider matters of corporate governance and to establish and review, periodically, any corporate governance principles implemented by the Board or the Company, or any applicable listing standards or laws;
8. To review this Charter periodically and recommend any proposed changes to the Board;
9. To oversee the annual evaluation of the Board of Directors and Board Committees and report the results thereof to the full Board; and

10. To enact policies and procedures as necessary or advisable from time to time with respect to any of the above-referenced purposes, duties and responsibilities, as well as to conduct performance evaluations of the Committee in the Committee's discretion.

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