

Nominating and Governance Committee Charter

IDEXX Laboratories, Inc.

I. Organization

There shall be a Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”). The Committee shall consist of no less than three Directors designated by the Board, each of whom shall be an “independent director” as defined in the Company’s Corporate Governance Guidelines (the “Guidelines”) and applicable laws, regulations, and listing standards (including NASDAQ Rule 5605(a)(2)). Committee members and the Committee Chair shall be designated by a majority vote of the full Board upon recommendation of the Committee. The Board may remove members of the Committee from such committee, with or without cause. Members of the Committee shall serve for terms of one year, or until their successors are duly elected and qualified.

II. Purpose

The purpose of the Committee is to advise the full Board on matters relating to corporate governance, including with respect to (1) Board organization, membership, function, and performance, (2) nomination of persons for election as Directors at any meeting of stockholders and nomination of persons to be elected by the Board to fill any vacancies on the Board, (3) Board committee structure and membership, (4) the Guidelines, (5) succession planning for the Chairman of the Board, and (6) significant stockholder relations issues.

III. Duties and responsibilities

The duties and responsibilities of the Committee shall include the following, in addition to such other duties and responsibilities as may be delegated to the Committee from time to time by the Board.

1. Review and recommend policies and principles for effective corporate governance, including the Guidelines. The Committee shall monitor compliance with the Guidelines, review the Guidelines at least annually, and recommend any proposed changes to the Board for approval.
2. Advise the Board with respect to any proposed changes to the Company’s charter, by-laws, and shareholder rights plan, if applicable.
3. Identify, recruit, and evaluate candidates to fill vacancies on the Board. The Board’s criteria for selecting Directors are set forth in the Guidelines. The Committee shall use the criteria and principles set forth in the Guidelines to guide its process for selecting candidates to recommend to the Board for membership. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee shall annually assess, for each Director or person nominated to become a Director, the specific experience, qualifications, attributes, and skills that lead the Committee to conclude that such Director or nominee should serve as a Director, in light of the



Company's business and structure. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding Director candidates proposed by stockholders.

4. Extend invitations to join the Board to prospective Directors.
5. Review, evaluate, and administer resignation, retention, and retirement policies applicable to the Board.
6. Annually evaluate the independence of Directors based upon the independence standards set forth in the Guidelines and applicable laws, regulations and listing standards, including the satisfaction by Audit Committee members of any applicable criteria related to financial expertise, financial literacy and independence, and the satisfaction by Compensation Committee members of any applicable criteria or considerations related to independence and any consulting, advisory or other compensatory fees paid to the Compensation Committee members by the Company or its subsidiaries.
7. Except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to nominate Directors, recommend to the Board the persons to be nominated for election as Directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
8. Annually review and reassess the adequacy of this Committee's charter ("Charter") and recommend any proposed changes to the Board. Review, evaluate, and make recommendations to the Board regarding the charters of the other committees of the Board and their membership and chairs.
9. Annually assess the performance of the Board, its committees, the Chairman of the Board (if that person is not the Chief Executive Officer), and each individual Director.
10. Annually assess the Board's leadership structure, including whether the offices of Chairman of the Board and Chief Executive Officer should be separate and why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company.
11. Oversee and coordinate with management regarding director education and orientation of new Directors.
12. Annually nominate a Lead Director for approval by the Independent Directors (as defined by the Guidelines) of the Board if the Chairman of the Board is not an Independent Director.
13. Review and make recommendations regarding significant stockholder relations matters, including stockholder proposals that relate to corporate governance submitted for consideration at any Annual Meeting of Stockholders of the Company.
14. Formulate and administer procedures for the communication by stockholders with the Board.
15. Develop and maintain a succession planning process for the Chairman of the Board and annually review the succession plan with the Board.

IV. Process and administration

1. The Committee shall meet at least three times annually, and shall meet as frequently as required to fulfill the requirements of this Charter or as circumstances require. The Committee will ask members of management or others to attend the meeting and provide pertinent information as necessary. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar methods of communication), notice, waiver of notice, action by written consent and quorum, and voting requirements as are applicable to the Board. The Committee shall keep such records of its meetings as it shall deem appropriate, and shall report the results of its meetings regularly to the Board.
2. The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member). Any decision of a subcommittee shall be presented to the full Committee at its next scheduled meeting.
3. The Committee may retain, without further action by the Board, such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.
4. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Last Updated as of July 13, 2016