

## **IDEXX LABORATORIES, INC.**

### **GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

#### **I. Organization**

There shall be a Governance and Corporate Responsibility 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 at least 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, as well as on Board oversight of the management of corporate responsibility, environmental/sustainability and social risks and opportunities, 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 Board Chair, and (6) matters of significance to stockholders and other stakeholders relating to corporate governance, corporate responsibility, and environmental/sustainability and social matters.

#### **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. In addition, the Committee shall review the continued appropriateness of a Director's membership on the Board when he or she has a change in status. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding Director candidates recommended 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 and Talent Committee members of any applicable criteria or considerations related to independence and any consulting, advisory or other compensatory fees paid to the Compensation and Talent Committee members by the Company or its subsidiaries.
7. Review and oversee compliance by the Company with the NASDAQ's Board Diversity Rules (NASDAQ Rules 5605(f) and 56060).
8. 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 recommended by stockholders, provided that the recommendation is submitted in accordance with the procedures set forth in the Company's most recent annual meeting proxy statement. If a recommendation from a stockholder (or a group of stockholders) is submitted in accordance with such procedures, then the Committee shall review and evaluate information available to it regarding the recommended candidate and shall apply the same selection criteria, and shall follow substantially the same process in considering him or her, as it does in considering other candidates.
9. 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.

10. Annually assess the performance of the Board, its committees, the Board Chair (if that person is not the Chief Executive Officer) and each individual Director.
11. Annually assess the Board's leadership structure, including whether the offices of Board Chair 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.
12. Oversee and coordinate with management regarding director education and orientation of new Directors.
13. Annually nominate a Lead Director for approval by at least a majority of the Independent Directors (as defined by the Guidelines) of the Board if the Board Chair is not an Independent Director.
14. Review and make recommendations regarding matters of significance to stockholders and other stakeholders relating to corporate governance, corporate responsibility, and environmental/sustainability and social matters, and review all stockholder proposals submitted for consideration at any Annual Meeting of Stockholders of the Company.
15. Formulate and administer procedures for the communication by stockholders with the Board.
16. Develop and maintain a succession planning process for the Board Chair and annually review the succession plan with the Board.
17. Periodically review the Company's key strategies, policies, programs, practices, risks and opportunities relating to environmental/sustainability and social matters (which may include those relating to climate change, environmental sustainability, supply chain, human rights, community and government relations and charitable and political contributions), other than human capital and talent matters that are reviewed by the Compensation and Talent Committee and any other matters reviewed by another Board committee pursuant to the terms of its charter.
18. Periodically review the Company's significant disclosures relating to environmental, social and governance (ESG) matters, other than ESG disclosures included in periodic reports reviewed by the Audit Committee, and report the results of such review to the Board (which has overall oversight with respect to ESG matters).

#### 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. A Director who does not serve as a member of the Committee may attend, as an observer, all or a portion of a Committee meeting with advance approval of the Committee Chair; provided that unless otherwise directed by the Committee Chair, non-member Director observers should not attend executive sessions of the Committee. Members of the Committee, other non-member directors, members of management and other attendees may participate in Committee meetings in person or by telephone or videoconference, or by similar methods of communication. The Committee shall be governed by the same rules regarding meetings (including meetings in person, by telephone or videoconference, 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. 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 Reviewed and Updated as of December 8, 2021*