

Balchem Corporation

Amended and Restated Charter of the Corporate Governance & Nominating Committee of the Board of Directors

1. Consider and make recommendations to the Board concerning the appropriate size, function and needs of the Board, taking into account that the Board as a whole shall strive to have competency in the following areas: i) industry knowledge, ii) accounting and finance, iii) business judgment, iv) management, v) leadership, vi) international markets, vii) crisis management, and ix) corporate governance, and other areas as defined from time to time.
2. Determine the criteria for Board membership, including desired skills and attributes, oversee searches and evaluate and recommend candidates for election to the Board. Consideration of nominations made by stockholders will be processed as well.
3. Evaluate and recommend to the Board the responsibilities of the Board committees, including composition of committees, the structure, operations, and the ability to delegate sub-committee.
4. Annually review and assess the adequacy of the Company's corporate governance guidelines and recommend any changes to the Board for adoption.
5. Biennially evaluate its own performance as well as oversee the annual self-evaluation of the Board and biennial self-evaluations of Board Committees. This may also include setting criteria and measurements for progress on the strategic function of the Board.
6. Consider matters of corporate social responsibility and matters of significance in areas related to corporate public affairs and the company's employees and stockholders.
7. Recruit and evaluate new candidates for nomination by the full Board for election as director.
8. Prepare and update an orientation program for new Directors.
9. Evaluate the performance of current directors in connection with the expiration of their term in office with a view to providing advice to the full Board as to whether the full Board should nominate any such director for reelection.
10. Annually review and recommend policies on director retirement age, with the understanding that only the full Board of Directors shall nominate a slate of candidates for nomination for election by the stockholders of the Corporation, or appoint any director upon the death, resignation or removal of an incumbent director.