

Balchem Corporation
Amended and Restated Charter
of the
Corporate Governance & Nominating Committee of the Board of Directors
Effective: February 9, 2022

1. Consider and make recommendations to the Board of Directors (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:
 - a. industry knowledge,
 - b. accounting and finance,
 - c. business judgment,
 - d. management
 - e. international markets,
 - f. crisis management,
 - g. corporate governance, and
 - h. other areas as defined from time to time.
2. Using the criteria for Board membership set forth in Section 3 of the Company’s Corporate Governance Guidelines, oversee searches and recruit, evaluate and recommend candidates for election to the Board.
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. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Articles of Incorporation and By-laws.
6. Biennially evaluate its own performance as well as oversee:
 - a. the annual self-evaluation of the Board (which shall include an individual self-assessment by Board members of their performance); and,
 - b. biennial self-evaluations of other Board Committees.

This may also include setting criteria and measurements for progress on the strategic function of the Board.

7. Pursuant to Section 22 of the Corporate Governance Guidelines, develop and recommend to the Board for approval a Chief Executive Officer (“CEO”) and other key executive succession plan (the “Succession Plan”), review the Succession Plan annually with the CEO and Board, develop and evaluate potential candidates for these positions and recommend to the Board any candidates or changes to previously identified candidates under the Succession Plan.

8. Consider matters of corporate social responsibility, including reviewing the Company's activities and practices regarding environmental, social and related governance, including sustainability ("ESG") matters that are significant to the Company. In conducting these activities, the Committee shall periodically review the Company's ESG strategy, initiatives and policies and receive updates from the Company's management committee responsible for significant ESG activities.
9. Recruit and evaluate new candidates for nomination by the full Board for election as director.
10. Prepare and update an orientation program for new Directors.
11. 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.
12. Annually review and recommend policies on director retirement age, with the understanding that only the full Board 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.