

**JANEL CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The Board of Directors (the “**Board**”) of Janel Corporation (with its subsidiaries, the “**Company**”) has constituted and established a Nominating and Corporate Governance Committee (the “**Committee**”) with authority, responsibility, and specified duties as described in this Nominating and Corporate Governance Committee Charter and consistent with the Company’s Corporate Governance Guidelines. The Committee is responsible for developing and implementing policies and procedures that are intended to assure that the Board and the boards of directors (or equivalent) of the Company’s subsidiaries (“**Subsidiaries’ Boards**”) will be appropriately constituted and organized to meet its fiduciary obligations to the Company and the shareholders on an ongoing basis.

**ORGANIZATION**

Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (i) be replaced by the Board; (ii) resign from the Committee; or (iii) resign from the Board.

The Committee shall have at least three (3) members.

The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.

**RESPONSIBILITIES**

The Committee shall:

- Make recommendations to the Board regarding matters and practices concerning the Board, its committees and individual directors, and the Subsidiaries Boards, committees and individual directors of each of the Subsidiaries’ Boards.
- Periodically evaluate the size, composition and governance structure of the Board and its committees and the Subsidiaries’ Boards and committees thereof, and determine the future requirements of each such body.
- Make recommendations concerning the qualifications, criteria, compensation and retirement age of members of the Board and the Subsidiaries’ Boards, which recommendations, upon approval by the Board, shall be incorporated in the Company’s Corporate Governance Guidelines.
- Evaluate and recommend nominees for election to the Board and the Subsidiaries’ Boards, and establish and administer a Board evaluation process.

- Make recommendations to the Board of Directors about the appointment of individuals to the Board and the Subsidiaries' Boards, committees and the selection of a chairperson of each such body.
- Review timely nominations by shareholders for the election of individuals to the Board, and ensure that such shareholders are advised of any action taken by the Board with respect thereto.

#### REPORTING

As and when appropriate, the Committee will prepare and, through its Chairperson, submit periodic reports of the Committee's work and findings to the Board. Such reports will contain recommendations for Board actions when appropriate.

#### MANAGEMENT SUPPORT

To assist the Committee in fulfilling its duties, management will provide the Committee with information and recommendations as needed and requested. The Committee shall be authorized to engage legal counsel and consultants at its discretion, as and when if it deems such actions to be necessary or advisable.