



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

This charter governs the operations of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of PetIQ, Inc. (the "Company"). The Committee has overall responsibility for, among other matters, considering and making recommendations to the Board on matters relating to the selection and qualification of directors of the Company and candidates nominated to serve as directors of the Company, as well as other matters relating to the duties of directors of the Company, the operation of the Board and corporate governance.

II. Membership

The number of members of the Committee shall be determined by the Board and shall consist of two or more directors of the Company, each of whom shall, be "independent" under the rules of The Nasdaq Stock Market LLC ("Nasdaq"), or otherwise eligible to serve on the Committee pursuant to applicable phase-in rules and exemptions, in each case as such requirements are interpreted by the Board in its business judgment. It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a Committee member.

III. Organization and Procedures

The members of the Committee (i) shall be appointed by the Board, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. If a Committee chairperson is not designated by the Board, the members of the Committee shall designate a chairperson by a majority vote. The chairperson shall preside over meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the actions and recommendations of the Committee.

The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the whole Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without

meetings, notices and waivers of notice, as are applicable to the Board. The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but in no event less than once a year. The Committee shall maintain minutes of meetings.

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate. Any decision of such subcommittee to take any action shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm, as necessary, to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside advisors (including independent legal counsel) as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of its outside advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its director search firm and outside advisors. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company.

IV. Duties and Responsibilities

The Committee shall have the following duties, authority and responsibilities:

1. Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, which criteria shall include background, knowledge and experience that would assist the Board in furthering the interest of the Company and its stockholders and such other factors as the Committee may consider, such as industry knowledge and experience, public company experience, government entity or regulatory experience, financial expertise, diversity (including with respect to viewpoints, background, experience, skill, education, national origin, gender, race, age and culture and current affiliations), current employment and other board memberships (the "Director Criteria");
2. Search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria and review any candidates recommended by stockholders, provided that such stockholder recommendations are made in compliance with the applicable laws, rules and regulations and the Company's bylaws and its stockholder nomination and recommendation policies and procedures;

3. Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board;
4. Recommend to the Board persons to be members and chairpersons of the various committees;
5. Recommend to the Board a chairperson of the Board and lead independent director, if applicable;
6. Review the qualifications of and make recommendation to the Board those persons to be appointed by the Board as officers of the Company;
7. Review and make recommendations to the Board regarding the appropriate size, performance, composition, duties and responsibilities of the Board.
8. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation. Review and assess the adequacy of the evaluation process on an annual basis;
9. 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;
10. Review the Company's proxy statement disclosure regarding the Company's director nomination process, independence and other corporate governance matters;
11. Monitor compliance with the Company's code of business conduct and ethics (the "Code"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board;
12. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, which shall include policies with respect to director tenure and retirement, if applicable, to review these principles at least once a year and to recommend any changes to the Board.
13. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
14. Review and discuss with the Board succession planning for the Chief Executive Officer of the Company.
15. Review potential conflicts of interest of prospective and current directors and evaluate the "independence" of directors and director nominees against the

independence requirements of the Nasdaq rules, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

16. Review the Board's committee structure and composition and to make recommendations to the Board regarding the performance, composition, duties and responsibilities of each committee and appointment of directors to serve as members of each committee and committee chairpersons annually; and
17. Review any proposals properly and validly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

The Committee also shall undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company's bylaws or charter.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this charter, the results of which shall be presented to the Board.

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Effective November 2, 2023