

## NOMINATING COMMITTEE CHARTER

### Committee Membership

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of ImmuCell Corporation (the “Company”) shall consist solely of at least two and preferably three or more members of the Board who are “independent directors,” i.e., directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise “independent” under the rules of the Nasdaq Stock Market, Inc.

The initial members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be appointed by the Board based on nominations by the Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee members shall be willing to access a network of personal and professional contacts to recruit qualified Board members on behalf of the Company.

### Committee Purpose and Responsibilities

The Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, as outlined in Appendix A, and to recommend to the Board, the nominees to stand for election as directors at the Annual Meeting of Stockholders or, if applicable, at a Special Meeting of Stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In recommending candidates, the Committee shall take into consideration the criteria approved by the Board, as outlined in Appendix A, and such other factors as it deems appropriate.
3. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. Identify Board members qualified to fill vacancies on any committee of the Board, including the Committee, and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, as outlined in Appendix A, and the factors set forth in this charter, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.

5. At least one member of the Committee (who shall not be the primary contact introducing a new Board member candidate) shall interview the candidate by phone if an in-person interview cannot be readily arranged.
6. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management, in conjunction with the Compensation and Stock Option Committee.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year.
8. Prepare and issue the evaluation required under “Performance Evaluation” below.
9. Assist management in the preparation of the disclosure in the Company’s annual Proxy Statement regarding director independence and the operations of the Committee.
10. Report to the Board on a regular basis, and not less than once per year.
11. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.
12. Certify that it has adopted a formal written charter or Board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws.

### **Committee Structure and Operations**

The Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet (in person or telephonically) at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

### **Delegation to Subcommittee**

Given the relatively small size of the Company, no provisions are made for the Committee to delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

### **Performance Evaluation**

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee’s charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

### **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

### **Non-Independent Committee Member under Exceptional and Limited Circumstances**

Notwithstanding the provisions of “Committee Membership” above, if the Committee is comprised of at least three members, one director, who is not independent and is not a current officer or employee or a spouse, parent, child or sibling, whether by blood, marriage or adoption, of, or a person who has the same current residence as, an officer or employee, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders, and the Board discloses, in the Proxy Statement for the next Annual Meeting subsequent to such determination, the nature of the relationship and the reasons for the determination. A member appointed under this exception may not serve longer than two years.

Independent Director oversight of director nominations would not apply in the future if the right to nominate a director becomes to be legally controlled by a third party.

## Appendix A

### **CRITERIA TO BE CONSIDERED BY THE NOMINATING COMMITTEE IN RECOMMENDING NEW DIRECTORS TO THE BOARD**

These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. Dairy industry experience is considered a benefit, but not a requirement, in support of recommending a new Director to the Board. The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual Proxy Statement. The Committee may consider candidates proposed by management, but is not required to do so.