

**EMERGENT BIOSOLUTIONS INC.  
QUALITY, COMPLIANCE, MANUFACTURING AND RISK MANAGEMENT  
COMMITTEE CHARTER**

**A. Purpose**

*The purpose of the Quality, Compliance, Manufacturing and Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of Emergent BioSolutions Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s compliance with laws, regulations, and industry standards that, if breached, may cause significant business, regulatory, or reputational damage to the Company, including oversight of:*

- the Company’s compliance with good (“x” = manufacturing, clinical, laboratory, pharmacovigilance, storage, distribution etc.) (GxP) and medical device Quality Systems Regulations (QSR);
- the Company’s healthcare compliance, anti-corruption, privacy and data security landscape, medical product safety, supply chain, employee health and safety, political expenditures and lobbying activities, and government contracting;
- the Company’s Enterprise Risk Management program;
- the Company’s cyber and information security risks;

**B. Structure and Membership**

1. Number. *The Committee shall consist of such number of directors as the Board shall from time to time determine in accordance with the Amended and Restated By-laws of the Company (the “By-laws”), but in no case shall consist of fewer than three directors.*

2. Independence. *Each member of the Committee shall be independent as defined by the rules of the New York Stock Exchange and the Securities and Exchange Commission, each as then in effect.*

3. Chair. *Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.*

4. Vice-Chair. *Unless the Board elects a Vice-Chair of the Committee, the Committee shall elect a Vice-Chair by majority vote.*

5. Compensation. *The compensation of Committee members shall be as determined by the Board.*

6. Appointment and Removal. *Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee from such Committee,*

*with or without cause, by a majority vote. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee.*

### **C. Authority and Responsibilities**

1. General. *The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, and specifically the Company's Chief Quality Officer and Head of Ethics and Compliance, in accordance with its business judgment with the participation of the relevant business leaders, such as the Chief Operating Officer or designee.*

2. Overlap with Audit and Finance Committee. *Nothing in this Charter shall be construed as limiting or delegating in any respect the authority or responsibilities of the Audit and Finance Committee of the Board.*

3. Oversight of Quality. *The Committee shall review and monitor the adequacy of the Company's internal controls, policies, procedures and programs related to compliance with legal and regulatory requirements related to product quality including data integrity, regulatory compliance and patient safety and manufacturing, including cGxPs and Quality System Regulations (QSRs). The Committee shall also review and discuss with management the implementation and enforcement of policies, standards, procedures and risk management programs related to the manufacture and supply of products consistent with applicable high-quality standards.*

4. Oversight of Compliance. *The Committee shall oversee the Company's activities in the area of compliance with laws, regulations and industry standards, except where the oversight responsibility is with the Audit and Finance Committee of the Board. Review and monitor significant compliance risk areas and the steps management takes to monitor, control, and report such compliance risk exposures, including in the areas of healthcare compliance, anti-corruption, privacy, political expenditures and lobbying activities, and government contracting. The Committee shall monitor and assess the development and effectiveness of the Company's compliance program and recommend improvements as necessary or appropriate, including the budget, allocation of sufficient funding, resources and staff to the compliance program.*

5. Business Ethics and Code of Conduct. *The Committee shall review with the Company's General Counsel and Chief Compliance Officer all significant complaints raised through the Company's compliance reporting mechanisms, involving compliance, FCPA and anti-corruption and product quality compliance, and periodically review and recommend to the full Board any changes to the Company's Code of Conduct, which review and recommendations shall be coordinated with those of the Audit and Finance Committee.*

6. Culture of Quality Ethics and Compliance. *The Committee shall review and monitor efforts to promote an ethical culture. Oversee the mechanisms for employees to seek guidance and report concerns regarding matters of compliance with laws, regulations and industry standards.*

7. Oversight of Enterprise Risk Management. The Committee shall, at least bi-annually, review and discuss with relevant management the implementation and effectiveness of risk management programs including the Enterprise Risk Management program except where the oversight responsibility is with the Audit and Finance Committee of the Board.

8. Oversight of Cybersecurity Risks. The Committee shall be the primary oversight body to monitor the Company's cybersecurity and related information technology risks. The Committee shall receive periodic updates from Company management (including, the Chief Information Officer and the Chief Information Security Officer) on the Company's policies, processes, procedures, and any significant developments related to the identification, mitigation, and remediation of cybersecurity risks. The Chair or Vice-Chair of the Committee shall meet as necessary with the Chief Information Officer and the Chief Information Security Officer to engage in a more detailed review of the Company's cybersecurity and information security activities. The Committee shall also ensure that Company management provides an annual cyber and information security update to the full Board.

9. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but no less than once per calendar quarter. A majority of the members of the Committee present in person or by means of a conference telephone, videoconferencing or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may act by unanimous written consent in lieu of a meeting as provided in the By-laws. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board.

4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary

*steps to preserve the privileged nature of those communications. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee. The Committee will assess the independence of its advisers providing compensation consulting advice with respect to director compensation in accordance with requirements of the New York Stock Exchange and the Securities and Exchange Commission.*

*6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.*

*7. Access to Records. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records or facilities of the Company.*

*8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.*

Approved May 2024. Last Updated May 2023.