

## **EMERGENT BIOSOLUTIONS INC. AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER**

### **A. Purpose**

The purpose of the Compensation Committee of the Board of Directors (the "Board") of Emergent BioSolutions Inc. (the "Company") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers. For purposes of this charter, "executive officer" means any "officer" of the Company as defined under Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

### **B. Structure and Membership**

1. Number. The Compensation Committee shall consist of at least three members of the Board.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange ("NYSE"), each member of the Compensation Committee shall be independent as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Compensation Committee from such committee, with or without cause, by a majority vote. Resignation or removal of a director from the Board shall automatically constitute the resignation or removal, as applicable, from the Compensation Committee.

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

#### General

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and others, including any advisors, in accordance with its business judgment.

#### Compensation Matters

1. CEO Compensation. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's

performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation.

2. Compensation of Other Executive Officers. The Compensation Committee shall periodically review and approve, or make recommendations to the Board with respect to, compensation of the Company's executive officers (other than the CEO).
3. Oversight of Compensation Risk Management. The Committee shall be responsible for the oversight of risks associated with the Company's compensation policies and practices. In accordance with Item 402(s) of Regulation S-K, the Committee shall annually review whether such policies and practices are reasonably likely to have a material adverse effect on the Company.
4. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
5. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, in the case of any plans or amendments adopted pursuant to an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, the Compensation Committee, or a majority of the Company's independent directors, shall approve such plans or amendments.
6. Administration of Equity-Based Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, and to make or grant awards authorized thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the Company's independent directors, shall approve all equity compensation grants that are made in reliance on an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, including those for inducement grants.

7. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Compensation Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
8. Say-on-Pay. The Compensation Committee shall review the results of any advisory stockholder votes on executive compensation ("say-on-pay votes") and consider whether to adjust and/or recommend adjustments to the Board with respect to Company's executive compensation policies and practices as a result of such votes.
9. Say-on-Frequency. The Compensation Committee shall recommend for approval by the Board how frequently the Company should conduct say-on-pay votes, taking into account the results of any prior stockholder votes regarding the subject.
10. Compensation Committee Report. The Compensation Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
11. ESG Governance. The Compensation Committee shall coordinate with the Nominating and Corporate Governance Committee, in the Nominating and Corporate Governance Committee's primary oversight over the Company's environmental, social and governance ("ESG") activities, including disclosures.
12. Non-Employee Director Compensation. The Compensation Committee shall coordinate with the Nominating and Corporate Governance Committee, in the Nominating and Corporate Governance Committee's primary oversight over and review of the Company's non-employee director compensation.
13. Recovery Policy. As administrator of the Company's Compensation Recovery Policy, the Compensation Committee shall administer and carry out its duties under the Compensation Recovery Policy, including determining the amount of and the appropriate means of recouping any Excess Compensation, as defined in the Compensation Recovery Policy.
14. Additional Powers. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board.

**D. Procedures and Administration**

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 under the Exchange Act; and (b) a subcommittee consisting of a single member).
3. Reports to Board. The Compensation Committee shall report regularly to the Board.
4. Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation Committee may, in its sole discretion, retain or obtain the advice of the compensation consultants, legal counsel or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee is empowered, without further action of the Board, to cause the Company to pay the compensation, as determined by the Compensation Committee, of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee may select or receive advice from, a compensation consultant, legal counsel or other advisor only after taking into consideration as applicable, all factors relevant to that person’s independence from management, including the factors specified in NYSE Rule 303A.05(c)(iv).
6. Investigations. The Compensation 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 Compensation Committee or any advisors engaged by the Compensation Committee.
7. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.

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