EMERGENT

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;
- the Company's mitigation of risks arising in core operations that may have significant or potentially material strategic, operational, legal-regulatory compliance, and/or financial implications; and
- timely and effective (i) risk monitoring, (ii) risk prevention, and (iii) in the event of a Material Incident, mitigation and remedial action to address the Material Incident.[1]

[1] "Material Incidents" are defined as: (i) significant developments in the Company's relationships with key regulators, including, without limitation, any inspection with findings requiring changes, improvements, or reforms, inspection observations reported on a FDA Form 483, or material violations issued by the FDA or any other governmental or regulatory body; (ii) whistleblower or ethics complaints and the results of any investigations into such complaints that concern the facility, its operations, or a material contract the facility is responsible for; or
(iii) material and notable production issues, including, but not limited to: significant production delays, contamination issues, quality control, regulatory compliance, destruction of large quantities of products, major personnel issues, or contract disputes, and significant developments in the Company's relationships with key contractual partners or production of their own vaccines or medications.

B. Structure and Membership

1. Number. The Committee shall consist of at least three (3) members, each of whom shall possess experience in identifying, assessing, and managing risk exposures of publicly traded companies with substantial operations within the United States, at least two (2) of whom have substantial pharmaceutical industry experience, including oversight of vaccine and/or therapeutic drug development, and/or drug manufacturing operations subject to U.S. Food and Drug Administration ("FDA") regulation and joined the Board after January 1, 2022.

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 Executive 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.

The Risk Management Committee shall be responsible for supervising and facilitating Board oversight of the Company's quality, risk, ethics, and compliance functions through its direct oversight of the Company's senior-most employee in Company's Quality organization (who shall also have responsibility for certain Ethics and Compliance matters) (the "QEC"). The Committee may enlist the assistance of the QEC in preparing reports, and summarizing and contextualizing relevant information in a manner the Committee deems useful and appropriate.

In conjunction with the QEC, the Committee shall provide oversight to ensure the inclusion of a sufficient budget for conducting the Company's quality, risk, ethics, and compliance oversight activities, and the activities related to the mitigation or remediation of strategic risks for the upcoming year.

The members of the Committee shall receive and review **at least twice annually** (and if circumstances warrant, more frequently) reports from the QEC on the effectiveness of the Company's internal controls, policies, procedures, and programs, compliance with legal and regulatory requirements, significant changes to strategic risks, and Material Incidents involving the Company's manufacturing processes and/or facility quality control. The QEC's reports to the Committee shall incorporate such information necessary to address and rectify or mitigate significant or potentially material risks and plans for ongoing monitoring and reporting to the Committee. With the assistance of the General Counsel and the QEC, the members of the Committee shall also evaluate, recommend, and provide oversight of any further improvements and changes to the Company's policies and internal controls as necessary, except in such cases where responsibility for such policies and controls has been assigned to the Audit and Finance Committee or full Board.

The twice annual reports by the QEC to the Committee must address, if present:

a. Reports, findings, and/or results of any inspections of the Company's manufacturing facilities by the Company's customers or partners, internal auditors or inspectors, and any regulator or other auditor or inspector acting on behalf of any government entity, and any Company response thereto;
b. Any reports or findings of any regulatory or government entity of regulatory, compliance or quality control violations, including but not limited to FDA Form 483 and Warning Letters, and any response thereto;
c. Internal or external audits of the Company's manufacturing facilities and any response thereto; and
d. Whistleblower or ethics complaints of violations of regulatory, compliance or quality control violations at any manufacturing facility of the Company.

At least annually, the Committee shall receive presentations from either the QEC or the General Counsel regarding regulatory and quality control compliance issues and corresponding remedial measures at each manufacturing facility of the Company.

4. Oversight of Strategic Risk and Internal Controls. The Committee shall oversee the internal controls, and monitoring and reporting systems designed to avoid, monitor, identify, evaluate, elevate, remedy, and mitigate strategic risks, except where the oversight responsibility is with the Audit and Finance Committee of the Board. Such internal controls, monitoring and reporting systems shall be developed, implemented, and operated by executive and non-executive employees and established, at least, at the enterprise and facility levels. The QEC shall, on at least a quarterly basis, provide updates to the Committee regarding all strategic risks and all material quality, risk, ethics, and compliance concerns. The Committee shall have oversight of the programs for training for personnel in all areas associated with potential strategic risks as appropriate by job function.

5. 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. The Committee shall 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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. With respect to Material Incidents, the Committee shall review, evaluate, and report to the full Board, on at least a quarterly basis, (i) any Material Incidents and (ii) updates regarding any material changes with respect to strategic risks identified since the prior quarterly report and the ongoing quality, risk, ethics, and compliance remediation efforts to address them. Reports to the full Board shall include recommendations for remedial or mitigation steps with respect to significant or potentially material risks and plans for ongoing monitoring and reporting. When a (i) Material Incident or (ii) material change to a strategic risk occurs with respect to a facility of the Company that presents a potentially significant or material risk, or if an incident occurs more than once within a one (1) year period, the Committee, in conjunction with the Chief Executive Officer ("CEO") and QEC shall promptly report the incident to the full 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. Notwithstanding the foregoing, the Committee shall be permitted to undertake any additional changes to the Charter to comply with the shareholder derivative litigation approved by the Federal District Court for the District of Maryland on August 6, 2025.

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. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

7. 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. The Committee shall have free access to management and Company employees.

8. 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.

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

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