EMERGENT

EMERGENT BIOSOLUTIONS INC.
AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee (the "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. Members. The Committee shall consist of at least three members of the Board. Each member of the Committee shall be independent as defined by applicable rules of the New York Stock Exchange (the "NYSE") and Rule 10C-1(b)(1) under the Exchange Act.

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

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

4. 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 from the Committee, with or without cause, by a majority vote. A director's retirement, resignation or removal from the Board shall automatically constitute the retirement, resignation or removal, as applicable, from the Committee.

Authority and Responsibilities

C. General

The 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 Committee shall annually review and recommend to the Board for approval 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 recommend to the Board for approval the CEO's compensation based on this evaluation.

2. Compensation of Other Executive Officers. The 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. Corporate Goals. The Committee shall annually review and recommend to the Board for approval corporate goals and objectives that are used to determine the Company's corporate performance factor.

4. 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.

5. Evaluation of Senior Executives. The Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit and Finance Committee in the case of the evaluation of the senior financial management, the 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.

6. Scorecard. The Committee shall develop an annual corporate scorecard and compensation metric(s) for the enterprise[and consider][that contains] metrics related to compliance and quality. The Committee shall annually evaluate executive officer compensation pursuant to the annual corporate scorecard and compliance and quality control metric(s). The Committee shall consult with the Quality, Compliance, Manufacturing and Risk Management Committee as necessary to ensure that it has reasonably complete information.

7. Compensation Metrics Reporting. The Committee shall provide a report to the Board regarding all objectives and performance levels achieved for all compensation metrics, and all related employee incentive compensation decisions, including with respect to the senior-most employee in the Company's quality organization and those employees who report to such person.

8. Plan Recommendations and Approvals. The 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 stockholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, the Committee, or a majority of the Company's independent directors, shall approve such plans or amendments.

9. Administration of Equity-Based Plans. The 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 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 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 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 stockholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, including those for inducement grants.

10. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The 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 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.

11. Say-on-Pay. The 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.

12. Say-on-Frequency. The 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.

13. Committee Report. The Committee shall prepare the annual Committee Report required by Item 407(e)(5) of Regulation S-K to be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.

14. Non-Employee Director Compensation. The 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.

15. Recovery Policy. The Committee shall administer the Compensation Recovery Policy and carry out its responsibilities thereunder, including determining the amount of and the appropriate means of recouping any Excess Compensation, as defined in the Compensation Recovery Policy.

16. Peer Group. Periodically review and revise a peer group of companies against which to assess the Company's compensation programs and practices to ensure that they are competitive and supportive of the Company's strategy and objectives.

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

Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. 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 also act by unanimous written consent in lieu of a meeting. 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 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). The decision of any Committee member or subcommittee to whom approval authority is delegated shall be presented to the full Committee at its next scheduled meeting.

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

4. Charter. At least annually, the Committee shall 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 Committee may, in its sole discretion, retain or obtain the advice of the compensation consultants, legal counsel or other advisors as it deems necessary or appropriate to carry out its responsibilities. Such advisors may be the regular advisors to the Company. The Committee may select or receive advice from a compensation consultant, legal counsel or other advisor only after taking into consideration all factors relevant to that person's independence from management, including each of the factors specified in NYSE Rule 303A.05(c)(iv). The 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 Committee.

6. Funding. The Committee is empowered, without further action of the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee and 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.

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.

Last updated April 29, 2026