EMERGENT

EMERGENT BIOSOLUTIONS INC.
AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Emergent BioSolutions Inc. (the "Company") is to:

- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- identify and recruit individuals qualified to become members of the Board and committees of the Board and evaluate nominees for election as directors proposed by stockholders;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- advise the Board with respect to Board and committee organization, structure, composition and leadership;
- periodically review and make recommendations to the Board with respect to director compensation;
- oversee the evaluation of the Board;
- oversee the Company's sustainability and corporate responsibility initiatives; and
- perform such other responsibilities and duties enumerated in and consistent with this Charter or otherwise determined by the Board.

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 the applicable rules of the New York Stock Exchange and the Securities and Exchange Commission, each as then in effect.

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 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 retirement, resignation or removal, as applicable, from the Committee.

C. Authority and Responsibilities

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.

Corporate Governance

1. Corporate Governance Documents. The Committee shall monitor compliance with and from time to time review and recommend to the Board amendments to the Company's Certificate of Incorporation and By-laws. The Committee shall develop and recommend to the Board a set of corporate governance guidelines (the "Guidelines") applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Guidelines and recommend any proposed changes to the Board for approval. The Committee shall monitor executive officer and director compliance with the Guidelines and make recommendations to the Board regarding requests for waivers of the Guidelines.

2. Board Leadership Structure. As more fully provided for in the Guidelines, the Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

3. Ongoing Review. The Committee shall consider any other corporate governance and related issues that arise from time to time, including public policy issues that may affect the Company and other corporate governance developments and best practices, and recommend to the Board the adoption or modification of any policies and practices the Committee believes are necessary or advisable.

Board and Committee Membership

4. Selection of Director Nominees. The Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with the Guidelines, this charter, the Company's Director Succession Plan, and other criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board consistent with the Certificate of Incorporation, By-laws, Guidelines, this charter and the Director Succession Plan. In making such recommendations, the Committee shall consider candidates properly proposed by stockholders, consistent with requirements of applicable law and the Company's By-laws. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same guidelines, and shall follow substantially the same process in considering them, as it does in considering other candidates.

5. Criteria for Selecting Directors. The Board is responsible for approving the criteria for selecting directors. The Committee shall use such criteria and the principles set forth in the Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and requirements for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

6. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

7. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

8. Oversight of Board Committees. The Committee shall periodically review the composition of each committee of the Board and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

9. Review Director Resignations Submitted Pursuant to Corporate Governance Guidelines. The Committee shall recommend whether or not the Board should accept the resignation of a director tendered in accordance with the Guidelines.

10. Director Compensation. The Committee shall periodically review, in collaboration with the Compensation Committee, and make recommendations to the Board with respect to director compensation.

Evaluation of the Board; Succession Planning; Delegations of Authority

11. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

12. Succession of Directors and Senior Executives. The Committee shall oversee an annual review by the Board on director and management succession planning in accordance with the Guidelines, which shall include transitional leadership in the event of an unplanned vacancy or vacancies. The Committee shall make recommendations to the Board with respect to the selection of individuals to hold the positions of Chair and Chief Executive Officer.

13. Delegations of Authority to Senior Executives. The Committee shall periodically review and make recommendations to the Board with respect to standing delegations of authority that have been granted to management and any suggested revisions.

14. Sustainability and Corporate Responsibility. The Committee has primary oversight responsibility over the Company's sustainability and corporate responsibility activities, including strategies, risks, policies and practices related to such matters, communications with investors and other stakeholders on such matters, oversight of political contributions and lobbying activities, and disclosures related to the foregoing. In conducting its oversight responsibilities on these subjects, the Committee will coordinate with other Board committees as appropriate.

15. Stock Ownership Guidelines. The Committee will establish the terms of, amend, and oversee compliance with the Company's stock ownership guidelines for the Company's CEO, executive officers, and non-employee directors in coordination with the Board.

16. 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 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 (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. 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 the 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. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such legal 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 with respect to

director compensation matters 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 by 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.

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