

EMERGENT BIOSOLUTIONS INC. SCIENTIFIC REVIEW COMMITTEE CHARTER

A. Purpose

The purpose of the Scientific Review Committee of the Board of Directors (the “Board”) of Emergent BioSolutions Inc. (the “Company”) is to assist the Board and management in evaluating the Company’s investment in research and development (“R&D”) and related technologies, including major acquisitions and in-licensing of product candidates.

B. Structure and Membership

1. Number. The Scientific Review Committee shall consist of at least two members of the Board.
2. Chair. Unless the Board elects a Chair of the Scientific Review Committee, the Scientific Review Committee shall elect a Chair by majority vote. The chair shall also maintain regular liaison with the Company’s Chief Executive Officer.
3. Compensation. The compensation of Scientific Review Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Scientific Review Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Scientific Review Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Scientific Review Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

Scientific Committee Review Matters

1. Scientific and Product Review. The Scientific Review Committee shall review, evaluate and advise the Board regarding existing products and technology platforms.
2. Portfolio Prioritization. The Scientific Review Committee shall review, evaluate and advise the Board regarding the priorities with respect to the Company’s research and development programs in light of the Company’s corporate strategy.

3. Transaction Review. The Scientific Review Committee shall provide scientific advice and guidance to management with respect to proposed acquisitions, in-licensing, collaborations and alliances with key scientific organizations.
4. Additional Powers. The Scientific Review Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Scientific Review Committee shall meet as often as it deems necessary in order to perform its responsibilities; provided, however that the Scientific Review Committee shall target meeting once per year for portfolio prioritization, twice per year for scientific and product reviews and on an as needed basis for transaction reviews. The Scientific Review Committee may also act by unanimous written consent in lieu of a meeting. The Scientific Review Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Scientific Review Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
3. Reports to Board. The Scientific Review Committee shall report regularly to the Board.
4. Charter. The Scientific Review Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Consulting Arrangements. The Scientific Review Committee shall have the power and authority to engage such consultants as it deems necessary or appropriate to carry out its duties and responsibilities. Such consultants may be the regular consultants to the Company. The Scientific Review Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Scientific Review Committee.
6. Investigations. The Scientific Review 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 Scientific Review Committee or any advisors engaged by the Scientific Review Committee.
7. Annual Self-Evaluation. At least annually, the Scientific Review Committee shall evaluate its own performance.

Approved March 2018. Last updated October 2010.