



**AZENTA, INC.**

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) COMMITTEE**

**OF THE BOARD OF DIRECTORS**

**CHARTER**

**Purpose:**

The purpose of the Environmental, Social and Governance (“ESG”) Committee (the “Committee”) of the Board of Directors (the “Board”) of Azenta, Inc. (the “Company”) is to assist the Board in discharging its oversight responsibility related to ESG matters such as climate change impacts, energy and natural resources conservation, environmental and supply chain sustainability, human rights, employee health, safety and well-being, diversity, equity and inclusion, ethics, cybersecurity and data privacy, community engagement, public policy engagement, political contribution, and corporate charitable and philanthropic activities and other ESG issues that are relevant and material to the Company, provide guidance to the Board on the aforementioned matters, and perform an oversight role in shaping the Company’s ESG strategy.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to books, records, facilities and personnel of the Company. The Committee has the power, in its discretion, to retain at the Company’s expense such advisors and other experts as it deems necessary or appropriate to carry out its duties. The Company shall provide adequate resources to support the Committee’s activities.

**Membership and Procedures:**

The Committee shall be comprised of at least three members, as shall be determined from time to time by the Board. Members of the Committee and its Chairperson are chosen by the Board and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon delivery of oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless such notice specifies a later time for the effectiveness of such

resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

A Chairperson shall be appointed by the Board of Directors. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

### **Responsibilities:**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purpose. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. To review, oversee, discuss with management, and advise the Board on the Company's ESG strategy, initiatives, investments and policies that support the Company's core business strategy.
2. To review and evaluate ESG risks and opportunities that may arise in connection with the Company's activities and advise the Board on such risks and opportunities that may materially affect the Company's broad enterprise risk management ("ERM") program.
3. To review and discuss periodic reports from management on ESG goals and initiatives, assess management's progress against agreed key ESG targets, advise the Board on core ESG metrics and the operational, regulatory, and reputational impacts of ESG on the Company, and provide relevant recommendations.
4. To assess the need for external resources and review and engage consultants or advisors as appropriate.
5. To review and discuss with management the Company's ESG disclosures in its annual proxy statement and other ESG reports and provide recommendations with respect thereto.
6. To review and discuss with management stockholder proposals and other significant stakeholder concerns relating to ESG matters in connection with the Company's activities and provide recommendations to the Board regarding the Company's response thereto.
7. To review and discuss with management the Company's internal and external communication strategies and approach with employees, investors, and other

stakeholders regarding the Company's position or approach to ESG matters, and provide recommendations as appropriate.

8. To review and assess the performance of the Committee and the adequacy of this Charter annually and recommend any proposed changes for approval by the Board.
9. To coordinate with the other Board Committees for specific overlapping ESG matters, including but not limited to:
  - *Audit Committee:*
    - reporting of the Company's ESG-related risks
    - review of process and controls to verify accuracy of disclosed ESG metrics and data
    - review of cybersecurity and data privacy risks (and corresponding management mitigation plans)
  - *Human Resources and Compensation Committee*
    - review and inclusion of ESG goals and targets in the Company's incentive compensation plans
    - review issues relating to employee health, safety and wellbeing
    - review of diversity, equity and inclusion metrics and data
  - *Nominating and Governance Committee*
    - oversight of corporate governance policies and practices
    - Board composition and diversity

In the event any responsibility of the Committee overlaps with any responsibility of another Board Committee, the primary responsibility will remain with such other Board Committee, and the Committee will provide advice and input to such other Board Committee and/or the Board as the Committee deems appropriate.

10. To perform any other duties and responsibilities expressly delegated to the Committee by the Board from time to time relating to the duties and responsibilities of the Committee set forth in (1) through (9) above.

## **Meetings**

The Committee shall target to meet at least 4 times per year, or more frequently as circumstances dictate. Meetings may be held in person or by videoconference/phone on the request of any member or the Chairperson/Lead Director of the Board.

September 13, 2022