

**HARVARD BIOSCIENCE, INC.**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**I. General Statement of Purpose**

The Nominating and Governance Committee of the Board of Directors (the “Committee”) of Harvard Bioscience, Inc. (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, consistent with criteria recommended by the Committee and approved by the Board and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Committee is also responsible for assisting the Board with such corporate governance matters as the Board may request.

**II. Committee Composition**

Except as otherwise permitted by the applicable rules of the Nasdaq Listing Rules, the number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to the Nasdaq Listing Rules.

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board may designate one member of the Committee to serve as the Chairperson of the Committee.

**III. Meetings**

The Committee shall meet at such times as deemed necessary or appropriate by the Committee. Such meetings shall take place at least once during each fiscal year of the Company and shall be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

**IV. Committee Activities**

The Committee’s purpose and responsibilities shall be to:

**A. Review of Charter and Self-Evaluation**

Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with this Charter.

**B. Selection of New Directors**

Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership include those established in accordance with applicable law and the Nasdaq Listing Rules and the criteria set forth in Exhibit A to this Charter.

Establish a policy with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Committee will review and consider any director candidates who have been recommended by stockholders in compliance with the procedures established from time to time by the Committee and set forth in this Charter.

Establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Committee. The current procedures to be followed by stockholders are set forth below:

1. All stockholder recommendations for director candidates must be submitted in writing to the Chief Financial Officer of the Company at 84 October Hill Road, Holliston, Massachusetts 01746, who will forward all recommendations to the Committee.
2. All stockholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.

All stockholder recommendations for director candidates must include the following information:

1. The name and address of record of the stockholder.
2. A representation that the stockholder is a record holder of the Company's securities, or if the stockholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
3. The name, age, business and residential address, educational background, public company directorships, current principal occupation or

employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.

4. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
5. A description of all arrangements or understandings between the stockholder and the proposed director candidate.
6. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders, (ii) to have all required information regarding such candidate included in the proxy statement relating to the Company's annual meeting of stockholders filed pursuant to the rules of the Securities and Exchange Commission and (iii) to serve as a director if elected at such annual meeting.
7. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.

Establish a process for identifying and evaluating nominees for the Board, including nominees from stockholders. The current process for identifying and evaluating nominees for the Board is as follows:

1. The Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
2. The Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
3. The Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
4. In identifying and evaluating proposed director candidates, the Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her availability, depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.

Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend to the Board the director nominees for election at each annual meeting of stockholders.

Recommend that the Board select the directors for appointment to the committees of the Board.

Review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**C. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

**D. Corporate Governance Matters**

Assist the Board with such corporate governance matters as the Board may request. Additionally, the Committee may consider, evaluate and make recommendations to the Board with respect to such corporate governance matters as the Committee determines.

**E. Director Conflicts of Interest**

Evaluate whether any position held or proposed to be held by any new or existing director on the Board or a committee thereof of any other company or charitable organization represents or would represent a conflict of interest with such director's membership on the Board or any committee thereof.

**F. Evaluation of the Board and Committees**

Oversee evaluation of the Board and its committees from time to time.

**V. General**

The Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.

The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

The Committee may perform such other functions as may be requested by the Board from time to time.

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As Amended July 30, 2024

## EXHIBIT A

### Board Membership Criteria

The Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Committee must be satisfied that each Committee-recommended nominee meets the following qualifications:

- The nominee shall have high personal and professional integrity, shall have demonstrated ability and judgment, and shall be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.
- The nominee shall have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve.

In addition to any other standards the Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Committee may consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the biotechnology, pharmaceutical and/or life sciences industries or in the markets in which the Company operates.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.

In approving candidates to be recommended for election as director, the Committee will also assure that:

- At least a majority of the directors serving at any time on the Board are independent, as defined under the rules of The NASDAQ Stock Market LLC ("NASDAQ");
- At least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of NASDAQ; and
- At least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission.