

HARVARD BIOSCIENCE, INC.

Fifth Amended and Restated Compensation Committee Charter

I. General Statement of Purpose

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Harvard Bioscience, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s executives, makes recommendations to the Board regarding non-employee director compensation, oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation, and is responsible for producing the compensation committee report required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing enduring stockholder value.

II. Compensation Committee Composition

Except as otherwise permitted by the applicable rules of the Nasdaq Listing Rules, the number of individuals serving on the Compensation 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 Rule 5605(a)(2) of the Nasdaq Listing Rules. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as, and are expected to continue to qualify as, “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act),” and “outside directors” as defined in Section 162(m) of Internal Revenue Code of 1986, as amended.

The members of the Compensation 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 a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chair of the Compensation Committee.

III. Meetings

The Compensation Committee shall meet at least one time per year in person or by telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the

Compensation Committee. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent.

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter and Self-Evaluation

- Annually review and reassess the adequacy of this Charter as deemed necessary or appropriate 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. Processes and Procedures for Considering and Determining Executive Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of executive compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.

C. Compensation Committee Report and Compensation Discussion and Analysis

- Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement or annual report on Form 10-K (the "CD&A")
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board as to whether the CD&A should be included in the Company's proxy statement or annual report on Form 10-K.
- The Compensation Committee shall prepare the compensation committee report, if any, required by Item 407(e)(5) of Regulation S-K (or any successor provision) promulgated by the SEC to be included in the Company's proxy statement or annual report on Form 10-K.

D. Recommendations Regarding Incentive Compensation Plans and Equity-Based Plans

- Review as deemed necessary or appropriate and make such recommendations to the Board as the Compensation Committee deems advisable with regard to all equity-based plans. Review and approve, as deemed necessary or appropriate, any incentive-based compensation plans. Incentive-based compensation plans are defined as Company bonus plans. It does not include sales commission or similar compensation plans.
- Review and approve all awards under equity-based plans (other than to non-employee directors) and all cash-based awards to the Company's executive officers
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

E. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and approve the individual and organizational objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and, based on such evaluation, review and approve the following with respect to the CEO: (a) annual base salary, (b) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, (c) any employment agreement or severance arrangement, (d) any change-in-control agreement or change-in-control provisions affecting any elements of compensation, benefits and perquisites, and (e) any special or supplemental benefits, including any supplemental retirement benefits and perquisites provided during and after employment. In connection with determining the CEO's incentive awards and opportunities, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Company's CEO in past years.
- The CEO may not be present during voting or deliberation concerning his or her compensation.

F. Matters Related to Compensation of Executive Officers Other Than the CEO

- Review the recommendations of the CEO and review and approve the compensation of the other executive officers of the Company, including the following: (a) annual base salary, (b) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, (c) any employment agreement or severance arrangement, (d) any change-in-control agreement or change-in-control provisions affecting any elements of compensation, benefits and perquisites, and (e) any special or supplemental benefits, including any supplemental retirement benefits and perquisites provided during and after employment. For the purposes hereof, the term “executive officer” has the meaning set forth in Rule 3b-7 of the Exchange Act.

G. Recommendations Regarding Compensation of the Company’s Non-Employee Directors

- Make recommendations to the Board with respect to the compensation of all non-employee directors.

H. Matters Related to Committee Advisers and Compensation Adviser Independence Evaluation

- The Compensation Committee will have sole authority to retain (or receive advance from) at the Company’s expense, and terminate, any compensation consultant, legal counsel or other advisers to the Compensation Committee and to approve the related fees and other retention terms. The Compensation Committee will have sole authority to approve the engagement of any compensation consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.
- The Compensation Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Exchange Act and corresponding rules that may be amended from time to time: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal

counsel, other adviser or the person employing the adviser with an executive officer of the Company.

I. Matters Related to Shareholder Approval of Executive Compensation Matters

- The Compensation Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisor votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans.

V. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The members of the Compensation Committee may not accept directly or indirectly any consulting, advisory or other compensatory fee, other than for Board service, from the Company or any subsidiary or affiliate thereof.
- In carrying out its responsibilities, the Compensation 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 Compensation Committee may consult. The Compensation 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 Compensation Committee or meet with any members of or advisors to the Compensation Committee. The Compensation 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 Compensation Committee may perform such other functions as may be delegated by the Board from time to time.

ADOPTED BY THE COMPENSATION COMMITTEE: AUGUST 1, 2022
EFFECTIVE DATE: AUGUST 1, 2022