

*As Amended and Restated on  
July 23, 2024*

**MARAVAI LIFESCIENCES HOLDINGS, INC.**

**COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Compensation and Leadership Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Maravai LifeSciences Holdings, Inc. (the “Company”) is to:

- assist the Board in discharging its responsibilities relating to compensation of the Company’s Board members and those persons designated as “officers” by the Board for purposes of Section 16 of the Securities Exchange Act of 1934 and the rules thereunder (“Executive Officers”);
- review and evaluate the Company’s overall compensation philosophy and oversee the Company’s equity, incentive and other compensation and benefits plans;
- oversee matters relating to the attraction, motivation, development and retention of the Company’s senior executives, including the Company’s named executive officers and other Executive Officers; and
- prepare the compensation committee report on executive officer compensation required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K, as applicable.

**MEMBERSHIP**

Size: The Committee shall consist of two or more members of the Board.

Independence: Each member of the Committee shall be independent in accordance with Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of the NASDAQ Global Select Market (“NASDAQ”); provided, however, that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of NASDAQ, including the “controlled company” exemption. Each member of the Committee must also qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act.

Onboarding/Education: The Company will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to executive compensation and other matters that may be requested by the Committee.

Appointment/Term/Removal: The members of the Committee shall be appointed by the Board in accordance with the Company’s Bylaws and any applicable agreement to which the Company is a

party regarding the composition of the Board or any of its committees, including the Director Nomination Agreement. The members of the Committee shall serve for such term or terms as the Board may determine or until their earlier resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause in accordance with the Company's Bylaws and any applicable agreement to which the Company is a party regarding the composition of the Board or any of its committees, including the Director Nomination Agreement.

## **STRUCTURE AND OPERATIONS**

Leadership: Subject to any applicable agreement to which the Company is a party regarding the composition of the Board or any of its committees, including the Director Nomination Agreement, the Board shall designate a member of the Committee to serve as the chairperson.

Meetings: The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The agenda for Committee meetings will be prepared by the Committee chairperson in consultation with the other Committee members. The Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members constituting a quorum. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee is otherwise governed by the same rules regarding meetings (including meetings in person or by telephone, videoconference, or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Committee may invite any members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present, and in all cases the Chief Executive Officer ("CEO") of the Company and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

Outside Advisors: The Committee shall have the authority, in its sole discretion, to retain and terminate a compensation consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Committee Charter ("Charter"). However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, outside legal counsel or other advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall set the compensation and retention terms and oversee the work of the compensation consultant, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications.

Compensation Consultant and other Advisor Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Committee must take into consideration the factors specified in the rules of NASDAQ. The Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the

specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

Funding: The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to any applicable agreement to which the Company is a party regarding the composition of the Board or any of its committees, including the Director Nomination Agreement, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as any such committee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and the applicable rules and regulations of the SEC and NASDAQ. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.

Books and Records: The Committee will have access to the Company's books, records, facilities and personnel.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

1. Compensation philosophy. To establish, in consultation with the Company's CEO, the Company's overall compensation philosophy goals and objectives relevant to the compensation of the CEO and oversee the development and implementation of compensation programs and policies.
2. Performance Goals and Objectives: To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO and other Executive Officers, including annual and long-term performance goals and objectives, and to evaluate at least annually the performance of the CEO and other Executive Officers against those goals and objectives.
3. CEO Compensation: To review and recommend to the Board for approval, the CEO's compensation (including any awards under any equity-based incentive compensation plan or non-equity-based incentive compensation plan of the Company and any material perquisites). In evaluating and determining the long-term incentive component of CEO compensation, the

Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and incentive awards given to the Company's CEO in past years. In evaluating and recommending to the Board the CEO's compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act, if applicable. The CEO shall not be present during any voting or deliberations by the Committee on his or her compensation.

4. Executive Officer Compensation: To determine and approve the compensation of all other Executive Officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote, if applicable.
5. Compensation and Benefits Programs: To oversee overall compensation and benefits programs and policies. Named fiduciary responsibility and responsibility for day-to-day administration of such programs is delegated to the Company's principal human resources officer, or individual occupying a similar capacity, including authority to make certain limited amendments, modifications or supplements to designated benefit plans, trusts and related documents. Amendment or modification authority not so delegated shall remain with the Committee or the Board, as appropriate.
6. Incentive Compensation Plans: To review, and make recommendations to the Board regarding, equity-based incentive compensation plans and non-equity-based incentive compensation plans of the Company, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be submitted to the stockholders of the Company for approval and included in the Company's annual proxy statement. To administer the Company's incentive compensation plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. To consider the results of the most recent Say on Pay Vote, if applicable, when reviewing and making recommendations regarding incentive compensation plans, including whether to adopt, amend or terminate any such plans.
7. Employee Benefit Plans: To monitor the effectiveness of non-equity based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to Executive Officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted. To oversee employee benefit plans, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires. The Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.
8. Peer Group: To set the composition of the peer company group used for market comparison for executive compensation.

9. Compensation Disclosure: To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual proxy statement or Annual Report on Form 10-K, and produce the Committee report on executive officer compensation required to be included in the Company's annual proxy statement or Annual Report on Form 10-K, as applicable.
10. Employment/Severance Agreements: To review and approve, and when appropriate, make recommendations to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other Executive Officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
11. Stock Ownership Guidelines: To determine stock ownership guidelines for the CEO and other Executive Officers and monitor compliance with such guidelines.
12. Other Compensation Policies: To the extent it deems necessary, to review and approve the terms of any compensation "clawback" or similar policy or arrangement between the Company and the Company's current and former Executive Officers or other employees subject to Section 16 of the Exchange Act and administer and enforce any clawback policy consistent with the terms of the policy.
13. Risk Management: To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between the Company's risk management policies and practices and compensation, to assess whether the Company's compensation policies and practices encourage risk taking that could be reasonably likely to have a material adverse effect on the Company, and to evaluate compensation policies and practices that could mitigate any such risk.
14. Say on Pay Frequency: To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, to review and approve the advisory vote proposals to be submitted to the stockholders of the Company regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement, if applicable.
15. Director Compensation: To review all director compensation and benefits for service on the Board and Board committees at least annually and to recommend any changes to the Board as necessary.
16. Executive Leadership Development: To act in an advisory capacity to the Board and to the CEO on all development matters relating to senior management and other key Executive Officers, including reviewing plans and programs for the development, retention and succession of such Executive Officers and the identification and selection of candidates for senior officer positions. Review the Company's strategies and programs for leadership

development (including considerations of diversity) and for maintaining a talent pipeline for Executive Officer roles.

17. Succession Planning: To develop and recommend to the Board for approval a CEO succession plan (the “Succession Plan”), review the Succession Plan periodically, develop and evaluate potential candidates for the CEO position and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
18. Diversity, Equity and Inclusion: To review and monitor the Company’s diversity and inclusion programs, initiatives, objectives and progress, and to provide guidance to the Board on diversity matters.
19. Human Capital Management: To assist the Board in its oversight of human capital management, including workplace environment and corporate culture, recruiting, retention, attrition, talent management, career development and progression and employee relations.
20. Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
21. Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.