Novanta Inc.
Talent and Compensation Committee Charter

This Talent and Compensation Committee Charter ("Charter") was adopted by the Board of Directors (the "Board") of Novanta Inc. (the "Company") on November 5, 2026.

I. Composition.

The Board of the Company will appoint from among its members a Talent and Compensation Committee (the "Committee") and will designate one such member to serve as the Chair of the Committee. The Committee shall consist of no fewer than three (3) members of the Board, none of whom shall be an employee of the Company and each of whom shall (1) satisfy the independence requirements of the Nasdaq Stock Market ("Nasdaq"), (2) satisfy the more rigorous independence rules for members of the Compensation Committee in accordance with any applicable Nasdaq rules, and (3) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Members of the Committee shall be appointed for one (1) year terms and are subject to removal by the Board, with or without case, at any time.

II. Purpose.

The Committee has been established by the Board in order to oversee the discharge of the responsibilities of the Board with regard to oversight of talent management and compensation of the Company's senior management.

III. Meetings and Procedures.

The Chair (or in the Chair's absence, a member of the Committee designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee shall also have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provision of this Charter, the Company's bylaws, the rules of Nasdaq, or applicable law.

The Committee shall meet as often as it or the Chair determines to be necessary or advisable to fulfill its responsibilities. The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

The Committee may, at its discretion, include in its meetings other members of the Board, members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Chief Executive Officer (the "CEO") may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any person it deems appropriate.

The Committee may, in its sole discretion, retain or obtain the advice of any consultant, legal counsel or other adviser that the Committee believes to be necessary or appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other adviser retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may select, or receive advice from, a consultant, legal counsel, or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the factors required by any applicable requirements of the Exchange Act and any applicable Nasdaq rules.

IV. Powers and Responsibilities.

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

1. The Committee shall examine the compensation policies of peer group companies and monitor trends in compensation for senior management personnel in order to ensure that the Company's compensation policies remain competitive and appropriate.

2. The Committee shall review annually with the CEO the performance of the Company's officers (as such term is defined in Rule 16a-1, promulgated under the Exchange Act).

3. The Committee shall review and approve the compensation of non-CEO officers (as defined above) and such other executives and key leadership positions as the Committee may determine from time to time, including his or her (i) annual base salary, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment severance and change-of-control agreements, if any, and (v) any other compensation, ongoing perquisites or special benefit items.

4. On an annual basis, the Committee shall work with the CEO to establish a set of goals and objectives upon which his or her performance for the year will be assessed, evaluate the performance of the CEO in light of those goals and objectives and determine and approve the compensation of the CEO based on such evaluation. The Committee shall have sole authority to evaluate the CEO's performance and determine the CEO's compensation.

5. The Committee shall periodically review the Company's incentive compensation plans and equity-based plans, and, in the case of plans for which shareholder approval is not sought, may adopt, amend, or recommend to the Board such plans. The Committee may also make awards under such plans, determine rules and regulations relating to such plans, including the authority to interpret the terms thereof, designate employees eligible to participate in the plans, and exercise any other rights, authorities and functions delegated to the Board or Committee under the plans as required.

6. The Committee shall develop, implement and oversee a policy with respect to recovery of compensation that is required by any applicable rules of Nasdaq or the Securities and Exchange Commission pursuant to Section 10D of the Exchange Act.

7. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.

8. The Committee shall support the Board in its oversight of succession planning for the Chief Executive Officer and shall oversee succession planning and leadership development for other executives and key senior leadership positions. Such oversight shall include planned and emergency succession, leadership readiness and the development of potential internal successors. The Committee shall report periodically to the Board regarding succession planning and leadership development matters. For the avoidance of doubt, the Board shall have sole authority with respect to the appointment and removal of the Chief Executive Officer.

9. The Committee shall review and discuss with management of the Company the Compensation Discussion & Analysis ("CD&A"), and based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement or Annual Report on Form 10-K ("Form 10-K"), as applicable.

10. The Committee shall review other compensation matters required by applicable law, rule or regulation to be disclosed in the Company's annual proxy statement or Form 10-K, including with respect to any consultant conflicts of interest, the relationship between the Company's executive compensation and its financial performance, and the Company's internal pay equity, as applicable.
The Committee shall review and approve, or recommend to the Board for approval, compensation-related proposals to be submitted to shareholders, including advisory votes on executive compensation and the frequency of such votes. The Committee shall consider the results of shareholder advisory votes on executive compensation in connection with its review of the Company's executive compensation programs and decisions.

11. The Committee shall oversee and periodically review the Company's strategies, programs and practices relating to talent management, including with respect to matters such as leadership and talent development, leadership recruitment and retention, employee engagement and effectiveness, organizational culture and

workforce planning.

12. The Committee shall review and approve all officers' and other executives' employment agreements and severance arrangements.

13. The Committee shall prepare and approve the annual Compensation Committee Report to be included as part of the Company's annual proxy statement or Form 10-K, as applicable.

14. In consultation with senior management, the Committee shall establish and periodically review the Company's general executive compensation philosophy and oversee the development and implementation of compensation programs consistent with that philosophy.

15. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board.

16. The Committee shall annually evaluate its own performance and report to the Board on such evaluation.

V. Other Provisions.

1. The Committee may form and delegate authority to subcommittees of the Committee, to the extent consistent with the Company's articles of association, bylaws, Corporate Governance Guidelines and applicable law and rules of Nasdaq, except that it shall not delegate its responsibilities for any matters that involve executive compensation or any matters where it has determined such compensation is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of
being approved by a committee of "non-employee directors."

2. The Committee may designate a non-member to serve as secretary at committee meetings to keep meeting minutes.

3. A current version of this Charter will be included on the Company's website.