

NOVANTA INC.
Transaction Committee Charter

This Transaction Committee Charter (“Charter”) was adopted by the Board of Directors (the “Board”) of Novanta Inc. (the “Company”) on February 20, 2026.

I. Composition.

The Board of the Company will appoint from among its members a Transaction Committee (the “Committee”) and will designate one such member to serve as the Chair of the Committee. The Committee shall consist of such number of directors as the Board may appoint from time to time. Members of the Committee shall be appointed annually and may be removed by the Board, with or without cause, at any time.

II. Purpose.

The purpose of the Committee is to review potential significant acquisitions, divestitures, joint ventures, mergers, alliances and similar corporate transactions proposed by management, and advise management and make recommendations to the Board regarding, as applicable, the foregoing.

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 any national securities exchange on which the Company’s securities are listed, or applicable law.

The Committee shall meet periodically as necessary to fulfill its duties. The Chair shall report to the Board after meetings of the Committee.

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 Committee may exclude from its meetings any person it deems appropriate.

IV. Powers and Responsibilities.

1. The Committee shall review potential significant acquisitions, divestitures, joint ventures, mergers, alliances and similar corporate transactions (“Transactions”) proposed by management, and advise management regarding the foregoing.
2. The Committee shall make recommendations to the full Board regarding any Transactions with a total value greater than \$50 million, or that are required by the

Company's articles or bylaws or applicable law, to be approved by the full Board or the Company's shareholders.

V. Other Provisions.

1. The Committee shall annually review the Committee's own performance and discuss the results of the performance review with the full Board.
2. The Committee may designate a non-member to serve as secretary at Committee meetings to keep meeting minutes.