

TWIST BIOSCIENCE CORPORATION
COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Twist Bioscience Corporation, a Delaware corporation (the “Company”), is to discharge certain responsibilities of the Board with respect to compensation and to make such decisions with respect to the compensation, compensation practices and related matters of the Company as may be required of a compensation committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and other applicable law or listing requirements, including without limitation the Compensation Committee report to stockholders for inclusion in the Company’s annual proxy statement, to the extent required of the Company.

Membership & Organization

The Committee shall be comprised of at least two (2) members of the Board. Such members shall be appointed by the Board and each member of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board in its sole discretion may remove any member from the Committee at any time, with or without cause. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee.

Each member of the Committee will be:

- (i) “independent” as defined under applicable rules of each stock exchange on which the Company’s shares are listed for trading or otherwise publicly quoted (except as otherwise permitted under such rules), including any enhanced standards or requirements of each such stock exchange for Committee members; and
- (ii) a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Exchange Act.

In the event that the Committee has more than two (2) members and one (1) or more members of the Committee are absent from a meeting of the Committee, or, being present at a meeting, recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two (2) such members) shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two (2) members of the Committee.

The Committee may also act by unanimous written consent of the then-serving members of the Committee.

Authority & Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

1. The Committee shall review the Company's compensation policies and practices at least annually to assess the adequacy in promoting the long-term interests of the Company and its stockholders and to further assess whether such compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
2. The Committee has exclusive authority to determine the amount and form of compensation paid to the Company's Chief Executive Officer, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Chief Executive Officer in a manner consistent with its determinations. The Committee will review at least annually the Chief Executive Officer's performance in light of goals and objectives established by the Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review determine the Chief Executive Officer's compensation and incentive-compensation and equity-based plan awards. The Company's Chief Executive Officer shall not be present during Committee deliberations or votes with respect to the Chief Executive Officer's compensation. In evaluating and determining the compensation of the Company's Chief Executive Officer, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") to the extent required by Section 14A of the Exchange Act or any other applicable U.S. securities laws or regulations.
3. With respect to "executive officers" (as defined in Rule 3b-7 under the Exchange Act) and "officers" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company, other than the Company's Chief Executive Officer (the "Other Executive Officers"), the Committee has authority to determine the amount and form of compensation paid to the Other Executive Officers, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Other Executive Officers in a manner consistent with its determinations. The Committee will review at least annually the Other Executive Officers' performance in light of goals and objectives established by the Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review determine the Other Executive Officers' compensation and incentive-compensation and equity-based plan awards. In evaluating and determining the compensation of the Other Executive Officers, the Committee shall consider the results of the most recent Say on Pay Vote to the extent required by Section 14A of the Exchange Act or any other applicable U.S. securities laws or regulations.
4. The Committee shall have the authority to review and approve any change in control, severance or termination agreement, plan or arrangement to be entered into with the Company's Chief Executive Officer or any Other Executive Officer, which includes the ability to adopt, amend and terminate such agreement, plan or arrangement.

5. The Committee has authority to determine the amount and form of compensation paid to the Company's other employees, consultants and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general compensation policies and practices and to adopt, administer, amend and terminate plans and arrangements pursuant to such policies and practices. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. It is expected that the Committee may delegate its authority on the foregoing matters with regard to non-officer employees and consultants of the Company to officers and other appropriate Company supervisory personnel.

6. The Committee will periodically review and make recommendations to the Board as to compensation for the non-employee directors of the Board.

7. The Committee has authority to administer the Company's equity compensation plans, including without limitation to approve the adoption of such plans, to reserve shares of Common Stock for issuance thereunder, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.

8. The Committee has authority to select, engage, compensate and terminate compensation consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes. The Committee shall also have the authority for approving the material terms of all arrangements between the Company and compensation consultants unless the Committee has retained its own consultant or the services relate only to consulting on broad-based plans.

Before selecting any compensation consultants, legal counsel or other advisors described above the Committee will consider the following factors, as well as any other factors identified by the relevant national securities exchange in its listing standards:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;
- (b) 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;
- (c) 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;
- (d) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;

(e) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and

(f) any business or personal relationship of the compensation consultant, legal counsel, or other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, or, if applicable, any successor law or regulation.

9. The Committee may delegate its authority granted under this charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more officers of the Company (or other appropriate supervisory personnel) the authority to grant stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.

10. At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, the Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" required by Regulation S-K under the Securities Exchange Act and recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's proxy statement and Annual Report on Form 10-K, unless the Company is an "emerging growth company" and/or a "smaller reporting company" and elects to omit the disclosure.

11. The Committee has authority to determine stock ownership guidelines for the Company's Chief Executive Officer and Other Executive Officers and monitor compliance with such guidelines.

12. The Committee has authority 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, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

13. The Committee has authority, in conjunction with the Nominating and Corporate Governance Committee, to develop and recommend to the Board for approval an officer succession plan (the "Succession Plan"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

14. The Committee has authority to oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

15. The Committee has authority to develop and recommend to the Board for approval a succession plan for the Chief Executive Officer and Other Executive Officers (the "Succession Plan"), to develop and evaluate potential candidates for the Chief Executive Officer and Other Executive Officers and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

16. The Committee has the authority to perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

The Board has simultaneously reserved to itself all authority delegated under this charter to the Committee, subject to any restrictions under applicable law and listing rules, as applicable from time to time. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this charter.

Meetings

The Committee shall meet as often as it determines necessary, but it is anticipated that the Committee shall meet not less frequently than four (4) times each year. The Committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided in the bylaws of the Company, or required by law. Adequate provision shall be made for notice to Committee members of all meetings; one-third (1/3) of the members shall constitute a quorum unless the Committee shall consist of two (2) members, in which event one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by the Committee without a meeting if all members thereof consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of such Committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Other individuals, such as any officer or employee of the Company and external advisers, may be invited to attend all or part of any meeting, as and when deemed appropriate by the Committee, provided, that the Company's Chief Executive Officer or Other Executive Officers may not be present during any portion of a Committee meeting in which deliberation or any vote regarding their respective compensation occurs.

Minutes & Reports

The Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board.

To the extent required by applicable law, the Committee will also prepare and sign a Report of the Committee for inclusion in the Company's proxy statement for its Annual Meeting of Stockholders.

Periodic Review

The Committee will periodically review its own performance and report on its conclusions in this regard to the Board. In addition, the Committee will periodically, but no less frequently than annually, review and assess the adequacy of this charter and make recommendations to the Board with regard to appropriate changes to the charter.