

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Novanta Inc.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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PROXY STATEMENT 2023



Novanta Inc.

125 Middlesex Turnpike
Bedford, Massachusetts 01730
(781) 266-5700

April 7, 2023

Dear Shareholder:

It is my pleasure to invite you to the annual meeting of shareholders of Novanta Inc. to be held virtually at 3:00 p.m. Eastern Time on Wednesday, May 10, 2023. Shareholders may attend the annual meeting online by visiting www.virtualshareholdermeeting.com/NOVT2023. You will be able to vote and ask questions online as you would if you were to attend the meeting in person.

The purposes of the meeting are to: (i) elect the Board of Directors; (ii) approve, on an advisory basis, the Company's executive compensation; and (iii) appoint PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

Information regarding the above matters is contained in the formal notice of meeting and management proxy circular on the following pages. The Novanta Inc. Annual Report for the fiscal year ended December 31, 2022 accompanies this management proxy circular. We urge you to read the proxy materials in their entirety and to consider them carefully.

It is important that your shares be represented at the annual meeting, regardless of the size of your holdings. Accordingly, whether or not you expect to attend the meeting, we urge you to vote promptly by returning the enclosed proxy form or by submitting your proxy via telephone or online as soon as possible.

On behalf of the Board of Directors, I thank you for your participation.

Very truly yours,

/s/ Matthijs Glastra

Matthijs Glastra
Chair of the Board of Directors and Chief Executive Officer

Novanta Inc.

125 Middlesex Turnpike
Bedford, Massachusetts 01730
(781) 266-5700

Notice of Annual Meeting of Shareholders to be held on Wednesday, May 10, 2023

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders (the "2023 Annual Meeting") of Novanta Inc., a New Brunswick corporation, which we refer to in this notice and in the attached management proxy circular as the "Company", will be held online at 3:00 p.m. Eastern Time on Wednesday, May 10, 2023, at www.virtualshareholdermeeting.com/NOVT2023. All shareholders and any other persons entitled to attend the 2022 Annual Meeting may attend online at www.virtualshareholdermeeting.com/NOVT2023. You will be able to vote and ask questions online as you would if you were to attend the meeting in person.

The 2023 Annual Meeting will be held for the following purposes:

1. To elect Lonny J. Carpenter, Matthijs Glastra, Barbara B. Hulit, Maxine L. Mauricio, Katherine A. Owen, Thomas N. Secor, Darlene J.S. Solomon, Ph.D., and Frank A. Wilson to our Board of Directors until the next annual meeting of shareholders, until their successor is elected or appointed, or until their earlier death, resignation or removal;
2. To approve, on an advisory basis, the Company's executive compensation;
3. To appoint PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to serve until the 2024 annual meeting of shareholders; and
4. To transact such other business as may properly come before the meeting or any postponement, continuation or adjournment thereof.

Only shareholders of record as of the close of business on Monday, March 27, 2023 will be entitled to attend and vote at the meeting and at any postponement, continuation or adjournment thereof, provided that a subsequent transferee of shares may vote at the meeting if the transferee establishes ownership of the shares and requests not later than ten (10) days before the meeting to be added to the list of shareholders entitled to vote at the meeting.

All shareholders are requested to complete, sign, date and return the form of proxy in the enclosed envelope to Broadridge Financial Solutions Inc., Data Processing Centre, P.O. Box 3700, STN Industrial Park, Markham, ON L3R 9Z9, Canada before 3:00 p.m. Eastern Time on Monday, May 8, 2023, or, if the meeting is postponed, continued or adjourned, prior to 3:00 p.m. Eastern Time on the last business day prior to the date fixed for the postponed, continued or adjourned meeting. If you are a shareholder of record, you may also vote by telephone or on the Internet by following the instructions on the enclosed proxy form, no later than 3:00 p.m. Eastern Time on Monday, May 8, 2023, or, if the meeting is postponed, continued or adjourned, prior to 3:00 p.m. Eastern Time on the last business day prior to the date fixed for the postponed, continued or adjourned meeting. Shareholders who vote by telephone or the Internet should not return a proxy form.

A copy of the management proxy circular and a proxy form accompany this notice. This notice, the management proxy circular, the proxy form and the Company's 2022 Annual Report will be forwarded on or about Monday, April 17, 2023 to the holders of the Company's common shares as of the close of business on Monday, March 27, 2023.

All monetary amounts listed in the proxy circular are in U.S. dollars, unless otherwise indicated.

DATED at Bedford, Massachusetts this 7th day of April, 2023.

By Order of the Board of Directors

/s/ Matthijs Glastra

Matthijs Glastra
Chair of the Board of Directors and Chief Executive Officer

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Management Proxy Circular

Information concerning voting and solicitation

Novanta Inc., a New Brunswick corporation, which, together with its subsidiaries, we refer to in this management proxy circular as the “Company”, will hold its annual meeting of shareholders (the “2023 Annual Meeting”) online at 3:00 p.m. Eastern Time on Wednesday, May 10, 2023 at www.virtualshareholdermeeting.com/NOVT2023. You will be able to attend the 2023 Annual Meeting by visiting www.virtualshareholdermeeting.com/NOVT2023 and log in by using the 16-digit control number included in your proxy card or on the instructions that accompanied your proxy materials. You will be able to vote and ask questions online as you would if you were to attend the meeting in person.

This management proxy circular and the enclosed proxy form are furnished in connection with the solicitation of proxies by the Board of Directors (the “Board”) of the Company for use at the meeting. The solicitation will be made by mail, but proxies may also be solicited personally, by telephone or by email or other electronic means by directors, officers or other employees of the Company. The cost of solicitation has been or will be borne by the Company. The Company may also pay brokers or nominees holding common shares of the Company in their names or in the names of their principals for their reasonable expenses in sending solicitation material to their principals.

The notice of the meeting, this management proxy circular, the proxy form and a copy of the Company’s annual report for the fiscal year ended December 31, 2022 (the “2022 Annual Report”) will be forwarded on or about Tuesday April 17, 2023 to the holders of the Company’s common shares as of the close of business on Monday, March 27, 2023 (the “Record Date”).

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 10, 2023

**The Company’s Management Proxy Circular and 2022 Annual Report
are available at <https://investors.novanta.com/financials/annual-reports>**

The following proxy materials are available for review at: <https://investors.novanta.com/financials/annual-reports>

- the management proxy circular;
- the Company’s 2022 Annual Report; and
- any amendments or supplements to the foregoing materials that are required to be furnished to shareholders.

Matters to Be Voted On

At the meeting, you will be entitled to vote on the following proposals:

1. To elect Lonny J. Carpenter, Matthijs Glastra, Barbara B. Hult, Maxine L. Mauricio, Katherine A. Owen, Thomas N. Secor, Darlene J.S. Solomon, Ph.D., and Frank A. Wilson to our Board of Directors until the next annual meeting of shareholders, until their successor is elected or appointed, or until their earlier death, resignation or removal (see page 7);
2. To approve, on an advisory (non-binding) basis, the Company's executive compensation (see page 12);
3. To appoint PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to serve until the 2024 annual meeting of shareholders (see page 15); and
4. To transact such other business as may properly come before the meeting, or any postponement, continuation or adjournment thereof.

We are not aware of any other business to be brought before the meeting. If any additional business is properly brought before the meeting, the designated officers serving as proxies will vote in accordance with their best judgment.

Board Recommendations

The Board recommends that you vote your shares as follows:

- **"FOR"** the election of each of the nominees for director named in this management proxy circular;
- **"FOR"** the approval, on an advisory basis, of the Company's executive compensation; and
- **"FOR"** the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to serve until the 2024 annual meeting of shareholders.

Attending the 2023 Annual Meeting

The 2023 Annual Meeting will be held entirely virtually. All shareholders and any other persons who are entitled to attend the 2023 Annual Meeting may attend online by visiting www.virtualshareholdermeeting.com/NOVT2023 and log in using the 16-digit control number included either on your proxy form or on the instructions that accompanied your proxy materials. If your shares are held in "street name," as described below, you should contact your broker or other nominee to obtain your 16-digit control number or otherwise vote through the broker or other nominee. The 2023 Annual Meeting platform is expected to be fully supported across browsers and devices running the most updated version of applicable software plug-ins. You should ensure you have a strong, preferably high-speed, internet connection wherever you intend to participate in the 2023 Annual Meeting. The webcast 2023 Annual Meeting allows you to attend the meeting live, submit questions and, if you are a shareholder of record, submit your vote while the 2023 Annual Meeting is being held if you have not done so in advance of the 2023 Annual Meeting. Please note that only holders of record will be able to vote during the 2023 Annual Meeting. If you lose your 16-digit control number, you may join the 2023 Annual Meeting as a "Guest". Guests will be able to attend the 2023 Annual Meeting through the live webcast only, by joining the webcast as a guest at www.virtualshareholdermeeting.com/NOVT2023. Guests will not be able to submit questions or vote. The meeting webcast will begin promptly at 3:00 p.m. Eastern Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 2:50 p.m. Eastern Time on May 10, 2023, and you should allow ample time for check-in procedures.

Appointment and Revocation of Proxies

The persons named in the enclosed proxy form are officers of the Company. A shareholder may appoint a person, other than the persons already named in the enclosed proxy form to represent the shareholder at the meeting by inserting the name of such other person in the blank space provided in the proxy form, online at www.proxyvote.com or by completing another proper form of proxy. Such person need not be a shareholder. The completed proxy form must be mailed in the enclosed business reply envelope to and deposited with Broadridge Financial Solutions, Inc., Data Processing Centre, P.O. Box 3700, STN Industrial Park, Markham, ON L3R 9Z9, Canada no later than 3:00 p.m. Eastern Time on Monday, May 8, 2023, or, if the meeting is postponed, continued or adjourned, prior to 3:00 p.m. Eastern Time on the last business day prior to the date fixed for the postponed, continued or adjourned meeting.

If you are a shareholder of record, you may also vote by telephone or on the Internet by following the instructions on the enclosed proxy form, no later than 3:00 p.m. Eastern Time on Monday, May 8, 2023, or, if the meeting is postponed, continued or adjourned, prior to 3:00 p.m. Eastern Time on the last business day prior to the date fixed for the postponed, continued or adjourned meeting. You will need your 16-digit control number located on the form of proxy/voting instruction form. Shareholders who vote by telephone or the Internet should not return a proxy form by mail.

The shareholder executing the proxy form may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy: (a) by delivering another properly executed proxy form bearing a later date and depositing it in the manner and by the deadline described above; (b) by delivering an instrument in writing revoking the proxy, executed by the shareholder or by the shareholder's attorney authorized in writing at the registered office of the Company, at any time up to and including the last business day preceding the date of the meeting, or at any reconvened meeting following its postponement, continuation or adjournment; (c) by voting during the 2023 Annual Meeting, if you are a shareholder of record; or (d) in any other manner permitted by law.

Voting of Proxies

The officers named in the proxy form enclosed with this management proxy circular will vote or withhold from voting the common shares of the Company in respect of which they are appointed proxy in accordance with the directions of the shareholder appointing them and, if a shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. In the absence of such direction, the shares will be voted:

- “FOR” the election of each of the nominees for director named in this management proxy circular;
- “FOR” the approval, on an advisory basis, of the Company's executive compensation; and
- “FOR” the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to serve until the 2024 annual meeting of shareholders.

Voting and Ownership of Shares

At the close of business on the Record Date, the Company had 35,800,445 common shares outstanding and entitled to vote. Each share is entitled to one vote. The failure of any shareholder to receive a notice of meeting of shareholders does not deprive the shareholder of a vote at the meeting.

The following votes are required to approve each of the proposals at the meeting.

- **Election of Directors.** The nominees for director named in this management proxy circular will be elected by a majority of the votes cast.
- **Advisory Vote on the Company's Executive Compensation.** The proposal regarding the approval, on an advisory basis, of the Company's executive compensation requires the approval of a majority of the votes cast in respect of such matter.
- **Appointment of Independent Registered Public Accounting Firm.** The proposal regarding the approval of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm requires the approval of a majority of the votes cast in respect of such matter.

No votes may be taken at the meeting, other than a vote to adjourn, unless a quorum has been constituted consisting of the representation of at least thirty-three and one-third percent (33 1/3%) of the outstanding shares as of the Record Date. Votes will be tabulated by a representative of Broadridge Financial Solutions, Inc., which is also serving as the inspector of election or scrutineer for the meeting.

The enclosed form of proxy confers discretionary authority on the persons named therein with respect to amendments to or variations of matters identified in the notice of meeting and such other matters that may properly come before the meeting or any postponement, continuation or adjournment thereof. As of the date of this management proxy circular, the management of the Company knows of no such amendments, variations or other matters to be presented at the meeting.

Voting for the Election of Directors

Section 65(1) of the *Business Corporations Act* (New Brunswick) provides for cumulative voting for the election of directors so that each shareholder entitled to vote at an election of directors has the right to cast an aggregate number of votes equal to the number of votes attached to the shares held by such shareholder multiplied by the number of directors to be elected, and may cast all such votes in favor of a single candidate or distribute them among the candidates in any manner the shareholder decides. The statute further provides, in section 65(2), that a separate vote of shareholders shall be taken with respect to each candidate nominated for director unless a resolution of the shareholders is passed unanimously permitting two or more persons to be elected by a single resolution. Where a shareholder has voted for more than one candidate without specifying the distribution of votes among such candidates, the shareholder shall be deemed to have divided the votes equally among the candidates for whom such shareholder voted. If a shareholder desires to distribute votes other than equally among the nominees for whom such shareholder has directed the persons in the enclosed form of proxy to vote, such shareholder must do so at the meeting or by another form of proxy. **On any ballot for the election of directors, the persons named in the proxy will be deemed to have cast their votes equally among all the proposed nominees, unless: (a) any nominee is excluded by the shareholder in their proxy; or (b) the shareholder has directed that the shares be withheld from voting for the election of directors.**

Directors will be elected by a majority of the votes cast in the manner described above in an uncontested election. If the number of candidates nominated for director exceeds the number of positions to be filled, the candidates who receive the least number of votes shall be eliminated until the number of candidates remaining equals the number of positions to be filled.

Counting of Votes

For purposes of determining the presence or absence of a quorum, abstentions and broker non-votes will be counted as present. With respect to the approval of any particular proposal, abstentions and broker non-votes will not be counted in determining the number of votes cast. A broker non-vote occurs when a broker submits a proxy form with respect to common shares held in a fiduciary capacity (typically referred to as being held in “street name”) but declines to vote on a particular matter because the broker has not received voting instructions from the beneficial owner. Brokers will return your proxy as a broker non-vote if the broker does not receive voting instructions from you and if, under applicable stock exchange or other rules, the broker does not have the discretion to vote those shares on the applicable matter(s) that come before the meeting.

Virtual Meeting Considerations

We believe a virtual meeting enables increased shareholder attendance and participation because shareholders can participate from any location around the world. In addition, as part of our efforts to maintain a safe and healthy environment for our directors, members of management and shareholders who wish to attend the 2023 Annual Meeting and to minimize the negative environmental impact from physical travels, we believe that holding our annual shareholder meeting via remote participation is in the best interest of the Company and its shareholders. You will be able to attend the 2023 Annual Meeting online by visiting www.virtualshareholdermeeting.com/NOVT2023. If you are a shareholder of record, you also will be able to vote your shares electronically and submit questions at the 2023 Annual Meeting by joining the meeting following the instructions above.

As part of the 2023 Annual Meeting, we will hold a live Q&A session, during which we intend to answer appropriate questions submitted by shareholders during the meeting that are pertinent to the Company and the meeting matters, for up to 30 minutes after the completion of the 2023 Annual Meeting. Only shareholders that have accessed the 2023 Annual Meeting as a shareholder (rather than a “Guest”) by following the procedures outlined above in “Attending the 2023 Annual Meeting” will be permitted to submit questions during the 2023 Annual Meeting. Each shareholder is limited to no more than two questions. Questions should be succinct and only cover a single topic. We will not address questions that are, among other things:

- irrelevant to the business of the Company or to the business of the 2023 Annual Meeting;
- related to material non-public information of the Company, including the status or results of our business since our last Annual Report on Form 10-K or Quarterly Report on Form 10-Q;
- related to any pending, threatened or ongoing litigation;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- substantially repetitious of questions already asked by another shareholder;
- in excess of the two-question limit;

- in furtherance of the shareholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the 2023 Annual Meeting as determined by the Chair or secretary of the meeting in their reasonable judgment.

Additional information regarding the Q&A session will be available in the "Rules of Conduct" available on the 2023 Annual Meeting webpage for shareholders that have accessed the 2023 Annual Meeting as a shareholder (rather than a "Guest") by following the procedures outlined above in "Attending the 2023 Annual Meeting."

We will have technicians ready to assist you with any technical difficulties that you may have accessing the virtual meeting website. The information for assistance will be located on www.virtualshareholdermeeting.com/NOVT2023.

Item 1–Election of Directors

The Articles of the Company provide that our Board is to be comprised of a minimum of five (5) and a maximum of fifteen (15) directors, as determined from time to time by resolution of the Board. The Board has resolved that the entire Board shall consist of eight (8) directors.

Each nominee presented below, if elected, will serve as a director until the next annual meeting of shareholders, until his or her successor is elected or appointed, or until his or her earlier death, resignation or removal. All of the nominees listed below have given their consent to be named as nominees for election and have indicated their intention to serve if they are elected. The Board does not anticipate that any of the nominees will be unable to serve as a director, but in the event that a nominee is unable to serve or for good cause will not serve, the Board may either propose an alternate nominee, in which case the proxies will be voted for the alternative nominee unless directed to withhold from voting, or elect to reduce the size of the Board.

The names of the nominees presented for election as directors at the 2023 Annual Meeting are listed below, along with information regarding when they joined the Board, their present principal occupation, recent business experience and their service on other companies' boards of directors.

All of the nominees currently serve on the Board. There are no family relationships between any of the nominees or between the nominees and any of the Company's officers. Dr. Solomon was recommended by a third-party search firm to serve on the Board in 2022 and further evaluated and recommended to the Board for consideration by the ESG Committee prior to her appointment in 2022 to the Board. This process was also followed with Ms. Hult who was recommended by a third-party search firm to serve on the Board in 2022 and further evaluated and recommended to the Board for consideration by the ESG Committee prior to her appointment in 2022 to the Board.

Director Nominees

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE “**FOR**” ALL OF THE NOMINEES NAMED BELOW.

Name and Municipality of Primary Residence	Director Since	Age	Independent?	Principal Employment	Current Committee Memberships
Lonny J. Carpenter Richland, Michigan, U.S.A.	2018	61	Yes	Former Group President of Stryker Corporation	Independent Lead Director Chair of the Compensation Committee Member of the Environmental, Social and Governance (“ESG”) Committee
Matthijs Glastra Boston, Massachusetts, U.S.A.	2016	54	No	Chair of the Board of Directors and Chief Executive Officer of Novanta	None
Barbara B. Hulit Medina, Washington, U.S.A.	2022	56	Yes	Former Senior Vice President of Fortive Corporation	Member of the ESG Committee
Maxine L. Mauricio Greenwich, Connecticut, U.S.A.	2020	52	Yes	Executive Vice President, General Counsel and Secretary of EMCOR Group, Inc.	Chair of the ESG Committee
Katherine A. Owen Hingham, Massachusetts, U.S.A.	2021	52	Yes	Former Vice President and Advisor to the CEO of Stryker Corporation	Member of the Audit Committee
Thomas N. Secor New York, New York, U.S.A.	2012	52	Yes	Managing Director of Morningside Heights Capital	Member of the Audit Committee Member of the ESG Committee
Darlene J.S. Solomon, Ph.D. Portola Valley, California, U.S.A.	2022	64	Yes	Senior Vice President and Chief Technology Officer of Agilent Technologies, Inc.	Member of the Compensation Committee
Frank A. Wilson Wellesley Hills, Massachusetts, U.S.A.	2021	64	Yes	Former Chief Financial Officer and Senior Vice President of PerkinElmer, Inc.	Chair of the Audit Committee Member of the Compensation Committee

Lonny J. Carpenter

Lead Director

Mr. Carpenter has been a Director of the Company since May 10, 2018 and has served as Lead Director since May 13, 2021. Mr. Carpenter served as the Group President, Global Quality and Business Operations for Stryker Corporation (“Stryker”), a medical technologies company, from January 2016 to March 2019. In this role, Mr. Carpenter was responsible for setting company-wide direction for quality, manufacturing, procurement and logistics strategies, as well as the oversight of Stryker’s commercial business operations in Europe, Canada, Eastern Europe, Middle East, Latin America and Africa. Mr. Carpenter served at Stryker as the Group President, Global Quality and Operations from 2011 to 2016, as the Group President, Instruments and Medical from 2008 to 2011, and as the President, Medical Division from 2006 to 2008. Mr. Carpenter began his career with Stryker in 1989, including serving as the Vice President, Global Operations. Mr. Carpenter currently serves on the board of directors of The Boler Company, Merit Medical Systems, Inc. (since 2020) and Orchid Orthopedics Solutions. Mr. Carpenter holds a Bachelor of Science degree from the United States Military Academy at West Point. Mr. Carpenter’s significant executive operating and commercial experience in the medical technology industry, as well as his broad business background in global manufacturing, engineering, supply chain, quality assurance, and regulatory affairs, provides the Board with greater insight into the healthcare industry.

Matthijs Glastra

Chair of the Board of Directors and Chief Executive Officer

Mr. Glastra was appointed Chair of the Company’s Board of Directors on May 13, 2021 and has served as the Company’s Chief Executive Officer and as a Director since September 1, 2016. Mr. Glastra joined Novanta Inc. in 2012 as a Group President and was appointed the Company’s Chief Operating Officer in February 2015. Prior to Novanta, Mr. Glastra led and grew global technology businesses in advanced industrial and medical end markets during an 18-year career with Philips, both in Europe and in Silicon Valley. At Philips, Mr. Glastra served as Chief Executive Officer of Philips Entertainment Lighting in 2012 and as Chief Operating Officer of Philips Lumileds from 2007 to 2012. Prior to that, Mr. Glastra held multiple General Manager and Vice President positions at the Philips Healthcare, Semiconductor and Lighting divisions from 1994 to 2007. Mr. Glastra also served as Director of Corporate Strategy in the Philips corporate headquarters. Mr. Glastra holds a Master of Science degree in Applied Physics from Delft University of Technology in Delft, Netherlands, an Advanced Engineering Degree from ESPCI in Paris, France, and an MBA from INSEAD in Fontainebleau, France. Mr. Glastra’s more than 25 years of leadership and executive operating experience in Original Equipment Manufacturer-based technology businesses in advanced industrial and medical end markets, and his intimate knowledge of the Company’s businesses provide valuable insight to the Board in formulating and executing the Company’s strategy.

Barbara B. Hulit

Director

Ms. Hulit has been a Director of the Company since July 26, 2022. She served as CEO and President of the Advanced Healthcare Solutions segment of Fortive Corporation, an industrial technology company, from July 2021 until her retirement in January 2023 and as a Senior Vice President at Fortive from June 2016 to July 2021. While at Fortive, she also had company-wide responsibility for the Fortive Business System office, IT, procurement, and high growth markets. Prior to the 2016 spin-off of Fortive from Danaher Corporation, Ms. Hulit held both line and staff roles at Danaher. She led the Danaher Business System Office from 2012 to 2016 and was the President of Fluke Corporation from 2005 to 2012. Ms. Hulit started her post-graduate career with The Boston Consulting Group where she worked primarily on growth strategies. Ms. Hulit holds a Bachelor of

Business Administration from the University of Texas and an MBA from the Kellogg School of Management at Northwestern University. Ms. Hult was named one of the top women in STEM for her role in establishing the Washington STEM Center and serves on the Dean's Advisory Council for the Graduate School of the Kellogg School of Management. She also serves as a member of the board of directors at Envista Holdings Corporation, a global dental business, since 2021. Ms. Hult brings to the Company's Board of Directors extensive experience in business strategy, operations, innovation, M&A and IT. Ms. Hult's presence on the Board also enhances the Board's gender diversity.

Maxine L. Mauricio

Director

Ms. Mauricio has been a Director of the Company since May 26, 2020. Ms. Mauricio has served as General Counsel and Secretary of EMCOR Group Inc. ("EMCOR"), a provider of facilities construction and industrial services, since January 2016. Ms. Mauricio has been an Executive Vice President of EMCOR since February 2021 and was a Senior Vice President from January 2016 to February 2021. From January 2012 to December 2015, Ms. Mauricio was Vice President and Deputy General Counsel of EMCOR, and from May 2002 to December 2011, she served as EMCOR's Assistant General Counsel. Prior to joining EMCOR, Ms. Mauricio was an associate at Ropes & Gray LLP. Ms. Mauricio received her bachelor's degree summa cum laude from Dartmouth College and graduated cum laude from Harvard Law School. Currently, Ms. Mauricio is a member of the Native American Visiting Committee of Dartmouth College and the Board of Visitors of the Nelson A. Rockefeller Center for Public Policy and the Social Sciences. At EMCOR, in addition to legal and compliance matters, Ms. Mauricio has oversight of ESG, diversity and inclusion, human resources, and cybersecurity. In May 2022, Ms. Mauricio received a certificate from MIT Management Executive Education in Cybersecurity Leadership for Non-Technical Executives. Ms. Mauricio brings to the Company's Board of Directors extensive corporate governance, legal, cybersecurity leadership and compliance expertise acquired at a global Fortune 500 company. Ms. Mauricio's presence on the Board also enhances the Board's gender and ethnic diversity.

Katherine A. Owen

Director

Ms. Owen has been a Director of the Company since February 24, 2021. Ms. Owen served as Vice President and Advisor to the Chief Executive Officer of Stryker Corporation, a medical technologies company, from June 2020 to March 2021 and served as Vice President of Strategy and Investor Relations at Stryker from 2007 to 2020, where she was responsible for overseeing the strategic planning and business development processes, as well as investor relations. Prior to that, Ms. Owen served as a medical technology analyst at Merrill Lynch. She previously served as a medical technology analyst at Cowen & Co./SG Cowen. Ms. Owen also worked as a corporate lending analyst at State Street Bank and an underwriter at Chubb Insurance Corporation. Ms. Owen holds a Bachelor of Arts in economics from the University of Massachusetts at Amherst and an MBA from Boston College. Ms. Owen brings to the Company's Board of Directors extensive experience and valuable insights on corporate development, strategy, and investor relations. Ms. Owen's presence on the Board also enhances the Board's gender diversity.

Thomas N. Secor

Director

Mr. Secor has been a Director of the Company since June 14, 2012. Mr. Secor has been Managing Director of Morningside Heights Capital, an investment firm, since March 2012. From April 2007 until March 2012, Mr. Secor was employed by Goldman Sachs & Co, where he worked with Liberty Harbor, an absolute-return

investment fund. While at Liberty Harbor, Mr. Secor focused on the fund's fundamental investment strategies, including debt and equity transactions. From 2005 until March 2007, Mr. Secor was a Director and member of the legal group at Amaranth Advisors, an investment advisor. From 1998 until 2005, Mr. Secor was an attorney with Cleary, Gottlieb, Steen & Hamilton where he specialized in corporate and securities law. Mr. Secor received his Bachelor of Arts degree, cum laude, from Pomona College and his Juris Doctorate, cum laude, from the University of Chicago Law School. Mr. Secor brings to the Company's Board of Directors more than 20 years of experience in strategic transactions, corporate finance and profit management across a wide range of industries, as well as extensive corporate governance experience.

Darlene J.S. Solomon, Ph.D.

Director

Dr. Solomon has been a Director of the Company since June 28, 2022. She has served as Senior Vice President and Chief Technology Officer of Agilent Technologies, Inc., a global leader in the life sciences, diagnostics and applied chemical markets, since 2006. Prior to 2006, Dr. Solomon served as Vice President and Director of Agilent Laboratories, Agilent's centralized advanced research organization. She joined Agilent in 1999 and served in a dual capacity as the director of the Life Sciences Technologies Laboratory and as the senior director, research and development/technology for Agilent's Life Sciences and Chemical Analysis business. She received her bachelor's degree in Chemistry from Stanford University and her Ph.D. in Inorganic Chemistry from MIT. Dr. Solomon is a member of the National Academy of Engineering and serves on multiple academic and government advisory boards focused on science, technology, and innovation. Dr. Solomon has also served on the Board of Directors at Materion Corporation, a leader in advanced materials, since 2011. With extensive knowledge and experience in markets important to Novanta and leading innovation in a diversified global technology enterprise, Dr. Solomon brings to the Company's Board of Directors valuable insight on research and development, strategy, sustainability, and additional operational challenges faced by companies focused on commercialization of technology innovations. Dr. Solomon's presence on the Board also enhances the Board's gender diversity.

Frank A. Wilson

Director

Mr. Wilson has been a Director of the Company since May 13, 2021. Mr. Wilson served most recently as Chief Financial Officer and Senior Vice President of PerkinElmer, Inc. ("PerkinElmer"), a life sciences diagnostics, discovery and analytical solutions company, from 2009 until his retirement in 2018. Prior to joining PerkinElmer, Mr. Wilson held key business development and finance roles for over 12 years at Danaher Corporation, a global science and technology conglomerate, including the position of Corporate Vice President of Investor Relations. Earlier in his career, Mr. Wilson worked for several years at AlliedSignal, Inc., now Honeywell International Inc., where he served as Vice President of Finance and Chief Financial Officer for the Commercial Avionics Systems division. Prior to Allied Signal, he held financial and controllership positions of increasing responsibility at PepsiCo Inc., as well as roles at E.F. Hutton and Company and KPMG LLP. Mr. Wilson has also served as a member of the board of directors of Alkermes plc, a public fully integrated, global biopharmaceutical company, since 2019 and Cabot Corporation, a public global specialty chemicals and performance materials company, since 2018. From 2015 to early 2019, Mr. Wilson served as a member of the board of directors of Sparton Corporation, a provider of complex and sophisticated electromechanical devices, where he also served as the chair of the audit committee and chair of the board. Mr. Wilson is a Certified Public Accountant. Mr. Wilson brings to the Company's Board of Directors extensive experience and expertise in financial management and business growth strategy from a variety of global industries.

Item 2—Advisory Vote on the Company’s Executive Compensation

Background

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 provides our shareholders with the opportunity to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers (“NEOs”), which currently consist of our Chief Executive Officer, Chief Financial Officer, General Counsel and Corporate Secretary, and Chief Human Resources Officer, as disclosed in this management proxy circular in accordance with the SEC’s rules. The Company has held a “say-on-pay” advisory vote every year since 2013 and following the advisory vote regarding the frequency of future “say-on-pay” votes held in 2019, the Company has determined to continue to hold the “say-on-pay” advisory vote every year until the next such advisory “say-on-pay” frequency advisory vote. The next “say-on-pay” advisory vote following this one will occur at the 2024 annual meeting of shareholders.

Summary

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are asking our shareholders to provide advisory approval of the compensation of our named executive officers as such compensation is described in the “Compensation Discussion and Analysis” section, the tabular disclosure regarding such compensation and the accompanying narrative disclosure set forth in this management proxy circular, beginning on page 36.

Our ability to motivate and retain a talented and experienced leadership team is a critical component of our long-term success. We are committed to an executive compensation program that incorporates best practices and sound governance policies and delivers the majority of our named executive officers’ annual compensation through performance-based incentives that focus on both short-term and long-term sustainable performance. Our executive compensation program seeks to promote this philosophy through a combination of the following types of compensation: base salary, cash incentive awards and long-term equity-based incentive awards in the form of both service-based vesting options to purchase our common shares and performance-based vesting restricted stock units (“performance stock units” or “PSUs”). Note that forward-looking performance targets are not disclosed due to competitive reasons. The following is a summary of some of the key points of our executive compensation program. We urge our shareholders to review the “Compensation Discussion and Analysis” section of this management proxy circular and the tabular disclosures following such section for more information.

- **Compensation Best Practices.** We employ the following policies and practices that are designed to ensure our executive compensation programs are well-governed, reflect market-based best practices and do not promote inappropriate risk taking:

Independent Compensation Committee	Yes
Independent Compensation Advisor	Yes
Stock Ownership Guidelines	Yes
No Section 280G Excise Tax Gross-Ups	Yes
No Single-Trigger Equity Vesting upon Change of Control	Yes
No Stock Option Repricing without Shareholder Approval	Yes
Claw-back Provision in Short-Term Incentive Plan	Yes
Anti-Hedging and Anti-Pledging Policies	Yes
Compensation Risk Assessment	Annual
Shareholder Vote to Approve Executive Compensation on an Advisory Basis	Annual

- **Pay-for-Performance.** We aim to align our executive compensation with both annual and long-term performance goals of the Company. Our Senior Management Incentive Plan (“SMIP”) provides cash incentive awards based on, at the discretion of the Compensation Committee, a specific or a combination of the Company’s financial performance metrics, such as Adjusted EBITDA, Organic Revenue Growth, Adjusted Gross Margin, and Net Working Capital as a percentage of revenue (“NWC Ratio”). In 2022, the cash incentive awards component of our executive compensation was based on Organic Revenue Growth and Adjusted EBITDA. The Organic Revenue Growth and Adjusted EBITDA target levels of performance are correlated with the Company’s revenue growth and income growth.
- **Long-Term Compensation.** In 2022, our annual long-term compensation program included a mix of stock options that vest ratably over three years and performance stock units that cliff vest on January 1, 2025 following the three-year performance period, subject to continued employment through the date of vesting, achievement of applicable performance thresholds and accelerated vesting upon certain termination of employment or change in control events. Our long-term compensation program is intended to align the interests of our executives with those of our shareholders, encourage retention and focus the executives on long-term profitable growth and shareholder value creation.
- **Prudent Corporate Governance.** We are committed to maintaining a prudent corporate governance model and to continually improving our compensation practices and policies. Key practices in this regard include an annual review of the Company’s compensation program by the Compensation Committee and the maintenance of a Compensation Committee composed entirely of independent, non-employee directors who satisfy applicable independence requirements.
- **Independent Compensation Consultation.** For fiscal year 2022 compensation benchmarking and program design advice, the Compensation Committee used an independent global executive compensation consulting firm, Korn Ferry, to advise the Compensation Committee on matters related to executive compensation.

- **Input from Shareholders.** The Company has determined to hold a “say-on-pay” advisory vote every year to regularly receive and review input from shareholders on our compensation programs and practices.

The Compensation Committee believes that the policies and procedures articulated in the “Compensation Discussion and Analysis” are effective in achieving the Company’s goals and that the compensation of the Company’s named executive officers reported in this management proxy circular reflects and supports these compensation policies and objectives. We encourage shareholders to review the “Compensation Discussion and Analysis” beginning on page 36 of this management proxy circular.

Recommendation

Our Board of Directors believes that the information provided above and within the “Compensation Discussion and Analysis” section of this management proxy circular demonstrates that our executive compensation program was designed appropriately and is working to ensure that management’s interests are aligned with our shareholders’ interests to support long-term value creation.

The following resolution will be submitted for a shareholder vote at the 2023 Annual Meeting:

RESOLVED, that the shareholders of Novanta Inc. approve, on an advisory basis, the compensation of our named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (“SEC”), including the “Compensation Discussion and Analysis”, compensation tables and narrative discussion set forth in this management proxy circular.

This vote on our executive compensation is advisory, and therefore not binding on the Company, the Compensation Committee or the Board of Directors. However, the Compensation Committee will consider the outcome of the vote when making future compensation decisions for the named executive officers.

Required Vote

The affirmative vote of a majority of the votes cast in respect of this matter at the 2023 Annual Meeting is required to approve, on an advisory (non-binding) basis, the compensation of our named executive officers. Abstentions and broker non-votes will not be counted in determining the number of votes cast, and thus will not affect the voting results of this proposal.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE ADOPTION OF THE RESOLUTION APPROVING THE COMPANY’S COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.

Item 3—Appointment of Independent Registered Public Accounting Firm

At the 2023 Annual Meeting, the shareholders will be asked to approve the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm to serve until the 2024 annual meeting of shareholders and to authorize the Audit Committee to fix the remuneration for PwC. PwC has served as the Company’s independent registered public accounting firm since 2013.

We expect a representative of PwC to be present online at the meeting to answer appropriate questions and to have an opportunity to make a statement if desired.

Required Vote

The affirmative vote of a majority of the votes cast in respect of this matter at the 2023 Annual Meeting is required to approve the appointment of PwC as the Company’s independent registered public accounting firm to serve until the 2024 annual meeting of shareholders. Abstentions will not be counted in determining the number of votes cast, and thus will not affect the voting results of this proposal. Because brokers have discretionary authority to vote on the appointment of PwC, we do not expect any broker non-votes in connection with this proposal.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE “**FOR**” THIS APPOINTMENT.

Independent Registered Public Accounting Firm Fees and Services

Set forth below are the fees paid by the Company to its independent registered public accounting firm, PwC, for the fiscal years ended December 31, 2022 and 2021.

	2022	2021
Audit Fees (1)	\$ 2,480,000	\$ 2,530,000
Audit-Related Fees (2)	—	217,000
Tax Fees (3)	296,000	128,000
All Other Fees (4)	1,000	1,000
Total	\$ 2,777,000	\$ 2,876,000

- 1.) Consist of fees billed for professional services rendered for the audit of the Company’s annual consolidated financial statements and internal control over financial reporting, review of the Company’s interim consolidated financial statements included in quarterly reports on Form 10-Q, and services that are normally provided in connection with statutory and regulatory filings or engagements.
- 2.) Consist principally of fees for services related to financial due diligence associated with acquisition targets.
- 3.) Consist of fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- 4.) Consist of fees billed for online accounting and disclosure research tools.

Pre-approval Policies and Procedures

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by the Company's independent registered public accounting firm. This policy generally provides that the Company will not engage its independent registered public accounting firm to render audit or non-audit services unless the Audit Committee specifically approves the services in advance, or the engagement is entered into pursuant to the pre-approval procedure described below.

Pursuant to the Audit Committee Charter, the Audit Committee may delegate pre-approval authority to an individual member of the Audit Committee. The decisions of any individual Audit Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee has delegated to the Chair of the committee the authority to pre-approve any audit, non-audit or other services provided to the Company by the Company's independent registered public accounting firm, except for the annual audit engagement and fees, which must be approved by the full Audit Committee. The prior approval of the Audit Committee or the pre-approval of the Chair of the Audit Committee was obtained for all services provided by PwC in fiscal year 2022.

Non-Audit Services

The Audit Committee reviews non-audit services proposed to be provided by PwC to determine whether they would be compatible with maintaining PwC's independence. The Audit Committee has established policies and procedures for the engagement of PwC to provide non-audit services. Specifically:

- The Audit Committee reviews and pre-approves estimated fees, or a reasonable range of such estimated fees, by specific categories of non-audit services (that are detailed as to the particular services) that PwC is to be permitted to provide. No prohibited services in the auditor independence provisions of the Sarbanes-Oxley Act of 2002 are permitted or approved. The Audit Committee's review includes an evaluation of the possible impact of the provision of such services by PwC on the firm's independence in performing its audit and audit-related services.
- The Audit Committee pre-approves all non-audit services performed by PwC either by project or by category of service.

Independent Auditor Tenure and Rotation

As part of its auditor engagement process, the Audit Committee considers whether to rotate the independent audit firm. PwC has been the Company's independent auditor since 2013. The Audit Committee believes there are significant benefits to having PwC as its independent auditor. These include:

- Higher quality audit work and accounting advice due to PwC's institutional knowledge of and familiarity with the Company's business and operations, accounting policies and financial systems, and internal control framework.
- PwC's capability and expertise to perform an audit of the Company's financial statements and internal control over financial reporting, given the breadth and complexity of the Company's business and global footprint.

In addition, the Audit Committee oversees the process for, and ultimately approves, the selection of the lead audit engagement partner every five years. At the Audit Committee's instruction, PwC selects candidates to be considered for this role, who are then interviewed by members of the Company's senior management. After discussing the results of senior management's interviews, the Audit Committee interviews the candidates. The Audit Committee then considers the appointment and approves the selection.

Report of the Audit Committee

The primary purpose of the Audit Committee is to assist the Board of Directors in its oversight of the accounting and financial reporting processes of the Company and the audits of the consolidated financial statements of the Company.

In conjunction with the specific activities performed by the Audit Committee in its oversight role, it issued the following report:

1. The Audit Committee has reviewed and discussed the audited consolidated financial statements as of and for the year ended December 31, 2022 with the Company's management.
2. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.
3. The Audit Committee has received from the independent registered public accounting firm the written disclosures and the letters required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with the independent registered public accounting firm their independence from the Company.

Based on the review and discussions referred to in paragraphs (1) through (3) above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 for filing with the SEC.

Mr. Frank A. Wilson (Chair)
Ms. Katherine A. Owen
Mr. Thomas N. Secor

The foregoing Report is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Executive Officers

Set forth below is information regarding the Company's current executive officers who are not also directors. Information concerning Matthijs Glastra, our Chief Executive Officer ("CEO"), may be found above in the section entitled "Item 1—Election of Directors" on page 7 of this management proxy circular.

Robert J. Buckley

Chief Financial Officer

Age: 48

Executive Officer since March 2011

Mr. Buckley was appointed the Company's Chief Financial Officer on March 31, 2011. Prior to joining the Company in February 2011, Mr. Buckley had a ten-year career with PerkinElmer, Inc. ("PerkinElmer"), a provider of technology and services to the diagnostics, research, environmental, safety and security, industrial and laboratory services markets, where he served in several financial management positions of increasing responsibilities. From September 2008 to February 2011, Mr. Buckley served as Vice President and Chief Financial Officer of PerkinElmer's Environmental Health business. From September 2005 to September 2008, Mr. Buckley was Chief Financial Officer of PerkinElmer's Asian operations. From April 2001 to August 2005, Mr. Buckley served in various financial management roles at PerkinElmer. Prior to joining PerkinElmer, Mr. Buckley held management positions with Honeywell International, Inc., a diversified technology and manufacturing company that services customers globally, and Georgeson & Company, Inc. Mr. Buckley holds a Bachelor of Arts degree in Finance from Manhattanville College and an M.B.A. from University of California at Los Angeles (U.C.L.A.).

Michele D. Welsh

General Counsel and Corporate Secretary

Age: 49

Executive Officer since July 2022

Ms. Welsh joined the Company in July 2022 as General Counsel and Corporate Secretary. She brings to Novanta many years of experience working with global, public companies across multiple industries. Prior to joining Novanta, Ms. Welsh was the Vice President, Assistant General Counsel & Legal Compliance, at Carlisle Companies Incorporated, a diversified, global manufacturing company from May 2018 to May 2022. At Carlisle, Ms. Welsh managed M&A and strategic transactions, commercial and corporate matters and oversaw compliance functions. Before Carlisle, Ms. Welsh had a variety of increasingly senior legal roles at Aon plc, a global professional services firm providing a broad range of risk, reinsurance, retirement and health solutions from September 2007 to April 2018. Prior to her time at Aon, Ms. Welsh practiced law in the corporate and securities practices of the law firms of Neal, Gerber and Eisenberg LLP and Thompson Coburn LLP, where she represented public and private companies in multiple industries on a wide variety of corporate governance, securities and M&A matters. Ms. Welsh holds a B.S.B.A. from the University of North Carolina – Chapel Hill and a J.D. from Boston College Law School.

Brian S. Young**Chief Human Resources Officer****Age:** 54**Executive Officer** since December 2016

Mr. Young joined the Company in April 2015 as Vice President of Human Resources and was appointed Chief Human Resources Officer by the Board of Directors in December 2016. Mr. Young brings more than 20 years of human resources leadership experience in both public and private companies serving Original Equipment Manufacturers (“OEMs”) of Class I, II & III medical devices, industrial control technologies and advanced materials. From July 2014 to March 2015, Mr. Young served as Global Human Resource Leader for Hollingsworth & Vose Company, a global manufacturing company. From September 2011 to November 2013, Mr. Young served as Vice President & Human Resource Officer for CIRCOR International, Inc. (“CIRCOR”), a global environmental products manufacturing company. From September 2010 to August 2011, Mr. Young served as Director of Total Rewards for CIRCOR. In addition, from June 2003 to August 2010, Mr. Young served in various leadership roles with Lake Region Medical (formerly Accellent, Inc.), a medical device manufacturing company. Mr. Young’s early career experience was in General Human Resource Management with a specialization in training and development. Mr. Young holds a Bachelor of Science degree in Administration of Justice from Pennsylvania State University.

Corporate Governance

The Board of Directors

Our Board of Directors (the “Board”) represents the interests of our shareholders and oversees the Company’s business and affairs pursuant to our governing documents. Members of the Board, oversee the Company’s business and affairs by, among other things, participating in Board and Committee meetings, reviewing materials provided to them, engaging with the Chair of the Board and CEO and with key members of management and associates, bringing in outside experts, and discussing feedback from shareholders and other stakeholders.

The Board is elected annually and each of our directors stands for re-election every year. The Board is currently comprised of eight directors, and all directors, except Mr. Glastra have been determined by the Board to be independent under the rules of The Nasdaq Stock Market LLC (“Nasdaq”).

Please see the biography of each director under the section entitled “Item 1–Election of Directors” for the public company boards on which each director serves.

Board Leadership Structure

The Board is responsible for the overall stewardship of the Company. The Board discharges this responsibility directly and through delegation of specific responsibilities to its committees, including the Audit Committee, the Compensation Committee and the Environmental, Social and Governance (“ESG”) Committee, as well as the Chair of the Board and officers of the Company. Each of the Audit Committee, Compensation Committee and ESG Committee has a charter defining its responsibilities. The Board does not have an executive committee.

The Company’s By-Laws require the Chair of the Board to be a director and provide the Board with the ability to appoint the CEO of the Company as the Chair of the Board. This approach gives the Board the necessary flexibility to determine whether these positions should be held by the same person or by separate persons based on the leadership needs of the Company at any particular time. We recognize that different board leadership structures may be appropriate for companies in different situations.

In connection with the retirement of our former independent Chair of the Board, Stephen W. Bershad, at our 2021 annual and special meeting of shareholders (“2021 Annual Meeting”), the ESG Committee and the Board reevaluated the Board’s leadership structure and determined that it would be in the best interests of the Company and its shareholders to combine the roles of the Chair of the Board and the CEO following Mr. Bershad’s retirement. As a result, Mr. Glastra has served as our Chair of the Board since the 2021 Annual Meeting. The ESG Committee and the Board also recognizes the importance of providing additional, independent oversight of the Board and are committed to upholding the strongest principles in corporate governance for the benefit of all shareholders. Accordingly, the independent directors of the Board appointed Lonny J. Carpenter as the Company’s independent Lead Director. Mr. Carpenter has served in this role since the conclusion of the 2021 Annual Meeting.

The ESG Committee and the Board believe that the combination of the roles of the Chair of the Board and the CEO is appropriate at this time because Mr. Glastra has a deep understanding of the Company’s business since his appointment as CEO in 2016 and Mr. Glastra is best positioned to lead the Company and provide strategic direction to the Company and the Board. This structure also facilitates the flow of information and communications between the Board and the Company’s senior management, while providing for effective

oversight by an independent Board through a strong independent Lead Director acting in accordance with the Company's robust corporate governance practices and policies.

Our Lead Director's responsibilities include, but are not limited to:

- presiding over all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors;
- calling meetings or separate sessions of the independent directors;
- approving Board meeting schedules and agendas;
- approving information sent to the Board;
- acting as the liaison between the independent directors and the Chair of the Board and CEO; and
- when appropriate, meeting or otherwise communicating with major shareholders or other constituencies that are involved with the Company.

If in the future the Chair of the Board is an independent director, that person will assume the responsibilities set forth above of the Lead Director while serving as the Chair of the Board. The Board may modify its leadership structure in the future as it deems appropriate.

Director Independence

The Company's Corporate Governance Guidelines provide that an independent director is a director who meets the criteria for independence as required by Nasdaq, as affirmatively determined by the Board. This definition is included in the Corporate Governance Guidelines, which are available at www.novanta.com under "Investors" — "Governance." In making a determination of whether a director has any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, the Board considers all relevant facts and circumstances, including but not limited to the director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships. Ownership of a significant amount of the Company's stock may or may not preclude the Board from concluding that a director is independent. In evaluating and determining the independence of the directors, the Board considered that in the ordinary course of business, transactions may occur between the Company and entities with which some of the directors are or have been affiliated and that the Company may have other relationships with its directors.

Consistent with these considerations, the Board has affirmatively determined that all of our non-management directors, are independent within the meaning of the Nasdaq rules. The independent directors are Lonny J. Carpenter, Barbara B. Hult, Maxine L. Mauricio, Katherine A. Owen, Darlene J.S. Solomon, Ph.D., Thomas N. Secor, and Frank A. Wilson. Mr. Glastra is not independent because he is the Company's CEO. The Board previously determined that Brian D. King, Ira J. Lamel and Deborah DiSanzo were independent during the period in which they each served on the Board.

Corporate Governance Highlights

The following table summarizes our current Board structure and key elements of our corporate governance framework:

Size of the Board	Eight Directors
Number of Independent Directors	Seven Directors
Percentage of Independent Directors	88%
Percentage of Directors That Are Women and/ or Members of Underrepresented Groups	50%
Number of Directors That Are Women	Four Directors
Board Self-Evaluation	Annual
Review of Independence of the Board	At Least Annually
Independent Directors Meet Without Management Present	Yes
All Directors Elected Annually	Yes
Voting Standard for Election of Directors	Majority of Votes Cast*
Corporate Governance Guidelines	Yes
Diversity (as to background, experience and skills)	Yes
Prohibition on Hedging Company Stock	Yes

*For uncontested elections. See page 4 for additional information

Board Committees and Meetings

The Board has a responsibility for establishing broad corporate policies and reviewing the overall performance, rather than day-to-day operations of the Company. The Board's primary responsibility is to oversee the management of the Company and, in so doing, the Board serves the best interests of the Company and its shareholders. The Board selects, evaluates and provides for the succession of our executive officers. It reviews and approves corporate objectives and strategies and evaluates significant policies and major proposed commitments of corporate resources. It participates in decisions that have a potential major economic impact on the Company. Management keeps the directors informed of the Company's business activities through regular written reports and presentations at Board and committee meetings.

The Board maintains an Audit Committee, Compensation Committee and ESG Committee, whose functions are described below. All members of the Audit Committee, Compensation Committee and ESG Committee are independent directors. The following table sets forth the membership of these committees:

Name	Audit Committee	Compensation Committee	ESG Committee
Lonny J. Carpenter		CHAIR	X
Barbara B. Hulit			X
Maxine L. Mauricio			CHAIR
Katherine A. Owen	X		
Thomas N. Secor	X		X
Darlene J.S. Solomon, Ph.D.		X	
Frank A. Wilson	CHAIR	X	

Each of the Board committees maintains a written charter detailing its authority and responsibilities. These charters are reviewed and updated periodically as legislative and regulatory developments and business circumstances warrant. The committee charters are available in their entirety on our website at <https://investors.novanta.com> on the Investors page, under the Governance tab.

Meetings

The Board and the following committees met as follows during the year ended December 31, 2022:

Name	Number of Meetings
Board of Directors	6
Audit Committee	4
Compensation Committee	3
ESG Committee	3

The independent directors also meet routinely in executive sessions in connection with regular meetings of the Board. Mr. Carpenter presides over all executive sessions at which he is present.

During 2022, each director attended at least 92% of the total number of Board meetings, and at least 75% of the total number of meetings of committees of which such director is a member. Members of the Board of Directors are strongly encouraged to attend the Company's annual meeting of shareholders. In 2022, all of the directors attended the annual meeting of shareholders.

The Audit Committee

The Audit Committee consisted of Mr. Lamel, Mr. Secor and Mr. Wilson, with Mr. Lamel serving as Chair, through April 4, 2022. Effective April 5, 2022, the Audit Committee consists of Mr. Wilson, Mr. Lamel, Ms. Owen and Mr. Secor, with Mr. Wilson serving as Chair. Effective as of July 26, 2022, Mr. Lamel resigned from the Audit Committee in connection with his resignation from the Board of Directors at that time. All members of the Audit Committee meet the membership requirements of Nasdaq, including the requirements regarding financial literacy and financial sophistication, and the Board has determined that each member of the Audit Committee is independent under the listing standards of Nasdaq and the rules of the SEC regarding audit committee membership. The Board further determined that Mr. Wilson is an "audit committee financial expert" as defined by the SEC.

The Audit Committee is directly responsible for the appointment, compensation and oversight of the work of the independent registered public accounting firm and is responsible for reviewing and discussing with management and the independent registered public accounting firm the Company's audited annual consolidated financial statements and unaudited interim consolidated financial statements. The Audit Committee also reviews the independence and quality control procedures of the independent registered public accounting firm, reviews management's assessment of the effectiveness of internal controls, and discusses with management the Company's policies with respect to risk assessment and risk management, including cybersecurity risks.

The Compensation Committee

The Compensation Committee consists of Mr. Lonny J. Carpenter, Dr. Darlene J.S. Solomon and Mr. Frank A. Wilson, with Mr. Carpenter serving as Chair. Effective as of June 28, 2022, Mr. Brian D. King resigned from the Compensation Committee in connection with his resignation from the Board at that time. All members of the Compensation Committee meet the membership requirements of Nasdaq, and each member of the Compensation Committee is independent under the listing standards of Nasdaq regarding compensation committee membership.

The Compensation Committee is responsible for assisting the Board in fulfilling its fiduciary duties with respect to the oversight of the Company's compensation plans, policies and programs, including assessing the overall compensation structure, reviewing all executive compensation programs, incentive compensation plans and equity-based plans, and determining executive compensation. Specifically, the Compensation Committee reviews and approves the compensation and benefits of the CEO and the other officers, oversees the performance evaluation of the CEO and the other officers, and reviews and approves the Senior Management Incentive Plan (including grants of equity compensation and annual cash incentive compensation for the officers and certain other key employees).

The Compensation Committee has the authority under its charter to directly retain and cause the Company to pay reasonable compensation for compensation consultants, legal counsel and other advisors as it deems necessary or appropriate. In 2022, the Compensation Committee retained Korn Ferry as its independent compensation consultant to assist the Compensation Committee with benchmarking and design advice related to the Company's 2022 executive compensation programs.

Finally, the Company sought to maintain the strong governance of its executive compensation program. In particular, during the fiscal year 2022, the Compensation Committee:

- Convened three times;
- Reviewed the performance of the CEO;
- Reviewed the performance of the other officers;
- Considered the results of the Company's fiscal year 2022 say-on-pay voting results; and
- Completed a risk assessment of the Company's compensation programs.

In addition, the Compensation Committee continually evaluates the Company's compensation policies and practices to ensure that they are consistent with good governance principles. Below are highlights of what we do and what we do not do:

What We Do	What We Do Not Do
<ul style="list-style-type: none"> ✓ Pay for Performance. We place significant weight on performance-based, at-risk, long-term compensation. 	<ul style="list-style-type: none"> ✗ No Excise Tax Gross-Ups. We do not provide any compensation-related tax gross-ups (except in connection with relocation expenses).
<ul style="list-style-type: none"> ✓ Robust Performance Goals. We deliver rewards that are based on the achievement of long-term objectives and the creation of shareholder value. 	<ul style="list-style-type: none"> ✗ No Excessive Perks. We do not provide significant perquisites.
<ul style="list-style-type: none"> ✓ Options Granted at Fair Market Value. Annual stock options awarded to Named Executive Officers are approved by the Compensation Committee at an exercise price not less than the fair market value of Novanta common stock on the date of grant. 	<ul style="list-style-type: none"> ✗ No Excessive Risks or Short-Term Results to the Detriment of Long-Term Results. Compensation practices and pay mix is heavily weighted toward long-term incentives aligned with the interests of shareholders and is designed to disincentivize excessive risk taking.
<ul style="list-style-type: none"> ✓ Clawback Practices. We maintain a clawback policy with respect to incentive-based cash and equity compensation. 	<ul style="list-style-type: none"> ✗ Ban on Hedging. We do not allow employees, officers or directors to hedge Company stock.
<ul style="list-style-type: none"> ✓ Robust Stock Ownership Requirements. We maintain stock ownership guidelines for our CEO and other Executive Officers. 	<ul style="list-style-type: none"> ✗ No Replacement Awards. We do not reprice or replace out-of-the-money stock options.
<ul style="list-style-type: none"> ✓ Double Trigger in the Event of a Change-in-Control. We have double-trigger vesting of cash severance payments and equity awards upon a change in control. 	<ul style="list-style-type: none"> ✗ No Guaranteed Employment. We do not have contracts that guarantee employment with any executives (all employment is terminable at will).
<ul style="list-style-type: none"> ✓ Maximum Payout Caps for Incentive Plans. We have a cap on cash incentive compensation and performance-based equity incentive compensation at 200% of target. 	<ul style="list-style-type: none"> ✗ No Dividends on Unvested Awards. We do not pay dividends on unvested stock awards.

For a discussion of the Compensation Committee's processes and procedures for considering and determining compensation for our officers, please see the "Compensation Discussion and Analysis" section.

The Environmental, Social and Governance Committee

The Environmental, Social and Governance Committee (the “ESG Committee”) consists of Mr. Carpenter, Ms. Mauricio, Ms. Hulit, and Mr. Secor, with Mr. Mauricio serving as Chair. Ms. DiSanzo was also a member of the ESG Committee until her resignation from the Board as of February 28, 2022. All members of the ESG Committee meet the membership requirements of Nasdaq.

The ESG Committee is responsible for: (a) identifying individuals qualified to become Board members and recommending such individuals to the Board as director nominees; (b) overseeing the Company’s corporate governance policies and practices, including a set of corporate governance principles applicable to the Company; (c) reviewing the qualifications of directors eligible to become members of the different committees of the Board and recommending to the Board director nominees for each committee; (d) overseeing annual performance reviews of the Board and its committees; (e) overseeing the Company’s sustainability strategy, initiatives, policies and risks, including regarding climate change, environmental stewardship and social issues; (f) overseeing the Company’s programs and policies regarding diversity and inclusion; (g) evaluating and making recommendations to the Board regarding compensation of non-management directors; and (h) overseeing the Company’s enterprise cybersecurity program.

Selection and Evaluation of Director Candidates

In searching for qualified director candidates for election to the Board and to fill vacancies on the Board, the ESG Committee solicits current directors for the names of potentially qualified candidates and may ask directors to pursue their own business contacts for the names of potentially qualified candidates and to conduct due diligence on director candidates. In addition, the ESG Committee may from time to time retain an outside search firm to assist in the search for qualified candidates. In the event there is or will be a vacancy on the Board, the ESG Committee will consider suggestions from shareholders for nominees for election as directors and evaluate such suggested nominees on the same terms as candidates identified by directors, officers, outside advisors or search firms selected by the ESG Committee.

The criteria that the ESG Committee has established for selecting members of the Board are contained in the Corporate Governance Guidelines, which are available on the Company’s website at <https://investors.novanta.com>, on the Investors page, under the Governance tab. The criteria include a consideration of the candidate’s independence, demonstrated ethical standards, experience at the policy-making level, ability to work constructively with the other directors and the CEO, capacity to evaluate strategy and reach sound conclusions, motivation and time to devote themselves to Company matters, and ability to take into account and balance the legitimate needs of all shareholders and other stakeholders in reaching decisions. In addition, the Board is committed to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, skills and experiences as part of each Board search that the Company undertakes.

The ESG Committee assesses the effectiveness of this policy as part of its annual self-evaluation.

Once potential candidates are identified, the ESG Committee reviews the backgrounds of those candidates, conducts interviews of candidates and establishes a list of final candidates. To the extent practicable, final candidates are then interviewed by each member of the ESG Committee and the Chair of the Board and CEO. Reasonable efforts are made to have all remaining directors interview the final candidate or candidates.

The ESG Committee and the Board have not established a formal policy with regards to the consideration of director candidates recommended by shareholders. This is due to the following factors: (i) the limited number of such recommendations, (ii) the need to evaluate such recommendations on a case-by-case basis, and (iii) the

expectation that recommendations from shareholders would be considered in the same manner as recommendations by directors, officers, outside advisors or search firms in the event of a vacancy on the Board.

Any shareholder who intends to recommend a candidate to the ESG Committee for nomination as a director should deliver a written notice to the Company with the following information: (a) the suggested candidate's biographical data (including business experience, service on other boards, and academic credentials); (b) all transactions and relationships, if any, between the recommending shareholder or such candidate, on the one hand, and the Company or its management, on the other hand, as well as any relationships or arrangements, if any, between the recommending shareholder and the candidate and any other transactions or relationships of which the Board should be aware in order to evaluate such candidate's potential independence as a director; (c) details of whether the candidate or the recommending shareholder is involved in any on-going litigation adverse to the Company or is associated with an entity which is engaged in such litigation; and (d) whether the candidate or any company for which the candidate serves or has served as an officer or director is, or has been, the subject of any bankruptcy, SEC or criminal proceedings or investigations, any civil proceedings or investigations related to fraud, accounting or financial misconduct, or any other material civil proceedings or investigations. The notice must also contain a written consent confirming the candidate's (a) consent to be nominated and named in the Company's management proxy circular and, if elected, to serve as a director of the Company and (b) agreement to be interviewed by the ESG Committee and submit additional information if requested to do so. Any such notice should be delivered to the Company sufficiently in advance of the Company's annual meeting to permit the ESG Committee, in the event that there is or will be a vacancy on the Board, to complete its review in a timely fashion.

Board Diversity Matrix

The following matrix discloses the gender and demographic backgrounds of our Board as self-identified by its members in accordance with Nasdaq Listing Rule 5606.

Board Diversity Matrix (As of April 7, 2023)				
Total Number of Directors				8
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	4	4	0	0
Part II: Demographic Background				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	1	0	0	0
Hispanic or Latinx	0	0	0	0
Native Hawaiian or Pacific Islander	1	0	0	0
White	3	4	0	0
Two or More Races or Ethnicities	1	0	0	0
LGBTQ+	0	0	0	0
Did Not Disclose Demographic Background	0	0	0	0

Communications With the Board

The Board has not established a formal process for shareholders to send communications to the Board and/or individual directors due to the limited number of such communications historically. However, the Board will give appropriate attention to written communications on issues that are submitted by shareholders and other interested parties and will respond if and as appropriate. The names of all directors are available to shareholders in this management proxy circular and on the Company's website. If the Company receives any shareholder communication intended for the full Board or any individual director, the Company will forward all such communications to the full Board or such individual director, unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal or similarly inappropriate. Any shareholder communications should be sent to: Novanta Inc., Attention: Lead Director, 125 Middlesex Turnpike, Bedford, Massachusetts 01730, USA.

Board's Role in Risk Oversight

The Board recognizes the importance of appropriate oversight of potential business risks in running a successful operation and meeting its fiduciary obligations to our business, our shareholders, and our other stakeholders. While our senior executives, including the Chief Executive Officer, the Chief Financial Officer, the General Counsel and Corporate Secretary, the Chief Human Resources Officer, Executive Vice President of Supply Chain & NGS, and two other business Group Presidents have the responsibility for the day-to-day assessment and management of business risks, the Board maintains a responsibility for creating an appropriate culture of risk management and setting a proper "tone at the top." The Board has taken an active role in overseeing risks that could affect the Company, including operational, financial, legal and regulatory, cybersecurity, strategic and reputational risks. The oversight of these risks is conducted primarily through the Audit Committee, which has been assigned the oversight responsibility for enterprise risk management and reports regularly to the full Board on such matters. Senior management, with the assistance of the Company's outsourced Internal Audit service provider, carries out enterprise risk assessment activities. This process includes periodic reporting by management to the Audit Committee in order to systematically identify, analyze, prioritize and document potential business risks, their potential impact on the Company's performance, and the Company's ability to detect, manage, control and prevent these risks. When the Audit Committee receives a report from senior management, the Chair of the Audit Committee reports on the discussion to the full Board during the next Board meeting to the extent that all of the directors were not present at the Audit Committee meeting. This enables the Board and its committees to coordinate the overall risk oversight role, particularly with respect to risk areas that may potentially impact more than one committee of the Board.

In particular, the Board of Directors recognizes the need for continually monitoring the Company's information security risks and cybersecurity initiatives. Cybersecurity risks and information security matters are primarily overseen by the Audit Committee. Senior leadership of the Company briefs the Audit Committee on information security matters at each quarterly meeting of the Audit Committee. The Company also provides mandatory information security awareness training to all of its employees on a quarterly basis as part of its risk mitigation strategy. In addition, quarterly tests of the effectiveness of the awareness training are conducted through test phishing emails.

In addition to the role the Audit Committee plays in overseeing enterprise risk management activities and cybersecurity risks, the ESG Committee reviews and oversees the Company's enterprise cybersecurity program, including its strategy and processes, and is updated by Company management at each of the ESG Committee's meetings on the status and developments of the cybersecurity program. The ESG Committee also oversees the Company's environmental sustainability and social issues, including climate-related risks and opportunities, environmental stewardship, diversity and inclusion, as well as the Company's governance framework. This oversight includes periodic reporting by management to the ESG Committee on potential ESG risks and their potential impact on the Company's performance as well as progress made on environmental sustainability initiatives and goals. The ESG Committee periodically reports to the Board on these matters.

In addition, the Compensation Committee monitors the design and implementation of our compensation programs to ensure that these programs include the elements needed to motivate executives to take a long-term view of the business and to avoid encouraging unnecessary risk taking. Based on a functional review of our compensation policies and practices as performed by senior management in consultation with the Company's independent compensation consultant and the Compensation Committee, the Company does not believe that any risks arising from its executive compensation programs are likely to have a material adverse effect on the Company.

The Board does not believe that its role in the oversight of the Company's risks affects the Board's leadership structure.

Code of Ethics and Business Conduct

All of the Company's directors, officers and employees must act in accordance with the Code of Ethics and Business Conduct, which has been adopted by the Company's Board of Directors. A copy of the Code of Ethics and Business Conduct is available on the Company's website at <https://novanta.com> on the Corporate Citizenship page, under the About Us tab, with the title "Code of Business Conduct - English". The Company intends to satisfy the disclosure requirement under Nasdaq rules regarding waivers for directors or executive officers or under Item 5.05 of Form 8-K regarding disclosure of an amendment to, or waiver from, any provision of this Code of Ethics and Business Conduct with respect to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on the Company's website discussed above, unless a Form 8-K is otherwise required by law or applicable listing rules.

Anti-Hedging Policy

Our Board of Directors has adopted an Insider Trading Policy, which applies to all of our directors, officers and employees. The policy prohibits our directors, officers and employees and their family members from engaging in hedging transactions with respect to the Company's securities. This includes transactions involving financial instruments, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of the Company's equity securities.

Orientation and Continuing Education

The Company's Corporate Governance Guidelines provide that directors are expected to participate in an orientation program within six months of the annual meeting at which new directors are elected or the date on which new directors are appointed. In addition, the Company may periodically make available to its directors continuing educational opportunities designed to assist them in performing their Board and committee functions.

Assessments

The ESG Committee is responsible for annually overseeing a review of the performance of the Board, and each of the ESG Committee, Audit Committee and Compensation Committee is responsible for annually reviewing such committee's own performance. In December 2022, the ESG Committee adopted a self-evaluation questionnaire for the Board and each of the Board's standing committees. All directors completed a questionnaire evaluating the performance of the Board as a whole and each committee on which the director served, and a summary of the results of these self-evaluations was discussed by the Board at its February 25, 2023 meeting.

Additional Governance Matters

The Board of Directors (acting on the recommendation of the ESG Committee) has approved the Company's Corporate Governance Guidelines, which include, among other items (in addition to those items described elsewhere in this proxy):

- The independent directors meet regularly in executive session without the presence of management;
 - The Compensation Committee is responsible for reviewing the Company's succession planning and senior management development and reports to the full Board on the Company's plans.
-

Director Compensation

In general, the Company uses a combination of cash and equity-based compensation to attract and retain candidates to serve on the Company's Board of Directors. The Company does not compensate directors who are also employees for their service on the Board. Accordingly, during the year ended December 31, 2022, Mr. Glastra, who served as the Company's Chief Executive Officer and as the Chair of the Board, did not receive any compensation for his service on the Board. Compensation for the Board is overseen by the ESG Committee rather than the Compensation Committee, which focuses on employee compensation. The ESG Committee periodically reviews the cash and equity-based compensation for non-employee directors and makes recommendations to the full Board for any adjustments.

The Board of Directors approves the policy pursuant to which the compensation of the non-employee directors is provided. Under this policy (the Non-Employee Director Compensation Policy, in effect as of January 1, 2019 and amended on May 13, 2021), the non-employee directors receive the following compensation:

- An annual cash retainer in the amount of \$62,500 for each non-employee director;
- An additional annual cash retainer in the amount of \$30,000 for the Lead Director;
- An additional annual retainer in the amount of \$125,000 for the non-executive Chair of the Board of Directors, if applicable;
- An additional annual retainer in the amount of \$15,000 for the Chair of the Audit Committee;
- An additional annual retainer in the amount of \$10,000 for the Chair of each of the Compensation Committee and the ESG Committee (unless such Chair is also serving as non-executive Chair of the Board of Directors); and
- An annual grant of equity with a grant-date fair value of \$125,000 to each non-employee member of the Board of Directors.

In 2022, fifty percent of the additional annual retainers for service as committee chairs were paid in the form of cash (as would the annual retainer for a non-executive Chair of the Board if it would have been applicable in 2022). The remaining fifty percent of such retainers were paid in the form of deferred stock units ("DSUs"), which are convertible into shares of the Company's common stock upon retirement, resignation or termination of directorship of the non-employee directors.

Also in 2022, fifty percent of the annual equity awards to the non-employee directors were paid in the form of DSUs, while the remaining fifty percent were paid in the form of restricted stock units. The DSUs vest upon grant and are converted into shares of the Company's common stock upon retirement, resignation or termination of directorship. The restricted stock units vest upon grant and are converted into the Company's common shares on the first anniversary of the date of grant.

In February 2023, the Board approved changes to the Non-Employee Director Compensation Policy that are effective going-forward starting in February 2023 in order to maintain the competitiveness of the Company's director compensation program with its peers.

These 2023 changes to the Non-Employee Director Compensation Policy revised the manner in which the annual retainers are paid, making 100% of all annual retainers payable now in cash (other than the annual grant of equity). In addition, the 2023 policy changes revised the types and values of the retainer amounts from those described above for 2022 to the amounts listed below:

- An annual cash retainer in the amount of \$67,500 for each non-employee director;
- The annual additional cash retainer for the Lead Director is now \$25,000;
- The annual additional cash retainer for any non-executive Chair of the Board of Directors, if applicable, remains unchanged at \$125,000;
- The annual additional cash retainers for the Chair of the Audit Committee, the Chair of the Compensation Committee, and the Chair of the ESG Committee are now \$25,000, \$20,000 and \$15,000, respectively (unless such Chair is also serving as non-executive Chair of the Board of Directors);
- An annual additional cash retainer for non-employee members of the Audit Committee, Compensation Committee and ESG Committee (who are not Chairs of these Committees) of \$10,000, \$10,000 and \$5,000, respectively, is now provided; and
- The annual grant of equity to each non-employee member of the Board of Directors will now have a grant date fair value of \$175,000 with increase in 2024 to \$200,000, and such equity awards paid after the Board's approval of the February 2023 policy revision will be paid 100% in the form of restricted stock units that vest upon grant and are converted into the Company's common shares on the first anniversary of the date of grant.

Any non-employee director who is initially elected to the Board on any date other than the first business day of an applicable calendar year receives a pro-rated cash retainer and grant of equity based on their date of election to the Board.

As of December 31, 2022, each director was also a party to an indemnification agreement with the Company. Such indemnification agreements generally provide, among other things, that each director shall be indemnified to the fullest extent permitted by applicable law against all expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such director in connection with any proceeding by reason of his or her relationship with the Company. In addition, such indemnification agreements provide for the advancement of expenses incurred by such director in connection with any proceeding covered by such indemnification agreements, subject to the conditions set forth therein and to the extent such advancement is not prohibited by law.

Director Stock Ownership Guidelines

In accordance with the Company's Non-Employee Director Stock Ownership Guidelines in place during 2022, each non-employee director is required to achieve and maintain a stock ownership threshold equal to three times the amount of his or her annual cash retainer for service on the Board. The Company uses the average closing price per share of the Company's common shares (as adjusted for stock splits and similar changes to the Common Shares) on The Nasdaq Stock Market for the most recently completed fiscal year to determine the number of shares required to meet the retainer thresholds. For purposes of this requirement, compliance date shall mean the later of the third anniversary of the following date (later to occur being the "Compliance Date"): (i) the effective date or (ii) the date of such Non-Employee Director's initial appointment or election to the Board. The Board of Directors revised the Non-Employee Director Stock Ownership Guidelines in February 2023 to increase the stock ownership threshold to five times the amount of the director's annual cash retainer for service on the Board and to increase the time for compliance for a director to the fifth anniversary of such director's Compliance Date.

Securities that qualify in determining whether a non-employee director has satisfied the shareholding requirements include: (i) issued and outstanding shares of common shares held beneficially or of record by the non-employee director that are not subject to transfer or other restrictions; (ii) issued and outstanding shares of common shares held by a trust created for the benefit of the non-employee director, the non-employee director's spouse, or members of the non-employee director's immediate family; (iii) issued and outstanding shares of common shares held by a 401(k) or other qualified pension or profit-sharing plan for the benefit of the non-employee director (whether denominated in shares or units) and (iv) shares of common shares underlying vested restricted stock units and vested deferred stock units.

All directors were in compliance with the then-current policy as of December 31, 2022.

Director Compensation Table

The following table sets forth information regarding the compensation earned during the fiscal year ended December 31, 2022 by the Company's non-employee directors.

Name	Fees Earned or Paid in Cash (\$)(4)		Stock Awards \$(5)(6)(7)		Total (\$)
Lonny J. Carpenter	\$	97,500	\$	129,806	\$ 227,306
Deborah DiSanzo (1)	\$	10,069	\$	124,767	\$ 134,836
Barbara B. Hulit	\$	27,004	\$	56,568	\$ 83,572
Brian D. King (2)	\$	31,250	\$	124,767	\$ 156,017
Ira J. Lamel (3)	\$	50,625	\$	132,239	\$ 182,864
Maxine L. Mauricio	\$	65,687	\$	128,212	\$ 193,899
Katherine A. Owen	\$	62,500	\$	124,767	\$ 187,267
Thomas N. Secor	\$	65,000	\$	129,806	\$ 194,806
Darlene J.S. Solomon, Ph.D.	\$	31,765	\$	63,685	\$ 95,450
Frank A. Wilson	\$	68,043	\$	130,279	\$ 198,322

- 1.) Deborah DiSanzo resigned as a director, effective February 28, 2022.
- 2.) Brian D. King resigned as a director, effective June 28, 2022.
- 3.) Ira J. Lamel resigned as a director, effective July 26, 2022.
- 4.) All fees payable in cash and earned by the Company's Board of Directors during the year ended December 31, 2022 were paid in full prior to December 31, 2022.

- 5.) Amounts shown do not reflect compensation actually received. Rather, amounts shown represent the aggregate grant date fair value (based on the closing price of the Company's common stock on the date of grant) of each director's deferred stock unit award and restricted stock unit award determined in accordance with Financial Accounting Standard Board Accounting Standards Codification ("ASC") Topic 718, "Compensation - Stock Compensation". Both the deferred stock units and restricted stock units granted to the directors were fully vested upon grant and the associated expenses were recognized in full on the grant date in accordance with ASC Topic 718.
- 6.) The amounts represent the aggregate grant date fair value associated with the respective annual deferred stock unit award and restricted stock unit award granted to each director on January 3, 2022, except for Dr. Solomon and Ms. Hulit, whose awards were granted on June 28, 2022 and July 28, 2022, respectively. In addition, the amounts for Mr. Wilson and Ms. Mauricio include the additional deferred stock unit award granted on April 5, 2022 and May 12, 2022, respectively, upon becoming the Chair of the Audit Committee and the Chair of the ESG Committee. In accordance with the compensation arrangement with the Board of Directors, the number of deferred stock units and restricted stock units granted on January 3, 2022 was determined based on the closing price of the Company's common stock of \$173.77 per share as of the grant date. The number of deferred stock units granted on April 5, 2022 was determined based on the closing price of the Company's common stock of \$137.81 per share as of the grant date. The number of deferred stock units granted on May 12, 2022 was determined based on the closing price of the Company's common stock of \$123.90 per share as of the grant date. The numbers of deferred stock units and restricted stock units granted on June 28, 2022 were determined based on the closing price of the Company's common stock of \$124.29 per share as of the grant date. The numbers of deferred stock units and restricted stock units granted on July 26, 2022 were determined based on the closing price of the Company's common stock of \$145.10 per share as of the grant date.

The following table sets forth the aggregate outstanding stock unit awards held by each director as of December 31, 2022:

Name	Deferred Stock Units(1) (#)	Restricted Stock Units(2) (#)	Total (#)
Lonny J. Carpenter	3,293	359	3,652
Barbara B. Hulit	187	187	374
Maxine L. Mauricio	1,289	359	1,648
Katherine A. Owen	744	359	1,103
Thomas N. Secor	31,613	359	31,972
Darlene J.S. Solomon, Ph.D.	257	257	514
Frank A. Wilson	703	359	1,062
	38,086	2,239	40,325

- 1.) Deferred stock units granted to the directors were fully vested on the date of grant and will convert into an equal number of shares of the Company's common stock as of the date the respective director ceases to be a member of the Board of Directors. The following table presents the number of deferred stock units granted to each director, separated by grant date:

Grant Date	Mr. Carpenter	Ms. Hulit	Ms. Mauricio	Ms. Owen	Mr. Secor	Dr. Solomon	Mr. Wilson
July 2, 2012	—	—	—	—	2,982	—	—
January 1, 2013	—	—	—	—	7,218	—	—
January 1, 2014	—	—	—	—	5,561	—	—
January 1, 2015	—	—	—	—	4,246	—	—
January 1, 2016	—	—	—	—	4,589	—	—
January 1, 2017	—	—	—	—	2,977	—	—
January 1, 2018	—	—	—	—	1,250	—	—
May 10, 2018	635	—	—	—	—	—	—
October 1, 2018	—	—	—	—	21	—	—
January 2, 2019	992	—	—	—	1,071	—	—
January 2, 2020	682	—	—	—	737	—	—
May 26, 2020	—	—	374	—	—	—	—
July 1, 2020	23	—	—	—	—	—	—
January 4, 2021	573	—	531	—	573	—	—
February 24, 2021	—	—	—	385	—	—	—
May 13, 2021	—	—	—	—	—	—	304
January 3, 2022	388	—	359	359	388	—	359
April 5, 2022	—	—	—	—	—	—	40
May 12, 2022	—	—	25	—	—	—	—
June 28, 2022	—	—	—	—	—	257	—
July 26, 2022	—	187	—	—	—	—	—
Total	3,293	187	1,289	744	31,613	257	703

- 2.) Restricted stock units granted to the directors vest upon grant and settle in common shares on the first anniversary of the date of grant. The following table presents the number of outstanding restricted stock units granted to each director, separated by grant date:

Grant Date	Mr. Carpenter	Ms. Hulit	Ms. Mauricio	Ms. Owen	Mr. Secor	Dr. Solomon	Mr. Wilson
January 3, 2022	359	—	359	359	359	—	359
June 28, 2022	—	—	—	—	—	257	—
July 26, 2022	—	187	—	—	—	—	—
Total	359	187	359	359	359	257	359

Compensation Discussion and Analysis

The following discussion and analysis contains statements regarding individual and Company performance targets and goals. These targets and goals are disclosed in the limited context of the Company's compensation programs and should not be understood to be statements of management's expectations or estimates of results or other guidance. The Company specifically cautions investors not to apply these statements to other contexts.

The following discussion and analysis details the Company's philosophy and policies regarding executive compensation, the process that is used to set executive compensation within the Company, the elements of the executive compensation program, and the roles of the Compensation Committee of the Board of Directors and the executive staff in setting executive compensation. In this section, the terms, "we", "our", and "us" refer to the Company, and the "Board" and "Board of Directors" refer to the Board of Directors of Novanta Inc., unless otherwise specified.

The Company uses certain non-GAAP financial measures, such as Organic Revenue Growth, Adjusted EBITDA, and Adjusted EPS, to evaluate its operating performance, communicate financial results to the Board of Directors, benchmark results against historical performance and the performance of peers, and to determine incentive compensation for senior management and employees. Non-GAAP financial measures should not be considered as substitutes for, or superior to, measures of financial performance prepared in accordance with GAAP. They are limited in value because they exclude charges that have a material effect on the Company's reported results and, therefore, should not be relied upon as the sole financial measures to evaluate the Company's financial results. Investors are encouraged to review the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures as provided in the tables at the end of the Company's annual report for the fiscal year 2022.

The following table shows the Company's named executive officers (collectively, the "named executive officers" or "NEOs") for the fiscal year 2022:

Executive	Title	Officer Since
Matthijs Glastra	Chief Executive Officer	2012
Robert J. Buckley	Chief Financial Officer	2011
Michele D. Welsh	General Counsel and Corporate Secretary	2022
Brian S. Young	Chief Human Resources Officer	2016

EXECUTIVE SUMMARY

Creating Shareholder Value

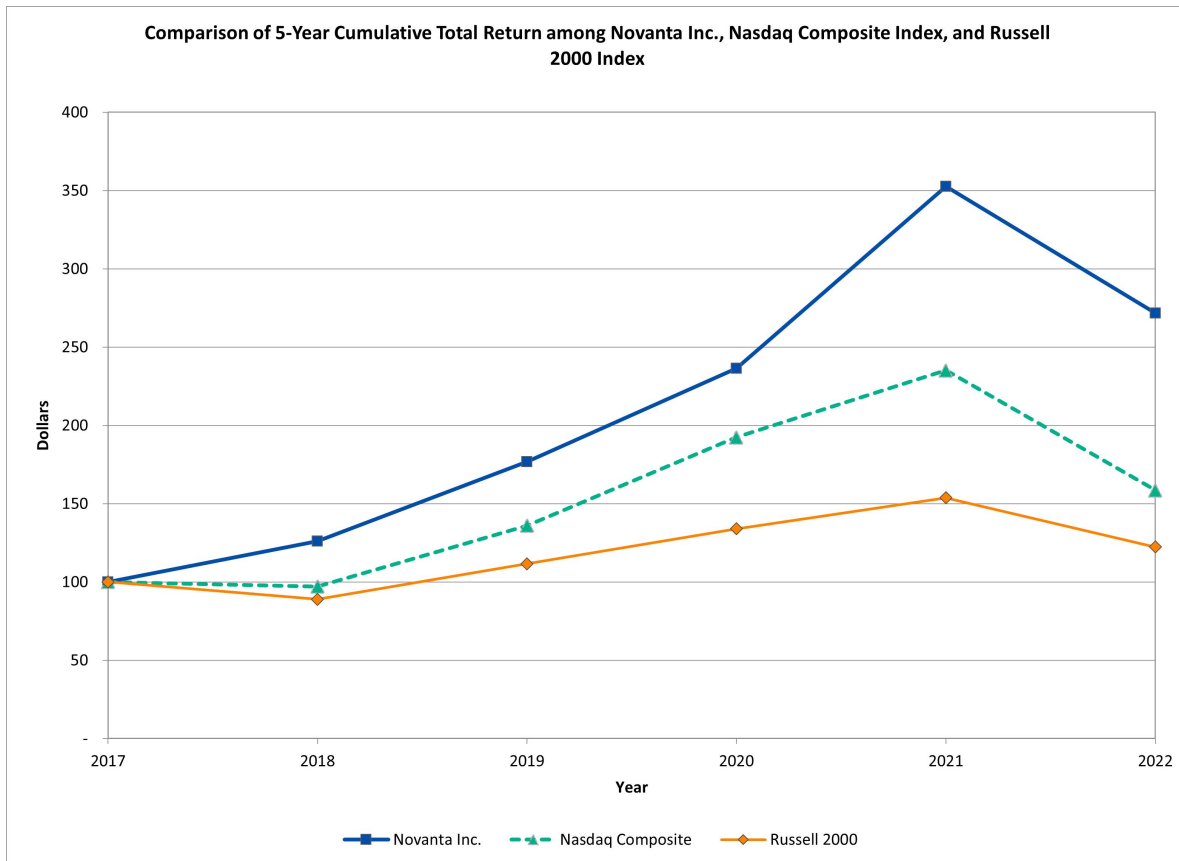
The creation of shareholder value is the foundation and driver of the Company's executive compensation program. The compensation of the NEOs is closely aligned with the long-term interests of the shareholders.

Returns for Novanta Shareholders

The following graph compares the cumulative total return to shareholders for the Company's common shares for the period from December 31, 2017 through December 31, 2022 with the Nasdaq Composite Index and Russell 2000 Index. The comparison assumes that the same investment of \$100 each is made in the Company's common shares, the Nasdaq Composite Index and the Russell 2000 Index, respectively, on December 31, 2017 and, in the case of each of the indices, it also assumes reinvestment of all dividends.

The past performance shown is not necessarily indicative of future performance.

	December 31, 2017	December 31, 2018	December 31, 2019	December 31, 2020	December 31, 2021	December 31, 2022
Novanta Inc.	\$ 100.00	\$ 126.00	\$ 176.88	\$ 236.44	\$ 352.66	\$ 271.74
Nasdaq Composite Index	\$ 100.00	\$ 97.16	\$ 135.98	\$ 192.47	\$ 235.15	\$ 158.65
Russell 2000 Index	\$ 100.00	\$ 88.96	\$ 111.66	\$ 133.95	\$ 153.80	\$ 122.37



2022 Business and Compensation Highlights

Fiscal year 2022 proved to be a record-breaking year for Novanta, delivering all-time highs for revenues and Adjusted EBITDA. We are extremely pleased and proud of how our teams drove exceptional Adjusted EBITDA performance using the Novanta Growth Systems tools, despite supply chain dynamics caused by macroeconomic conditions. We executed on our strategy, continued our investments in research and development to drive new product launches, and accomplished the following:

- For the fiscal year 2022, we generated revenue of \$861 million, an increase of 22% from \$707 million for the fiscal year 2021; Organic Revenue Growth was 14% for the year.
- Consolidated net income was \$74 million for the fiscal year 2022, compared to \$50 million for the fiscal year 2021.
- Adjusted EBITDA was \$184 million for the fiscal year 2022, compared to \$153 million for the fiscal year 2021.
- We acquired MPH Medical Devices S.R.O., a Czech Republic-based manufacturer of medical consumables with plastics specialization in making disposable tube-set-like products, for a total purchase price of \$22.4 million, net of cash acquired.

Financial Highlights (in millions)	Year Ended December 31, 2022		Year Ended December 31, 2021	
Revenue	\$	860.9	\$	706.8
Consolidated Net Income	\$	74.1	\$	50.3
Adjusted EBITDA	\$	184.1	\$	152.7
Operating Cash Flow	\$	90.8	\$	94.6

Total Shareholder Return	Year Ended December 31, 2022		Year Ended December 31, 2021	
Novanta Inc.		-23 %		49 %
Russell 2000 Index		-20 %		15 %

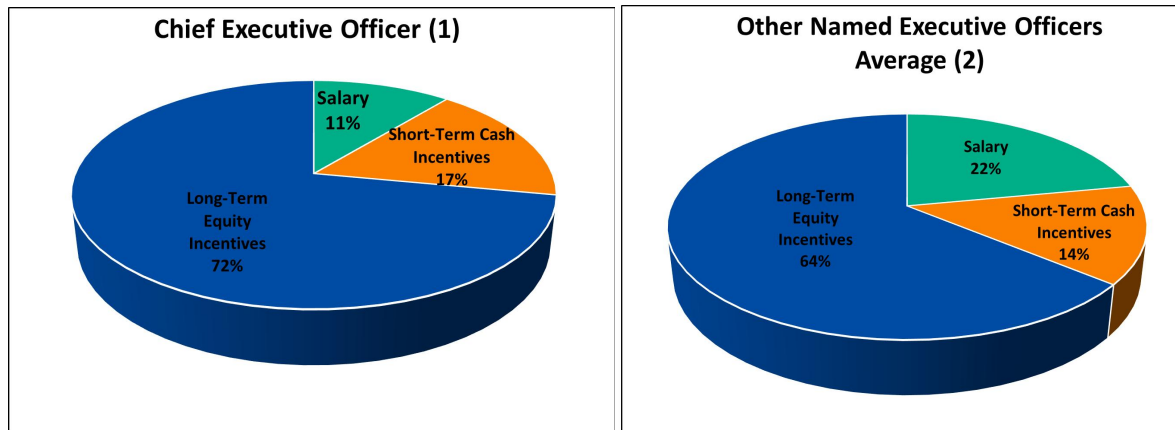
The Company's executive compensation program results for the fiscal year 2022 reflected our financial performance. The total payout of the cash component of the Senior Management Incentive Plan ("SMIP") was 166.5% of the target bonus amounts for the NEOs for the fiscal year 2022 as a result of the Company achieving \$184.1 million Adjusted EBITDA and 13.8% Organic Revenue Growth.

COMPENSATION PHILOSOPHY

The Company is a global supplier of core technology solutions that give medical and advanced industrial OEMs a competitive advantage. The Company operates in an ever-evolving and fast-paced environment and is moving aggressively to position itself as a leading supplier to OEMs in high-growth medical and advanced industrial applications. Our ability to compete in this environment depends, to a large extent, on our success in identifying, recruiting, developing and retaining management talent.

In support of our goals, we have designed an executive compensation program that is robust, highly performance-driven, and intended to generate both long-term sustainable shareholder value and near-term focus on financial performance, operational excellence, quality and innovation.

The following graphs depict the average target pay mix of base salary, short-term cash incentives, and long-term equity-based incentives for our Chief Executive Officer and for our other NEOs.



- 1.) Based on annual base salary, short term cash incentives, and annual equity grant (based on grant-date fair value) as stated in the 2022 compensation package for our Chief Executive Officer.
- 2.) Based on annual base salary, short term cash incentives, and annual equity grant (based on grant-date fair value) as stated in the 2022 compensation packages for our Chief Financial Officer, Chief Human Resources Officer and General Counsel and Corporate Secretary.

THE EXECUTIVE COMPENSATION DECISION MAKING PROCESS

Compensation Committee Members and Independence

The Compensation Committee is currently comprised of Lonny J. Carpenter, Dr. Darlene J.S. Solomon, Ph.D., and Frank A. Wilson. Prior to his resignation from the Board on July 26, 2022, Ira J. Lamel also served as a member of the Compensation Committee. None of the Compensation Committee members were, at any time, officers or employees of the Company or its subsidiaries. The Board has determined that each member is an independent director under the applicable Nasdaq rules.

Role of the Compensation Committee, Management and Outside Advisors

The Compensation Committee is responsible for designing, implementing and evaluating the Company's executive compensation plans and policies. Among its responsibilities, the Compensation Committee:

- Reviews the Compensation Committee Charter annually and amends it as appropriate;
- Establishes the Company's compensation philosophy and the framework for determining the compensation of the NEOs;
- Reviews, evaluates and approves base salaries, cash-based incentives, long-term equity-based incentives and all other forms of compensation for the NEOs;
- Evaluates the performance of the CEO and receives performance evaluations of the other NEOs as reported by the CEO, which will impact the following year's compensation decisions;

- Reviews and approves the performance objectives, including the target financial objectives for both cash-based incentives and performance-based stock awards, applicable to each of the NEOs;
- Certifies performance after the end of each year and approves annual cash incentive payouts; and
- Certifies performance and vesting after the end of the performance period for performance stock unit awards.

In performing the responsibilities above, the Compensation Committee receives advice and input, as applicable, from the Board of Directors, the Chief Executive Officer, the Chief Human Resources Officer, outside compensation consultants, and the Company's outside legal counsel on compensation issues and regarding general compensation policies, including the appropriate level and mix of the compensation for executive officers.

The Compensation Committee meets in executive sessions and, where appropriate, with members of management, including the CEO, Chief Human Resources Officer, General Counsel and Corporate Secretary, outside consultants, and the Company's outside legal counsel. Although the CEO is generally present during the non-executive sessions of the Compensation Committee meetings and provides input to the Compensation Committee with regards to compensation for his direct reports, the Compensation Committee makes all decisions with regards to CEO compensation in executive sessions and the CEO has no vote in the actual approval of compensation for any executive officer.

Pursuant to its charter, the Compensation Committee may form and delegate authority to subcommittees of the Compensation Committee, to the extent consistent with the Company's Articles of Continuance, Bylaws, Corporate Governance Guidelines, applicable law and Nasdaq rules, except that it may not delegate its responsibilities for any matters that involve executive compensation or any matters where it has determined that such compensation is intended to comply with the grandfather provisions of Section 162(m) of the Internal Revenue Code ("the Code"), by virtue of being approved by a committee of "outside directors" or 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."

Executive Compensation and Comparable Company Data

Generally, the Compensation Committee reviews each named executive officer's total compensation each year and, in connection therewith, considers market data for similar positions at other public companies and other relevant sources. The Compensation Committee may retain the services of advisors and has the budgetary authority to hire such advisors as it deems necessary for its compensation review. In 2022, the Compensation Committee worked directly with Korn Ferry to design the fiscal year 2022 executive compensation plans. Korn Ferry helped the Compensation Committee assess whether the total compensation paid to the NEOs is fair, reasonable and competitive. The Company has assessed the independence of Korn Ferry and its representatives and has determined that no conflicts of interest exist. To avoid any conflict of interest, Korn Ferry did not provide consulting services other than services related to executive and director compensation to the Company during 2022.

Generally, the types of compensation and benefits provided to the NEOs are intended to be similar to those provided to executive officers at other public companies. While the Compensation Committee does not believe it is appropriate to set executive compensation levels based exclusively on compensation surveys and comparable company data, the Compensation Committee uses publicly available surveys and comparable company data as

tools for assessing whether the Company's executive compensation program is, in the aggregate, reasonable in scope, market-competitive, and consistent from year to year.

In early 2022, Korn Ferry was asked to develop a compensation report that identifies market-based compensation structures, pay practices and rates of compensation for targeted positions at the Company as compared to the Company's peer group. The peer group is selected based on relevant factors, including industry, fiscal year or trailing twelve-month revenue, market capitalization, total shareholder return and EBITDA. The peer group used in this compensation report prepared by Korn Ferry in February 2022, which was used in establishing the 2022 compensation of our NEOs, was comprised of the following companies:

- Azenta, Inc.
- Cognex Corporation
- CONMED Corporation
- Globus Medical, Inc.
- Integra LifeSciences
- IPG Photonics Corporation
- Masimo Corporation
- Mercury System, Inc.
- Merit Medical Systems, Inc.
- MKS Instruments, Inc.
- Omnicell, Inc
- OSI Systems, Inc.
- Quidel Corporation

Korn Ferry also provided compensation data from market survey results published by third parties regarding companies outside of the peer group, for use as a general indicator of relevant market conditions and pay practices and as a broader reference point.

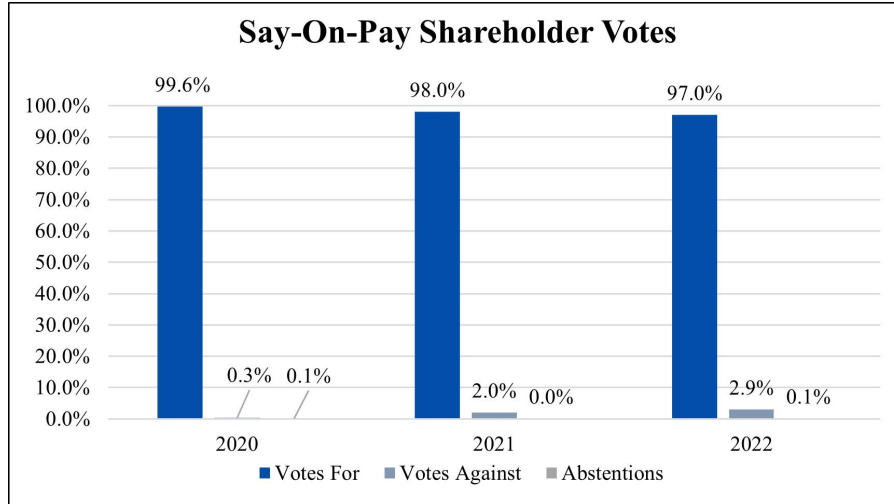
Other Factors Influencing Compensation

When making compensation decisions, the Compensation Committee also considers other important factors that drive compensation decisions including individual qualifications and expertise, responsibilities, particular industry and market conditions, complexity of position and specific market factors in the locations in which the NEOs are employed. In addition, the individual's performance against individual goals, the individual's expected future contributions to the Company's success, the current and expected financial and operational results of the Company, any retention concerns, and the CEO's recommendations are also taken into consideration. In looking at historical compensation, the Compensation Committee looks at the progression of salary increases over time and looks at the unvested and vested value of outstanding equity awards. The Compensation Committee uses the same factors in evaluating the CEO's performance and compensation that it uses for the other named executive officers.

Shareholder Say-On-Pay Advisory Vote

At the 2022 annual meeting of shareholders, the Company provided the shareholders with the opportunity to cast an annual advisory vote to approve the Company's executive compensation. Approximately 97% of the votes cast on the "2022 say-on-pay advisory vote" were voted in favor of the proposal. We have considered the 2022 say-on-pay advisory vote and believe that the overwhelming support of our shareholders for the 2022 say-on-pay advisory vote indicates that our shareholders are generally supportive of our approach to executive compensation. The Company considered the outcome of the say-on-pay advisory votes when making compensation decisions regarding its NEOs for 2023 and plans to continue to consider input from shareholders in future years.

The following chart presents the voting results for the say-on-pay advisory vote for the last three years:



Executive Compensation Program Elements

Executive compensation at the Company includes base salary, short-term cash incentives, long-term equity-based incentives, employee benefits and, in certain situations, severance and other compensation. These elements (and the amounts of compensation and benefits thereunder) were selected because the Compensation Committee believes they are necessary to help us attract and retain executive talent which is fundamental to our success. The elements of compensation may vary among executives based on the Compensation Committee's determination as to what is appropriate under the policies set forth above. Below is a summary of the components of our current executive compensation program as they relate to our NEOs.

Base Salary

Base salary levels for the NEOs are generally determined based on the Compensation Committee's evaluation of the named executive officer's position, experience, qualifications, prior employment (including historical compensation), current and individual performance, industry knowledge, quality of leadership, scope of responsibilities (including potential growth in responsibilities), internal pay equity, tax deductibility, cost of living, and competitive external market data (which includes peer group information as described above). No specific weighting is applied to the factors. Generally, the Compensation Committee refers to the median of the relevant competitive market for the position as part of the base salary evaluation, but any individual named executive

officer may have a base salary above or below the median of the market. The Compensation Committee's philosophy is that base salaries are the minimum payment for satisfactory performance and should meet the objective of attracting and retaining the executive talent needed to run a complex business.

The annual base salaries for each of our NEOs, effective on and after April 1, 2022 and April 1, 2021, respectively, except the General Counsel and Corporate Secretary, who joined the Company on July 11, 2022, are listed below:

	2021	2022
Mr. Glastra	\$ 700,013	\$ 742,014
Mr. Buckley	\$ 475,000	\$ 503,500
Ms. Welsh	\$ —	\$ 350,000
Mr. Young	\$ 325,009	\$ 344,510

Short Term Cash Incentives

The Senior Management Incentive Plan ("SMIP") includes cash incentives that are designed to motivate and reward the Company's key management team members for driving short-term performance within their respective organizations and across the Company. The cash incentives pursuant to the 2022 SMIP plan for the NEOs are earned based on the achievement against 2022 Organic Revenue Growth rate and Adjusted EBITDA target (the "Financial Objectives"), approved by the Compensation Committee in February 2022. The target level of the Financial Objectives (provided below) are correlated with the Company's annual growth and profitability objectives. Although the target financial metrics for cash incentives are intended to be achievable, a maximum bonus payout would require very high levels of performance. Actual performance against the Financial Objectives must be within an established range of the target to result in any payout, and each objective is measured and achievement is calculated independently as described in more detail below.

Each of the NEOs had an established bonus incentive target, which is based on a percentage of current annual base salary. Pursuant to the SMIP, the target bonus would be payable upon 100% achievement of the applicable Financial Objectives for fiscal year 2022. The table below summarizes the target cash incentive bonus along with the minimum and maximum payouts for each NEO under the SMIP, including the annual target as a percentage of base salary and the annual bonus target in dollars.

	Cash Incentive Annual Target (% of base salary)	Cash Incentive Annual Target	Cash Incentive Minimum Payout	Cash Incentive Maximum Payout
Mr. Glastra	150%	\$1,113,021	—	\$2,226,042
Mr. Buckley	80%	\$402,800	—	\$805,600
Ms. Welsh	60%	\$210,000	—	\$420,000
Mr. Young	60%	\$206,706	—	\$413,412

The cash incentives are eligible to be earned annually. Payouts for all NEOs are calculated as the achievement against the Financial Objectives multiplied by the target bonus percentage and base salary for the applicable period for each participant. The cash incentives earned in the current year are paid in March of the following year.

Amounts earned based on the Financial Objectives will vary depending upon the level of achievement of the Financial Objectives and are calculated using payout curves. The threshold, target and maximum payouts pursuant to the 2022 Financial Objectives are presented below:

Fiscal Year 2022	Adjusted EBITDA 70% Weight	Organic Revenue Growth 30% Weight	Range of Payouts
Threshold	\$158million	4.0%	50% of target payout
Target	\$175million	6.0%	100% of target payout
Maximum	\$193million	8.0%	200% of target payout

Actual Adjusted EBITDA for the fiscal year 2022 was \$184.1 million and Organic Revenue Growth was 13.8%, which resulted in cash incentives earned for the NEOs of 166.5% of the target payout.

Equity-Based Compensation

The Company uses equity-based compensation to align executive compensation with long-term goals that enhance shareholder value and to promote executive retention with the Company by extending vesting periods over several years. Accordingly, the Company makes equity-based compensation a significant portion of our NEO compensation, as demonstrated by the grants made to the NEOs in 2022. This represents our continued commitment to granting a majority of our long-term incentive in performance contingent instruments and a return to our normal annual grant cadence.

The following table presents the equity grants awarded to the NEOs in 2022:

	Performance Stock Units Awards			Restricted Stock Unit Awards (#)	Option Awards (#)	Exercise Price of Option Awards (\$/Share)	Grant Date Fair Value of Stock Awards
	Threshold (#)	Target (#)	Maximum (#)				
Mr. Glastra	3,059	24,474	48,948	—	26,223	\$ 135.86	\$ 4,680,031
Mr. Buckley	1,127	9,017	18,034	—	9,660	\$ 135.86	\$ 1,724,207
Ms. Welsh	523	4,184	8,368	3,987			\$ 1,321,553
Mr. Young	483	3,865	7,730	—	4,140	\$ 135.86	\$ 739,026

Our 2022 annual grants of equity-based compensation for the NEOs consisted of (a) service-based stock options that vest ratably over three years, subject to continued employment, and (b) performance stock units that vest on the first day following the end of the three-year performance period, subject to continued employment through the date of vesting and achievement of the applicable performance targets.

The 2022 performance stock unit grants consisted of two parts. Seventy-five percent (75%) of the PSU grant achievement will be measured based on the relative performance of the total shareholder return on the Company's common stock ("Novanta TSR") as compared to the total shareholder return on Russell 2000 Index ("Index TSR") measured at the end of the three-year performance period from January 1, 2022 through December 31, 2024. These performance stock units are also referred to as TSR performance stock units ("TSR-PSUs"). The range of possible payout of the TSR-PSUs will be between 0% and 200% of the shares awarded and measured as the target number of shares multiplied by two times the spread between the Novanta TSR, computed based on the average closing stock prices of Novanta common stock over the twenty consecutive trading-day period as of December 31, 2021 and December 31, 2024, respectively, and the Index TSR, computed based on the average closing prices of the Russell 2000 Index for the same respective periods, with linear interpolation between the threshold of 50% and the target of 100% and between the target and the maximum of 200%, provided that, in the event that the total shareholder return is less than zero for both the Novanta TSR and the Index TSR, the number of shares upon vesting will not exceed 100%.

The remaining twenty-five percent (25%) of the performance stock units shall vest based on the actual cumulative adjusted diluted earnings per share ("Adjusted EPS") of the Company over the three-year performance period from January 1, 2022 through December 31, 2024 as compared to the performance targets. These performance stock units are also referred to as Adjusted EPS performance stock units ("EPS-PSUs"). Adjusted EPS is defined by the Company as diluted earnings per share as determined in accordance with accounting principles generally accepted in the United States ("GAAP"), adjusted to exclude the effects of: (1) amortization of intangible assets, (2) restructuring, divestiture and other costs, (3) acquisition related costs, (4) acquisition fair value adjustments, (5) foreign currency gains or losses, (6) write-off of unamortized deferred financing costs, (7) Employee COVID-19 testing costs, and (8) the tax effect of the foregoing non-GAAP adjustments and other non-GAAP tax adjustments, as reported in the Company's earnings release Form 8-K for the relevant periods.

The vesting of the EPS-PSUs will be between 0% and 200% of the shares awarded and measured as the target number of shares multiplied by the relative achievement of the Company's three-year cumulative Adjusted EPS as compared to the three-year cumulative Adjusted EPS target (the "Cumulative Adjusted EPS Target"). The Cumulative Adjusted EPS Target is established based on specific compound annual growth rate ("CAGR") in Adjusted EPS for the three-year performance period ending December 31, 2024. A target vesting with respect to EPS-PSUs will result in the issuance of a number of shares equal to 100% of the number of EPS-PSUs granted and will be based on achieving 100% of the Cumulative Adjusted EPS Target for the three-year performance period ending December 31, 2024. If the Threshold Cumulative Adjusted EPS target is not achieved over the three-year performance period ending December 31, 2024, no shares will be issued for the EPS-PSUs granted. A threshold vesting with respect to EPS-PSUs will result in the issuance of a number of shares equal to 50% of the number of EPS-PSUs granted and will be based on achieving the Threshold Cumulative Adjusted EPS target. A maximum vesting with respect to EPS-PSUs will result in the issuance of a number of shares equal to 200% of the number of EPS-PSUs granted if the Maximum Cumulative Adjusted EPS target for the three-year performance period ending December 31, 2024 is achieved or exceeded.

Employee Benefits and Other Compensation

In addition to the elements of compensation discussed above, the Company offers the NEOs contributions towards health and dental insurance premiums consistent with the Company's contribution levels offered to all other employees of the Company. The Company does not offer a deferred compensation program, nor does it offer retirement benefits other than a 401(k) defined contribution retirement plan. This plan provides for Company matching contributions of 100% of the first four percent of compensation and 50% of the next two percent of compensation up to the maximum amount allowed under the Code.

The Company provides life and disability insurance benefits to the NEOs in excess of those available to all other employees after considering the market data for similar positions of other public companies. The cost of such life and disability insurance benefits in 2022 totaled \$20,720, \$9,861, \$600 and \$6,414 for Mr. Glastra, Mr. Buckley, Ms. Welsh and Mr. Young, respectively.

Severance and Change of Control Benefits

The Company has certain obligations to its NEOs in specified circumstances, including termination of employment or a change of control of Novanta Inc., pursuant to the terms of individualized employment agreements. See "Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table" for a description of the employment agreements and "Potential Payments upon Termination or Change of Control" for a description of the severance and change of control obligations in such agreements.

Clawback Policy

In the event of a material restatement of the Company's financial results, other than a restatement due to changes in accounting principles or applicable law or interpretations thereof, the Compensation Committee will review the facts and circumstances that led to the requirement for such a restatement and seek reimbursement or recoupment from an NEO of any bonus or other incentive compensation, net of taxes, if and to the extent: a) the amount of the incentive compensation was calculated based wholly or in part upon the achievement of certain financial results or measures that were subsequently the subject of an accounting or other restatement, b) the NEO or the Company engaged in willful, fraudulent, intentional or grossly negligent misconduct that caused or partially caused the need for the restatement, and c) the amount of the incentive compensation for the NEO that would have been granted, earned or vested had the financial results been properly reported would have been lower than the amount actually granted, earned or vested.

Stock Ownership Guidelines

We believe the NEOs should have a significant equity interest in the Company. To promote equity ownership and further align the interests of the NEOs with those of the shareholders, the Company adopted share ownership guidelines for the NEOs. The guidelines vary based upon the NEO's position and are expressed as a multiple of their respective salary.

Shares owned separately by the NEO, owned by the NEO either jointly with or separately by an immediate family member residing in the same household, and/or held in trust for the benefit of the NEO or the NEO's immediate family members, issued and outstanding shares of common stock held by a 401(k) or other qualified pension or profit-sharing plan for the benefit of the NEO (whether denominated in shares or units) and the NEO's vested restricted stock, deferred stock units and unvested restricted stock, restricted stock units and deferred stock units shall be included as shares for determining compliance with these stock ownership guidelines.

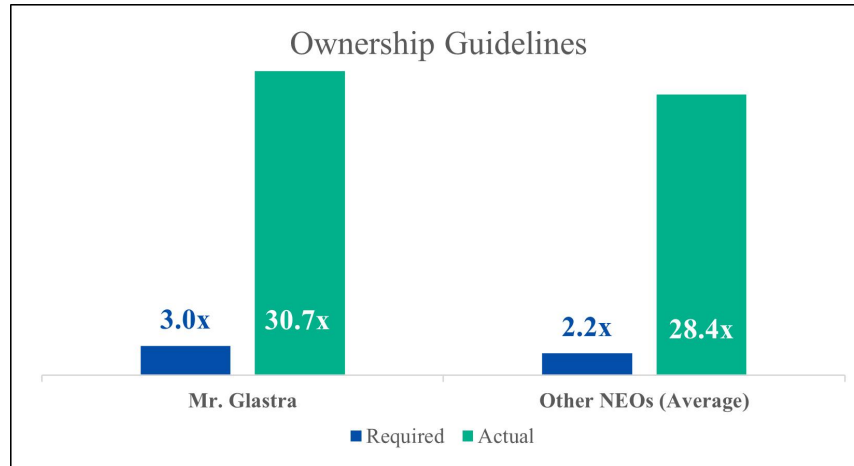
Our stock ownership guideline requirements are expressed as the fair market value of the shares held by the NEO as a multiple of the NEO's annual base salary. The stock ownership guidelines for our NEOs are as follows:

Officer Position	Salary Multiple Used to Determine Ownership Threshold
Chief Executive Officer	3x
Chief Financial Officer	2.5x
General Counsel and Corporate Secretary	2x
Chief Human Resources Officer	2x

NEOs generally are expected to comply with these stock ownership guidelines within five years of becoming subject to these guidelines. Once achieved, ownership of the guideline amounts must be maintained for as long as the individual is subject to these guidelines.

As of December 31, 2022, all of our NEOs were in compliance with the stock ownership guidelines. Ms. Welsh, who joined the Company on July 11, 2022, has until the fifth anniversary of her start date to meet the stock ownership requirement under the stock ownership guidelines.

At 30.7x and 28.4x base pay, the value of shareholdings of Mr. Glastra and that of our other NEOs, except General Counsel and Corporate Secretary, substantially exceed the stock ownership requirements. The high levels of stock ownership of our NEOs reflect the long-term focus and commitment of the Company's executive team.



Represents stock ownership as of December 31, 2022*

*The average for Other NEOs in the table above does not include the General Counsel and Corporate Secretary.

Tax and Accounting Implications

In 2022, the Company's compensation programs were affected by each of the following:

- **Accounting for Stock-Based Compensation:** The Company accounts for stock-based compensation in accordance with the requirements of ASC Topic 718, "Compensation - Stock Compensation."
- **Section 162(m) of the Code:** For U.S. corporate income tax purposes, Section 162(m) of the Code generally limits the annual tax deductibility of compensation paid to certain current and former executive officers to \$1 million, subject to a transition rule for written binding contracts in effect on November 2, 2017 and not materially modified after that date. Prior to the enactment of the Tax Cuts and Jobs Act of 2017 (the "Tax Reform Act"), Section 162(m) included an exception for compensation deemed "performance-based". Pursuant to the Tax Reform Act, the exception for "performance-based" compensation has been repealed, effective for tax years beginning after December 31, 2017 and, therefore, compensation previously intended to be "performance-based" may not be deductible unless it qualifies for the transition rule. Due to uncertainties in the applications of Section 162(m) and the Tax Reform Act, there is no guarantee that compensation intended to satisfy the requirements for deduction will not be challenged or disallowed by the IRS. Furthermore, although the Company believes that tax deductibility of executive compensation is an important consideration, the Compensation Committee in its judgement may, nevertheless, authorize

compensation payments that are not fully tax deductible, and/or modify compensation programs and practices without regard for tax deductibility when it believes that such compensation is appropriate.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Company's "Compensation Discussion and Analysis", and based on such review and discussions, has recommended to the board of directors that the "Compensation Discussion and Analysis" be included in this management proxy circular.

Mr. Lonny J. Carpenter (Chair)
Dr. Darlene J.S. Solomon, Ph.D.
Mr. Frank A. Wilson

Executive Compensation

Summary Compensation Table

The following table sets forth information regarding the compensation earned by each of the Company's named executive officers during the fiscal years ended December 31, 2022, 2021 and 2020, respectively. The Company's NEOs consisted of: (i) the individual who served as the Chief Executive Officer (Matthijs Glastra), (ii) the individual who served as the Chief Financial Officer (Robert J. Buckley), (iii) the individual who served as the General Counsel and Corporate Secretary (Michele D. Welsh), and (iv) the individual who served as the Chief Human Resources Officer (Brian S. Young).

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)(5)	All Other Compensation (\$)(6)	Total (\$)
Matthijs Glastra <i>Chief Executive Officer</i>	2022	730,703	—	3,428,932	1,251,099	1,853,358	37,943	7,302,035
	2021	690,299	—	9,970,028	—	1,680,031	35,332	12,375,690
	2020	625,004	457,141	3,775,405	—	—	38,837	4,896,387
Robert J. Buckley <i>Chief Financial Officer</i>	2022	495,827	—	1,263,328	460,879	670,727	31,315	2,922,076
	2021	466,646	—	4,544,005	—	760,000	29,017	5,799,668
	2020	417,937	203,792	1,332,538	—	—	27,373	1,981,640
Michele D. Welsh <i>General Counsel and Corporate Secretary</i>	2022	154,808	30,000	1,321,553	—	349,684	157,343	2,013,388
Brian S. Young <i>Chief Human Resources Officer</i>	2022	339,259	—	541,507	197,519	344,198	27,681	1,450,164
	2021	321,414	—	1,861,819	—	390,011	22,450	2,595,694
	2020	280,381	108,066	499,698	—	—	27,111	915,256

- 1.) Amounts reflect actual base salary paid to each NEO in 2022, 2021 and 2020, respectively. Ms. Welsh joined the Company as General Counsel and Corporate Secretary on July 11, 2022.
- 2.) Amount shown for 2022 represents a cash signing bonus for Ms. Welsh as part of her employment agreement with the Company that in the event that she voluntarily leaves the Company or is terminated for Cause (as defined in her employment agreement) by the Company before the first anniversary of her start date must be repaid in full. Amounts shown for 2020 reflect discretionary bonuses paid to our NEOs in recognition of their extraordinary efforts during the COVID-19 pandemic.
- 3.) Amounts shown do not reflect compensation actually received. Rather, amounts shown represent the aggregate grant date fair value of these awards determined in accordance with ASC Topic 718 (disregarding any reduction in such value due to any estimate of forfeitures related to service-based vesting conditions and 100% achievement of performance targets for performance-based awards). Under ASC Topic 718, compensation expense with respect to stock awards is generally recognized in the consolidated financial statements over the vesting periods applicable to the awards. The maximum grant date fair values of the PSUs granted in 2022 to each NEO are as follows: \$6,857,864, \$2,526,656, \$1,423,084 and \$1,083,014 for Mr. Glastra, Mr. Buckley, Ms. Welsh and Mr. Young, respectively. Further information on the PSUs is provided under the "Grants of Plan-Based Awards Table" below.
- 4.) Amounts represent the aggregate grant date fair value of stock options as computed in accordance with ASC Topic 718, utilizing the assumptions discussed in Note 13 to our Consolidated Financial statements for the fiscal year ended December 31, 2022.

- 5.) Amounts shown for each year consist of cash incentives earned under the SMIP plan as of the end of the year but paid in the subsequent year. In 2020, the cash incentives under the SMIP plan were canceled as part of the Company's cost containment actions in response to the COVID 19 pandemic. Pursuant to the terms of Ms. Welsh's employment agreement with the Company, her 2022 annual incentive payout was not prorated based on her employment start date.
- 6.) Amounts in 2022 include the following:

	Mr. Glastra (\$)	Mr. Buckley (\$)	Ms. Welsh (\$)	Mr. Young (\$)
Defined Contribution Plan Company Match	\$ 15,250	\$ 15,250	\$ 7,404	\$ 15,250
Life Insurance	6,035	3,205	600	2,400
Disability Insurance	14,685	6,656	-	4,014
Executive Physical	-	4,865	-	5,101
Taxable Fringe	1,973	1,339	400	916
Relocation ⁽¹⁾	-	-	148,939	-
	\$ 37,943	\$ 31,315	\$ 157,343	\$ 27,681

- 1.) In the event that Ms. Welsh voluntarily leaves the Company or is terminated for Cause by the Company before the first anniversary of her start date, the reimbursements she has received for her relocation to Bedford, Massachusetts must be repaid in full and 50% of the reimbursements must be repaid if such departure or termination occurs between the first and second anniversaries of her start date.

Grants of Plan-Based Awards Table

The following table sets forth information regarding all plan-based awards granted to the Company's NEOs during the year ended December 31, 2022.

Name	Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#) (3)	All Other Option Awards: Number of Security Underlying Options (#)(4)	Exercise Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Matthijs Glastra	Cash Incentive		\$556,510	\$1,113,021	\$2,226,042							
	EPS-PSUs	2/24/2022				3,059	6,118	12,236			\$831,191	
	TSR-PSUs (5)	2/24/2022				—	18,356	36,712			\$2,597,741	
	Stock Options	2/24/2022							26,223	\$135.86	\$1,251,099	
Robert J. Buckley	Cash Incentive		\$201,400	\$402,800	\$805,600							
	EPS-PSUs	2/24/2022				1,127	2,254	4,508			\$306,228	
	TSR-PSUs (5)	2/24/2022				—	6,763	13,526			\$957,100	
	Stock Options	2/24/2022							9,660	\$135.86	\$460,879	
Michele D. Welsh	Cash Incentive		\$105,000	\$210,000	\$420,000							
	EPS-PSUs	8/15/2022				523	1,046	2,092			\$160,038	
	TSR-PSUs (5)	8/15/2022				—	3,138	6,276			\$551,504	
	RSUs	8/15/2022							3,987		\$610,011	
Brian S. Young	Cash Incentive		\$103,353	\$206,706	\$413,412							
	EPS-PSUs	2/24/2022				483	966	1,932			\$131,241	
	TSR-PSUs (5)	2/24/2022				—	2,899	5,798			\$410,266	
	Stock Options	2/24/2022							4,140	\$135.86	\$197,519	

- 1.) Amounts shown in these columns reflect the aggregate threshold, target and maximum payout levels for cash incentives under the SMIP. Pursuant to the SMIP, each NEO has an established target bonus which is based on a percentage of the respective NEO's base salary. A target payout assumes a 100% payout of the target bonus based on 100% achievement of the respective Financial Objectives under the SMIP. A threshold payout assumes 50% payout for attaining the minimum performance targets of 90% of Adjusted EBITDA target and 4.0% of Organic Revenue Growth. A maximum payout assumes a 200% payout for achievement of 110% or more of Adjusted EBITDA target and 8.0% or more of Organic Revenue Growth. If the minimum performance target is not achieved, the payout will be zero. See the section entitled "Compensation Discussion and Analysis" for further detail of the Financial Objectives and amounts earned. The actual amount earned is reported under the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.
- 2.) Amounts shown in these columns reflect the threshold, target and maximum vesting levels of the performance stock units. The grant date fair value of these units was based on the target number of shares that might be earned. These performance stock units cliff-vest following the end of the applicable three-year performance period, subject to continued employment on the date of vesting and achievement of the applicable performance threshold, subject to accelerated vesting under specified circumstances. Further information regarding accelerated vesting is provided in the section entitled "Potential Payments Upon Termination or Change of Control".
- 3.) The number of shares in this column represents restricted stock units granted in 2022. The restricted stock units vest one-third annually on each of the first, second, and third anniversaries of the date of grant, subject to continued employment on the date of vesting and accelerated vesting under specified circumstances. Further information regarding accelerated vesting is provided in the section entitled "Potential Payments Upon Termination or Change of Control."
- 4.) The number of shares in this column represents the number of shares subject to stock options granted in 2022. These stock options vest one-third annually on each of the first, second, and third anniversaries of the date of grant, subject to continued employment on the date of vesting and accelerated vesting under specified circumstances. Further information regarding accelerated vesting is provided in the section entitled "Potential Payments Upon Termination or Change of Control."
- 5.) The valuation for the TSR-PSU awards is determined using the Monte Carlo valuation model as of February 24, 2022, except for Ms. Welsh, whose award was fair valued as of August 15, 2022. The key inputs to the Monte Carlo valuation model included the average stock prices over a 20 business-day period both before the commencement of the performance period and as of the date of grant and the expected stock price volatilities for both the Company's common stock and the Russell 2000 index, and the estimated risk-free interest rate for the measurement period. The valuation of the EPS-PSU awards is based on the stock price of the Company on the date of grant.

Historical Achievement of Performance Stock Units

The following table sets forth the actual percentage achievement of performance stock awards by grant year.

Year of Grant	Year of Vesting	Actual Achievement		Weighted Average Payout
		Non-GAAP EPS-PSU	TSR-PSU	
2017	2020	200%	200%	200%
2018	2021	120%	200%	160%
2019	2022	0%	200%	100%
2020	2023	83%	200%	142%

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

The material terms of the equity and non-equity incentive plan compensation disclosed in the Summary Compensation Table and the 2022 Grants of Plan-Based Awards Table are discussed above under the heading “Compensation Discussion and Analysis,” as well as in the footnotes to the applicable tables. Certain other elements of the NEOs’ compensation are provided for in their employment agreements, described below.

Matthijs Glastra

In connection with the appointment of Mr. Glastra as the Company’s Chief Executive Officer in 2016, the Company and Mr. Glastra entered into an employment agreement, which was then subsequently amended and restated on April 21, 2017 (the “Amended and Restated CEO Employment Agreement”). The initial term of Mr. Glastra’s employment as the Chief Executive Officer under the Amended and Restated CEO Employment Agreement was a three-year period ending on July 27, 2019, and has been extended annually pursuant to an “evergreen” provision providing for automatic extensions for successive one-year periods absent prior notice of non-renewal from either the Company or Mr. Glastra.

Pursuant to the Amended and Restated CEO Employment Agreement, Mr. Glastra is entitled to a base salary of at least \$515,000 per year and, beginning with respect to fiscal year 2017, an annual performance-based cash incentive with a target bonus opportunity of at least 100% of his annual base salary. Mr. Glastra is entitled to receive an annual equity award (the “Annual Equity Awards”) with a grant-date fair value equal to 200% of his base salary or, at the discretion of the Board or the Compensation Committee, a higher amount as determined by market based benchmarks.

Additional discussion of Mr. Glastra’s compensation and certain termination benefits pursuant to the Amended and Restated CEO Employment Agreement is provided in sections entitled “Executive Compensation Program Elements” and “Potential Payments Upon Termination or Change of Control.”

Robert J. Buckley

In 2011, the Company and Mr. Buckley entered into an employment agreement providing for the employment of Mr. Buckley in an advisory capacity prior to March 31, 2011, and as the Company’s Chief Financial Officer beginning on March 31, 2011. On April 21, 2017, the Company entered into an amended and restated employment agreement (the “Amended and Restated CFO Employment Agreement”) extending the term of Mr. Buckley’s employment through February 22, 2018, which term has been extended pursuant to an “evergreen” provision providing for automatic extensions for successive one-year periods thereafter unless either the Company or Mr. Buckley gives 90 days’ notice of non-extension to the other party. Pursuant to the Amended and Restated CFO Employment Agreement, Mr. Buckley is entitled to a base salary of at least \$407,724 per year, an annual performance-based cash incentive opportunity with a minimum target of 75% of his annual base salary and an annual equity compensation award with a grant date fair value equal to 150% of his annual base salary or, at the discretion of the Board or the Compensation Committee, a higher amount as determined by market based benchmarks. Since the commencement of Mr. Buckley’s employment in 2011, the Compensation Committee has reviewed and adjusted Mr. Buckley’s compensation on an annual basis. The Amended and Restated CFO Employment Agreement also provides that the Company will provide Mr. Buckley with term life insurance in a face amount equal to 400% of his annual base salary, subject to certain limitations.

Pursuant to an amendment to the CFO Employment Agreement in July 2016, Mr. Buckley agreed that he would comply with any clawback or similar policy that the Company adopted in connection with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Prior to this amendment, Mr. Buckley had no such obligation to abide by the restrictions of a clawback policy. Additional discussion of the clawback policy adopted by the Company, which also covers Mr. Glastra, Ms. Welsh and Mr. Young, is provided in the section entitled “Executive Compensation Program Elements – Clawback Policy.”

Additional discussion of Mr. Buckley’s compensation and certain termination benefits pursuant to the Amended and Restated CFO Employment Agreement is provided in sections entitled “Executive Compensation Program Elements” and “Potential Payments Upon Termination or Change of Control.”

Michele D. Welsh

On July 11, 2022, the Company and Ms. Welsh entered into an employment agreement (the “Welsh Employment Agreement”). The Welsh Employment Agreement provides that Ms. Welsh will serve as the General Counsel and Corporate Secretary of the Company until the agreement’s one year anniversary, which term would then be extended pursuant to an “evergreen” provision providing for automatic extensions for successive one-year periods thereafter unless either the Company or Ms. Welsh gives 90 days’ notice of non-extension to the other party. Pursuant to the Welsh Employment Agreement, Ms. Welsh is entitled to a base salary of at least \$350,000 per year, an annual performance-based cash incentive opportunity with a minimum target of 60% of her annual base salary and an annual equity compensation award as determined by the Board or the Compensation Committee in its discretion. Soley for fiscal year 2023, the Welsh Employment Agreement states that it will be recommended to the Compensation Committee that Ms. Welsh’s annual equity award will have a \$640,000 minimum dollar value.

In connection with Ms. Welsh joining the Company, the Welsh Employment Agreement also provided for a one-time cash bonus of \$30,000 (subject to reimbursement if she voluntarily leaves or is terminated for cause before the first anniversary of her start date) and that certain relocation expenses incurred in connection with Ms. Welsh’s move to the Company’s headquarters in Bedford, Massachusetts be reimbursed to her. For the year ended December 31, 2022, Ms. Welsh was eligible for the full year of cash incentives under the SMIP plan. In the event that Ms. Welsh voluntarily leaves the Company or is terminated for Cause by the Company before the first anniversary of her start date, the reimbursements she has received for her relocation to Bedford, Massachusetts must be repaid in full and 50% of the reimbursements must be repaid if such departure or termination occurs between the first and second anniversaries of her start date. In addition, Ms. Welsh was also granted a one-time equity-based compensation award with an aggregate value equal to \$1,250,000 pursuant to the Welsh Employment Agreement (with, upon Compensation Committee’s approval, approximately \$610,000 of the award being granted in three-year pro rata vesting restricted stock units and \$640,000 of the award being granted in performance stock units with a three-year performance period).

Since the commencement of Ms. Welsh’s employment in 2022, the Compensation Committee has reviewed and adjusted Ms. Welsh’s compensation as part of its annual review of compensation in 2023.

Additional discussion of Ms. Welsh’s compensation and certain termination benefits pursuant to the Welsh Employment Agreement is provided in sections entitled “Executive Compensation Program Elements” and “Potential Payments Upon Termination or Change of Control.”

Brian S. Young

On March 9, 2015, the Company and Mr. Young entered into an offer letter, which was then superseded by an employment agreement dated April 21, 2017 (the “Young Employment Agreement”). The Young Employment Agreement provides that Mr. Young will continue to serve as the Chief Human Resources Officer of the Company through December 8, 2017, which term has been extended pursuant to an “evergreen” provision providing for automatic extensions for successive one-year periods thereafter unless either the Company or Mr. Young gives 90 days’ notice of non-extension to the other party. Pursuant to the Young Employment Agreement, Mr. Young is entitled to a base salary of at least \$272,208 per year, an annual performance-based cash incentive opportunity with a minimum target of 50% of his annual base salary and an annual equity compensation award as determined by the Board or the Compensation Committee in its discretion. Since the commencement of Mr. Young’s employment in 2015, the Compensation Committee has reviewed and adjusted Mr. Young’s compensation on an annual basis.

Additional discussion of Mr. Young’s compensation and certain termination benefits pursuant to the Young Employment Agreement is provided in sections entitled “Executive Compensation Program Elements” and “Potential Payments Upon Termination or Change of Control.”

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information for each of the Company's NEOs regarding stock awards that had not yet vested, or in the case of stock options, had vested but not yet been exercised, as of December 31, 2022.

Name	Grant Date	Option Awards			Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$/Sh)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
Matthijs Glastra	2/21/2019					2,621 (2) \$	356,115		
	2/20/2020					5,297 (3) \$	719,703		
	2/20/2020							34,979 (4) \$	4,752,597
	2/24/2021					8,682 (5) \$	1,179,623		
	2/24/2021					14,469 (6) \$	1,965,903		
	2/24/2021							13,022 (7) \$	1,769,299
	2/24/2021							21,703 (8) \$	2,948,787
	2/24/2022							24,474 (9) \$	3,325,282
	2/24/2022		26,233 (10) \$	135.86	2/24/2029				
Robert J. Buckley	3/30/2016	43,911		\$ 14.13	3/30/2026				
	2/21/2019					874 (2) \$	118,750		
	2/20/2020					1,870 (3) \$	254,077		
	2/20/2020							12,346 (4) \$	1,677,451
	2/24/2021					3,377 (5) \$	458,833		
	2/24/2021					7,235 (6) \$	983,019		
	2/24/2021							5,064 (7) \$	688,046
	2/24/2021							10,851 (8) \$	1,474,325
	2/24/2022							9,017 (9) \$	1,225,140
	2/24/2022		9,660 (10) \$	135.86	2/24/2029				
Michele D. Welsh	8/15/2022					3,987 (11) \$	541,714		
	8/15/2022							4,184 (12) \$	568,480
Brian S. Young	2/21/2019					350 (2) \$	47,554		
	2/20/2020					701 (3) \$	95,245		
	2/20/2020							4,630 (4) \$	629,078
	2/24/2021					1,448 (5) \$	196,740		
	2/24/2021					2,895 (6) \$	393,344		
	2/24/2021							2,170 (7) \$	294,838
	2/24/2021							4,341 (8) \$	589,812
	2/24/2022							3,865 (9) \$	525,138
	2/24/2022		4,140 (10) \$	135.86	2/24/2029				

- 1.) Represents the product of the number of outstanding restricted stock units or performance stock units and \$135.87, the closing market price of the Company's common stock on the Nasdaq Global Select Market as of December 31, 2022.
- 2.) Represents unvested time-based restricted stock units granted on February 21, 2019. Each unit represents the right to receive one share of common stock upon vesting. These units are scheduled to vest in one installment on February 21, 2023 (which installment has already vested as of the date of this management proxy circular), subject to continued employment on the date of vesting, and accelerated

vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”

- 3.) Represents time-based restricted stock units granted on February 20, 2020. Each unit represents the right to receive one share of common stock upon vesting. These units are scheduled to vest in two equal installments on February 20, 2023 (which installment has already vested as of the date of this management proxy circular), and February 20, 2024, respectively, subject to continued employment on the date of vesting, and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”
 - 4.) Represents the number of shares distributed subsequent to December 31, 2022 for the performance stock units granted on February 20, 2020 based on actual results for the three-year performance period ended December 31, 2022. These performance stock units vested on January 1, 2023 at 142% of the target number of performance stock units granted, which was calculated based on (i) TSR formula measured at the end of a three-year performance period against Russell 2000 Index for 50% of the awards, and (ii) actual three-year cumulative Adjusted EPS for the performance period in relation to the performance target for the remaining 50% of the awards.
 - 5.) Represents time-based restricted stock units granted on February 24, 2021. Each unit represents the right to receive one share of common stock upon vesting. These units are scheduled to vest in two equal installments on February 24, 2023 (which installment has already vested as of the date of this management proxy circular), and February 24, 2024, respectively, subject to continued employment on the date of vesting, and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”
 - 6.) Represents retention related time-based restricted stock units granted on February 24, 2021. Each unit represents the right to receive one share of common stock upon vesting. These units are scheduled to vest in two equal installments on February 24, 2023 (which installment has already vested as of the date of this management proxy circular), and February 24, 2024, respectively, subject to continued employment on the date of vesting, and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”
 - 7.) Represents performance stock units granted on February 24, 2021. Each unit represents the right to receive up to two shares of common stock upon vesting. These units are scheduled to vest on January 1, 2024. The ultimate number of shares to be issued upon vesting shall be calculated based on the TSR formula measured at the end of a three-year performance period against Russell 2000 Index.
 - 8.) Represents retention related performance stock units (“OCF-PSUs”) granted on February 24, 2021. Each unit represents the right to receive one share of common stock upon vesting. If the three-year cumulative operating cash flow performance target is achieved during the period from January 1, 2021 to December 31, 2023, the first 50% of the OCF-PSUs is expected to vest on February 24, 2025 and the remaining 50% of the OCF-PSUs is expected to vest on February 24, 2026.
 - 9.) Represents performance stock units granted on February 24, 2022. Each unit represents the right to receive up to two shares of common stock upon vesting. These units are scheduled to vest on January 1, 2025. The ultimate number of shares to be issued upon vesting shall be calculated based on (i) TSR formula measured at the end of a three-year performance period against Russell 2000 Index for 75% of the awards, and (ii) actual three-year cumulative Adjusted EPS for the performance period in relation to the performance target for the remaining 25% of the awards, subject to continued employment on the date of vesting and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”
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- 10.) Represents stock options granted on February 24, 2022. Each stock option represents the right to receive one share of common stock upon exercise. These options are scheduled to vest in three equal installments on February 24, 2023 (which installment has already vested as of the date of this management proxy circular), February 24, 2024 and February 24, 2025, respectively, subject to continued employment on the date of vesting, and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”
- 11.) Represents time-based restricted stock units granted on August 15, 2022. Each unit represents the right to receive one share of common stock upon vesting. These units are scheduled to vest in three equal installments on August 15, 2023, August 15, 2024 and August 15, 2025, respectively, subject to continued employment on the date of vesting, and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”
- 12.) Represents performance stock units granted on August 15, 2022. Each unit represents the right to receive up to two shares of common stock upon vesting. These units are scheduled to vest on August 15, 2025. The ultimate number of shares to be issued upon vesting shall be calculated based on (i) TSR formula measured at the end of a three-year performance period ending December 31, 2024 against Russell 2000 Index for 75% of the awards, and (ii) actual three-year cumulative Adjusted EPS for the performance period ending December 31, 2024 in relation to the performance target for the remaining 25% of the awards, subject to continued employment on the date of vesting and accelerated vesting under specified circumstances as described under “Potential Payments upon Termination or Change of Control.”

Options Exercised and Stock Vested

The following table sets forth information regarding stock options that were exercised and restricted stock unit awards that vested, respectively, for the Company’s NEOs during the year ended December 31, 2022.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Vesting (\$) (1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) (2)
Matthijs Glastra	—	—	44,435	\$ 6,934,395
Robert J. Buckley	—	—	16,338	\$ 2,518,524
Michele D. Welsh	—	—	—	—
Brian S. Young	16,221	\$ 2,016,919	6,619	\$ 1,018,714

- 1.) Value realized on exercise is computed by multiplying the number of shares of stock options exercised by the price difference between the exercise price and the closing market price of the Company’s common stock on the applicable exercise date.
- 2.) Value realized on vesting is computed by multiplying the number of shares of restricted stock units and performance stock units vested by the closing market price of the Company’s common stock on the applicable vesting date (or the next business day immediately thereafter if the vesting date is a weekend day or a public holiday in the U.S.).

Potential Payments upon Termination or Change of Control

The following table sets forth estimated compensation that the Company would be obligated to provide to each of the Company’s NEOs upon termination of employment or change of control pursuant to the terms of individualized employment agreements or other contractual obligations. Further information regarding these

agreements or other obligations is provided under “Employment and Severance Agreements” immediately following the table. Other than these agreements and the standard change of control provisions in the company’s grant agreements related to restricted stock unit and performance stock unit awards applicable to all award recipients, there are no other plans or other contractual obligations triggered upon termination of employment or change of control related to the Company’s NEOs. The amounts reflected in the following table assume that the termination of employment and/or, if applicable, change of control occurred on December 31, 2022. Further, the amounts do not reflect any reductions as a result of any Section 280G “cutback” that may apply to the NEOs.

Name	Event	Salary (\$)	Bonus (\$)	Vesting of Outstanding Stock (\$)	Health Insurance Benefits (\$)	Total (\$)
Matthijs Glastra	Termination without cause or by employee for good reason	\$1,113,021 (1) (18 months salary)	\$3,522,889 (2)	\$ 8,835,814 (5) (Prorated vesting of certain unvested awards)	\$28,619 (18 months coverage)	\$13,500,343
	Termination without cause or by employee for good reason within 12 months following a change of control	\$1,484,028 (1) (24 months salary)	\$4,079,400 (3)	\$ 18,279,687 (6) (Immediate vesting of unvested awards, including PSUs)	\$38,159 (24 months coverage)	\$23,881,273
	Termination due to death or by the Company due to disability	—	\$1,853,358 (4)	\$ 13,079,508 (7) (Immediate vesting of unvested awards, including certain PSUs)	—	\$14,932,866
	Change of control	—	—	—	—	\$-
Robert J. Buckley	Termination without cause or by employee for good reason	\$755,250 (1) (18 months salary)	\$1,274,927 (2)	\$ 3,310,496 (8) (Prorated vesting of certain unvested awards)	\$25,528 (18 months coverage)	\$5,366,201
	Termination without cause or by employee for good reason within 12 months following a change of control	\$1,007,000 (1) (24 months salary in a lump sum)	\$1,476,327 (3)	\$ 7,360,355 (9) (Immediate vesting of unvested awards, including PSUs)	\$34,037 (24 months coverage)	\$9,877,719
	Termination due to death or by the Company due to disability	—	\$670,727 (4)	\$ 4,422,456 (10) (Immediate vesting of unvested awards, including certain PSUs)	—	\$5,093,183
	Change of control	—	—	—	—	—
Michele D. Welsh	Termination without cause or by employee for good reason	\$525,000 (1) (18 months salary)	\$664,684 (2)	\$ 158,379 (11) (Prorated vesting of certain unvested awards)	\$28,619 (18 months coverage)	\$1,376,682
	Termination without cause or by employee for good reason within 12 months following a change of control	\$700,000 (1) (24 months salary)	\$769,684 (3)	\$ 1,110,194 (12) (Immediate vesting of unvested awards, including PSUs)	\$38,159 (24 months coverage)	\$2,618,037
	Termination due to death or by the Company due to disability	—	\$349,684 (4)	\$ 1,110,194 (13) (Immediate vesting of unvested awards, including certain PSUs)	—	\$1,459,878
	Change of control	—	—	—	—	—
Brian S. Young	Termination without cause or by employee for good reason	\$516,765 (1) (18 months salary)	\$654,257 (2)	\$ 1,492,302 (14) (Prorated vesting of certain unvested awards)	\$28,619 (18 months coverage)	\$2,691,943
	Termination without cause or by employee for good reason within 12 months following a change of control	\$689,020 (1) (24 months salary)	\$757,610 (3)	\$ 3,591,199 (15) (Immediate vesting of unvested awards, including PSUs)	\$38,159 (24 months coverage)	\$5,075,988
	Termination due to death or by the Company due to disability	—	\$344,198 (4)	\$ 2,407,506 (16) (Immediate vesting of unvested awards, including certain PSUs)	—	\$2,751,704
	Change of control	—	—	—	—	—

- 1.) Based on the respective NEO's annual base salary in effect as of December 31, 2022.
- 2.) The amount represents the sum of (i) 150% of each officer's target bonus for 2022 payable over eighteen months, and (ii) a pro rata portion of performance-based cash incentive based on actual Company performance in the year of termination, to which they would have been entitled had they remained employed through the first day of the fiscal year following the fiscal year in which the date of termination occurs. The pro rata portion is calculated by multiplying the bonus by the ratio of the number of days elapsed during the fiscal year to 365 days.
- 3.) The amount represents the sum of (i) 200% of each officer's target bonus for 2022 payable over twenty four months (except for Mr. Buckley, whose amount shall be payable in a lump sum), and (ii) a pro rata portion of performance-based cash incentive based on actual Company performance in such year, to which they would have been entitled had they remained employed through the first day of the fiscal year following the fiscal year in which the date of termination occurs. The pro rata portion is calculated by multiplying the bonus by the ratio of the number of days elapsed during the fiscal year to 365 days.
- 4.) The amount represents a pro rata portion of performance-based cash incentive based on actual Company performance in the year of termination, to which they would have been entitled had they remained employed through the first day of the fiscal year following the fiscal year in which the date of termination occurs. The pro rata portion is calculated by multiplying the bonus by the ratio of the number of days elapsed during the fiscal year to 365 days.
- 5.) Represents the sum of (a) the prorated portion of the unvested 2019, 2020 and 2021 RSU grants (2,248, 2,281 and 9,832, respectively) held by Mr. Glastra based on the ratio of the number of days of employment during the applicable service-based vesting period to the total number of days of such service-based vesting period, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) a prorated portion of the shares subject to 2020 TSR-PSUs (24,696, assuming actual performance achievement of approximately 200% for 2020 TSR-PSUs that vested as of January 1, 2023), and the shares subject to the 2020 EPS-PSUs (10,249 assuming actual performance achievement of approximately 83% that vested on February 24, 2023) and 2021 and 2022 TSR-PSUs (8,444 and 5,461, respectively, assuming target performance) and 2022 EPS-PSUs (1,820, assuming target performance), held by Mr. Glastra, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (c) the prorated portion of the 2022 stock options (7,420) held by Mr. Glastra, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period. Target performance with respect to 2021 TSR-PSUs is based on the assumption that the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 6.) Represents the sum of (a) the outstanding number of the unvested 2019, 2020 and 2021 RSU grants (2,621, 5,297 and 23,151, respectively) held by Mr. Glastra, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2020 and 2022 EPS-PSUs held by Mr. Glastra (12,360 and 6,118, respectively, assuming target vesting per the relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2020, 2021 and 2022 TSR-PSUs held by Mr. Glastra (24,720, 20,210 and 18,356, respectively, assuming actual performance vesting of 200% for 2020 TSR-PSUs that vested as of January 1, 2023, 155% for 2021 TSR-PSUs and 100% for 2022 TSR-PSUs based on the TSR Spread as of December 31, 2022 for the respective awards),

multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (d) the shares subject to the 2021 OCF-PSUs held by Mr. Glastra (21,703, assuming target vesting), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (e) the stock options (26,233) held by Mr. Glastra, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price.

- 7.) Represents the sum of (a) the outstanding number of the unvested 2019, 2020 and 2021 RSU grants (2,621, 5,297 and 8,682, respectively) held by Mr. Glastra, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2020 and 2022 EPS-PSUs held by Mr. Glastra (10,259 and 6,118, respectively, assuming actual performance vesting of 83% for 2020 EPS-PSUs and target performance for 2022 EPS-PSUs per the relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2020, 2021 and 2022 TSR-PSUs held by Mr. Glastra (24,720, 13,022 and 18,356, respectively, assuming actual performance vesting of 200% for 2020 TSR-PSUs that vested as of January 1, 2023 and 100% for 2021 TSR-PSUs and 2022 TSR-PSUs, assuming target performance), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (d) the stock options (26,233) held by Mr. Glastra, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period. Target performance with respect to 2021 TSR-PSUs is based on the assumption that the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 8.) Represents the sum of (a) the prorated portion of the unvested 2019, 2020 and 2021 RSU grants (750, 805 and 4,507, respectively) held by Mr. Buckley based on the ratio of the number of days of employment during the applicable service-based vesting period to the total number of days of such service-based vesting period, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) a prorated portion of the shares subject to 2020 TSR-PSUs (8,718, assuming actual performance achievement of approximately 200% for 2020 TSR-PSUs that vested as of January 1, 2023), and the shares subject to the 2020 EPS-PSUs (3,618 assuming actual performance achievement of approximately 83% that vested on February 24, 2023) and 2021 and 2022 TSR-PSUs (3,284 and 2,012, respectively, assuming target performance) and 2022 EPS-PSUs (671, assuming target performance), held by Mr. Buckley, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (c) the prorated portion of the 2022 stock options (2,732) held by Mr. Buckley, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period. Target performance with respect to 2021 TSR-PSUs is based on the assumption that the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 9.) Represents the sum of (a) the outstanding number of the unvested 2019, 2020 and 2021 RSU grants (874, 1,870 and 10,612, respectively) held by Mr. Buckley, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2020 and 2022 EPS-PSUs held by Mr. Buckley (4,362 and 2,254, respectively, assuming target vesting per the

relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2020, 2021 and 2022 TSR-PSUs held by Mr. Buckley (8,726, 7,859 and 6,763, respectively), assuming actual performance vesting of 200% for 2020 TSR-PSUs that vested as of January 1, 2023, 155% for 2021 TSR-PSUs and 100% for 2022 TSR-PSUs based on the TSR Spread as of December 31, 2022 for respective awards), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (d) the shares subject to the 2021 OCF-PSUs held by Mr. Buckley (10,851, assuming target vesting), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (e) the stock options (9,660) held by Mr. Buckley, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price.

- 10.) Represents the sum of (a) the outstanding number of the unvested 2019, 2020 and 2021 RSU grants (874, 1,870 and 3,377, respectively) held by Mr. Buckley, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2020 and 2022 EPS-PSUs held by Mr. Buckley (3,620 and 2,254, respectively, assuming actual performance vesting of 83% for 2020 EPS-PSUs and target performance for 2022 ESP-PSUs per the relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2020, 2021 and 2022 TSR-PSUs held by Mr. Buckley (8,726, 5,064 and 6,763, respectively, assuming actual performance vesting of 200% for 2020 TSR-PSUs that vested as of January 1, 2023 and 100% for 2021 TSR-PSUs and 2022 TSR-PSUs, assuming target performance), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (d) the stock options (9,660) held by Mr. Buckley, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period. Target performance with respect to 2021 TSR-PSUs is based on the assumption that the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 11.) Represents the sum of (a) the prorated portion of the unvested 2022 RSU grant (502) held by Ms. Welsh based on the ratio of the number of days of employment during the applicable service-based vesting period to the total number of days of such service-based vesting period, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) a prorated portion of the shares subject to 2022 EPS-PSUs and 2022 TSR-PSUs (166 and 498, respectively, assuming target performance achievement) held by Ms. Welsh, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 12.) Represents the sum of (a) the outstanding number of the unvested 2022 RSU grant (3,987) held by Ms. Welsh, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2022 EPS-PSUs held by Ms. Welsh (1,046, assuming target vesting per the relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2022 TSR-PSUs held by Ms. Welsh (3,138, assuming 100% for 2022 TSR-PSUs based on the TSR Spread as of December 31, 2022), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022.

- 13.) Represents the sum of (a) the outstanding number of the unvested 2022 RSU grant (3,987) held by Ms. Welsh, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2022 EPS-PSUs and 2022 TSR-PSUs held by Ms. Welsh (1,046 and 3,138, respectively, assuming target vesting per the relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 14.) Represents the sum of (a) the prorated portion of the unvested 2019, 2020 and 2021 RSU grants (300, 302 and 1,845, respectively) held by Mr. Young based on the ratio of the number of days of employment during the applicable service-based vesting period to the total number of days of such service-based vesting period, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) a prorated portion of the shares subject to 2020 TSR-PSUs (3,268, assuming actual performance achievement of approximately 200% for 2020 TSR-PSUs that vested as of January 1, 2023), and the shares subject to the 2020 EPS-PSUs (1,356 assuming actual performance achievement of approximately 83% that vested on February 24, 2023) and 2021 and 2022 TSR-PSUs (1,407 and 1,643, respectively, assuming target performance) and 2022 EPS-PSUs (862, assuming target performance), held by Mr. Young, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (c) the prorated portion of the 2022 stock options (273) held by Mr. Young, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period. Target performance with respect to 2021 TSR-PSUs is based on the assumption that the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.
- 15.) Represents the sum of (a) the outstanding number of the unvested 2019, 2020 and 2021 RSU grants (350, 701 and 4,343, respectively) held by Mr. Young, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2020 and 2022 EPS-PSUs held by Mr. Young (1,636 and 2,899, respectively, assuming target vesting per the relevant employment agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2020, 2021 and 2022 TSR-PSUs held by Mr. Young (3,272, 3,368 and 5,521, respectively, assuming actual performance vesting of 200% for 2020 TSR-PSUs that vested as of January 1, 2023, 155% for 2021 TSR-PSUs and 100% for 2022 TSR-PSUs based on the TSR Spread as of December 31, 2022 for the respective awards), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (d) the shares subject to the 2021 OCF-PSUs held by Mr. Young (4,341, assuming target vesting), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (e) the stock options (4,140) held by Mr. Young, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price.
- 16.) Represents the sum of (a) the outstanding number of the unvested 2019, 2020 and 2021 RSU grants (350, 701 and 1,448, respectively) held by Mr. Young, multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (b) the shares subject to the 2020 and 2022 EPS-PSUs held by Mr. Young (1,358 and 2,899, respectively, assuming actual performance vesting of 83% for 2020 EPS-PSUs and target performance for 2022 EPS-PSUs per the relevant employment

agreement), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; (c) the shares subject to the 2020, 2021 and 2022 TSR-PSUs held by Mr. Young (3,272, 2,170 and 5,521, respectively, assuming actual performance vesting of 200% for 2020 TSR-PSUs that vested as of January 1, 2023, 100% for 2021 TSR-PSU and 2022 TSR-PSUs, assuming target performance), multiplied by \$135.87, the closing market price of the Company's common stock as of December 31, 2022; and (d) the stock options (4,140) held by Mr. Young, multiplied by the excess of \$135.87, the closing market price of the Company's common stock as of December 31, 2022, over \$135.86, the exercise price. Target performance with respect to 2022 PSUs is referenced herein based on the assumption that the cumulative Adjusted EPS for fiscal years 2022, 2023 and 2024 will equal the three-year cumulative target performance and the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period. Target performance with respect to 2021 TSR-PSUs is based on the assumption that the TSR for the Company will equal the TSR for Russell 2000 Index for the three-year performance period.

Employment and Severance Agreements

Employment Agreement with Mr. Glastra

On April 21, 2017, the Company and Mr. Glastra entered into the CEO Employment Agreement. The initial term of the CEO Employment Agreement continued through July 27, 2019, following which the term automatically renews for successive one-year periods unless either party gives notice of non-extension no later than 90 days prior to the expiration of the then-applicable term. Pursuant to the terms of the Amended and Restated CEO Employment Agreement, the Company has certain obligations that become due in the event of termination or change of control.

Upon termination of Mr. Glastra's employment for any reason, Mr. Glastra or Mr. Glastra's estate is entitled to receive: (i) any portion of Mr. Glastra's annual base salary through the date of termination not theretofore paid, (ii) any business expenses owed to Mr. Glastra, and (iii) any amount arising from Mr. Glastra's participation in, or benefits under, any employee benefit plans, programs or arrangements (together referred to as "CEO Accrued Amounts").

If Mr. Glastra's employment is terminated by the Company without Cause (as described below) or by Mr. Glastra for Good Reason (as described below), then in addition to the payment of the CEO Accrued Amounts, the Company will: (i) pay Mr. Glastra an amount equal to 150% (or, if such termination occurs within 12 months after a Change in Control, as defined in the CEO Employment Agreement, 200%) of the sum of his base salary and his target bonus opportunity in substantially equal installments over 18 months (or 24 months if such termination occurs within 12 months after a Change in Control) in accordance with the Company's regular payroll practices; (ii) pay Mr. Glastra a pro rata portion of any performance-based cash incentive to which he would have been entitled had he remained employed by the Company; (iii) continue to provide Mr. Glastra and his eligible dependents with coverage under the Company's group health plans for up to 18 months (or, if such termination occurs within 12 months after a Change in Control, 24 months) following termination at the same levels and the same cost to Mr. Glastra as would have applied if his employment had not been terminated; (iv) a pro rata portion of all annual equity awards granted to Mr. Glastra (the "CEO Annual Equity Awards") subject to service-based vesting (which include his outstanding annual restricted stock units and stock options, if any) to become vested; and (v) cause a pro rata portion of any CEO Annual Equity Awards subject to performance-based vesting (which include his outstanding performance stock units) to continue to be eligible to become vested in accordance with their terms based on actual performance. Notwithstanding the foregoing, if such termination occurs while Mr. Glastra is unable to engage in substantial gainful activity that may reasonably be expected to result in Disability (as defined in the Amended and Restated CEO Employment Agreement), the Company will

cause all CEO Annual Equity Awards subject to service-based vesting to be fully vested and all CEO Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance. Further, if such termination occurs within 12 months after a Change in Control, the Company will cause all unvested equity awards held by Mr. Glastra to become vested, deeming that the Company will attain “target” performance levels (or such higher performance level as expressly contemplated by the applicable award agreement in the event of such termination) for purposes of awards subject to performance-based vesting. For further discussion of the treatment of Mr. Glastra’s equity awards upon a Change in Control or certain terminations of employment following a Change in Control, see the section entitled “Equity Awards” below.

If Mr. Glastra’s employment is terminated due to death or by the Company due to Disability, then in addition to the payment of the CEO Accrued Amounts, the Company will: (i) pay Mr. Glastra a pro rata portion of any performance-based cash incentive to which he would have been entitled had he remained employed by the Company, (ii) cause all CEO Annual Equity Awards subject to service-based vesting to become fully vested, and (iii) cause all CEO Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance.

Mr. Glastra is not entitled to any tax gross-up in the event that any payments due to him pursuant to the Amended and Restated CEO Employment Agreement or otherwise would be subject to an excise tax under Sections 280G and 4999 of the Code. Instead, Mr. Glastra is subject to a Section 280G “cutback” whereby any amounts subject to any such excise tax will be reduced to the extent necessary to avoid such excise tax if such reduction would result in a greater after-tax payment amount to Mr. Glastra.

The severance payments and benefits provided for in the Amended and Restated CEO Employment Agreement are subject to Mr. Glastra’s compliance with a non-competition and non-solicitation covenant through the date that is 18 months following termination and an indefinite confidentiality covenant. No severance payments will be made and no acceleration of vesting will occur following the date of any violation of any such covenants, unless Mr. Glastra cures such violation within 30 days of written notice thereof.

The severance payments and benefits are also subject to Mr. Glastra’s execution of a release of claims against the Company.

For purposes of the Amended and Restated CEO Employment Agreement, “Cause” is generally defined as (a) his willful failure to substantially perform the duties (other than any such failure resulting from disability or any inability to engage in any substantial gainful activity that could reasonably be expected to result in disability) which is not remedied within 30 days after receipt of written notice from the Company specifying such failure; (b) his willful failure to carry out or comply with, in any material respect, any lawful and reasonable directive of the Board of Directors of the Company not inconsistent with the terms of his employment agreement, which is not remedied within 30 days after receipt of written notice from the Company specifying such failure; (c) his commission at any time of any act or omission that results in, or may reasonably be expected to result in, a conviction, plea of no contest, plea of nolo contendere, or imposition of unadjudicated probation for any felony or crime involving moral turpitude; or (d) his unlawful use (including being under the influence) or possession of illegal drugs on the Company’s premises or while performing his duties and responsibilities under his employment agreement. For purpose of the Amended and Restated CEO Employment Agreement, “Good Reason” is generally defined as the occurrence of one or more of the following conditions without his consent: (a) a material diminution in his responsibilities, duties or authority or a material diminution in his title; (b) failure of the Company to make any material payment or provide any material benefit under his employment agreement; (c) the Company’s material breach of his employment agreement; or (d) a material relocation of his place of employment.

Employment Agreement with Mr. Buckley

On April 21, 2017, the Company and Mr. Buckley entered into the Amended and Restated CFO Employment Agreement, under which the term of Mr. Buckley's employment continued through February 22, 2018, following which the term automatically renews for successive one-year periods unless either party gives notice of non-extension no later than 90 days prior to the expiration of the then-applicable term. Pursuant to the terms of the Amended and Restated CFO Employment Agreement, there are certain obligations of the Company that become due in the event of termination or change of control. Upon termination of Mr. Buckley's employment for any reason, Mr. Buckley or Mr. Buckley's estate is entitled to receive: (i) any portion of Mr. Buckley's annual base salary through the date of termination not theretofore paid, (ii) any business expenses owed to Mr. Buckley, and (iii) any amount arising from Mr. Buckley's participation in, or benefits under, any employee benefit plans, programs or arrangements (together referred to as "CFO Accrued Amounts").

If Mr. Buckley's employment is terminated by the Company without Cause (as described below) or by Mr. Buckley for Good Reason (as described below), then in addition to the payment of the CFO Accrued Amounts, the Company will: (i) pay Mr. Buckley an amount equal to 150% of the sum of his base salary and his target bonus opportunity in substantially equal installments over 18 months following termination in accordance with the Company's regular payroll practices, provided that if such termination occurs within 12 months after a Change in Control (as defined in the Amended and Restated CFO Employment Agreement), then, in lieu of the foregoing amounts, the Company will pay Mr. Buckley a lump sum equal to 200% of the sum of his base salary and his target bonus opportunity; (ii) pay Mr. Buckley a pro rata portion of any performance-based cash incentive to which he would have been entitled had he remained employed by the Company; (iii) continue to provide Mr. Buckley and his eligible dependents with coverage under the Company's group health plans for up to 18 months (or, if such termination occurs within 12 months after a Change in Control, 24 months) following termination at the same levels and the same cost to Mr. Buckley as would have applied if his employment had not been terminated; (iv) cause a pro rata portion of all annual equity awards granted to Mr. Buckley (the "CFO Annual Equity Awards") subject to service-based vesting (which include his outstanding annual restricted stock units and stock options, if any) to become vested; and (v) cause a pro rata portion of any CFO Annual Equity Awards subject to performance-based vesting (which include his outstanding performance stock units) to continue to be eligible to become vested in accordance with their terms based on actual performance. Notwithstanding the foregoing, if such termination occurs while Mr. Buckley is unable to engage in substantial gainful activity that may reasonably be expected to result in Disability (as defined in the Amended and Restated CFO Employment Agreement), the Company will cause all CFO Annual Equity Awards subject to service-based vesting to be fully vested and all CFO Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance. Further, if such termination of employment occurs within 12 months after a Change in Control, the Company will cause all unvested equity awards held by Mr. Buckley to become vested, deeming that the Company will attain "target" performance levels (or such higher performance level as expressly contemplated by the applicable award agreement in the event of such termination) for purposes of awards subject to performance-based vesting. For further discussion of the treatment of Mr. Buckley's equity awards upon a Change in Control or certain terminations of employment following a Change in Control, see the section entitled "Equity Awards" below.

If Mr. Buckley's employment is terminated due to death or by the Company due to Disability, then in addition to the payment of the CFO Accrued Amounts, the Company will: (i) pay Mr. Buckley a pro rata portion of any performance-based cash incentive to which he would have been entitled had he remained employed by the Company, (ii) cause all CFO Annual Equity Awards subject to service-based vesting to become fully vested, and (iii) cause all CFO Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance.

Mr. Buckley is not entitled to any tax gross-up in the event any payments due to him pursuant to the Amended and Restated CFO Employment Agreement or otherwise would be subject to an excise tax imposed by Section 280G and 4999 of the Code. Instead, Mr. Buckley is subject to a Section 280G “cutback” whereby any amounts subject to any such excise tax will be reduced to the extent necessary to avoid such excise tax if such reduction would result in a greater after-tax payment amount to Mr. Buckley.

The severance payments and benefits provided for in the Amended and Restated CFO Employment Agreement are subject to Mr. Buckley’s compliance with a non-competition and non-solicitation covenant through the date that is 18 months following termination and an indefinite confidentiality covenant. No severance payments will be made and no acceleration of vesting will occur following the date of any violation of any such covenants, unless Mr. Buckley cures such violation within 30 days of written notice thereof.

The severance payments and benefits are also subject to Mr. Buckley’s execution of a release of claims against the Company.

As used in the Amended and Restated CFO Employment Agreement, “Cause”, “Change in Control” and “Good Reason” have substantially the same meaning as used in the Amended and Restated CEO Employment Agreement.

Employment Agreement with Ms. Welsh

On July 11, 2022, the Company entered into the Welsh Employment Agreement, under which the term of Ms. Welsh’s employment was set at an initial one-year term, with automatic extensions for successive one-year periods thereafter unless either party gives notice of non-extension no later than 90 days prior to the expiration of the then-applicable term. Pursuant to the terms of the Welsh Employment Agreement, there are certain obligations of the Company that may become due in the event of termination.

Upon termination of Ms. Welsh’s employment for any reason, Ms. Welsh or Ms. Welsh’s estate is entitled to receive: (i) any portion of Ms. Welsh’s annual base salary through the date of termination not theretofore paid, (ii) any business expenses owed to Ms. Welsh, and (iii) any amount arising from Ms. Welsh’s participation in, or benefits under, any employee benefit plans, programs or arrangements (together referred to as “Welsh Accrued Amounts”).

If Ms. Welsh’s employment is terminated by the Company without Cause (as described below) or by Ms. Welsh for Good Reason, then in addition to the payment of the Welsh Accrued Amounts, the Company will: (i) pay Ms. Welsh an amount equal to 150% (or, if such termination occurs within 12 months after a Change in Control, 200%) of the sum of her base salary and her target bonus opportunity in substantially equal installments over 18 months (or 24 months if such termination occurs within 12 months after a Change in Control, as defined in the Welsh Employment Agreement) in accordance with the Company’s regular payroll practices; (ii) pay Ms. Welsh a pro rata portion of any performance-based cash incentive to which she would have been entitled had she remained employed by the Company; (iii) continue to provide Ms. Welsh and her eligible dependents with coverage under the Company’s group health plans for up to 18 months (or, if such termination occurs within 12 months after a Change in Control, 24 months) following termination at the same levels and the same cost to Ms. Welsh as would have applied if her employment had not been terminated; (iv) cause a pro rata portion of all annual equity awards granted to Ms. Welsh (the “Welsh Annual Equity Awards”) subject to service-based vesting (which include her outstanding annual restricted stock units and stock options, if any) to become vested; and (v) cause a pro rata portion of any Welsh Annual Equity Awards subject to performance-based vesting (which include her outstanding performance stock units) to continue to be eligible to become vested in accordance with their terms based on actual performance. Notwithstanding the foregoing, if such termination occurs while Ms. Welsh is unable to engage in substantial gainful activity that may reasonably be expected to result in Disability

(as defined in the Welsh Employment Agreement), the Company will cause all Welsh Annual Equity Awards subject to service-based vesting to be fully vested and all Welsh Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance.

Further, if such termination occurs within 12 months after a Change in Control, the Company will cause all unvested equity awards held by Ms. Welsh to become vested, deeming that the Company will attain “target” performance levels (or such higher performance level as expressly contemplated by the applicable award agreement in the event of such termination) for purposes of awards subject to performance-based vesting. For further discussion of the treatment of Ms. Welsh’s equity awards upon a Change in Control or certain terminations of employment following a Change in Control, see the section entitled “Equity Awards” below.

If Ms. Welsh’s employment is terminated due to death or by the Company due to Disability, then in addition to the payment of the Welsh Accrued Amounts, the Company will: (i) pay Ms. Welsh a pro rata portion of any performance-based cash incentive to which she would have been entitled had she remained employed by the Company, (ii) cause all Welsh Annual Equity Awards subject to service-based vesting to become fully vested, and (iii) cause all Welsh Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance.

Ms. Welsh is not entitled to any tax gross-up in the event that any payments due to her pursuant to the Welsh Employment Agreement or otherwise would be subject to an excise tax under Sections 280G and 4999 of the Code. Instead, Ms. Welsh is subject to a Section 280G “cutback” whereby any amounts subject to any such excise tax will be reduced to the extent necessary to avoid such excise tax if such reduction would result in a greater after-tax payment amount to Ms. Welsh.

The severance payments and benefits provided for in the Welsh Employment Agreement are subject to Ms. Welsh’s compliance with a non-competition and non-solicitation covenant through the date that is 12 months following termination and an indefinite confidentiality covenant. No severance payments will be made and no acceleration of vesting will occur following the date of any violation of any such covenants, unless Ms. Welsh cures such violation within 30 days of written notice thereof.

The severance payments and benefits are also subject to Ms. Welsh’s execution of a release of claims against the Company. As used in the Welsh Employment Agreement, “Cause” and “Good Reason” have substantially the same meaning as used in the Amended and Restated CEO Employment Agreement.

Employment Agreement with Mr. Young

On April 21, 2017, the Company entered into the Young Employment Agreement, under which the term of Mr. Young’s employment was extended to December 8, 2017, with automatic extensions for successive one-year periods thereafter unless either party gives notice of non-extension no later than 90 days prior to the expiration of the then-applicable term. Pursuant to the terms of the Young Employment Agreement, there are certain obligations of the Company that become due in the event of termination.

Upon termination of Mr. Young’s employment for any reason, Mr. Young or Mr. Young’s estate is entitled to receive: (i) any portion of Mr. Young’s annual base salary through the date of termination not theretofore paid, (ii) any business expenses owed to Mr. Young, and (iii) any amount arising from Mr. Young’s participation in, or benefits under, any employee benefit plans, programs or arrangements (together referred to as “Young Accrued Amounts”).

If Mr. Young’s employment is terminated by the Company without Cause (as described below) or by Mr. Young for Good Reason, then in addition to the payment of the Young Accrued Amounts, the Company will: (i) pay Mr.

Young an amount equal to 150% (or, if such termination occurs within 12 months after a Change in Control, 200%) of the sum of his base salary and his target bonus opportunity in substantially equal installments for 18 months (or 24 months if such termination occurs within 12 months after a Change in Control, as defined in the Young Employment Agreement) in accordance with the Company's regular payroll practices; (ii) pay Mr. Young a pro rata portion of any performance-based cash incentive to which he would have been entitled had he remained employed by the Company; (iii) continue to provide Mr. Young and his eligible dependents with coverage under the Company's group health plans for up to 18 months (or, if such termination occurs within 12 months after a Change in Control, 24 months) following termination at the same levels and the same cost to Mr. Young as would have applied if his employment had not been terminated; (iv) cause a pro rata portion of all annual equity awards granted to Mr. Young (the "Young Annual Equity Awards") subject to service-based vesting (which include his outstanding annual restricted stock units and stock options, if any) to become vested; and (v) cause a pro rata portion of any Young Annual Equity Awards subject to performance-based vesting (which include his outstanding performance stock units) to continue to be eligible to become vested in accordance with their terms based on actual performance. Notwithstanding the foregoing, if such termination occurs while Mr. Young is unable to engage in substantial gainful activity that may reasonably be expected to result in Disability (as defined in the Young Employment Agreement), the Company will cause all Young Annual Equity Awards subject to service-based vesting to be fully vested and all Young Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance. Further, if such termination occurs within 12 months after a Change in Control, the Company will cause all unvested equity awards held by Mr. Young to become vested, deeming that the Company will attain "target" performance levels (or such higher performance level as expressly contemplated by the applicable award agreement in the event of such termination) for purposes of awards subject to performance-based vesting. For further discussion of the treatment of Mr. Young's equity awards upon a Change in Control or certain terminations of employment following a Change in Control, see the section entitled "Equity Awards" below.

If Mr. Young's employment is terminated due to death or by the Company due to Disability, then in addition to the payment of the Young Accrued Amounts, the Company will: (i) pay Mr. Young a pro rata portion of any performance-based cash incentive to which he would have been entitled had he remained employed by the Company, (ii) cause all Young Annual Equity Awards subject to service-based vesting to become fully vested, and (iii) cause all Young Annual Equity Awards subject to performance-based vesting to continue to be eligible to become vested in accordance with their terms based on actual performance.

Mr. Young is not entitled to any tax gross-up in the event that any payments due to him pursuant to the Young Employment Agreement or otherwise would be subject to an excise tax under Sections 280G and 4999 of the Code. Instead, Mr. Young is subject to a Section 280G "cutback" whereby any amounts subject to any such excise tax will be reduced to the extent necessary to avoid such excise tax if such reduction would result in a greater after-tax payment amount to Mr. Young.

The severance payments and benefits provided for in the Young Employment Agreement are subject to Mr. Young's compliance with a non-competition and non-solicitation covenant through the date that is 18 months following termination and an indefinite confidentiality covenant. No severance payments will be made and no acceleration of vesting will occur following the date of any violation of any such covenants, unless Mr. Young cures such violation within 30 days of written notice thereof.

The severance payments and benefits are also subject to Mr. Young's execution of a release of claims against the Company. As used in the Young Employment Agreement, "Cause" and "Good Reason" have substantially the same meaning as used in the Amended and Restated CEO Employment Agreement.

Equity Awards

Restricted Stock Units

Pursuant to the restricted stock unit award agreements under the Equity Plan (including, for avoidance of doubt, the one-time retention awards granted in 2021), the unvested restricted stock units under such agreements held by the NEOs on the date of a Change in Control that are not assumed or substituted by the successor entity will vest (or be exchanged for a cash payment) upon such Change in Control, subject to the executive's continued employment through the date of such Change in Control. If the RSUs are assumed by the successor entity in a Change in Control, such assumed RSUs will remain unvested and will vest in accordance with their terms, subject to accelerated vesting upon a termination of employment without Cause or for Good Reason (as defined in the relevant employment agreement) within 12 months following a Change in Control.

Stock Options

Pursuant to the stock option agreements under the Equity Plan, all outstanding unvested stock options held by the NEOs on the date of a Change in Control that are not assumed or substituted by the successor entity will vest (or be exchanged for a cash payment) upon such Change in Control, subject to the executive's continued employment through the date of such Change in Control. If such stock options are assumed by the successor entity in a Change in Control, such assumed stock options will remain unvested and will vest in accordance with their terms, subject to accelerated vesting upon a termination of employment without Cause or for Good Reason (as defined in the relevant employment agreement) within 12 months following a Change in Control.

Performance Stock Units

Pursuant to the performance stock unit award agreements under the Equity Plan (including, for the avoidance of doubt, the one-time retention awards granted in 2021), all outstanding performance stock units held by the NEOs will vest upon a termination of employment without Cause or for Good Reason (as defined in the relevant employment agreement) within 12 months following a Change in Control, subject to the terms of the named executive officer's employment agreements. See the section entitled "Employment and Severance Agreements" above for more information.

CEO Pay Ratio

Our CEO to median employee pay ratio is calculated in accordance with Item 402(u) of Regulation S-K. The Company identified the median employee by using a consistently applied compensation measure of “total gross compensation” for our employee population as of October 31, 2022, excluding our CEO. “Total gross compensation” includes regular earnings, overtime pay and overtime premium, equity compensation, commission, bonus and other cash incentive compensation, and allowances (car, housing, travel, meal, etc.) that are considered compensation. The Company did not make any assumptions, adjustments, or estimates with respect to total gross compensation, and did not annualize the compensation for any full-time employees that were not employed by the Company for the full year in 2022. The Company included all employees, whether employed on a full-time, part-time, or seasonal basis. As of October 31, 2022, our employee population consisted of approximately 3,000 individuals, with 44% of these individuals located in the United States, 46% located in Europe and 10% located in Asia. Using this methodology, the Company determined that our median employee was a full-time employee working in the United States.

As illustrated in the table below, our CEO to median employee pay ratio, inclusive of the CEO's 2022 retention award, is 160:1.

	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)	Ratio
CEO	\$ 730,703	\$ -	\$ 3,428,932	\$ 1,251,099	\$ 1,853,358	\$ 37,943	\$ 7,302,035	160
Median Employee	\$ 45,534	\$ -	\$ -	\$ -	\$ -	\$ 123	\$ 45,657	1

Pay Versus Performance Disclosure

Pay Versus Performance Table

In accordance with rules adopted by the SEC pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive compensation for our principal executive officer ("PEO") and our other NEOs (the "Non-PEO NEOs") and Company performance for the fiscal years listed below (the "Pay Versus Performance Table"). The Compensation Committee did not consider the pay versus performance disclosure below in making its executive compensation decisions for any of the years presented in this management proxy circular.

Year (a)	Summary Compensation Table Total for PEO \$(b)(1)	Compensation Actually Paid to PEO \$(c)(1)(2)(3)	Average Summary Compensation Table Total for Non-PEO NEOs \$(d)(1)	Average Compensation Actually Paid to Non- PEO NEOs \$(e)(1)(2)(3)	Value of Initial Fixed \$100 Investment Based on:		Net Income (\$ in thousands) (h)	Adjusted EBITDA (\$ in thousands) (i)(5)
					Total Shareholder Return \$(f)	Peer Group Total Shareholder Return \$(g)(4)		
2022	7,302,035	2,777,206	2,128,543	1,218,186	153.63	109.59	74,051	184,129
2021	12,375,690	24,517,738	4,197,681	8,123,250	199.38	137.74	50,331	152,736
2020	4,896,387	8,458,689	1,448,448	3,378,177	133.67	119.96	44,521	120,989

- 1.) Matthijs Glastra was our PEO for each year presented. The individuals comprising the Non-PEO NEOs for each year presented are listed below.

2020	2021	2022
Robert J. Buckley	Robert J. Buckley	Robert J. Buckley
Brian S. Young	Brian S. Young	Brian S. Young
		Michele D. Welsh

- 2.) The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company's NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 3 below.
- 3.) Compensation Actually Paid reflects the exclusions and inclusions of certain amounts for the PEO and the Non-PEO NEOs as set forth below. Equity values are calculated in accordance with ASC Topic 718. Amounts in the Exclusion of Stock Awards column are the totals from the Stock Awards columns set forth in the Summary Compensation Table, which reflect the fair market values of equity awards as of each grant date.

Year	Summary Compensation Table Total for PEO (\$)	Exclusion of Stock Awards for PEO (\$)	Inclusion of Equity Values for PEO (\$)	Compensation Actually Paid to PEO (\$)
2022	7,302,035	4,680,031	155,202	2,777,206
2021	12,375,690	9,970,028	22,112,076	24,517,738
2020	4,896,387	3,775,405	7,337,707	8,458,689

Year	Average Summary Compensation Table Total for Non-PEO NEOs (\$)	Average Exclusion of Stock Awards and Option Awards for Non-PEO NEOs (\$)	Inclusion of Average Equity Values for Non-PEO NEOs (\$)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2022	2,128,543	1,261,595	351,238	1,218,186
2021	4,197,681	3,202,912	7,128,481	8,123,250
2020	1,448,448	916,118	2,845,847	3,378,177

The amounts in the Inclusion of Equity Values in the tables above are derived from the amounts set forth in the following tables, using the fair market values of equity awards as of the end of the year for all outstanding unvested awards and as of the date of vesting for awards that vested during the year:

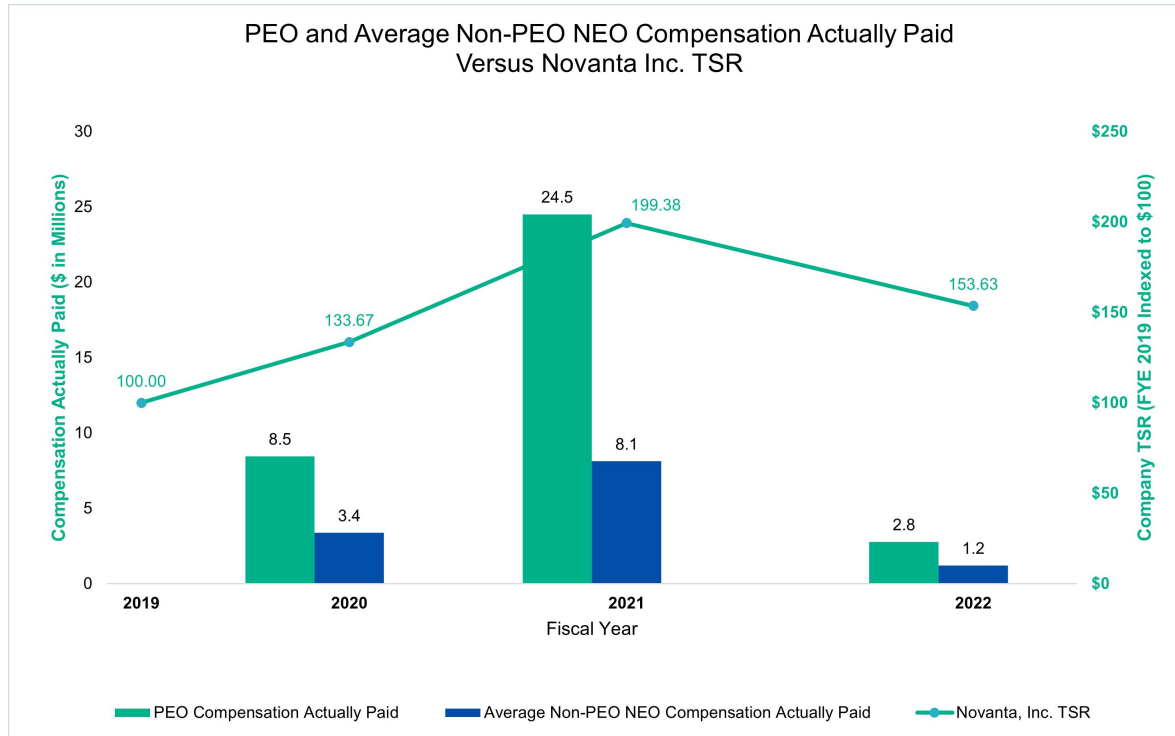
Year	Year-End Fair Value of Equity Awards Granted During Current Year That Remained Unvested as of Last Day of Current Year for PEO (\$)	Change in Fair Value from Last Day of Prior Year to Last Day of Current Year of Unvested Equity Awards for PEO (\$)	Change in Fair Value from Last Day of Prior Year to Vesting Date of Equity Awards That Vested During Current Year for PEO (\$)	Fair Value as of Last Day of Prior Year of Equity Awards Forfeited During Current Year for PEO (\$)	Total - Inclusion of Equity Values for PEO (\$)
2022	5,386,925	(4,393,507)	(838,216)	-	155,202
2021	13,766,568	6,348,761	1,996,747	-	22,112,076
2020	3,373,771	3,950,262	13,674	-	7,337,707

Year	Average Year-End Fair Value of Equity Awards Granted During Current Year That Remained Unvested as of Last Day of Current Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Last Day of Current Year of Unvested Equity Awards for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Equity Awards That Vested During Current Year for Non-PEO NEOs (\$)	Average Fair Value as of Last Day of Prior Year of Equity Awards Forfeited During Current Year for Non-PEO NEOs (\$)	Total - Average Inclusion of Equity Values for Non-PEO NEOs (\$)
2022	1,359,913	(848,158)	(160,517)	-	351,238
2021	4,376,963	1,523,957	1,227,561	-	7,128,481
2020	818,689	2,023,990	3,168	-	2,845,847

- 4.) The Peer Group TSR set forth in the Pay Versus Performance Table above utilizes Russell 2000 Index, which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report for the year ended December 31, 2022. The comparison assumes \$100 was invested in the Company and in the Russell 2000 Index, respectively, for the period starting December 31, 2019 through the end of each year presented. Historical stock performance is not necessarily indicative of future stock performance.
- 5.) We determined Adjusted EBITDA to be the most important financial performance measure used to link Company performance to Compensation Actually Paid to our PEO and Non-PEO NEOs in 2022. As described in the Compensation Discussion and Analysis section of this management proxy circular, Adjusted EBITDA is a non-GAAP financial performance measure used in our Senior Management Incentive Plan. The Company defines Adjusted EBITDA as the consolidated net income before deducting interest (income) expense, income taxes, depreciation, amortization, non-cash share-based compensation, restructuring, acquisition and divestiture related costs, acquisition fair value adjustments, costs directly related to employee COVID-19 testing, other non-operating income (expense) items, including foreign exchange gains (losses), write-off of unamortized deferred financing costs, and net periodic pension costs of the Company's frozen U.K. defined benefit pension plan. A reconciliation of the Adjusted EBITDA to the most comparable GAAP financial measure is provided in the tables at the end of the Company's Annual Report for the year ended December 31, 2022. Adjusted EBITDA may not have been the most important financial performance measure for years 2021 and 2020 and we may determine a different financial performance measure to be the most important financial performance measure in future years.

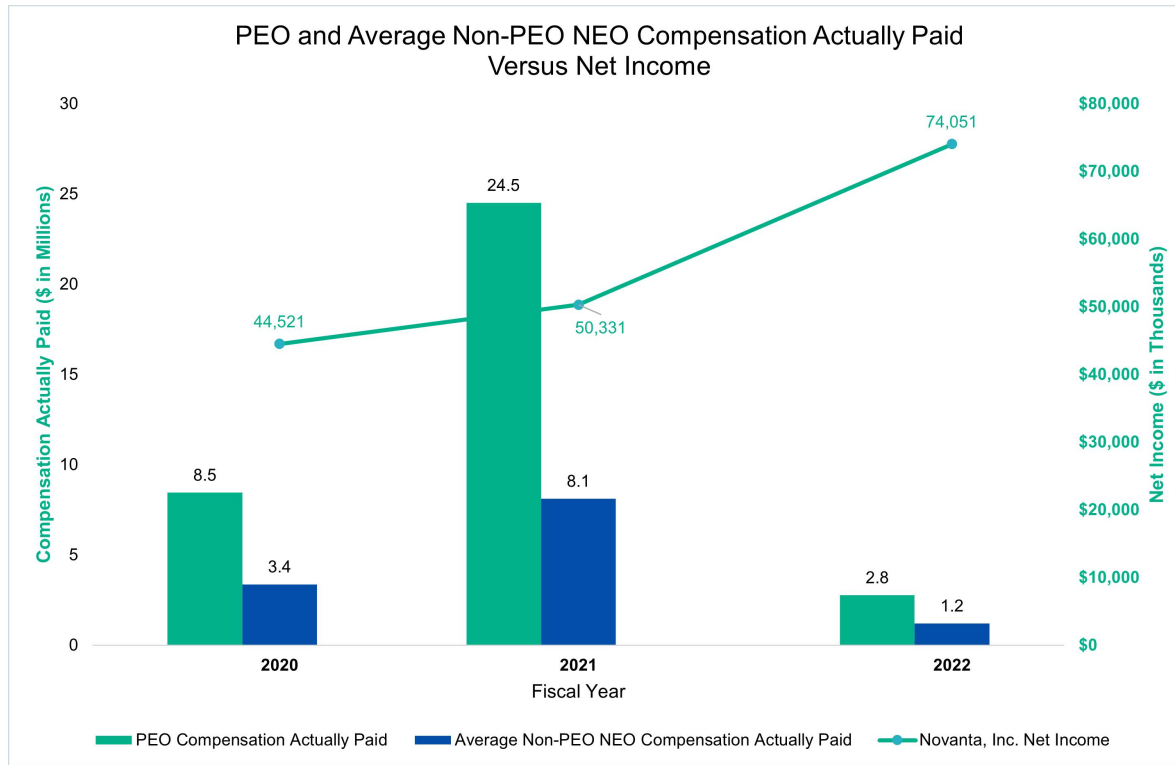
Comparison of Compensation Actually Paid and Company Total Shareholder Return (“TSR”)

The following chart illustrates the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and the Company’s cumulative TSR over the three most recently completed fiscal years.



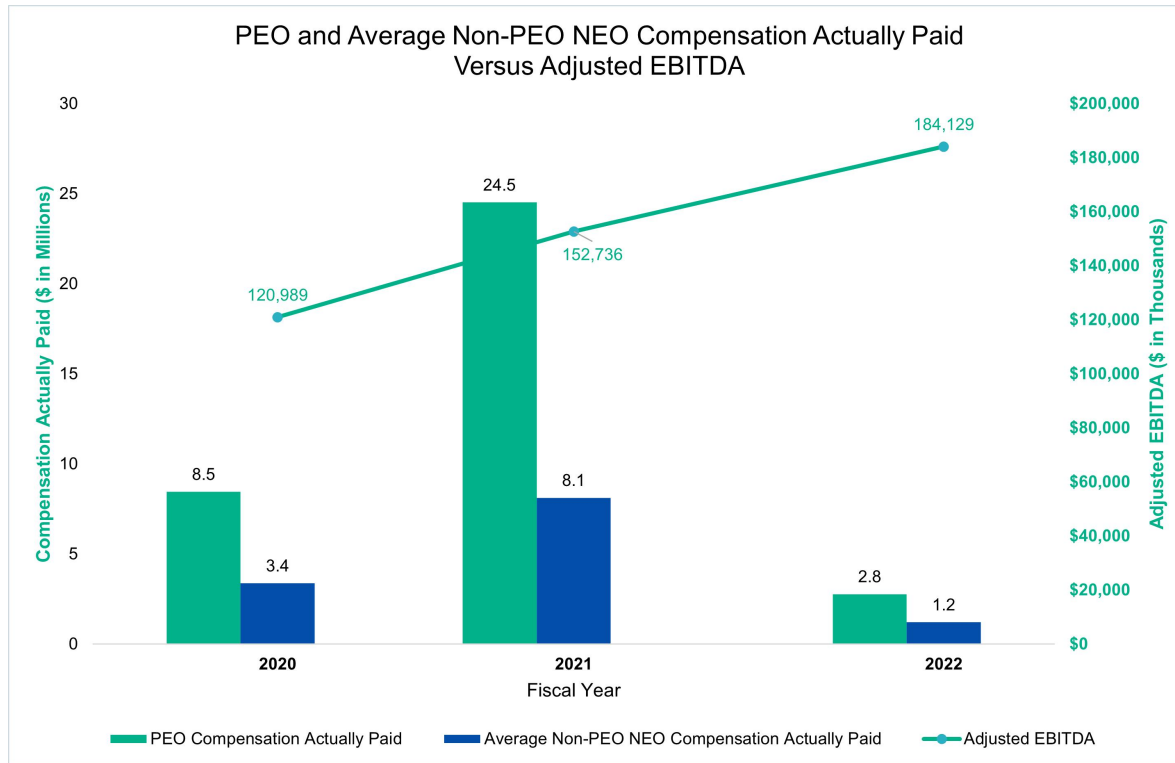
Comparison of Compensation Actually Paid and Company Net Income

The following chart illustrates the relationship between Compensation Actually Paid to our CEO, the average of Compensation Actually Paid to our Non-CEO NEOs, and our Net Income during the three most recently completed fiscal years.



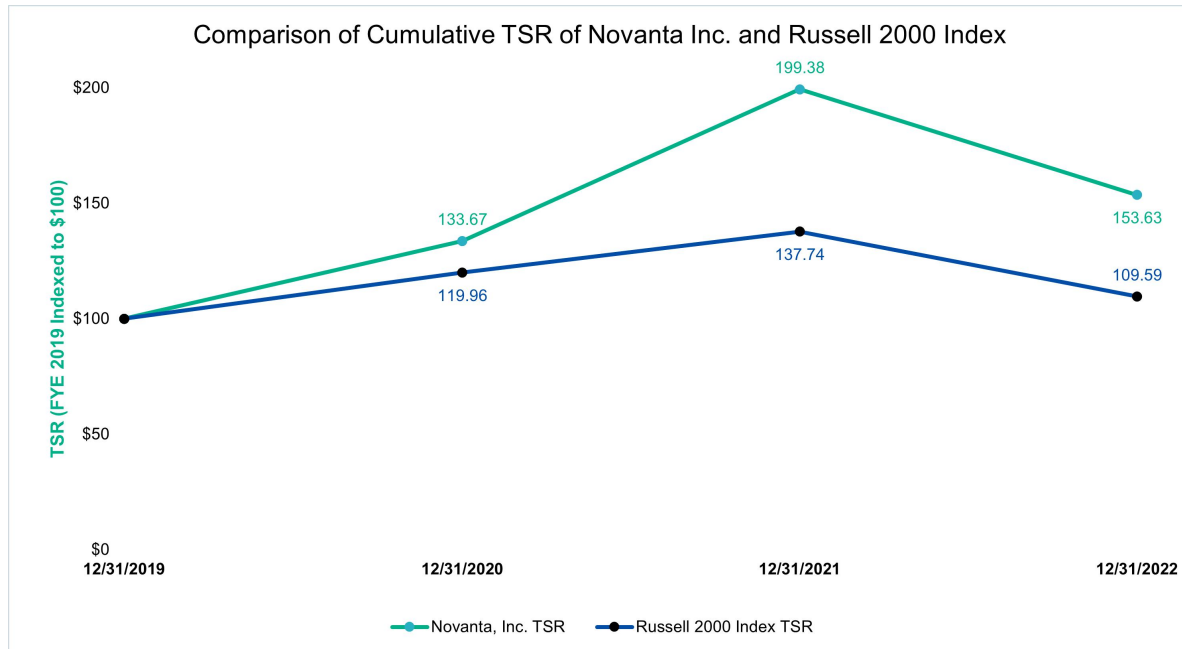
Comparison of Compensation Actually Paid and Company Adjusted EBITDA

The following chart illustrates the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and Adjusted EBITDA during the three most recently completed fiscal years.



Comparison of Company TSR and Peer Group TSR

The following chart compares our cumulative TSR over the three most recently completed fiscal years to that of the Russell 2000 Index over the same period.



Tabular List of Most Important Financial Performance Measures

The following table presents the financial performance measures that the Company considers to have been the most important in linking Compensation Actually Paid to our PEO and Non-PEO NEOs for 2022 to Company performance. The measures in this table are not ranked.

Performance Measures
Adjusted EBITDA
Adjusted EPS
Organic Revenue Growth
Relative Total Shareholder Return

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of the Company's common shares for: (1) each person (or group of affiliated persons) who is known by the Company to own beneficially more than 5% of the Company's outstanding common shares; (2) each of the Company's current directors; (3) each of the Company's executive officers; and (4) all current directors and executive officers of the Company as a group. The beneficial ownership of common shares with respect to our 5% shareholders is based on information available to the Company as of March 27, 2023, and with respect to our directors, executive officers, and all directors and executive officers as a group is as of March 27, 2023.

Beneficial ownership is determined in accordance with SEC rules and includes voting or investment power with respect to securities. Except as indicated by the footnotes below, the Company believes, based on the information furnished to it, that the persons and entities named in the table below have sole voting and investment power with respect to all common shares that they beneficially own, subject to applicable community property laws. All rights to acquire common shares within 60 days of March 27, 2023 are deemed to be outstanding and beneficially owned by the persons holding those rights for the purpose of computing the number of shares beneficially owned and the percentage ownership of that person. They are not, however, deemed to be outstanding and beneficially owned for the purpose of computing the percentage ownership of any other person. Percentage ownership of outstanding shares is based on 35,800,445 common shares outstanding as of March 27, 2023.

Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership (2)	Percentage of Common Shares
<i>5% Shareholders</i>		
BlackRock, Inc. (3)	4,226,644	11.8%
The Vanguard Group (4)	3,459,014	9.7%
<i>Directors and Executive Officers</i>		
Robert J. Buckley (5)	186,687	*
Matthijs Glastra (6)	154,114	*
Brian S. Young (7)	37,269	*
Thomas N. Secor (8)	33,541	*
Lonny J. Carpenter (9)	6,358	*
Maxine L. Mauricio (10)	3,054	*
Katherine A. Owen (11)	1,952	*
Frank A. Wilson (12)	1,886	*
Darlene J.S. Solomon, Ph.D. (13)	721	*
Barbara B. Hulit (14)	651	*
Michele D. Welsh (15)	—	*
All Directors and executive officers as a group (11 persons) (16)	426,233	1.2%

* Represents less than 1% of the outstanding common shares.

- 1) Unless otherwise indicated, the address of each shareholder is c/o Novanta Inc., 125 Middlesex Turnpike, Bedford, MA 01730, USA.
- 2) The information provided in this table is based on the Company's records, information supplied to the Company by its executive officers, directors and principal shareholders and information contained in Schedules 13D and 13G filed with the SEC, as applicable.

- 3) Pursuant to a Schedule 13G/A filed with the SEC on January 23, 2023 by BlackRock, Inc., BlackRock, Inc. may be deemed to beneficially own 4,226,644 common shares of the Company. BlackRock, Inc. has sole voting power over 4,176,368 shares and sole dispositive power over 4,226,644 shares. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055, USA.
- 4) Pursuant to a Schedule 13G/A filed with the SEC on February 9, 2023 by The Vanguard Group, The Vanguard Group may be deemed to beneficially own 3,459,014 common shares of the Company. The Vanguard Group has shared voting power over 59,931 shares, sole dispositive power over 3,363,109 shares, and shared dispositive power over 95,905 shares. The address of The Vanguard Group is 100 Vanguard Blvd, Malvern, PA 19355, USA.
- 5) Mr. Buckley is a named executive officer of the Company. Mr. Buckley owns 186,687 common shares directly, including 47,131 shares issuable upon exercise of options within 60 days of March 27, 2023. It excludes 6,242 unvested restricted stock units, 24,131 unvested annual performance stock units, 10,851 unvested retention related performance stock units, and 17,374 unvested options, which are subject to a risk of forfeiture in favor of the Company. Each restricted stock unit and stock option represents the right to receive one common share of the Company upon vesting. Each annual performance stock unit represents the right to receive up to two common shares of the Company upon vesting. Each retention related performance stock unit represents the right to receive up to one common share of the Company upon vesting. Mr. Buckley does not have voting rights or the right to receive dividends with respect to such awards until they are vested and settled in common shares.
- 6) Mr. Glastra is a named executive officer of the Company. Mr. Glastra owns 154,114 common shares directly, including 8,744 shares issuable upon exercise of options within 60 days of March 27, 2023 and 50,036 shares held by irrevocable trusts. The amount excludes 14,225 unvested restricted stock units, 64,295 unvested annual performance stock units, 21,703 unvested retention related performance stock units, and 46,645 unvested options, which are subject to a risk of forfeiture in favor of the Company. Each restricted stock unit and stock option represents the right to receive one common share of the Company upon vesting. Each annual performance stock unit represents the right to receive up to two common shares of the Company upon vesting. Each retention related performance stock unit represents the right to receive up to one common share of the Company upon vesting. Mr. Glastra does not have voting rights or the right to receive dividends with respect to such awards until they are vested and settled in common shares.
- 7) Mr. Young is a named executive officer of the Company. Mr. Young owns 37,269 common shares directly, including 1,380 shares issuable upon exercise of options within 60 days of March 27, 2023. It excludes 2,523 unvested restricted stock units, 9,899 unvested annual performance stock units, 4,341 unvested retention related performance units, and 6,963 unvested options, which are subject to a risk of forfeiture in favor of the Company. Each restricted stock unit and option represents the right to receive one common share of the Company upon vesting. Each annual performance stock unit represents the right to receive up to two common shares of the Company upon vesting. Each retention related performance stock unit represents the right to receive up to one common share of the Company upon vesting. Mr. Young does not have voting rights or the right to receive dividends with respect to such awards until they are vested and settled in common shares.
- 8) Mr. Secor is a member of the Board of Directors of the Company. Mr. Secor owns 33,541 common shares directly, including 32,077 deferred stock units that are fully vested and will convert into shares of common stock upon the date Mr. Secor ceases to be a director of the Company. The reported number excludes 464 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Mr. Secor does not have voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.

- 9) Mr. Carpenter is a member of the Board of Directors of the Company. Mr. Carpenter owns 6,358 common shares directly, including 3,794 deferred stock units that are fully vested and will convert into shares of common stock upon the date Mr. Carpenter ceases to be a director of the Company. The reported number excludes 464 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Mr. Carpenter does not have voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.
- 10) Ms. Mauricio is a member of the Board of Directors of the Company. Ms. Mauricio owns 3,054 common shares directly, including 1,790 deferred stock units that are fully vested and will convert into shares of common stock upon the date Ms. Mauricio ceases to be a director of the Company. The reported number excludes 464 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Ms. Mauricio does not have voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.
- 11) Ms. Owen is a member of the Board of Directors of the Company. Ms. Owen owns 1,952 common shares directly, including 1,208 deferred stock units that are fully vested and will convert into shares of common stock upon the date Ms. Owen ceases to be a director of the Company. The reported number excludes 464 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Ms. Owen does not have voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.
- 12) Mr. Wilson is a member of the Board of Directors of the Company. Mr. Wilson owns 1,886 shares directly, including 1,223 deferred stock units that are fully vested and will convert into shares of common stock upon the date Mr. Wilson ceases to be a director of the Company. The reported number excludes 464 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Mr. Wilson does not have voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.
- 13) Dr. Solomon is a member of the Board of Directors of the Company. Dr. Solomon owns 721 shares directly, including 721 deferred stocks units that are fully vested and will convert into shares of common stock upon the date Dr. Solomon ceases to be a director of the Company. The reported number excludes 721 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Dr. Solomon does not have any voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.
- 14) Ms. Hulit is a member of the Board of Directors of the Company. Ms. Hulit owns 651 shares directly, including 651 deferred stocks units that are fully vested and will convert into shares of common stock upon the date Ms. Hulit ceases to be a director of the Company. The reported number excludes 651 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023. Ms. Hulit does not have any voting rights or the right to receive dividends on these deferred stock units or restricted stock units until they are converted into common shares.
- 15) Ms. Welsh is a named executive officer of the Company. Ms. Welsh does not own any common shares directly, or shares issuable upon exercise of options within 60 days of March 27, 2023. Ms. Welsh's beneficial ownership position presented above excludes 3,987 unvested restricted stock units, 7,422 unvested annual performance stock units and 3,524 unvested options, which are subject to a risk of forfeiture in favor of the Company. Each unvested restricted stock unit and stock option represents the right to receive one common share of the Company upon vesting. Each annual performance stock unit represents the right to receive up to two common shares of the Company upon vesting. Ms. Welsh does

not have voting rights or the right to receive dividends with respect to such awards until they are vested and settled in common shares.

- 16) The amount includes an aggregate of 57,255 shares issuable upon exercise of options within 60 days of March 27, 2023. It excludes 26,977 unvested restricted stock units, 3,692 vested restricted stock units that will be settled in common shares more than 60 days after March 27, 2023, 142,642 unvested performance stock units and 74,506 unvested options, which are subject to a risk of forfeiture in favor of the Company. Each restricted stock unit and option represents the right to receive one common share of the Company upon vesting. The unvested performance stock units represent the aggregate right to receive up to 248,389 common shares of the Company upon vesting.

Equity Compensation Plan Information

The following table sets forth information regarding the Company's common shares that may be issued upon the exercise of rights under all of its existing equity compensation plans as of December 31, 2022:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Rights	Weighted-Average Exercise Price of Outstanding Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in First Column)
Equity Compensation Plans approved by security holders			
2010 Incentive Award Plan	703,046 (1)	\$72.18 (2)	2,063,234 (3)
<p>1) Includes 236,808 shares of common stock to be issued in respect of unvested RSUs outstanding as of December 31, 2022, 340,902 shares of common stock to be issued in respect of unvested PSUs (calculated at maximum performance) outstanding as of December 31, 2022, 83,934 shares of common stock subject to unexercised stock options outstanding as of December 31, 2022, 38,086 shares subject to fully vested deferred stock units granted to the members of the Company's Board of Directors which will convert into shares of common stock as of the date the respective director ceases to be a director of the Company, and 3,316 shares subject to fully vest restricted stock units granted to the member of the Company's Board of Directors that will be converted into shares of common stock on the first anniversary of the date of each grant. These awards were granted pursuant to the 2010 Incentive Award Plan which was initially approved by the Company's shareholders in November 2010 and later approved by the Company's shareholders, as amended and restated, in May 2021.</p> <p>2) Represents the weighted-average exercise price of options outstanding under the 2010 Incentive Award Plan. The weighted-average exercise price does not take into account the RSUs, PSUs and deferred stock units granted under the 2010 Incentive Award Plan.</p> <p>3) All shares of common stock available for issuance are reserved under the 2010 Incentive Award Plan and may be granted in the form of options, restricted stock, restricted stock units, performance stock units, performance awards, dividend equivalents, deferred stock, deferred stock units, stock payments and/or stock appreciation rights.</p>			

Certain Relationships and Related Party Transactions

The Board of Directors of the Company has adopted written related party transaction policies and procedures, setting forth the policies and procedures for the review and approval or ratification of related party transactions. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K, any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which the Company (including any of its subsidiaries) are or will be a participant, where the amount involved exceeds \$120,000 in any fiscal year and a related person has or will have a direct or indirect material interest.

Under the policy, the Company's Corporate Accounting Department is responsible for maintaining a list of related parties and distributing the list to responsible persons through the Company and its subsidiaries. Any potential related party transaction that is proposed to be entered into by an executive officer, director or nominee for election as director of the Company, or by any person or entity that is a related party by virtue of its relationship with the executive officer, director or director nominee, must be reported to the Chief Accounting Officer or the Chief Financial Officer by such executive officer, director or director nominee. In addition, any potential related party transaction that is proposed to be entered into by the Company must be reported to the Chief Accounting Officer or the Chief Financial Officer by the person at the Company responsible for such potential related party transaction. Any identified potential related party transactions are reviewed first by the Chief Accounting Officer or the Chief Financial Officer. The Chief Accounting Officer or the Chief Financial Officer must then determine, based on the facts and circumstances, whether such potential related party transactions do, in fact, constitute related party transactions requiring compliance with the policy. Should it be determined that a transaction or relationship is a related party transaction, the Chief Accounting Officer or the Chief Financial Officer will present to the Audit Committee each such related party transaction. The Audit Committee will review the material facts of all related party transactions and either approve or disapprove of the entry into the related party transaction. Where advance Audit Committee review of a related party transaction is not feasible, the transaction may be preliminarily entered into by management upon prior approval of the transaction by the Chair of the Audit Committee, subject to ratification of the transaction by the Audit Committee at the Audit Committee's next regularly scheduled meeting; provided that, if ratification does not occur, management must take all reasonable efforts to terminate, unwind, cancel or annul the transaction. In connection with its review of a related party transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction. If a related party transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the related party. Thereafter, the Audit Committee will periodically review and assess ongoing relationships with the related party. Any material amendment, renewal or extension of a transaction, arrangement or relationship previously reviewed under the policy will also be subject to subsequent review under the policy.

Other Matters

Delinquent 16(a) Reports

Section 16(a) of the Exchange Act requires the officers, directors and persons who own more than 10% of the Company's common shares to file reports of ownership and changes in ownership with the SEC. Based solely on a review of copies of Forms 3, 4 or 5 filed by the Company on behalf of its directors and officers, the Company believes that during and with respect to the year ended December 31, 2022, its officers, directors and greater than 10% shareholders complied with all applicable Section 16(a) filing requirements.

Directors and Officers Liability Insurance

At December 31, 2022, the Company maintained an entity and directors and officers liability insurance policy in the aggregate principal amount of \$60 million plus \$30 million of additional A-side coverages for non-indemnifiable claims for current officers and directors. The policy is subject to a \$2,000,000 deductible for each indemnifiable securities related loss, a \$1,500,000 deductible for all other indemnifiable related losses and a \$2,000,000 deductible for each merger objection related loss. For claims that are not indemnifiable, there is no deductible. The Company is obligated to pay all deductibles. The policy expires in July 2023. The annual premium for this policy was approximately \$793,293. This policy does not cover any actions or claims that occurred prior to July 23, 2010.

Indebtedness of Directors and Officers

Since the beginning of the year ended December 31, 2022, there has been no indebtedness to the Company by any director or officer or the family members or associates of any such person, other than amounts owing for purchases, subject to usual trade terms, and for other transactions in the ordinary course of business.

Shareholder Proposals for the 2024 Annual Meeting

We intend to file a proxy statement and WHITE proxy card with the SEC in connection with our solicitation of proxies for our 2024 annual meeting of shareholders. Shareholders may obtain our proxy statement (and any amendments and supplements thereto) and other documents as and when filed with the SEC without charge from the SEC's website at: www.sec.gov or on our website at: <https://investors.novanta.com/financials/annual-reports>.

Rule 14a-8 Proposals

Shareholder proposals intended for inclusion in next year's management proxy circular pursuant to SEC Rule 14a-8 for the 2024 annual meeting of shareholders must be received at the Company's principal executive offices on or before December 19, 2023. Unless otherwise required by law, shareholder proposals received after this date will not be included in next year's management proxy circular.

Proposals Not Intended for Inclusion in the Company's Proxy Materials

Shareholder proposals not intended for inclusion in next year's management proxy circular or notice of meeting, but which instead are sought to be presented directly at next year's annual meeting, will be considered untimely if received later than March 3, 2024. Proxies will confer discretionary authority with respect to such untimely proposals. In order to curtail controversy as to the date upon which such written notice is received by the Company, it is suggested that such notice be submitted by Certified Mail, Return Receipt Requested.

Nominations of Individuals for Election of Directors Using Proxy Access

Under the Company's Articles, a shareholder may propose a director candidate for inclusion in the Company's notice of meeting if the proposal is signed by one or more holders of shares representing in the aggregate not less than 5% of the common shares of the Company entitled to vote at the shareholders' meeting at which the nomination is to be presented. Any shareholder, as described in the preceding sentence, wishing to propose a director candidate for inclusion in the Company's notice of meeting must provide notice to the Company by February 10, 2024.

Nominations of Individuals for Election of Directors Not Intended for Inclusion in the Company's Proxy Materials under SEC Rule 14a-19

Notice of solicitation of proxies in support of director nominees not intended for inclusion in the Company's proxy materials pursuant to SEC Rule 14a-19 must be provided to the Company by March 11, 2024. The notice must comply with the requirements of Rule 14a-19.

Change in the Date of the 2024 Annual Meeting

In the event that the date of the 2024 annual meeting of shareholders is changed by more than 30 days from the date of the 2023 Annual Meeting, the Company will inform shareholders of such change and will indicate the new dates by which shareholder proposals must be received.

Householding

The Company's 2022 Annual Report, including audited financial statements for the fiscal year ended December 31, 2022, is being mailed to you along with this management proxy circular. In order to reduce printing and postage costs, Broadridge Investor Communication Services has undertaken an effort to deliver only one annual report and one management proxy circular to multiple shareholders sharing an address. This delivery method, called "householding," is not being used, however, if Broadridge has received contrary instructions from one or more of the shareholders sharing an address. If your household has received only one annual report and one management proxy circular, the Company will promptly deliver a separate copy of the annual report and the management proxy circular to any shareholder who sends a written request to Novanta Inc., 125 Middlesex Turnpike, Bedford, Massachusetts 01730, USA, Attention: Investor Relations or who calls our Investor Relations staff at 781-266-5137.

You can also notify Broadridge that you would like to receive separate copies of the Company's annual report and management proxy circular in the future by writing or calling your bank or broker. Even if your household has received only one annual report and one management proxy circular, a separate proxy form or voting instruction form, as applicable, should have been provided for each shareholder account. Each proxy form or voting instruction form, as applicable, should be signed, dated, and returned in the enclosed self-addressed envelope. If your household has received multiple copies of the Company's annual report and management proxy circular, you can request the delivery of single copies in the future by completing the enclosed consent, if applicable, or writing or calling Broadridge directly.

Information Concerning the Company

You may request, without charge, copies of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, including the financial statements and excluding exhibits, by writing to Investor Relations, Novanta Inc., 125 Middlesex Turnpike, Bedford, Massachusetts 01730, USA, or by calling 781-266-5137. A reasonable fee will be charged for copies of exhibits. You may also access the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 at the Company's website at <https://www.novanta.com>. You may also obtain such documents and additional information about the Company on SEDAR at www.sedar.com or on EDGAR at www.sec.gov. This information is not incorporated by reference into this management proxy circular.

Other Business

The Board of Directors knows of no business to be brought before the 2023 annual meeting other than as described in this management proxy circular. If other matters properly come before the shareholders at the meeting, it is the intention of the persons named on the proxy form to vote the shares represented thereby on such matters in accordance with their judgment.

Directors' Approval

The contents and the sending of this management proxy circular have been approved by the Company's Board of Directors.

By Order of the Board of Directors

/s/ Matthijs Glastra

Matthijs Glastra

Chair of the Board of Directors and Chief Executive Officer

Bedford, Massachusetts

April 7, 2023

PROXY FORM

Annual Meeting
Novanta Inc.

WHEN:
Wednesday, May 10, 2023 at 3:00 pm EDT

WHERE:
<https://www.virtualshareholdermeeting.com/NOVT2023>

STEP 1 REVIEW YOUR VOTING OPTIONS


ONLINE: VOTE AT **PROXYVOTE.COM** USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.

BY TELEPHONE: YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT: ENGLISH: 1-800-474-7493 OR FRENCH: 1-800-474-7501

BY MAIL: THIS PROXY FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR BEFORE VOTING.

SCAN TO VIEW MATERIAL AND VOTE NOW



©V502122020

CONTROL NO.:→

PROXY DEPOSIT DATE: May 8, 2023 at 3:00 pm EDT

The control number has been assigned to you to identify your shares for voting.

You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

INSTRUCTIONS:

- This Form of Proxy is solicited by and on behalf of the Board of Directors and management of the issuer.
- You have the right to appoint a person, who need not be a shareholder, other than the person(s) specified on the other side of this form to attend and act on your behalf at the Meeting. If you wish to appoint a person:
 - Write the name of your designate on the "Appointee" line and provide a unique APPOINTEE IDENTIFICATION NUMBER for your Appointee to access the Virtual Meeting in the space provided on the other side of this form, sign and date the form, and return it by mail, or
 - Go to ProxyVote.com and insert the name of your designate in the "Change Appointee(s)" section and provide a unique APPOINTEE IDENTIFICATION NUMBER on the voting site for your Appointee to access the Virtual Meeting.

You MUST provide your Appointee the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Virtual Meeting. Appointees can only be validated at the Virtual Meeting using the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter.

IF YOU DO NOT CREATE AN EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER AND PROVIDE IT TO YOUR APPOINTEE, YOUR APPOINTEE WILL NOT BE ABLE TO ACCESS THE VIRTUAL MEETING.
- This Form of Proxy confers discretionary authority to vote on amendments or variations to the matters identified in the notice of the Meeting and with respect to other matters that may properly be brought before the Meeting or any adjournment or postponement thereof.

This Form of Proxy will not be valid and not be acted upon or voted unless it is completed and delivered as outlined herein.
- If the shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this Form of Proxy. If you are voting on behalf of a corporation or another individual, documentation evidencing your power to sign this Form of Proxy with signing capacity stated may be required.
- In order to expedite your vote, you may use the Internet or a touch-tone telephone, and entering the control number noted above. The Internet or telephone voting service is not available on the day of the Meeting. The telephone system cannot be used if you designate another person to attend on your behalf.

If you vote by Internet or telephone, do not mail back this Form of Proxy.
- If the Form of Proxy is not dated, it will be deemed to bear the date on which it was mailed to the shareholder.
- This Form of Proxy will be voted as directed by the shareholder. **If no voting preferences are indicated on the reverse, this Form of Proxy will be voted as recommended on the reverse of this form or as stated in the management proxy circular, except in the case of your appointment of an Appointee.**
- Unless prohibited by law or you instruct otherwise, your Appointee(s) will have full authority to attend and otherwise act at, and present matters to the Meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or in the management proxy circular.
- If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, and the name and position of the person giving voting instructions on behalf of the body corporate.
- If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.
- This Form of Proxy should be read in conjunction with the accompanying management proxy circular.

PLEASE SEE OVER

PROXY FORM

Novanta Inc.

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MEETING TYPE: Annual Meeting
MEETING DATE: Wednesday, May 10, 2023 at 3:00 pm EDT
RECORD DATE: March 27, 2023
PROXY DEPOSIT DATE: May 8, 2023 at 3:00 pm EDT CUID:
ACCOUNT NO: CUSIP:

CONTROL NO.: →

STEP 2 APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): Robert Buckley, or failing him, Matthijs Glastra with full power of substitution

Change Appointee

If you wish to designate another person to attend, vote and act on your behalf at the Meeting, or any adjournment or postponement thereof, other than the person(s) specified above, go to www.proxyvote.com or print your name or the name of the other person attending the Meeting in the space provided herein and provide a unique APPOINTEE IDENTIFICATION NUMBER USING ALL BOXES for your Appointee to access the Virtual Meeting. You may choose to direct how your Appointee shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your Appointee will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the proxy form or the circular for the Meeting. You can also change your Appointee online at www.proxyvote.com.

You **MUST** provide your Appointee the EXACT NAME and an EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Virtual Meeting. Appointees can only be validated at the Virtual Meeting using the EXACT NAME and EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter below.

PLEASE PRINT APPOINTEE NAME INSIDE THE BOX
→ []
MAXIMUM 22 CHARACTERS - PLEASE PRINT CLEARLY

CREATE AN EIGHT (8) CHARACTER IDENTIFICATION NUMBER FOR YOUR APPOINTEE
→ [] [] [] [] [] [] [] []
MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CLEARLY

E-R2

STEP 3 COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES (FILL IN ONLY ONE BOX "FOR" PER ITEM IN BLACK OR BLUE INK)

ELECTION OF DIRECTORS:

- 1A Election of Director: Lonny J. Carpenter **FOR** WITHHOLD
[] []
- 1B Election of Director: Matthijs Glastra **FOR** WITHHOLD
[] []
- 1C Election of Director: Barbara B. Hult **FOR** WITHHOLD
[] []
- 1D Election of Director: Maxine L. Mauricio **FOR** WITHHOLD
[] []
- 1E Election of Director: Katherine A. Owen **FOR** WITHHOLD
[] []
- 1F Election of Director: Thomas N. Secor **FOR** WITHHOLD
[] []
- 1G Election of Director: Darlene J.S. Solomon **FOR** WITHHOLD
[] []
- 1H Election of Director: Frank A. Wilson **FOR** WITHHOLD
[] []
- 02 Approval, on an advisory (non-binding) basis, of the Company's executive compensation. **FOR** AGAINST ABSTAIN
[] [] []
- 03 To appoint PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to serve until the 2024 Annual Meeting of Shareholders. **FOR** WITHHOLD
[] []

STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED

SIGNATURE(S) *INVALID IF NOT SIGNED* [] [] [] [] [] [] [] []
M M D D Y Y