

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

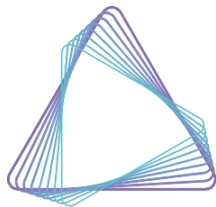
**SCHEDULE 14A INFORMATION**

**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:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input checked="" type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Pursuant to section 240.14a-12



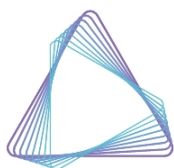
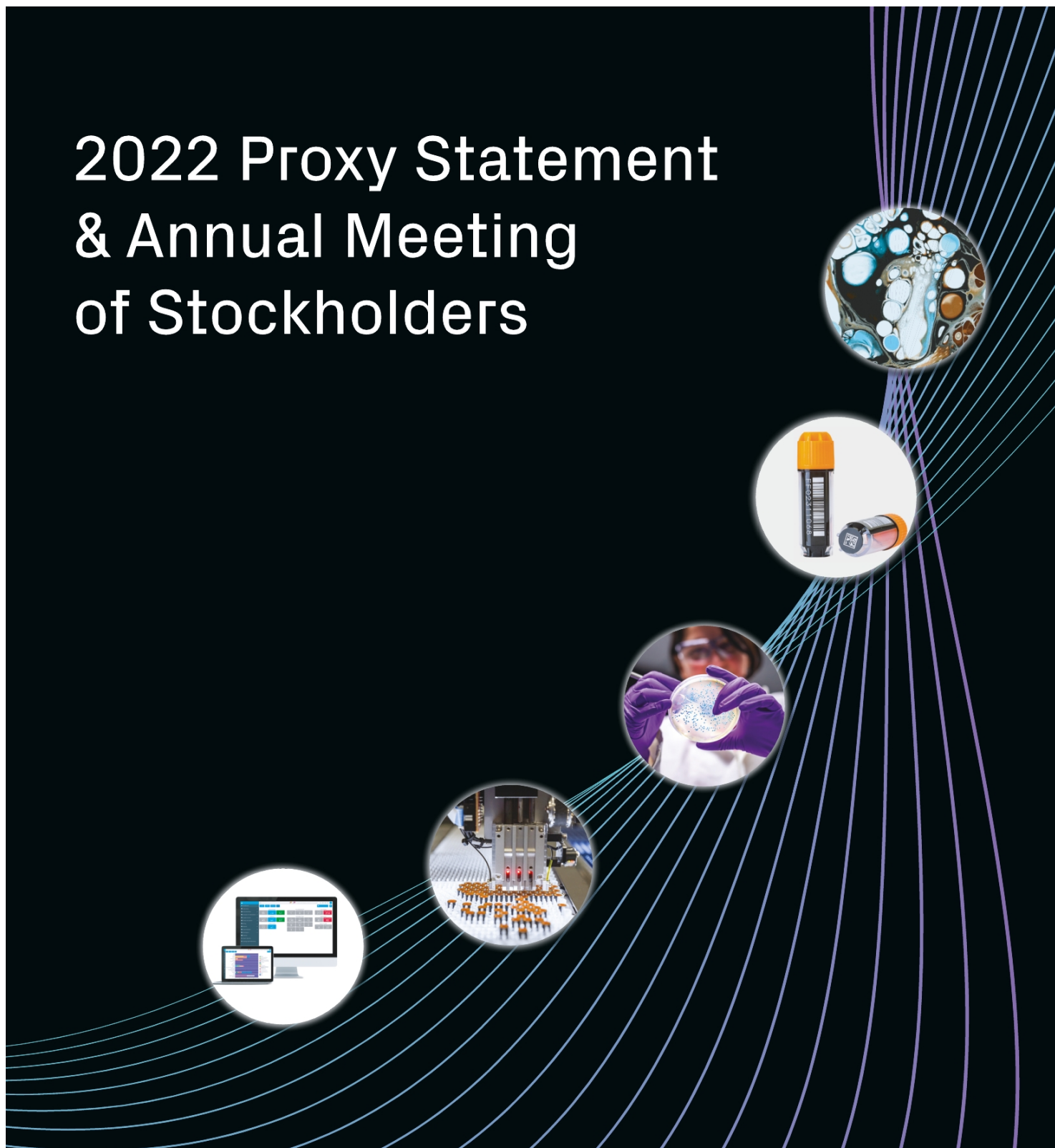
**AZENTA**  
LIFE SCIENCES

**AZENTA, INC.**

*(Name of Registrant as Specified in Its Charter)*  
*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

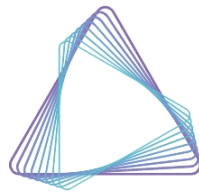
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# 2022 Proxy Statement & Annual Meeting of Stockholders



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## Notice of Annual Meeting of Stockholders of Azenta, Inc.

**Tuesday, January 31, 2023**

**10:00 a.m. Eastern Time,  
Virtual-Only Meeting**

**RECORD DATE: December 12, 2022**

### MEETING AGENDA

- To elect ten director nominees
- To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers as disclosed in this proxy statement
- To ratify PricewaterhouseCoopers LLP as the Company's independent registered accounting firm for the 2023 fiscal year

The stockholders will also act on any other business as may properly come before the meeting.

### How to Vote Your Shares



You may submit proxies by completing, signing and dating the proxy card and mailing it in the accompanying pre-addressed envelope.



You may submit proxies by telephone until 11:59 p.m. (Eastern Time) on January 30, 2023 for shares held directly and until 11:59 p.m. (Eastern Time) on January 28, 2023 for shares held in a Plan by calling 1-800-690-6903. The proxy card includes instructions on submitting proxies by telephone.



You may submit proxies using the Internet until 11:59 p.m. (Eastern Time) on January 30, 2023 for shares held directly and until 11:59 p.m. (Eastern Time) on January 28, 2023 for shares held in a Plan by visiting [www.proxyvote.com](http://www.proxyvote.com). The proxy card includes instructions on submitting proxies using the Internet.

If you hold shares in a brokerage account, you should follow the instructions provided by your broker to vote your shares by mail, telephone or electronically via the Internet.

All stockholders of Azenta, Inc. are cordially invited to attend the Annual Meeting. To ensure your representation at the Annual Meeting we urge you to complete a proxy telephonically, electronically or by mail, if you requested a proxy statement be mailed to you as described in the proxy statement.

By Order of the Board of Directors

JASON W. JOSEPH,  
*Senior Vice President, General Counsel and Secretary*  
Burlington, Massachusetts  
December 21, 2022

**Important Notice Regarding Availability of Proxy Materials for the Annual Meeting to be held on January 31, 2023. On December 21, 2022 we began mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement for our 2023 Annual Meeting of Stockholders and our annual report. The Notice, the attached proxy statement and our Annual Report on Form 10-K for the fiscal year ended September 30, 2022 are available on our website at [www.azenta.com](http://www.azenta.com). They are also available to stockholders without charge upon written request addressed to Investor Relations, Azenta, Inc., 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, Massachusetts 01803, which is the mailing address of the Company's principal executive offices. In addition, you may access these materials at [www.proxyvote.com](http://www.proxyvote.com), which does not have "cookies" that identify visitors to the site.**

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# AZENTA, INC. PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JANUARY 31, 2023

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board of Directors" or the "Board") of Azenta, Inc., a Delaware corporation ("we", "us", "Azenta" or the "Company"), for use at the Annual Meeting of Stockholders to be held in a virtual-only format, solely by means of remote communication, on January 31, 2023, at 10:00 a.m., Eastern Time, and at any adjournment or postponement thereof (the "Annual Meeting").

We have designed the format of the Annual Meeting to provide stockholders the same rights and opportunities to participate as they would at an in-person meeting.

We expect that this proxy statement and the accompanying proxy materials will first be made available to stockholders on or about December 21, 2022; on the same day, we will begin sending the Notice Regarding the Availability of Proxy Materials to all stockholders entitled to vote at the Annual Meeting.

## Access to the Audio Webcast of the Annual Meeting

The live audio webcast of the Annual Meeting will begin promptly at 10:00 a.m. Eastern Time. Online access to the audio webcast will open 15 minutes prior to the start of the Annual Meeting to allow time for you to log-in and test your device's audio system. The virtual Annual Meeting is running the most updated version of the applicable software and plugins. You should ensure you have a strong Internet connection wherever you intend to participate in the Annual Meeting. You should also allow plenty of time to log in and ensure that you can hear streaming audio prior to the start of the Annual Meeting.

**Log-in Instructions.** To be admitted to the virtual Annual Meeting, you will need to log-in at [www.virtualshareholdermeeting.com/AZTA2023](http://www.virtualshareholdermeeting.com/AZTA2023) using the 16-digit control number found on the proxy card or voting instruction card previously mailed or made available to stockholders entitled to vote at the Annual Meeting.

**Technical Assistance.** Beginning 15 minutes prior to, and during, the Annual Meeting, we will have support available to assist stockholders with any technical difficulties they may have accessing or hearing the Annual Meeting. If you encounter any difficulty accessing, or during, the Annual Meeting, please call the support team at the number listed on our website at [www.Azenta.investorroom.com](http://www.Azenta.investorroom.com) (2023 Annual Meeting Material).

**Voting Prior to or at the Annual Meeting.** An online portal is available to stockholders at [www.proxyvote.com](http://www.proxyvote.com) where you can view and download our proxy materials and 2022 Annual Report and vote your shares in advance of the Annual Meeting. You may vote your shares during the Annual Meeting (up until the closing of the polls) by following the instructions available at [www.virtualshareholdermeeting.com/AZTA2023](http://www.virtualshareholdermeeting.com/AZTA2023) during the Annual Meeting.

Shares may be voted via the original proxy card or pursuant to the instructions for submitting your proxy via the Internet or telephone that are included in the proxy materials.

**Submitting Questions at the Annual Meeting.** Stockholders may submit questions for the Annual Meeting after logging in. If you wish to submit a question, you may do so by logging into the virtual meeting platform at [www.virtualshareholdermeeting.com/AZTA2023](http://www.virtualshareholdermeeting.com/AZTA2023), typing your question into the "Ask a Question" field, and clicking "Submit." Please submit any questions before the start time of the meeting.

Appropriate questions related to the business of the Annual Meeting (the proposals being voted on) will be answered during the Annual Meeting, subject to time constraints. Any such questions that cannot be answered during the Annual Meeting due to time constraints will be posted and answered at [www.azenta.investorroom.com](http://www.azenta.investorroom.com) (2023 Annual Meeting Material) as soon as practical after the Annual Meeting. Additional information regarding the ability of stockholders to ask questions during the Annual Meeting, related to rules of conduct and other materials for the Annual Meeting will be available at [www.azenta.investorroom.com](http://www.azenta.investorroom.com) (2023 Annual Meeting Material).

**Our Annual Report on Form 10-K for the fiscal year ended September 30, 2022, as filed with the Securities and Exchange Commission ("SEC"), is included as the Annual Report to Stockholders being made available to our stockholders with this proxy statement. It is also available to stockholders without charge upon written request addressed to Investor Relations, Azenta, Inc., 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, Massachusetts 01803, which is the mailing address of the Company's principal executive offices, and, as noted below, it can also be obtained via the Internet. Exhibits will be provided upon written request and payment of an appropriate processing fee.**

## GENERAL INFORMATION

## GENERAL INFORMATION

### Record Date, Voting Rights and Outstanding Shares

Only stockholders of record at the close of business on December 12, 2022 will be entitled to receive notice of, and to vote at, the Annual Meeting. As of that date, there were outstanding and entitled to vote 69,054,048 shares of our common stock, \$.01 par value (the "Common Stock"). Each stockholder is entitled to one vote for each share of Common Stock held of record on that date and may vote such shares either at the Annual Meeting or by proxy. Beginning 15 minutes prior to, and during, the Annual Meeting, a complete list of our stockholders of record will be available for viewing by stockholders for any purpose germane to the meeting at [www.azenta.investorroom.com](http://www.azenta.investorroom.com) (2023 Annual Meeting Material). A list of our registered holders as of the close of business on the record date will be made available to stockholders during the 10 days prior to the Annual Meeting; to access such list of registered holders, email Jason W. Joseph, Senior Vice President, General Counsel and Secretary of the Company, at [Jason.Joseph@azenta.com](mailto:Jason.Joseph@azenta.com). Stockholders submitting any such request will be asked to include the 16-digit control number found on the proxy card, voting instruction card or Notice of Internet Availability of Proxy Materials previously mailed or made available to stockholders entitled to vote at the Annual Meeting.

### Electronic Distribution

This proxy statement, our Annual Report on Form 10-K for the fiscal year ended September 30, 2022 and the proxy card are available at: [www.proxyvote.com](http://www.proxyvote.com).

### Solicitation

The proxy relating to the Annual Meeting is solicited on behalf of our Board of Directors, and we will bear the cost of such solicitation. Our officers and regular employees may solicit proxies by correspondence, telephone or in person, without extra compensation. We may also pay to banks, brokers, nominees, certain other fiduciaries and institutions their reasonable expenses incurred in forwarding proxy materials to the beneficial owners of the securities held by them and obtaining authority to execute proxies.

### Quorum and Required Vote

The holders of a majority of the outstanding shares of Common Stock entitled to vote, present virtually or represented by proxy, will constitute a quorum at the Annual Meeting. Abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum. "Broker non-votes" are shares held by brokers or nominees that are present virtually or represented by proxy at the Annual Meeting, but not voted on a particular matter because (i) instructions have not been received from the beneficial owner and (ii) the brokers do not have discretionary voting authority to vote on such matter or the broker chooses not to vote on a matter for which it does have discretionary voting authority. A broker may not vote on "non-routine" matters without receiving specific voting instructions from the beneficial owner.

### Broker discretionary voting

If shares are held by a broker, the broker will ask the beneficial owner for instructions to vote the shares. If instructions are provided, the broker must vote the shares as directed. If instructions are not provided, the broker's ability to vote the shares depends on the proposal. At the Annual Meeting and any and all adjournments or postponements thereof, brokers may submit a vote on the ratification of the appointment of the independent registered accounting firm even if it does not receive instructions from the beneficial owner. For all other proposals, including the election of directors and matters related to executive compensation, the broker may not vote unless the broker receives specific instructions from the beneficial owner. We urge each stockholder to provide instructions to their broker so that their votes may be counted on these important matters.

### Proposal No. 1: Election of Directors for a One-Year Term

For the election of directors, you may either vote "for" a director or "withhold" your vote for such director. An affirmative vote of a plurality of votes properly cast, virtually at the Annual Meeting or by proxy, is required for the election of each of the nominees. Votes that are withheld will not be included in the vote tally for the election of the directors. Broker non-votes will have no effect on the voting outcome with respect to the election of directors.

### Proposal No. 2: Advisory Vote on Executive Compensation

For the advisory vote to approve executive compensation, you may either vote "for," "against" or "abstain." Although this proposal asks for a non-binding, advisory vote, we will consider an affirmative vote of a majority of the votes cast affirmatively or negatively as approval of Proposal No. 2. We value the opinions expressed by our stockholders in this advisory vote, and our Human Resources and



Compensation Committee, which is responsible for overseeing and administering our executive compensation programs, will consider the outcome of the vote when designing our executive compensation programs and making future compensation decisions for our named executive officers. Abstentions and broker non-votes, if any, will not have any effect on the results of those deliberations.

***Proposal No. 3: Ratification of the Company's Independent Registered Public Accounting Firm***

For the proposal to ratify the selection of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the 2023 fiscal year, you may either vote "for," "against" or "abstain." An affirmative vote of a majority of the votes cast affirmatively or negatively is required to approve Proposal No. 3. Abstentions will have no effect on the results of the vote on Proposal No. 3. We do not expect there will be any broker non-votes on this matter as the approval of Proposal No. 3 is considered to be routine and a broker or other nominee is generally empowered to vote on such routine proposals, however, if there are any broker non-votes they will not affect the voting outcome.

**Voting of Proxies**

***General***

If your shares of Common Stock are registered directly in your name with our transfer agent, Computershare, Inc., you are considered the *stockholder of record*, or *record holder*, of those shares. In that case these proxy materials have been sent directly to you and you have the right with these proxy materials to grant your proxy directly to Azenta or to vote virtually at the Annual Meeting or by mail, telephone or via the Internet as described below.

If your shares of Common Stock are held in a brokerage account (street name) or by another person on your behalf, you are considered to be the *beneficial owner* of those shares, and these proxy materials are being forwarded to you by your broker or other nominee together with a voting instruction card, and you are also invited to attend the Annual Meeting.

***Proxies Without Voting Instructions***

Proxies that are properly submitted and dated but which do not contain voting instructions will be voted for the election of the nominees as directors described in this proxy statement, for the approval of the non-binding vote on executive compensation and for the ratification of the selection of PwC as the Company's independent registered accounting firm for the 2023 fiscal year. If any other matters properly come before the Annual Meeting, proxies will be voted by the authorized proxies in accordance with their best judgment.

***Voting Shares held through Broker by Proxy***

If your shares of Common Stock are held by your broker, your broker will vote your shares for you if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker on a voting instruction card regarding how to instruct your broker to vote your shares. In the absence of such instructions, the broker will be able to vote your shares on matters with respect to which it has discretionary voting power. The broker will have discretionary voting power only with respect to the ratification of the selection of PwC as the Company's independent registered public accounting firm for the 2023 fiscal year, but not with respect to the election of the ten nominees for director or the advisory vote on executive compensation.

***Voting of Shares held through Broker at the Annual Meeting***

If your shares of Common Stock are held by your broker or other nominee and you wish to vote those shares at the Annual Meeting, you must obtain from the broker or other nominee holding your shares a properly executed legal proxy, identifying you as a stockholder, authorizing you to act on behalf of the broker or other nominee at the Annual Meeting and specifying the number of shares with respect to which the authorization is granted.

***Other Matters***

If you sign and return the enclosed proxy card or vote your shares over the telephone or via the Internet, you grant to the persons named in the proxy the authority to vote in their discretion on any other matters that may properly come before the Annual Meeting, including any adjournment or postponement thereof. Other matters that may be properly brought before the Annual Meeting, unless otherwise provided in our certificate of incorporation or by-laws or by statute, will be approved if they receive a majority of the votes properly cast on the matter. Our management does not presently know of any other matters to be brought before the Annual Meeting.

## GENERAL INFORMATION

**Voting Procedures**

There are several ways in which you or your representative can vote your shares, as follows:



Stockholders of record may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-addressed envelope. Stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, may vote by mail by completing, signing and dating the voting instruction card provided by their broker, trustee or nominee and mailing it in the accompanying pre-addressed envelope.



Stockholders of record may submit proxies by telephone until 11:59 p.m. (Eastern Time) on January 30, 2023 for shares held directly and until 11:59 p.m. (Eastern Time) on January 28, 2023 for shares held in a Plan. The proxy card includes instructions on submitting proxies by telephone. Most stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, may vote by telephone by calling the number specified on the voting instruction card provided by their broker, trustee or nominee. Please see the voting instruction card for telephone voting availability.



Stockholders of record may submit proxies using the Internet until 11:59 p.m. (Eastern Time) on January 30, 2023 for shares held directly and until 11:59 p.m. (Eastern Time) on January 28, 2023 for shares held in a Plan by visiting [www.proxyvote.com](http://www.proxyvote.com). The proxy card includes instructions on submitting proxies using the Internet. Most stockholders who are the beneficial owners of shares held in a brokerage account, or by another person on their behalf, may vote using the Internet by following the instructions on the voting instruction card provided by their broker, trustee or nominee. Please see the voting instruction card for Internet voting availability.

**Revocation of Proxies**

Signing the enclosed proxy card or otherwise submitting one's proxy will not prevent a record holder from voting at the Annual Meeting or otherwise revoking the proxy. A record holder may revoke a proxy at any time before the Annual Meeting in the following ways:

- filing with our corporate secretary, before the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy;
- authorizing a later dated proxy relating to the same shares and delivering it to us before the vote at the Annual Meeting; or
- attending the Annual Meeting virtually and voting, although attendance at the meeting will not by itself constitute a revocation of the proxy.

Record holders should send any written notice of revocation or subsequent proxy to our corporate secretary at 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, Massachusetts 01803 before the vote at the Annual Meeting.

**Proxy Materials Available via the Internet*****Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on January 31, 2023***

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners, which will instruct you as to how you may access and review all of the proxy materials on the Internet. The Notice also instructs you as to how you may submit your proxy on the Internet. If you would like to receive a paper copy of our proxy materials, you may request them without charge upon written request addressed to Company Secretary, Azenta, Inc., 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, Massachusetts 01803, which is the mailing address of the Company's principal executive offices.



# CORPORATE GOVERNANCE

## Board of Directors

The Board of Directors has responsibility for establishing broad corporate policies and reviewing overall performance rather than day-to-day operations. The Board's primary responsibility is to oversee management and, in so doing, to serve the Company's and its stockholders' best interests while also promoting corporate social responsibility. Management keeps the directors informed of our activities through regular written reports and presentations at Board and Committee meetings. The Board has adopted the Corporate Governance Guidelines that are publicly available on our website at [www.azenta.com](http://www.azenta.com). The guidelines call for, among other things, the maintenance of Board leadership that is separate from the Company's executive leadership, whether that comes in the form of an independent chairman or an independent lead director. The independent chairman presides over the regularly held executive sessions of the Board, noted below, at which the chief executive officer is not present. Each director is required to stand for election annually.

The Board has assessed each of the ten nominees for director against the SEC and the Nasdaq Stock Market standards for independence and determined that Messrs. Martin and Casal, Professor Palepu, Drs. Nova and Rosenblatt, and Ms. Davis, McLaughlin, Puhy and Zane, nine of the ten director nominees, meet the general definition of an independent director as defined by the Nasdaq Stock Market. The Board has further determined that all members of the Audit Committee (among others) meet the Nasdaq Stock Market's stricter definition of independence required for members of an Audit Committee and determined that each member of the Audit Committee qualifies as an audit committee financial expert.

The Board of Directors held ten meetings during the fiscal year ended September 30, 2022 and took action four times by written consent. Each current director attended at least 75% of the meetings of the Board of Directors and of committees of which he or she was a member held while he or she was a director during the last fiscal year. In connection with each of the Board's four regularly scheduled meetings, all non-employee members of the Board met in executive session without the chief executive officer being present.

The Board of Directors encourages stockholders to communicate with our senior management and directly with members of the Board of Directors on matters of concern related to our business and affairs. Stockholders who wish to communicate with members of the Board of Directors may do so by the following means:

- By telephone: (732) 416-4975
- By electronic mail: [Directors@azenta.com](mailto:Directors@azenta.com)
- By first class mail, overnight mail or courier:  
  
Azenta Board of Directors  
Azenta, Inc.  
200 Summit Drive, 6<sup>th</sup> Floor  
Burlington, MA 01803
- By website: <https://azenta.investorroom.com/shareholder-feedback>

As a matter of policy, we encourage the directors to attend meetings of stockholders, in person, virtually or by telephone. All of the nominees for election as director, other than Dr. Nova and Ms. Puhy, were directors at the time of the last stockholder meeting in January 2022 and attended that meeting.

In accordance with our Corporate Governance Guidelines, members of the Board are encouraged to periodically attend formal continuing education programs for directors, with a recommended frequency of at least once every two years. We support and encourage Board members to take advantage of director education opportunities. There are many public company director educational programs available, and we believe that our Board members should keep current on the fast-changing areas of corporate governance and related regulations. The Azenta Board members have participated in, and continue to attend, public company director education programs and many of our Board members hold professional director certifications earned by accumulating from 30 to 150 director education credit hours.

## Chairman of the Board

The Board of Directors has elected Joseph R. Martin to serve as chairman of the Board. The chairman assists the chief executive officer in setting the agenda for meetings of the Board of Directors, presides over executive sessions of the Board and performs such other duties as the Board may assign.

## Board Diversity

The tables below provide information relating to certain voluntary self-identified characteristics of our current directors and of our director nominees. Each of the categories listed in the table below has the meaning as set forth in Nasdaq Rule 5605(f).





















Board Diversity Matrix – Current Directors (As of November 30, 2022)				
Total Number of Directors		10		
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identify				
Directors	3	7	0	0
Part II: Demographic Background				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	1	0	0
Hispanic or Latinx	0	0	0	0
White	3	6	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	0			
Did Not Disclose Demographic Background (with respect to LGBTQ+)	0			
Board Diversity Matrix – Director Nominees (As of November 30, 2022)				
Total Number of Directors		10		
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identify				
Directors	5	5	0	0
Part II: Demographic Background				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	1	0	0
Hispanic or Latinx	0	0	0	0
White	5	4	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	0			
Did Not Disclose Demographic Background (with respect to LGBTQ+)	0			

Board composition is a critical area of focus for the Board, and the Board seeks representation across a range of attributes, including race, ethnicity, age, and gender. The Board considers diversity in its determination and also takes into account industry knowledge, executive experience, operational experience, scientific and academic expertise, geography, and personal background. To support, maintain, and expand the diversity of our Board, our Nominating and Governance Committee actively seeks diverse candidates, including women and minority candidates, as part of its search for new directors. In November 2022, we announced that as part of our ongoing transformation we nominated two new female directors to our Board, Tina S. Nova, Ph.D. and Dorothy E. Puhy. These nominees will replace two of our directors who will not be standing for re-election. These appointments strengthen our Board by bringing vital knowledge and expertise that we believe will help us advance our strategic initiatives.

We consider Board refreshment on an ongoing basis at Azenta. Our Nominating and Governance Committee is responsible for determining Board membership qualifications and for selecting, evaluating, and recommending to the Board nominees for annual election to the Board and to fill vacancies as they arise. The Nominating and Governance Committee reviews regularly and reports to the Board on the composition and size of the Board, and makes recommendations, as necessary, so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise, and diversity advisable for the Board as a whole.

### Committees of the Board

The Board currently has the following standing committees: an Audit Committee, an Environmental, Social & Governance (ESG) Committee, an Executive Committee, a Finance Committee, a Human Resources and Compensation Committee, and a Nominating and Governance Committee. The following table sets out the Board Committees on which each member of the Board now serves, identifying the chair of each committee as well.

Name of Director	Audit	ESG	Executive	Finance	HR & Compensation	Nominating & Governance
<b>Non-Employee Directors:</b>						
Frank E. Casal <sup>(1)</sup>						
Robyn C. Davis						
Joseph R. Martin <sup>(2)</sup>						
Erica J. McLaughlin						
Krishna G. Palepu						
Michael Rosenblatt						
Alfred Woollacott, III <sup>(3)</sup>						
Mark S. Wrighton <sup>(4)</sup>						
Ellen M. Zane						
<b>Employee Director:</b>						
Stephen S. Schwartz						
<b>NUMBER OF MEETINGS IN FISCAL 2022</b>	<b>8</b>	<b>0</b>	<b>7</b>	<b>6</b>	<b>6</b>	<b>5</b>

(1) Mr. Casal was appointed Co-Chair of the Audit Committee in August 2022.

(2) Chairman of the Board

(3) Mr. Woollacott is not standing for election as a director at the 2023 Annual Meeting.

(4) Dr. Wrighton is not standing for election as a director at the 2023 Annual Meeting. Dr. Wrighton was a member of the Audit Committee until August 2022 when he was replaced on the Committee by Mr. Casal.

 Chair

 Member

### Audit Committee

Under the provisions of the Audit Committee charter, the Audit Committee is responsible for the qualifications, independence, appointment, retention, compensation and evaluation of our independent registered public accounting firm, for assisting the Board of Directors in monitoring our financial reporting process, accounting functions, and internal control over financial reporting and for overseeing the process by which we and the Board of Directors conduct the ongoing assessment and management of the risks we face. It also is responsible for administering our Standards of Conduct and the oversight of “whistle-blowing” procedures, and certain other compliance matters.

A copy of the charter of the Audit Committee is publicly available on our website at [www.azenta.com](http://www.azenta.com). Under its charter, the Audit Committee must consist of not less than three directors, each of whom meets the stricter definition of independence for members of the Audit Committee under rules of the Nasdaq Stock Market. The Audit Committee currently is composed of Mr. Woollacott (Co-Chair), Mr. Casal (Co-Chair) and Ms. McLaughlin. Mr. Casal and Ms. McLaughlin will remain on the Committee during fiscal 2023, if reelected by the stockholders, and Mr. Casal will become the sole Chair of the Committee. The Board of Directors has reviewed the qualifications of each member of the Committee and has determined that each of them meets that stricter definition of independence applicable to audit committee members and that Mr. Woollacott, Mr. Casal and Ms. McLaughlin each qualify as an “audit committee financial expert” as the

SEC defines that term in Item 407 of Regulation S-K.

The Audit Committee met on eight occasions during fiscal year 2022 and took no action by written consent. Please also see the report of the Audit Committee set forth elsewhere in this proxy statement.

#### ***Environmental, Social and Governance (ESG) Committee***

The purpose of the ESG Committee is to assist the Board of Directors in discharging its oversight responsibility related to ESG matters such as climate change impacts, energy and natural resources conservation, environmental and supply chain sustainability, human rights, employee health, safety and well-being, diversity, equity and inclusion, ethics, cybersecurity and data privacy, community engagement, public policy engagement, political contribution, and corporate charitable and philanthropic activities and other ESG issues that are relevant and material to the Company, provide guidance to the Board on the aforementioned matters, and perform an oversight role in shaping the Company's ESG strategy. The charter of the ESG Committee is publicly available on our website at [www.azenta.com](http://www.azenta.com). The ESG Committee is comprised of Ms. McLaughlin (Chair), and Drs. Rosenblatt and Wrighton. Ms. McLaughlin and Dr. Rosenblatt will each remain on the Committee during fiscal 2023, if reelected by the stockholders, and each meets the definition of an independent director.

The ESG Committee was formed in August 2022 and did not meet during fiscal year 2022 nor did it take any action by written consent.

#### ***Executive Committee***

The purpose of the Executive Committee is to: (i) permit action on behalf of the Board of Directors between meetings, particularly in those circumstances for which a timely response is required and full Board participation is not reasonably feasible; and (ii) assess, review with management, and provide recommendations to the Board of Directors concerning our strategic planning process and the implementation of our strategic plans. The Executive Committee may exercise the full powers of the Board when, in their reasoned judgment, the best interest of the Company requires prompt action incompatible with full Board participation, excepting those matters legally requiring the approval of the full Board. Whenever possible, the Executive Committee expects to seek prior full Board approval of limits within which it will exercise its discretion. The charter of the Executive Committee is publicly available on our website at [www.azenta.com](http://www.azenta.com). The Executive Committee has also been given the responsibility to act for the Board in providing guidance to management concerning the Company's strategic planning and implementation. The Executive Committee is currently comprised of Mr. Martin (Chair), Professor Palepu, Ms. Zane and Dr. Schwartz, each of whom will remain on the Committee during fiscal 2023, if reelected by the stockholders.

The Executive Committee met on seven occasions during fiscal year 2022 and took no action by written consent.

#### ***Finance Committee***

The purpose of the Finance Committee is to assess and provide recommendations to the Board of Directors on the Company's capital structure, including financial strategies, policies, practices and transactions, including the Company's annual operating plan (AOP). Among other things, the Finance Committee recommends how to employ the Company's cash resources and assists the management and the Board in the consideration and review of possible strategic transactions. Its purposes do not include the evaluation of financial performance and controls delegated under the charter of the Audit Committee, nor does it preclude direct action by the Board on any issue if the Board so chooses. The charter of the Finance Committee is publicly available on our website at [www.azenta.com](http://www.azenta.com). The Finance Committee is comprised of Ms. Davis (Chair), Mr. Casal, Professor Palepu and Dr. Wrighton. Ms. Davis, Mr. Casal, and Professor Palepu will each remain on the Committee during fiscal 2023, if reelected by the stockholders, and each meets the definition of an independent director.

The Finance Committee met on six occasions during fiscal year 2022 and took no action by written consent.

#### ***Human Resources and Compensation Committee***

The Human Resources and Compensation Committee has overall responsibility for our compensation philosophy, evaluates and approves executive compensation including cash bonuses to be issued pursuant to the Company's Performance-Based Variable Compensation Plan, assists the Board in the discharge of its responsibilities with respect to executive compensation and develops the leadership capabilities of our executives. The Human Resources and Compensation Committee is responsible for the annual compilation of the chief executive officer's strategic performance objectives and manages his/her annual performance assessment and feedback. Additionally, the Human Resources and Compensation Committee is responsible for planning the succession process for the chief executive officer and the executive staff. It also has been delegated the authority to supervise the administration of our stock plans, and it is required to review and approve the incorporation of our Compensation Discussion and Analysis in this proxy statement in accordance with SEC rules. The Human Resources and Compensation Committee also reviews all grants to employees under our stock plans and recommends the approval of those grants by the full Board of Directors. The Human Resources and Compensation Committee is authorized to retain independent advisors to assist it in fulfilling its responsibilities. Under its charter and the requirements of the Nasdaq Stock Market, the Human Resources and Compensation Committee must consist of at least three directors, each of whom satisfies certain requirements of the securities and other laws and satisfies the independence requirements of the Nasdaq Stock Market. The

charter of the Human Resources and Compensation Committee is publicly available on our website at [www.azenta.com](http://www.azenta.com). The Human Resources and Compensation Committee is currently comprised of Ms. Zane (Chair), Dr. Rosenblatt and Ms. Davis. Ms. Zane and Dr. Rosenblatt will remain on the Human Resources and Compensation Committee during fiscal 2023, if reelected by the stockholders. Each of these Human Resources and Compensation Committee members meets the definition of an independent director and the other requirements for membership.

The Human Resources and Compensation Committee met on six occasions during fiscal year 2022 and took no action by written consent.

Please see also the report of the Human Resources and Compensation Committee set forth elsewhere in this proxy statement.

#### ***Human Resources and Compensation Committee Interlocks and Insider Participation***

None of the members of the Human Resources and Compensation Committee is or was formerly an officer or employee of the Company, and no executive officer serves on the board of directors of any company at which any of the Human Resources and Compensation Committee members is employed.

#### ***Nominating and Governance Committee***

The purpose of the Nominating and Governance Committee is to: (i) identify, review and evaluate candidates to serve as directors; (ii) serve as a focal point for communication between such candidates, the Board of Directors and our management; (iii) make recommendations to the full Board with respect to Board candidates to be elected by the stockholders or appointed by the Board; (iv) evaluate and make recommendations to the Board on a set of corporate governance and ethics principles; (v) periodically review and evaluate our governance and ethics policies and guidelines; (vi) evaluate and make recommendations to the Board concerning the structure, responsibilities and operation of the Committees of the Board; (vii) make recommendations to the Board concerning Board meeting policies; and (viii) make recommendations to the Board concerning the compensation of members of the Board and any Committees of the Board.

Under its charter, as supplemented by the rules of the Nasdaq Stock Market, the Nominating and Governance Committee must consist of not less than three members, each of whom satisfies the independence requirements of the Nasdaq Stock Market. A copy of the charter of the Nominating and Governance Committee is publicly available on our website at [www.azenta.com](http://www.azenta.com). The members of the Nominating and Governance Committee are Professor Palepu (Chair), Mr. Martin and Ms. Zane. Professor Palepu, Mr. Martin and Ms. Zane will remain on the Nominating and Governance Committee during fiscal 2023, if reelected by the stockholders, and each meets the definition of an independent director.

The Nominating and Governance Committee is responsible for identifying candidates to serve as directors, whether such directorships are filled by the Board or by stockholders. The Nominating and Governance Committee may consider nominees recommended by stockholders and other sources, such as directors, third-party search firms or other appropriate sources. Board composition is a critical area of focus for the Board, and the Board seeks representation across a range of attributes, including race, ethnicity, age, and gender. The Board considers diversity in its determinations and also takes into account industry knowledge, operational experience, scientific and academic expertise, geography, and personal background. To support, maintain and expand the diversity of our Board, our Nominating and Governance Committee actively seeks diverse candidates, including women and minority candidates, as part of its search for new directors. In evaluating candidates the Nominating and Governance Committee seeks the strength that is derived from a variety of experiences among board members, embracing the criteria and qualifications set forth in the Nominating and Governance Committee's charter, which include personal integrity, sound business judgment, business and professional skills and experience, independence (as defined under SEC and Nasdaq rules), potential conflicts of interest, proven leadership and management experience as chief executive officer or chairman of a public company or other large, complex organization, diversity, expertise resulting from significant academic or research activities, and experience on one or more boards of significant public, private, or non-profit organizations, the extent to which a candidate would fill a present need, and concern for the long-term interests of stockholders. In any particular situation, the Nominating and Governance Committee may focus on persons possessing a particular background, experience or qualifications, which the Committee believes would be important to enhance the effectiveness of the Board. It is the practice of the Nominating and Governance Committee in nominating and evaluating candidates for the Board to take into account their ability to contribute to the experience represented on the Board. The evaluation process for stockholder recommendations is the same as for candidates from any other source. If stockholders wish to recommend a candidate for director for election at the 2024 annual meeting of stockholders, they must follow the procedures described in "Other Matters-Stockholder Proposals and Recommendations For Director."

The Nominating and Governance Committee also initiates and administers the Board's annual self-evaluation and performance review process. This annual process is initiated by each Board member being sent a written questionnaire dealing with a variety of elements of the governance process, including the Board's structure, its effectiveness in carrying out key responsibilities, the quality and efficiency of the meeting processes of the Board and its Committees, the responsibilities and effectiveness of the Board's Committees, and, more generally, Board members' overall analysis and comments concerning the effectiveness of the Board, its processes and the quality of its deliberations. After these questionnaires are completed and returned, the chairman of the Nominating and Governance Committee conducts individual interviews with each Board member in order to understand fully the perceptions and analysis of each director. The

chairman then presents the information that has been collected through these processes to the Nominating and Governance Committee and then, following that discussion, presents observations and recommendations to the full Board for discussion and such action as the Board determines to be appropriate. The Board views these activities as part of its overall process of ongoing self-evaluation and continuous improvement.

The Nominating and Governance Committee met on five occasions during fiscal year 2022 and took one action by written consent.

### **Board Risk Oversight**

Management is responsible for the day-to-day management of risks the Company faces, while the Board of Directors, as a whole and through its Committees, has the ultimate responsibility for the oversight of risk management. The Board has delegated to the Audit Committee responsibility to ensure that the Board and management implement and regularly employ the processes necessary to understand, address and manage the Company's business risks, including delegation to other Committees of the Board with respect to specific areas of business risk where the Audit Committee deems this to be appropriate. Periodically, working initially through the Audit Committee, management and the Board jointly develop and/or review a list of important risks that the Company prioritizes. These are reviewed during the year by management and by the Board and the applicable Committees of the Board. The Board of Directors also specifically engages in cybersecurity risk oversight through detailed annual reports, as well as periodic updates from the Company's chief information officer.

The Board's risk oversight processes build upon management's regular risk assessment and mitigation processes, which include standardized reviews conducted with members of management across and throughout the Company in areas such as financial and management controls, strategic and operational planning, regulatory compliance, environmental compliance and health and safety processes. The results of these reviews are then discussed and analyzed at the most senior level of management, which assesses both the level of risk posed in these areas and the likelihood of their occurrence, coupled with planning for the mitigation of such risks and occurrences.

Following this senior management level assessment, the Audit Committee is then tasked to coordinate the risk assessment process at the Board level and to ensure that mitigation and corrective actions are being taken where appropriate.

### **Board Leadership Structure**

The Company's Corporate Governance Guidelines, as set out on the Company's corporate web site under "About Us" and "Investor Relations" and "Governance", provides that there will always be independent leadership of the Board. In accordance with the Policy, the Board may select the chief executive officer to also serve as Board chairman, but its current practice is to have an independent director serve as chairman. The Corporate Governance Guidelines also make clear that in the event that the same person serves as chief executive officer and chairman, the Board shall select a lead independent director who shall be responsible for chairing meetings of the independent directors in addition to any other responsibilities designated by the Board. Under this separation of responsibilities, an independent director will always be in a position of Board leadership.

The Company's Corporate Governance Guidelines also provide that the independent directors of the board shall meet in executive session (separate from any inside directors) on a regular basis, at least as frequently as may be required by applicable Nasdaq or SEC rule or regulation. It has been the consistent practice of the chairman to conduct such meetings of independent directors at each in-person meeting of the Board of Directors.

In addition, under the Corporate Governance Guidelines, the chairman (with the assistance of the Company Secretary) is primarily responsible for (i) monitoring communications from stockholders and (ii) providing copies or summaries of such communications to the other directors as he or she considers appropriate.

We believe that the separation of the roles of chief executive officer and chairman of the Board of Directors continues to offer benefits including the following:

- the independent oversight of the Company is enhanced;
- the objectivity of the Board's evaluation of the chief executive officer is increased;
- having a non-executive chairman provides an independent spokesman for the Company;
- the chief executive officer has the benefit of a fully independent and experienced board; and
- the Board can provide a fully independent and objective assessment of risk.



## Our Approach to Environmental, Social and Governance (ESG)

We have had a consistent, steady commitment to be a responsible corporate citizen, and have been in the forefront of many programs for product responsibility, regulatory compliance, employee development, and support for education and our local communities. Following the divestiture of our semiconductor automation business on February 1, 2022, we moved to further formalize and expand our efforts by developing a more integrated environmental, social and governance (ESG) program. Under this framework, we are committed to focusing on ESG issues that align with our core values and are most important to the Company and our stakeholders.

We worked with an external consultant to develop a universe of priority or potentially “material” ESG topics for Azenta. This work also referenced leading ESG frameworks, ratings, and rankings from respected organizations such as the Task Force on Climate-Related Financial Disclosures (TCFD), Global Reporting Initiative (GRI), and Sustainability Accounting Standards Board (SASB.) These ESG topics were then presented to both external and internal stakeholders for feedback, identifying a final list of material ESG topics forming the foundation for the development of our ESG strategy.

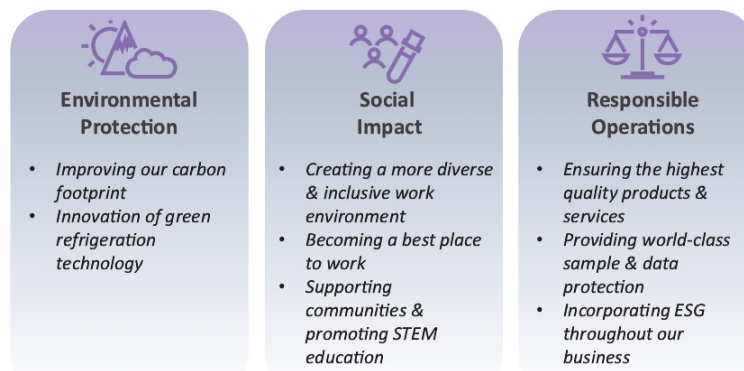
### ESG Oversight and Governance

ESG is governed at the highest levels with both Board and executive management oversight. The recently established ESG Committee of the Board performs an oversight role in shaping ESG strategy, discharging oversight responsibility related to ESG matters such as climate change impacts, energy and natural resources conservation, environmental and supply chain sustainability, human rights, employee health, safety and well-being, diversity, equity and inclusion, ethics, cybersecurity, and data privacy, community engagement, public policy engagement, political contribution, and corporate charitable and philanthropic activities and other ESG issues that are relevant and material to the Company.

Recognizing the need for a defined ESG structure, we established a cross-functional Executive ESG Steering Committee, which is responsible for setting our ESG strategy, priorities, and activities. The Steering Committee includes subject matter experts from various parts of the Company, including legal, human resources, finance, and operations. The Steering Committee oversees three pillars – Environmental Protection, Social Impact, and Responsible Operations – which serve as the ESG focus areas for the Company. To bring sustained focus to these initiatives, the Steering Committee also created a working committee for each pillar, each of which meets regularly to address a wide variety of topics.

### Azenta's Strategic ESG Priorities

Our ESG framework currently includes three strategic pillars Environmental Protection, Social Impact, and Responsible Operations at Azenta. Each pillar is supported by a working committee and, together with the oversight of our Executive Leadership and Board, provide a framework for our Board and committees to effectively govern our ESG risks and create long-term value for our shareholders, employees, customers, and other stakeholders.



Under each pillar are several strategic priority areas that reflect our core principles and help guide how we operate. We are committed to upholding these principles, as embodied in our policies and corporate governance structures. With such a broad scope, our leaders are responsible for various priorities under each pillar and teams are responsible for driving these key ESG initiatives, as described below.

**Environmental Protection**

- Combating climate change is integral to Azenta's business strategy, and we are committed to continuing to reduce our energy consumption and greenhouse gas (GHG) emissions in our operations as well as in the impact of our products and services. We believe renewable energy offers a significant opportunity to reduce our carbon footprint, and we have taken action at two of our largest operations in Indianapolis and Manchester, U.K. to source electricity from renewable sources.
- We pride ourselves on fostering an environment of innovation to challenge the status quo, and through our research and developments (R&D) programs we are focused on the innovative design of green refrigeration, in order to minimize our impact to the environment.

**Social Impact**

- Our Diversity Statement outlines our commitment to advance our impact through diversity. To ensure that our work benefits from a broad range of viewpoints and perspectives, we welcome and value diversity. Our growing global reach gives us the opportunity to bring to our business an even richer diversity of experiences and capabilities. We strive to maintain workplaces that are free from discrimination or harassment based on race, color, religion, gender, national origin or ancestry, age, disability, veteran status, military service, sexual orientation, genetic information, or gender identity.
- We have worked to foster inclusivity and engagement at Azenta by forming two Employee Resource Groups (ERG), for employees focusing on Veterans and Women at Azenta. Our GOVETS group is a proud community of employee veterans and allies who support and encourage each other through shared experiences, veteran recruitment, career development, outward engagement, professional growth, and retention. Our Women's EDGE group enables women to grow, connect, and belong at Azenta.
- We value transparent communication and feedback from our colleagues at Azenta, which we track and quantify through our annual Employee Engagement Survey. Our engagement survey process is not only about understanding engagement but is also focused on action, with the survey designed to provide actionable insights to managers.
- We continued to expand our organization with hiring talented individuals from around the world to meet the demands of our growing business, placing focus on diverse talent that reflects the communities in which we serve. We are committed to providing market competitive compensation programs to attract, retain and motivate a high performing workforce critical to the long-term success of Azenta.
- We provide our employees with workforce educational learning and development opportunities through our online learning platform.
- We are focused on creating an environment where our employees feel supported, through our inclusion and diversity initiatives, training and development programs, and equitable compensation practices to attract and retain high-quality talent.
- We have developed a culture where achievement and merit are recognized and celebrated, both in team and individual circumstances.
- We encourage our employees to donate their time and talents to the causes and organizations that matter most to them. We are committed to making a positive impact on society, particularly in the regions where we are located and serve customers. We are dedicated to giving back and collaborating with the communities in which we operate, focusing on programs that support STEM (science, technology, engineering, and mathematics) education.

**Responsible Operations**

- Our success rests on maintaining high-quality and reliable products and services for our customers, providing a full suite of reliable cold-chain sample management solutions and genomic services across areas such as drug development, clinical research and advanced cell therapies for the industry's top pharmaceutical, biotech, academic and healthcare institutions globally.
- By conducting our business and relationships with integrity, we are committed to protecting our customers and providing them with the highest-quality products and solutions.
- We have built a culture of safety that emphasizes safe operations, procedures, and behaviors, and have equipped our employees to recognize and execute their responsibilities for safety through regular training events.
- Our customer-focused culture encourages employees to embrace innovation with novel thinking and collaborative work relationships. We are committed to maintaining close partnerships with our customers, working together with a personalized approach, leading to increased customer engagement.

- We are committed to conducting our business in an ethical and responsible manner that respects human rights, and we work to identify and do business with partners who aspire to conduct their business in a similar manner. We manage our manufacturing and distribution operations with a focus on minimizing adverse impact to the environment; creating a healthy and safe workplace; maintaining fair and reasonable labor practices; and ensuring the integrity of materials supplied to Azenta. We expect our suppliers to conduct their operations in a socially and environmentally responsible manner, and we work collaboratively with our suppliers to encourage this conduct.
- We are committed to protecting the privacy of its customers and employees, by ensuring Azenta utilizes industry standards and best practices to lead the security program and policies, while also providing awareness training for all employees on cybersecurity topics.
- To further integrate ESG throughout the organization, our Human Resources and Compensation Committee added ESG goals in 2022 to our management's performance goals as a part of our short-term Performance-Based Variable Compensation Plan.
- Active shareholder engagement throughout the year is essential to maintaining good corporate governance. We have a formal system for stakeholder engagement for the purpose of engaging with and understanding the views of our key stakeholders on many topics, including important ESG topics. We value the views and insights of our stakeholders and believe that ongoing and proactive engagement makes Azenta stronger and better prepared for the future.

# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of December 12, 2022 with respect to the beneficial ownership of our Common Stock by each current director, each director nominee that is not a current director, each executive officer named below in the Summary Compensation Table under “Compensation Tables for Named Executive Officers-Summary Compensation Table” (referred to as the “named executive officers”), all current executive officers and current directors as a group, and each person known by us to be the beneficial owner of 5% or more of our Common Stock. Except as indicated below, this information is based upon information received from, on behalf of or filed with the SEC by the named security holders.

Name	Shares of Common Stock Beneficially Owned <sup>(1)</sup>	Percentage of Class <sup>(2)</sup>
<b><i>Named Executive Officers and Current Directors and Director Nominees:</i></b>		
Stephen S. Schwartz	392,893	*
Lindon G. Robertson	106,409	*
Matthew McManus	29,467	*
Vandana Sriram	484	*
Jason W. Joseph	93,575	*
Frank E. Casal	2,185	
Robyn C. Davis <sup>(3)</sup>	45,524	*
Joseph R. Martin	87,689	*
Erica J. McLaughlin	6,749	*
Krishna G. Palepu	101,789	*
Michael Rosenblatt	6,973	*
Alfred Woollacott, III <sup>(4)</sup>	88,290	*
Mark S. Wrighton	111,818	*
Ellen M. Zane	56,296	*
Tina S. Nova		
Dorothy E. Puhly		
All current directors and current executive officers as a group (18 persons) <sup>(3)(4)(5)</sup>	1,156,256	1.67%
<b><i>Five Percent Owners:</i></b>		
The Vanguard Group, Inc., 100 Vanguard Boulevard, Malvern, PA 19355 <sup>(6)</sup>	6,960,080	10.08%
BlackRock, Inc., 55 East 52 <sup>nd</sup> Street, New York, NY 10055 <sup>(7)</sup>	6,739,712	9.76%
Kayne Anderson Rudnick Investment Management LLC, 1800 Avenue of the Stars, 2 <sup>nd</sup> Floor, Los Angeles, CA 90067 <sup>(8)</sup>	4,133,028	5.98%
William Blair Investment Management, LLC, 150 North Riverside Plaza, Chicago, IL 60606 <sup>(9)</sup>	3,720,396	5.39%

\* Less than one percent.

(1) To our knowledge, the persons named in this table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and except as indicated in the other footnotes to this table. In addition, shares indicated as beneficially owned by officers and directors include restricted stock over which the officer or director has voting power but no investment power and any restricted stock units which would vest within 60 days of December 12, 2022.

(2) As of December 12, 2022 there were 69,054,048 shares of our Common Stock outstanding.

(3) Includes 22,006 shares issued to Ms. Davis issued as restricted stock units that have been deferred until separation from her service as an Azenta director.

(4) Includes 6,554 shares issued to Mr. Woollacott issued as restricted stock units that have been deferred until separation from his service as an Azenta director.

(5) Includes 26,115 shares held in the aggregate by executive officers other than the named executive officers.

- (6) Based upon the most recent amendment to Schedule 13G filed by The Vanguard Group, Inc. with the SEC on February 9, 2022, as of December 31, 2021, The Vanguard Group, Inc. and certain of its subsidiaries had sole voting power of 0 shares, shared voting power over 42,404 shares, sole dispositive power over 6,852,526 shares, and shared dispositive power over 107,554 shares.
- (7) Based upon the most recent amendment to Schedule 13G filed by BlackRock, Inc. with the SEC on February 1, 2022, as of December 31, 2021, BlackRock, Inc. and the subsidiaries listed therein had sole voting power over 6,506,563 shares and sole dispositive power over 6,739,712 shares.
- (8) Based upon the most recent Schedule 13G filed by Kayne Anderson Rudnick Investment Management LLC with the SEC on February 11, 2022, as of December 31, 2021, Kayne Anderson Rudnick Investment Management LLC and certain of its subsidiaries had sole voting power over 2,062,355 shares, shared voting power over 1,635,032 shares, sole dispositive power over 2,497,996 shares, and shared dispositive power over 1,635,032 shares
- (9) Based upon the most recent amendment to Schedule 13G filed by William Blair Investment Management, LLC with the SEC on February 10, 2022, as of December 31, 2021, William Blair Investment Management, LLC and certain of its subsidiaries had sole voting power over 3,317,058 shares, shared voting power over 0 shares, sole dispositive power over 3,720,396 shares, and shared dispositive power over 0 shares.

## PROPOSAL NO. 1 ELECTION OF DIRECTORS

At the Annual Meeting, ten directors are to be elected to serve until the 2024 annual meeting of stockholders and until their successors have been duly elected and qualified. The nominees for election at the Annual Meeting are listed on the following pages with brief biographies. All of the nominees are currently Azenta directors, except for Tina S. Nova, Ph.D. and Dorothy E. Puhly. Each of Mark S. Wrighton and Alfred Woollacott, III informed the Company that he was retiring from the Board and did not want to stand for re-election at the Annual Meeting.

### Director Qualifications

In its Corporate Governance Guidelines and in the charter of the Nominating and Governance Committee, the Board has set out both broadly and in specific terms, the qualifications sought when considering non-employee director candidates. At the highest level, as set out in the Board's Corporate Governance Guidelines, these include a high degree of business experience, the consistent exercise of the highest ethical standards, and a continuing commitment to the best practices of corporate governance. The Board and the Nominating and Governance Committee also assess a candidate's independence as defined under SEC and Nasdaq rules and other applicable standards. The emphasis throughout the process of identifying, nominating and evaluating candidates for the Board and members of the Board following their election is to produce a group of directors that function effectively as a leadership team. It is considered important not only to bring together directors with a variety of skills and experiences in diverse areas, but also to ensure that those directors function well together. Within this framework, the charter of the Nominating and Governance Committee includes specific criteria as essential in helping to ensure that the Board possesses the strength that is derived from having a variety of appropriate skills and experience. Those criteria are: proven leadership and management experience as a chief executive officer or chairman of a public company or other large, complex organization; financial expertise; experience in technology, manufacturing or marketing; international background; diversity; expertise resulting from significant academic or research activities; and experience on one or more boards of significant public, private or non-profit organizations. It is the practice of the Nominating and Governance Committee and the Board in nominating and evaluating candidates for the Board to take into account the overall experience represented on the Board, all as part of the process of endeavoring to ensure that the Board functions at all times as an effective team. The Nominating and Governance Committee and the full Board review their effectiveness in balancing these considerations when assessing the composition of the Board.

### Board Diversity and Refreshment

While our Board has not adopted a formal policy concerning diversity, it does believe, as noted above, that it must take advantage of the strength derived from having a diverse set of skills, experience and unique individual backgrounds represented among its members. If all of the nominees are elected, five of the last seven new directors added to our Board will be women, and women will now represent 50% of our Board, while directors who are gender and/or ethnically diverse will make up 60% of our Board. We believe the continual refreshment of new Board members is an important element of our overall governance. The Azenta Board is also composed of a diverse group of leaders in their respective fields. Many of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience on other companies' boards, which provides an understanding of different business processes, challenges and strategies. In some cases, they have occupied chief executive officer and other leadership roles in internationally focused companies or institutions in the markets that Azenta serves or related markets. Other directors have experience as professors and leaders at internationally recognized academic institutions or as accounting professionals operating at the highest level of the independent accounting profession, each of whom brings unique perspectives to the Board.

An affirmative vote of a plurality of votes properly cast, virtually or by proxy, is required for the election of each of the nominees. Votes that are withheld will not be included in the vote tally for the election of the directors. Broker non-votes will have no effect on the voting outcome with respect to the election of directors.

**Our Board of Directors Recommends a Vote "FOR" Each Nominee for Director**



# DIRECTOR NOMINEES

## Information on Nominees

Following is certain information with respect to the ten nominees, in each case setting forth the particular experience, qualifications, attributes and skills of each director nominee that led the Board to conclude that such person should serve as a director of Azenta.

## Current Directors Standing for Re-election

### Joseph R. Martin

*Chairman of the Board*

Age: 75

Director since June 2001, Chairman since May 2006



### Committees

- Executive (Chair)
- Nominating and Governance

### Experience

- Former Co-Founder and Vice Chairman, Office of the Chairman, Fairchild Semiconductors (1997 – 2005), a semiconductor manufacturing company

### Other Board Experience

#### U.S.-listed companies

- Independent Director of Allegro Microsystems, a global supplier of electronic components primarily for the Automotive industry, which went public on NASDAQ in 2020
- Independent Director of Bionik Laboratories, an emerging healthcare company developing robotic solutions for patients with movement impairments and therapy

#### Other

- Board of Advisors, Galehead Development, developer of technology and service platforms for greenfield development (2017 – Present)
- Former Independent Director, Collectors Universe, a global grader and authenticator of high-value collectibles; also served as Chairman of the Nominating and Governance Committee (2013 – 2019)
- Former Independent Director, Soitec, a world leader in designing and manufacturing substrates for the electronics industry listed on Euronext Paris; also served as Chairman of the Audit Committee (2004 – 2017)
- Member of the American College of Corporate Directors and the National Association of Corporate Directors

### Qualifications and Expertise Provided to Our Board

- Industry-leading executive with extensive strategic and operational experience in multibillion-dollar manufacturing corporations, particularly in technological and medical-technology industries
- Significant experience in accounting and financial reporting, mergers and acquisitions, taxation, risk management, compliance and investor relations
- Awarded with CFO of the Year Award (2000), CFO Magazine for Turnaround Operations (Fairchild)

### Education

- BS in Aeronautics, Embry-Riddle Aeronautical University
- MBA, University of Maine Graduate School of Business
- HPhD, Doctor of Humane Letters, Embry-Riddle Aeronautical University
- Executive and Board Education at Stanford, Duke, and Harvard
- Executive Masters Certificate, The American College of Corporate Directors

## **Stephen S. Schwartz**

*President and Chief Executive Officer*

Age: 63

Director since August 2010



### **Committees**

- Executive

### **Experience**

- Former President, Chief Executive Officer, Chairman and Director of Asyst Technologies, Inc., a manufacturer of integrated hardware and software automation systems primarily directed at the semiconductor manufacturing industry (2002 – 2009)
- Served in various capacities with Applied Materials, Inc., including acting as General Manager for Applied Material's High Temperature Films division, General Manager of the service business, and President of Consilium, Inc., an Applied Materials software subsidiary (1987 – 2002)

### **Other Board Experience**

#### **U.S.-listed companies**

- Director, Spire Inc., a publicly traded natural gas company (November 2018 – Present)

#### **Other**

- Served on The International Board of SEMI, a semiconductor industry trade organization (2003 – 2009 and 2012 – 2021)

### **Qualifications and Expertise Provided to Our Board**

- Led the Company through successful transition from Brooks Automation into Azenta
- Oversaw transformation of Azenta into global market leader, quadrupling revenues and meaningfully outgrowing the life science market over the last 5 years
- Demonstrated expertise across many facets of life sciences business, while serving in both operational and executive leadership positions
- Proven M&A track record in acquiring and successfully integrating 10 acquisitions over the past decade, generating significant value for shareholders
- Serves as Azenta's President and Chief Executive Officer, bringing to the Board insight and experience into the day-to-day business and operations

### **Education**

- BSEE, MSEE and PhD in Electrical Engineering, Purdue University
- MBA, University of Chicago

**Frank E. Casal**

Age: 68

Independent Director since November 2021

**Committees**

- Audit (Co-Chair)
- Finance

**Experience**

- Spent over 40 years at KPMG LLP in various roles, most recently as Vice Chair, Audit, leading a team of more than 900 Audit partners and 8,000 Audit professionals, before retiring in June 2021

**Other Board Experience**

- Former member of KPMG's Board of Directors

**Qualifications and Expertise Provided to Our Board**

- Best-in-class knowledge of financial reporting, M&A, accounting and audit, with credentials including supervisory responsibilities of large, global Fortune 500 companies
- Significant expertise in advising clients on transforming their businesses through mergers and acquisitions, financing transactions and other strategic priorities
- Proven leadership and management experience, leading division of almost 9,000 professionals

**Education**

- BS in Business Administration, Boston University
- Licensed CPA in Massachusetts and New York

**Robyn C. Davis**

Age: 61

Independent Director since June 2013

**Committees**

- Finance (Chair)
- Human Resources and Compensation

**Experience**

- Managing Director of AngelHealthcare Investors, LLC, an investment group focused on medical devices, life sciences and specialty pharmaceutical companies (2000 – Present)
- Served as an independent advisor on value-creation, growth strategy, cost reduction, and leadership development to global corporations, academic institutions and non-profit organizations (1996 – 2016)
- Director at Barents, LLC leading international multi-functional teams completing successful investments and M&A in global emerging markets across several industries (1992 – 1996)
- Strategy consultant at Bain & Company (1989 – 1991)

**Other Board Experience****U.S.-listed companies**

- Corporate Director of Psychomedics (PMD) (2021 – Present)

**Other boards**

- Director at Akston Biosciences, LLC (2014 – Present)
- Former Director at CRA Health (2015 – 2021)

**Qualifications and Expertise Provided to Our Board**

- Brings valuable investor perspective as well as strong financial acumen to ensure that Board remains focused on shareholder priorities and generating shareholder value
- More than three decades of independent C-suite consulting experience with corporate and non-governmental organizations helping to lead value-creation strategies in growth, cost reduction, and leadership and talent development
- Extensive leadership experience in managing the investment process and diverse portfolio of early-stage investments in medical devices, life sciences, pharmaceuticals, and professional services
- Deep operational experience, particularly as companies scale and grow, as well as human capital managing and other governance matters
- Relevant M&A experience through several successful exits of AngelHealthcare portfolio companies to public companies and recently served on the Board of Directors for CRA Health during its acquisition by Volpara
- Highlighted as a 2019 Most Influential Corporate Board Director (2019). *WomenInc*

**Education**

- BA in International Relations, Tufts University
- MBA in International Business, Harvard University
- Executive Master Professional Director Certification from the American College of Corporate Directors

**Erica J. McLaughlin**

Age: 46

Independent Director since April 2020

**Committees**

- ESG (Chair)
- Audit

**Experience**

- Senior Vice President and Chief Financial Officer, Cabot Corporation (2018 – Present)
- Former Vice President, Business Operations, Reinforcement Materials and General Manager, Tire Business, Cabot Corporation (2016 – 2018)
- Former Vice President, Investor Relations and Corporate Communications, Cabot Corporation (2011 – 2016)
- Former Director of Strategy, Planning and Finance, Cabot Corporation (2010 – 2011)
- Former Finance Director Core Segment, Cabot Corporation (2005 – 2010)
- Former Senior Accountant and Manager of External Reporting, Cabot Corporation (2002 – 2004)
- Former Supervising Senior Account, KPMG LLP (1998 – 2002)

**Other Board Experience**

- FM Global, New York Advisory Board (2020 – Present)
- Cabot Boston Credit Union; Chair of Audit Committee and Treasurer (2013 – 2016)

**Qualifications and Expertise Provided to Our Board**

- Extensive international business experience and expertise in financial areas and strategy, including mergers and divestitures
- Proven general management experience and leadership of global organizations
- Results-driven CFO with experience leading the financial and strategic activities of Cabot
- Strong accounting and audit background
- Inaugural chairperson of Cabot's Diversity and Inclusion Steering committee
- Co-Chair, Governance pillar of Cabot Corporation ESG executive management structure

**Education**

- BS in Accounting, Boston College
- MBA, Boston College

## Krishna G. Palepu

Age: 68

Independent Director since November 2005



### Committees

- Nominating and Governance (Chair)
- Executive
- Finance

### Experience

- Ross Graham Walker Professor of Business Administration (1983 – Present)
- Senior Advisor to the President of Harvard University (2012 – 2019)
- Teaches and engages in research in several different corporate governance and strategy educational programs
- Coauthored the book, “Business Analysis and Valuation Using Financial Statements: Text and Cases,” which won the American Accounting Association’s Wildman Award for its impact on management practice, as well as the Notable Contribution to the Accounting Literature Award for its impact on academic research. This book, translated into Chinese, Japanese, and Spanish, is widely used in leading MBA programs all over the world (2007)
- Senior Associate Dean for International Development and Senior Associate Dean for Research at Harvard Business School (2001 – 2012)

### Other Board Experience

#### U.S.-listed companies

- Former Director of Dr. Reddy’s Laboratories Ltd., an Indian global pharmaceuticals company (2002 – 2009)
- Former Director of Satyam Computer Services Limited (“Satyam”), an Indian company whose shares were publicly traded in India and on the New York Stock Exchange (2003 – 2008)
- Former Director of PolyMedica Corp, a Massachusetts provider of diabetes testing supplies and products (2006 – 2007)

#### Other boards

- Former trustee of The Winsor School (2014 – 2020)
- Former Director of BTM Corporation, a privately-owned management solutions provider focused on converging business with technology. Has served on Editorial Boards of leading academic journals, and has served as a consultant to a wide variety of businesses
- Former Board Member, Partners Health Care International
- Current advisor board member, Cognerium, a Fintech software company
- International Academic Advisory Board member: IAE Business School, Argentina, Indian Institute of Management Calcutta, and Plaksha University, India

### Qualifications and Expertise Provided to Our Board

- Deep strategic, marketing, financial and technology insights, arising out of service as a professor at an internationally esteemed business school
- Leading expertise in corporate governance, as well as the global and culturally diverse perspective afforded by international background
- Extensive experience in mergers and acquisitions, which he oversaw at various companies throughout his career
- Consultant to a wide range of companies around the world on Strategy and Leadership Development
- Extensive knowledge of globalization, emerging markets and global strategy as a focus of his research at Harvard Business School

### Education

- Master’s in Physics, Andhra University
- MBA, Indian Institute of Management, Calcutta
- PhD in Finance, MIT Sloan School of Management



**Michael Rosenblatt, MD**

Age: 75

Independent Director since September 2018

**Committees**

- ESG
- Human Resources and Compensation

**Experience**

- Senior Partner, now Senior Advisor, of Flagship Pioneering, a Cambridge, Massachusetts-based firm that originates new biotech companies (2021 – Present)
- Former Chief Medical Officer of Flagship Pioneering (2016 – 2022)
- Contributed to Moderna's coronavirus vaccine efforts as a member of Moderna's Development Committee, Vaccine Acceleration Committee, chairman of the Vaccine Ethics and Access Committee and as a special consultant to the CMO
- Former Executive Vice President and Chief Medical Officer of Merck & Co., Inc. (1984 – 2016)
- Prior to that, held various academic positions, including as Dean of Tufts University School of Medicine and the Robert Ebert Professor of Molecular Medicine and the George R. Minot Professor at Harvard Medical School, and Director of the Harvard—MIT Division of Health Sciences and Technology
- Former President, Beth Israel Deaconess Medical Center—a Harvard teaching hospital

**Other Board Experience****U.S.-listed companies**

- Director of Rubius Therapeutics, a publicly traded company using advanced cellular approaches that harness properties of red blood cells to generate novel therapies (2015 – Present)

**Other**

- Director of the following privately-owned companies: Flagship Pioneering's Cobalt Biomedicine, Cygnal Therapeutics, and Ohana Biosciences, and Ferring's USA subsidiary (2016 – Present)
- Member of the Harvard Medical School Board of Fellows, and the research advisory committees of Massachusetts General, Brigham and Women's, and Boston Children's hospitals
- Former member of the Board of Scientific Counselors of the National Institute of Diabetes and Digestive and Kidney Diseases of the NIH

**Qualifications and Expertise Provided to Our Board**

- Leadership and executive experience in the biotechnology industry, including as the chief medical officer of a major pharmaceutical company and at a substantial life sciences venture firm
- Deep Board-level and management team experience as a founding scientist, scientific advisory Board member, or Director of more than a dozen biopharmaceutical companies
- Academic leadership experience as a dean and professor at prestigious medical schools, and extensive expertise in drug discovery and medical research
- Widely known as a leader in the biotechnology industry, having received the Fuller Albright Award for his work on parathyroid hormone, the Vincent du Vigneaud Award in peptide chemistry and biology and the Chairman's Award from Merck

**Education**

- BA, Columbia University
- MD, Harvard Medical School

**Ellen M. Zane**

Age: 71

Independent Director since May 2012

**Committees**

- Human Resources and Compensation (Chair)
- Executive
- Nominating and Governance

**Experience**

- Served as the first woman President & Chief Executive Officer of Tufts Medical Center and Tufts Children's Hospital (formerly the Floating Hospital for Children) (2004 – 2011)
- Holds two faculty appointments at Tufts University School of Medicine including: Assistant Professor in the Department of Medicine, Division of Clinical Care Research and Assistant Professor of Public Health & Community Medicine
- Adjunct Assistant Professor of Health Policy and Management at the Harvard T.H. Chan School of Public Health
- Distinguished Global Leader in Residence at High Point University in North Carolina
- Previously held the position of Network President for Mass General Brigham (formerly Partners HealthCare System, Inc.) in Boston (1994 – 2004)
- Prior to that, was the Chief Executive Officer at Quincy Hospital in Massachusetts (Managed by HCA Management Company)

**Other Board Experience****U.S.-listed companies**

- Director of Boston Scientific Corporation, a publicly traded worldwide medical devices provider (2016 – Present)
- Chair of Haemonetics Corporation, a publicly traded worldwide medical devices provider (2018 – Present)
- Director of Synchrony Financial, a publicly traded consumer financial services company (April 2016 – Present)

**Other**

- Director of AgNovos Healthcare, LLC in New York, NY
- Director of Savista (formerly nThrive) in Alpharetta, GA
- Director of the Fiduciary Trust Company in Boston
- Director of the National Association of Corporate Directors, New England Chapter
- Chair of the Board of GW Medical Faculty Associates Board, Washington, D.C.
- Former Director of Parexel International, Press Ganey, Lincare Holdings, Inc., and Variagenics, Inc.

**Qualifications and Expertise Provided to Our Board**

- Executive experience in the healthcare industry, including as the chief executive officer of a large academic medical center
- Led the turnaround of Tufts Medical Center and Tufts Children's Hospital in Boston and returned the organization to financial stability and strengthened its academic relationship with Tufts University School of Medicine and community physician networks to deliver high-quality, cost-efficient and patient-centered care
- Strong record of driving growth having led the development of the largest in physician networks in the U.S. while serving as Network President of Mass General Brigham (formerly Partners HealthCare System, Inc.)
- NACD Directorship Top 100 (2021), National Association of Corporate Directors
- Highlighted as a 2019 Most Influential Corporate Board Director (2019). *Women/Inc*

**Education**

- BA, The George Washington University
- Master of Arts, The Catholic University of America
- Holds honorary doctorate degrees from Bentley University, Stonehill College, Curry College and the University of Massachusetts - Dartmouth

**Director Nominees****Tina S. Nova**

Age: 69

Nominee at Azenta's 2023 Annual Meeting

**Committees**

- To be determined after the Annual Meeting, if elected

**Experience**

- President of Veracyte's CLIA U.S. Business, leading all aspects – market development, product marketing, reimbursement, sales and lab operations – of the company's broad menu of diagnostic tests that are performed in its laboratories, serving physicians and their patients in the United States
- Served as Veracyte's General Manager of Thyroid and Urologic Cancers
- Chief Executive Officer of Decipher Biosciences prior to Veracyte's March 2021 acquisition of the company
- Served as President and Chief Executive Officer of Molecular Stethoscope, Inc., a molecular diagnostics company (2015 – 2018)
- Served as Senior Vice President and General Manager of Illumina's oncology business unit (2014 – 2015)
- Co-founder and Director, President and Chief Executive Officer of Genoptix Medical Laboratory, which was acquired by Novartis Pharmaceuticals Corporation (2000 – 2014)
- Held senior positions with Nanogen, Inc., Ligand Pharmaceuticals, Inc. and Hybritech, Inc.

**Other Board Experience**

- Director on the Board of Exagen (2019 – Present)
- Former Director at Veracyte
- Former director on the Board of Arena Pharmaceuticals, which was sold to Pfizer for \$6.7 billion in March 2022

**Qualifications and Expertise Provided to Our Board**

- Life science industry veteran with deep experience in building and leading novel genomics-based businesses
- Extensive experience in operations, sales and marketing
- Significant M&A experience having overseen the sale of several companies while serving as a member of a board or executive, including Decipher Biosciences to Veracyte for \$600 million, Genoptix to Novartis AG for \$470 million and Arena Pharmaceuticals to Pfizer for \$6.7 billion

**Education**

- BS in Biological Sciences, The University of California, Irvine
- PhD in Biochemistry, The University of California, Riverside

**Dorothy E. Puhly**

Age: 71

Nominee at Azenta's 2023 Annual Meeting

**Committees**

- To be determined after the Annual Meeting, if elected

**Experience**

- Former Executive Vice President and Chief Operating Officer, Dana-Farber Cancer Institute (1994 – 2019)
- Prior to that, was the Chief Financial Officer at Tufts-New England Medical Center Hospitals (1985 – 1994)
- Adjunct faculty at Harvard School of Public Health for more than 20 years

**Other Board Experience****U.S.-listed companies**

- Lead Independent Director, Abiomed (2003 – Present)
- Former Director at Eaton Vance Corp. (2006 – 2021)
- Former Director at Reebok International

**Other**

- Chairs the Board of Blue Cross Blue Shield of Massachusetts; also a member of the finance and business performance committee and the governance committee
- Member of the Boards of Directors of CRICO, a captive professional and general liability insurance company
- Formerly on the Board of Directors of United Way of Massachusetts Bay and Merrimack Valley (2015 – 2020)

**Qualifications and Expertise Provided to Our Board**

- Executive-level experience at a major medical research institute and extensive industry knowledge
- Deep expertise in life sciences enables her to assess organic and inorganic growth opportunities, driving value generation for shareholders

**Education**

- BA in Sociology, The University of Pennsylvania
- MBA in Health Care Management, The Wharton School of The University of Pennsylvania

**Pending Legal Matters**

In January 2009, the chairman of Satyam Computer Services disclosed a series of fraudulent transactions that resulted in an overstatement of Satyam's assets and revenue. As a result of subsequent investigations by the Special Fraud Investigation Office ("SFIO"), an investigative agency of the Indian government, various proceedings were brought in India in 2009 against Satyam involving allegations of fraud, substantial overstatements of revenues, profits and assets, as well as violations of sections of India's criminal and corporate statutes. SFIO produced a report relating to these matters alleging a series of violations of the Companies Act, 1956, of India (the "Companies Act") by the former directors of Satyam. In December 2009, SFIO filed complaints with respect to two of these allegations naming Professor Palepu and other Satyam directors. These complaints relate to Satyam's alleged failure to properly identify highly paid employees in reports required by the Companies Act and failure to obtain prior approval from the government of India for consulting fees paid to Professor Palepu even though such fees were approved by Satyam's shareholders. In December 2014, the court in India hearing the complaints filed by SFIO issued its decision finding that Satyam violated the applicable provisions of the Companies Act and ordered each Satyam director, including Professor Palepu, to pay a fine of 20,000 Rupees (approximately \$285) for the failure of Satyam to file reports identifying highly paid employees. In addition, the court found that Satyam violated the Companies Act by failing to obtain governmental approval of the consulting fees paid to Professor Palepu and ordered Professor Palepu to pay a fine of 500,000 Rupees (approximately \$7,000) and return the consulting fees previously paid to him in the amount of 26,600,000 Rupees (approximately \$376,000). Professor Palepu has appealed the decision with respect to both allegations, and he has informed the Board of Directors that he believes the allegations lack merit and that he intends to continue to assert his defenses vigorously.

Professor Palepu has also been named as a respondent to a petition brought in January 2009 before the Company Law Board of the Indian government and another petition filed in a civil court in January 2009 by Mahindra Satyam, successor to Satyam, both arising out of the same facts. The civil court petition is seeking 2.67 billion Rupees (approximately \$37.6 million) in damages. Both of these actions are still pending.

Professor Palepu was also a named defendant in a putative class action lawsuit filed in the United States District of New York in which the plaintiffs alleged violations of United States securities laws including Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, based on the same facts underlying the complaints in India. That class action lawsuit was dismissed as to all claims against Professor Palepu in January 2013.

## COMPENSATION OF DIRECTORS

The following table sets forth the total compensation paid or accrued during the fiscal year ended September 30, 2022 to each of our non-employee directors.

### Director Compensation Table

#### Fiscal Year 2022

Name	Fees Earned or Paid in cash	Stock Awards <sup>(1)</sup>	Total
Joseph R. Martin	\$140,000	\$237,529	\$377,529
Ellen M. Zane	\$120,000	\$162,582	\$282,582
Alfred Woollacott, III	\$110,000	\$162,582 <sup>(2)</sup>	\$272,582
Krishna G. Palepu	\$105,000	\$162,582	\$267,582
Robyn C. Davis	\$105,000 <sup>(3)</sup>	\$162,582	\$267,582
Michael Rosenblatt	\$ 95,000	\$162,582	\$257,582
Mark S. Wrighton	\$ 95,000	\$162,582	\$257,582
Erica J. McLaughlin	\$ 90,000	\$162,582	\$252,582
Frank E. Casal	\$ 67,500 <sup>(4)</sup>	\$194,905 <sup>(5)</sup>	\$262,405

Dr. Schwartz is not included here, having only received compensation as an employee during fiscal 2022. His compensation is discussed below under "Executive Officers - Summary Compensation Table".

- (1) The value of a stock award is based on the fair value as of the grant date calculated in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. There were no outstanding unvested stock awards as of September 30, 2022.
- (2) Mr. Woollacott has chosen to defer his 2022 stock award.
- (3) Ms. Davis elected to defer 100% of her cash compensation for calendar year 2022.
- (4) Mr. Casal elected to defer 100% of his cash compensation for calendar year 2022.
- (5) Mr. Casal received two equity grants. One pro-rated new Board member grant in November 2021 with a value at grant of \$32,323 and another in January 2022 as part of the annual grants with a value at grant of \$162,500.

### Compensation Policy

The following annual cash compensation is paid to our non-employee directors on a quarterly basis (pro-rated for the portion of any fiscal year in which the non-employee director provides service):

- \$80,000 Board retainer to each non-employee director;
- \$7,500 Committee retainer for each of the ESG Committee, Executive Committee, Finance Committee or Nominating and Governance Committee that such director serves on;
- \$10,000 Committee retainer for each of Audit Committee or Human Resources and Compensation Committee that such director serves on;
- an additional \$50,000 retainer to the non-executive chair of the Board;
- an additional \$15,000 retainer to each of the chair of the ESG Committee, Nominating and Governance Committee, Finance Committee, and Executive Committee;
- an additional \$20,000 retainer to the chair of the Human Resources and Compensation Committee and to the chair of the Audit Committee; and
- an annual award of vested shares of our Common Stock having a market value of \$162,500 (\$237,500 for the non-executive chair of the Board) based on the closing price on the third business day following the release of earnings for the first fiscal quarter ending December 31, which occurs each year following our annual meeting of shareholders.



In addition, on the date of appointment, each newly elected non-employee director will receive an award of vested shares of our Common Stock having a market value of \$162,500 based on the closing price on the date of grant, prorated for the number of days out of 365 remaining until the next annual equity award to non-employee directors.

The Board of Directors has previously approved equity ownership guidelines for non-employee directors, which require each non-employee director to own over time shares of our Common Stock having a market value of at least \$300,000. The target ownership amounts are subject to adjustments based on changes in the market price for our Common Stock. The Nominating and Governance Committee intends to monitor the policy over the coming years. As of September 30, 2022, each of the non-employee directors, except Mr. Casal who joined the Board in November 2021, has exceeded the target ownership amount. The Board may at any time revoke or modify these guidelines.

The Nominating and Governance Committee and the full Board review director compensation periodically in light of business and market conditions and such other factors as they deem appropriate.

#### ***Deferred Compensation Plan***

Non-employee directors may elect to defer receipt of their stock compensation in exchange for a credit, in restricted stock units, to a deferred RSU account. Non-employee directors may also elect to defer all or a portion of their cash compensation pursuant to the Company's Deferred Compensation Plan. Ms. Davis elected to defer cash compensation in 2022. In general, directors must make these deferral elections by the end of the calendar year preceding the date of the grant of the shares. Directors who make a deferral election will have no rights as stockholders of the Company with respect to amounts credited to their deferred RSU account. An amount equal to the cash dividends that would be paid on the number of shares equal to the number of RSUs credited to the director's deferred RSU account will be converted into additional RSUs based on the closing price of the Company's stock on each dividend record date. Payment of RSUs credited to the deferred RSU account will be made in a lump sum in an equal number of shares of fully vested Common Stock at the time specified in the director's deferral election, but no later than as soon as administratively feasible following the director's termination of Board service. The table below sets forth the total number of deferred stock awards held by each non-employee director as of September 30, 2022.

Name	Number of Deferred Restricted Stock Units
Robyn C. Davis	22,006
Alfred Woollacott III	6,554

#### ***Indemnification Agreements***

We have entered into indemnification agreements with each of our directors and anticipate that we will enter into similar agreements with any future directors. Generally, the indemnification agreements are designed to provide the maximum protection permitted by Delaware law with respect to indemnification of a director.

The indemnification agreements provide that we will pay certain amounts incurred by a director in connection with any civil or criminal action or proceeding, specifically including actions by or in our name (derivative suits) where the individual's involvement is by reason of the fact that the director is or was a director or officer. Such amounts include, to the maximum extent permitted by law, attorney's fees, judgments, civil or criminal fines, settlement amounts, and other expenses customarily incurred in connection with legal proceedings. Under the indemnification agreements, a director will receive indemnification unless the director is adjudged not to have acted in good faith and in a manner the director reasonably believed to be in the best interests of Azenta.

# EXECUTIVE OFFICERS

## Biographical Information

The names of our current executive officers and certain biographical information furnished by them as of December 15, 2022 are set forth below. Each executive officer serves until his or her resignation or termination.

Name	Age	Position with the Company
Stephen S. Schwartz	63	President and Chief Executive Officer
Lindon G. Robertson	61	Executive Vice President and Chief Financial Officer
Mitchell Coyne	60	Senior Vice President, General Manager Products
Kimberly Crowley	45	Senior Vice President and Chief Human Resources Officer
David C. Gray	57	Senior Vice President, Chief Strategy and New Business Officer
Jason W. Joseph	52	Senior Vice President, General Counsel and Secretary
Vandana Sriram	49	Senior Vice President, Finance, Corporate Controller and Principal Accounting Officer
Robin Vacha	47	Senior Vice President and General Manager, Life Sciences Products
Ginger Zhou	46	Senior Vice President and General Manager, Genomic Services

**Dr. Schwartz** joined the Company in April 2010 as President and continued to serve as such until August 2013. He was re-appointed President in May 2016. In 2010, he became Chief Executive Officer and continues to serve in that role. Dr. Schwartz had previously served, from August 2002 until April 20, 2009, as chief executive officer and a director of Asyst Technologies, Inc., a manufacturer of integrated hardware and software automation systems primarily directed at the semiconductor manufacturing industry. He joined Asyst in January 2001 as senior vice president, Product Groups and Operations and was elected chairman of Asyst in January 2003. Prior to joining Asyst, Dr. Schwartz had served since 1987 in various capacities with Applied Materials, Inc., including acting as general manager for Applied Material's service business and president of Consilium, Inc., an Applied Materials software subsidiary. Since November 2018, Dr. Schwartz has served on the board of directors of Spire Inc., a publicly traded natural gas company. Dr. Schwartz received his BSEE, MSEE, and Ph.D. in electrical engineering from Purdue University. He also holds an MBA from the University of Chicago.

**Mr. Lindon G. Robertson** joined Azenta Life Sciences on October 2013 as Executive Vice President and Chief Financial Officer. Mr. Robertson is responsible for leading and managing Azenta's global financial strategy including establishing long range financial planning and policies while maintaining positive relationships with our shareholders and the financial community.

Prior to joining Azenta, Mr. Robertson was Vice President and Chief Financial Officer of Graftech International, a \$1.3 billion global provider of carbon and graphite products for industrial applications. Prior to Graftech International, he worked for the IBM Corporation for over 25 years in various senior financial management roles, including CFO of IBM's global hardware business and CFO of IBM's Japan and China operations.

Mr. Robertson holds an MBA from the University of North Carolina, Chapel Hill and an undergraduate degree in accounting from the University of Texas, Austin.

**Mr. Mitchell Coyne** joined Azenta Life Sciences in September 2022 as Senior Vice President, General Manager Products and is responsible for our global Products business, which includes stores, cryo, consumables and instruments.

Mr. Coyne joins Azenta with over 30 years of experience across global life science organizations. Mr. Coyne has spent the last 12 years with Thermo Fisher Scientific in a variety of senior leadership roles, most recently as a Vice President, General Manager, Clinical Diagnostic Reagents. Prior to that he lead global businesses in clinical testing, cold storage, laboratory consumables and infection prevention. Mr. Coyne's career journey began in sales with an orientation on the customer, which remains core to his leadership philosophy of accelerating business growth through alignment of capabilities, teams, and process to exceed customer expectations. Before starting his corporate career, Mitch served four years in the United States Navy.

Mr. Coyne has an MBA from Cardinal Stritch University and a Bachelor's in Business Administration from the University of Northwestern.

**Ms. Kimberly Crowley** joined Azenta Life Sciences in April 2021 and was appointed as Senior Vice President and Chief Human Resources Officer in November 2022 and is responsible for leading the global Human Resources strategy and operations.

Ms. Crowley joined the Company after 11 years with Thermo Fisher Scientific where she served as Vice President, Human Resources in a variety of divisions across the organization. Over her 25-year career, she has held various Human Resources leadership roles at Danaher Corporation, Progress Software and RSA Security.

Ms. Crowley holds a bachelor's degree in Management from Bentley University.

**Dr. David C. Gray** joined Azenta Life Sciences in July 2014 as Senior Vice President and Chief Strategy and New Business Officer after having consulted with the Company since November 2013. He leads our next generation product and business initiatives and is also responsible for corporate-level initiatives to guide our strategic moves. Prior to joining the Company, Dr. Gray held the position of Chief Strategy and New Business Officer at GT Advanced Technologies, Inc., where he held various executive management roles and was responsible for global strategy development and execution as well as internal product development. He spent several years as an M&A and strategic advisor to various companies in the technology and life science industries.

Dr. Gray has a Bachelors degree in Chemical Engineering from Carnegie Mellon University, Masters and PhD degrees in Chemical Engineering from MIT, and an MBA degree from Stanford University.

**Mr. Jason W. Joseph** joined Azenta Life Sciences in March 2011 and was appointed as Senior Vice President, General Counsel & Secretary in November 2017. Mr. Joseph is responsible for the Company's legal affairs, including corporate governance, intellectual property, securities, commercial contracts, litigation, compliance and regulatory activities. He also serves as Secretary of the Corporation and to the Board of Directors.

Prior to joining the Company, Mr. Joseph served as Vice President, General Counsel and Secretary of Unica Corporation, a leading provider of enterprise marketing management software and services, which was acquired by IBM in October 2010, and as General Counsel and Secretary of MapInfo Corporation, a global provider of location intelligence solutions, which was acquired by Pitney Bowes in April 2007. Mr. Joseph also practiced law at Wilmer Cutler Pickering Hale and Dorr LLP (formerly Hale and Dorr LLP) in Boston, MA.

Mr. Joseph holds a Juris Doctor degree from Northwestern University School of Law and a Bachelor of Arts degree from Loyola University Chicago.

**Ms. Vandana Sriram** joined Azenta Life Sciences in September 2021 and was appointed as Senior Vice President of Finance, Corporate Controller and Principal Accounting Officer in November 2022 and is responsible for oversight of all areas of financial accounting, planning, reporting and controls.

Prior to joining the Company, Ms. Sriram worked for over 20 years at General Electric where she most recently was the leader of FP&A in their Aviation division. She also held roles as Chief Financial Officer for GE Additive, Global Controller for GE Aviation, and the FP&A leader for GE's Middle East, North Africa, and Turkey region. Prior to GE, she spent 5 years in public accounting at Arthur Andersen.

Ms. Sriram holds a Bachelors in Commerce from Delhi University, the Chartered Accountant designation in India, and a CPA license.

**Mr. Robin Vacha** joined Azenta Life Science in 2014 and was appointed Senior Vice President, Global Operations in March 2022. In this role, Mr. Vacha has primary responsibility for Azenta's global factory, repository, laboratory, and supply chain operations. Prior to his current role, Mr. Vacha served as GM of the Azenta Life Sciences Products business unit as well as several other senior leadership positions at Azenta.

Mr. Vacha is focused on creating differentiated operational capabilities that drive customer value. For most of his career his focus has been on creating new robotic and automated solutions for factory and laboratory work flows. He has extensive experience in the management of cold chain logistics that support compound management, biologics, and cell and gene therapy research and delivery. Mr. Vacha has a MBA from the MIT Sloan School of Management, a Master of Mechanical Engineering from MIT, and a BSME from Kettering University.

**Dr. Ginger Zhou** joined Azenta Life Sciences in November 2018 and was appointed as Senior Vice President and General Manager of the Genomic Services business in November 2022. She holds primary responsibility for leading global Genomics business growth, operations, and development of related products and solutions.

Dr. Zhou joined Azenta in November 2018 as part of the acquisition of GENEWIZ. In her 7 years with GENEWIZ, Dr. Zhou held various leadership positions including VP of Global Next Generation Sequencing.

Dr. Zhou received her Ph.D. in Molecular Biology and Biochemistry from The State University of New York through a joint research program with Yale University. She holds a B.S. in Biochemical Engineering from Tianjin University, China.

# COMPENSATION DISCUSSION AND ANALYSIS

## Executive Summary

Our executive compensation program is built on a foundation of pay for performance, which we continually evolve to maintain the appropriate alignment. We believe our stockholders have benefited from the successful execution of our business strategy and continue to express support for our pay programs that we believe provide appropriate incentives and recognition for our executives to perform. Our “say-on-pay” proposal again received over 99% approval at our 2022 Annual Meeting of Stockholders.

Our current design and structure of the executive compensation program have been consistent for several years. Each year, our Human Resources and Compensation Committee, or HRC Committee, undertakes a comprehensive review of the design and metrics of our incentive plans to assure alignment with our business strategy. The results of this review, discussed further below, support our belief that our incentive plans are strongly aligned with our business strategy. In this Compensation Discussion and Analysis, we describe the material elements of our fiscal 2022 compensation for the following named executive officers:

Name	Role
Stephen S. Schwartz	President and Chief Executive Officer
Lindon G. Robertson	Executive Vice President and Chief Financial Officer
Matthew McManus	Former Executive Vice President and Chief Operating Officer <sup>(1)</sup>
Jason Joseph	Senior Vice President, General Counsel/Corporate Secretary
Vandana Sriram	Senior Vice President, Finance and Corporate Controller

(1) Dr. McManus' employment with the Company was terminated in October 2022. He is serving as a strategic advisor to Dr. Schwartz until January 31, 2023.

## Shareholder Outreach and Engagement

In 2022, we continued our practice of inviting many of our larger stockholders to discuss our pay programs and practices, our Environmental, Social and Governance (ESG) program and other governance topics. Participating in these discussions were our Chairman of the Board, our Chair of the HRC Committee and our Chair of the ESG Committee, along with our CEO and other members of management.

This year, the outreach program received increased interest and engagement from our stockholders as compared to recent years, and stockholders expressed interest in compensation and ESG issues, board refreshment, general business strategy issues and capital allocation, in light of our recently completed sale of the semiconductor automation business. The stockholders also shared their general views on our current risks and opportunities.

We intend to maintain an ongoing dialogue with our stockholders to ensure that our executive compensation program and ESG initiatives continue to take their views into consideration. We encourage our stockholders to provide us with feedback on our executive compensation program and ESG matters. To facilitate this process, we have established a link to provide feedback on the investor section of our website. Please visit <https://Azenta.investorroom.com/stockholder-feedback>.

## Fiscal 2022 Company Performance and Financial Highlights

Fiscal 2022 marked another year of growth and tremendous change for the Company. On February 2, 2022, we successfully completed the sale of our semiconductor automation business to Thomas H. Lee Partners, L.P. for \$3 billion in cash, subject to adjustments. Following completion of the sale of our semiconductor automation business, our business consists of our Life Sciences businesses, operating under the brand Azenta Life Sciences. In addition, on December 1, 2021, we changed our name from Brooks Automation, Inc. to Azenta, Inc. and our Common Stock began trading on the Nasdaq Stock Market under our new ticker symbol, “AZTA”.

Azenta is a leading global provider of life science sample exploration and management solutions for the life sciences market. We support our customers from research to clinical development with our sample management, automated storage, and genomic services expertise to help bring impactful therapies to market faster. We understand the importance of sample integrity and offer a broad portfolio of products and services spanning across the life cycle of samples from procurement and sourcing, automated storage platforms, genomic services and a broad range of consumables, software, and services.

We believe that our business strategy continues to prove its value, resiliency, and sustainability and we remain committed to our internal and acquisition-related investments to further our growth.

As the year progressed, we saw a return to in person meetings and events and held in person leadership and sales team meetings for the first time in several years. While our employees at manufacturing and lab sites have worked on premises throughout the COVID-19 pandemic, we saw many of our employees choose a hybrid work option as COVID-19 restrictions eased in certain geographies.

The Azenta team continued to deliver topline revenue growth against a market environment still finding its footing in a post-pandemic world. Our Life Sciences Services segment grew revenue by 13% supported by double-digit revenue growth in both Sample Repository Solutions and Genomics Services, while our Life Sciences Products segment revenue was roughly flat, due to the decrease in COVID-19 related revenue versus the prior year. Even with this growth, performance came in below our expectations. As a team, we have identified certain straightforward actions, which we believe will return the business to the topline growth trajectory and profitability profile that we believe the business is capable of achieving.

From a capital deployment perspective, we used over \$500 million of cash on the balance sheet to make two valuable additions to our portfolio with the acquisitions of Barkey Holding GmbH ("Barkey") and B Medical Systems S.á r.l. ("B Medical"). In addition, since the end of fiscal 2022, we put in place a \$1.5 billion share repurchase authorization with a commitment to return at least \$1 billion of cash to stockholders over the next year, including through the \$500 million accelerated share repurchase program we entered into in November 2022, while maintaining our strategy for disciplined organic and inorganic investments in the business.

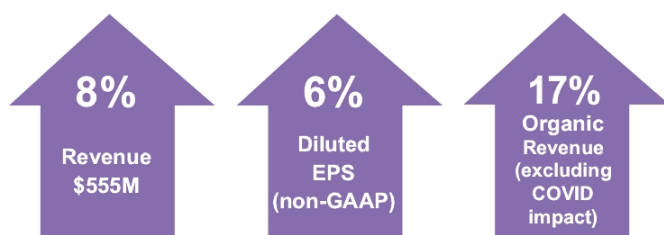
Fiscal 2022 key performance metrics include:

- Revenue reached \$555 million, an increase of 8% compared to fiscal 2021 Organic growth adjusted for the impact of COVID related revenues was 17% compared to fiscal 2021.
- Life Sciences Services revenue grew 13%, year-over-year and organic growth adjusted for the impact of COVID related revenues was 18% year-over-year.
- Life Sciences Products revenue was \$199 million, down slightly, 0.2%, year-over-year, and organic growth adjusted for the estimated impact of COVID related revenues was 13% year-over-year.
- Non-GAAP diluted earnings per share, or EPS, was \$0.51, a 6% increase compared to \$0.48 in fiscal 2021.

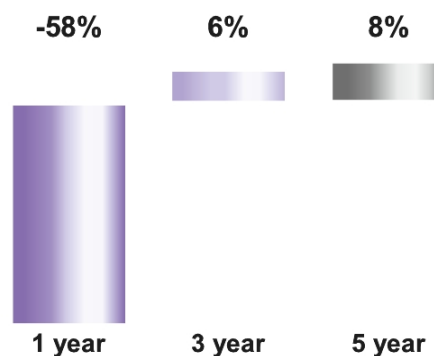
An explanation of the adjustments to our GAAP financial measures used in this proxy statement and a reconciliation of the non-GAAP, financial measures used in this proxy statement to the comparable GAAP financial measures are included in Appendix A to this proxy statement.

## Fiscal 2022 Company Performance and Financial Highlights

### Fiscal 2022 Company Financial Performance

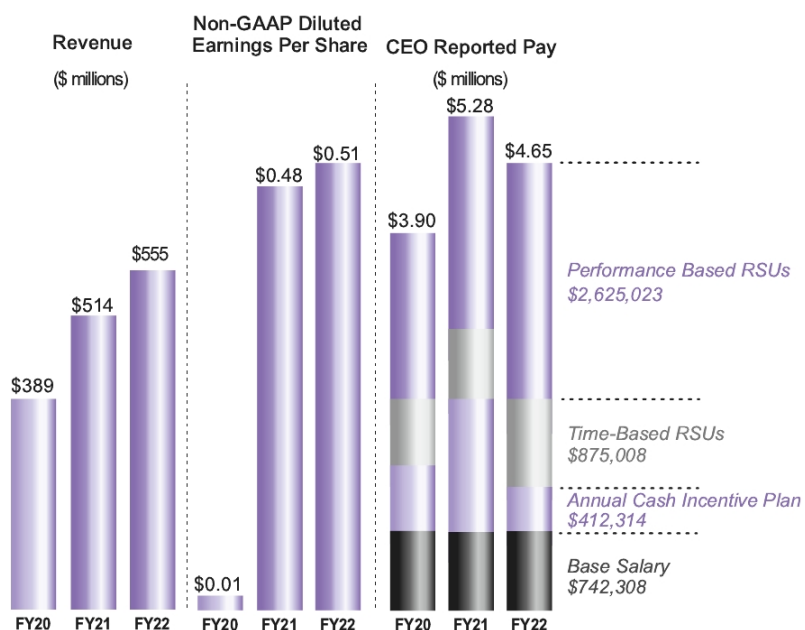


### Azenta Annualized Total Shareholder Return\*



\* Annualized rate of return over one, three and five years reflecting share price appreciation plus reinvestment of quarterly dividends and the compounding effect of dividends paid on reinvested dividends.

Our long-term financial model that we share with our investors and stockholders forms the basis for our annual performance targets. The chart below depicts the steady growth of the Company and corresponding incentive value of our CEO pay components, over the last four years.



## Pay for Performance Alignment

We have focused on the alignment of the pay of our executive leadership team with our performance as measured by certain core business metrics. These metrics, which are incorporated into our incentive compensation plans, are chosen to coordinate with our financial and strategic objectives and to appropriately balance our short- and long-term goals. Our performance goals are designed to incentivize building a business with resilience and growth capability with an eye to long-term sustainable growth. We believe the goals are aggressive but achievable.

The chart below shows the strong alignment between our business strategy and our cash (or Performance-Based Variable Compensation Plan, sometimes referred to as our PBVC) and equity (or Long-Term Incentive Plan, sometimes referred to as our LTIP) incentive plans for fiscal 2021 and 2022.

# Our pay programs are aligned with our business strategy

Business Strategy	Organic Financial Goals		Compensation Design
To build a business model with resilience and growth capability			Our incentive plans are based on financial goals that support our long-term business model
	Results FY22		
Extend Leadership in Core Markets	\$555M	Total Revenue	FY 2022 PBVC (annual cash incentive)
Employ value creation methodology for the rapid growth	\$0.51	Adjusted EPS	FY 2022 PBVC (annual cash incentive)
Drive Margin Expansion	\$29M	Adjusted Operating Profit	LTIP FY 2021 – 2023
	\$63M	Adjusted EBITDA	LTIP FY 2022 – 2024
Utilize Balanced and Disciplined Capital Deployment	(\$55M)*	Adjusted Free Cash Flow	LTIP FY 2021 – 2023 LTIP FY 2022 – 2024
	(-2.1%)	Adjusted ROIC	

\* Adjusted to exclude the impact of the sale of our semiconductor automation business

## Executive Compensation Program Framework

### Philosophy and Objectives

Our executive compensation program is intended to reward our senior leadership team for achieving performance that is directly tied to our annual operating and longer-term strategic plans which are designed to create value for our stockholders. We believe that our plan structure clearly aligns our reward outcomes with the interests of our stockholders, as reinforced by our dialogue with stockholders over the last several years.

We have identified strategic business imperatives and designed our executive compensation programs in a manner that we believe provides appropriate incentives for management to work toward our mutually beneficial goals.

### Business Imperatives

#### Drive performance

- Extend our leadership position in our core markets
- Employ value creation methodology for the rapid growth of our Life Sciences businesses
- Utilize balanced and disciplined capital deployment



## Business Imperatives

### Deliver profitable growth

- Drive margin expansion in each of our core businesses
- Achieve rapid and profitable growth of Life Sciences with organic and acquisition investments

We believe our executive compensation program provides competitive compensation that is in line with the practices of leading life sciences companies with whom we compete for business and talent. Our total rewards strategy is intended to provide:

- a balance between fixed and variable pay that rewards performance and results
- performance-based awards that are tied to aggressive but achievable company and business unit results
- recognition that in our cyclical and volatile industries the ability to perform throughout business cycles is critical to our long-term success

We do not define specific percentages of fixed, variable, and long-term compensation for our executives. We designed our executive pay program to provide base compensation that is competitive with our peer group along with the opportunity to earn variable pay when justified by financial performance. Our pay for performance design emphasizes “at-risk” variable compensation which is paid based upon achievement of strategic accomplishments that are directly tied to increasing stockholder value.

### Strong Governance and Pay Practices

We believe that our executive compensation program supports our business strategies and talent management objectives and is consistent with governance best practices that serve our stockholders’ long-term interests. The following are some of the highlights of our program design and pay practices for our executive officers:

What We Do	What We Don't Do
✓ Maintain stock ownership guidelines to reinforce the alignment of executive officer and stockholder interests	✗ No above-median pay benchmarking
✓ Maintain clawback provisions to assure accountability	✗ No gross-up provisions
✓ Provide for double-trigger change-in-control benefits	✗ No pension plans or other post-employment benefit plans
✓ Consult with an independent compensation consultant	✗ No executive perquisites
✓ Conduct an annual risk assessment of our pay design and practice	✗ No severance multipliers in excess of 3 times total pay
✓ Conduct an annual review of pay levels	✗ No dividends on RSUs until they vest
✓ Conduct evaluations of performance goal rigor	✗ No hedging or pledging of our stock
✓ Solicit stockholder input and incorporate their feedback	
✓ Require minimum vesting periods on equity awards	

### Policy Prohibiting Hedging

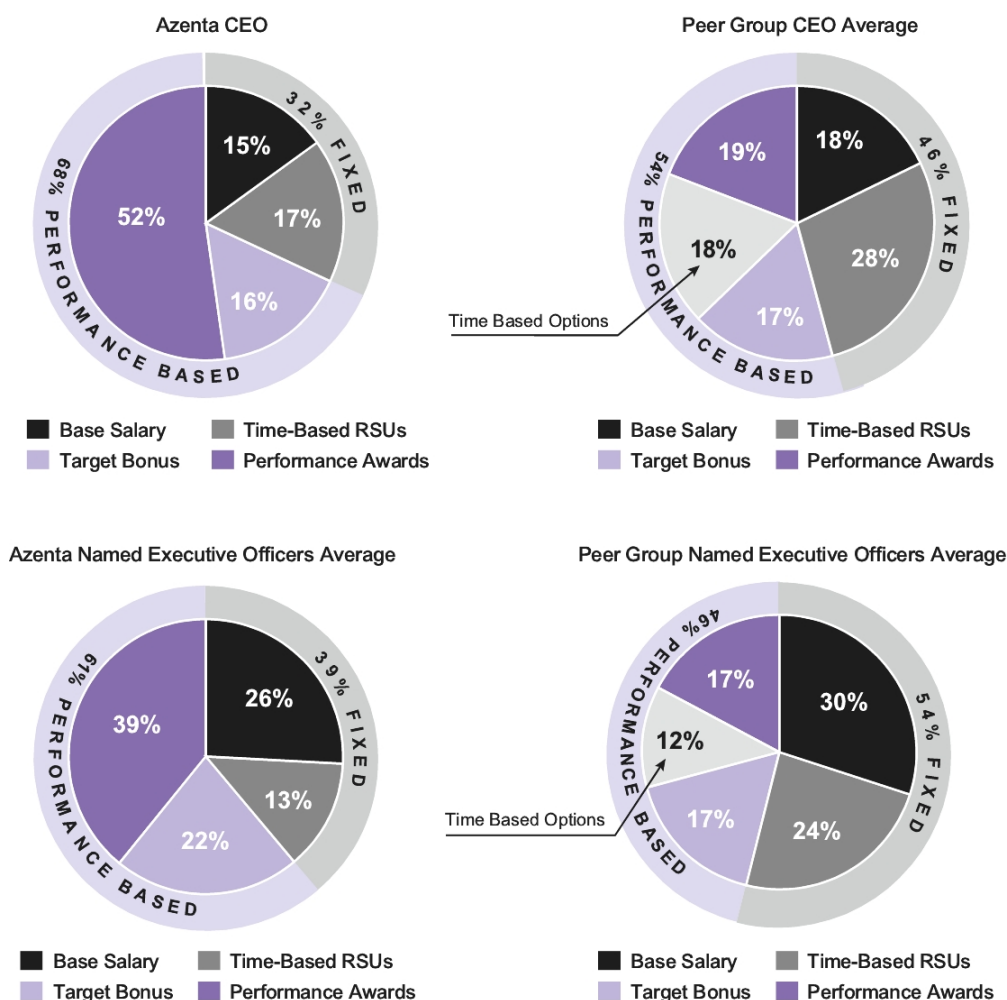
We have a policy that prohibits all employees (including executives and directors) from engaging in any transaction in which they may profit from short-term speculative swings in the value of our securities, including any of the following activities: (1) “short sales” (selling borrowed securities that the seller hopes can be purchased at a lower price in the future) of our securities; (2) use of our securities to secure a margin or other loan; (3) transactions in our securities involving straddles, collars or other similar risk reduction or hedging devices; and (4) transactions in publicly traded options relating to our securities (i.e., options that are not granted by us).

### Key Components of Compensation

Our executive compensation program consists of three components: base pay; annual cash incentive under our PBVC program and equity awards under our LTIP.

Element	Objectives
Base Salary	<ul style="list-style-type: none"> <li>Provides regular source of income at market-competitive levels</li> </ul>
PBVC	<ul style="list-style-type: none"> <li>Motivates executive team to achieve key annual financial goals and objectives</li> <li>Provides at-risk compensation that is not earned if minimum threshold goals are not achieved as well as upside earnings potential for achievement of stretch goals</li> </ul>
LTIP	<ul style="list-style-type: none"> <li>Motivates executive team to execute against longer-term financial and strategic objectives</li> <li>Provides a direct link between performance outcomes and actual pay realized through the use of performance-based RSUs, representing 75% of each executive's annual LTIP grant. Payout is contingent upon achieving minimum performance thresholds, and provides upside potential for stretch performance</li> <li>Provides retention incentive using time-based RSUs representing 25% of each executive's annual LTIP grant</li> </ul>

In allocating total direct compensation among these three components, we seek to provide competitive levels of fixed compensation (base pay and time-based RSUs) and, through annual and long-term variable incentives, provide opportunity for additional compensation where aggressive but achievable performance objectives are met. For fiscal 2022, our CEO's and other named executive officers' target pay mix emphasized variable at-risk pay opportunities as illustrated below:



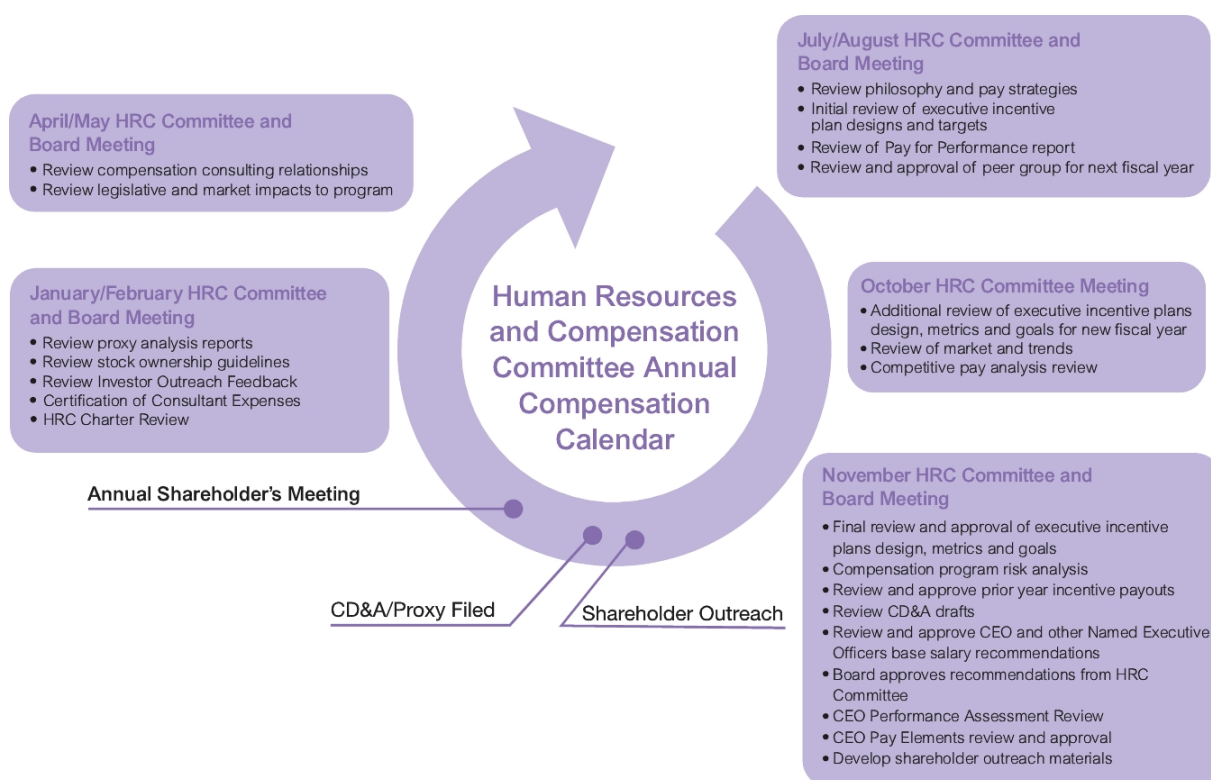
Note: Named Executive Officers Average does not include CEO.

**Determining Executive Compensation**

The HRC Committee is responsible for developing and administering the compensation program for executives as illustrated in the chart below. All HRC Committee pay recommendations are submitted to the non-employee directors of the Board for final vote and approval. The HRC Committee is composed of three members, all of whom are independent directors. Ms. Ellen M. Zane is Chair of the HRC Committee having been appointed in February 2015, and she is currently joined on the HRC Committee by Ms. Robyn C. Davis and Dr. Michael Rosenblatt.

Each year our CEO, with the assistance of our Human Resources department, makes annual recommendations to the HRC Committee regarding the salaries, incentive payments and equity grants for key employees, including all executive officers other than himself. The HRC Committee also holds executive sessions that are not attended by members of management. The HRC Committee makes recommendations to the non-employee directors on each element of our CEO's compensation, as well as other significant aspects of our executive compensation programs, for final approval by our full Board. The recommendations of the HRC Committee typically include the following:

- Executive compensation program development
- PBVC and LTIP design, performance metrics and goals determination
- Executive base salary adjustments
- Incentive plan achievement awards and payouts
- Pay programs and policies that impact the executive team such as severance and change in control arrangements, stock ownership requirements and other pay governance items

**Use of Consultants**

The HRC Committee has the authority to directly retain the services of independent consultants and other experts to assist in fulfilling its responsibilities as described below. Each year our outside compensation consultant assists the HRC Committee in evaluating the competitiveness and appropriateness of executive compensation levels and practices. In fiscal 2022, the HRC Committee continued its engagement with its independent compensation consultant, Pearl Meyer, a national executive compensation consulting firm, to review and provide recommendations concerning all the elements of our executive compensation program. Pearl Meyer performs services solely on behalf of the HRC Committee and has no relationship with the Company or management except as it may relate to performing

such services. The HRC Committee has assessed the independence of Pearl Meyer pursuant to SEC rules and the corporate governance rules of the Nasdaq Stock Market and concluded that no conflict of interest exists that prevents Pearl Meyer from independently representing the HRC Committee. Services provided by Pearl Meyer in fiscal 2022 included:

- a review of the appropriateness of our peer group for executive compensation comparison purposes
- a competitive assessment of Azenta's compensation practices as compared to the market based on the compensation components of base salary, target annual incentives, long-term incentives, and total direct compensation
- an evaluation of the design of our incentive plans (PBVC and LTIP)
- an evaluation of the rigor of our short-term and long-term incentive metrics and goals and their corresponding potential impact on increasing stockholder value
- an analysis of our equity practices to assure prudent equity management as measured by our share burn rate, dilution, and overhang
- an analysis of our short- and long-term pay for performance alignment relative to our peer group
- attendance at scheduled HRC Committee meetings to assist with ongoing support

The information provided by Pearl Meyer is supplemented by compensation survey data purchased by the Company from Radford Executive Survey, which is used to gauge the market competitiveness of our senior executive compensation.

Before each meeting, the HRC Committee is provided appropriate materials and information necessary to make informed decisions about our executive compensation practices. These materials may be supplemented by reports prepared by Pearl Meyer or our Human Resources department. The HRC Committee uses its judgment supported by facts and documentation in making compensation recommendations that it believes supports our philosophy and objectives.

### Peer Group

In consultation with Pearl Meyer, the HRC Committee annually reviews our peer group to ensure it is appropriate to utilize for external compensation comparisons. Criteria used to select these companies include industry comparability, geography, revenue size and market capitalization, and product/service comparability. Fiscal 2022 was the first year we determined our peers solely as a Life Sciences company in anticipation of/as a result of the sale of the semiconductor automation business in February 2022.

#### Step

<b>1. Industry Similarity</b>	» Publicly traded companies in Health Care Equipment & Services (GICS: 3510) or Pharmaceuticals, Biotechnology & Life Sciences (GICS: 3520) industry groups
<b>2. Geographic Similarity</b>	» US-based companies
<b>3. Size Similarity</b>	» Revenue: \$200M - \$1.5B, approximating 0.33x - 3.0x range around anticipated revenue as a Life Science only organization » Market Capitalization: \$1.5B - \$13.5B approximating a 0.33x - 3.0x range around the peer median market capitalization of \$4.6B
<b>4. Business Profile Similarity</b>	» Those with comparable products/services to Azenta's products and services

Applying these criteria to companies in the Life Sciences industry resulted in significant change in our peer group for fiscal 2022 as compared to fiscal 2021. Only two companies, Haemonetics Corporation and Varex Imaging Corporation remain from the fiscal 2021 peer group which was a mix of our Semiconductor Solutions and Life Sciences Corporations.

### Peer Group - FY 2022

**Industry and Product Makeup:** *Industry*

Life Sciences or Life Sciences Products **100%**

**Revenue\*:** *Median*

**\$588M**

*Azenta*

**47th Percentile**

**Market Capitalization\*\*:** *Median*

**\$4,369M**

*Azenta*

**91st Percentile**

\* Trailing twelve months revenue on June 30, 2021

\*\* No data available regarding Azenta's Market Capitalization as a standalone Life Sciences company at the time the peer group was determined. Range for assessment was built around median of the peer group. Data shown for the Market Capitalization above is as of December 31, 2021. Azenta's Market Capitalization as of December 31, 2021 was \$7,612M putting us at the 91st percentile of the peer group.

The following chart contains a list of the companies in our fiscal 2021 and 2022 peer groups.

Fiscal 2021 Peer Group	Fiscal 2022 Peer Group:
Advanced Energy Industries, Inc.	Angio Dynamics, Inc.
Axcelis Technologies, Inc.	CareDx, Inc.
Bio-Rad Laboratories, Inc.	Certara, Inc.
Bruker Corporation	Haemonetics Corporation
Cabot Microelectronics Corporation	ICU Medical, Inc.
Coherent, Inc.	Integra LifeSciences Holdings Corporation
Entegris, Inc.	Luminex*
FormFactor, Inc.	Maravai LifeSciences Holdings Inc.
Haemonetics Corporation	Medpace Holdings, Inc..
MKS Instruments, Inc.	NeoGenomics, Inc.
MTS Systems Corporation	NuVasive, Inc.
Novanta, Inc.	OraSure Technologies, Inc.
Onto Innovation Inc. (formerly Rudolph Technologies, Inc.)	Repligen Corporation
Ultra Clean Holdings, Inc.	Sotera Health Company
Varex Imaging Corporation	Varex Imaging Corporation

## Fiscal 2022 Executive Compensation Program

Based on Pearl Meyer's competitive assessment and the HRC Committee's review of each executive's scope of responsibility and individual performance, the HRC Committee set target pay levels for the CEO and our other executive officers that were in accordance with our compensation philosophy.

The outcomes of our fiscal 2022 executive compensation program can be summarized as follows:

Fiscal 2022 Element	Fiscal 2022 Outcome
<b>Base Salary</b>	<ul style="list-style-type: none"> <li>Dr. Schwartz and Mr. Joseph received market-based salary increases. The new base salary rates became effective January 1, 2022.</li> </ul>
<b>Performance-Based Variable Compensation Plan (Cash)</b>	<ul style="list-style-type: none"> <li>Adjusted EPS, Corporate and Business Unit Revenue and Business Unit Operating Income fell short of targets. Corporate ESG Scorecard was achieved. This resulted in payouts all below target awards.</li> </ul>
<b>Long-Term Incentive Plan (2020 - 2022)</b> Status: Complete: Final Achievement 121.8%	<ul style="list-style-type: none"> <li>3-Year Metric Measures: cumulative Adjusted Operating Profit; cumulative Free Cash Flow; and 3-year average ROIC measured following the end of fiscal 2022. As a result of the sale of our semiconductor automation business, the Plan was evaluated based on two years actuals and one year forecast but vested based on the original schedule.</li> </ul>
<b>Long-Term Incentive Plan (2021 - 2023)</b> Status: Ongoing	<ul style="list-style-type: none"> <li>3-Year Metric Measures: cumulative Adjusted Operating Profit; cumulative Free Cash Flow; and 3-year average ROIC to be measured following the end of fiscal 2023. Plan adjusted to remove contributions from the sale of our semiconductor automation business.</li> </ul>
<b>Long-Term Incentive Plan (2022 - 2024)</b> Status: Ongoing	<ul style="list-style-type: none"> <li>3-Year Metric Measures: cumulative Adjusted Earnings Before Income Taxes Depreciation and Amortization (EBITDA); cumulative Free Cash Flow; and 3-year average ROIC to be measured following the end of fiscal 2024.</li> </ul>

## Base Salary

The HRC Committee reviews salaries annually and implements any adjustments effective January 1st, with occasional mid-year adjustments for off cycle events such as promotions. The HRC Committee considered the market competitive positioning of the CEO and other named executive officers as provided by our consultant and based its decisions upon its evaluation of our performance and the individual performance of each named executive officer. The following table lists base salaries for the last two fiscal years for the CEO and our other named executive officers.

## FISCAL YEAR END BASE PAY

Name	September 30, 2021	September 30, 2022	Percent Increase
Stephen S. Schwartz	\$725,000	\$750,000	3.4%
Lindon G. Robertson	\$525,000	\$525,000	0.0%
Matthew McManus		\$525,000	0.0%
Jason Joseph	\$390,000	\$410,000	5.1%
Vandana Sriram	\$385,000	\$385,000	0.0%

- Dr. Schwartz and Mr. Joseph received salary adjustments in recognition of their contributions and to maintain their market competitive positioning. Base salaries were adjusted, as of January 1, 2022.
- Mr. Robertson received market-based adjustments to his base salaries effective January 1, 2021 and given his competitive position among the peer group, his salary was maintained at the same amount for the calendar year 2022.
- Dr. McManus was hired into the organization in January 2022 at a competitive market-based rate. Ms. Sriram was hired into the organization in September 2021 at a competitive market-based level and was not given an increase as of September 30, 2022.

**Annual Cash Incentive for Fiscal 2022 – Performance-Based Variable Compensation (PBVC)**

Each year the HRC Committee, with management, reviews the Annual Operating Plan, or AOP, to determine the critical financial metrics and goals they believe will drive stockholder value when achieved. For fiscal 2022, the HRC Committee chose financial metrics that were intended to reflect a purely Life Sciences business. The HRC Committee chose to retain the Revenue (55% weight), and Adjusted EPS (35% weight) metrics for the PBVC as they continue to align with our strategy of accelerating profitable growth as a life sciences company. Adjusted Gross Margin was removed as a metric and was replaced with an Environmental, Social and Governance (ESG) scorecard (10% weight) given its strategic importance to our continued business.

In reviewing the metrics and goals, the HRC Committee was guided by the following:

- Aligning the shorter-term financial objectives of our annual PBVC incentives and the longer-term strategic objectives of our LTIP
- Establishing financial goals that are aggressive but achievable, that show significant growth over prior years' targets and results and that account for significant acquisitions and divestitures
- Maintaining a strong linkage between incentive plan metrics and our strategic plan and business model
- Defining appropriate ranges of financial long-term performance to equitably reward performance below and above our aggressive targets for our business during fiscal 2022

The HRC Committee met over several sessions and engaged our compensation consultant to review our (and our peer group's) historical achievement levels on the proposed metrics to ensure appropriate rigor in setting these goals. Based on its independent assessment, Pearl Meyer concluded that the fiscal 2022 incentive compensation performance goals were of appropriate rigor reflecting:

- A goal-setting process incorporating all marketplace best practices, including significant and meaningful year-over-year growth, appropriately structured performance ranges with new additional ESG goals and corresponding reasonable payout levels
- Alignment with investor expectations and performance ranges that are generally consistent with peer design with highly robust stretch goal targets
- PBVC goals based on meaningful organic growth for continuing business operations
- Historical payouts that have fluctuated demonstrating a history of sufficiently challenging goals

**Fiscal 2022 PBVC Financial Performance Goals**

Our fiscal 2022 PBVC metrics and goals were key performance measures that anticipated continued growth and our go forward operations as a Life Sciences only company. The goals for the fiscal 2022 PBVC were determined by referencing financial targets in our AOP and excluded consideration of any acquisition activity that occurred during the 2022 fiscal year.

**Annual Revenue:**

- Aggressive revenue goal set far exceeding fiscal 2021 Life Sciences revenue
- Goal achievement dependent on: Life Sciences' continued growth performance and the successful transformation to a standalone Life Sciences organization
- Weighted at 55% of Target
- Actual results 92% of the fiscal 2022 PBVC target which represents 7% year over year growth

**Adjusted EPS:**

- Aggressive target goal to measure our performance in delivering profitable growth using a metric that is understood by our stockholders
- Weighted at 35% of Target
- Adjusted EPS year-over-year growth was 8% which fell short of expectations resulting in 78% of target achievement for fiscal 2022

**ESG Scorecard:**

- Given the ongoing importance in the areas of ESG, the HRC Committee decided to include a scorecard focused on the employment of a diverse workforce, an inclusion culture, production safety and ongoing emissions and sustainability efforts.
- Weighted at 10% of Target
- The leadership achieved all objectives tied to the scorecard receiving a 100% achievement score



## Fiscal 2022 Corporate PBVC Results – CEO

Corporate Metrics <sup>(1)</sup>	TARGETS					ACHIEVEMENT	
	Metric Weighting	Threshold 25%	Target 100%	Max 150%	Full Year Actual <sup>(1)</sup>	Year End Result	
						Award Percent	Weighted % of Target Award
Annual Revenue	55%	\$525M	\$600M	\$690M	\$552M	52.0%	28.6%
Adjusted EPS	35%	\$ 0.50	\$ 0.67	\$ 0.90	\$ 0.52	33.8%	11.8%
ESG Scorecard	10%				100%	100.0%	10.0%
Corporate Financial Metrics	100%						50.4%

(1) Full Year Actual excludes results from any acquisitions made in fiscal 2022.

## Fiscal 2022 Corporate PBVC Results – Named Executive Officers

Corporate Metrics <sup>(1)</sup>	TARGETS					ACHIEVEMENT	
	Metric Weighting	Threshold 25%	Target 100%	Max 150%	Full Year Actual <sup>(1)</sup>	Year End Result	
						Award Percent	Weighted % of Target Award
Annual Revenue	55%	\$525M	\$600M	\$690M	\$552M	52.0%	28.6%
Adjusted EPS	35%	\$ 0.50	\$ 0.67	\$ 0.90	\$ 0.52	33.8%	11.8%
ESG Scorecard	10%				100%	100.0%	10.0%
Corporate Financial Metrics	100%						50.4%

(1) Full Year Actual excludes results from any acquisitions made in fiscal 2022.

Fiscal 2022, was a transformational year for the Company; we completed the sale of the semiconductor automation business to become a standalone Life Sciences business under the Azenta name, we emerged from the other side of a global pandemic and acquired two companies, Barkey Holding GmbH (“Barkey”) and B Medical. At the same time, we experienced certain challenges and other headwinds in our businesses that led to our falling short of our PBVC plan targets.

None of our acquisitions completed in fiscal 2022 were included in the fiscal 2022 PBVC results. This is done by design to support acquisitions timing that aligns with the business and stockholder interests.

Listed below are our CEO’s and our other named executive officers’ earned cash payouts based on the achievement of the corporate financial metrics as weighted.

Name	Target Opportunity as % of Fiscal Year Base Pay	Cash Payout	Payment as a % of Target
Stephen S. Schwartz	110%	\$412,314	50.4%
Lindon G. Robertson	100%	\$264,758	50.4%
Matthew McManus	100%	\$183,294	50.4%
Jason Joseph	65%	\$132,631	50.4%
Vandana Sriram	70%	\$135,909	50.4%

**Special Recognition Bonus Payments**

On February 2, 2022, we successfully completed the sale of our semiconductor automation business to Thomas H. Lee Partners, L.P. for \$3 billion in cash, subject to adjustments. In recognition for their significant contributions to the successful execution of that sale, Messrs. Robertson and Joseph received special cash bonuses of \$200,000 and \$100,000, respectively, paid in February 2022 after the completion of the sale.

**Sign-on Payments**

As part of their competitive new hire packages, Dr. McManus and Ms. Sriram received cash sign-on payments to offset a loss in compensation. It was agreed that Dr. McManus would receive a \$1,000,000 cash sign-on bonus, split up into two \$500,000 payments. The first payment to be made shortly after his hire and the second payment to be made on January 17, 2023 the first anniversary of his hire date. Ms. Sriram received a \$100,000 cash sign-on, bonus, which was paid shortly after her hire.

**Long-Term Incentives**

We regularly review the design of our equity incentive plan to ensure it remains calibrated to our long-term strategic goals while providing the appropriate balance of challenge and motivation.

With the transformation of the Company that has accelerated over the prior two years, the HRC Committee conducted an in-depth review of the plan designs for both our annual PBVC and our three-year LTIP as we have done for the past several years. The HRC Committee engaged Pearl Meyer to assist with the review and enlisted the support of the Company's Human Resources department. The objectives and process of the review were as follows:

- Diligence exercise to assist the HRC Committee and management in defining the strongest incentive plan metrics that drive stockholder value;
- Internal Review: Subjective analysis and discussion on current metrics linkage and alignment to specific strategic criteria;
- External Review: Benchmarking of our incentive plan metrics alignment to our compensation peer group and review of achievement results and payouts over several years; and
- Determination of incentive metrics and design for upcoming PBVC and LTIP awards.

The HRC Committee presented the conclusions from the review to the full Board. In summary, the review reinforced our belief that our plan designs as well as metrics and goals are appropriately aligned with prevailing peer practices. The HRC Committee and the Board also concluded that the metrics and incentive plan designs are closely tied to our business strategy for both the short and long term and have served the stockholders well in delivering value.

Each of our named executive officers received award grants of both time-based and performance-based RSUs in fiscal 2022.

We use performance-based RSUs for the majority (75%) of our equity grants and measure performance at the end of each three-year LTIP period.

Similar to our annual PBVC, the HRC Committee has been very consistent in the selection of metrics for the LTIP that are in support of our long-term strategy. We believe this consistency helps focus the executives on achieving the financial results that we believe will drive stockholder value.

The financial metrics for the fiscal 2020 and 2021 LTIPs are comprised of cumulative Adjusted Operating Profit, cumulative Free Cash Flow, and three-year average ROIC, each equally weighted. In fiscal year 2022, Adjusted Operating Profit was replaced by Adjusted EBITDA. The financial metrics for the fiscal 2022 LTIP are comprised of cumulative Adjusted EBITDA, cumulative Free Cash Flow, and three-year average ROIC, each equally weighted.

We have selected these metrics because we believe:

- Adjusted EBITDA is a key performance indicator that motivates, and rewards sustained growth in profit, and demands a longer-term management focus on business operations and profitability;
- Free Cash Flow will provide funding for growth initiatives, focused on new product development and acquisitions, and is a key indicator of overall company performance with a strong management line of sight; and
- ROIC is a key financial metric, as it focuses executives on a forward looking, disciplined approach to capital investment in optimizing stockholder return. This metric will measure effective capital deployment in internal organic investments and acquisitions with accretive returns.

**Grant Process**

The value of each year's LTIP equity grant for the CEO and our other named executive officers is based on a variety of factors including market and peer group data as provided by Pearl Meyer, the ability of the executive to impact long-term stockholder value, the executive's prior contributions and performance and the currently outstanding equity grants held by the executive. For executive officers, this translates into a projected equity value to target cash compensation ratio generally ranging from 1.0 to 1.5. A combination of performance and time-based RSUs are used as part of our LTIP. Performance-based RSUs are intended to focus and align management leadership on increasing share value and profitable growth, while time-based RSUs help promote retention of key leadership talent.

The following table shows grant date value for the fiscal 2020, 2021 and 2022 LTIPs.

**LTIP Grant Date Value**  
(In thousands)

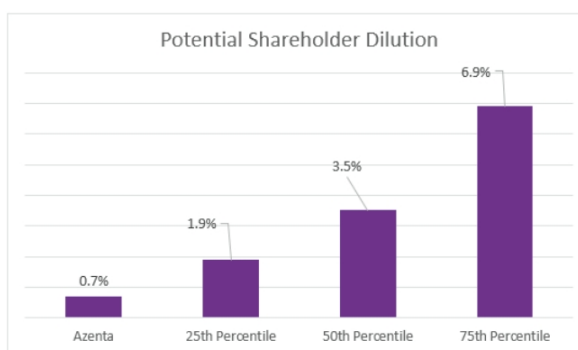
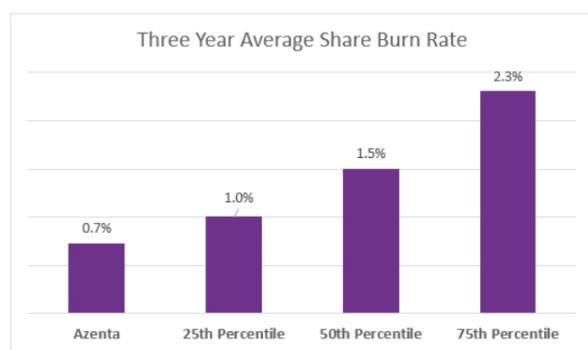
Grant Date	2020 11/11/19	2021 11/13/20	2022 11/15/21
<b>Executive</b>			
Stephen S. Schwartz	\$2,500	\$3,000	\$3,500
Lindon G. Robertson	\$1,050	\$1,150	\$1,300
Matthew McManus <sup>(1)</sup>			\$1,300
Jason Joseph	\$ 600	\$ 650	\$ 750
Vandana Sriram <sup>(2)</sup>			\$ 375

(1) Does not include performance-based and time-based RSUs granted in conjunction with Dr. McManus joining the Company

(2) Does not include time-based RSUs granted in conjunction with Ms. Sriram joining the Company.

**Equity Plan Analysis**

The most recent Pearl Meyer executive pay analysis, completed in September 2022, noted that our dilution (total number of shares outstanding under the equity compensation programs as a percentage of the most recent fiscal year's common shares outstanding) was below the 25th percentile of our 2022 compensation peer group. Our share burn rate, which is the sum of options and full-value shares granted divided by weighted average shares outstanding (where all options and full-value shares are counted equally) was 0.39% and 0.72% for our three-year average as shown in the chart below. These figures are approximate to the 25th percentile of our peer group. We believe that this judicious use of equity awards affords the HRC Committee flexibility in providing incentives to executives to drive strategic initiatives.



**Impact of Business Separation Announcement on the Outstanding LTIPs for fiscal 2020-2022 and fiscal 2021-2023**

Following the announcement in September 2021 that we had agreed to sell our semiconductor automation business to Thomas H. Lee Partners, L.P. Committee began reviewing various options for a fair and equitable way to address the two outstanding LTIP awards. The HRC Committee defined several objectives to guide them in crafting a solution. These included:

- Maintaining incentive and motivational value of the originally constructed plans
- Providing fair recognition for the achievements accomplished through the two-year and one-year periods of each applicable LTIP as of the end of fiscal 2021
- Minimizing any potential windfall situations
- Retaining the same schedule of performance- or time-based vesting originally intended in each plan
- Replacing the more recently approved LTIP (2021-2023) with revised goals for the remaining two years of the plan that measured performance solely based on the Life Sciences businesses

Following considerable deliberation and consideration of alternatives and working with management and the HRC Committee's independent consultant, the HRC Committee recommended, and the Board approved the following:

LTIP Plan FY 2020-FY 2022: With two years of actual results recorded, the HRC Committee decided to use the fiscal year 2022 forecast that reflected the results of the combined businesses to measure the final achievement factor of the plan. Using the two years of actual results and the one-year forecast, participants “banked” these shares and vested on the original expected vesting date of November 15, 2022 as long as the participant was employed by us on that date.

LTIP Plan FY 2021-FY 2023: With one year of actual results recorded and two years of performance measurement remaining, the HRC Committee agreed to measure the achievement factor using two years of the previously approved forecast along with the one year of actual results. The performance shares were then prorated for the one year elapsed out of the three-year LTIP period such that one-third of the award will be “banked” based on the three-year achievement factor that included a cap so that the achievement factor could not exceed 150% of the target (200% is possible under the plan design). Vesting of the prorated shares will occur on the original expected vesting date of November 15, 2023 as long as the participant remains employed by us on that date. In addition, the HRC Committee approved a new two-year performance plan covering the fiscal years 2022 and 2023 to measure performance achievement for the remaining two-thirds of the original performance share units granted under the FY2021 – FY2023 LTIP. The same metrics were used with the revised goals reflecting the Life Sciences businesses only.

### Fiscal 2020 - 2022 LTIP

The fiscal 2020 LTIP covering the fiscal years 2020 – 2022 was approved by the HRC Committee and the full Board in November 2019 and was designed with the same metrics as the fiscal 2019 – 2021 LTIP but with significantly greater goals for each metric that took into account the strong performance in fiscal 2019 and our longer-term financial models that we believe support a strategy of profitable growth. The HRC Committee decided to keep each metric equally weighted at one-third.

As noted above, the performance of this LTIP was determined based on fiscal years 2020 and 2021 actuals and fiscal 2022 forecast that reflected the results of the combined businesses. This award was banked with HRC Committee and Board approval and vested on November 15, 2022, the original expected vesting date.

### LTIP 2020 - 2022 Financial Results

Long Term Incentive Plan Objectives – Fiscal 2020 - 2022 LTIP								
Strategic Objective <sup>(1)</sup>	Weighting	Measurement Time Frame	Metrics	Threshold 25% of Award	Target 100% of Award	Maximum 200% of Award	Results	Weighted % of Target Earned
Adjusted Operating Profit <sup>(2)</sup>	33%	3 Years	Cumulative Adjusted Operating Profit	\$400M	\$550M	\$700M	\$643M	53%
Free Cash Flow <sup>(3)</sup>	33%	3 Years	Cumulative FCF	\$275M	\$375M	\$575M	\$345M	26%
ROIC <sup>(4)</sup>	33%	3 Years	3-year-average ROIC	8.0%	11.0%	17.0%	12.6%	43%
Total								121.8%

(1) Goals exclude the impact of any acquisitions and divestitures over the three-year measurement period.

(2) Adjusted Operating Profit: cumulative pre-tax operating income before special charges; excludes: (a) amortization expense; (b) purchase accounting adjustments; (c) restructuring expenses; (d) interest income; (e) other income; (f) joint venture income; (g) other items that may be excluded from Adjusted EPS.

(3) Free Cash Flow: cumulative operating cash flow less capital expenditures.

(4) ROIC: GAAP income minus interest (after tax) as a percentage of average net assets, excluding cash and net deferred taxes. Each year’s average ROIC is equally weighted: (Y1 + Y2 + Y3)/3.

The following table summarizes the PSU awards earned by our named executive officers under the fiscal 2020 - 2022 LTIP:

Name	Fiscal 2020- 2022 LTIP	
	Performance-Based RSUs (PSUs) Granted at Target	Total PSUs Earned (Vested 11/15/2022)
Stephen S. Schwartz	39,886	48,580
Lindon G. Robertson	16,752	20,403
Matthew McManus*		
Jason Joseph	8,775	10,687
Vandana Sriram*		

\* Dr. McManus and Ms. Sriram were not employed with the Company at the time these awards were granted and therefore have no PSUs earned under this LTIP.

### Fiscal 2021 – 2023 LTIP

The fiscal 2021 three-year LTIP metrics are also cumulative Adjusted Operating Profit, cumulative Free Cash Flow, and a three-year average of our ROIC, all equally weighted. Each quarter at their regularly scheduled meetings, the HRC Committee and full Board review the Company's financial results to date and forecast for the remaining fiscal year period against the goals for each plan.

As noted above, with one year of actual results recorded and two years of performance measurement remaining, the HRC Committee agreed to measure the achievement factor using two years of the previously approved forecast along with the one year of actual results, capped at a maximum of 150%. The performance achievement was determined to exceed the cap and therefore one-third of the award was banked at 150%. Vesting of the prorated shares will occur on the original expected vesting date of November 15, 2023 as long as the participant remains employed by us on that date.

In addition, the HRC Committee approved a new two-year LTIP covering the fiscal years 2022 and 2023 to measure performance achievement for the remaining two-thirds of the original performance share units granted under the FY2021 – FY2023 LTIP. The same metrics were used with revised goals reflecting the Life Sciences businesses only.

### FINANCIAL OBJECTIVES FISCAL 2021-2023 LTIPs

Strategic Objective <sup>(1)</sup>	Weighting	Measurement Time Frame	Metrics	Threshold 25% of Award	Target 100% of Award	Maximum 200% of Award
ROIC <sup>(2)</sup>	33%	2 Years	2-year-average ROIC	*	*	*
Free Cash Flow <sup>(3)</sup>	33%	2 Years	Cumulative Free Cash Flow	*	*	*
Adjusted Operating Profit <sup>(4)</sup>	33%	2 Years	Cumulative Adjusted Operating Profit	*	*	*

#### Definitions:

- (1) Goals exclude the impact of any acquisitions and divestitures over the three year measurement period.
- (2) ROIC: GAAP income minus interest (after tax) as a percentage of average net assets, excluding cash and net deferred taxes. Each year's average ROIC is equally weighted: (Y1 + Y2 + Y3)/3.
- (3) Free Cash Flow: cumulative operating cash flow less capital expenditures.
- (4) Adjusted Operating Profit: cumulative pre-tax operating income before special charges; excludes: (a) amortization expense; (b) purchase accounting adjustments; (c) restructuring expenses; (d) interest income; (e) other income; (f) joint venture income; (g) other items that may be excluded from Adjusted EPS.

## Fiscal 2022-2024 LTIP

In fiscal year 2022, Free Cash Flow and ROIC continued to be used as metrics for the PSUs. Adjusted Operating Profit was replaced with Adjusted EBITDA as it was deemed an appropriate metric for assessing long-term profitable growth. The fiscal 2022-2024 three year LTIP metrics are cumulative Adjusted EBITDA, cumulative Free Cash Flow, and a three-year average of our ROIC, all equally weighted. Each quarter at their regularly scheduled meetings, the HRC Committee and full Board review the Company's financial results to date and forecast for the remaining fiscal year period against the goals for each plan.

## FINANCIAL OBJECTIVES FISCAL 2022-2024 LTIPs

Strategic Objective <sup>(1)</sup>	Weighting	Measurement Time Frame	Metrics	Threshold 25% of Award	Target 100% of Award	Maximum 200% of Award
ROIC <sup>(2)</sup>	33%	3 Years	3-year-average ROIC	*	*	*
Free Cash Flow <sup>(3)</sup>	33%	3 Years	Cumulative Free Cash Flow	*	*	*
Adjusted EBITDA <sup>(4)</sup>	33%	3 Years	Adjusted EBITDA	*	*	*

### Definitions:

- (1) Goals exclude the impact of any acquisitions and divestitures over the three year measurement period.
  - (2) ROIC: GAAP income minus interest (after tax) as a percentage of average net assets, excluding cash and net deferred taxes. Each year's average ROIC is equally weighted:  $(Y1 + Y2 + Y3)/3$ .
  - (3) Free Cash Flow: Cumulative operating cash flow less capital expenditures.
  - (4) Adjusted EBITDA: Earnings before interest, taxes, depreciation, and amortization. Net Income that adds back interest expenses, taxes, and depreciation charges, plus other adjustments.
- \* We do not publicly disclose our goals during the performance periods due to the proprietary and competitive sensitivity of the information. We believe these goals to be consistent with our philosophy of establishing aggressive but achievable targets, and after two years' and one year's results, respectively, participants are motivated to achieve the targets for the LTIP.

## Other Compensation and Policies

### Stock Ownership Guidelines

Stock ownership guidelines require that within five years of their hire date, executive officers, including our named executive officers Drs. Schwartz and McManus, Messrs. Robertson and Joseph, and Ms. Sriram, acquire and maintain beneficial ownership of Azenta shares at different multiples of salary depending upon position. The CEO has an ownership requirement of six (6) times base salary. The CFO has an ownership requirement of three (3) times base salary. The remaining positions covered by the policy have ownership requirements of two (2) times base salary. As of the end of fiscal 2022, Dr. Schwartz has exceeded his six (6) times ownership requirement; Mr. Robertson has exceeded his three (3) times ownership requirement; and Mr. Joseph has exceeded the two (2) times base salary requirement. Ms. Sriram is working to meet their requirement and has until September 13 2026 to meet this requirement. The guidelines cease to apply to any executive officer after termination of their employment. As of October 14, 2022 Dr. McManus was no longer employed by the Company and therefore is no longer subject to the requirement.

### Risk Assessment Process

The HRC Committee has assessed the risk profile of its compensation program to monitor whether any element of compensation or any policy encouraged inappropriate or unacceptable risk to the Company on an annual basis. The HRC Committee is provided with a series of Company analytical factors which focus upon several key areas of our compensation program, including external market reference; pay mix; range and sensitivity of our PBVC and LTIP; selection of performance metrics; goal setting process; and our checks and balances on the payment of compensation. We believe this provides a process to ensure that an appropriate balance between prudent business risk and resulting compensation is being maintained.

The HRC Committee believes our policies and procedures achieve this balance. The Company also has clawback provisions in place as discussed in more detail below, as well as stock ownership guidelines to further align the executives' interests with those of our stockholders. The HRC Committee regularly monitors the executives' progress against our stock ownership guidelines. The HRC Committee believes our policies and rewards structure appropriately balances the creation of long-term value with shorter-term positive results.

### Clawback Provisions

Clawback provisions which apply to the CEO and CFO are contained in employment agreements and/or offer letters and are consistent with the Sarbanes-Oxley Act of 2002. These provisions govern the recoupment of annual and long-term incentive compensation in the event of an accounting restatement due to material noncompliance by the Company that results from misconduct or gross negligence.

relating to any financial reporting requirements. In November 2013, the Board approved an incentive compensation recoupment policy that applies to all executive officers (including the CEO and the CFO), which is applicable to incentive-based compensation (such as the PBVC and performance-based RSUs) awarded to executive officers after the adoption of the policy. Pursuant to the policy, in the event that we are required to prepare an accounting restatement due to material noncompliance with financial reporting requirements, we will use reasonable efforts to recover any amount in excess of what would have been paid to such executive officers (or such former executive officers) whose intentional misconduct caused or contributed to the need for the restatement under the accounting restatement for any such incentive-based compensation during the three-year period preceding the restatement. The Company intends to review and update its recoupment policy in light of the SEC's recent adoption of new rules with respect to the clawback of incentive compensation.

### ***Employment Agreements***

We currently have an employment agreement with Dr. Schwartz. The agreement provides for, among other things, a specified annual base salary and the target variable compensation award based on performance. It also provides that he will be entitled to severance of one year's base salary and continued participation in benefit plans if his employment is terminated by us without "cause" or if he resigns for "good reason". Severance and benefits are continued on a payroll-to-payroll basis if he remains unemployed following the initial twelve months of payment up to an additional twelve months. More information can be found under the section "Post-Employment Benefits".

Mr. Robertson has entered into an offer letter that stipulates the terms and conditions of his employment with us. In June 2015, we modified the original offer letter to Mr. Robertson to provide for the same severance provisions as Dr. Schwartz (one year's base salary and benefits and up to an additional 12 months so long as the executive remains unemployed). We believe these changes are appropriate as they reflect customary market practice for executives and provide our executives with the proper focus when analyzing potential transactions.

Dr. McManus entered into an offer letter that stipulates the terms and conditions of his employment with us. It provides that he will be entitled to severance of one year's base salary and continued participation in benefit plans if his employment is terminated by us without cause. In October 2022, the Company determined that Dr. McManus would cease to serve as the Executive Vice President, Chief Operating Officer, and as a result, his employment was terminated without cause. In November 2022, the Company and Dr. McManus entered into a separation agreement, pursuant to which, the Company agreed to provide Dr. McManus with base salary and continued participation in benefits for a period of twelve months from his termination date (as agreed in his offer letter) and his earned Performance-Based Variable Compensation Plan compensation for fiscal year 2022 payable at the same time as all other executives, since he was employed through the end of fiscal year 2022. Dr. McManus was also provided the option of using outplacement services. In addition, to encourage Dr. McManus to serve as a strategic advisor through January 31, 2023 to help facilitate a smooth leadership transition, and in consideration of his waiver, release of claims, non-competition and non-disparagement obligations under the terms of his separation agreement, the Company agreed to make a \$500,000 one-time cash payment payable in January 2023. At the end of his consulting assignment, Dr. McManus will forfeit unvested equity awards with a grant date fair value of \$2.7 million in connection with his separation.

### ***Change-In-Control and Non-Compete Agreements***

We currently have provisions within our equity award agreements that provide for accelerated vesting at target in the event of a double-trigger change in control (termination of employment without "cause" or resignation for "good reason" within a year following or six months prior to a change-in-control).

In June 2015, we extended the double-trigger change in control provisions to our severance and benefits arrangements with Dr. Schwartz and Mr. Robertson and increased the protected termination period following a change in control to two years. The arrangement includes:

- Cash severance, payable bi-weekly, equal to two times the amount of their current base salary and annual target bonus
- A lump sum payment to cover the approximate cost of the Company's portion of premiums for coverage under their welfare benefit plans for two years following termination
- Fully accelerated vesting of all unvested equity awards including any performance-based awards that have not yet been earned calculated at the target award amount

In exchange for the change in control agreement, we entered into a non-competition agreement with Dr. Schwartz and Mr. Robertson where each executive agreed that during the term of the agreement and for 12 months following termination for any reason, the executive:

- Shall not work or invest in any business that is competitive with Azenta
- Shall not solicit for employment any employee of Azenta or solicit a customer (within the last two years) of Azenta

### ***Indemnification Agreements***

We entered into an indemnification agreement at the time of hire with our CEO and our other named executive officers. The indemnification agreement provides that we will pay amounts incurred in connection with any civil or criminal action or proceeding, specifically including actions by or in the Company's name where the involvement is by reason of the fact that he or she is or was an



officer. Such amounts include, to the maximum extent permitted by law, attorney's fees, judgments, civil or criminal fines, settlement amounts, and other expenses customarily incurred in connection with legal proceedings. Under the indemnification agreement, the executive will receive indemnification unless he or she is adjudged not to have acted in good faith and in a manner he or she reasonably believed to be in the best interests of Azenta.

**Tax Deductibility**

Section 162(m) of the Internal Revenue Code of 1986, as amended by the Tax Cuts and Jobs Act, restricts deductibility for federal income tax purposes of annual individual compensation in excess of \$1 million to our named executive officers, effective for tax years beginning after 2017, subject to a transition rule for written binding contracts which were in effect on November 2, 2017, and which were not modified in any material respect on or after such date. In the past, Section 162(m)'s deductibility limitation was subject to an exception for compensation that qualified as performance-based. Certain of our compensation programs were designed to permit us to qualify for the performance-based exception, although the Company reserved the right to pay compensation that did not qualify as "performance-based". While the HRC Committee has considered the deductibility of compensation as a factor in making compensation decisions, it has retained the flexibility to provide compensation that is consistent with the Company's goals for its executive compensation program, even if such compensation would not be fully tax-deductible.

Section 280G and related sections of the Internal Revenue Code provide that executive officers and directors who hold significant stockholder interests and certain other service providers could be subject to significant additional taxes if they receive payments or benefits that exceed certain limits in connection with a change in control event, and that we could lose a deduction on the amounts subject to the additional tax. We have not provided any executive officer, including Dr. Schwartz, with a commitment to gross up or reimburse other tax amounts that the executive might pay pursuant to Section 280G of the Internal Revenue Code. In January 2010, the Board voted that it would not make any gross-up or tax reimbursement commitments to any executives.

Section 409A of the Internal Revenue Code also imposes additional significant taxes on an executive officer, director or service provider who receives "deferred compensation" that does not meet the requirements of Section 409A. To assist in the avoidance of additional tax under Section 409A, we intend to structure equity awards and other deferred compensation payments in a manner to comply with the applicable Section 409A requirements.

**Human Resources and Compensation Committee Report**

To The Stockholders of Azenta, Inc.:

The Human Resources and Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on its review and discussions with management, the Human Resources and Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted,

Human Resources and Compensation Committee

as of September 30, 2022

Ellen M. Zane, Chair  
Robyn C. Davis  
Michael Rosenblatt

# COMPENSATION TABLES FOR NAMED EXECUTIVE OFFICERS

## Summary Compensation Table

The following table sets forth certain information concerning compensation of each named executive officer during the fiscal years indicated below:

Name and Principal Position	Fiscal Year	Salary	Bonus	Stock Awards <sup>(1)</sup>	Non-Equity Incentive Plan Compensation <sup>(2)</sup>	All Other Compensation	Total
<b>Stephen S. Schwartz</b>	2022	\$742,308		\$3,500,031	\$ 412,314	\$ 13,725 <sup>(3)</sup>	\$4,668,377
<i>President and Chief Executive Officer</i>	2021	\$711,731		\$3,000,067	\$1,565,808	\$ 13,050	\$5,290,656
	2020	\$675,000		\$2,500,039	\$ 729,692	\$ 12,825	\$3,917,556
<b>Lindon G. Robertson</b>	2022	\$525,000	\$200,000 <sup>(4)</sup>	\$1,300,041	\$ 264,758	\$ 13,725 <sup>(3)</sup>	\$2,303,523
<i>Executive Vice President and Chief Financial Officer</i>	2021	\$518,365		\$1,150,016	\$ 777,548	\$ 13,050	\$2,458,979
	2020	\$500,000		\$1,050,015	\$ 491,375	\$ 12,825	\$2,054,215
<b>Matthew McManus<sup>(5)</sup></b>	2022	\$343,269	\$500,000 <sup>(6)</sup>	\$3,310,983	\$ 183,294	\$ 13,725 <sup>(3)</sup>	\$4,351,271
<i>Former Executive Vice President and Chief Operating Officer</i>	2021						
	2020						
<b>Jason Joseph</b>	2022	\$403,846	\$100,000 <sup>(4)</sup>	\$ 750,072	\$ 132,631	\$ 15,268 <sup>(3)</sup>	\$1,401,817
<i>Senior Vice President, General Counsel/Corporate Secretary</i>	2021	\$382,404		\$ 650,039	\$ 373,781	\$ 13,546	\$1,419,770
	2020	\$360,558		\$ 600,036	\$ 212,943	\$ 13,042	\$1,186,579
<b>Vandana Sriram</b>	2022	\$385,000	\$100,000 <sup>(7)</sup>	\$ 574,147	\$ 135,909	\$179,294 <sup>(8)</sup>	\$1,374,351
<i>Senior Vice President, Finance and Corporate Controller</i>	2021						
	2020						

- (1) Awards consist of restricted stock unit (RSU) awards. In November 2021, the Company issued both time-based and performance-based RSUs under our Fiscal Year 2022 - 2024 Long-Term Incentive Plan to four of the named executive officers. The value of the awards are based on the fair value as of the grant date calculated in accordance with FASB ASC Topic 718. The grant date fair value of the performance-based RSUs assuming the maximum potential value is achieved is \$5,250,000 for Dr. Schwartz; \$1,950,000, for Mr. Robertson; \$1,125,000 for Mr. Joseph; and \$563,000 for Ms. Sriram.

As part of his new hire package, on January 24, 2022, Dr. McManus received both time-based and performance-based RSUs under our Fiscal Year 2022-2024 Long-Term Incentive Plan. The value of the award is based on the fair value as of the grant date calculated in accordance with FASB ACS Topic 718. The grant date fair value of the performance-based RSUs assuming the maximum potential value is achieved is \$3,218,000.

As part of her new hire package, on January 24, 2022, Ms. Sriram received \$199,111 of time-based RSU. The value of the award is based on the fair value as of the grant date calculated in accordance with FASB ACS Topic 718.

- (2) Amounts consist of cash incentive compensation awards earned for services rendered in the relevant fiscal year under the Company's Performance-Based Variable Compensation Plan.
- (3) Represents amounts paid or accrued by the Company in matching contributions under the Company's qualified 401(k) plan on behalf of Dr. Schwartz, Mr. Robertson, Dr. McManus, and Mr. Joseph.
- (4) Represents special one-time cash payments to Mr. Robertson and Mr. Joseph, paid upon the successful completion of the sale of our semiconductor automation business to Thomas H Lee Partners, LP, in recognition of their significant contributions to the sale.
- (5) Dr. McManus joined the Company on January 17, 2022. In October 2022, the Company determined that Dr. McManus would, no longer serve as the Executive Vice President, Chief Operating Officer and, as a result, his employment was terminated. Dr. McManus is serving as a strategic advisor to Dr. Schwartz through January 31, 2023.
- (6) Represents a \$500,000 cash sign-on payment awarded to Dr. McManus in connection with him joining the Company.
- (7) Represents a \$100,000 cash sign-on payment awarded to Ms. Sriram in connection with her joining the Company.
- (8) Represents \$21,825 paid or accrued by the Company in matching contributions under the Company's qualified 401(k) plan, a \$50,000 Company contribution under the SERP feature of the Non-Qualified Deferred Compensation Plan and \$108,136 in relocation related expenses for Ms. Sriram.

**Grants of Plan-Based Awards Table**
**Fiscal Year 2022**

During the fiscal year ended September 30, 2022, the following plan-based awards were granted to the named executive officers:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>		Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock Awards (\$)
		Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Stephen S. Schwartz		\$817,596	\$1,635,193					
	11/15/2021 <sup>(2)</sup>						7,648	\$ 875,008
	11/15/2021 <sup>(3)</sup>			5,736	22,944	45,888		\$2,625,023
Lindon G. Robertson		\$525,000	\$ 787,500					
	11/15/2021 <sup>(2)</sup>						2,840	\$ 324,924
	11/15/2021 <sup>(3)</sup>			2,131	8,523	17,046		\$ 975,116
Matt McManus		\$363,462	\$ 545,192					
	1/24/2022 <sup>(4)</sup>						20,842	\$1,702,166
	1/24/2022 <sup>(5)</sup>			2,784	11,134	22,268		\$ 909,314
	1/24/2022 <sup>(6)</sup>			2,142	8,565	17,130		\$ 699,504
Jason Joseph		\$263,000	\$ 394,500					
	11/15/2021 <sup>(2)</sup>						1,639	\$ 187,518
	11/15/2021 <sup>(3)</sup>			1,230	4,917	9,834		\$ 562,554
Vandana Sriram		\$269,500	\$ 404,250					
	11/15/2021 <sup>(2)</sup>						819	\$ 93,702
	11/15/2021 <sup>(3)</sup>			615	2,459	4,918		\$ 281,334
	1/24/2022 <sup>(7)</sup>						2,438	\$ 199,111

- (1) These grants were made pursuant to a Performance-Based Variable Compensation Plan for fiscal year 2022 and reflect the target and maximum payouts with respect to fiscal year 2022. Payouts at less than target may be awarded if a threshold level of achievement (less than target achievement) of each performance metric is reached.
- (2) Amount shown is the number of time-based RSUs awarded on November 15, 2021. The RSUs will vest at a rate of one-third of the grant per year on November 15, 2022, November 15, 2023, and November 15, 2024.
- (3) Amount shown is the number of performance-based RSUs awarded on November 15, 2021 that may be earned, in part or in full, based on achieving certain three-year performance targets for the period ending September 30, 2024 and reflect threshold, target and maximum number of RSUs eligible to be earned. Any earned RSUs will vest at the end of the three-year period at the later of the date of determination by the Company's Board of Directors of the achievement attained on November 15, 2024.
- (4) Amount shown is the number of time-based RSUs awarded on January 24, 2022 as part of Dr. McManus's new hire package. The RSUs will vest one-third of the grant per year on January 17, 2023, January 17, 2024, and January 17, 2025. Dr. McManus' outstanding equity awards will continue to vest while he is engaged as a consultant to the Company. He is expected to remain a consultant through January 31, 2023, after which any outstanding and unvested equity awards will be terminated and canceled.
- (5) Amount shown is the number of performance-based RSUs awarded Dr. McManus on January 24, 2022 that may be earned, in part or in full, based on achieving certain three-year performance targets for the period ending September 30, 2024 and reflect threshold, target and maximum number of RSUs eligible to be earned. Any earned RSUs will vest at the end of the three-year period at the later of the date of determination by the Company's Board of Directors of the achievement attained on November 15, 2024. Dr. McManus' outstanding equity awards will continue to vest while he is engaged as a consultant to the Company. He is expected to remain a consultant through January 31, 2023, after which any outstanding and unvested equity awards will be terminated and canceled.
- (6) Amount shown is the number of performance-based RSUs awarded to Dr. McManus on January 24, 2022 that may be earned, in part or in full, based on achieving certain two-year performance targets for the period ending September 30, 2023 and reflect threshold, target and maximum number of RSUs eligible to be earned. Any earned RSUs will vest at the end of the two-year period at the later of the date of determination by the Company's Board of Directors of the achievement attained on November 15, 2023. Dr. McManus' outstanding equity awards will continue to vest while he is engaged as a consultant to the Company. He is expected to remain a consultant through January 31, 2023, after which any outstanding and unvested equity awards will be terminated and canceled.

- (7) Amount shown is the number of time-based RSUs awarded on January 24, 2022 as part of Ms. Sriram's new hire package. The RSUs will vest 50% on September 13, 2023 and 50% on September 13, 2024.

A discussion of the material terms of the named executive officers' employment arrangements can be found in the Compensation Discussion and Analysis included elsewhere in this proxy statement.

### Outstanding Equity Awards at Fiscal Year End Table

#### Fiscal Year 2022

The following table sets forth certain information concerning outstanding equity awards for each named executive officer as of September 30, 2022. There is no information regarding stock options because none of the named executive officers have been granted any stock options.

Name	Stock Awards			
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>	Number of 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 (\$) <sup>(1)</sup>
Stephen S. Schwartz	4,432 <sup>(2)</sup>	\$189,956		
			48,580 <sup>(3)</sup>	\$2,082,139
	7,300 <sup>(4)</sup>	\$312,878		
			38,328 <sup>(5)</sup>	\$1,642,738
	7,648 <sup>(6)</sup>	\$327,793		
			22,944 <sup>(7)</sup>	\$ 983,380
	1,861 <sup>(2)</sup>	\$ 79,762		
			20,403 <sup>(3)</sup>	\$ 874,473
Lindon G. Robertson	2,798 <sup>(4)</sup>	\$119,922		
			14,693 <sup>(3)</sup>	\$ 629,742
	2,840 <sup>(6)</sup>	\$121,722		
			8,523 <sup>(7)</sup>	\$ 365,296
Matthew McManus <sup>(8)</sup>	20,842 <sup>(9)</sup>	\$893,288		
			8,565 <sup>(10)</sup>	\$ 367,096
			11,134 <sup>(11)</sup>	\$ 477,203
Jason Joseph	1,329 <sup>(2)</sup>	\$ 56,961		
			10,687 <sup>(3)</sup>	\$ 458,045
	1,581 <sup>(4)</sup>	\$ 67,762		
			8,305 <sup>(5)</sup>	\$ 355,952
	1,639 <sup>(6)</sup>	\$ 70,248		
			4,917 <sup>(7)</sup>	\$ 210,743
Vandana Sriram	819 <sup>(6)</sup>	\$ 35,102		
			2,459 <sup>(7)</sup>	\$ 105,393
	2,438 <sup>(12)</sup>	\$104,493		

- (1) The market value is calculated using the closing market price of our Common Stock (\$42.86) on September 30, 2022, the last business day of the fiscal year. Except as otherwise noted, all performance-based awards are valued at target.
- (2) The unvested units consist of RSUs granted on November 29, 2019, which vested on November 15, 2022.
- (3) The units consist of RSUs granted on November 11, 2019 that were earned and vested based on achieving certain performance targets measured over the three-year period ended September 30, 2022. In connection with the sale of the semiconductor automation business, the HRC Committee and the Board determined the Company's financial performance over this period, based on two years of actual results and one year of forecasted results, resulted in 121.8% of the RSUs being earned and vested, which amounts are reflected in the table above.
- (4) The unvested units consist of RSUs granted on November 13, 2020, which vest in two equal installments on November 15, 2022 and on November 15, 2023.
- (5) The unvested units consist of RSUs granted on November 13, 2020 that will be earned and vest based on achieving certain performance targets measured over the three-year period ending September 30, 2023. In relation to the sale of the semiconductor automation business to Thomas H. Lee Partners LP, the HRC Committee and Board approved to measure one third of this award

with an achievement factor using two years of the previously approved forecast along with the one year of actual results, subject to a cap of 150% achievement. Because the calculated achievement exceeded the 150% cap, those shares were determined to be banked at 150% achievement. Vesting of the prorated shares will occur on the original expected vesting date of November 15, 2023 as long as the participant remains employed by us on that date. In addition, the HRC Committee approved a new two-year LTIP covering the fiscal years 2022 and 2023 to measure performance achievement for the remaining two-thirds of the original performance share units granted under the FY2021 – FY2023 LTIP. The same metrics were used with revised goals reflecting the Life Sciences businesses only.

- (6) The unvested units consist of RSUs granted on November 15, 2021 which vest in three equal installments on November 15, 2022, November 15, 2023 and November 15, 2024.
- (7) The unvested units consist of RSUs granted on November 15, 2021 that will be earned and vest based on achieving certain performance targets measured over the three-year period ending September 30, 2024.
- (8) Dr. McManus' outstanding equity awards will continue to vest while he is engaged as a consultant to the Company. He is expected to remain a consultant through January 31, 2023, after which any outstanding and unvested equity awards will be terminated and canceled.
- (9) The unvested units consist of RSUs granted on January 24, 2022 which vest in three equal installments on January 17, 2023, January 17, 2024, and January 17, 2025.
- (10) The unvested units consist of RSUs granted on January 24, 2022 that will be earned and vest based on achieving certain performance targets measured over the two-year period ending September 30, 2023.
- (11) The unvested units consist of RSUs granted on January 24, 2022 that will be earned and vest based on achieving certain performance targets measured over the three-year period ending September 30, 2024.
- (12) The unvested units consist of RSUs granted on January 24, 2022 which vest in two equal installments on September 13, 2023, and September 13, 2024

## Stock Vested Table

### Fiscal Year 2022

The following table sets forth certain information concerning all vesting of restricted stock units for each named executive officer during the fiscal year ended September 30, 2022.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
Stephen S. Schwartz	96,544	\$11,045,599
Lindon G. Robertson	43,012	\$ 4,921,003
Matthew McManus <sup>(2)</sup>		
Jason Joseph	21,582	\$ 2,469,197
Vandana Sriram <sup>(2)</sup>		

- (1) The value realized equals the closing price of our Common Stock on the vesting dates, multiplied by the number of shares that vested.
- (2) Dr. McManus and Ms. Sriram are recent hires, January 17, 2022 and September 13, 2021, respectively, and did not vest in any equity as of September 30, 2022.

**Nonqualified Deferred Compensation Table  
Fiscal Year 2022**

The Company has established a nonqualified deferred compensation plan (the "NQDP") to allow eligible executives and directors to defer a portion of their compensation on a pre-tax basis and receive tax-deferred returns on those deferrals. The NQDP is unfunded for tax purposes and for purposes of the Employee Retirement Income Security Act of 1974, as amended. An additional feature of the NQDP is a supplemental retirement plan, or SERP, in which the Company can choose to make annual contributions to selected executives' NQDP accounts.

Name	Executive Contributions in Last FY <sup>(1)</sup>	Company Contributions in Last FY <sup>(2)</sup>	Aggregate Earnings in Last FY <sup>(3)</sup> (\$)	Aggregate Withdrawals/Distributions <sup>(4)</sup> (\$)	Aggregate Balance at Last FYE <sup>(5)</sup> (\$)
Lindon G. Robertson	\$118,140		(\$158,520) <sup>(6)</sup>		\$585,092
Jason Joseph	\$227,352		(\$168,596) <sup>(7)</sup>		\$673,041
Vandana Sriram		\$50,000	(\$ 4,510)		\$ 45,490

Dr. Schwartz and Dr. McManus are not participants in the NQDP.

- (1) Represents contributions to the NQDP during fiscal year 2022
- (2) Represents employer contributions to NQDP under the SERP feature during fiscal year 2022
- (3) Represents NQDP Gains during fiscal year 2022
- (4) Represents Withdrawals and Distributions during fiscal year 2022
- (5) Represents total NQDP account balance as of September 30, 2022
- (6) Inclusive of \$44,347.40 in dividends earned
- (7) Inclusive of \$36,790.16 in dividends earned

**Pension Benefits**

We do not have any qualified or nonqualified defined benefit plans, other than certain plans for international employees. No named executive officer participates in any of those plans.

### Post-Employment Benefits

The following table sets forth the estimated payments and benefits that would be provided to each of the Company's current named executive officers, upon termination or a termination following a change in control. The payments and benefits were calculated assuming that the triggering event took place on September 30, 2022, the last trading day of our fiscal year, and using the closing market price of the Company's stock on that date (\$42.86).

Name	Event	Salary & Other Cash Payment	Health & Welfare Contribution	Vesting of Stock Awards	Total
Stephen S. Schwartz	Termination Without Cause or for Good Reason	\$ 750,000 <sup>(1)</sup>	\$12,896		\$ 762,896
	Change of Control with Termination	\$3,150,000 <sup>(2)</sup>	\$29,866	\$5,166,259 <sup>(3)</sup>	\$8,346,125
Lindon G. Robertson	Termination Without Cause or for Good Reason	\$ 525,000 <sup>(1)</sup>	\$18,035		\$ 543,035
	Change of Control with Termination	\$2,100,000 <sup>(2)</sup>	\$42,563	\$2,034,436 <sup>(3)</sup>	\$4,176,999
Matthew McManus	Termination without Cause or for Good Reason	\$ 525,000 <sup>(4)(5)</sup>	\$19,264		\$ 544,264
	Change of Control with Termination	\$ 525,000 <sup>(4)</sup>	\$19,264	\$1,737,587 <sup>(3)</sup>	\$2,281,851
Jason Joseph	Termination Without Cause or for Good Reason				
	Change of Control with Termination			\$1,137,762 <sup>(3)</sup>	\$1,137,762
Vandana Sriram	Termination Without Cause or for Good Reason				
	Change of Control with Termination			\$ 244,988 <sup>(3)</sup>	\$ 244,988

- (1) Under the terms of Dr. Schwartz's employment agreement and the offer letter for Mr. Robertson, if the executive is terminated by the Company without cause, or if he resigns for good reason, the Company shall pay an amount equal to one year's current base salary, paid in bi-weekly payments as severance in salary continuation and an amount equal to the pro rata incentive bonus for the completed portion of the current annual pay period (for purposes of this table, we have assumed each executive received his bonus for the fiscal year). During the salary continuation period, the Company will continue to pay the employer portion of the cost of the health insurance plans in which the executive was a participant as of the termination date. If he has not found a full-time comparable executive position with another employer during the initial salary continuation period, the Company will extend the bi-weekly salary on a payroll to payroll basis until the earlier to occur of (A) one additional year (26 additional bi-weekly payments) or (B) the date he secures full-time employment. For purposes of this table, we have assumed the executive will find a full-time comparable executive position with another employer during the initial salary continuation period.
- (2) Under the terms of the Change in Control Agreement with each of Dr. Schwartz and Mr. Robertson, if the executive is terminated without cause, or resigns for good reason, within two years following or the six month period prior to a Change in Control, the executive will be entitled to receive a severance amount equal to two times the sum of the executive's annual base salary plus the executive's target annual cash bonus payable in bi-weekly installments over the two-year period. In addition, the executive will be entitled to a lump sum payment equal to the estimated cost of the executive's continued welfare benefits (health, dental, and life and disability insurance) for a two-year period following termination.
- (3) Under the terms of each named executive officer's equity award agreement, in the event of a change in control, followed by a termination without cause or resignation for good reason within one year after the change in control, all unvested awards would immediately vest, including any performance-based awards that have not yet been earned calculated at the target award amount.
- (4) Under the terms of Dr. McManus's offer letter effective January 17, 2022, if he is terminated by the Company without cause, the Company shall pay an amount equal to twelve months of current base salary, paid in bi-weekly payments as severance in salary continuation. During the salary continuation period, the Company will continue to pay the employer portion of the cost of the health insurance plans in which he was a participant as of the termination date.
- (5) Dr. McManus entered into an offer letter that stipulates the terms and conditions of his employment with us. It provides that he will be entitled to severance of one year's base salary and continued participation in benefit plans if his employment is terminated by us without "cause". In October 2022, the Company determined that Dr. McManus would no longer serve as the Company's Chief Operating Officer, and as a result, his employment was terminated without cause. In November 2022, the Company and Dr. McManus entered into a separation agreement under which the Company agreed to provide Dr. McManus with base salary and continued participation in benefits for a period of twelve months from his termination date (as agreed in his offer letter) and his earned Performance-Based Variable Compensation Plan compensation for fiscal year 2022 payable at the same time as all other executives since he was employed through the end of fiscal year 2022. Dr. McManus was also provided the option of using outplacement services. In addition, to encourage Dr. McManus to serve as a strategic advisor through January 31, 2023 to help facilitate a smooth leadership transition, and in consideration of his waiver, release of claims, non-competition and non-disparagement obligations under the terms of his separation agreement, the Company agreed to make a \$500,000 one-time cash payment payable in January 2023. At the end of his consulting assignment, Dr. McManus will forfeit unvested equity awards with a grant date fair value of \$2.7 million in connection with his separation.



## CEO PAY RATIO

Under rules adopted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, the Company is required to disclose the median of the annual total compensation of our employees (excluding our principal executive officer), the annual total compensation of our principal executive officer, President and Chief Executive Officer, Stephen S. Schwartz, and the ratio of these two amounts. The Company's pay ratio may not be comparable to the pay ratios of other companies given varying workforce composition and pay practices, as well as the flexibility permitted in identifying the median employee.

The Company determined that the 2022 annual total compensation of our median employee as of September 30, 2022 was \$51,135 and Dr. Schwartz's annual total compensation for 2022 was \$4,668,377, both of which were calculated in accordance with Item 402(c) of Regulation S-K. The ratio of these amounts was 91.3:1.

The Company selected September 30, 2022, the last day of our most recently completed fiscal year, as the effective date used to identify the median employee. As of this date the Company employed approximately 3,083 employees globally. The Company did not elect to make any exclusions as permitted under the SEC's de minimis rule.

The Company used a Consistently Applied Compensation Measure to identify the median employee based on the sum of base pay/regular wages, overtime and target bonus. The Company elected to include bonus payments given the broad participation rates in these programs across our employee base. Annualized salary rates for full-time employees and hourly pay rates and scheduled hours worked were used as reasonable estimates of salary/wages.

## EQUITY COMPENSATION PLAN INFORMATION

The table below sets forth certain information as of September 30, 2022 regarding the shares of our Common Stock available for grant or granted under equity compensation plans that (i) were approved by our stockholders, and (ii) were not approved by our stockholders.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by stockholders	538,238 <sup>(1)</sup>	\$71.99 <sup>(2)</sup>	3,401,460 <sup>(3)</sup>
Equity compensation plans not approved by stockholders			
<b>Total</b>	<b>538,238</b>		<b>3,401,460</b>

- (1) Consists of (i) 333,345 shares to be issued upon exercise of outstanding RSUs under the 2020 Equity Incentive Plan, and (ii) 204,893 shares to be issued upon exercise of outstanding RSUs under the 2015 Equity Incentive Plan.
- (2) Consists of the weighted-average grant date value of restricted stock units only outstanding on September 30, 2022.
- (3) Consists of (i) 2,731,324 shares that remained available for future issuance under the 2020 Equity Incentive Plan and (ii) 670,136 shares available for issuance under our Employee Stock Purchase Plan. Excludes securities reflected in the first column of the table.

## RELATED PARTY TRANSACTIONS

Under existing SEC rules, some transactions, commonly referred to as “related party transactions,” are required to be disclosed to stockholders. Examples of related party transactions include transactions or proposed transactions between us and:

- an executive officer, director or director nominee;
- any person who is known to be the beneficial owner of more than 5% of our Common Stock;
- any person who is an immediate family member (as defined under Item 404 of Regulation S-K) of an executive officer, director or director nominee or beneficial owner of more than 5% of our Common Stock; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person, together with any other of the foregoing persons, has a 5% or greater beneficial ownership interest.

Under the Nasdaq Stock Market rules, we are required to conduct an appropriate review of any such transaction and either the Audit Committee or the independent directors are required to approve the transaction. All related party transactions must also be disclosed in our applicable filings with the SEC as required under SEC rules. Our Audit Committee Charter also requires that members of the Audit Committee approve all related party transactions for which such approval is required under applicable law, including SEC and Nasdaq rules. In addition, the Conflicts of Interest provisions of our Standards of Conduct cover, among other things, all transactions involving our relationships with service providers, suppliers and others. Our policy requires the disclosure of any relationship that could be seen to affect the application of independent and sound judgment of Azenta in connection with relationships with prospective or existing suppliers, contractors, customers, competitors or regulators. In the case of employees this calls for disclosure of any relationship to management. Members of our Board of Directors would normally make this disclosure to the chairman of the Board.

We entered into no related party transactions during fiscal year 2022.

## PROPOSAL NO. 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are seeking your advisory vote as required by Section 14A of the Securities Exchange Act of 1934, as amended, on the approval of the compensation of our named executive officers as disclosed in this proxy statement under the heading “Executive Officers” including under the heading “Compensation Discussion and Analysis,” the tabular disclosure regarding such compensation, and the accompanying narrative disclosure. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices of executive compensation described in this proxy statement. The advisory vote is not a vote on the Company’s compensation practices for non-executive employees or the Company’s Board of Directors.

As described in detail under the heading “Executive Officers-Compensation Discussion and Analysis,” our executive compensation programs are designed to attract, motivate, and retain our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific short-term and long-term goals. Please see the Compensation Discussion and Analysis for additional details about our executive compensation philosophy and programs, including information about the fiscal year 2022 compensation of our named executive officers.

Our Board of Directors is asking stockholders to provide a non-binding advisory vote that the compensation paid to the Company’s named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, included in this proxy statement under the heading “Executive Officers-Compensation Discussion and Analysis,” the tabular disclosure regarding such compensation and the accompanying narrative disclosure, is approved.

The Human Resources and Compensation Committee continually reviews the compensation programs for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our stockholders’ interests and current market practices.

This vote on the compensation of our named executive officers is advisory, and therefore not binding on the Company, the Human Resources and Compensation Committee or our Board of Directors. Our Board of Directors and our Human Resources and Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider our stockholders’ concerns and the Human Resources and Compensation Committee and the Board of Directors will evaluate whether any actions are necessary to address those concerns.

We will hold an advisory vote on executive compensation annually and will ask stockholders to vote on the frequency of those advisory votes every six years. Our next vote on the frequency of advisory votes on executive compensation will be at the 2024 annual meeting of stockholders.

**THE BOARD OF DIRECTORS BELIEVES THAT THE PROPOSAL TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE EXECUTIVE COMPENSATION CONTAINED IN THIS PROXY STATEMENT IS IN THE BEST INTERESTS OF AZENTA AND OUR STOCKHOLDERS AND THEREFORE, RECOMMENDS A VOTE “FOR” THIS PROPOSAL NO. 2.**

# AUDIT COMMITTEE REPORT

To The Stockholders:

Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal control over financial reporting. The independent auditors are responsible for performing an independent audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

Management has represented to the Audit Committee that our consolidated financial statements for the fiscal year ended September 30, 2022 were prepared in accordance with accounting principles generally accepted in the United States. The Audit Committee has reviewed and discussed the consolidated financial statements with management and separately with the independent auditors. It is the Audit Committee that engaged our independent auditors for the year ended September 30, 2022, and the Audit Committee determines annually who shall act as our independent auditors. For the year ended September 30, 2022, the Audit Committee sought and obtained from our stockholders the ratification of their choice of independent auditors. The Audit Committee is seeking similar ratification of their choice of independent auditors for the fiscal year that will end September 30, 2023.

The Audit Committee, in accordance with its charter and recurring meeting agenda, reviewed with the independent auditors the accounting policies and practices critical to our financial statements, the alternative treatments within general accepted accounting principles for policies and practices related to material items that have been discussed with management, the ramifications of each alternative, and the independent auditors' preferred treatment. The Audit Committee also reviewed the material written communications between management and the independent auditors. The Audit Committee reviewed management's assessment of the effectiveness of our internal control over financial reporting and also met with the independent auditors, with and without management present, to discuss the independent auditors' evaluations of our internal controls and the overall quality of our financial reporting. The Audit Committee also regularly reviews whether there have been communications to our telephone and electronic hotlines and reviews and monitors the responses to any such communications. All call reports from the independent company that staffs and operates these hotlines are directed in the first instance to, among others, the Chair of the Audit Committee, except where local law requires otherwise. The Audit Committee further reviews whether there have been any changes to our Standards of Conduct and whether any waivers to those standards have been granted. The Audit Committee has discussed with the independent auditors the matters required to be discussed under the applicable requirements of the PCAOB. The Audit Committee has also discussed the results of the internal audit examinations.

As noted under "Board Risk Oversight" above, the Audit Committee operates under the direction of the Board in helping to assess and address the Company's business risks. In that process, the Audit Committee reviews with management the process employed by management to conduct a risk assessment survey, and also reviews and discusses with management and our independent auditors the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

Our independent auditors provided the Audit Committee with the written disclosures and the letter required by PCAOB Ethics and Independence Rule 3526 (Communications with Audit Committees Concerning Independence) which requires auditors annually to disclose in writing all relationships that in the auditor's professional opinion may reasonably be thought to bear on independence, to confirm their independence and to engage in a discussion of independence. The Audit Committee also reviewed with the independent auditors the relevant SEC rules with respect to independence of auditors.

Based on its review, the Audit Committee has recommended to the Board of Directors that our audited consolidated financial statements for the fiscal year ended September 30, 2022, management's report on its assessment on the effectiveness of internal control over financial reporting as of September 30, 2022, and the independent auditors' reports be included in our annual report on Form 10-K for the fiscal year ended September 30, 2022. Further, the Audit Committee has determined to engage PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending September 30, 2023.

Respectfully submitted,

Audit Committee:

Alfred Woollacott, III, Co-Chair  
Frank E. Casal, Co-Chair  
Erica McLaughlin

# INDEPENDENT AUDITOR FEES AND OTHER MATTERS

Set forth below are the fees paid by Azenta to its independent registered public accounting firm, PricewaterhouseCoopers LLP ("PwC"), for the fiscal years ended September 30, 2022 and September 30, 2021.

	2022	2021
Audit Fees	\$2,635,754	\$2,987,388
Audit-Related Fees	\$ 500,000	\$2,036,000
Tax Fees	\$ 25,831	\$ 195,762
All Other Fees	\$ 956	\$ 7,500

## Description of Services

**Audit Fees:** Comprise fees and expenses for professional services rendered in connection with the audit of our financial statements for the fiscal years ended September 30, 2022 and 2021 for the reviews of the financial statements included in each of our Quarterly Reports on Form 10-Q during those years, and for services provided in connection with statutory and regulatory filings or engagements in those years.

**Audit-Related Fees:** Comprise fees for professional services for assurance and related services reasonably related to the performance of an audit or review in the fiscal years ended September 30, 2022 and 2021. In fiscal year 2022, the Company incurred \$500,000 in audit related fees to PwC in connection with the divestiture of our semiconductor automation business. In fiscal year 2021, the Company incurred \$2,021,000 in audit related fees to PwC in connection with the divestiture of our semiconductor automation business and \$15,000 in connection with SEC filings.

**Tax Fees:** Comprise fees for tax compliance, tax advice and tax planning. Tax services encompass a variety of permissible services including international tax compliance, expatriate tax services and tax consulting. For fiscal year 2022, the tax fees of \$25,831 were for U.S. tax services. For fiscal year 2021, the tax fees included \$52,954 for U.S. tax services and the remainder for non-U.S. tax compliance.

**All Other Fees:** Comprise fees for certain web-based accounting research tools paid to PwC in fiscal years 2022 and 2021.

The Audit Committee has considered and determined that the provision of the non-audit services noted in the foregoing table is compatible with maintaining PwC's independence.

## Pre-Approval Policy and Procedures

The Audit Committee's charter sets forth the Audit Committee's obligations relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. The charter provides that we will not engage our independent registered public accounting firm to provide audit or non-audit services unless the service is pre-approved by the Audit Committee. In addition, we will not engage any other accounting firm to provide audit services unless such services are pre-approved by the Audit Committee.

In connection with the foregoing, the Audit Committee may approve specific services in advance. In addition, from time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval of types of services is detailed as to the particular service or type of service to be provided and is also generally subject to a maximum dollar amount.

The Audit Committee has also delegated to the Co-Chair of the Audit Committee the authority to approve any audit or non-audit services to be provided to us by our independent registered public accounting firm. Any approval of services by the Co-Chair of the Audit Committee pursuant to this delegated authority is reported on at the next meeting of the Audit Committee.

## PROPOSAL NO. 3 RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Company's Audit Committee has appointed PwC to serve as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2023, and stockholders are asked to ratify the selection at the Annual Meeting. The Audit Committee has considered and determined that PwC has no commercial relationship with the Company that would impair its independence in the next fiscal year. Representatives of PwC will be present at the Annual Meeting and will be available to respond to appropriate questions and to make a statement if they so desire. We do not expect the representatives to make any statements apart from responding to inquiries. Even if the selection is ratified, the Audit Committee, in its sole discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders. An affirmative vote of a majority of the votes cast affirmatively or negatively is required to approve this Proposal No. 3. Abstentions and broker non-votes will have no effect on the outcome of the vote.

**THE BOARD OF DIRECTORS DEEMS PROPOSAL NO. 3 TO BE IN THE BEST INTERESTS OF AZENTA AND OUR STOCKHOLDERS AND THEREFORE RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 3.**

## OTHER MATTERS

### Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors, and persons who own more than 10% of our Common Stock, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Executive officers and directors are required to furnish us with copies of all Forms 3, 4 and 5 they file.

Based solely on our review of the copies of such forms we have received and written representations from certain reporting persons that they were not required to file Forms 5 for the fiscal year ended September 30, 2022, we believe that all of our executive officers and directors complied with all Section 16(a) filing requirements applicable to them during our fiscal year ended September 30, 2022 with the exception of a Form 4 filed on behalf of each independent director on June 9, 2022 for a transaction that occurred on February 11, 2022 and a Form 4 filed on behalf of executive officer Kimberly Crowley on June 7, 2022 for a transaction that occurred on April 12, 2022.

### Standards of Conduct

Pursuant to the requirements of the Sarbanes-Oxley Act of 2002 and the Nasdaq Stock Market rules, we have adopted Standards of Conduct that apply to all officers, directors and employees, covering a wide range of matters, including finance and accounting standards specifically applicable to our senior financial officers related to the protection of the integrity of our financial records and reports. A copy of our Standards of Conduct is publicly available on our website at [www.Azenta.com](http://www.Azenta.com). If we make any substantive amendment to the Standards of Conduct or grant any waiver, including any implicit waiver, from a provision thereof to the persons covered by the Standards of Conduct, we are obligated to disclose the nature of such amendment or waiver, the name of the person to whom any waiver was granted, and the date of waiver on the above-named website or in a Current Report on Form 8-K.

### Stockholder Proposals and Recommendations For Director

Proposals which stockholders intend to present at our 2024 annual meeting of stockholders and wish to have included in our proxy materials pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, must be received by the Company no later than August 23, 2023. If a proponent fails to notify us by November 6, 2023 of a non-Rule 14a-8 stockholder proposal which it intends to submit at our 2024 annual meeting of stockholders, the proxy solicited by the Board of Directors with respect to such meeting may grant discretionary authority to the person named in each proxy to vote with respect to such matter.

Stockholders may make recommendations to the Nominating and Governance Committee of candidates for its consideration as nominees for director by submitting the name and qualifications of such person to the Nominating and Governance Committee. These recommendations and any proposals for inclusion in the proxy statement for the 2024 annual meeting of stockholders should be sent to the Nomination and Governance Committee c/o Board of Directors, Azenta, Inc. at our principal executive offices, 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, MA 01803.

Nominations for directors in connection with the 2024 annual meeting of stockholders should be received by the Company no later than November 2, 2023. Any persons recommended should at a minimum meet the criteria and qualifications referred to in the Nominating and Governance Committee's charter and in accordance with our Stockholder Nomination process and our Corporate Governance Guidelines, each of which is available on our website. The letter of recommendation from one or more stockholders should state whether or not the person(s) making the recommendation have beneficially owned 5% or more of our Common Stock for at least one year.

## Voting Results

The preliminary voting results will be announced at the Annual Meeting, and we will publish preliminary results, or final results if available, in a Current Report on Form 8-K within four business days of the Annual Meeting. If final results are unavailable at the time we file the Current Report on Form 8-K, then we will file an amendment to the Current Report on Form 8-K to disclose the final voting results within four business days after the final voting results are known.

## Householding of Proxy Materials

SEC rules permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers household proxy materials, delivering a single proxy statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from us or your broker that they will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, or if you are receiving multiple copies of the proxy statement and wish to receive only one, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can also request prompt delivery of a copy of this proxy statement. All such requests should be made in writing to our Investor Relations department at the following address: Investor Relations, Azenta, Inc., 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, MA 01803 or by telephone at the following number: (732) 416-4975.

## Material Not Incorporated by Reference

To the extent that this proxy statement has been or will be specifically incorporated by reference into any filing by us under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, the sections of the proxy statement entitled “Audit Committee Report,” and “Human Resources and Compensation Committee Report” shall not be deemed to be so incorporated, unless specifically otherwise provided in any such filing.

## Annual Report on Form 10-K

Copies of our Annual Report on Form 10-K for the fiscal year ended September 30, 2022, as filed with the SEC, are being made available to our stockholders of record with this proxy statement and are available to stockholders without charge upon written request addressed to Investor Relations, Azenta, Inc., 200 Summit Drive, 6<sup>th</sup> Floor, Burlington, Massachusetts 01803. It is also available at our website [www.Azenta.com](http://www.Azenta.com).

**IT IS IMPORTANT THAT PROXIES BE AUTHORIZED PROMPTLY.  
THEREFORE, STOCKHOLDERS ARE URGED TO COMPLETE, SIGN AND RETURN  
THE ACCOMPANYING FORM OF PROXY IN THE ENCLOSED ENVELOPE OR PROMPTLY SUBMIT  
A PROXY BY TELEPHONE OR THE INTERNET.**



# Appendix A

## Reconciliation of Non-GAAP to GAAP Financial Measures Used in Proxy Statement –

### Use of Non-GAAP Financial Measures

Azenta, Inc. (the “Company”) supplements its financial measures under U.S. generally accepted accounting principles, or GAAP, with certain non-GAAP financial measures to provide a better perspective on the results of business operations, which the Company believes is more comparable to the similar analysis provided by its peers. These measures are not presented in accordance with, nor are they a substitute for GAAP measures. These measures should always be considered in conjunction with appropriate GAAP measures.

A reconciliation of the non-GAAP measures of Organic revenue excluding the impact of COVID and Non-GAAP diluted earnings per share, respectively, to the most comparable GAAP measure to each non-GAAP measure is included below. Management adjusted the GAAP results for the impact of amortization of intangible assets, restructuring charges, purchase price accounting adjustments and charges related to mergers and acquisitions to provide investors better perspective on the results of operations which the Company believes is more comparable to the similar analysis provided by its peers. Management also excludes special charges and gains, such as impairment losses, gains and losses from the sale of assets, as well as other gains and charges that are not representative of the normal operations of the business. In this context, the Company has also removed the effect of reversing the valuation allowance reserve on the U.S. deferred income tax assets. Amounts presented in the tables below are in millions, except per share amounts.

(\$ in millions, except share and per share amounts)

	FY 2020	FY 2021	FY 2022
<b>Revenue</b>	388.5	513.7	555.5
<b>GAAP gross profit</b>	172.1	243.8	255.6
<i>Gross profit margin</i>	44.3%	47.5%	46%
Merger and acquisition costs	—	—	—
Amortization expense	8.1	8.1	7.3
Tariff adjustment	—	5.5	(0.5)
Other special charges	0.3	(0.1)	0.3
Restructuring related charges	—	—	—
<b>Non-GAAP gross profit</b>	<b>180.5</b>	<b>257.3</b>	<b>262.7</b>
<i>Non-GAAP gross profit margin</i>	46.5%	50.1%	47.3%
<b>GAAP operating expenses</b>	<b>(208.7)</b>	<b>(274.9)</b>	<b>(280.3)</b>
Merger and acquisition costs	0.5	20.7	17.9
Amortization expense	27.3	29.3	25.0
Restructuring charges	0.7	0.4	0.7
Other special charges	—	14.2	2.5
<b>Non-GAAP operating expenses</b>	<b>(180.3)</b>	<b>(210.4)</b>	<b>(234.3)</b>
<b>GAAP operating profit</b>	<b>(36.6)</b>	<b>(31.1)</b>	<b>(24.7)</b>
<i>Operating profit margin</i>	(9.4%)	(6.1)%	(4.5%)
<b>Non-GAAP operating profit</b>	<b>0.3</b>	<b>46.9</b>	<b>28.5</b>
<i>Non-GAAP operating profit margin</i>	0.1%	9.1%	5.1%

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(\$ in millions, except share and per share amounts)

	FY 2020	FY 2021	FY 2022
<b>GAAP net income</b>	<b>(26.4)</b>	<b>(28.9)</b>	<b>(11.3)</b>
Merger and acquisition costs	0.5	20.7	17.9
Amortization expense	35.4	37.4	32.3
Restructuring charges	0.7	0.4	0.7
Other special charges	—	14.1	2.7
Tariff adjustment	—	5.5	(0.5)
Loss on extinguishment of debt	—	—	0.6
Tax related adjustments	(1.2)	(12.1)	5.7
Tax effect of adjustments	(8.1)	(1.2)	(10.1)
<b>Non-GAAP net income</b>	<b>0.9</b>	<b>35.9</b>	<b>38.2</b>
<i>Diluted earnings per share</i>	<i>(0.36)</i>	<i>(0.39)</i>	<i>(0.15)</i>
<i>Non-GAAP diluted earnings per share</i>	<i>0.01</i>	<i>0.48</i>	<i>0.51</i>
Diluted shares outstanding	73.9	74.5	74.9

(\$ in millions, except share and per share amounts)

	Life Sciences Products			Life Sciences Services			Azenta Total		
	FY 2021	FY 2022	Growth	FY 2021	FY 2022	Growth	FY 2021	FY 2022	Growth
<b>Revenue</b>	<b>\$200</b>	<b>\$199</b>	<b>0%</b>	<b>\$314</b>	<b>\$356</b>	<b>13%</b>	<b>\$514</b>	<b>\$555</b>	<b>8%</b>
<b>Organic Revenue<sup>(1)</sup></b>	<b>200</b>	<b>198</b>	<b>(1%)</b>	<b>314</b>	<b>360</b>	<b>15%</b>	<b>514</b>	<b>558</b>	<b>9%</b>
<i>Estimated impact of COVID</i>	45	22	14%	8	(1)	3%	53	22	8%
<b>Organic revenue ex COVID</b>	<b>\$155</b>	<b>\$176</b>	<b>13%</b>	<b>\$306</b>	<b>\$361</b>	<b>18%</b>	<b>\$461</b>	<b>\$537</b>	<b>17%</b>

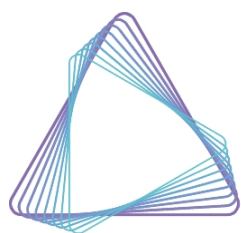
(1) Organic revenue represents revenue adjusted for the impact of acquisitions during the year and changes in currency rates as compared to the prior year.

(\$ in millions, except share and per share amounts)

	FY 2022
<b>Free Cash Flow</b>	<b>(539)</b>
<b>Less fees related to the Semiconductor Automation Sale</b>	<b>(484)</b>
<i>Adjusted Free Cash Flow</i>	<i>(55)</i>

(\$ in millions, except share and per share amounts)

	FY 2022
<b>EBITDA from Continuing Operations</b>	<b>29.2</b>
Adjustments	
Stock-based compensation	12.4
Rebranding and transformation	2.7
Tax indemnification reserve release	
Impairment of trademark	
Tariff adjustment	(0.5)
Restructuring charges	0.7
Merger and acquisition costs / Other	17.9
<i>Adjusted EBITDA – from Continuing Operations</i>	<i>62.5</i>



**AZENTA**  
LIFE SCIENCES

**Azenta, Inc.**  
200 Summit Drive, 6<sup>th</sup> Floor  
Burlington, MA 01803

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**AZENTA**  
LIFE SCIENCES

AZENTA, INC.  
200 SUMMIT DRIVE, 6TH FLOOR  
BURLINGTON, MA 01803  
ATTN: CORPORATE SECRETARY



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on January 30, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/AZTA2023](http://www.virtualshareholdermeeting.com/AZTA2023)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on January 30, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

For All    Withhold All    For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

1. Election of Directors

Nominees

01) Frank E. Casal      02) Robyn C. Davis      03) Joseph R. Martin      04) Erica J. McLaughlin      05) Tina S. Nova  
06) Krishna G. Palepu      07) Dorothy E. Puhly      08) Michael Rosenblatt      09) Stephen S. Schwartz      10) Ellen M. Zane

The Board of Directors recommends you vote FOR proposals 2 and 3:

For    Against    Abstain

2. To approve by a non-binding advisory vote the compensation of the Company's named executive officers.

☐    ☐    ☐

3. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered accounting firm for the 2023 fiscal year.

☐    ☐    ☐

NOTE: The stockholders will also act on any other business as may properly come before the meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

\_\_\_\_\_  
Signature [PLEASE SIGN WITHIN BOX]      Date

\_\_\_\_\_  
Signature (Joint Owners)      Date

The 2023 Annual Meeting of Stockholders of Azenta, Inc. will be held on January 31, 2023, at 10:00 a.m., Eastern Time, virtual meeting, for the matters stated on the reverse side.

The Board of Directors has fixed December 12, 2022, as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting.

All stockholders are cordially invited to attend the virtual only Annual Meeting. To ensure your representation at the virtual only Annual Meeting and to authorize your proxy, however, you are urged to complete, date, sign and return the enclosed Proxy Card (a postage-paid envelope is enclosed for that purpose) as promptly as possible.

Any stockholder attending the virtual only Annual Meeting may vote even if that stockholder has previously returned a Proxy Card.

By order of the Board of Directors  
Jason W. Joseph  
Senior Vice President, General Counsel and Secretary

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Proxy Statement and Annual Report on Form 10-K and Shareholder Letter are available at [www.proxyvote.com](http://www.proxyvote.com)

**AZENTA, INC.  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JANUARY 31, 2023**

Stephen S. Schwartz and Lindon G. Robertson, or either of them, with full power to act alone, each with the power of substitution, are hereby appointed attorneys and proxies to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Azenta, Inc. to be held on January 31, 2023, or at any postponement or adjournment thereof. All previous proxies granted by the undersigned with respect to such meeting are hereby revoked. Without limiting the general authorization given by this Proxy, the proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in the Proxy.

SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED BY THE STOCKHOLDERS. IF NO SUCH DIRECTIONS ARE INDICATED, THE PROXIES WILL HAVE AUTHORITY TO VOTE FOR ALL NOMINEES FOR DIRECTOR AND FOR PROPOSALS 2 AND 3. THE PROXIES ARE AUTHORIZED TO VOTE ON ANY OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE AZENTA, INC. BOARD OF DIRECTORS.

YOU ARE URGED TO PROMPTLY AUTHORIZE YOUR PROXY BY FOLLOWING THE VOTING INSTRUCTIONS, SO THAT IF YOU ARE UNABLE TO ATTEND THE VIRTUAL ONLY ANNUAL MEETING THE SHARES MAY NEVERTHELESS BE VOTED. HOWEVER, YOUR PROXY MAY BE REVOKED AT ANY TIME PRIOR TO EXERCISE BY FILING WITH THE SECRETARY OF THE COMPANY A WRITTEN REVOCATION, BY EXECUTING A PROXY AT A LATER DATE, OR BY ATTENDING AND VOTING AT THE VIRTUAL ONLY ANNUAL MEETING.

Continued and to be signed on reverse side