



(Adopted and approved on September 26, 2018 and effective as of the Company's initial public offering)

Twist Bioscience Corporation

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of Twist Bioscience Corporation ("Twist") has established the following guidelines for the Board's conduct and operation of the Board. These guidelines are designed to give our directors and management a framework for effectively pursuing Twist's objectives for the benefit of its stockholders. These guidelines are not a set of binding legal obligations and should be interpreted in the context of all applicable laws, Twist's charter documents, and other policies.

BOARD COMPOSITION AND SELECTION

Size of the Board

The Board will establish the number of directors in accordance with the bylaws. The Board will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and our needs.

Independence of Directors

The Board will have a majority of independent directors, subject to any exceptions permitted by the applicable listing standards of the stock exchange that lists Twist's capital stock. To determine independence, the Board will consider the definition of independence in the applicable listing standards, and other factors that will contribute to effective oversight and decision-making by the Board.

Management Directors

The Board anticipates that our President and Chief Executive Officer will serve on the Board. The Board also anticipates that other members of our management, who can assist the Board in fulfilling its responsibilities based on their experience and role at Twist, may serve on the Board.

Board Leadership

The Board may select a chairperson of the Board ("Chairperson") in the manner and on the criteria that the Board deems appropriate. In the event that Twist does not have an independent Chairperson of the Board, the independent directors will designate a lead independent director. The lead independent director will serve until replaced by the Board.

In addition to the duties of all Board members, the specific responsibilities of the Chairperson or the lead independent director (if the Chairperson is not an independent director) are to:

- work with the President and Chief Executive Officer to develop and approve an appropriate Board meeting schedule;
- work with the President and Chief Executive Officer to develop and approve Board meeting agendas;
- provide the President and Chief Executive Officer feedback on the quality, quantity, and timeliness of the information provided to the Board;
- develop the agenda and moderate executive sessions of the independent members of the Board;
- act as principal liaison between the independent members of the Board and the President and Chief Executive Officer;
- convene and preside over meetings of the independent directors as appropriate;
- if requested by major stockholders, be available for consultation and direct communication with major stockholders;
- Preside over any portions of meetings of the Board evaluating the performance of the Board or the President and Chief Executive Officer; and
- perform other duties as the Board may determine from time to time.

Selection of Directors

The Board will be responsible for nominating members for election to the Board by our stockholders. The Board is also responsible for filling any vacancies on the Board. The Nominating and Corporate Governance Committee is responsible for identifying, reviewing, evaluating, and recommending candidates to serve as directors of Twist, in accordance with its charter and consistent with the criteria listed below.

Board Membership Criteria

The Board will determine the appropriate characteristics, skills, and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee. The Board will consider the minimum general criteria below, and may add any specific additional criteria with respect to specific searches, in selecting candidates and existing directors for serving on the Board. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including the highest personal integrity and ethics and the ability to read and understand basic financial statements.

In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider other factors, such as:

- relevant expertise to offer advice and guidance to management,
- sufficient time to devote to the affairs of Twist,
- excellence in his or her field,
- the ability to exercise sound business judgment, and
- the commitment to rigorously represent the long-term interests of our stockholders.

The Board reviews candidates for director nomination in the context of the current composition of the Board, the operating requirements of Twist, and the long-term interests of our stockholders. In conducting this assessment, the Board considers diversity, age, skills, and other factors that it deems appropriate to maintain a balance of knowledge, experience, and capability on the Board. For incumbent directors whose terms of office are set to expire, the Board reviews those directors' overall service to Twist during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of the stock exchange that lists Twist's capital stock.

Changes in Board Member Criteria

The Board and Twist wish to maintain a Board made up of members who can productively contribute to the success of Twist. From time to time, the Board may change the criteria for Board membership to maximize the opportunity for success. When this occurs, the Board will evaluate existing members according to the new criteria. The Board may ask a director who no longer meets the complete criteria for board membership to adjust his or her committee assignments or resign from the Board.

Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight to our operations and prospects because of their experience and understanding of our history, policies, and objectives. The Board believes that it can ensure that it continues to evolve and adopt new ideas and viewpoints through the director nomination process in these guidelines. The director nomination process achieves what term limits seek to accomplish.

Limits on Board Memberships

Directors should advise the chairperson of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board or committee of another company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a director can be impaired if he or she serves on multiple other boards or board committees. Service on boards and board committees of other companies should be consistent with our conflict-of-interest policies.

Without approval from the Board, no director may serve on over five public company boards (including Twist's Board) and no member of the Audit Committee may serve on over three public company audit committees (including Twist's Audit Committee). In addition, directors who serve as chief executive officers or in equivalent positions generally should not serve on over two public company boards (including Twist's Board) besides their employer's board.

In calculating service on a public company board or audit committee, service on a board or audit committee of a parent and its substantially owned subsidiary counts as service on a single board or audit committee. Any Audit Committee member's service on over three public company audit committees will be subject to the Board's determination that the member is able to effectively serve on Twist's Audit Committee.

The Governance and Nominating Committee and the Board will consider the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Twist's stockholders.

Retirement Age

The Board believes that it is inappropriate to have a retirement age for directors.

Directors Who Change Their Job Responsibility

A director who retires or materially changes his or her present job should notify the Board and the Nominating and Corporate Governance Committee. While the Board does not believe any director who retires or materially changes his or her present job should necessarily leave the Board, there should be an opportunity for the Nominating and Corporate Governance Committee to review their qualifications.

ROLE OF THE BOARD OF DIRECTORS

Our stockholders select directors to provide oversight and strategic guidance to senior management. A director's responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in the best interests of Twist and our stockholders. Board service requires significant time and attention. More specifically, the Board has responsibilities to review, approve, and monitor fundamental financial and business strategies, assess Twist's major risks, and consider ways to address those risks, select and oversee management, and establish and oversee processes to maintain Twist's integrity. To fulfill their duties, directors must prepare for meetings and discussions with management, participate in Board meetings, review relevant materials, and serve on committees. We expect directors to maintain an attitude of constructive involvement and oversight, ask relevant and incisive questions, and demand honest and accurate answers. Directors must act with integrity and we expect them to demonstrate a commitment to Twist, our values, our business, and long-term stockholder value.

DIRECTOR ORIENTATION AND EDUCATION

The Nominating and Corporate Governance Committee may implement an orientation process for directors that includes background material on our policies and procedures, meetings with senior management, and visits to our facilities. Twist may also offer continuing education programs to assist the directors in maintaining the level of expertise to perform their duties.

DIRECTOR COMPENSATION

The Compensation Committee will review and recommend to the Board the type and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines. Compensation for non-management directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Board will consider the impact on the director's independence and objectivity.

BOARD MEETINGS

Number of Meetings

The Board expects to have at least four regular Board meetings each year.

Attendance and Preparation

We expect our Board members to attend all meetings of the Board and committees on which they serve. Directors should notify the Twist's Corporate Secretary when they will be absent from a meeting. All directors are strongly encouraged to make every effort to attend all Board and committee meetings, absent an unavoidable and irreconcilable conflict.

Twist will provide directors with appropriate materials before the meeting, except in unusual or exigent circumstances. We expect our directors to prepare for and participate in all Board and committee meetings.

Agenda

The President and Chief Executive Officer and Chairperson will create a schedule of topics to be discussed during the year and an agenda for each Board meeting. Each Board member is encouraged to suggest topics for the agenda at any time, and each Board member is free to raise subjects that are not on the agenda.

Access to Employees

The Board has access to Twist employees to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Twist personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters considered.

Executive Session

The independent non-management directors of the Board will meet periodically in executive session without Twist management present but no less than two times per year or whatever minimum has been set by applicable listing standards. Executive session discussions may include any topics decided by the attendees.

Committee Reports

At each regular Board meeting, each committee will present a brief summary of the principal subjects discussed, any conclusions reached, and the final actions of the committee. The chairperson of the appropriate committee will present the report.

BOARD COMMITTEES

Number of Committees; Independence of Members

The Board will constitute and maintain an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Only independent directors, as required by the requirements of the stock exchange that lists Twist's capital stock, may serve on the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may form, merge, or dissolve committees as it deems appropriate.

Committee Functions and Charters

All standing committees will have a written charter that describes the committee's responsibilities. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. Each committee will periodically review its charter and recommend any proposed charter changes to the Board.

Board Committee Membership

The Nominating and Corporate Governance Committee oversees the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Nominating and Corporate Governance Committee will annually recommend to the Board each

committee's chairperson and membership. In making those recommendations, the Nominating and Corporate Governance Committee will consider the interests, independence, and experience of the directors and the independence and experience requirements of the stock exchange that lists Twist's capital stock, the rules and regulations of the Securities and Exchange Commission, and applicable law.

Committee Meetings and Agenda

The committee chairperson, in consultation with committee members, will determine the frequency, length, and agenda for each committee meeting.

BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS

Board members have complete and open access to our management. We expect our Board members to use their judgment to ensure that this contact is not distracting to the operations of Twist or to management's duties and responsibilities.

The Board and each committee will have the power to hire, at the expense of Twist, independent legal, financial, or other advisors that they may deem necessary, without consulting or obtaining the advanced approval of any Twist officer.

CHIEF EXECUTIVE OFFICER EVALUATION

The Board, based on recommendations from our Compensation Committee, will annually review the President and Chief Executive Officer's performance. The Board will evaluate performance based on objective criteria, including how well the business achieves long-term strategic objectives, and successfully develops management. The Compensation Committee and Board will use this evaluation when considering the compensation of the President and Chief Executive Officer.

SUCCESSION PLANNING

The Nominating and Corporate Governance Committee and/or the Compensation Committee should develop and periodically review with the President and Chief Executive Officer a plan with respect to executive officers' succession and recommend to the Board appropriate individuals who might fill those positions. The President and Chief Executive Officer should also recommend and evaluate potential successors. The President and Chief Executive Officer will also review any development plans for those potential successors.

DIRECTOR ATTENDANCE AT ANNUAL MEETING OF STOCKHOLDERS

The Board believes that it is desirable for its directors to attend the annual meeting of stockholders. The Company will make every effort to schedule its annual meeting of stockholders at a time and date to maximize attendance by directors taking into account the directors' schedules. All directors are strongly encouraged to make every effort to attend the Company's annual meeting of stockholders absent an unavoidable and irreconcilable conflict.

BOARD ASSESSMENT

The Nominating and Corporate Governance Committee may periodically review, discuss, and assess the performance of the Board and the committees. The Nominating and Corporate Governance Committee may also consider and assess the independence of directors. The Nominating and Corporate Governance Committee should provide the results of these evaluations to the Board for further discussion as appropriate.

LOANS TO DIRECTORS AND EXECUTIVE OFFICERS

The Company shall not make any personal loans to directors, executive officers or their immediate family members.

CONFIDENTIALITY

Directors have an obligation to protect and keep confidential all Twist non-public information unless Twist has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding Twist's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and committees, and other documents identified as confidential by Twist.

Directors may not use confidential information for personal benefit or to benefit other persons or entities other than Twist. Unless authorized by Twist or applicable law, directors will refrain from disclosing confidential information to anyone outside Twist, especially anyone affiliated with any entity or person that employs the director or has sponsored the director's election to the Board. These obligations continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to Twist's General Counsel, who then may communicate with the President and Chief Executive Officer or the Nominating and Corporate Governance Committee regarding those potential disclosures.

REVIEW OF GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.