

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Zymergen Inc. (the “**Company**”) has adopted these corporate governance guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to provide a structure within which its directors and management can effectively pursue the Company’s objectives for the benefit of its stockholders. These guidelines should be interpreted in the context of and not to be inconsistent with applicable laws and the Company’s bylaws (as amended from time to time, the “**Bylaws**”) and the Company’s Certificate of Incorporation (as amended from time to time, the “**Certificate of Incorporation**”). These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate or as required by applicable laws and regulations.

I. Roles and Responsibilities of the Board of Directors

The Board, elected by the stockholders, is the ultimate decision-making body of the Company, except with respect to matters reserved to the stockholders. The primary function of the Board is oversight. The Board, in exercising its business judgment, acts as an advisor and counselor to senior management and defines and enforces standards of accountability, all with a view to enabling senior management to execute their responsibilities. Consistent with that function, the primary responsibilities of the Board include:

- overseeing and reviewing the Company’s strategic direction and objectives, taking into account (among other considerations) the Company’s risk profile and exposures and its relationships with key stakeholders;
- selecting, evaluating and compensating the Chief Executive Officer (“**CEO**”) and other key executives, and planning for CEO and key executive succession;
- overseeing the Company’s compliance with applicable legal and regulatory requirements and the processes that are in place to safeguard the Company’s assets and manage material risks;
- reviewing and approving significant corporate actions and major transactions;
- monitoring the Company’s accounting and financial reporting practices and reviewing financial and other controls; and
- evaluating the Board’s composition, performance and effectiveness in carrying out such responsibilities.

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management, counsel, auditors and outside experts. In that regard, the Board, its committees, and the Independent Directors (as defined below and as a group) shall be entitled, at the expense of the Company, to engage such legal, financial or other advisors as they deem

appropriate, without consulting or obtaining the approval of any officer of the Company, with respect to any matters subject to their authority.

A. *Roles of the Chairperson, CEO, Senior Management and Lead Director*

Role of the Chairperson

The directors may elect the chairperson of the Board (the “**Chairperson**”). The Chairperson shall be a member of the Board and may or may not be an Independent Director or officer of the Company. The principal duty of the Chairperson (if any) is to lead and oversee the activities of the Board and to facilitate the functioning of the Board, as described further below in Section IV. The Chairperson will also consult, as needed, in connection with evaluating and recommending candidates for election to the Board in accordance with the procedures set forth herein.

Role of the CEO and Senior Management

The Company’s day-to-day operations are conducted by its employees under the direction of senior management and led by the CEO.

Role of the Lead Director

It is the policy of the Company that the positions of the Chairperson and the CEO may be held by the same person. The Board believes that its function to monitor the performance of the executive management of the Company is fulfilled by the presence of Independent Directors of stature who have a substantive knowledge of the Company’s business. If the Chairperson is not an Independent Director, the Independent Directors shall select from among themselves a lead director (the “**Lead Director**”). The Lead Director’s responsibilities include:

- serving as liaison between the Chairperson and the Independent Directors;
- coordinating the activities of the other Independent Directors, including establishing the agenda for Executive Sessions (as defined below) and meetings with other non-management directors;
- presiding at all meetings of the Board at which the Chairperson is not present, including Executive Sessions;
- consulting with the Chairperson on the agenda for Board meetings, Board pre-read materials, meeting calendars and schedules;
- serving as the Board’s liaison for consultation and communication with stockholders, as appropriate; and
- performing such other duties as the Board may determine from time to time.

II. Structure and Operation of the Board

A. *Size and Composition*

Determination of the authorized number of directors is governed by the Company's Bylaws. The Board shall periodically review its structure, considering (among other things) the existing composition of the Board, voting results for directors in recent elections by stockholders, staggered terms, regulatory developments, trends in governance, the Company's circumstances at the time, and such other factors as the Board may deem relevant.

B. *Qualifications and Selection of Director Candidates*

The Nominating and Corporate Governance Committee is responsible for identifying, screening and evaluating candidates for Board membership and recommending to the Board all nominees for election to the Board at the annual meeting of stockholders, all in accordance with the Nominating and Corporate Governance Committee charter. The Nominating and Corporate Governance Committee and the Board may consider the criteria it deems appropriate in evaluating candidates for Board membership.

C. *Director Independence*

Subject to any applicable and utilized transition periods or exemptions provided by the listing rules of the Nasdaq (the "**Listing Rules**"), at least a majority of directors shall be independent, as defined by the Listing Rules and determined by the Board in the exercise of its business judgment in light of all facts and circumstances (the "**Independent Directors**"). For a director to be considered independent under the Listing Rules, the Board must affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and may consider, as appropriate, imposing independence requirements more stringent than those required by the applicable Listing Rules, or, if applicable, the Securities and Exchange Commission ("**SEC**") rules. If a change of circumstance affects a director's continuing independence, they are expected to tender their resignation for consideration to the Nominating and Corporate Governance Committee, who shall recommend to the Board whether to accept or reject such offer. The Board need not accept such offer of resignation; however, the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual's membership on the Board or any Committee of the Board.

D. *Term Limits; Retirement*

The Company's Bylaws provide that each director, including a director elected to fill a vacancy, shall hold office until their successor is elected and qualified or until their earlier resignation or removal. The Board does not believe that it is advisable to establish term limits or a mandatory retirement age for its directors because each director is subject to re-election by the Company's stockholders at the annual meeting of stockholders as set forth in the Company's Certificate of Incorporation and Bylaws, and term limits and a mandatory retirement age may deprive the Company and its stockholders of the contribution of directors who have been able to

develop valuable insights into the Company and its operations over time. The Board seeks to maintain a balance of directors who have longer terms of service and directors who have joined more recently.

III. Responsibilities and Conduct of Directors

A. Director Responsibilities

Directors are expected to attend all or substantially all Board meetings and meetings of the committees of the Board on which they serve, as well as the annual meeting of stockholders of the Company. Directors are also expected to spend the time necessary to discharge their responsibilities appropriately.

B. Other Board Service by Directors

Subject to applicable laws and regulations and the Listing Rules, the Company limits the number of public company boards (including the Board of the Company) on which a director may serve to four. If a member of the Company's Board serves as an officer of a publicly traded company, that director should not serve on the boards of more than two public companies (including their own company or the Company, as applicable). Directors should advise the Nominating and Corporate Governance Committee of any invitations to join the board of directors of another company (as well as proposed committee memberships) prior to accepting the directorship and must notify the Chairperson of any such acceptances. It is expected that, before accepting another board position, a director shall consider whether that service may compromise their ability to perform their responsibilities to the Company. Further, an officer of the Company that also serves as a director shall obtain the approval of the Board before accepting an invitation to serve on the board of any other public company. Service on boards and/or committees of other organizations should follow the Company's Code of Business Conduct & Ethics policy and these Guidelines with respect to conflicts of interest.

C. Change of Circumstances

If a director's principal occupation or business association changes substantially, or if other similarly material changes in a director's circumstances occur, they are expected to tender their resignation for consideration to the Nominating and Corporate Governance Committee, who shall recommend to the Board whether to accept or reject such offer. The Board need not accept such offer of resignation; however, the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual's membership on the Board or any Committee of the Board.

D. Ethics and Code of Conduct

The Board expects all directors to act ethically at all times and to adhere to the Company's Code of Business Conduct & Ethics and other applicable policies. Any request by a director or executive officer for a waiver under the Code of Business Conduct & Ethics must be sent to and approved by the full Board, and any approvals must be disclosed to stockholders, including the reasons for such approval, in accordance with the procedures set forth in the Code of Business Conduct & Ethics.

E. Conflicts of Interest

Directors shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, the director shall promptly inform the Company's Chief Legal Officer and shall recuse himself or herself from any Board deliberations or decisions related to the matter that is the subject of the conflict of interest.

IV. Functioning of the Board

A. Board Meetings

Frequency and Conduct of Meetings

The Board shall meet at least four times a year. The Chairperson shall, in consultation with the CEO (if not the same as the Chairperson) and the Lead Director (if any), prepare an annual schedule of meetings for the Board and its standing committees. The Board shall address some matters at least annually, including the Company's strategic plan and objectives and the principal current and future risk exposures of the Company.

The Chairperson, in consultation with the CEO (if not the same as the Chairperson) and the Lead Director (and any other executive officers as needed), shall establish an agenda for each meeting of the Board. Directors may at any time suggest the addition of any matters to a meeting agenda.

Executive Sessions

The Board will hold executive sessions of its non-employee directors on at least a quarterly basis, including at least one executive session of only Independent Directors annually. Executive sessions shall be conducted in conjunction with regularly scheduled Board meetings. The non-employee directors or Independent Directors, as applicable, in either case led by the Chairperson, if an Independent Director, or the Lead Director, shall determine the frequency, length and agenda of executive sessions. The Chairperson, if an Independent Director, or Lead Director shall chair executive sessions; however, they may choose to defer to a committee chair when the subject matter of the meeting falls within the purview of a Board committee.

Information to be Distributed Prior to Meetings

Information regarding the Company's business and performance shall be distributed to all directors on a regular basis. In addition, business updates and information regarding recommendations for action by the Board at a meeting shall be made available to the Board a reasonable period of time before meetings. Information should be relevant, concise and timely. Notwithstanding the foregoing, the Board recognizes and understands that certain items to be discussed at Board meetings are of an extremely sensitive nature and that distributing materials on these matters prior to Board meetings may not be feasible or appropriate.

Minutes

The Secretary shall record minutes of all meetings of the Board and stockholders. In the absence or incapacity of the Secretary, the Chairperson may designate an Assistant Secretary, a director, the Chief Legal Officer or outside counsel for the Company to record the minutes of meetings of the Board or stockholders.

Minutes of each Board meeting shall be circulated to each member of the Board for review and approval.

B. Committees of the Board

Committee Structure

There are currently four standing committees of the Board: Audit, Compensation, Nominating and Corporate Governance, and Science and Technology. From time to time, the Board may designate additional standing or *ad hoc* committees in conformity with the Company's Bylaws. Each committee shall have the authority and responsibilities delineated in its respective charter and the Company's Bylaws. The Board shall have the authority to disband any *ad hoc* or standing committee when it deems it appropriate to do so, provided that the Company shall at all times have an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee, and each other committee as may be required by applicable law or the Listing Rules.

Committee Membership

Committees and their chairs shall be appointed by the Board annually based on recommendations made by the Nominating and Corporate Governance Committee. There are no fixed terms for service on committees. The members of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee shall at all times meet the independence and other requirements of applicable law, SEC rules and regulations, and the Listing Rules (including as limited or supplemented by any applicable and utilized transition periods or exemptions under the Listing Rules).

Committee Charters

Each standing committee shall have a written charter, which shall state the purpose of the committee and duties and responsibilities and provide for an annual self-evaluation of its performance. Each committee shall review its charter annually (and more frequently as circumstances may require) to reflect changes in applicable law, Listing Rules, or other relevant considerations, and proposed revisions to the charters shall be approved by the Board. The charters are published on the Company's website and are made available in print to any stockholder who requests them.

Committee Meetings

Each standing committee shall establish a schedule of meetings each year, pursuant to the requirements set forth in each committee's respective charter. The chair of each committee, with assistance of appropriate members of management, shall determine the agenda for each meeting of the committee.

V. Compensation of Directors

The Compensation Committee shall advise and make recommendations to the Board, in accordance with the Compensation Committee charter, regarding director compensation (including Board and committee compensation), any changes in director stock ownership requirements and other policies and programs and perquisites, taking into account relative responsibilities of directors. Currently the Company expects directors to maintain share ownership equal to at least 3x the base annual retainer payable to a director within three years of appointment and to retain 50% of all net shares (post-tax) that vest until the minimum share ownership requirement is achieved. The Compensation Committee may request information from management or outside consultants on the compensation of boards of comparable companies. The Company's director compensation program is designed to enable continued attraction and retention of highly qualified directors by ensuring that director compensation is in line with peer companies competing for director talent and to address the increased time, effort, expertise and accountability required of active Board membership in light of evolving corporate governance requirements. It shall be the responsibility of the full Board to consider and approve any such recommendation.

Directors who are Company employees or representatives of investors shall not be compensated for their service as directors.

VI. Leadership Development

A. Annual Review of Management Performance

The Compensation Committee shall periodically, but no less frequently than annually, conduct an evaluation of the performance of the Company's CEO in light of the Company's goals relevant to the CEO's compensation established by the Compensation Committee, and shall determine the compensation level of the CEO based on such evaluation. The Compensation Committee shall also evaluate the performance and determine the compensation level of other executive officers of the Company. The Compensation Committee will make recommendations to the Board with respect to the establishment and terms of incentive-compensation and equity-based plans and will administer such plans, including determining awards for directors or executive officers under any such plan. The Compensation Committee may establish policies and delegate authority in respect of equity-based compensation grants made to employees other than executive officers, as it deems appropriate in accordance with applicable law.

B. Succession Planning

The Compensation Committee shall oversee short- and long-term management succession planning and leadership assessment and development. The Compensation Committee will provide regular updates to the Board.

C. Selection of CEO

The Board is responsible for the selection of the CEO. In assessing CEO candidates, including as part of its annual review of succession plans, the directors shall identify and

periodically update the skills, experience and attributes that they believe are required to be an effective CEO in light of the Company's business strategy, prospects and challenges.

D. Board Self-Evaluations

Consistent with its charter, the Nominating and Corporate Governance Committee shall annually lead the process of evaluating the performance of the Board as a whole.

The chair of the Nominating and Corporate Governance Committee shall report the Nominating and Corporate Governance Committee's conclusions to the Board and may make recommendations to the Chairperson regarding changes that the Nominating and Corporate Governance Committee deems appropriate for consideration by the Board.

E. Committee Self-Evaluations

Consistent with its charter, the Nominating and Corporate Governance Committee shall oversee the annual evaluation of the performance of each of the standing committees of the Board. As part of this process, each of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Science and Technology Committee shall annually evaluate its performance as a committee. The chair of each committee shall report that committee's conclusions to the Board and may make recommendations for improvement to the Board.

VII. Communications

A. Access to Management, Management Information and Employees

In order to fulfill their oversight responsibilities, directors shall have access to management, management information, and employees. Management is expected to be responsive to requests for information from directors, subject to applicable legal considerations. Meetings or contacts shall be arranged through the Company's CEO, the Chief Legal Officer or their designees or pursuant to such practices as the CEO, Chairperson and the Lead Director (if any) advise in their discretion to ensure that such contact is not disruptive to the business operations of the Company. The Board encourages the Chairperson or Lead Director in consultation with the CEO (if not the same as the Chairperson), to invite management to make presentations at Board meetings in order to provide insight into the Company's business or to provide individuals with exposure to the Board for purposes of leadership development.

B. Board Interaction with Constituencies

The Board believes that as a general matter, management speaks for the Company. Each director should refer all inquiries from the press or others regarding the Company's operations to management. Unless requested or approved by the Chairperson or CEO (if not the same as the Chairperson), in consultation with the Chief Legal Officer and other members of management, as appropriate, non-management directors should refrain from communicating with various constituencies involved with the Company. In situations where public comments from the Board may be appropriate, they should come only from the Chairperson or the Lead Director.

VIII. Sustainability and Environmental, Social and Governance Matters

The Board shall oversee and review the Company’s strategy, policies, initiatives and objectives regarding sustainability and environmental, social and governance (“ESG”) matters. The Board shall regularly discuss with management ESG trends and risks and their impact on the Company and its stakeholders.

IX. Revisions to these Governance Guidelines

Each year, the Nominating and Corporate Governance Committee shall review these guidelines and recommend to the Board such revisions as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively.

Adopted: April 21, 2021