

Zymergen Inc.

Nominating and Corporate Governance Committee Charter

A. Purpose

The purpose of the Nominating and Corporate Governance Committee of Zymergen Inc. (the “**Company**”) is to:

- Assist the Board of Directors (the “**Board**”) by identifying and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board;
- Recommend for the Board’s approval the slate of nominees to be proposed by the Board to stockholders for election to the Board or nominees for election to fill interim vacancies on the Board;
- Develop, update as necessary and recommend to the Board corporate governance guidelines applicable to the Company and oversee related corporate governance matters;
- Lead the review of the performance of the Board and each of its standing committees; and
- Recommend to the Board the directors who will serve on each committee of the Board.

B. Membership

The Committee shall be made up of at least two (2) independent members of the Board who meet the independence requirements of the Nasdaq listing rules (the “**Listing Rules**”). Committee members are appointed by the Board based on the recommendation of the Committee. The Board decides the Committee’s exact number of members and can remove or replace a Committee member at any time with or without cause. The Committee shall recommend to the Board, and the Board shall designate, the chairperson of the Committee. The Board will also make all determinations regarding satisfaction of the membership requirements described below.

At any time the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, the Committee will comply with the rules and regulations of the Securities and Exchange Commission (“**SEC**”), the Listing Rules, and any other requirements of applicable law, including those related to independence and committee composition.

C. Responsibilities

The Committee’s main responsibilities are listed below. The Committee believes that the Company’s policies and procedures should remain flexible in order to best react to changing conditions and circumstances. This list is intended as a guide, with the understanding that the Committee can supplement it as appropriate, consistent with the requirements of applicable rules and regulations:

1. *Board Composition.* The Committee will evaluate the composition, size, organization and governance of the Board and its committees, determine Board and committee member qualifications and future requirements, make recommendations to the Board about the appointment of directors to committees of the Board and recommend the selection of chairs of these committees to the Board.
2. *Independence Determinations.* The Committee will review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
3. *Section 16 Officers.* The Committee will review and recommend to the Board Section 16 officer determinations with respect to the Company's executive officers.
4. *Director Nominees.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "**Corporate Governance Guidelines**"). The Committee will review and recommend to the Board updates to such criteria which may be based on applicable law or listing rules, factors related to the composition of the Board (including size and structure), principles of diversity and factors including regarding integrity, judgment, experience, and ability to devote sufficient time to attendance at and preparation for Board meetings.
5. *Annual Meetings and Stockholder Engagement and Relations.* The Committee will review matters relating to the Company's annual meetings of stockholders and, if appropriate, make recommendations to the Board regarding stockholder engagement. The Committee shall also review stockholder proposals and any other communication from stockholders. The Committee will also recommend ways to enhance communications and relations with stockholders.
6. *Board Searches.* In consultation with the chairperson of the Board, the Committee will evaluate and recommend candidates for election to the Board in accordance with the procedures set forth in the Corporate Governance Guidelines and consistent with criteria approved by the Board, including nominees recommended by stockholders and nominees to fill interim vacancies. Subject to applicable law, the Committee will conduct inquiries into the background and qualifications of each candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Board.
7. *Board Evaluations.* The Committee will oversee the performance and annual self-evaluation process for the Board and each standing Committee. The form of such evaluation process shall be established by the Committee and reviewed periodically. The Committee Chair will report the Committee's conclusions to the Board and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate. The Committee will evaluate whether a director who notifies the Board of a change in job responsibilities continues to satisfy the Board's membership criteria and recommend action to be taken, if any, with respect to the director.

8. *Resignations.* The Committee will evaluate and recommend to the Board whether to accept any resignation tendered by a director.
9. *Stock Ownership Guidelines.* The Committee will establish and review annually any stock ownership guidelines applicable to directors and executive officers or senior management of the Company and will recommend to the Board revisions to any such guidelines as appropriate.
10. *Corporate Governance Guidelines.* The Committee will establish and recommend to the Board Corporate Governance Guidelines addressing, among other things, the size, composition and responsibilities of the Board and its Committees, including its oversight of management, corporate governance, and overall board effectiveness. At least annually, the Committee will review the Corporate Governance Guidelines and make recommendations to the Board with respect to changes that the Committee deems appropriate.
11. *Waivers to Codes of Ethics.* The Committee will review and recommend to the Board whether to grant any proposed waivers to the Code of Business Conduct and Ethics and the Code of Conduct for Senior Financial Officers, as applicable, to any directors and executive officers.
12. *Corporate Governance Practices.* The Committee is responsible for overseeing the Company's corporate governance policies and practices, including compliance with the Listing Rules.
13. *Ability to Investigate; Retention of Advisors.* The Committee has the power to investigate any matter brought to its attention, with full access to all Company books, records, facilities and employees. The Committee has the authority to select, retain, oversee and terminate consultants, legal counsel or other advisors, including director search firms (each, a "**Consultant**"), to advise the Committee as it determines necessary or appropriate to carry out its duties, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such Consultants. The Committee shall also have the sole authority to determine the appropriate funding for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
14. *Charter and governance practices review.* At least once a year, the Committee will review and reassess the adequacy of this charter and governance practices and recommend any proposed changes to the Board for approval.
15. *Performance review.* The Committee will review annually its own performance and report to the Board on the results of the review.
16. *Other duties.* The Committee will carry out such other duties that may be delegated to it by the Board from time to time.

D. Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The chairperson of the Committee, in consultation with

the appropriate members of management, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. A majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called or held. Any decision or determination of the Committee reduced to writing and signed by all the members of the Committee (including by means of electronic transmission) shall be fully as effective as if it had been made a meeting duly called and held.

An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities.

E. Delegation of Authority

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee qualified to perform such responsibilities in accordance with the rules and regulations of the SEC, the Listing Rules and other applicable law.

Adopted April 21, 2021