

Zymergen Inc.

Compensation Committee Charter

A. Purpose

The purpose of the Compensation Committee of Zymergen Inc. (the “**Company**”) is to oversee the compensation of the Company’s executive officers and related matters relating to the attraction, development and retention of executive officers.

B. Membership

The Committee shall be made up of at least two (2) independent members of the Board of Directors of the Company. Committee members are appointed by the Board, based on the recommendation of the Nominating and Corporate Governance Committee. Each member of the Committee must qualify as “independent” under applicable rules promulgated by the Securities and Exchange Commission (“**SEC**”) and the Nasdaq listing rules (the “**Listing Rules**”) and at least two members will be “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Board decides the Committee’s exact number and can remove or replace a Committee member at any time with or without cause. The Nominating and Corporate Governance 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 Exchange Act, the Committee will comply with the rules and regulations of the 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 responsibility is to oversee the compensation of the Company’s executive officers and directors and related matters, including matters relating to the attraction, development and retention of executive officers. The Committee believes that the Company’s policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The following 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. *CEO Compensation.* At least annually, the Committee will review and approve the Company’s goals and objectives that are relevant to the compensation of the Chief Executive Officer (the “**CEO**”). The Committee will evaluate the performance of the CEO in light of those goals and objectives and determine and approve the CEO’s compensation based on such evaluation. The CEO shall not be present during any voting or deliberations regarding the CEO’s compensation.

2. *Executive Officer Compensation.* The Committee will evaluate the performance of the executive officers, as defined by Rule 3b-7 of the Exchange Act (“**Executive Officers**”) and determine and approve the compensation of such Executive Officers in light of the corporate goals and objectives relevant to each Executive Officer. The Committee may also evaluate the performance of and determine and approve the compensation of other members of the Company’s senior management as it deems appropriate.
3. *Compensation Plans.* The Committee will administer, review, and approve or will make recommendations to the Board regarding the Company’s incentive compensation, equity-based plans and such other employee-benefit plans as the Committee deems appropriate, including granting of awards to eligible individuals, establishing performance objectives and evaluating performance achievement. The 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.
4. *Director Compensation.* At least annually, the Committee will review director compensation levels and practices of the form and amount of director compensation in relation to market practices and advise the Board on Board and committee compensation and other policies and programs. Directors who are employees or representatives of investors will not be compensated for their service as directors.
5. *Evaluation of Compensation Program.* The Committee will review periodically the operation and structure of the Company’s compensation programs generally, including its incentive compensation plans and arrangements, equity-based plans and arrangements, policies regarding perquisites or other personal benefits to the Executive Officers, recoupment of compensation covering the Executive Officers or other employees subject to Section 16 of the Exchange Act and other similar compensation-related matters. The Committee will take into account factors it deems appropriate from time to time, including the Company’s business strategy, the competitiveness of the compensation programs and the potential risks to the Company and its business arising from the operation and structure of its compensation programs. The Committee will monitor total equity usage for compensation.
6. *Say-on-Pay Vote.* When performing its responsibilities and exercising its authorities under this Charter, the Committee will consider the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the “**Say-on-Pay Vote**”), review and recommend to the Board the cadence of conducting Say-on-Pay Votes, and review and recommend to the Board for approval proposals regarding the Say-on-Pay Vote and the frequency of the Say-On-Pay Vote to be included in the Company’s proxy statement filed with the SEC; and, to the extent the Committee determines it appropriate to do so, take the results of any Say-on-Pay Vote into consideration in connection with the review and approval of executive compensation.
7. *Compensation Disclosures; Committee Report.* The Committee will review the Compensation Discussion and Analysis (“**CD&A**”) disclosure, if required, and related tabular presentations regarding named executive officer compensation and, based on this review and discussion, recommend to the Board whether to include the CD&A disclosure, if

required, and related tabular presentation in the Company's annual public filings. The Committee will furnish its report on the Committee's discussions and recommendations for inclusion in the Company's annual public filings as required by applicable law.

8. *Leadership Development and Succession Planning.* The Committee will review the development of Executive Officers and other members of senior management, including, short-term and long-term management succession planning.
9. *Human Capital Management.* The Committee shall review and provide oversight of the Company's human capital management policies and strategies, including but not limited to the Company's diversity and inclusion initiatives, including key performance objectives, internal pay equity, leadership compensation plans, benefit programs, recruiting and retention strategies and development programs.
10. *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 (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. In selecting or receiving advice from a Consultant, the Committee will take into account all factors relevant to the advisor's independence from management, including any factors required by applicable law or the Listing Rules and such other factors that it considers appropriate. The Committee shall also have the 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.
11. *Review of Charter.* At least once a year, the Committee will review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval.
12. *Annual Committee Evaluation.* The Committee will annually evaluate its own performance and report to the Board on the results of such evaluation.
13. *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. Meetings may be held in person, telephonically or by other electronic means. 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 or to a director or officer of the Company, to the extent consistent with the Company's Certificate of Incorporation and Bylaws, applicable law and Listing Rules.

Adopted April 21, 2021