

ABSCI CORPORATION
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Absci Corporation (the “Company”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market LLC and the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “Certificate of Incorporation”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “Bylaws”). The Board and the Nominating and Corporate Governance Committee may review and amend these guidelines from time to time.

I. DIRECTOR QUALIFICATION STANDARDS

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”) the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective director candidates as it deems necessary or advisable.

The Nominating and Corporate Governance Committee requires that each candidate for a position on the Board meets the following qualifications:

- The candidate shall have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing and the ability to exercise sound business judgment.
- The candidate shall be highly accomplished in his or her respective field, with superior credentials and recognition.

- The candidate shall be well regarded in the community and shall have a long-term reputation for the highest personal and professional ethics and integrity.
- The candidate shall have an understanding of the fiduciary responsibilities of a director and a commitment to devote sufficient time and availability to the affairs of the Company, particularly in light of the number of boards of directors on which such nominee may serve.
- To the extent such candidate serves or has previously served on other boards, her or she shall have a demonstrated history of actively contributing at board meetings.
- The candidate shall have skills and background that are complementary to those of other members of and/or candidates to the Board and shall be effective in collectively serving the long-term interests of the Company's stockholders.

In addition to any other standards the Nominating and Corporate Governance Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating and Corporate Governance Committee may consider whether the candidate, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience, including gender diversity and representation of underrepresented groups, as may be required by applicable law or the Nasdaq Stock Market Rules (as defined below).

- **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies or newly created directorships that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the Nominating and Corporate Governance Committee's charter. The Nominating and Corporate Governance Committee will recommend prospective director candidates for the Board's consideration and review the prospective candidates' qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a director or to fill any vacancy or newly created directorship that may occur.

In identifying prospective director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board and the Company.

- **Independence:** A majority of the members of the Board shall meet the independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC (the “Nasdaq Stock Market Rules”) as set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules (or any successor provision thereto); provided, that prior to the date one year after the effectiveness of the registration statement filed in connection with the Company’s initial public offering, the Board may consist of less than a majority of independent directors, subject to compliance with applicable transition rules under the Nasdaq Stock Market Rules.

At least annually, the Board will evaluate all relationships between the Company and each director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director’s ability to satisfy his or her responsibilities as an independent director.

- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual’s time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual’s ability to perform his or her duties effectively. In connection with its assessment of director candidates for nomination, the Nominating and Corporate Governance Committee and the Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairperson of the Nominating and Corporate Governance Committee in connection with accepting a seat on the board of directors of another business entity so that the potential for conflicts or other factors compromising the director’s ability to perform his or her duties may be fully assessed. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the director’s service on the Board. Service on other boards and/or committees should be consistent with the Company’s Code of Business Conduct and Ethics. This includes compliance with the U.S. antitrust law prohibition of “interlocking directorates,” which bars an individual or entity from serving on the Board or as an officer of (i) the Company and (ii) one of the Company’s competitors simultaneously. The Company will conduct periodic reviews to ensure compliance with the foregoing. Also, in the course of any Company transaction in connection with which Board composition may change, the Company, in conjunction with the Nominating and Corporate Governance Committee, shall take such steps as may be determined necessary and appropriate to verify compliance with this directive in connection with the closing of such transaction.
- **Term and Age Limits:** The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve or on the directors’ ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company’s business, strategy and industry over a significant period of time. Each individual’s performance will be assessed by the Nominating and Corporate Governance Committee and the Board

in light of relevant factors in connection with assessments of candidates for nomination to be directors.

- **Directors Who Change Job Responsibility:** Promptly following any material change in his or her principal occupation or business association, a director should notify the Nominating and Corporate Governance Committee, so that there is an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the new circumstances.
- **Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.
- **Director Resignation Policy:** Any nominee for director who receives a majority withhold vote in an uncontested election of directors is required to tender to the Board his or her resignation as a director promptly following the certification of the election results in accordance with the Director Resignation Policy set forth in Exhibit A hereto.

II. DIRECTOR RESPONSIBILITIES

- **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Company's Chief Executive Officer or senior management.
- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. If a director does not attend at least 75% of those regular or special meetings (together with the meetings of committees on which such director serves), the Company will be required to disclose that fact in the proxy statement for its annual meeting of stockholders. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee and the Board in connection with assessments of director candidates for renomination as directors.
- **Attendance at Annual Meeting of Stockholders:** The Company encourages all directors to attend the annual meeting of stockholders.
- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the

business to be conducted at a Board or Committee meeting to the directors. Directors should review these materials in advance of the meeting when reasonably practicable.

III. BOARD STRUCTURE

- **Size of Board:** The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Bylaws, depending on an assessment of the Board's needs and other relevant circumstances at any given time. Without limiting the foregoing, the size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.
- **Board Leadership:** The Bylaws provide that the Chairperson of the Board, if one is elected, shall preside at all meetings of the stockholders and the Board. The Board shall fill the Chairperson of the Board position based on the Board's view of the best interests of the Company from time to time, and the Chairperson of the Board, if one is appointed, shall perform such other duties as the Board may from time to time designate.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. Membership on such committees is limited to independent directors meeting the independence requirements of the Nasdaq Stock Market Rules, the Sarbanes-Oxley Act of 2002, as amended, and any other related rules or regulations promulgated by the Securities and Exchange Commission (the "SEC") and the Internal Revenue Service (as applicable), subject to applicable phase-in periods. The Board may from time to time establish additional committees as necessary or appropriate, with such membership requirements as the Board may determine and as may be required by applicable laws. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
- **Executive Sessions:** The non-management directors will meet at regularly scheduled executive sessions without management participation and at least once each year an executive session with only independent directors present shall be held. If the Chairperson of the Board is a non-management director and an independent director, then the Chairperson of the Board will preside at these meetings. If the Chairperson of the Board does not so qualify, then the director who presides at these meetings will be chosen by the non-management directors. In either case, the director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed in the proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement for its annual meeting, in the Company's annual report on Form 10-K filed with the SEC. In order that interested parties may be able to make their concerns known to the independent directors, the Company will also disclose

a method for such parties to communicate directly and confidentially with the presiding director or with the non-management directors as a group.

IV. DIRECTOR ACCESS TO MANAGEMENT, INDEPENDENT ADVISORS AND OTHER RESOURCES

- In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities. The Company shall provide for appropriate funding, as determined by the Board or its relevant committee, for payment of reasonable compensation to any such legal, accounting or other advisor.
- The Company may conduct an orientation program for each new director. The orientation will be designed to familiarize the new director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics. The Nominating and Corporate Governance Committee will oversee the process of periodically providing materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.

V. DIRECTOR COMPENSATION

- The form and amount of director compensation will be reviewed periodically by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of director compensation.
- The Company's executive officers or any other employees shall not receive additional compensation for their service as directors.

VI. PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

- The Board may conduct a self-evaluation periodically for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board may conduct a self-evaluation periodically for the purpose of determining whether

it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The Nominating and Corporate Governance Committee will oversee any such evaluation process.

VII. MISCELLANEOUS

- The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, although individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors under applicable law and/or the Certificate of Incorporation and/or the Bylaws.
- Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.

Originally adopted July 16, 2021, effective as of July 21, 2021.

As amended on September 15, 2021.

As amended on March 14, 2024.

EXHIBIT A

DIRECTOR RESIGNATION POLICY

It is a policy of the Board of Directors (the “Board”) of Absci Corporation (the “Company”) that any nominee for director who receives a greater number of “withhold” votes than “for” votes, with abstentions and broker non-votes not counted as either a “withhold” or “for” vote (a “Majority Withhold Vote”), in an uncontested election of directors is required to tender to the Board his or her resignation as a director promptly following the certification of the election results. For purposes of this policy, an election shall be “uncontested” if, as determined by the Board, the number of persons properly nominated to serve as director does not exceed the number of directors to be elected.

The Nominating and Corporate Governance Committee (the “Committee”) of the Board will promptly consider the director’s resignation tendered under this policy and will recommend to the Board whether to accept or reject the tendered resignation or to take other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the “withhold” votes. In making this recommendation, the Committee will consider all factors it deems relevant including, without limitation, the underlying reasons why stockholders cast “withhold” votes for such director (if ascertainable), the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company and the Board, whether by accepting such resignation the Company will no longer be in compliance with any applicable law, rule, regulation or governing document, and whether or not accepting the resignation is in the best interests of the Company and its stockholders.

Except as set forth below, the Board will act on the Committee’s recommendation no later than 90 days following the certification of the stockholder vote. If the result of accepting all tendered resignations then pending from directors would be that the Company would have fewer than a majority of the directors who were in office before the election of directors or the Company would fail to be in compliance with any applicable law, rule, regulation or governing document, the Board may determine to extend such 90 day period by an additional 90 days (for any or all directors who received a Majority Withhold Vote) if it determines that an extension is in the best interests of the Company and its stockholders.

In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose the Board’s decision (and the reasons for rejecting the tendered resignation, if applicable) in a periodic or current report filed with the Securities and Exchange Commission.

Any director who received a Majority Withhold Vote pursuant to this policy will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director shall remain active and engaged in all other Committee and Board activities, deliberations and decisions during the Committee and Board process described above.

If a director's resignation is rejected by the Board, the director will continue to serve for the remainder of his or her term and until his or her successor is duly elected, or his or her earlier death, resignation or removal. If a director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the number of directors comprising the Board, in each case pursuant to and in accordance with the provisions of the Company's amended and restated certificate of incorporation and amended and restated bylaws.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations and require all actions deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations that are done or made by the Board will be final, conclusive and binding.