



*Effective Date: December 9, 2025*

## **Corporate Governance Committee Charter**

### **Purpose**

The purpose of the Corporate Governance Committee (“Committee”) shall be to assist the Board of Directors (“Board”) of Biogen Inc. (the “Company”) in maintaining sound corporate governance practices, identifying and recommending qualified individuals to become Board members, and overseeing Board and Chief Executive Officer (“CEO”) succession planning.

### **Authority and Responsibilities**

The Committee shall:

- Develop and recommend to the Board for approval a set of corporate governance principles. The Committee shall review the corporate governance principles on a regular basis and recommend changes as necessary, and shall also monitor compliance with the principles.
- Review the Company’s certificate of incorporation and bylaws on a regular basis and recommend amendments to the Board for approval.
- Lead the search for individuals qualified to become members of the Board, including review of Board candidates recommended by stockholders. The Committee shall recommend director nominees for Board approval to fill vacancies created during a term and for presentation for stockholder election at an annual meeting and, in connection with the recommendation process, evaluate the performance and independence of each incumbent director nominee recommended for re-election.
  - Assessment of Board candidates includes, but is not limited to, consideration of: (i) roles and contributions valuable to the business community; (ii) personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (iii) relevant knowledge and diversity of perspective and experience in such areas as accounting and finance, risk management and compliance, strategic and business planning, corporate governance, human resources, marketing, commercial and research and development and other disciplines relevant to the Company’s business; (iv) composition of the Board, including the mix of skills, contributions, backgrounds, perspectives and experiences; and (v) independence and whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings.
- As needed, make recommendations to the Board with respect to Board size and composition.

- Review on an annual basis the Board’s committee structure and recommend to the Board for approval directors to serve as Chair and as members of each committee.
- Review on a regular basis the Company’s director orientation and education practices and policies.
- Review any conflicts of interest and approve, or if necessary, ratify related person transactions involving directors and related parties, including transactions with related persons, where the terms “transaction” and “related person” shall have the meanings contained in Item 404 of Regulation S-K.
- Develop and recommend to the Board for its approval an annual self-evaluation process for the Board and its committees and oversee such process.
- Review, evaluate, and discuss with the Board succession plans for the CEO and recommend to the Board individuals to occupy the position.
- Review the Company’s significant corporate governance and board succession risks and steps taken to monitor and mitigate such risks.
- Review on an annual basis the Company’s Political Contribution Policy and all actions related to the Company’s lobbying priorities and activities, including associations with certain trade and/or legislative organizations.
- Review the Company’s Code of Business Conduct on a regular basis.
- Review and on a regular basis discuss with management the Company’s stockholder engagement efforts and make recommendations to the Board regarding its involvement in and response to stockholder engagement.
- Review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), and recommend to the Board appropriate action on each such nomination or proposal.
- Perform an annual evaluation of the Committee’s performance and its effectiveness in fulfilling the responsibilities set forth in this charter and report the results to the Board.
- Review and reassess, on an annual basis, the adequacy of this charter and recommend any changes to the Board for approval.

The Committee may, in addition, perform such other functions as are consistent with its purpose or as may be requested by the Board.

The Committee shall operate in accordance with, and have all power and authority granted by, the provisions of the Delaware General Corporation Law, and the Company’s Bylaws, Certificate of Incorporation and Corporate Governance Principles, each as in effect from time to time.

### **Committee Resources and Information**

The Committee shall have the authority to obtain information from management and to retain independent financial, legal, search firms, and other experts and advisors. The Committee shall have the sole authority to approve the fees and retention terms, and shall be directly responsible for the oversight of its counsel, experts and advisors, and the Company shall provide funding for such fees and related expenses.

### **Membership**

The Committee shall consist of a minimum of three directors, all of whom shall be independent in accordance with applicable Nasdaq rules. Each Committee member shall be appointed by, and will serve at the discretion of, the Board. The Board shall designate one of the Committee members to serve as the Chair of the Committee. In the absence of such designation, the members of the Committee may elect a Chair by majority vote of all members.

### **Meetings**

The Committee shall meet at least four times per year and at such other times as requested by the Chair of the Board, the Chair of the Committee or the Board.