



Effective Date: December 6, 2023

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 assuring sound corporate governance practices, identifying qualified individuals to become Board members, and overseeing risk exposures relating to corporate governance and board succession.

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 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 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) diversity of background, including diversity of gender, national origin, LGBTQ+ and ethnic and racial diversity; and (v) 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.
- Review on a regular 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 practice for director orientation and education.
- Review any conflicts of interest and related party 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 of the rules of the U.S. Securities and Exchange Commission.
- Develop and recommend to the Board for its approval a self-evaluation process for the Board and its committees.
- 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 periodic basis.
- Review and make recommendations to the Board regarding shareholder proposals relating to corporate governance and consider significant corporate governance issues that arise from time to time.

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 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 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 that 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 Chairman of the Board, the Committee Chair or the Board.