

CHARTER OF THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS OF IONQ, INC.

(Last Amended February 5, 2026)

ARTICLE I: PURPOSE

Section 1.1 *Purpose.* The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of IonQ, Inc. (the “Company”) is to (a) assist the Board in overseeing the Company’s compensation policies, plans, practices and talent strategies with a goal to attract, retain and reward top-quality executive officers (the “Section 16 Officers”) within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), such other employees as the Committee, in its discretion, deems appropriate, and independent directors; (c) when required, review and discuss with management, and approve for inclusion in the Company’s proxy statements, the Company’s “Compensation Discussion and Analysis,” as well as other compensation-related reports, registration statements and information statements filed with the Securities and Exchange Commission (the “SEC”); and (d) prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement.

ARTICLE II: COMPOSITION

Section 2.1 *Appointment; Removal.* Committee members are appointed by the Board and may be removed by the Board in its discretion. Vacancies are filled by the Board. Resignation or removal of a Committee member from the Board automatically constitutes resignation or removal from the Committee.

Section 2.2 *Membership Qualifications.* The Committee consists of at least two members of the Board. Each member of the Committee must satisfy (i) the independence and other requirements imposed by applicable law and the New York Stock Exchange (“NYSE”), (ii) the “non-employee director” requirements under Rule 16b-3 under the Exchange Act and (iii) any other qualifications determined by the Board. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

Section 2.3 *Chairperson.* The Board may designate a Chairperson of the Committee. The Chairperson of the Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities.

ARTICLE III: AUTHORITY

Section 3.1 *Access and Advisors.* The Committee will have access to all Company books, records, facilities and personnel requested by any Committee member. The Committee may retain (or obtain the advice of) any compensation consultant, independent legal counsel or other advisor (referred to collectively as “advisors”) to assist it in the performance of its duties, but only after assessing the independence of these persons in accordance with the requirements of the NYSE. If necessary, the Committee shall review any conflicts of interest from the work of any advisor engaged, and any necessary disclosure in the Company’s annual proxy statement required by the NYSE or applicable law. The Committee is directly responsible for the appointment, compensation and oversight of the work of any advisors engaged for the purpose of advising the Committee, and such advisors will report directly, and be accountable, to the Committee. The Company shall provide appropriate funding, as determined by the Committee, to pay any such advisor, and the Committee shall have sole authority to approve the reasonable

fees and the other terms and conditions of such engagement. The Committee may also cause the Company to pay any ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee may require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

Section 3.2 *Delegation of Authority.* The Chairperson has the delegated authority to act on behalf of the Committee (i) in approving the retention of advisors (including negotiating and executing their engagement letters) and (ii) as may otherwise be determined by the Committee. The Committee may also form and delegate authority to one or more subcommittees consisting of one or more independent members of the Board to the extent allowed under applicable law and NYSE listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee shall be presented to the full Committee at its next regular meeting. By approving this Charter, the Board delegates authority to the Committee with respect to the responsibilities set forth herein.

ARTICLE IV: RESPONSIBILITIES

Section 4.1 *General.* The Committee's responsibilities are for oversight, as described in Article I. The Committee shall have the responsibilities set forth in this Article IV; provided, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and NYSE requirements. The Board retains the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and NYSE requirements.

Section 4.2 *Overall Compensation Strategy.* The Committee shall, as it considers appropriate, review, oversee, approve or modify the Company's overall compensation strategy and policies.

Section 4.3 *Compensation of Chief Executive Officer.*

(a) The Committee shall review, determine and approve (or recommend to the Board or the independent members thereof the approval of) the compensation and other terms of employment of the Company's Chief Executive Officer (the "CEO"), and establish the corporate goals and objectives for the CEO's compensation and evaluating the CEO's performance in achieving those goals and objectives.

(b) In determining the CEO's compensation, the Committee will consider the results of the most recent advisory vote on executive compensation required by Section 14A of the Exchange Act ("Say on Pay Vote").

(c) The CEO may not attend the voting or deliberations regarding his compensation.

Section 4.4 *Compensation of Other Section 16 Officers.* The Committee shall review and approve the compensation, individual and corporate performance goals and other terms of employment of the Company's Section 16 Officers other than the CEO and evaluate their individual performance, considering the recommendations and evaluation of the CEO. The Committee will also have the discretion and authority, but not the obligation, to review, determine and approve the compensation, individual and corporate performance goals and objections and other terms of employment of employees of the Company other than the Section 16 Officers.

Section 4.5 *Compensation of Independent Directors.* The Committee shall review, determine and approve (or make recommendations to the Board or independent members thereof for approval of) the compensation of independent directors for service on the Board and its committees.

Section 4.6 *Administration of Benefit Plans.* The Committee shall have authority to adopt, amend, terminate and administer the Company's equity-based compensation plans, pension and profit sharing plans, bonus plans, benefit plans, including perquisite and severance arrangements, incentive-compensation plans and other similar arrangements, subject to applicable stockholder-approved plan provisions. The Committee shall have authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate, including the power to delegate such authority to the fullest extent permitted by applicable law and NYSE requirements.

Section 4.7 *Compensation Discussion and Analysis; Committee Report.* The Committee shall review and discuss with management any "Compensation Discussion and Analysis" and report of the Committee required to be included in any filing with the SEC and approve such report for inclusion in the applicable proxy statement.

Section 4.8 *Compensation Proposals.* The Committee shall review and provide recommendations to the Board regarding compensation-related proposals to be considered at the Company's Annual Meeting of Stockholders, including the frequency of advisory votes on executive compensation if required by Section 14A of the Exchange Act, and shall review and consider the results of and responses to any Say-on-Pay Vote.

Section 4.9 *Conflict of Interest Disclosure.* The Committee shall review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor hired by the Committee or management and how such conflict is being addressed and prepare any necessary disclosure in accordance with applicable law and NYSE requirements.

Section 4.10 *Annual Review of Compensation Advisor Independence.* The Committee shall review and discuss with management, if appropriate, the independence of any advisor engaged by the Committee and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable law and NYSE requirements.

Section 4.11 *Committee Self-Assessment; Charter Review.* The Committee shall evaluate its performance and review and assess the adequacy of this Charter and recommend any proposed changes to the Board for its consideration, in each case as required by law and NYSE requirements.

Section 4.12 *Clawback and Recoupment.* If and as the Committee determines to be necessary or appropriate, or as required by applicable law or NYSE requirements, the Committee shall approve and modify, as needed (or recommend to the Board for approval or modification), clawback policies and compensation forfeiture provisions allowing the Company to recoup compensation paid to employees.

Section 4.13 *Stock Ownership Guidelines.* The Committee shall monitor compliance with the Company's stock ownership guidelines for Section 16 Officers and independent members of the Board and shall have authority to adopt, amend or terminate such guidelines.

Section 4.14 *Compensation Risk Assessment and Associated Policies.* The Committee shall annually review the Company's employee compensation practices and policies as they relate to risk management and risk-taking incentives to determine if they are reasonably likely to have a material adverse

effect on the Company. The Committee shall also have authority to approve, amend and oversee compliance with policies determined appropriate to mitigate compensation-related risk.

Section 4.15 *Compensation Peer Group.* The Committee shall annually review and approve the Company's compensation peer group and data sources for evaluating market competitiveness of compensation for Section 16 Officers and independent directors.

ARTICLE V: MEETINGS AND MINUTES

Section 5.1 *Committee Meetings.* The Committee's operation is subject to the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee shall meet at times and places chosen by the Chairperson or a majority of the membership of the Committee.

Section 5.2 *Minutes and Actions.* The Committee shall maintain written minutes of its meetings and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions shall be filed in the minute book.

Section 5.3 *Attendance at Meetings.* The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities. No employee may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined. The Committee will meet in executive session without management, as appropriate.