

IONQ, INC.
CORPORATE GOVERNANCE GUIDELINES

(Last amended as of February 4, 2026)

IonQ, Inc. (“IonQ”) has established the following guidelines for the conduct and operation of its Board of Directors (the “Board”).

Section 1. Board Independence. The Board will have a majority of independent directors. No director will be considered “independent” unless the Board affirmatively determines that the director meets the independence requirements of the New York Stock Exchange Listed Company Manual (the “NYSE Rules”) and otherwise, in the Board’s view, considering all relevant factors, is independent from management.

Section 2. Director Orientation and Education. The Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) will implement an orientation process for directors that includes, among such other things that it considers relevant, background material on the Company’s policies and procedures and meetings with senior management. The Company will also reimburse directors’ reasonable expenses for participation in continuing education programs to assist them in maintaining the level of expertise necessary to perform their duties.

Section 3. Director Compensation. The Compensation Committee of the Board will review and adopt, or recommend to the Board for adoption, the type and amount of director compensation for Board and committee service for independent directors in accordance with applicable legal and regulatory guidelines. Compensation for independent directors and committee members will be designed to be aligned with the long-term interests of the stockholders and consistent with market practices of similarly situated companies. In determining compensation, the impact on directors’ independence and objectivity will be considered.

Section 4. Board Attendance and Preparation. IonQ expects Board members to prepare for, attend and participate in all meetings of the Board and committees on which they serve. Directors should notify the Secretary when they will be absent from a meeting. Directors are also encouraged to attend the annual meeting of stockholders. IonQ will provide directors with appropriate materials before each meeting, except in unusual or exigent circumstances, and directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of each meeting. Directors are also expected to make themselves available outside of Board meetings for advice and consultation.

Section 5. Board Access to Management and Use of Outside Advisors. Directors will have reasonable access to IonQ management. Board members are expected to use their judgment to ensure that this contact is consistent with their oversight role and not distracting to IonQ’s operations or to management’s duties and responsibilities. The Board and each committee will have the power to hire, at IonQ’s expense, independent legal, financial or other advisors that they may deem necessary or appropriate, without consulting or obtaining the advanced approval of any officer.

Section 6. Board Assessment. The Nominating Committee will oversee an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The assessment will include an evaluation of (a) the Board’s and each committee’s contribution as a whole and effectiveness in serving the best interests of IonQ and its stockholders, (b) specific areas in which members believe that the performance of the Board and its committees could be improved and (c) overall Board composition and makeup. The results of these evaluations will be provided to the Board for further discussion as appropriate.

Section 7. Review of Governance Guidelines. The Nominating Committee will from time to time work with the President and Chief Executive Officer (the “CEO”) to plan for CEO succession, as well as to develop plans for interim CEO succession in the event of an unexpected vacancy or incapacity. The Nominating Committee will also from time to time work with the CEO and other appropriate members of management to plan for succession of each of the other executives as well as to develop plans for interim succession for each of them in the event of an unexpected vacancy or incapacity.