

CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE 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 Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of IonQ, Inc. (the “Company”) is to (a) help the Board oversee the Company’s corporate governance functions and develop, update as necessary and recommend to the Board the governance principles applicable to the Company; (b) identify, evaluate and recommend candidates qualified to become Board members consistent with criteria approved by the Board from time to time and recommend to the Board the appropriate nominees for each Annual Meeting of Stockholders; (c) oversee the evaluation of the Board and its committees; (d) to the extent determined appropriate by the Committee, oversee the Company’s environmental, social and governance activities; and (e) make other recommendations to the Board relating to the directors of the Company.

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 and Qualifications.* Each member of the Committee must satisfy (i) the independence and other requirements imposed by applicable law and the New York Stock Exchange (“NYSE”) and (ii) 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 as requested by any Committee member. The Committee may retain legal, accounting or other outside advisors and determine their compensation terms at the Company’s expense. The Committee has sole authority to retain and terminate search firms to be used to identify director candidates, and to approve the search firms’ fees and other retention terms. 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 director search firms (including negotiating and executing their engagement letters) and (ii) as may otherwise be determined by the Committee. The

Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so shall 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 members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; 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 stock exchange listing 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 *Director Criteria.* The Committee shall periodically determine the qualifications, qualities, skills and other expertise required to be a director of the Company and shall develop, and recommend to the Board for approval, criteria to be considered in selecting nominees for director.

Section 4.3 *Director Nominations.* The Committee shall identify and evaluate candidates to serve on the Board consistent with the criteria approved by the Board, including consideration of the potential conflicts of interest, director independence and other requirements and expertise appropriate for the Company. The Committee shall also have responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to serve as nominees for director at each Annual Meeting of Stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

Section 4.4 *Board and Committee Assessment.* The Committee shall periodically review the performance of the Board and its committees, as it considers appropriate, and make recommendations to the Board for areas of improvement. The assessment shall include evaluation of the Board's contribution as a whole and the Board's effectiveness in serving the best interests of the Company and its stockholders, specific areas in which contributions could be improved and overall Board composition and makeup.

Section 4.5 *Board Committee Membership.* The Committee shall oversee the Board's committee structure and operations, and evaluate individual directors' interests, and prospective director independence and experience and the requirements imposed by applicable law and NYSE requirements, and recommend to the Board from time to time the chairmanship and membership of each committee.

Section 4.6 *Stockholder Communications.* The Committee shall, as it considers appropriate, review and recommend to the Board the Company's process for receiving communications directed by stockholders to the Board, and make such recommendations to the Board with respect thereto as it deems appropriate.

Section 4.7 *Review Possible Conflicts of Interest.* The Committee shall consider possible

conflicts of interest of officers and directors as set forth in the Company’s Code of Business Conduct and Ethics, and take such action as it considers appropriate to prevent, minimize or eliminate them. The Committee shall have authority to adopt and amend the Company’s Code of Business Conduct and Ethics.

Section 4.8 *Continuing Education.* The Committee shall be responsible for the continuing education of directors and orientation of new directors, as it deems appropriate.

Section 4.9 *Corporate Governance Guidelines.* The Committee shall periodically review the Company’s corporate governance guidelines, and, as appropriate, adopt appropriate amendments thereto.

Section 4.10 *Corporate Governance Policies.* The Committee shall oversee the Company’s corporate governance policies and practices, and may review and adopt such new policies and practices, or adopt such amendments to existing policies and practices, as it considers appropriate, except to the extent that the Board has specifically committed any such policy or practice to another Committee’s responsibility.

Section 4.11 *Leadership Structure.* The Committee shall consider the Board’s leadership structure, including the separation of the Chairperson of the Board and Chief Executive Officer (“CEO”) roles and appointment of a lead independent director, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

Section 4.12 *Succession.* The Committee shall, as and to the extent it considers appropriate, conduct a review of the Company’s succession planning process for the CEO, report its findings and recommendations to the Board and assist the Board in evaluating potential successors to the CEO. The Committee shall also, as and to the extent it considers appropriate, conduct a review of other executive officers, report its findings and recommendations to the Board and assist the Board in evaluating potential successors to other executive officers.

Section 4.13 *Environmental, Social and Sustainability Matters.* The Committee shall, as appropriate, review and consider environmental, social responsibility and sustainability matters and make recommendations to the Board regarding, or take action with respect to, such matters.

Section 4.14 *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 or NYSE requirements.

Section 4.15 *General Authority.* The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing or as may otherwise be delegated to the Committee from time to time by the Board.

ARTICLE V: MEETINGS AND MINUTES

Section 5.1 *Committee Meetings.* The operation of the Committee 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 appointed by the Chairperson of the Committee, 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.