ANTHROPIC, PBC

CORPORATE GOVERNANCE GUIDELINES

(Adopted on October 23, 2026; effective upon the effectiveness of the registration statement relating to the Company's initial public offering)

The Board of Directors (the "**Board**") of Anthropic, PBC (the "**Company**") has adopted the following Corporate Governance Guidelines (these "**Guidelines**") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company, the pecuniary interests of its stockholders, the best interests of those materially affected by its conduct, and the Company's public benefit purpose: to responsibly develop and maintain advanced AI for the long-term benefit of humanity (the "**Specific Public Benefit Purpose**").

A. Board Composition and Selection

The Company's Amended and Restated Certificate of Incorporation (the "**Certificate of Incorporation**"), the Company's Amended and Restated Bylaws (the "**Bylaws**"), the Stockholders' Agreement to which the Company is a party (the "**Stockholders' Agreement**"), the Limited Liability Company Agreement of Anthropic Founders, LLC and the Anthropic Long-Term Benefit Trust Amended and Restated Trust Agreement (collectively, the "**Constituent Documents**", as each may be amended, restated, supplemented or otherwise modified from time to time) govern, among other things, the composition of the Board and the nominating procedures for directors as described below. These Guidelines assume that neither the Class F Sunset Time nor the Class T Sunset Time (each as defined in the Certificate of Incorporation) shall have occurred.

1. Role

It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and in a manner that balances the pecuniary interests of the Company's stockholders, the best interests of those materially affected by the Company's conduct, and the Specific Public Benefit Purpose. It is also the Board's duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this duty, the directors will take a proactive, focused approach to their positions, and set standards to ensure that the Company is committed to business excellence, ethical and honest conduct and the highest levels of integrity. Additionally, the Board has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant Board committees. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.

2. Size

The number of directors that constitutes the Board will be fixed from time to time by the Board acting pursuant to a resolution adopted by 80% of the total number of authorized directors, rounded up or down to the nearest whole number (any exact 0.5 rounding up) in accordance with the Constituent Documents; provided that the total number of authorized directors must be an odd number. The Nominating and Corporate Governance Committee of the Board (the "**Nominating Committee**") will periodically review the size of the Board to ensure that the current number of directors most effectively supports the Company.

3. Composition

The Company is considered a "controlled company" under Nasdaq Global Select Market corporate governance requirements and, as such, it is permitted to opt out of compliance with certain corporate governance requirements, including the requirement that a majority of the Board consist of independent directors. However, the Company expects that there will, at all times, be a majority of independent directors on the Board. An "independent director" is a person who meets the definition of independent director under the listing standards of the Nasdaq Global Select Market.

4. Selection of New Directors

Each year, the Board will include director nominees properly nominated pursuant to the Constituent Documents in the Company's proxy statement for its annual meeting of stockholders, and such slate of directors will be presented for election by the relevant stockholders.

The holder of the Company's Class T common stock, the Anthropic Long-Term Benefit Trust (the "**LTBT**"), will generally have the authority to elect the smallest number of directors that constitutes a majority of the total number of authorized directors of the Company (the "**Class T Directors**"), subject to the procedures described in the Constituent Documents. The holder of the Company's Class F common stock, Anthropic Founders, LLC, a limited liability company whose initial members are the Company's co-founders (the "**Founder LLC**"), and the holders of the Company's Class A common stock, voting together as a single class, will have the authority to elect the directors other than the Class T Directors (the "**At-Large Directors**").

The Class T Directors will be nominated by the LTBT, subject to the procedures described in the Constituent Documents. The At-Large Directors may be nominated by (a) the Founder LLC, subject to the notice procedures described in the Constituent Documents, (b) the Board, either in accordance with notice from the Founder LLC, or in the event the Founder LLC does not deliver such notice by the applicable deadline, in the Board's discretion or (c) any Class A stockholder, in accordance with the nomination procedures set forth in the Bylaws.

For any nominations by the LTBT or the Founder LLC, such nominating party must provide at least 30 calendar days' written notice to the Nominating Committee and the Founder LLC or the LTBT, as applicable, in accordance with the Stockholders' Agreement, prior to the Notification Date (as defined in the Stockholders' Agreement) for the applicable meeting of stockholders at which such director is to be elected or, in the case of action by written consent, the effectiveness of such action electing such director. The notice period may be shortened or waived by a majority of the authorized members of the Nominating Committee in its discretion.

With respect to one of the Class T Director seats (the "**Specified Class T Director**"), the LTBT's ability to nominate that director is subject to the approval of a majority of the members of the Nominating Committee. If the Nominating Committee does not approve such nomination within 15 calendar days of receiving notice (or earlier determines not to approve the nomination), the matter will be submitted to a vote of the holders of the Company's Class E common stock in accordance with the Certificate of Incorporation unless the LTBT elects to withdraw the notice.

In accordance with the Constituent Documents, only the LTBT can fill vacant or newly created directorships in any Class T Director seat (subject to the additional nomination procedures for the Specified Class T Director). Any vacant or newly created directorships in any At-Large Director seat can be filled only by (a) the Board, in accordance with, and following receipt of written notice from, the Founder LLC recommending the person proposed to fill such director seat or (b) the holders of the Class

A common stock and Class F common stock, voting together as a single class or acting by written consent.

5. Director Qualifications

The Nominating Committee will review and consider individuals to become directors pursuant to the processes described above in "Selection of New Directors" as well as pursuant to any director nominations properly submitted by the Class A stockholders in accordance with the procedures set forth in the Bylaws.

The Nominating Committee will work with the Board to review periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity in professional background, education, skill and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The Nominating Committee and the Board will evaluate each director in the context of the membership of the Board as a whole, with the objective of having a group that can best balance the pecuniary interests of the Company's stockholders, the best interests of those materially affected by the Company's conduct, and the Specific Public Benefit Purpose through the exercise of sound judgment using its diversity of background and experience. Each director should be an individual of high character and integrity. The Nominating Committee will also consider the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director's service as a director. Upon a change in their principal employment, a director shall promptly inform the Board.

B. Board Matters

1. Executive Sessions

The independent directors will meet in executive sessions without non-independent directors present on a regular basis but no less than twice a year.

1. Chairperson

The Board shall appoint a Chairperson of the Board (the "**Chairperson**"). The Chairperson is responsible for presiding over meetings of the Board and, subject to the Bylaws, of the stockholders, advising the Company's Chief Executive Officer ("**CEO**") and performing such other duties as specified in the Bylaws or as determined by the Board from time to time.

2. Lead Independent Director

If the Chairperson is not an independent director, the Board may appoint a lead independent director ("**Lead Independent Director**"). If the Board has a Lead Independent Director, such Lead Independent Director will be responsible for calling separate meetings of the independent directors, determining the agenda and meetings of independent directors, reporting to the Company's CEO, as well as the Chair of the Board, regarding feedback from executive sessions, serving as spokesperson for the Company as requested and performing such other responsibilities as may be designated by a majority of the independent directors from time to time. If a Lead Independent Director is appointed, their identity will be disclosed in the Company's annual proxy statement and/or published on the investor relations page of the Company's website.

3. Limitation on Other Board Service

Directors should advise the Nominating Committee of any invitations to join the board of directors of any other company prior to accepting the directorship. No director should serve on more than four public company boards (including the Board of the Company) without the approval of the Board, and directors who are executive officers of public companies should not serve on more than two public company boards at a time (including the Board of the Company). Additionally, no member of the Audit Committee of the Board (the "**Audit Committee**") may serve simultaneously on the audit committees of more than three public companies (including the Audit Committee of the Company) unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Audit Committee.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

4. Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director or the Company, the director should notify the Nominating Committee of such circumstances. The Nominating Committee will consider the circumstances, and may in certain cases request the director to cease the adverse activity, or in more severe cases, request that the director submit their resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

5. Term Limits

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

6. Compensation

The compensation of directors will be approved by the Board upon recommendation of the Compensation Committee of the Board (the "**Compensation Committee**"). The Company's employees will not receive additional compensation for their service as directors.

7. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Chair of the Audit Committee, including if the conflict of interest constitutes a "related person transaction". Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board and potentially recuse themselves from discussion and abstain from voting on the matter.

8. Interaction with the Press, Stockholders and Others

The Board believes that management speaks for the Company. Each director should refer all inquiries from the press, stockholders or others regarding the Company's operations to management. Individual Board members may, from time to time, at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson or the Lead Independent Director in compliance with the Company's Regulation FD Compliance and External Communications Policy.

9. Board Access to Senior Management

The Board has access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract such individuals from their jobs or disturb the business operations of the Company.

10. Board and Committee Access to Independent Advisors

The Board committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will also have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

11. Director Orientation and Continuing Education

The directors and the Company are committed to ensuring that all directors have access to new director orientation and continuing education. The Company shall reimburse any non-employee director for reasonable expenses related to membership in an association related to such director's service to the Board and its committees or for conferences or other training relevant to board service.

12. Self-Evaluations

The Nominating Committee will oversee a periodic self-evaluation by the Board and each committee of the Board. The Nominating Committee will be responsible for establishing, implementing and periodically reviewing the evaluation criteria and process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

C. Board Meetings; Stockholder Meetings; Involvement of Senior Management

1. Board Meeting Attendance

The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting and to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairperson or committee Chair, as applicable, and the CEO in advance of the meeting.

2. Annual Meeting of Stockholders Attendance

Each director is strongly encouraged to attend each of the Company's annual meetings of stockholders.

3. Attendance of Non-Directors

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board and/or committee that involve the invitee and (ii) bring members of management with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

4. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

D. Committee Matters

1. Number, Name, Responsibilities and Independence of Committees

The Board currently has four (4) standing committees: the Audit Committee, the Compensation Committee, the Nominating Committee and the Safety and Risk Committee. The Audit Committee is composed of independent directors who also meet the heightened independence requirements under the federal securities laws and the Nasdaq Global Select Market listing standards. As a "controlled company," the Company is permitted to opt out of the requirements to have a fully independent compensation committee and nominating and corporate governance committee. The Company expects that the Compensation Committee will consist entirely of independent directors. The Nominating Committee will be composed of one Class T Director and two At-Large Directors. The Safety and Risk Committee is composed of independent directors. From time to time, subject to the Constituent Documents, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Constituent Documents and the committee's charter.

2. Assignment and Rotation of Committee Members

Based on the recommendation of the Nominating Committee, the Board appoints committee members and committee Chairs in accordance with applicable law and the Constituent Documents and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Prior to appointing or removing any member of the Nominating Committee, the Company will consult with the LTBT and the Founder LLC as required by the Stockholders' Agreement. Committee membership and the position of committee Chair will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interests of the Company.

3. Frequency of Committee Meetings and Agendas

The committee Chairs and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee Chairs will summarize committee discussions and actions with the full Board.

4. Committee Charters

Each committee will review its charter annually and recommend to the Board any changes it deems necessary.

E. Stockholder-Director Communications Policy

The Board believes that stockholders should have an opportunity to send communications to the non-management directors or committees of the Board.

In cases where stockholders wish to communicate directly with the Company's non-management directors, or a committee of the Board, messages can be sent to the Company's Chief Legal Officer at Anthropic, PBC, 548 Market Street, PMB 90375, San Francisco, California 94104.

Each communication should set forth (i) the name and address of the stockholder, as it appears on the Company's books, and if the Company's capital stock is held by a nominee, the name and address of the beneficial owner of the Company's capital stock and (ii) the number and type of shares of the Company's capital stock that are owned of record by the record holder and beneficially by the beneficial owner.

The Company's Chief Legal Officer or Legal Department will initially receive and process communications before forwarding them to the addressee, and generally will not forward a communication that is determined to be primarily commercial in nature, is related to an improper or irrelevant topic, or is a request for general information about the Company, its products or services.

F. Interpretation

These Guidelines should be interpreted and construed in the context of all applicable laws, the Constituent Documents and the Company's other corporate governance documents. In the event of any conflict between these Guidelines and the Constituent Documents, the Constituent Documents will control.

G. Amendment

The Board is committed to continuously reviewing and updating the Company's policies. The Nominating Committee will periodically review these Guidelines and propose any changes it deems appropriate to the Board for consideration. The Board reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law and the Constituent Documents. These Guidelines will be amended upon the occurrence of the Class F Sunset Time and the Class T Sunset Time.