CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF ANTHROPIC, PBC

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

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Anthropic, PBC (the "**Company**") has been appointed by the Board to perform the duties and responsibilities set forth in this charter.

PURPOSE

The purpose of the Committee is to:

- assist the Board in evaluating individuals to become Board members, including through the exercise of governance rights conferred upon the Committee pursuant to the Company's Constituent Documents (as defined below);
- develop, recommend, and maintain corporate governance policies applicable to the Company; and
- oversee the evaluation of the Board and its committees.

To the extent 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 (the "LLC Agreement"), and the Anthropic Long-Term Benefit Trust Amended and Restated Trust Agreement (the "Trust Agreement") (collectively, the "Constituent Documents" as may be amended, restated, supplemented, or otherwise modified from time to time) govern the composition of the Board and the nominating and removal procedures for directors, the Committee is hereby delegated all such authority and responsibilities specified in the Constituent Documents for the "Nominating Committee" or the "NGC" (each as defined in each of the applicable Constituent Documents), including, for the avoidance of doubt, the Specified Authorities (as defined in the Stockholders' Agreement). In all cases, this charter shall be subject to any commitments made by the Company in the Constituent Documents. Nothing in this charter limits or modifies the rights or obligations of any party pursuant to the Constituent Documents.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of three (3) members, consisting of one (1) Class T Director and two (2) At-Large Directors (each as defined in the Certificate of Incorporation). Members of the Committee shall be appointed and removed by the Board in consultation with the parties to the Stockholders' Agreement. For the avoidance of doubt, the Committee shall consist of one (1) Class T Director and two (2) At-Large Directors in the event that a member of the Board is appointed to act in the place of an absent or disqualified member of the Committee pursuant to Section 4.1 of the Bylaws.

2. Qualifications. Members of the Committee must meet the criteria required by applicable law or the rules and regulations of the Securities and Exchange Commission or the securities exchange

on which the Company's securities are listed and such other qualifications as are established by the Board from time to time; provided, however, that the Company may avail itself of any exemptions, phase-in rules, or interpretations applicable to controlled companies and/or newly-listed companies.

3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. In all cases, the responsibilities shall be subject to any commitments made by the Company in the Constituent Documents. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules, and regulations and as the Board may request. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Board and Board Committees. The Committee will:

- Review and consider individuals to become directors pursuant to the processes described in the Constituent Documents.
- Periodically review and make recommendations to the Board regarding the skills, experience, characteristics, and other criteria for evaluating directors.
- Periodically consider and make recommendations to the Board regarding the size of the Board and the size, structure, and composition of its committees.
- Periodically review the Board's leadership structure, including the separation of the Chairperson and Chief Executive Officer roles and/or appointment of a lead independent director of the Board.
- Consider director nominations properly submitted by the Company's public stockholders in accordance with the procedures set forth in the Certificate of Incorporation and Bylaws.
- Evaluate, or assist the Board in evaluating, as necessary, the independence of directors and director nominees against the independence requirements of the securities exchange on which the Company's securities are listed and any other applicable laws or regulations.

2. Authority under Constituent Documents. For the avoidance of doubt and not in limitation of the authority granted pursuant to other provisions of this charter, the Committee shall have the sole and exclusive authority to exercise all rights and perform all obligations conferred upon the "Nominating Committee" or the "NGC" (each as defined in each of the applicable Constituent Documents), including (but not limited to):

- The right to receive notice of the nomination or removal of directors, or a change in the Class T Director designated as the Specified Class T Director (as defined in the Stockholders' Agreement).

- The power to waive or shorten any applicable notice periods for notice to the Committee under the Constituent Documents.

- The power to approve or reject a nomination or removal without cause of the Specified Class T Director, or a change in the Class T Director that is designated as the Specified Class T Director.

- The right to request and receive additional information about any nominee for election as a director, as permitted by the Stockholders' Agreement (and waive any right to receive the foregoing information with respect to any nominee).

- The power to give any required notice of the Committee's decision with respect to any matter pursuant to the Constituent Documents.

- The power to approve the removal of a Voting Trustee (as defined in the Trust Agreement) upon the unanimous approval of the other Voting Trustees then in office.

- The right to receive notice of (and to waive notice requirements associated with) the appointment, reappointment, or removal of a Voting Trustee.

- The right to receive disclosures concerning conflicts of interest and to determine whether any such conflict is not inconsistent with the purposes of the Company, in each case as contemplated by the Trust Agreement.

- The right to receive notice of, and to provide advisory input with regard to, any Successor Designee List (as defined in the LLC Agreement).

- The power to formally request, pursuant to the terms of the LLC Agreement and on an advisory basis, that the Members (as defined in the LLC Agreement) consider whether a Member should be removed for Cause (as defined in the LLC Agreement) or by reason of Incapacity (as defined in the LLC Agreement).

3. Corporate Governance. The Committee will:

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.

- Review annually the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.

- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework.

- Develop a process for an evaluation of the Board and its committees as required by the securities exchange on which the Company's securities are listed, and to oversee the conduct of such evaluation.

- Consider and recommend, as appropriate, the participation of members of the Board in orientation and continuing education activities and any Company provided programs related thereto.

- Review the disclosure included in the Company's proxy statement regarding the Company's corporate governance matters.

- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

- Oversee stockholder engagement on matters related to governance and make recommendations to the Board regarding its involvement in such engagement.

4. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.

MEETINGS AND PROCEDURES

1. Meetings.

   - The Committee will meet at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any Committee member may suggest items for consideration. If a chairperson is not designated or present, an acting chairperson may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Bylaws.

   - The Committee will cause to be kept written minutes of its proceedings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board.

   - The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

2. Reporting to the Board of Directors. The Committee shall report regularly to the Board with respect to the Committee's activities and recommendations.

3. Authority to Retain Advisors. The Committee shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Committee shall set the compensation, and oversee the work of, any independent counsel or other advisors retained by it. The Company will provide appropriate funding, as determined by the Committee, to pay any independent counsel or other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by the Constituent Documents, law, regulation, or listing standard to be exercised by the Committee, including the Specified Authorities (as defined in the Stockholders' Agreement).

5. Compensation. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.