

AMBRX BIOPHARMA, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “*Board*” or “*Directors*”) of Ambrx Biopharma, Inc. (“*Ambrx*”) has established the following guidelines (these “*Guidelines*”) for its conduct and operation of Ambrx’s corporate governance. These Guidelines are designed to give the Directors and management of Ambrx a framework for effectively pursuing Ambrx’s objectives for the benefit of its stockholders (the “*Stockholders*”), but that framework should be flexible and accordingly these Guidelines are not a set of binding legal obligations, and should be interpreted by the Board in the context of all applicable laws (including the General Corporation Law of the State of Delaware), Ambrx’s Amended and Restated Certificate of Incorporation (the “*Certificate*”) and Bylaws (the “*Bylaws*”), the rules of the Nasdaq Stock Market LLC (“*Nasdaq*”) and Ambrx’s other policies.

BOARD COMPOSITION AND SELECTION

Size of the Board

The Board will establish the number of Directors in accordance with the Certificate and the Bylaws. The Board will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and Ambrx’s needs.

Independence of Directors

The Board will have a majority of independent Directors, subject to any exceptions permitted by Nasdaq. To determine independence, the Board will consider the definition of independence set forth in the Nasdaq listing standards, and will consider other factors that the Board believes will contribute to effective oversight and decision-making.

Management Directors

Ambrx’s Chief Executive Officer will serve on the Board. Other members of Ambrx’s management, who may be capable of assisting the Board in fulfilling its responsibilities based on their experience and role at Ambrx, may serve on the Board.

Board Leadership

The Board may select a Chairperson of the Board in the manner and on the criteria that the Board deems appropriate in accordance with the Bylaws. In addition, if the Chairperson and Chief Executive Officer roles are combined or if the Chairperson is not an independent Director, the independent Directors shall appoint one independent Director to be the lead independent Director (the “LID”). The name of the LID will be disclosed in Ambrx’s annual report on Form 10-K and/or annual proxy statement, as applicable. The LID will be responsible for coordinating the activities

of the independent Directors. In addition to the duties of all Board members, the specific responsibilities of the LID are to:

- (i) work with the Chairperson and the Chief Executive Officer to develop and approve an appropriate Board meeting schedule;
- (ii) work with the Chairperson and the Chief Executive Officer to develop and approve Board meeting agendas;
- (iii) provide the Chairperson and the Chief Executive Officer feedback on the quality, quantity, and timeliness of the information provided to the Board;
- (iv) provide a sounding board for the Chairperson and the Chief Executive Officer and serve as an intermediary for the other Directors where necessary;
- (v) lead the independent Directors in evaluating the performance of the Chairperson;
- (vi) develop the agenda and moderate executive sessions of the independent Directors;
- (vii) preside over Board meetings when the Chairperson and the Chief Executive Officer is not present;
- (viii) act as principal liaison between the independent Directors and the Chairperson and the Chief Executive Officer;
- (ix) convene meetings of the independent Directors as appropriate;
- (x) if appropriate, and in coordination with management, be available for consultation and direct communication with Stockholders upon request ; and
- (xi) perform other duties as the Board may determine from time to time.

Selection of Directors

The Board will be responsible for appointing directors to the Board, either to fill a vacancy or as an addition to the existing Board. The Nominating and Corporate Governance Committee is responsible for identifying, reviewing, evaluating, and recommending candidates to serve as Directors of Ambrx, in accordance with its charter and consistent with the criteria listed below.

Board Membership Criteria

The Board will determine the appropriate characteristics, skills, and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee and from Stockholders who comply with Ambrx's disclosed procedures. The Board will consider the minimum general criteria below for all recommendations for nominees, and may add any specific additional criteria with respect to specific searches, in selecting candidates and existing Directors for serving on the Board, bearing in mind the interest in maintaining a diversity of backgrounds (such as race, gender, age,

geographic and cultural background) and experience represented on the Board. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for the role as Director should have certain minimum qualifications, including the highest personal integrity and ethics, the ability to read and understand basic financial statements, and being older than 21.

In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider other factors, such as:

- relevant expertise to offer advice and guidance to management;
- sufficient time to devote to the affairs of Ambrx;
- excellence in their field;
- the ability to exercise sound business judgment; and
- the commitment to rigorously represent the long-term interests of Stockholders.

The Board reviews candidates for Director nomination in the context of the current composition of the Board, the operating requirements of Ambrx, and the long-term interests of Stockholders. In conducting this assessment, the Board considers diversity, skills, and other factors that it deems appropriate to maintain a balance of knowledge, experience, and capability on the Board. For incumbent Directors whose terms of office are set to expire, the Board reviews those Directors' overall service to Ambrx during their term, including the number of meetings attended, level of participation, quality of performance, and any relationships and transactions that might impact the Directors' independence. In the case of new Director candidates, the Board also determines the nominee Director's independence under Nasdaq listing standards.

Changes in Board Member Criteria

The Board must seek to maintain a composition of members who can productively contribute to the success of Ambrx. From time to time, the Board may change the criteria for Board membership to maximize the opportunity for success. When this occurs, the Board will evaluate existing members according to the new criteria. The Board may ask a Director who no longer meets the complete criteria for Board membership to adjust their committee assignments or resign from the Board.

Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a Director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into Ambrx, its operations and prospects based on their experience with, and understanding of, Ambrx's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the Director nomination process described herein.

Limits on Board Memberships

Directors should advise the Chairperson of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board or committee of another company (other than a nonprofit entity whose business does not present a potential conflict of interest in relation to Ambrx's business). The Board recognizes that a Director's ability to fulfill their responsibilities as a Director can be impaired if they serve on multiple other boards or board committees. Service on boards and board committees of other companies should be consistent with Ambrx's conflict-of-interest policies. In all events, Directors' board service may not exceed four other public company boards (five public company boards in total including Ambrx) and for any director who serves as a public company executive officer, may not exceed one other public company board (two public company boards in total including Ambrx).

Retirement Age

The Board believes that it is inappropriate to have a pre-specified retirement age for Directors.

Directors Who Change Their Job Responsibility

A Director who retires or materially changes their present job should notify the Board and the Nominating and Corporate Governance Committee. While the Board does not believe any Director who retires or materially changes their present job should necessarily leave the Board, there should be an opportunity for the Nominating and Corporate Governance Committee to review their qualifications in light of any such changes.

ROLE OF THE BOARD OF DIRECTORS

Stockholders select Directors to provide oversight and strategic guidance to senior management. A Director's responsibility is to fulfill their fiduciary duties of care and loyalty, and otherwise to exercise their business judgment in the best interests of Ambrx and the Stockholders in a manner that is consistent with their duties. Board service requires significant time and attention. More specifically, the Board has responsibilities to review, approve, and monitor fundamental financial and business strategies, assess Ambrx's major risks, and consider ways to address those risks, select and oversee management, and establish and oversee processes to maintain Ambrx's integrity. To fulfill their duties, Directors must prepare for meetings and discussions with management, participate in Board meetings, review relevant materials, and serve on committees. It is expected that Directors must maintain an attitude of constructive involvement and oversight, ask relevant and incisive questions, and demand honest and accurate answers. Directors must act with integrity and it is expected that they will demonstrate a commitment to Ambrx, its values, its business, and long-term Stockholders for value.

DIRECTOR ORIENTATION AND EDUCATION

The Nominating and Corporate Governance Committee may implement an orientation process for Directors that includes background material on Ambrx's policies and procedures, meetings with senior management, and visits to Ambrx's facilities. Ambrx may also offer

continuing education programs to assist the Directors in maintaining the level of expertise to perform their duties.

DIRECTOR COMPENSATION

The Compensation Committee of the Board will review and recommend to the Board the type and amount of Director compensation for Board and committee service for non-executive Directors in accordance with applicable legal and regulatory guidelines. Compensation for non-executive Directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Board will consider the impact on the Director's independence and objectivity.

BOARD MEETINGS

Number of Meetings

The Board is expected to have, where possible, at least four regular Board meetings each year.

Attendance and Preparation

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors should notify Ambrx's Secretary when they will be absent from a meeting. Ambrx will provide Directors with appropriate materials before a meeting, except in unusual or exigent circumstances. Directors are expected to prepare for and participate in all Board and committee meetings in which they are entitled to attend.

Agenda

The Chief Executive Officer and Chairperson and if applicable, the LID, will create a schedule of topics to be discussed during the year and an agenda for each Board meeting. Each Board member is encouraged to suggest topics for the agenda at any time, and each Board member is free to raise subjects that are not on the agenda.

Executive Session

The independent Directors will meet periodically in executive session but no less than two times per year or any higher minimum number set by applicable Nasdaq listing standards. Executive session discussions may include any topics decided by the attendees.

Committee Reports

At each regular Board meeting, each committee will present, in applicable, a brief summary of the material subjects discussed, conclusions reached, and final actions of the committee since the last regular Board meeting. The Chairperson of the appropriate committee will present the report.

BOARD COMMITTEES

Number of Committees; Independence of Members

The Board will constitute and maintain an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Subject to any exceptions permitted under Securities and Exchange Commission rules or Nasdaq listing standards, only independent Directors may serve on the each committee. The Board may form, merge, or dissolve committees as it deems appropriate.

Committee Functions and Charters

All standing committees will have a written charter that describes the relevant committee's responsibilities. Unless otherwise directed by the Board, each new committee formed by the Board will develop a written charter delineating its responsibilities. Each committee will periodically review its charter and recommend any proposed charter changes to the Board.

Board Committee Membership

The Nominating and Corporate Governance Committee oversees the Board's committee structure and operations, including authority to delegate to sub-committees and committee reporting to the Board. The Nominating and Corporate Governance Committee will periodically recommend to the Board each committee's Chairperson and membership. In making those recommendations, the Nominating and Corporate Governance Committee will consider the interests, independence, and experience of the Directors and the independence and experience requirements under SEC rules, Nasdaq listing standards, and applicable laws.

Committee Meetings and Agenda

The committee Chairperson, in consultation with committee members, will determine the frequency, length, and agenda for each committee meeting.

BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS

Board members have complete and open access to Ambrx's management. Board members are expected to use their judgment to ensure that this contact is not distracting to the operations of Ambrx or to management's duties and responsibilities.

In accordance with Ambrx's Compensation Committee, Audit Committee and Nominating and Corporate Governance Committee charters, the Board and each committee will have the power to hire, at the expense of Ambrx, independent legal, financial, or other advisors that they may deem necessary to assist in their function, without consulting or obtaining the advanced approval of any Ambrx officer. The relevant committee will have authority to require that any of Ambrx's personnel, legal, accounting, or other outside advisors attend any meeting of the committee or meet with any member of the committee or any of its special, legal, accounting, or other outside advisors.

CHIEF EXECUTIVE OFFICER EVALUATION

The Board, based on recommendations from the Compensation Committee, will annually review the Chief Executive Officer's performance. The Board will evaluate performance based on objective criteria, including how well the business achieves long-term strategic objectives, and successfully develops management. The Compensation Committee and Board will use this evaluation when considering the compensation of the Chief Executive Officer.

SUCCESSION PLANNING

The Nominating and Corporate Governance Committee should develop and periodically review with the Chief Executive Officer a plan with respect to executive officers' succession and recommend to the Board appropriate individuals who might fill those positions. The Chief Executive Officer should also recommend and evaluate potential successors. The Chief Executive Officer will also review any development plans for those potential successors.

BOARD ASSESSMENT

The Nominating and Corporate Governance Committee will periodically review, discuss, and assess the performance of the Board and the committees. The Nominating and Corporate Governance Committee will also consider and assess the independence of Directors. The Nominating and Corporate Governance Committee should provide the results of these evaluations to the Board for further discussion as appropriate.

CONFIDENTIALITY

Directors have an obligation to protect and keep confidential all non-public information as regards Ambrx and its operations unless Ambrx has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a Director by reason of their position on the Board. This includes information regarding Ambrx's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and committees, and other documents identified as confidential by Ambrx.

Directors may not use confidential information for personal benefit or to benefit other persons or entities other than Ambrx. Unless authorized by Ambrx or applicable law, Directors will refrain from disclosing confidential information to anyone outside Ambrx, especially anyone affiliated with any entity or person that employs the Director or has sponsored the Director's election to the Board. These obligations continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the Company Secretary, who then may communicate with the Chief Executive Officer or the Nominating and Corporate Governance Committee regarding those potential disclosures.

REVIEW OF GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee will periodically review and assess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

Adopted: June 10, 2021
Amended: October 11, 2023