

CHARTER FOR THE STRATEGIC TRANSACTIONS AND FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
RECURSION PHARMACEUTICALS, INC.

(Adopted on: October 19, 2023)

PURPOSE:

The purpose of the Strategic Transactions and Finance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Recursion Pharmaceuticals, Inc. (the “**Company**”) is to exercise the powers and authorities set forth below regarding strategic and financing transactions involving the Company, including, without limitation, business combination, acquisition of companies, businesses or assets, mergers, dispositions, divestitures, investments, partnerships, joint ventures, licensing and similar strategic transactions, public or private equity and debt financing transactions and facilities, a sale of the Company to another corporation or entity, a recapitalization of the Company or similar transaction, and any other alternative strategic transaction available to the Company (each, a “**Potential Transaction**”).

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP:

The Committee shall consist of a minimum of three (3) directors of the Company as determined by the Board, at least a majority of whom shall be independent directors. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. The members of the Committee are appointed by and serve at the discretion of the Board.

RESPONSIBILITIES:

It is acknowledged that all of the areas of responsibility listed below may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items will receive in any particular context. In addition, such responsibilities may also from time to time be performed by the full Board.

The responsibilities of the Committee include, to the fullest extent permitted by the Delaware General Corporation Law:

- Reviewing, considering, deliberating on, examining, investigating, analyzing, assessing, exploring, evaluating, monitoring and exercising general oversight of any and all activities of the Company directly or indirectly involving, responding to or relating to any proposals for a Potential Transaction or any directly or indirectly related proposals, agreements or transactions involving the Company, including, without limitation, by exploring and evaluating any alternatives to any such Potential Transaction (including not pursuing a Potential Transaction) and any matters it deems advisable with respect to any Potential Transaction, and, if the Committee deems appropriate, negotiating with third parties and their representatives concerning any such Potential Transaction and any alternatives to any such Potential Transaction;
- Approaching any potential strategic acquirors or financial sponsors regarding any Potential Transaction;

- Formulating and structuring any Potential Transaction or any directly or indirectly related proposals, agreements or transactions involving the Company;
- Negotiating the form of all requisite agreements and other documentation directly or indirectly involving or relating to any Potential Transaction or any directly or indirectly related proposals, agreements or transactions involving the Company;
- Assisting management in developing effective and complete disclosures to the Board of appropriate business, financial, technical and other information sufficient to enable a fully informed review and evaluation of any Potential Transaction;
- Reviewing any press releases and other public statements regarding any Potential Transaction;
- Recommending a Potential Transaction to the Board, if the Committee deems it appropriate, or alternatively, recommending against any Potential Transaction;
- If the Committee deems it appropriate, approve, any Potential Transaction and all matters relating to any Potential Transaction other than, in each case, a Specified Transaction (defined below), including the approval of, without limitation, (a) the execution of any definitive agreements and other documents relating to such Potential Transaction and the performance by the Company and its subsidiaries of its covenants and agreements thereunder, (b) all issuances of shares of the Company's Class A common stock in connection with such Potential Transaction and other equity securities, including determining the number and value of the Company's Class A common stock to be so issued, (b) all cash payments in connection with such Potential Transaction; (c) to cause the incorporation, formation and organization of one or more direct or indirect wholly owned subsidiaries of the Company if necessary or appropriate to effectuate such Potential Transaction and to cause the Company to vote its equity interests of such entities, including by written consent, in support of the same; and (d) to exercise all power and authority that may otherwise be exercised by the Board that the Committee may determine is necessary, useful, or advisable in connection with such Potential Transaction;
- Reviewing this charter annually and making recommendations to the Board for any proposed changes, and evaluating the Committee's own performance on an annual basis to determine whether the Committee is functioning effectively; and
- Performing any other activities consistent with this charter, the Company's bylaws and governing law, as the Committee or the Board may from time to time deem necessary or appropriate.

In addition to the aforementioned responsibilities, the Committee will undertake such other duties as the Board delegates to it.

“Specified Transaction” means any Potential Transaction other than the following:

- (a) Any transaction where cash will be used to consummate the transaction exceeding 10% of the total amount of the Company's cash, cash equivalents and long-term investments, net of debt;
- (b) Any transaction where the incurrence of indebtedness will be used to consummate the transaction in an aggregate principal amount exceeding 10% of the total amount of the Company's cash, cash equivalents and long-term investments, net of debt prior to such incurrence;

(c) Any transaction that involves the issuance of capital stock or rights to acquire capital stock of the Company exceeding 19.99% of either (i) the aggregate of the Company's outstanding Class A common stock and Class B common stock, or (ii) the Company's voting power outstanding, in each case, prior to the transaction;

(d) Any transaction that involves or requires the approval or adoption by, or the recommendation of action to, the stockholders of the Company (including pursuant to any provisions of the Delaware General Corporation Law, any applicable listing standards applicable to the Company or otherwise);

(e) Any transaction that involves the adoption, amendment or repeal of any bylaw of the Company or the Company's certificate of incorporation;

(f) Any transaction involving any related persons as set forth in Item 404 of Regulation S-K or the Company's related person transactions policy or any similar policy of the Company as may be adopted from time to time by the Board or any committee thereof; and

(g) Any transaction (for the avoidance of doubt and without limiting the foregoing) involving a potential change in control of the Company or a sale of all or substantially all of its assets.

MEETINGS AND PROCEDURES:

(a) Meetings.

(i) The Committee will meet as often as it deems necessary or appropriate. Meetings will be held at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair 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 Company's bylaws, which shall constitute a valid action of the Committee if it has been executed by each member of the Committee and shows the date of execution. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board.

(ii) The Committee shall maintain written minutes of its proceedings and actions by written consent, which minutes and actions by written consent shall be filed with the minutes of the meetings of the Board.

(iii) 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.

(b) Reporting to the Board of Directors. The Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

(c) Access; Authority to Retain Advisors. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall be entitled to seek assistance from the Company's personnel and to enter into contracts providing for the retention, compensation, reimbursement of expenses and indemnification of financial, legal and other advisors and consultants as the Committee may deem necessary or appropriate to perform such services and render such

opinions as may be necessary or appropriate in order for the Committee to discharge its duties and responsibilities. Other reasonable expenditures by the Committee for external resources that the Committee deems appropriate in the performance of its duties are authorized.

(d) 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 law, regulation or listing standard to be exercised by the Committee as a whole.

(e) Committee Charter Review. The Committee may review and reassess the adequacy of this charter periodically and may submit any recommended changes to the charter to the Board for approval.

(f) Compensation. Members of the Committee shall not receive compensation for their service as Committee members.