

CHIMERIX, INC.
CORPORATE GOVERNANCE GUIDELINES
UPDATED AND APPROVED SEPTEMBER 18, 2024

The Board of Directors (the “**Board**”) of Chimerix, Inc. (the “**Company**”) has established the following guidelines (“**Governance Guidelines**”) for the conduct and operation of the Board and its committees.

1. BOARD COMPOSITION AND SELECTION

1.1 Size and Classes of the Board

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Nominating and Corporate Governance Committee periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. The Board is divided into three classes that serve staggered three-year terms and are as nearly as equal as possible.

1.2 Independence of Directors

It is the policy of the Company that the Board be composed of not less than a majority of independent directors, subject to any exceptions permitted by The Nasdaq Stock Market (“**Nasdaq**”) listing standards. In determining independence, the Board will consider the definition of independence set forth in the Nasdaq listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

1.3 Selection of Chief Executive Officer and Chair of the Board; Designation of Lead Independent Director

The Board will select the Company’s Chief Executive Officer and Chair of the Board (“**Chair**”) in the manner that it determines to be in the best interests of the Company’s stockholders. Although the Board believes that it is appropriate for the Chief Executive Officer to serve as a member of the Board, it is the policy of the Company that the positions of Chief Executive Officer and Chair of the Board be held by different individuals, except in unusual circumstances as determined by the Board.

At any time during which the Chair of the Board is not independent, the Board shall also designate a lead director who is independent (“**Lead Independent Director**”). The Lead Independent Director’s duties shall include: (i) presiding at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (ii) acting as liaison between the independent directors and the Chief Executive Officer and Chair; (iii) presiding over meetings of the independent directors; (iv) consulting with the Chair in planning and setting schedules and agendas for Board meetings to be held during the year; (v) attending meetings of standing Board committees, when possible; and (vi) performing such other functions as the Board may delegate.

1.4 Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board and the Nominating and Corporate Governance Committee in Section 1.5 below.

1.5 Board Membership Criteria

The Nominating and Corporate Governance Committee and 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. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board and the Nominating and Corporate Governance Committee believe that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity, ethics and collegiality. In considering candidates, the Board and the Nominating and Corporate Governance Committee intend to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees are reviewed in the context of the current composition of the Board and their ability to complement and strengthen the skills of other members, as well as the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board and the Nominating and Corporate Governance Committee consider diversity, age, skills, and such other factors as they deem appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board and the Nominating and Corporate Governance Committee review such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board and the Nominating and Corporate Governance Committee also determine whether the nominee must be independent for Nasdaq purposes.

1.6 Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board or the Nominating and Corporate Governance Committee may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing

members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

1.7 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 the Company, its operations and prospects based on their experience with, and understanding of, the Company'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 in these Governance Guidelines.

1.8 Limits on Board Memberships

The Board does not believe that its members should be prohibited from serving on boards or committees of other companies, and the Board has not adopted any guidelines limiting such activities. Directors should advise the Chair of the Board, the Lead Independent Director, and the chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board or board committee of another company. The Board and the Nominating and Corporate Governance Committee will take into account the nature and time involved in a directors' service on other boards in evaluating the suitability of directors.

1.9 Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

1.10 Directors Who Change Their Job Responsibility

A director who retires from his or her present employment or who materially changes his or her position should promptly notify the Chair of the Board, the Lead Independent Director, and the chair of the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

2. ROLE OF THE BOARD OF DIRECTORS

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition (including the hiring and removal of the

Chief Executive Officer of the Company) and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors are encouraged to attend the Company's annual meeting of stockholders.

3. DIRECTOR COMPENSATION

The form and amount of director compensation for Board and committee service for non-employee directors shall be determined (or, if it deems appropriate, recommended to the Board) by the Compensation Committee in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines. The amount of compensation for non-employee directors and committee members should be consistent with market practices of similarly situated companies.

4. BOARD MEETINGS

4.1 Board Attendance

Board members are expected to attend all meetings of the Board. Directors must notify the Chair of the Board and the Lead Independent Director of circumstances preventing attendance at a Board meeting.

4.2 Preparation and Commitment

The Company will provide directors with appropriate preparatory materials a reasonable period of time in advance of a meeting. Directors are expected to rigorously prepare for, attend, and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

4.3 Agenda

The Chair of the Board, in consultation with the Lead Independent Director and the Chief Executive Officer, will develop an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

4.4 Executive Session

The independent non-employee directors of the Board will meet periodically in executive session, but no less than two times per year or such greater number as required from time to time by Nasdaq listing standards. Executive session discussions may include such topics as the independent non-employee directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board.

The Lead Independent Director, if any, will preside over the executive sessions and serve as the liaison between the independent directors and the Chief Executive Officer and Chair of the Board, and may, in his or her discretion, share salient information from executive session discussions with the Chief Executive Officer and/or the Chair of the Board, as applicable.

4.5 Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the chair of the appropriate committee will present such report.

5. BOARD COMMITTEES

5.1 Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee, and (c) a Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed entirely of independent directors.

5.2 Committee Charters

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

5.3 Board Committee Membership

The Nominating and Corporate Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, should evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the Board annually the chairship and membership of each such committee.

5.4 Committee Meetings and Agenda

The committee chair, in consultation with committee members, will determine the frequency and length of the meetings of the applicable committee, consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and management and the Lead Independent Director, as appropriate, will develop the applicable committee's agenda.

5.5 Committee Attendance

Board members are expected to attend all meetings of the committees on which they serve. A director must notify the chair of any committee on which he or she serves of circumstances preventing attendance at a meeting of such committee.

6. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS

Board members have complete and open access to the Company's management. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer.

The Board and each committee shall have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

7. SUCCESSION PLANNING

The Nominating and Corporate Governance Committee should periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

8. BOARD ASSESSMENT

The Nominating and Corporate Governance Committee will conduct an annual self-evaluation of the Board, to determine whether the Board and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive feedback and report annually to the Board with an assessment. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the performance of the Board and its committees could be improved, and (c) any other areas deemed appropriate for evaluation by the Nominating and Corporate Governance Committee. The results of these evaluations should be provided to the Board for further discussion as appropriate.

9. REVIEW OF GOVERNANCE GUIDELINES

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