

GERON CORPORATION

STRATEGIC COMMITTEE CHARTER

This Strategic Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Geron Corporation (the “Company”) at a meeting held on February 14, 2024, and defines the purpose, membership, procedures, and duties of the Strategic Committee of the Board (the “Committee”).

I. Purpose

The purpose of the Committee is to assist the Board in fulfilling the Board’s responsibilities to: (i) oversee the development, with the Chief Executive Officer and other management of the Company, of the long-range strategic objectives for the Company, (ii) oversee the Company’s business development strategic planning, and (iii) review and evaluate any of the Company’s specific strategic initiatives and transactions, including the terms, risks and opportunities relating to such initiatives and transactions.

The Company’s management is responsible for developing, setting and implementing the Company’s strategy and supporting business plan. The Committee works with management to advise and oversee management’s process. The Board has ultimate oversight responsibility for the Company’s strategy and business plan, together with the review and approval of any specific strategic initiatives and transactions. The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee and the Company’s management. The Company’s Chief Executive Officer shall have primary responsibility to provide relevant information and updates to the Committee regarding the Company’s long-range strategic objectives, business development strategic planning, and specific strategic initiatives and transactions.

II. Membership

The Committee shall be comprised of at least two (2) directors as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the chairperson (the “Chair”) of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two (2) times per year or more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may

exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, investment bankers, financial advisors, experts or other advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve such search firm's fees and other retention terms.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). If requested, any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

IV. Duties and Responsibilities

The operation of the Committee will be subject to the provisions of the Certificate of Incorporation and Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. Long-Range Strategic Objectives. To review with the Chief Executive Officer and other management of the Company the long-range financial and strategic planning goals and objectives of the Company, and review the allocations of corporate resources recommended by management, including the consistency of such activities and allocations with the long-range goals and objectives of the Company.

2. Business Development Strategy. To review periodically and assist the Company's management in the development of the Company's business development strategic plans, and to review the progress and activities pursuant to such plans.

3. Strategic Initiatives and Transactions. To review and evaluate specific strategic initiatives and transactions, including mergers, acquisitions, licenses, partnerships, joint ventures, investments, dispositions, financings, and similar strategic transactions, and the terms, risks and opportunities associated with any such initiatives, including but not limited to the following:

- To approve the retention of investment bankers, financial advisors, consultants, legal counsel, accounting or other advisors as appropriate to assist the Company and the Committee in evaluating any strategic or financing transaction;
- To identify, consider and evaluate and work with management to negotiate the terms and conditions of any strategic transaction or of any financings and make recommendations to the Board with respect to such potential transactions and other alternative transactions;
- To evaluate indications of interest or any specific proposals or offers received by the Company relating to potential strategic transactions;
- To determine whether and when to solicit indications of interest or proposals or other alternatives and initiate such solicitations or other alternatives;

- To monitor and review the progress of the Company's negotiations and efforts towards reviewing, evaluating, negotiating and, if applicable, consummating a strategic transaction;
- To review, analyze, comment upon and discuss with management of the Company, investment bankers or financial advisors engaged in connection with a strategic transaction or other third parties any analyses prepared by any of them (including valuation analyses and fairness opinions) in connection with a strategic transaction;
- To otherwise assist, interact with and direct the management of the Company to enable them to perform their duties in connection with reviewing, evaluating, negotiating and, if applicable, consummating a strategic transaction involving the Company;
- To meet (including telephonically) on a regular basis with the management of the Company regarding all such activities; and
- To make recommendations to the Board with respect to any proposals and offers received by the Company or alternatives.

4. *Report to the Board.* To report to the Board with respect to matters discussed by the Committee and the recommendations of the Committee with respect thereto, and to ensure the Board is periodically apprised of the Company's progress with respect to implementation of any Board-approved strategy.

5. *Annual Evaluation and Charter Review.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this Charter at least annually, and shall recommend any proposed changes to the Board for its consideration and approval.

6. *General Authority.* To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

It shall be the responsibility of management to prepare the Company's long-range strategic objectives and business development strategic plans and determine the risks associated with such objectives and plans. The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this Charter is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company, or any subsidiary thereof, in the event of a failure to comply with any provision of this Charter. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Delaware General Corporation Law and the Company's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines and applicable law and rules of the Nasdaq Stock Market and other applicable law.