Effective Date: June 10, 2026

Corporate Governance Principles

The following Corporate Governance Principles (the "Principles") have been approved by the Board of Directors (the "Board") of Biogen Inc. (the "Company" or "Biogen"). The Company's Certificate of Incorporation and Bylaws, together with these principles, provide the framework for the governance of Biogen. The Board will review these Principles and other aspects of the Company's governance on a regular basis.

Role of Board and Management

Biogen's business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer ("CEO") and the oversight of the Board, to enhance the long-term value of the Company for its stockholders. Both the Board and management recognize the long-term interests of our stockholders are advanced by responsibly addressing the concerns of patients, the medical community, our regulators, employees, customers, partners, suppliers and our communities.

Functions of Board

The Board will generally have a minimum of four scheduled meetings each year to review and discuss reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to attend all scheduled Board and committee meetings and the annual meeting of stockholders.

In addition to its general oversight of management, the Board and its committees also perform a number of specific functions, including:

- Reviewing, approving and monitoring the Company's fundamental financial and business strategies and related risks, including major corporate actions, material transactions, material research and development activities, significant manufacturing activities, intellectual property strategy, cyber security, information technology, artificial intelligence and data privacy matters and material government and other investigations, and the Company's annual budget;

- Overseeing and reviewing the Company's risk framework and governance and management's exercise of its responsibility to assess, monitor and manage the Company's significant risk exposures;

- Ensuring processes are in place for maintaining the integrity of the Company, including with respect to its Environmental, Social and Governance ("ESG"),

reputation and reporting, financial statements, public disclosures, compliance with law and ethics and relationships with patients, the medical community and other stakeholders;

- Selecting, evaluating and compensating the CEO; and

- Providing counsel and oversight on the selection, evaluation, development, succession and compensation of senior management.

Qualifications

Directors must possess the highest personal and professional ethics and integrity, understand and be aligned with Biogen's core values, and be committed to representing the long-term interests of our stockholders. They must also be inquisitive and objective and have practical wisdom and mature judgment.

We endeavor to have a Board that collectively represents diverse experience at strategic and policy-making levels in business, government, education, healthcare, science and technology and the international arena, and collectively has knowledge and expertise in the functional areas of accounting and finance, risk management and compliance, strategic and business planning, corporate governance, human resources, marketing and commercial practices and research and development. The Board considers personal diversity, including gender, ethnic and racial diversity, an additional benefit to the Board as a whole.

In the event a director has a material change in principal employment or principal occupation (including a significant change in their principal job responsibilities or any retirement, resignation, termination, or self-employment change) after their most recent election to the Board by the stockholders, the Board will evaluate whether to rely on the irrevocable resignation submitted by the director in light of the individual circumstances relating to such director's material change of employment or occupation and determine whether to accept or reject such resignation.

Other Board Service

Directors should not serve on more than four boards of directors of public companies including the Biogen Board. The CEO should not serve on more than one board of directors of a public company in addition to the Biogen Board. Prior to accepting an invitation to serve on the board of directors of another company, whether public or private, directors must notify the Chair of the Board and the Chair of the Corporate Governance Committee sufficiently in advance to allow the Corporate Governance Committee reasonable time to evaluate potential conflicts of interest and any impact on the director's independence, and whether the director continues to have time available to perform his or her duties to Biogen.

Term

The Board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe that directors should expect to be re-nominated. The Board will seek to maintain

an average tenure of 10 years or less for its independent directors, while taking into consideration the skills, contributions, background, diversity, and experience of each Board member relative to his or her tenure. Directors are strongly encouraged to notify the Chair of the Board and the Chair of the Corporate Governance Committee at least six months prior to the next annual meeting of stockholders if they do not intend to stand for reelection to the Board at the next annual meeting of stockholders.

Independence of Directors and Committees

At least 75% of the directors and all committee members will meet the requirements for independence set out in the Nasdaq Stock Market ("Nasdaq") rules.

The Board will affirmatively determine annually and at other times required by Nasdaq requirements that the directors designated as independent have no relationships to the Company that would interfere with the exercise of their independence from management and the Company.

Interlocking Directorships

No Biogen executive officer may serve on the board of directors of a company if an executive officer of that company serves on the Biogen Board.

Size of Board

The Board shall periodically review its size and composition to ensure effective oversight of the Company's business.

Board Committees

The Board has established the following standing committees to assist the Board in discharging its responsibilities: Audit; Compensation and Management Development; and Corporate Governance. The Board may establish other committees from time to time to assist the Board in discharging its responsibilities. The committee Chairs shall periodically report the actions, recommendations and important findings of the committees to the Board.

Committee membership and the position of the committee Chair shall be reviewed by the Board periodically. The Board shall consider whether periodic rotation of committee members or Chairs is likely to be beneficial to committee performance, but the Board does not believe that such rotation should be mandatory. The Chair and members of a committee may be removed at any time by the Board at its discretion.

The charters of these committees shall be published on the Biogen website. Each committee shall review the adequacy of its charter on a regular basis and as may be required by applicable laws, regulations and rules, and recommend any proposed changes to the Board for approval.

Setting Board and Committee Agendas

The Board and its committees shall be responsible for their respective meeting agendas. Prior to each Board meeting, the CEO will discuss the specific agenda items for the meeting with the

Chair of the Board or the Lead Director if the Chair of the Board is an employee director. Prior to each committee meeting, the appropriate members of management will discuss the specific agenda items for the meeting with the committee Chair. The CEO, Chair of the Board, Lead Director or committee Chair, as appropriate, shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled Board or committee meeting. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the CEO, Chair of the Board, Lead Director or appropriate committee Chair at any time.

Board and Committee Materials

Board and committee materials related to agenda items should be provided to Board members sufficiently in advance of meetings to allow the directors to prepare for discussion of the items at the meeting.

Attendance at Meetings

When Board or committee meetings are scheduled to take place in person, the directors will be expected to attend in person. Remote/virtual participation at in person meetings will only be allowed at the discretion of the meeting appropriate Chair to address unforeseen circumstances.

Chair of the Board and Lead Director

The Board shall periodically review its leadership structure to ensure effective oversight and objectivity regarding management's performance. The Board has determined that, in the absence of a non-employee Chair of the Board, the non-employee Directors of the Board shall elect a Lead Director.

The non-employee Chair of the Board or Lead Director shall have the following responsibilities:

- Presides at meetings of the Board, meetings of the non-employee directors and annual meetings of stockholders;
- Reviews the agenda and schedule for meetings of the Board and assesses the Board's information needs in collaboration with the CEO;
- Ensures that non-employee directors have adequate opportunities to meet and discuss issues in meetings without management present, and communicates to management, as appropriate, the results of such meetings;
- Advises the committee Chairs in fulfilling their responsibilities to the Board;
- Recommends to the Board the retention of any advisors who report directly to the Board;
- Serves as a liaison for stockholder communications with the Board; and
- Discharges such other responsibilities as the Board may assign from time to time.

Meetings of Non-Employee Directors

The non-employee directors will meet as a group at least four times each year without management present, and may meet without management present at such other times as

determined by the non-employee Chair of the Board or Lead Director or if requested by at least two other directors.

Self-Evaluation

Each of the Board and its standing committees will perform an evaluation of itself on a regular basis and as may be required by applicable laws, regulations and rules. The results of each evaluation will be presented to the Board.

Confidentiality

Consistent with their fiduciary and other legal duties to Biogen, directors shall protect and hold confidential all Confidential Information (as defined below) obtained through their position as director, absent the express permission of the Board, the Chair of the Board or Lead Director, or the CEO to disclose such information. As used herein, "Confidential Information" means all non-public information entrusted to or obtained by a director by reason of their position as a director, including but not limited to:

- non-public information that might be of use to competitors or harmful to the Company or its customers or other business partners if disclosed;
- non-public information about the Company's financial condition, operations, business plans, strategies, prospects, new or proposed product or service information or offerings, research and development information, marketing and sales programs or plans, customer contacts, trade secrets, proprietary information, information technology, leases, compensation and benefit information, and cost and pricing information;
- information about the Company's customers, suppliers, collaboration partners or other third parties under restrictions against disclosure;
- non-public information relating to mergers, acquisitions, divestitures, financings, recapitalizations or other potential transactions; and
- non-public information concerning the proceedings of the Board and its committees, including information concerning discussions and deliberations between and among Directors, officers and employees relating to the Company, whether preliminary or final.

In keeping with their confidentiality obligations, directors are to avoid the improper use of Confidential Information and therefore:

- directors shall only use Confidential Information for the benefit of the Company, and not for personal benefit, including through any financial instrument, transaction, or arrangement (including, for example, event-based or "prediction market" contracts), or the benefit of other persons or entities, including any entity that has appointed the director to the Board;

- directors shall not disclose Confidential Information to any other person or entity, either during or after their service as a director, except with the written permission of the Board, the Chair of the Board or the CEO;

- if a director believes that their fiduciary obligations mandate that certain information be publicized or shared with another person or entity, the director shall, prior to such disclosure, raise the disclosure issue with the Chair of the Board or Lead Director and the CEO and, to the extent legally permissible, work cooperatively with the Chair of the Board or Lead Director and CEO to limit such disclosure and mitigate any harm to the Company resulting from such disclosure; and

- directors should refer all external inquiries – including from media, investors, or securities analysts – to the CEO, Head of Investor Relations, or Head of Corporate Affairs and should not speak with the press or act as a spokesperson for the Company without prior authorization from the CEO, Head of Investor Relations, or Head of Corporate Affairs.

Notwithstanding any other provision herein, nothing in these Corporate Governance Principles shall (i) prohibit a current or former director from making any disclosure to a third party that is required by applicable law, in which event such director shall, to the extent legally permissible, give notice to the Chair of the Board or Lead Director and the CEO a reasonable time in advance of any such anticipated disclosure, consult with the Company on the advisability of taking legally available steps to resist or narrow such disclosure and assist the Company, at the Company's expense, in taking such steps; (ii) prohibit a current or former director from discussing Confidential Information with such director's personal counsel to obtain legal advice from such counsel with the understanding that such counsel shall maintain the confidentiality of such Confidential Information; (iii) prevent a director from employing any general knowledge gained from mental impressions of Confidential Information in their current or future profession; or (iv) prevent a director from trading in the securities of the Company in accordance with applicable law, during a window period where such trading is permitted pursuant to the Company's policy on insider trading, and otherwise in compliance with the Company's policies.

Ethics

The Board expects Biogen directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising Biogen's Code of Business Conduct. In addition, the Board expects Biogen directors to adhere to these Corporate Governance Principles. Any waivers of the Code of Business Conduct or other ethics policy for directors or executive officers must be approved by the Board. All waivers will be promptly disclosed as required by law or stock exchange regulation. Directors should communicate any suspected violation of confidentiality, ethics, or qualifications promptly to the Chair of the Corporate Governance Committee. Suspected violations will be investigated by the Corporate Governance Committee (excluding the director in question, if applicable) and a recommendation will be made to the Board regarding the suspected violation. The Board (excluding the director in question) shall decide, based on the entirety of the circumstances, whether the director should offer their resignation.

Conflicts of Interest

If an actual or potential conflict of interest arises for a director, the director shall promptly inform the CEO, the Chair of the Board or Lead Director and the Chair of the Corporate Governance Committee. If a significant conflict exists and cannot be resolved, the director should offer his/her resignation. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

Stock Ownership Guidelines

Stock ownership by our directors and executive officers helps to further align their interests with the long-term interests of stockholders. Accordingly, the Board has adopted the following stock ownership guidelines applicable to our directors and executive officers.

Directors and executive officers shall own and maintain that number of shares of Company Common Stock equal to the amount set forth below:

Position	**Stock Ownership Requirement**
CEO	an amount of shares equal in value to six times base salary
Executive Vice Presidents and Group Senior Vice Presidents who are executive officers	an amount of shares equal in value to three times base salary
Senior Vice Presidents who are executive officers	an amount of shares equal in value to two times base salary
Chief Accounting Officer	an amount of shares equal in value to one times base salary
Non-employee Chair of the Board	an amount of shares equal in value to five times the total annual cash retainer for the Chair position and the Chair's Board retainer
Non-employee Director (excluding Chair of the Board)	an amount of shares equal in value to five times the then-annual cash retainer for the Board members

Shares of Company Common Stock owned outright and, for executive officers, all shares of Company Common Stock issued pursuant to restricted stock units and vested or earned performance-based shares, shall be credited toward the stock ownership requirement. The director or officer, as the case may be, shall have five years from the date of initial election or appointment to the applicable position to meet the stock ownership requirement.

Compensation of Board

The Compensation and Management Development Committee shall have the responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the Compensation and Management Development Committee shall be guided by the following goals: compensation should fairly pay directors for work required in a company of Biogen's size and scope; and compensation should align directors' interests with the interests of stockholders. The Board believes these goals will be served by providing a significant portion of the compensation in equity with ownership requirements during the term of Board service. Compensation in the form of retainers will be paid periodically in cash and equity awards. Committee Chairs may receive higher retainers due to the workload and leadership responsibilities of these roles. The Compensation and Management Development Committee shall review non-employee director compensation and benefits on a regular basis.

Annual Compensation Review of CEO

The Compensation and Management Development Committee, with the input of the Board, shall annually approve the goals and objectives for compensating the CEO and shall evaluate the performance of the officer in light of these goals. The Compensation and Management Development Committee shall recommend the salary, bonus and other incentive and equity compensation for the CEO for approval by the Board. The Board shall take such action at a session of the non-employee directors of the Board.

Formal Evaluation of the CEO

The Compensation and Management Development Committee, with the input of the Board, shall undertake a formal evaluation of the CEO on an annual basis. The evaluation shall be based upon objective criteria, including performance of the business and achievement of specific goals and long-term strategic objectives, as well as judgment on the officer's leadership performance and enhancement of long-term stockholder value and the officer's contribution to the Company's commitment to corporate responsibility including the officer's success in creating a culture of unyielding integrity and compliance with applicable laws and the Company's Code of Business Conduct. The evaluations shall be communicated to the CEO by the Chair of the Compensation and Management Development Committee.

Succession Planning and Management Development

The Board shall be provided with an annual report on the Company's planning for executive succession and program for management development. The Board shall approve and maintain a succession plan for the CEO and senior executives.

Access to Senior Management

Non-employee directors may interact directly with management of the Company at the officer level or below as and when the directors deem appropriate.

Access to Independent Advisors

The Board and each committee appointed by the Board shall have the authority to obtain information from management and to retain independent financial, legal and other experts and advisors. The Board and each committee shall have the sole authority to approve the fees and retention terms, and shall be directly responsible for the oversight, of its counsel, experts and advisors, and the Company shall provide funding for such fees and related expenses.

Director Orientation and Continuing Education

The chief legal officer and the chief financial officer shall be responsible for providing an orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Each new director shall, within six months of election to the Board, receive a personal briefing by senior management on the Company's strategic plans, its financial statements and its key policies and practices. The Company will make director education program information available to directors on a regular basis and will encourage directors to attend director education programs and reimburse the costs of attending such programs. There shall be a cap of $20,000 over two years on reimbursable director education expenses. Educational opportunities for which a director will seek reimbursement must be pre-approved by the Chair of the Board. The Chair of the Audit Committee shall pre-approve requests made by the Chair of the Board.