

INTELLIA THERAPEUTICS, INC.
Science and Technology Committee Charter

A. PURPOSE AND SCOPE

The purpose of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Intellia Therapeutics, Inc. (the “Corporation”) is to assist the Board’s oversight responsibilities by reviewing and advising on the Corporation’s scientific research and development activities and strategy, and helping support effective decision-making on scientific matters at the Corporation.

The Committee will consider, advise and report periodically to the Board on matters relating to the direction of, and investment in, the Corporation’s research and development programs, as well as initiatives to license or acquire products and technologies.

The Committee’s actions will generally be related to policy and strategy, but members of the Committee may be asked by management for technical advice relating to current or proposed projects and investments. Management is responsible for the operation and administration of, as well as planning and execution by, the research and development function.

B. COMPOSITION AND MEETINGS

1. Number. The Committee shall consist of three or more directors. At least one member of the Committee shall, in the judgment of the Board, have scientific research and development expertise in human therapeutics and biopharmaceutical industry. Committee members need not be independent directors; provided, however, that the Committee must be composed of at least the same or more independent directors than non-independent directors. If the Corporation’s head of Research and Development is also a director, he or she is expected to be a member of the Committee.
2. Selection and Removal. The members of the Committee shall be elected by the Board upon the recommendation of the Nominating and Corporate Governance Committee. A member of the Committee shall be automatically removed if the member is no longer a director of the Corporation. The Board may remove members of the Committee from the Committee, with or without cause.
3. Chair. The Chair of the Committee should be designated by the Board upon the recommendation of the Nominating and Corporate Governance Committee. If the Board does not designate a Chair of the Committee, the members of the Committee may designate a Chair by majority vote of the full Committee membership; provided that the Chair must be an independent director. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.
4. Compensation. The compensation of Committee members shall be as determined by the Board. A member of the Committee who is an employee of the Corporation shall

not be entitled to compensation for serving on the Committee in addition to such member's compensation as an employee.

B. Procedures and Administration.

1. Rules of Procedure. The Committee shall establish its own schedule and rules of procedure consistent with this charter.
2. Meetings. The Committee shall meet at such times, manner and places as the Committee shall deem advisable to perform its responsibilities. Meetings of the Committee may be held in person or telephonically as the Committee deems appropriate. The Committee may also act by unanimous written consent in lieu of a meeting.
3. Quorum. If at least one Committee member who is also an independent director is participating, then participation by a majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.
4. Minutes. The Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board upon request. The Committee minutes shall be recorded and filed with the books and records of the Corporation.
5. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
6. Charter. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for consideration and approval.
7. Independent Advisors. The Committee shall have the authority to engage such external consultants and advisors as it deems necessary or appropriate to carry out its responsibilities. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such consultant or other advisor.
8. Corporation Participation. The Committee may from time to time request any officer, employee, consultant or advisor of the Corporation to meet with the Committee or any consultant or advisors engaged by the Committee.
9. Periodic Self-Evaluation. The Committee will conduct an annual evaluation of its effectiveness, to determine if the purpose and responsibilities are consistent with the guidelines of this Charter, and are clearly aligned with the Corporation's scientific goals and objectives.

C. **RESPONSIBILITIES AND DUTIES**

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Corporation's management, in accordance with its business judgment
2. Science and Technology Matters. In discharging its responsibilities, the Committee shall:
 - a. Review, evaluate, and advise the Board regarding the long-term and strategic goals, and the quality and direction, of the Corporation's science and technology programs and investments.
 - b. Identify and evaluate significant emerging science and technology issues and trends that may impact, or present an opportunity for, the Corporation, and report on such to the Board and management.
 - c. Evaluate and advise on the soundness, opportunities and risks associated with the products, programs and technologies in which the Corporation is, or is considering, investing its research and development efforts.
 - d. Review and advise the Board on the Corporation's current and potential internal and external programs and investments in science and technology. For any external programs and investments in products and technologies (e.g., potential licenses, acquisitions, collaborations, acquisitions or equity investments) that require approval by the full Board, the Committee will provide the Board and management with its advice prior to Board action.
 - e. Provide technical advice and consultation to management regarding the Corporation's internal and external programs and investments, or potential programs and investments, in science and technology..
 - f. Review such other topics as delegated to the Committee from time to time by the Board.

ADOPTED: **Adopted July 24, 2017**