

Intellia Therapeutics, Inc.

Third Amended and Restated Corporate Governance Guidelines

The Board of Directors (the “Board”) of Intellia Therapeutics, Inc. (the “Company”) has adopted the third amended and restated corporate governance guidelines (the “Guidelines”) set forth below to assist and guide the Board in the exercise of its responsibilities. These Guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the NASDAQ Stock Market LLC (“NASDAQ”) rules, and the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “Certificate of Incorporation”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “Bylaws”). The Board may review and amend these Guidelines from time to time.

A. Director Responsibilities

1. Oversee Management of the Company. The directors’ principal responsibility is to oversee the Company’s management and, in so doing, serve the best interests of the Company and its stockholders, while considering the impact of decisions and actions on other stakeholders, including patients, the healthcare system and the Company’s employees. This responsibility includes:
 - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
 - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.
 - Evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior executives.
 - Reviewing and approving senior executive succession plans.
 - Evaluating whether corporate resources are used only for appropriate business purposes.
 - Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.
 - Reviewing the Company’s policies and practices with respect to risk assessment and risk management.
 - Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.
 - Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
 - Providing advice and assistance to the Company’s senior executives.
 - Evaluating the overall effectiveness of the Board and its committees.

- Overseeing the Company's approach to environmental, social and governance matters.
2. Exercise Business Judgment. In discharging their fiduciary duties, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
 3. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
 - The Company's principal operational and financial objectives, strategies and plans.
 - The results of operations and financial condition of the Company and of any significant subsidiaries and business segments.
 - The relative standing of the business segments within the Company and as compared to competitors.
 - The factors that determine the Company's success.
 - The risks and problems that affect the Company's business and prospects.
 4. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
 - Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues.
 - Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.
 - Financial statements, with appropriate segment or divisional breakdowns.
 - Compliance programs to assure the Company's compliance with law and the Company's policies.
 - Material litigation and governmental and regulatory matters.
 - Monitoring and, where appropriate, responding to communications from stockholders.

Directors should also periodically review the integrity of the Company's internal control and management information systems.

5. Board, Stockholder and Committee Meetings and Time Commitment. Directors are responsible for making reasonable efforts to attend Board meetings, meetings of committees on which they serve, and the annual meetings of stockholders, and to participate in telephone or video conference meetings or other special meetings of the Board, the committees or stockholders. Directors are further responsible for devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
 - If a director does not attend at least 75% of the Board's regular or special meetings

(together with the meetings of committees on which the director serves), the Company will be required to disclose that fact in its annual proxy statement.

- The Board and Nominating and Corporate Governance Committee (“NCG Committee”) will consider the directors’ attendance and participation at meetings in connection with the assessment of an individual’s re-nomination as a director.
6. Reliance on Management and Advisors. The directors are entitled to rely on the Company’s senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person’s integrity, honesty or competence is in doubt.
 7. Relationship to Management. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company’s everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Company’s Chief Executive Officer (the “CEO”) or management.

B. Director Qualification Standards

1. Independence. Except as may otherwise be permitted by the NASDAQ rules, a majority of the members of the Board shall be independent directors. To be considered independent: (i) a director must be independent as determined under Rule 5605(a)(2) of NASDAQ (or any successor provision thereto), subject to applicable phase-in rules, and (ii) in the Board’s judgment, the director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board will evaluate the independence of each director in light of relevant facts and circumstances at least once annually.
2. Other Public Boards Memberships. A director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate.
 - Service on boards and/or committees of other organizations shall comply with the Company’s conflict of interest policies.
 - In connection with its assessment of director candidates for nomination or re-nomination, the Board or NCG Committee will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors.
 - Directors should advise the Chair of the Board and the Chair of the NCG Committee in advance of accepting an invitation to serve on another public company board so that the potential for conflicts or other factors compromising the director’s ability to perform his or her duties may be fully assessed.
3. Tenure. The Board does not believe it should establish term or age limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an

alternative to term limits, the NCG Committee shall review each director's continuation on the Board at least once every three years. This will allow the Board to conveniently replace directors who are no longer interested or effective (under criteria similar to that used to evaluate new director candidates for nomination), and provide each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

4. Selection of New Director Candidates. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the NCG Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria recommended by the NCG Committee and approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.
 - Director nominees shall be considered for recommendation by the NCG Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in Attachment A to these Guidelines. It is expected that the NCG Committee will have direct input from the Chair of the Board, the CEO and, if one is appointed, the Lead Director. The NCG shall consider candidates proposed by stockholders in accordance with the Company's Bylaws and Certificate of Incorporation.
 - The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board has delegated to the NCG Committee the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective director candidates as the NCG Committee deems necessary or advisable. The NCG Committee will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the NCG Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective director candidates as it deems necessary or advisable.
 - When identifying prospective director nominees, the NCG Committee shall: (i) seek to achieve a balance of Board members that represents a diversity of background and experience, including with respect to age, gender, ethnicity, race, nationality, sexual orientation, specialized skills and other characteristics within the context of the needs of the Company at that point in time and with a purpose of creating a Board with a diversity of experience and perspectives; and (ii) ensure that the pool from which director candidates are identified includes candidates with a diversity of gender, race, ethnicity, nationality and sexual orientation. The NCG Committee may focus its director candidate search efforts on any particular or all aspects of diversity, as determined by the NCG Committee in its discretion based on the then current context, and may rely on a third party search firm engaged by the NCG Committee for advice in such determination and identification of prospective director nominees.
5. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended either by the Chair of the Board, on behalf of the Board, or the Chair of the NCG Committee, on behalf of the NCG Committee.

Unauthorized approaches to prospective directors can be premature, embarrassing and harmful.

6. Directors Who Change Job Responsibilities. The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director should notify the NCG Committee and offer to resign. The NCG Committee shall then recommend to the Board whether the Board should accept the resignation offer in light of the director's new circumstances.
7. Company's Former Chief Executive Officer's Board Membership. The Board believes that the continuation of a former CEO of the Company on the Board is a matter to be decided in each individual instance by the Board, upon recommendation of the NCG Committee. Accordingly, when the CEO ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the NCG Committee.

C. Board Structure

1. Size of Board. The Board will review from time to time the appropriateness of its size considering, among other factors, the Company's business and present or expected circumstances and needs, as well as the availability of qualified candidates. The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Company's Bylaws, depending on such assessment. Board size should facilitate active interaction and participation by all Board members.
2. Board Leadership Structure. The Bylaws provide that the Chair of the Board, if one is elected, shall preside at all meetings of the stockholders and the Board. The NCG Committee shall recommend, and the Board shall fill, the Chair of the Board and CEO positions based upon the NCG Committee and Board's view of what is in the best interests of the Company. The CEO and Chair may be, but need not be, the same person.
 - The NCG Committee shall periodically assess the Board's leadership structure, including whether the offices of Chair of the Board and Chief Executive Officer should continue to be separate and the appropriateness of the Board's leadership structure given the specific characteristics or circumstances of the Company, and make recommendations to the Board regarding such assessment.
 - In the event that the Chair of the Board is not an independent director, the NCG Committee shall recommend an independent director to serve as "Lead Director," whose appointment shall be approved by a majority of the independent directors. The Lead Director, if one is appointed, shall:
 - Chair any meeting of the independent directors in executive session;
 - Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;
 - Facilitate communications between other members of the Board and a non-independent Chair of the Board and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chair of the

Board and with the Chief Executive Officer;

- Monitor, with the assistance of our Company's Corporate Secretary, or designee, communications from stockholders and other interested parties and provide copies or summaries to the other directors as he or she considers appropriate;
- Work with the Chair of the Board to prepare the agenda for each Board meeting and determine the need for special meetings of the Board; and
- Otherwise consult with the Chair of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

D. Board Meetings

1. Selection of Agenda Items. The Chair of the Board, in consultation with the CEO and, if one is appointed, the Lead Director, shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.
2. Frequency and Length of Meetings. The Chair of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
3. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.
4. Executive Sessions. In general, the agenda for every regularly scheduled Board meeting shall include a meeting of the independent directors in executive session. In any event, the independent directors shall meet in executive session at least twice a year to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will meet in executive session at other times at the request of any independent director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings. If the Chair of the Board is a non-management director and an independent director, then the Chair of the Board will preside at these meetings. If the Chair of the Board does not so qualify, then the director who presides at these meetings shall be the Lead Director if there is one, and if not, shall be chosen by the independent directors, and his or her name shall be disclosed in accordance with applicable NASDAQ rules.
5. Attendance of Non-Directors at Board Meetings. The Board encourages the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because

of personal involvement in these areas or (ii) should be given exposure to the Board.

E. Board Committees

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and an NCG Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment and Rotation of Committee Members. The NCG Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of the Securities Exchange Commission (the “SEC”) and NASDAQ, each member of the Audit Committee, the Compensation Committee and the NCG Committee shall be an “independent director” as defined by such rules. Further, the Audit Committee shall have at least three members who are “independent directors” as defined by such rules and at least one member who has such experience, education, and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the SEC. The Board may from time to time establish additional committees as necessary or appropriate. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
3. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the NCG Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.
4. Selection of Agenda Items. The chair of each committee, in consultation with the committee members, shall develop the committee’s agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.
5. Frequency and Length of Committee Meetings. The chair of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

F. Director Access to Management and Independent Advisors

1. Access to Officers and Employees. Directors shall have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the CEO on any written communications between a director and an

officer or employee of the Company.

2. Access to Independent Advisors. The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. In the discretion of the Board or applicable committee, such independent advisors may (but need not) be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

G. Director Compensation

1. Role of Board and Compensation Committee. The Compensation Committee shall be responsible for recommending to the Board for approval the form and amount of director compensation in accordance with the policies and principles set forth below. The Compensation Committee shall conduct an annual review of the compensation of the Company's directors. The Compensation Committee shall consider that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.
2. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders.
3. Compensation Amount. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Compensation Committee and/or Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chair of the Board and the chair and members of the committees to receive additional compensation for their services in those positions.
4. Indemnification. The directors are entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance, subject to applicable law and/or the Company's Certificate of Incorporation and/or its Bylaws.
5. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.
6. Stock Ownership Guidelines. In order to align the long-term interests of directors and executive officers with those of stockholders, the Board has adopted stock ownership guidelines, which are disclosed in the Company's proxy statement. The Compensation Committee of the Board monitors compliance with this policy and will take any actions necessary to ensure compliance.

H. Director Orientation and Continuing Education

1. Director Orientation. Under the direction of the NCG Committee, each new director shall be provided an orientation program relating to directors' responsibilities and the Company. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort, including the matters set forth in these Guidelines, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.
2. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education.

I. Management Evaluation and Succession

1. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the annual and periodic evaluation of the Company's senior executives. The Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed with the Board periodically. The Board shall review the assessments to ensure that the senior executives are providing the best leadership for the Company over both the long- and short-term.
2. Succession of Senior Executives. The Compensation Committee shall be responsible for overseeing an annual evaluation of succession planning for senior executives.

J. Annual Performance Evaluation of the Board and Its Committees

The NCG Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The NCG Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

K. Board Interaction with Stockholders, Institutional Investors, the Press, Customers and other Stakeholders

1. The Board believes that the CEO and his or her designees should speak publicly for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various stakeholders that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the

request of the Company's management.

2. The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate.
3. Absent unusual circumstances or as contemplated by the committee charters, the Chair of the Board (if an independent director), or the Lead Director (if one is appointed), or otherwise the Chair of the NCG Committee shall, subject to advice and assistance from the General Counsel, or his or her designee, (i) be primarily responsible for monitoring communications from shareholders and other interested parties, and (ii) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

L. Intent and Periodic Review of the Corporate Governance Guidelines

1. These Guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors of the Company under applicable law and/or the Company's Certificate of Incorporation and/or its Bylaws.
2. Although these Guidelines have been approved by the Board, it is expected that these Guidelines will evolve over time as customary practice and legal requirements change. In particular, Guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified.
3. The NCG Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

Adopted January 19, 2016, subject to effectiveness of the Company's Registration Statement on Form S-1

Amended and Restated Corporate Governance Guidelines adopted by the Board of Directors: December 10, 2020

Second Amended and Restated Corporate Governance Guidelines adopted by the Board of Directors: April 12, 2022

Third Amended and Restated Corporate Governance Guidelines adopted by the Board of Directors: December 7, 2023

**ATTACHMENT A TO THE
THIRD AMENDED AND RESTATED CORPORATE
GOVERNANCE GUIDELINES**

CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. Nominees should be able to fully and adequately perform the responsibilities set forth in Section A of Company's Corporate Governance Guidelines.
2. Nominees should have a personal and professional reputation for integrity, honesty and adherence to high ethical standards.
3. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
4. Nominees should have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
5. Nominees should be highly accomplished in their respective fields, with superior credentials and recognition.
6. Nominees should have a commitment to understand the Company and its industry and sufficient time and availability to regularly attend and participate in meetings of the Board and its committees.
7. Nominees should have a demonstrated history of actively contributing at board meetings if they previously have served on other boards.
8. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors, the general public and other stakeholders, and to act in the interests of all stockholders.
9. Nominees should not have, nor appear to have, a conflict of interest that would impair their ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
10. Nominees should have the ability to be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the Company's stockholders.
11. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.
12. The value of achieving diversity on the Board must be considered.
13. Nominees should be selected so that the Board increases its diverse composition, with diversity reflecting gender, age, race, ethnicity, background, professional experience and perspectives.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, diversity, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.