

CRISPR Therapeutics AG

Compensation, Nomination and Corporate Governance Committee Charter

I. General Statement of Purpose

The Compensation, Nomination and Corporate Governance Committee of the Board of Directors (the “Compensation and Nomination Committee”) of **CRISPR Therapeutics AG** (the “Company”) on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executives, oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation, and is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. A primary objective of the Compensation and Nomination Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing stockholder value. The Compensation and Nomination Committee is also responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Compensation and Nomination Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

II. Compensation and Nomination Committee Composition

The number of individuals serving on the Compensation and Nomination Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Listing Rules of the NASDAQ Stock Market LLC, subject to any applicable exceptions contained in the NASDAQ Stock Market Rules. In determining the members of the Compensation and Nomination Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The annual meeting of stockholders appoints the members and the Chairman of the Compensation and Nomination Committee, and may remove and replace individual members or the Chairman at any time. The members of the Compensation and Nomination Committee shall serve until they resign or are removed, or their term as a Board member expires and they are not re-elected for a subsequent term. In the case of a vacancy on the Compensation and Nomination Committee during the year the Board of Directors shall elect a member of the Board for the remaining term of office.

III. Meetings

The Compensation and Nomination Committee generally is to meet at least two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Compensation and Nomination Committee. A majority of the members of the Compensation and Nomination Committee shall constitute a quorum for purposes of holding a meeting and the Compensation and Nomination Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation and Nomination Committee may act by unanimous written consent. The Chairman of the Compensation and Nomination Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

IV. Compensation and Nomination Committee Activities

The Compensation and Nomination Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Compensation and Nomination Committee

- Perform an annual performance evaluation of the Compensation and Nomination Committee and report to the Board on the results of such evaluation.

C. Processes and Procedures for Considering and Determining Director and Executive Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation and Nomination Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.

D. Compensation and Nomination Committee Report

- Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A"), when and if applicable.
- Based on the Compensation and Nomination Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K, when and if applicable.
- Prepare the Compensation and Nomination Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

E. Incentive-Compensation and Equity-Based Plans

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans, provided that such grants and awards shall be within the bounds of the maximum compensation approved by the annual meeting of stockholders.
- Review and make such recommendations to the Board as the Compensation and Nomination Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.

F. Matters Related to Compensation of the Company's Board and the Chief Executive Officer

- Review and propose to the Board the resolution to be submitted to the annual meeting of stockholders for the maximum total compensation of the Board and the Company's Chief Executive Officer ("CEO")
- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's CEO.
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on such evaluation. In connection with determining the long-term incentive component of the CEO's compensation, the Compensation and Nomination Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.

- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO through the use of tally sheets or such other method as the Compensation and Nomination Committee may determine.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Review and propose to the Board the resolution to be submitted to the annual meeting of stockholders for the maximum total compensation of all officers of the Company other than the CEO; for purposes hereof the term “officer” has the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the Company’s officers through the use of tally sheets or such other method as the Compensation and Nomination Committee may determine.

H. Selection of New Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Compensation and Nomination Committee believes must be met by a Compensation and Nomination Committee-recommended nominee, and a description of any specific qualities or skills that the Compensation and Nomination Committee believes are necessary for one or more of the Company’s directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Compensation and Nomination Committee. The current procedures to be followed by securityholders are set forth below:
 1. All securityholder recommendations for director candidates must be submitted to the Chief Financial Officer of the Company at marc.becker@crisprtx.com, who will forward all recommendations to the Compensation and Nomination Committee.

2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.
3. All securityholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the securityholder.
 - b. A representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
 - g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Compensation and Nomination Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.

2. The Compensation and Nomination Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Compensation and Nomination Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 4. In identifying and evaluating proposed director candidates, the Compensation and Nomination Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Compensation and Nomination Committee.
 - Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Listing Rules of the NASDAQ Stock Market LLC.
 - Recommend that the Board select the directors for appointment to committees of the Board.
 - Review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility

requirements, and recommend to the Board appropriate action on each such nomination or proposal.

I. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards set forth in Rule 5605 of the Listing Rules of the NASDAQ Stock Market LLC.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

J. Evaluation of Board of Directors and Management

- Oversee annual evaluation of the Board and its committees and the Company's management for the prior fiscal year.

K. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Compensation and Nomination Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. Additional Compensation and Nomination Committee Authority

The Compensation and Nomination Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation and Nomination Committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of the Company's Directors and Members of Senior Management

- Review and make such recommendations to the Board as the Compensation and Nomination Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based plans.
- Determine the compensation of all members of senior management of the Company (other than the CEO and other officers described above), including with respect to any incentive-compensation plans and equity-based plans.
- Review periodically the aggregate amount of compensation being paid or potentially payable to members of the Company's senior management (other

than the CEO and other officers described above) through the use of tally sheets or such other method as the Compensation and Nomination Committee may determine.

B. Matters Related to Compensation Consulting Firms or Other Outside Advisors

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
 - The Compensation and Nomination Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation and Nomination Committee and the Company must provide for appropriate funding, as determined by the Compensation and Nomination Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation and Nomination Committee, the Compensation and Nomination Committee shall take into consideration the following factors:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation and Nomination Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Compensation and Nomination Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation and Nomination Committee.

C. Succession Planning

- Review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company.

VI. General

- The Compensation and Nomination Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Compensation and Nomination Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation and Nomination Committee shall make regular reports to the Board concerning areas of the Compensation and Nomination Committee's responsibility.

- In carrying out its responsibilities, the Compensation and Nomination Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation and Nomination Committee may consult. The Compensation and Nomination Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation and Nomination Committee or meet with any members of or advisors to the Compensation and Nomination Committee. The Compensation and Nomination Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Compensation and Nomination Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: July 15, 2016