

CRISPR THERAPEUTICS AG

Compensation Committee Charter (As amended on December 7, 2023)

I. General Statement of Purpose

The purpose of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of CRISPR Therapeutics AG (the “Company”) is to discharge certain of the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, oversee the Company’s overall compensation structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of director and executive officer compensation and is responsible for preparing a report for inclusion in the Company’s proxy statement relating to the annual general meeting of shareholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation 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 shareholder value, including, without limitation, compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s shareholders.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the general meeting of shareholders 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 Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules. In determining the members of the Compensation 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 and whether the members comply with the requirements for listed companies pursuant to the Swiss Code of Obligations (“CO”).

The general meeting of shareholders individually elects the members of the Compensation Committee. The Board shall appoint one member of the Compensation Committee as the chairperson of the Compensation Committee (the “Chair”). The members of the Compensation 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 Committee during the year the Board shall elect a member of the Board for the remaining term of office.

III. Meetings

The Compensation Committee shall meet as often as it determines appropriate, and generally is to meet at least two times per year with or without a venue (applying articles 701c-701f CO *mutatis mutandis*), in person, by video or telephone conference or by other means of communication by which all participants can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting, and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous consent in writing or by electronic means. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation Committee Charter (the “Charter”).

IV. Compensation Committee Activities

The Compensation 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. Adjustments to the Articles of Association

- Review and reassess the adequacy of the articles of association and request approval by the Board to be submitted to the general meeting of shareholders regarding the adjustments to the articles of association relating to compensation.

C. Recommendations Regarding Non-Employee Director and Executive Officer Compensation

- Periodically review and make recommendations to the Board regarding the compensation of non-employee directors and executive officers, including with respect to any equity-based plans.

D. Matters Related to Compensation of the Board

- Review and propose to the Board the resolution to be submitted to the general meeting of shareholders for the maximum total compensation of the Board.
- Review and recommend to the Board for approval the compensation of each member of the Board

E. Matters Related to Compensation of the Executive Committee¹

- Review and recommend to the Board for approval the compensation of each

¹ For purposes of this Charter, “Executive Committee” shall mean the officers of the Company as set forth in Article 6.1 of the Organizational Rules of the Company.

member of the Executive Committee, including the Chief Executive Officer.

- Review and recommend to the Board, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits for each member of the Executive Committee, including the Chief Executive Officer.
- Review and recommend to the Board for approval grants and awards under incentive-based compensation plans and equity-based plans for the Executive Committee, 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 general meeting of shareholders.
- Review and propose to the Board the resolution to be submitted to the general meeting of shareholders for the maximum total compensation of the Executive Committee.
- Review and recommend to the Board for approval the corporate goals and objectives that may be relevant to the compensation of the Executive Committee.
- Evaluate the Executive Committee's performance in light of the goals and objectives that were set for the Executive Committee and make recommendations to the Board for approval of the Executive Committee's compensation based on such evaluation. In connection with reviewing and making a recommendation to the Board regarding the long-term incentive component of the Executive Committee's compensation, the Compensation Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to members of Executive Committee at comparable companies, and the awards given to the Company's Executive Committee in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the Executive Committee through the use of tally sheets or such other method as the Compensation Committee may determine.
- The members of the Executive Committee may not be present during voting or deliberations concerning his or her compensation.

F. Processes and Procedures for Considering and Determining Non-Employee Director and Executive Officer Compensation

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

Company's proxy statement or annual report on Form 10-K. For the avoidance of doubt, the Company's executive officers shall not receive additional compensation for their service as directors.

- As applicable, review and assess the results of the most recent shareholder votes on executive and Board compensation and, to the extent the Compensation Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for executive officers and Board members.

G. Compensation 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 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, recommend or ratify, as applicable, one or more Compensation Committee Reports to be adopted or ratified by the Board and 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, art. 734 to 734f CO, and any other rules and regulations applicable to the Company.
- Cause the auditors of the Company to audit the applicable Compensation Committee Report in compliance with Swiss law.

H. Incentive-Compensation and Equity-Based Plans

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans for all participants under such plans other than the Chief Executive Officer and each member of the Executive Committee, 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 general meeting of shareholders.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.
- Act as the administrator under the Company's equity-based plans.
- Oversee administration of all incentive compensation and equity-based plans for employees.

I. Compensation Recovery Policy

- The Compensation Committee has the authority to adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the Securities and Exchange Commission and Nasdaq pursuant to Section 10D of the Exchange Act.

J. Evaluation of the Compensation Committee

- Perform an evaluation of the Compensation Committee periodically and report the results to the Board.

V. Additional Compensation Committee Authority

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

A. Matters Related to Compensation of Members of Senior Management

- Determine the compensation of all members of senior management of the Company (other than the Executive Committee), including with respect to any incentive-compensation plans and equity-based plans; or, at its discretion, review and recommend to the Board for approval such compensation.
- At its discretion, oversee an annual evaluation of members of senior management of the Company (other than the Executive Committee).
- Review periodically the aggregate amount of compensation being paid or potentially payable to members of the Company's senior management (other than the Executive Committee) through the use of tally sheets or such other method as the Compensation Committee may determine.
- At its discretion, review and approve or recommend to the Board (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits, for members of senior management of the Company (other than the Executive Committee).

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.
- Have sole responsibility for the appointment, retention, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a "Consultant") it retains and the Company must provide for appropriate funding, as determined by the Compensation

Committee, for payment of reasonable compensation to any such Consultant; and

- Before selecting a Consultant consider all factors relevant to the Consultant's independence from management of the Company, including the following:
 - The provision of other services to the Company by the Consultant's employer;
 - The amount of fees received from the Company by the Consultant's employer, as a percentage of the total revenue of the Consultant's employer;
 - The policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Consultant with a member of the Compensation Committee;
 - Any securities of the Company owned by Consultant; and
 - Any business or personal relationship of Consultant or the Consultant's employer with an executive officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee.

The foregoing shall not apply to (1) in-house legal counsel or (2) any Consultant 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 a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or non-employee 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 Consultant and about which the Consultant does not provide advice.

VI. General

- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation 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 Committee may consult.
- The Compensation 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 meet with the Compensation Committee or its members or advisers.

- The Compensation 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 Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: December 6, 2016

AMENDED: December 7, 2023