

# CRISPR THERAPEUTICS AG

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## CODE OF BUSINESS CONDUCT AND ETHICS

### Chief Executive Officer's Message

Dear Colleague:

Attached to this letter is our Code of Business Conduct and Ethics (the “**Code**”). Our Code is a reaffirmation of our commitment to conducting our business ethically and to observing applicable laws, rules and regulations.

CRISPR Therapeutics' reputation and continued success depends upon the conduct of its directors, officers, employees and designated agents. Each director, officer, employee and designated agent, as a custodian of our good name, has a personal responsibility to ensure that his or her conduct protects and promotes both the letter of the Code and its spirit of ethical conduct. Your adherence to these ethical principles is fundamental to our future success.

The Code cannot provide definitive answers to all questions. Accordingly, we expect each employee and director to exercise reasonable judgment to determine whether a course of action is consistent with our ethical standards and to seek guidance when appropriate. Your supervisor will often be the person who can provide you with thoughtful, practical guidance in your day-to-day duties. We have also appointed James R. Kasinger, our General Counsel, as our Compliance Officer, so you should feel free to ask questions or seek guidance from him.

Please read the Code carefully. If you have any questions, please speak with your team leader or the Compliance Officer. You may also be asked in the future to confirm in writing that you have complied with the Code.

Sincerely,

Samarth Kulkarni  
Chief Executive Officer

# CRISPR THERAPEUTICS AG

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## CODE OF BUSINESS CONDUCT AND ETHICS

### Introduction

#### *Purpose and Scope*

The Board of Directors of CRISPR Therapeutics AG (together with its subsidiaries, the “**Company**”) has adopted this Code of Business Conduct and Ethics (this “**Code**”) to aid the Company’s directors, officers, employees and certain designated agents in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties.

The Company’s Board of Directors (the “**Board**”) or a committee of the Board is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our General Counsel has been appointed the Company’s Compliance Officer under this Code.

The Company expects its directors, officers, employees and designated agents to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers, employees and designated agents to refer to this Code frequently to ensure that they are acting within both the letter and spirit of this Code. The Company also understands that this Code will not provide an answer to every problem you may encounter or address every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages you to speak with your supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer.

#### *Contents of this Code*

This Code has two sections. The first section, “*Standards of Conduct*,” contains the actual guidelines that our directors, officers, employees and designated agents are expected to adhere to in the conduct of the Company’s business. The second section, “*Compliance Procedures*,” contains specific information about how this Code functions including who administers this Code, who can provide guidance under it and how violations may be reported, investigated and disciplined. This section also contains a discussion regarding waivers of and amendments to this Code.

#### *A Note About Other Obligations*

The Company’s directors, officers, employees and designated agents generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations you may have to the Company. Instead, the standards in this Code should be viewed as imposing the *minimum standards* that the Company expects from its directors, officers, employees and certain designated agents in the conduct of the Company’s business.

## **Standards of Conduct**

### ***Conflicts of Interest***

The Company recognizes and respects the right of its directors, officers, employees and certain designated agents to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's, employee's or designated agent's personal or business interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer, employee or designated agent takes an action or has an outside interest, responsibility or obligation that can make it difficult for him or her to perform the responsibilities of his or her position objectively or effectively in the Company's best interests. Conflicts of interest can also occur when a director, officer, employee or designated agent or an immediate family member of any of the foregoing receives some personal benefit (whether improper or not) as a result of the director's, officer's, employee's or designated agent's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer, employee or designated agent will have to consider many factors.

Any material transaction, responsibility, obligation, or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board or a committee of the Board as that officer deems appropriate. Actual or potential conflicts of interest involving a director or executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Executive Officer or the Company's Swiss outside legal counsel, currently Alex Nikitine at Walder Wyss Ltd. (the "**Swiss Counsel**").

### ***Compliance with Laws, Rules and Regulations***

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer, employee or designated agent shall engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day duties nor shall any director, officer, employee or designated agent instruct others to do so.

### ***Protection and Proper Use of the Company's Assets***

The Company's assets includes, among other things, its intellectual property rights and Company equipment and physical servers. Loss, theft and misuse of the Company's assets has a direct impact on the Company's business and its financial status. Employees, officers, directors and designated agents are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Employees, officers, directors and designated agents are also expected to take steps to ensure that the Company's assets are used only for

legitimate business purposes.

### ***Corporate Opportunities***

Directors, officers, employees and designated agents owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer, director and designated agent is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless that opportunity has first been presented to, and rejected by, the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing, directly or indirectly, with the Company.

### ***Confidentiality***

Confidential information generated and gathered in the Company's business plays a vital role in the Company's business, prospects and ability to compete. The term "confidential information" includes all non-public information, including trade secrets, that might be of use to competitors or other third parties, or harmful to the Company or its partners or collaborators if disclosed. Directors, officers, employees and designated agents may not disclose or distribute the Company's confidential information, except when disclosure is authorized by the Company or required by law, rule or regulation or pursuant to a legal proceeding. Directors, officers, employees and designated agents shall use confidential information solely for legitimate company purposes. Directors, officers, employees and designated agents must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or otherwise to serve the Company.

Nothing in this Code, and nothing in any other Company policy or procedure, or in any confidentiality, employment, separation agreement or in any other document or communication from the Company limits your ability to file a charge or complaint with any government agency concerning any acts or omissions that you may believe constitute a possible violation of federal or state law or making other disclosures that are protected under the whistleblower provisions of applicable federal or state law regulation or affects your ability to communicate with any government agency or otherwise participate in any investigation or proceeding that may be conducted by a government agency, including by providing documents or other information, without notice to the Company. In addition, for the avoidance of doubt, pursuant to the federal Defend Trade Secrets Act of 2016, you shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (i) is made (A) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (B) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

### ***Fair Dealing***

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects as well as subjecting the Company and relevant individuals to criminal and civil liability. Accordingly, it is the Company's policy that directors, officers, employees and designated agents must endeavor to deal ethically and lawfully with the Company's collaborators, partners, customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer, employee and designated agents should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. Moreover, directors, officers, employees and designated agents must comply with the antitrust, unfair competition and trade regulation laws of all countries in which the Company does business.

### ***Accuracy of Records***

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director, officer, employee or designated agent should cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer, employee or designated agent should create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers, employees and designated agents who have responsibility for accounting and financial reporting matters have a responsibility to record accurately all funds, assets and transactions on the Company's books and records.

### ***Quality of Public Disclosures***

The Company is committed to providing its securityholders complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States and other applicable foreign jurisdictions. Consequently, the reports and documents the Company files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications, include fair, timely and understandable disclosure. Officers, employees and designated agents who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure this disclosure policy is fulfilled. The Company's Disclosure Committee is primarily responsible for monitoring the Company's public disclosures.

### ***Political Contributions/Gifts***

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S. and many other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and

approved by the Compliance Officer. Directors, officers, employees and designated agents may not, without the approval of the Compliance Officer, use any Company funds for political contributions of any kind to any political candidate or holder of any national, state or local government office. Directors, officers, employees and designated agents may make personal contributions but should not represent that they are making contributions on the Company's behalf. Specific questions should be directed to the Compliance Officer.

### ***Bribes, Kickbacks and Other Improper Payments***

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer, employee or designated agent should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. In particular, the U.S. Foreign Corrupt Practices Act (FCPA) prohibits any U.S. individual or business from authorizing, offering or paying money or anything of value, directly or indirectly, to any foreign official or employee, political party, or candidate for public office for the purpose of obtaining or maintaining business or for any other business advantage. Violation of the FCPA could subject the Company and directors, officers, employees and designated agents to serious fines and criminal penalties.

### ***International Trade Controls***

Many countries regulate international trade transactions, such as imports, exports and international financial transactions and prohibit boycotts against countries or firms that may be "blacklisted" by certain groups or countries. The Company's policy is to comply with these regulations and prohibitions even if compliance may result in the loss of some business opportunities. You should learn and understand the extent to which international trade controls apply to transactions conducted by the Company.

## **Compliance Procedures**

### ***Communication of Code***

All directors, officers, employees and designated agents will be supplied with access to a copy of the Code upon its enactment and, thereafter, upon beginning service at the Company and will be asked to review and sign an acknowledgment regarding the Code on a periodic basis. Updates of the Code will be provided or made available from time to time. A copy of the Code is also available to all directors, officers, employees and designated agents by requesting one from the Compliance Officer, or by accessing the Company's website [www.crisprtx.com](http://www.crisprtx.com).

### ***Monitoring Compliance and Disciplinary Action***

The Company's management, under the supervision of its Board or a committee of the Board or, in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee, shall take reasonable steps to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

The Company's management shall periodically report to the Board or a committee of the Board on these compliance efforts including, without limitation, alleged violations of the Code and the actions taken with respect to violations.

### *Reporting Concerns/Receiving Advice*

#### **Communication Channels**

*Be Proactive.* Every employee, officer and designated agent is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of law, rule or regulation resulting from the conduct of the Company's business or occurring on the Company's property. **If an employee, officer or designated agent believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she is obligated to bring the matter to the attention of the Company.**

*Seeking Guidance.* The best starting point for officers, employees and designated agents seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee, officer or designated agent has reported the conduct in question to his or her supervisor and does not believe that individual has dealt with it properly, or if the employee, officer or designated agent does not feel comfortable discussing the matter with their supervisor, the employee, officer or designated agent may raise the matter with the Compliance Officer or, in the event of any issues or complaints involving the Compliance Officer, the Swiss Counsel.

*Communication Alternatives.* Any employee, officer or designated agent may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods:

- In writing (which can be done anonymously as set forth below under "Anonymity"), addressed to the Compliance Officer, c/o CRISPR Therapeutics, Inc., 105 West First Street, South Boston, Massachusetts 02127, or, as the case may be, to the Swiss Counsel, by mail Walder Wyss Ltd., attn.. Alex Nikitine, Seefeldstrasse 123, 8008 Zurich, Switzerland;
- Online at <http://www.openboard.info/CRSP/> (which is managed by a third-party required to maintain the anonymity of the e-mail sender if so requested); or
- By leaving a voicemail message at +1 844-421-1608, which the Company has established for receipt of questions and reports of potential violations of the Code. This line is managed by a third-party. Messages can be left anonymously as set forth

below under “Anonymity.”

*Reporting Accounting and Similar Concerns.* Concerns or questions regarding potential violations of the Code, any other Company policy or procedure or applicable laws, rules or regulations relating to accounting, internal accounting controls, or auditing or securities law (including FCPA) matters should be directed to the Compliance Officer. However, you may also report to the Audit Committee of the Board (the “**Audit Committee**”) or a designee of the Audit Committee. Officers, employees and designated agents may communicate directly with the Audit Committee or its designee:

- In writing (which can be done anonymously as set forth below under “Anonymity”), addressed to the Chairperson of the Audit Committee, c/o CRISPR Therapeutics, Inc., 105 West First Street, South Boston, Massachusetts 02127;
- Online at <http://www.openboard.info/CRSP/> (which is managed by a third-party required to maintain the anonymity of the e-mail sender if so requested); or
- By leaving a voicemail message at +1 844-421-1608, which the Company has established for receipt of questions and reports of potential violations of the Code. This line is managed by a third-party. Messages can be left anonymously as set forth below under “Anonymity.”

*Cooperation.* Employees, officers and designated agents are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any law, rule or regulation.

*Misuse of Reporting Channels.* Employees, officers and designated agents should not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

*Director Communications.* In addition to the foregoing methods, a director also can communicate concerns or seek advice with respect to this Code by contacting the Board through its Chairman or the Audit Committee.

### **Anonymity**

When reporting suspected violations of the Code, the Company prefers that officers, employees and designated agents identify themselves to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer, employee or designated agent wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. If a report is made anonymously, however, the Company may not have sufficient information to investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as possible to permit the Company to evaluate the matter(s) set



forth in the anonymous report and, if it deems appropriate, conduct an appropriate investigation.

**No Retaliation**

The Company forbids any retaliation against an officer, employee or designated agent who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee. Anyone who participates in any such conduct is subject to disciplinary action, including termination.

***Waivers and Amendments***

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, the Company’s principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if required, the waiver is promptly disclosed to the Company’s securityholders in accordance with applicable U.S. securities laws and the rules and regulations of the exchange or system on which the Company’s shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board and, if required, must be promptly disclosed to the Company’s securityholders in accordance with United States securities laws and Nasdaq rules and regulations.

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Initially adopted: July 15, 2016  
Effective: October 18, 2016  
Amended and restated: May 30, 2018  
Administrative update: March 8, 2023