

# CRISPR THERAPEUTICS AG

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## CODE OF BUSINESS CONDUCT AND ETHICS

*(As amended on December 7, 2023)*

### *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 and legal standards, and to seek guidance when appropriate. Your manager 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 and ensure that you understand it. If you have any questions, please speak with your manager or the Compliance Officer. You may also be asked periodically 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

*(As amended on December 7, 2023)*

### I. 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 manager (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.

#### *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.

## **II. Standards of Conduct**

### **A. 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**").

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

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. The Company requires that all employees, officers, directors and designated agents comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, directors or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your manager, the General Counsel or to the Compliance Officer. While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other

federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

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

The Company's assets include, among other things, its intellectual property rights and its equipment and physical servers. Employees, officers, directors and designated agents should seek to protect the Company's assets. Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its financial performance. Employees, officers, directors and designated agents must use the Company's assets solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

### **D. 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.

### **E. 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 must maintain the confidentiality of confidential information entrusted to them by the Company or other companies and may not disclose or distribute such 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. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company. 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.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers, directors and designated agents (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your manager or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Corporate Communications Policies and Procedures, which is available on the Company's intranet.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

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 is intended to limit or interfere with, in any way, your right: (a) to discuss any labor issue, dispute or term or condition of employment as part of engaging in concerted activities for the purpose of mutual aid or protection (b) to file, participate in a charge or similar investigation or to communicate openly and honestly, with the Equal Employment Opportunity Commission or any other federal, state or local agency or commission ("**Government Agency**"), or otherwise participate in any investigation or proceeding that may be conducted by a Government Agency (c) to report good faith allegations of unlawful conduct to a Government Agency (d) to voluntarily report information protected under federal, state, or local whistleblower provisions, including violations of U.S. securities law in accordance with Securities and Exchange Commission Rule 21F-17, and to receive an award or bounty thereunder, or (e) to make any truthful statements or disclosures required by applicable law, regulation or legal process (including truthful testimony in litigation) or regarding unlawful employment practices. 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.

#### **F. Honest and Ethical Conduct and 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.

Directors, officers, employees and designated agents should endeavor to deal honestly, ethically, fairly and lawfully with the Company's collaborators, partners, customers, suppliers, competitors and employees in all business dealings on the Company's behalf. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not 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 or any other unfair-dealing practice. 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.

#### **G. Accuracy of Records**

Employees, officers, directors and designated agents must honestly and accurately report all business transactions. 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. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

#### **H. Quality of Public Disclosures**

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

The Company is committed to providing its securityholders full, fair, accurate, timely and understandable information about its financial condition and results of operations as required by the securities laws of the United States and other applicable foreign jurisdictions in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications. 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.

## **I. 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.

## **J. 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. Please see the Company's *U.S. Foreign Corrupt Practices Act and Anti-Corruption Policy* in effect and amended from time to time for additional requirements.

## **K. 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.

## **L. Insider Trading**

Employees, officers, directors and designated agents who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is distributed to employees and is also available from the Legal Department.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

### III. Compliance Procedures

#### A. Communication of Code

All current directors, officers, employees and designated agents are being supplied with access to the Code. Future directors, officers, employees and designated agents will be supplied with access to the Code upon beginning service at the Company. All directors, officers, employees and designated agents 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 at [www.crisprtx.com](http://www.crisprtx.com).

#### B. 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.

#### C. 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 wishing to report potential violations of the Code will usually be such individual's manager. However, if the conduct in question involves an officer's, employee's or designated agent's manager, if the employee, officer or designated agent has reported the conduct in question to his or her manager and does not believe that manager has dealt with it properly, or if the employee, officer or designated agent does not feel comfortable discussing the matter with the manager, 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, by mail to: CRISPR Therapeutics AG, c/o CRISPR Therapeutics, Inc., 105 West First Street, Boston, Massachusetts 02127, Attn: Compliance Officer, or, as the case may be, to the Swiss Counsel, by mail to: 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 phoning and leaving a voicemail 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”), by mail addressed to: Chairperson of the Audit Committee, c/o CRISPR Therapeutics, Inc., 105 West First Street, 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 phoning and leaving a voicemail 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 Chair or the Audit Committee.

#### **D. 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.

#### **E. 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.

### **IV. 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

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