INTELLIA THERAPEUTICS, INC.

Fifth Amended & Restated Compensation and Talent Development Committee Charter

I. General Statement of Purpose

The Compensation and Talent Development Committee of the Board of Directors (the "Committee") of Intellia Therapeutics, Inc. (the "Company"), on behalf of the Board of Directors (the "Board"), discharges certain of 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. The primary objective of the Committee is to evaluate and approve the structure, operation and effectiveness of the Company's compensation policies, programs and plans in light of all relevant circumstances. To that end, the Committee considers whether the Company's compensation policies, programs and plans provide incentives that further the Company's long-term strategic plans and are consistent with the culture of the Company and the overall goal of enhancing stockholder value and aligning management's interests with the long-term interests of the Company's stockholders. In addition, they ensure that the Company can attract and retain key management personnel and provide motivation for management to achieve the Company's corporate goals and strategies.

II. Committee Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time and shall consist of no fewer than two 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 contained in the NASDAQ Stock Market Rules, including Rule 5605(d)(2)(B) and Rule 5605(d)(4). In determining the members of the 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 members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee to serve as Chair of the Committee.

III. Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by telephone conference or other

communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's bylaws. The Chair of the Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter. The Committee shall meet regularly without management present, and such management members shall not be present during the portion of any meeting at which their compensation or performance is discussed or determined or under circumstances when the independence of Committee determinations may be compromised.

IV. Committee Activities

The Committee's purpose and responsibilities shall be to:

A. Review of Charter and Annual Performance of Committee

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

- Review and assess the annual performance of the Committee, and report to the Board such assessment and any necessary recommendations.

B. 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 Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive compensation.

- Review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.

C. Prepare Committee Report

- Review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

- Based on the 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, as applicable.

- Prepare the Committee Report to be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable, in accordance with the applicable rules and regulations of the Securities and Exchange Commission ("SEC"), any securities exchange on which the Company's securities are traded,

and any other rules and regulations applicable to the Company.

D. Equity-Based and Incentive-Compensation Plans

- Subject to any authority delegated to the Company's Chief Executive Officer to approve such grants in accordance with the Company's Equity Award Grant Policy (as amended and restated from time to time), review and approve grants and awards under equity-based plans consistent with the terms of such plans.

- Review and make such recommendations to the Board as the Committee deems advisable with regard to grants and awards under incentive-based compensation plans, consistent with the terms of such plan.

- Review and approve or make such recommendations to the Board as the Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.

- Review and make such recommendations to the Board as the Committee deems advisable with regard to amendments or changes under equity-based compensation plans (including any stock option and grant plan and any employee stock purchase plan).

E. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and make such recommendations to the Board as the Committee deems advisable with regard to the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").

- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and, based on such evaluation and other relevant factors, make such recommendations to the Board as the Committee deems advisable with regard to the CEO's cash compensation (including salary and cash incentive compensation) and any grants and awards to the CEO under equity-based plans consistent with the terms of such plans.

- In connection with determining or recommending to the Board the long-term incentive component of the CEO's compensation pursuant to the above, the Committee should consider the Company's performance, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.

- The CEO may not be present during voting or deliberations concerning his or her compensation.

F. Matters Related to Compensation of the Officers* And Senior Management Other Than the Chief Executive Officer

- Review, approve and report to the Board as the Committee deems advisable with

regard to the cash compensation (including salary and cash incentive compensation) and the equity compensation (including grants and awards under the Company's equity-based plans consistent with the terms of such plans) of the Company's executive officers* (except for the CEO), Senior Management**, and any other employee directly reporting to the CEO.

* For purposes hereof the terms "executive officer" or "officer" have the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.

** For purposed hereof, the term "Senior Management" means any employee holding the title of Senior Vice President or above, who is not the CEO or an officer.

V. Additional Committee Authority

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

A. Matters Related to Compensation of the Company's Directors

- Review and make such recommendations to the Board as the Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based plans.

B. Matters Related to Compensation of Vice Presidents

- Provide oversight of management's decisions regarding the cash and equity compensation of all employees at the level of Vice President that are not covered by Section IV.F above.

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

- Select, retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:

    - The 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 Committee. The Company must provide for appropriate funding, as determined by the 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 Committee, the 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 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.

- The Company is prohibited from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Committee.

D. Succession Planning

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

E. Matters Related to Company Compensation and Benefit Programs Not Specifically Stated Above

- Review and oversee the Company's overall employee compensation structure, policies and programs, plans, and short and long-term strategies with respect to cash, bonuses, long-term incentives and other compensation plans.

- Review and oversee annual merit and adjustment budgets for salary increases and annual incentive bonuses, as well as the ranges for new hire and annual equity awards for all employees other than CEO, officers, and Senior Management (as defined in this Charter).

- Review and oversee the Company's overall employee benefit structure, policies and programs, plans, and short and long-term strategies, including healthcare-related and other benefits programs.

- Administer and, if determined to be necessary, amend the Company's 401(k) plan, deferred compensation plan, and any other material non-equity-based compensation plan; provided that the Committee may delegate routine administration of such plans to an administrative committee consisting of Company officers or other employees.

- Review and oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation (e.g., "say-on-pay" proposals) and the frequency of such votes, employment agreements (including "golden parachute" arrangements) and related proposals received from stockholders.

- Provide recommendations to the Nominating and Corporate Governance Committee or Board on compensation-related proposals to be included in the Company's proxy statement or considered at the Company's annual meeting, including equity compensation plans.

- Periodically review and revise a peer group of companies against which to assess the Company's non-employee director and executive compensation programs and practices to ensure that they are competitive and supportive of the Company's strategy and objectives.

- Establish the terms of, amend, and oversee compliance with the Company's stock ownership requirements for the Company's CEO, officers and non-employee directors.

- Review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company and support the strategies and objectives of the Company.

- Review the results of any stockholder proposals or votes related to executive compensation (e.g., "say-on-pay" votes) and consider whether to make or recommend to the Board modifications to the Company's executive compensation policies and practices.

- Oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

- Approve employment terms, and any amendments, supplements, or waivers thereto, for Senior Management employees.

- Review and make recommendations to the Board related to employment-related agreements, severance arrangements or change-in-control and similar agreements or provisions, and any amendments, supplements, or waivers to the foregoing, with the CEO.

VI. General

- The Committee shall take, or cause to be taken, written minutes of its meetings and activities and submit such minutes to be filed in the records of the Company.

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.

- In carrying out its responsibilities, the 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 Committee may consult. The 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 Committee or meet with any members of or advisors to the Committee.

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

Adopted by the Board of Directors and effective May 6, 2016

Amended and Restated Charter adopted by the Board of Directors and effective: March 21, 2018

Second Amended and Restated Charter adopted by the Board of Directors and effective: April 3, 2020

Third Amended and Restated Charter adopted by the Board of Directors and effective: April 9, 2021

Fourth Amended and Restated Charter adopted by the Board of Directors and effective: April 12, 2022

Fifth Amended and Restated Charter adopted by the Board of Directors and effective: April 15, 2026