

INTELLIA THERAPEUTICS, INC.

Third Amended and Restated

Nominating and Corporate Governance Committee Charter

A. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee” or “Committee”) of Intellia Therapeutics, Inc. (the “Company”) is responsible, on behalf of the Board of Directors (the “Board”), for:

1. identifying individuals qualified to become Board members and evaluating candidates recommended by stockholders for election to the Board and stockholder proposals submitted for inclusion in the Company’s proxy materials, consistent with criteria approved by the Board;
2. recommending to the Board the director nominees for election at each annual meeting of stockholders and, in the case of Board vacancies, recommending director nominees to the Board to fill any such vacancies;
3. 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, as necessary and appropriate, making recommendations to the Board regarding corporate governance matters;
4. monitoring and recommending functions and responsibilities of the various committees of the Board;
5. recommending to the Board the directors to serve on each committee of the Board;
6. overseeing the assessment of the effectiveness of the Board and its committees;
7. overseeing the Board’s succession planning;
8. assisting in the development of and recommending to the Board, as appropriate, policies and programs with respect to environmental, health, safety, social, responsibility and governance matters and monitoring the Company’s performance in implementing such policies and programs;
9. evaluating the directors and executive officers’ external commitments as it relates to independence-related requirements;
10. overseeing the on-boarding process and continuing education of the Board members;
and

11. performing such other tasks as the Board may, from time to time, delegate to the Committee.

B. Nominating Committee Composition

1. Number. The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members.
2. Independence. Each member shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Listing Rules of the NASDAQ Stock Market LLC and the rules and regulations of the Securities and Exchange Commission, subject to any phase-in rules that may be applicable.
3. Appointment/Termination. The members of the Nominating 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 this committee. Vacancies occurring on the Committee, for whatever reason, may be filled by the Board.
4. Chair. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

C. Meetings

1. Number. The Nominating Committee is to meet such number of times per year as it deems appropriate to carry out its duties and responsibilities, but not less frequently than annually.
2. Manner. The Committee 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. The Nominating Committee is governed by the same rules regarding the conduct of meetings applicable to the Board, as laid out in the certificate of incorporation, as may be amended from time to time (the "Certificate of Incorporation") and bylaws, as may be amended from time to time (the "Bylaws") of the Company.
3. Quorum. A majority of the members of the Nominating 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 Nominating Committee may act by unanimous written consent.
4. Actions. No action of the Nominating Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this Charter.

5. Records. The Committee shall keep minutes of each meeting and any other such records as it shall deem appropriate.

D. Nominating Committee Goals and Responsibilities

The Nominating Committee shall discharge its responsibilities and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment. The Nominating Committee's authority and responsibilities shall be those set forth herein.

1. Board Composition. The Nominating Committee is responsible for reviewing the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, service of non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto.
2. Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating Committee shall be responsible for:
 - a. identifying individuals qualified to become Board members, consistent with criteria approved by the Board; and
 - b. recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.

In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering such candidates, as it does in considering other candidates.

3. Criteria for Selecting Directors. The criteria to be used by the Nominating Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members, as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders, which shall be included in the Corporate Governance Guidelines. In evaluating director candidates, including directors eligible for re-election, the Committee shall consider such factors as: character; integrity; judgment; diversity with respect to age, gender, ethnicity, race, nationality and sexual orientation; independence; skills; education; expertise; business acumen; business experience; length of service and contribution to the Board; understanding of the Company's business and industry; conflicts of interest; and other commitments. The Nominating Committee need not assign any particular weight or priority to any one factor.
4. Search Firms. The Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
5. Selection of Committee Members. The Nominating Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
6. Oversight of Board Committees. Considering the Company's circumstances, the Nominating Committee shall periodically review the size, composition and structure of each Board committee and make recommendations for changes or rotation of committee members, the creation of additional Board committees or dissolution of Board committees.
7. Review Director Resignations. The Nominating Committee is responsible for recommending whether the Board should accept the resignation of a director tendered in accordance with the Company's corporate governance guidelines.

E. Corporate Governance Guidelines and Committee Charter

1. Corporate Governance Guidelines Development. The Nominating Committee is responsible for developing and recommending 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, which include, at a minimum, the following subjects: (i) director qualification standards; (ii) director responsibilities; (iii) director access to management and, as necessary and appropriate, independent advisers; (iv) director compensation; (v) director orientation and continuing education; (vi) management succession; and

(vii) annual performance evaluation of the Board.

2. Corporate Governance Guidelines Review. The Nominating Committee shall review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.
3. Stockholder Nominations and Proposals. With input from management as the Nominating Committee deems appropriate on a case-by-case basis, the Committee is responsible for reviewing all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determining 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 including those set forth in the Company's Certificate of Incorporation and Bylaws, and recommending to the Board appropriate action on each such nomination or proposal.
4. Committee Charter Review. The Nominating Committee is responsible for reviewing and reassessing the adequacy of this Charter annually and submitting any proposed changes to the Board for approval.

F. Board and Committee Evaluation and Succession Planning

1. Board and Committee Evaluation. The Nominating Committee is responsible for overseeing the periodic evaluation of the Board and its committees to determine whether they are operating effectively. The Committee shall determine the process for such evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
2. Director Evaluation. No less frequently than every three (3) years, the Committee shall work with the Board to evaluate the performance and independence of individual Board members, utilizing the Board's skills matrix that takes into account an individual's skills, expertise, industry and other knowledge, business and experience that the Board has determined would be useful for the effective oversight of the Company's business.
3. Board Succession Planning. The Committee is responsible for engaging in succession planning for the Board and key leadership roles on the Board and its committees.

G. Environmental, Social and Governance.

The Nominating Committee shall oversee the Company's management of matters of corporate social responsibility and sustainability performance, including the strategy and planning for potential long and short-term trends and impacts to the Company's business on the environment, culture, diversity, inclusion, equality, corporate

sustainability and corporate governance, and review and report to the Board regarding the same on a periodic basis.

H. Evaluation of External Commitments.

The Nominating Committee shall periodically review the current and potential external commitments of the Board members and executive officers of the Company to evaluate each relationship for a potential conflict of interest and to confirm that such Board members and officers of the Company continue to have adequate time available to perform their duties to the Company. “External commitment” includes membership on the board of directors or trustees or executive leadership positions, or similar roles, at other companies or organizations.

I. On-Going Education of Board of Directors and its Committees.

1. New Director On-Boarding. The Nominating Committee shall oversee the on-boarding orientation program for new directors, which shall include reference to the Company’s Corporate Governance Guidelines and directors’ basic duties and responsibilities with respect to attendance at Board meetings, and advance review of meeting materials.
2. Continuing Education. The Nominating Committee shall consider and, if deemed necessary or appropriate, oversee the development and implementation of a plan or program for the continuing education of directors.

J. Reports and Investigations

1. Reports. The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee’s responsibility.
2. Investigations. The Nominating Committee shall investigate any matter brought to its attention that is within the scope of the Committee’s authority and responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

K. General

1. Subcommittees. The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
2. Reliance on Management and Company’s Advisers. In carrying out its responsibilities, the Nominating Committee shall be entitled to rely in good faith upon the records of the Company and upon the advice, opinions, reports, statements and information received in discussions and communications with management and such experts, advisers and professionals with whom the

Nominating Committee may consult. The Nominating 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 Nominating Committee or meet with any members of or advisers to the Nominating Committee.

3. Retention of Independent Advisers. The Nominating Committee shall also have the authority to engage legal, accounting or other advisers to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such adviser's fees and other retention terms. The Company must provide for appropriate funding, as determined by the Nominating Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser.
4. Interpretation. To the extent that any provision or section of this charter may be inconsistent with any article, provision or section of the Certificate of Incorporation or Bylaws of the Company, the Certificate of Incorporation or Bylaws of the Company, as appropriate, shall fully control.
5. Other Responsibilities. The Nominating Committee may perform any other activities consistent with this charter, the Company's Certificate of Incorporation and Bylaws, and applicable law, as the Committee or the Board deems appropriate.

Amended and Restated Charter Adopted and Effective March 21, 2018

Second Amended and Restated Charter adopted by the Board of Directors and effective: December 10, 2020

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