

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials.
- Soliciting Material under § 240.14a-12.

Precision BioSciences, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Precision BioSciences, Inc.
302 East Pettigrew Street, Suite A-100
Durham, North Carolina 27701

March 23, 2023

Dear Fellow Stockholders:

On behalf of the Board of Directors, I cordially invite you to attend the 2023 annual meeting of stockholders (the "Annual Meeting") of Precision BioSciences, Inc., which will be held on Thursday, May 4, 2023, beginning at 11:00 a.m., Eastern Time. The Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast.

Attached to this letter are a Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the business to be conducted at the meeting.

Your vote is important to us. Please act as soon as possible to vote your shares. It is important that your shares be represented at the meeting whether or not you plan to attend the Annual Meeting via the Internet. Please vote electronically over the Internet, by telephone or by returning your signed proxy card in the envelope provided. You may also vote your shares online during the Annual Meeting. Instructions on how to vote while participating at the meeting live via the Internet are posted at www.virtualshareholdermeeting.com/DTIL2023.

On behalf of the Board of Directors and management, it is my pleasure to express our appreciation for your continued support.

/s/ Kevin J. Buehler

Kevin J. Buehler

Chair of the Board



Precision BioSciences, Inc.
302 East Pettigrew Street, Suite A-100
Durham, North Carolina 27701

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 4, 2023**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Precision BioSciences, Inc., a Delaware corporation, will be held on Thursday, May 4, 2023, at 11:00 a.m., Eastern Time. The Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/DTIL2023. For instructions on how to attend and vote your shares at the Annual Meeting, see the information in the accompanying Proxy Statement in the section titled "General Information about the Annual Meeting and Voting—How can I attend and vote at the Annual Meeting?"

The Annual Meeting is being held:

1. to elect Michael Amoroso and Geno Germano as Class I directors to hold office until the Company's annual meeting of stockholders to be held in 2026 and until their respective successors have been duly elected and qualified;
2. to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2023; and
3. to transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.

These items of business are described in the Proxy Statement that follows this notice. Holders of record of our common stock as of the close of business on March 9, 2023 are entitled to notice of and to vote at the Annual Meeting, or any continuation, postponement or adjournment thereof.

Your vote is important. Voting your shares will ensure the presence of a quorum at the Annual Meeting and will save us the expense of further solicitation. **Please promptly vote your shares by completing, signing, dating and returning your proxy card or by Internet or telephone voting as described on your proxy card.**

By Order of the Board of Directors

/s/ Dario Scimeca

Dario Scimeca

General Counsel and Secretary

Durham, North Carolina
March 23, 2023

This Notice of Annual Meeting and Proxy Statement are first being distributed or made available, as the case may be, on or about March 23, 2023.

***Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting:
This Proxy Statement and our Annual Report are available free of charge at www.proxyvote.com.***

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Precision BioSciences, Inc.
302 East Pettigrew Street, Suite A-100
Durham, North Carolina 27701

PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 4, 2023

This proxy statement (the "Proxy Statement") and our annual report for the fiscal year ended December 31, 2022 (the "Annual Report" and, together with this Proxy Statement, the "proxy materials") are being furnished by and on behalf of the board of directors (the "Board" or "Board of Directors") of Precision BioSciences, Inc. (the "Company," "Precision," "we," "us," or "our"), in connection with our 2023 annual meeting of stockholders (the "Annual Meeting"). The Notice of Annual Meeting and this Proxy Statement are first being distributed or made available, as the case may be, on or about March 23, 2023.

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

When and where will the Annual Meeting be held?

The Annual Meeting will be held on Thursday, May 4, 2023 at 11:00 a.m., Eastern Time. The Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/DTIL2023 and entering your 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. If you lose your 16-digit control number, you may join the Annual Meeting as a "Guest", but you will not be able to vote, ask questions or access the list of stockholders as of the close of business on March 9, 2023 (the "Record Date").

What are the purposes of the Annual Meeting?

The purpose of the Annual Meeting is to vote on the following items described in this Proxy Statement:

- Proposal No. 1: Election of the director nominees listed in this Proxy Statement.
- Proposal No. 2: Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2023.

Are there any matters to be voted on at the Annual Meeting that are not included in this Proxy Statement?

At the date this Proxy Statement went to press, we did not know of any matters to be properly presented at the Annual Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the meeting or any adjournment or postponement thereof for consideration, and you are a stockholder of record and have submitted a proxy card, the persons named in your proxy card will have the discretion to vote on those matters for you.

What does it mean if I receive more than one set of proxy materials?

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares. To ensure that all of your shares are voted, for each set of proxy materials, please submit your proxy by phone, via the Internet, or by signing, dating and returning the enclosed proxy card in the enclosed envelope.

Who is entitled to vote at the Annual Meeting?

Holders of record of shares of our common stock as of the close of business on the Record Date will be entitled to notice of and to vote at the Annual Meeting and any continuation, postponement or adjournment thereof.

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At the close of business on the Record Date, there were 111,696,402 shares of our common stock issued and outstanding and entitled to vote. Each share of our common stock is entitled to one vote on any matter presented to stockholders at the Annual Meeting. You will need to obtain your own Internet access if you choose to attend the Annual Meeting online and/or vote over the Internet.

To attend and participate in the Annual Meeting, you will need the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. If your shares are held in “street name,” you should contact your bank or broker to obtain your 16-digit control number or otherwise vote through the bank or broker. If you lose your 16-digit control number, you may join the Annual Meeting as a “Guest,” but you will not be able to vote, ask questions or access the list of stockholders as of the Record Date. The meeting webcast will begin promptly at 11:00 a.m., Eastern Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 10:45 a.m., Eastern Time, and you should allow ample time for the check-in procedures.

What is the difference between being a “record holder” and holding shares in “street name”?

A record holder (also called a “registered holder”) holds shares in his or her name. Shares held in “street name” means that shares are held in the name of a bank, broker or other nominee on the holder’s behalf.

What do I do if my shares are held in “street name”?

If your shares are held in a brokerage account or by a bank or other holder of record, you are considered the “beneficial owner” of shares held in “street name.” The proxy materials have been forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by following their instructions for voting. Please refer to information from your bank, broker or other nominee on how to submit your voting instructions.

How many shares must be present to hold the Annual Meeting?

A quorum must be present at the Annual Meeting for any business to be conducted. The holders of a majority in voting power of the Company’s capital stock issued and outstanding and entitled to vote, present electronically or represented by proxy constitutes a quorum. If you sign and return your paper proxy card or authorize a proxy to vote electronically or telephonically, your shares will be counted to determine whether we have a quorum even if you abstain or fail to vote as indicated in the proxy materials.

Broker non-votes will also be considered present for the purpose of determining whether there is a quorum for the Annual Meeting.

What are “broker non-votes”?

A “broker non-vote” occurs when shares held by a broker in “street name” for a beneficial owner are not voted with respect to a proposal because (1) the broker has not received voting instructions from the stockholder who beneficially owns the shares and (2) the broker lacks the authority to vote the shares at their discretion. Proposal No. 1 is considered a non-discretionary matter, and a broker will lack the authority to vote uninstructed shares at their discretion on such proposal. Proposal No. 2 is considered a discretionary matter, and a broker will be permitted to exercise its discretion to vote uninstructed shares on this proposal.

What if a quorum is not present at the Annual Meeting?

If a quorum is not present or represented at the scheduled time of the Annual Meeting, (i) the chairperson of the Annual Meeting or (ii) a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present electronically or represented by proxy, may adjourn the Annual Meeting until a quorum is present or represented.

How do I vote my shares without attending the Annual Meeting?

We recommend that stockholders vote by proxy even if they plan to attend the Annual Meeting and vote electronically. If you are a stockholder of record, there are three ways to vote by proxy:

- by Telephone—You can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card;
- by Internet—You can vote over the Internet at www.proxyvote.com by following the instructions on the proxy card; or
- by Mail—You can vote by mail by signing, dating and mailing the proxy card.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m., Eastern Time, on May 3, 2023.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions on how to vote from the bank, broker or holder of record. You must follow the instructions of such bank, broker or holder of record in order for your shares to be voted.

How can I attend and vote at the Annual Meeting?

We will be hosting the Annual Meeting live via audio webcast. Any stockholder can attend the Annual Meeting live online at www.virtualshareholdermeeting.com/DTIL2023. If you were a stockholder as of the Record Date, or you hold a valid proxy for the Annual Meeting, you can vote at the Annual Meeting. A summary of the information you need to attend the Annual Meeting online is provided below:

- Instructions on how to attend and participate via the Internet, including how to demonstrate proof of stock ownership, are posted at www.virtualshareholdermeeting.com/DTIL2023.
- Assistance with questions regarding how to attend and participate via the Internet will be provided at www.virtualshareholdermeeting.com/DTIL2023 on the day of the Annual Meeting.
- Webcast starts at 11:00 a.m., Eastern Time.
- You will need your 16-Digit Control Number to enter the Annual Meeting.
- Stockholders may submit questions while attending the Annual Meeting via the Internet.

To attend and participate in the Annual Meeting, you will need the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. If your shares are held in “street name,” you should contact your bank or broker to obtain your 16-digit control number or otherwise vote through the bank or broker. If you lose your 16-digit control number, you may join the Annual Meeting as a “Guest” but you will not be able to vote, ask questions or access the list of stockholders as of the Record Date.

What if during the check-in time or during the Annual Meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting website during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting login page.

How does the Board recommend that I vote?

The Board recommends that you vote:

- **FOR** the nominees to the Board set forth in this Proxy Statement.
- **FOR** the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2023.

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How many votes are required to approve each proposal?

The table below summarizes the proposals that will be voted on, the vote required to approve each item and how votes are counted:

Proposal	Votes Required	Voting Options	Impact of “Withhold” or “Abstain” Votes	Broker Discretionary Voting Allowed
Proposal No. 1: Election of Directors	The plurality of the votes cast. This means that two nominees receiving the highest number of affirmative “FOR” votes will be elected as Class I directors.	“FOR ALL” “WITHHOLD ALL” “FOR ALL EXCEPT”	None ⁽¹⁾	No ⁽³⁾
Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm	The affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively (excluding abstentions) at the Annual Meeting by the holders entitled to vote thereon.	“FOR” “AGAINST” “ABSTAIN”	None ⁽²⁾	Yes ⁽⁴⁾

- (1) Votes that are “withheld” will have the same effect as an abstention and will not count as a vote “FOR” or “AGAINST” a director, because directors are elected by plurality voting.
- (2) A vote marked as an “Abstention” is not considered a vote cast and will, therefore, not affect the outcome of this proposal.
- (3) As this proposal is not considered a discretionary matter, brokers lack authority to exercise their discretion to vote uninstructed shares on this proposal.
- (4) As this proposal is considered a discretionary matter, brokers are permitted to exercise their discretion to vote uninstructed shares on this proposal.

What if I do not specify how my shares are to be voted?

If you submit a proxy but do not indicate any voting instructions, the persons named as proxies will vote in accordance with the recommendations of the Board. The Board’s recommendations are set forth above, as well as with the description of each proposal in this Proxy Statement.

Who will count the votes?

Representatives of Broadridge Investor Communications Services (“Broadridge”) will tabulate the votes, and a representative of Broadridge will act as inspector of election.

Can I revoke or change my vote after I submit my proxy?

Yes. Whether you have voted by Internet, telephone or mail, if you are a stockholder of record, you may change your vote and revoke your proxy by:

- sending a written statement to that effect to the attention of our General Counsel and Secretary at our corporate offices, provided such statement is received no later than May 3, 2023;
- voting again by Internet or telephone at a later time before the closing of those voting facilities at 11:59 p.m., Eastern Time, on May 3, 2023;
- submitting a properly signed proxy card with a later date that is received no later than May 3, 2023; or
- attending the Annual Meeting, revoking your proxy and voting again.

If you hold shares in street name, you may submit new voting instructions by contacting your bank, broker or other nominee. You may also change your vote or revoke your proxy online at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank or other nominee) giving you the right to vote the shares.

Your most recent proxy card or telephone or Internet proxy is the one that is counted. Your attendance at the Annual Meeting by itself will not revoke your proxy unless you give written notice of revocation to the Company before your proxy is voted or you vote online at the Annual Meeting.

Who will pay for the cost of this proxy solicitation?

We will pay the cost of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees (for no additional compensation) in person or by telephone, electronic transmission and facsimile transmission. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses.

Why hold a virtual meeting?

We wish to continue using the latest technology to provide expanded access, improved communication and cost savings for our stockholders and the Company while providing stockholders the same rights and opportunities to participate as they would have at an in-person meeting. Furthermore, we believe that a virtual meeting enables increased stockholder attendance and participation because stockholders can participate from any location around the world.

Will I be able to ask questions at the Annual Meeting?

As part of the Annual Meeting, we will hold a live Q&A session, during which we intend to answer appropriate questions submitted during the meeting and that relate to the matters to be voted on. We intend to reserve up to 10 minutes before the closing of the polls to address questions submitted. Only stockholders that have accessed the Annual Meeting as a stockholder (rather than a “Guest”) by following the procedures outlined above in “How can I attend and vote at the Annual Meeting?” will be able to submit questions during the Annual Meeting. Additionally, our Annual Meeting will follow “Rules of Conduct,” which will be available on our Annual Meeting webpage for stockholders that have accessed the Annual Meeting as a stockholder (rather than a “Guest”). Under these Rules of Conduct, a stockholder may ask up to two questions, and we will not address questions that are, among other things:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to the status or conduct of our clinical trials beyond that which is contained in our prior public disclosures;
- related to material non-public information of the Company;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- substantially repetitious of statements already made by another stockholder;
- in furtherance of the stockholder’s personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair of the Annual Meeting or the Secretary in their reasonable judgment.

Additional information regarding the Q&A session will be available in the “Rules of Conduct” available on the Annual Meeting webpage for stockholders that have accessed the Annual Meeting as a stockholder (rather than a “Guest”) by following the procedures outlined above in “How can I attend and vote at the Annual Meeting?”.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Board Size and Structure

Our amended and restated certificate of incorporation, as currently in effect (“Certificate of Incorporation”) provides that the number of directors shall be established from time to time by our Board of Directors. We currently have seven directors serving on the Board.

Our Certificate of Incorporation provides that the Board be divided into three classes, designated as Class I, Class II and Class III. Each class should consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board. Each class of directors must stand for re-election no later than the third annual meeting of stockholders subsequent to their initial appointment or election to the Board, provided that the term of each director will continue until the election and qualification of his or her successor and is subject to his or her earlier death, resignation or removal. Generally, vacancies or newly created directorships on the Board will be filled only by vote of a majority of the directors then in office and will not be filled by the stockholders, unless the Board determines by resolution that any such vacancy or newly created directorship will be filled by the stockholders. A director appointed by the Board to fill a vacancy will hold office until the next election of the class for which such director was chosen, subject to the election and qualification of his or her successor and his or her earlier death, resignation or removal.

Current Directors and Terms

Our current directors and their respective classes and terms are set forth below.

Class I Director - Current Term Ending at 2023 Annual Meeting	Class II Director – Current Term Ending at 2024 Annual Meeting	Class III Director – Current Term Ending at 2025 Annual Meeting
Michael Amoroso	Stanley R. Frankel, M.D.	Melinda Brown
Geno Germano	Samuel Wadsworth, Ph.D.	Kevin J. Buehler Shari Lisa Piré

Nominees for Director

Mr. Amoroso and Mr. Germano have been nominated by the Board to stand for election. As directors assigned to Class I, Mr. Amoroso’s and Mr. Germano’s current terms of service will expire at the Annual Meeting. If elected by the stockholders at the Annual Meeting, Mr. Amoroso and Mr. Germano will each serve for a term expiring at our annual meeting of stockholders to be held in 2026 (the “2026 Annual Meeting”) and the election and qualification of their successors or until their earlier death, resignation or removal.

Each person nominated for election has agreed to serve if elected, and management has no reason to believe that either nominee will be unable to serve. If, however, prior to the Annual Meeting, the Board of Directors should learn that either nominee will be unable to serve for any reason, the proxies that otherwise would have been voted for this nominee will be voted for a substitute nominee as selected by the Board. Alternatively, the proxies, at the Board’s discretion, may be voted for that no nominees as results from the inability of either nominee to serve. The Board has no reason to believe that either of the nominees will be unable to serve.

Information About Board Nominees and Continuing Directors

The following pages contain certain biographical information as of March 23, 2023 for each nominee for director and each director whose term as a director will continue after the Annual Meeting, including all positions he or she holds, his or her principal occupation and business experience for the past five years, and the names of other publicly-held companies of which the director or nominees currently serves as a director or has served as a director during the past five years.

We believe that all of our directors and the nominees have or display: personal and professional integrity; satisfactory levels of education and/or business experience; broad-based business acumen; an appropriate level of understanding of our business and its industry and other industries relevant to our business; the ability and willingness to devote adequate time to the work of our Board of Directors and its committees, as applicable; skills and personality that complement those of our other directors that helps build a board that is effective, collegial and responsive to the needs of our Company; strategic thinking and a willingness to share ideas;

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a diversity of experiences, expertise and background; and the ability to represent the interests of all of our stockholders. The information presented below regarding the nominees and continuing directors also sets forth specific experience, qualifications, attributes and skills that led our Board of Directors to the conclusion that such individual should serve as a director in light of our business and structure.

Nominees for Election to Three-Year Terms Expiring No Later than the 2026 Annual Meeting

<u>Class III Director</u>	<u>Age</u>	<u>Served as a Director Since</u>	<u>Current Positions with Precision</u>
Michael Amoroso	45	2021	President, Chief Executive Officer and Director
Geno Germano	62	2020	Director

Michael Amoroso has been our Chief Executive Officer and a member of our Board of Directors since October 2021. Mr. Amoroso most recently served as President, Chief Executive Officer and a director of Abeona Therapeutics (“Abeona”), a publicly traded clinical-stage biopharmaceutical company developing gene and cell therapies for life-threatening rare genetic diseases, from March 2021 to October 2021, and subsequently assumed the role of Chairman of the board of directors for Abeona in October 2021. Mr. Amoroso joined Abeona in July 2020 as Chief Commercial Officer and was promoted to Chief Operating Officer, leading all functions and serving as principal executive officer from November 2020 to March 2021. From August 2018 to January 2020, Mr. Amoroso served as Senior Vice President and Head of Worldwide Commercial Operations for Cell Therapy at Kite Pharma, a biotechnology company and subsidiary of Gilead Sciences, Inc., where he led all operations and functions charged with bringing the first wide-spread CAR-T cell therapy, YESCARTA®, to world major markets while also preparing the organization for its future cell therapy pipeline. Prior to his time at Kite Pharma, Mr. Amoroso served in senior level or executive positions at Eisai Inc. from October 2017 to August 2018 and Celgene Corporation from 2011 to 2017. Mr. Amoroso has worked with companies in the small molecules, biologics, and cell and gene therapies space across large, medium, and small capitalization companies with his deepest areas of expertise in rare and oncology diseases. Mr. Amoroso earned his Executive M.B.A. in Management from the Stern School of Business, New York University, and his B.A. in Biological Sciences, summa cum laude, from Rider University. Mr. Amoroso’s qualifications to serve on our Board include his extensive experience in leading teams, either directly or indirectly, across clinical development, regulatory and medical affairs, corporate affairs, and commercial, both in the United States and globally, with direct operational experience in various pharmaceutical companies.

Geno Germano has served as a member of our Board of Directors since March 2020. Since August 2018, Mr. Germano has served as President and Chief Executive Officer and a board member of Elucida Oncology, Inc. (“Elucida”), a biotechnology company. As President and CEO of Elucida, Mr. Germano leads strategic efforts to utilize Elucida’s ultrasmall C-dot cancer targeting particle platform across diagnostic imaging, surgical and therapeutic applications. He served as President of Intrexon Corporation (“Intrexon”), a leader in engineering and industrialization of biology, from June 2016 to March 2017. Prior to joining Intrexon, from February 2014 to February 2016, Mr. Germano was Group President of the Global Innovative Pharma Business of Pfizer Inc. (“Pfizer”), where he led a growing global \$14 billion business with market-leading medicines and an extensive portfolio of late-stage development candidates in several therapeutic areas including cardiovascular, metabolic disease, neuroscience, inflammation, immunology, and rare diseases. Mr. Germano was also Co-Chair of the Portfolio Strategy and Investment Committee at Pfizer, focused on maximizing the return on research and development investment across the Pfizer portfolio from 2013 to 2016. From 2009 through 2013, Mr. Germano served as President and General Manager of Pfizer’s Specialty Care and Oncology business units where he led commercial, medical, and post proof-of-concept pipeline strategy and development across global markets. Mr. Germano serves on the board of directors of Sage Therapeutics, Inc. Mr. Germano previously served on the boards of Bioerativ, Inc and The Medicines Company. From 2008 to 2018, Mr. Germano was a Trustee of the Albany College of Pharmacy & Health Sciences. Mr. Germano received his Bachelor of Science in Pharmacy from Albany College of Pharmacy. We believe that Mr. Germano’s experience in the pharmaceutical industry, including both executive and board roles, qualifies him to serve on our Board of Directors.

Class II Directors Whose Terms Expire at the 2024 Annual Meeting of Stockholders

Class II Directors	Age	Director Since	Current Position at Precision
Stanley R. Frankel, M.D.	64	2021	Director
Samuel Wadsworth, Ph.D.	74	2021	Director

Stanley R. Frankel, M.D., has served on our Board of Directors since April 2021. Dr. Frankel is a hematologist-oncologist with extensive academic and industry experience in the research, clinical development, and commercialization of immuno-oncology and cellular therapies. He has led clinical development programs for multiple FDA-approved drugs to treat hematologic malignancies including acute lymphoblastic leukemia, multiple myeloma, and lymphoma. He currently serves as an independent advisor and consultant to biotechnology and pharmaceutical companies. From April 2021 through October 2022, Dr. Frankel served as the Chief Medical Officer of Cytovia Therapeutics, Inc. providing clinical research and development leadership and strategic guidance for a portfolio of multi-specific natural killer (“NK”) cell engager antibodies and induced pluripotent stem cell derived NK cell therapeutic candidates. From November 2019 to October 2020, Dr. Frankel was Senior Vice President, Global Drug Development, Cellular Therapy at Bristol-Myers Squibb Co. and, from April 2015 to November 2019 was Corporate Vice President, Head of Immuno-Oncology and Cellular Therapy, Clinical Research and Development at Celgene Corp. Dr. Frankel serves on the Board of Myeloid Therapeutics. Dr. Frankel has been an Adjunct Associate Professor of Medicine at Columbia University’s Division of Hematology/Oncology since 2009 and Dr. Frankel received a B.A. in Applied Sciences, Biomechanics from Harvard College and an M.D. from Northwestern University. We believe that Dr. Frankel’s background and more than 20 years of experience in clinical development and hematologic malignancies qualifies him to serve on our Board of Directors.

Samuel Wadsworth, Ph.D., has served on our Board of Directors since November 2021. Dr. Wadsworth has authored over 80 peer-reviewed papers including some of the earliest published work on adeno-associated viral (“AAV”) vectors for gene therapies and owns over a dozen patents related to AAV vectors for gene therapies. Since Dr. Wadsworth has served as Senior Scientific Advisor of Ultragenyx Pharmaceuticals Inc. (“Ultragenyx”), a biopharmaceutical company, since April 2022, and from November 2017 through April 2022 served as Ultragenyx’s Chief Scientific Officer with responsibility for discovery and research and development of gene therapy programs, following Ultragenyx’s acquisition of Dimension Therapeutics, Inc., where Dr. Wadsworth served as Chief Scientific Officer from 2013 until November 2017. From 2010 to 2013, Dr. Wadsworth served as the Director of Molecular Biology at Genzyme Corporation and, subsequent to the acquisition by Sanofi S.A. in 2011, the Global Head of Gene Therapy overseeing discovery and translational research on multiple rare disease and gene therapy programs. Dr. Wadsworth’s academic credentials include a Ph.D. from the University of Chicago and a B.A. from Southern Illinois University. We believe that Dr. Wadsworth’s nearly 30 years of experience in the biotechnology industry qualifies him to serve on our Board of Directors.

Class III Directors Whose Terms Expire at the 2025 Annual Meeting of Stockholders

Class III Directors	Age	Director Since	Current Position at Precision
Melinda Brown	66	2022	Director
Kevin J. Buehler	65	2019	Chair of the Board
Shari Lisa Piré	58	2021	Director

Melinda Brown has served on our Board of Directors since May 2022. Ms. Brown is a financial expert with proven experience leading accounting, finance and enterprise risk management teams in large, public companies. Ms. Brown served as Senior Vice President and Controller of Tapestry, Inc. (“Tapestry”), a multinational luxury fashion holding company, from September 2012 until her retirement in March 2019. In this capacity, she led, redefined and enhanced the global control function, as well as participated as a key member in the leadership team supporting Tapestry’s significant growth initiatives, including the acquisition and integration of Kate Spade and Stuart Weitzman brands and their multi-functional SAP implementation. Prior to Tapestry, Ms. Brown spent 30 years with PepsiCo, Inc. (“PepsiCo”), a multinational food, snack and beverage company, with her most recent role as Senior Vice President, Global Financial Shared Services and Productivity where she led North American shared services centers, developed PepsiCo’s global finance outsourcing strategy and coordinated global efforts by the Company to deliver multi-year productivity commitments. Ms. Brown was previously Chair of The University of Connecticut Foundation, Incorporated Board of Directors, Audit Committee Chair and member of their Executive and Finance Committees.

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Ms. Brown has also served as the Chief Financial Officer of The Draft Network, a sports-focused media company, since September 2021. Ms. Brown began her career at Coopers Lybrand followed by the Financial Accounting Standards Board. She received a Bachelor of Science in accounting and a Master of Business Administration from the University of Connecticut. She is a Certified Public Accountant and member of the American Institute of CPAs and Connecticut Society of CPAs. We believe that Ms. Brown's extensive expertise in accounting, finance and enterprise risk management and leadership roles at public companies qualifies her to serve on our Board of Directors.

Kevin J. Buehler has served on our Board of Directors since November 2019 and, in November 2020, was appointed Chair of the Board, after serving as the Interim Chair of the Board since March 2020. Mr. Buehler has over 30 years of experience in the healthcare industry, having most recently served from April 2011 to May 2014 as the Division Head of Alcon Laboratories, Inc., a division of Novartis AG, a multinational pharmaceutical company. Prior to that, from April 2009 to April 2011, he served as the Chief Executive Officer and President of Alcon Inc., after having served from 2007 to 2009 as Alcon Inc.'s Senior Vice President, Global Markets and Chief Marketing Officer and, from 2005 to 2007, as its Senior Vice President of the U.S. market and the Chief Marketing Officer. Mr. Buehler began his career with Alcon, Inc. in August 1984. Mr. Buehler holds a B.A. degree from Carroll University in Waukesha, WI, with concentrations in Business Administration and Political Science, and is a graduate of the Harvard Executive Program for Management Development. Mr. Buehler also currently serves on the Read Fort Worth non-profit board of directors. We believe that Mr. Buehler's more than 30 years of experience in the healthcare industry, including both executive and board roles, qualifies him to serve on our Board of Directors.

Shari Lisa Piré has served on our Board of Directors since November 2021. Ms. Piré has more than 20 years of experience as a trusted advisor to public and private companies and their owners. Since May 2021, Ms. Piré has served as the Chief Legal & Sustainability Officer at Plume Design, Inc., offering an open and hardware-independent Software as-a-Service delivery platform for smart homes, small businesses and beyond, using Wi-Fi, AI and machine learning to create the future of commercial spaces and human experience. From April 2015 to April 2021, Ms. Piré served as Chief Legal Officer for Cognate BioServices, Inc. ("Cognate"), a biotechnology contract development and manufacturing organization ("CDMO"). An instrumental member of the senior leadership team for Cognate, Ms. Piré effectively led and negotiated all transactions across each stage of the business's evolution from small startup to its eventual sale to Charles River Laboratories. From January 2020 to April 2021, Ms. Piré served as a board member of Cobra Biologics Ltd., a gene therapy-focused CDMO that Cognate acquired under her leadership. Ms. Piré holds a B.A. in French Literature from the University of California at Irvine and a Juris Doctor, magna cum laude, from New York Law School. Ms. Piré served as Editor of the New York Law School Law Review and is admitted to the New York and D.C. Bars. Ms. Piré also currently serves on two non-profit boards of directors focused on children's underserved medical needs and pediatric healthcare, respectively. We believe that Ms. Piré's more than 20 years of experience providing legal advice to companies, including in the life sciences industry, qualifies her to serve on our Board of Directors.

Board Recommendation

The Board of Directors unanimously recommends a vote **FOR** the election of each of Michael Amoroso and Geno Germano as a Class I director to hold office until the 2026 Annual Meeting and until his respective successor has been duly elected and qualified.

**PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

Appointment of Independent Registered Public Accounting Firm

The audit committee appoints our independent registered public accounting firm. In this regard, the audit committee evaluates the qualifications, performance and independence of our independent registered public accounting firm and determines whether to re-engage our current firm. As part of its evaluation, the audit committee considers, among other factors, the quality and efficiency of the services provided by the firm, including the performance, technical expertise, industry knowledge and experience of the lead audit partner and the audit team assigned to our account; the overall strength and reputation of the firm; the firm's global capabilities relative to our business; and the firm's knowledge of our operations. Deloitte & Touche LLP has served as our independent registered public accounting firm since 2017. Neither the accounting firm nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as our auditors and providing audit and permissible non-audit related services. Upon consideration of these and other factors, the audit committee has appointed Deloitte & Touche LLP to serve as our independent registered public accounting firm for the year ending December 31, 2023.

Although ratification is not required by our amended and restated by-laws ("Bylaws") or otherwise, the Board is submitting the selection of Deloitte & Touche LLP to our stockholders for ratification because we value our stockholders' views on the Company's independent registered public accounting firm and it is a good corporate governance practice. If our stockholders do not ratify the selection, it will be considered as notice to the Board and the audit committee to consider the selection of a different firm. Even if the selection is ratified, the audit committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

Representatives of Deloitte & Touche LLP are expected to attend the Annual Meeting and to have an opportunity to make a statement and be available to respond to appropriate questions from stockholders.

Audit, Audit-Related, Tax and All Other Fees

The following table sets forth the fees of Deloitte & Touche LLP, our independent registered public accounting firm, billed to Precision in each of the last two fiscal years (in thousands).

	<u>Year Ended December 31,</u>	
	<u>2022</u>	<u>2021</u>
Audit Fees	\$1,003	\$888
Audit-Related Fees	—	—
Tax Fees	32	28
All Other Fees	<u>6</u>	<u>6</u>
Total	\$1,041	\$922

Audit Fees

Audit fees consisted of the following:

- Fees for the audit of our consolidated financial statements, the review of the unaudited interim financial statements included in our quarterly reports on Form 10-Q and services associated with SEC registration statements.
- Fees for assurance and related services that are reasonably related to the performance of the audit or review of the registrant's financial statements, including for assurance reporting on our historical financial information included in our shelf registration statement.

Tax Fees

Tax fees consisted of fees for tax compliance, tax advice, and tax planning services.

All Other Fees

All other fees consisted of subscription fees for accounting research software.

Pre-Approval Policies and Procedures

The formal written charter for our audit committee requires that the audit committee pre-approve all audit services to be provided to us, whether provided by our principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to us by our independent registered public accounting firm, other than *de minimis* non-audit services approved in accordance with applicable SEC rules.

The audit committee has adopted a policy (the “Pre-Approval Policy”) that sets forth the procedures and conditions pursuant to which audit and non-audit services proposed to be performed by our independent registered public accounting firm may be pre-approved. The Pre-Approval Policy generally provides that the audit committee will not engage an independent registered public accounting firm to render any audit, audit-related, tax or permissible non-audit service unless the service is either (i) explicitly approved by the audit committee (“specific pre-approval”) or (ii) entered into pursuant to the pre-approval policies and procedures described in the Pre-Approval Policy (“general pre-approval”). Unless a type of service to be provided by our independent registered public accounting firm has received general pre-approval under the Pre-Approval Policy, it requires specific pre-approval by the audit committee or by a designated member of the audit committee to whom the committee has delegated the authority to grant pre-approvals. Any member of the audit committee to whom the committee delegates authority to make pre-approval decisions must report any such pre-approval decisions to the audit committee at its next scheduled meeting. If circumstances arise where it becomes necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval categories or above the pre-approved amounts, the audit committee requires pre-approval for such additional services or such additional amounts. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval. For both types of pre-approval, the audit committee will consider whether such services are consistent with the rules of the Securities and Exchange Commission (“SEC”) on auditor independence.

On an annual basis, the audit committee reviews and generally pre-approves the services (and related fee levels or budgeted amounts) that may be provided by our independent registered accounting firm without first obtaining specific pre-approval from the audit committee. The audit committee may revise the list of general pre-approved services from time to time, based on subsequent determinations.

The above-described services provided to us by Deloitte & Touche LLP were provided in accordance with our pre-approval policies and procedures.

Board Recommendation

The Board of Directors unanimously recommends a vote **FOR** the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

Audit Committee Report

The audit committee operates pursuant to a charter which is reviewed annually by the audit committee. Additionally, a brief description of the primary responsibilities of the audit committee is included in this Proxy Statement under the discussion of “Corporate Governance— Audit Committee.” Management is responsible for the preparation, presentation and integrity of the Company’s financial statements, the appropriateness of accounting principles and financial reporting policies and for establishing and maintaining our internal control over financial reporting. The independent registered public accounting firm is responsible for auditing our financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States.

In the performance of its oversight function, the audit committee reviewed and discussed with management and Deloitte & Touche LLP, as the Company’s independent registered public accounting firm, the Company’s audited financial statements for the fiscal year ended December 31, 2022. The audit committee also discussed with the Company’s independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”) and the SEC. In addition, the audit committee received and reviewed the written disclosures and the letters from the Company’s independent

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registered public accounting firm required by applicable requirements of the PCAOB, regarding such independent registered public accounting firm's communications with the audit committee concerning independence, and discussed with the Company's independent registered public accounting firm their independence from the Company.

Based upon the review and discussions described in the preceding paragraph, the audit committee recommended to the Board that the Company's audited financial statements be included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the SEC.

Submitted by the Audit Committee of the Company's Board of Directors:

Melinda Brown (Chair)

Kevin J. Buehler

Geno Germano

Shari Lisa Piré (former member of the Audit Committee)

EXECUTIVE OFFICERS

The table below identifies and sets forth certain biographical and other information regarding our executive officers as of March 23, 2023. There are no family relationships among any of our executive officers or directors.

Executive Officer	Age	Position	In Current Position Since
Michael Amoroso	45	President, Chief Executive Officer and Director	2021
Alex Kelly	56	Chief Financial Officer	2021
Alan List, M.D.	68	Chief Medical Officer	2021
Dario Scimeca	48	General Counsel and Secretary	2019
Jeff Smith, Ph.D.	50	Chief Research Officer	2022

See page 7 of this Proxy Statement for the biography of Michael Amoroso.

Alex Kelly has served as our Chief Financial Officer since May 2021. He was previously the interim Chief Financial Officer from January 2021 to May 2021 and the Chief Corporate Affairs Officer from October 2020 to January 2021. Mr. Kelly joined Precision from Allergan plc (“Allergan”), a pharmaceutical company, where, from April 2015 to May 2020, he served as Executive Vice President, Corporate Affairs and Chief Communications Officer of Allergan and President of The Allergan Foundation. In these roles, Mr. Kelly developed internal and external messaging that shaped the company culture and supported several successful company transformations including the recent merger with AbbVie, Inc. Previously, Mr. Kelly served as Senior Vice President, Chief Integration Officer for Actavis plc (now Allergan) where he led back-to-back integration efforts for both the acquisition of Forest Laboratories, LLC (“Forest Labs”) and Allergan. Prior to this role, he was Senior Vice President, Chief Communications Officer, Public Affairs and Investor Relations at Forest Labs where he built a consolidated corporate communications and investor relations team and led integration efforts. Mr. Kelly has held additional roles at Bausch + Lomb, Merck, Schering-Plough, Novartis, Pharmacia, and Pharmacia & Upjohn. Previously, Mr. Kelly was the Chair of the HealthCare Institute of New Jersey and the Vice Chair of the California Life Sciences Association. He earned his Bachelor of Science in Pharmacy from Purdue University.

Alan List, M.D. has served as our Chief Medical Officer since April 2021 and, prior to that, had been a strategic clinical advisor to the Company and our Board since April 2020, providing advice regarding our clinical stage and pre-clinical allogeneic CAR T programs. Prior to joining us, Dr. List served in various roles at the Moffitt Cancer Center, including as President and Chief Executive Officer from 2012 to December 2019, Executive VP, Physician in Chief from 2008 to 2012 and Chief of the Malignant Hematology Division from 2003 to 2008. Prior to joining the Moffitt Cancer Center, Dr. List held academic and clinical appointments at the University of Arizona. Dr. List is internationally recognized for his many contributions in the development of effective treatment strategies for myelodysplastic syndrome (“MDS”) and acute myeloid leukemia. His pioneering work led to the development of Revlimid (lenalidomide) a transformational treatment for patients with MDS and multiple myeloma.

Dr. List is the author of more than 425 peer-reviewed articles and books. He currently serves on the Board of Directors of Morphogenesis, Inc and previously served as the President for the Society of Hematologic Oncology as well as a member of the MDS Foundation Board of Directors. Dr. List is also an active member of the American Society of Clinical Oncology, the American Society of Hematology and the American Association for Cancer Research. He is a Charter Fellow in the National Academy of Inventors, an inductee in the Florida Inventors Hall of Fame. Dr. List received B.S. and M.S. degrees from Bucknell University and earned his M.D. from the University of Pennsylvania. He is board certified in internal medicine, hematology, and medical oncology.

Dario Scimeca has served as our General Counsel since June 2019. Prior to joining us, Mr. Scimeca served in various roles for Genentech, a biotechnology company, U.S. affiliate of Roche, from January 2013 to June 2019, including most recently as Assistant General Counsel, where he counseled on legal issues associated with the development and commercialization of multiple oncology and rare disease products. Prior to that, he was corporate counsel at Elan Pharmaceuticals where he, among other things, oversaw FDA and EMA regulatory compliance matters. He has previously worked in both corporate transactional law and patent litigation at

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three national law firms. Mr. Scimeca received a B.S. from Santa Clara University, his J.D. from the University of California, Berkeley, School of Law, and clerked for Judge James L. Dennis on the United States Fifth Circuit Court of Appeals in New Orleans, Louisiana.

Jeff Smith, Ph.D., a co-founder of Precision, has been our Chief Research Officer since September 2022. Dr. Smith served as our Chief Scientific Officer from our inception in 2006 and remained in that position until 2019 when he transitioned to serve as our Chief Technology Officer until September 2022. Dr. Smith attended Franklin and Marshall College where he obtained an undergraduate degree in Chemistry and Biology. Dr. Smith is one of the true pioneers in genome editing and has made some of the key observations that led to the first successful engineered editing nucleases. He received his graduate degree in Biochemistry, Cellular, and Molecular Biology from Johns Hopkins University while developing and characterizing custom nucleases for genome engineering. Continuing his work in protein engineering at Duke University, Dr. Smith helped create the foundation for Precision's ARCUS genome editing technology. He is an inventor on more than 75 foundational, issued patents involving the production and use of genome editing tools.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our Board of Directors has adopted Corporate Governance Guidelines. A copy of these Corporate Governance Guidelines can be found in the “Corporate Governance” section of the “Investors” page of our website located at www.precisionbiosciences.com, or by writing to our General Counsel and Secretary at our offices at 302 East Pettigrew Street, Suite A-100, Durham, North Carolina, 27701. Among the topics addressed in our Corporate Governance Guidelines are:

- Board size, independence and qualifications
- Executive sessions of independent directors
- Board leadership structure
- Selection of new directors
- Director orientation and continuing education
- Limits on board service
- Change of principal occupation
- Term limits
- Director responsibilities
- Director compensation
- Stock ownership
- Board access to senior management
- Board access to advisors
- Board self-evaluations
- Board meetings
- Meeting attendance by directors and non-directors
- Meeting materials
- Board committees, responsibilities and independence
- Succession planning
- Risk management

Board Leadership Structure

Our Corporate Governance Guidelines provide our Board of Directors with flexibility to combine or separate the positions of Chairperson of the Board and Chief Executive Officer in accordance with its determination that utilizing one or the other structure would be in the best interests of the Company and its stockholders. If the Chairperson of the Board is a member of management or does not otherwise qualify as independent, our Corporate Governance Guidelines provide for the appointment by the independent directors of a lead independent director (the “Lead Director”). The Lead Director’s responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chairperson of the Board is not present, including any executive sessions of the independent directors; approving Board meeting schedules and agendas; and acting as the liaison between the independent directors and the Chief Executive Officer and Chairperson of the Board. Our Corporate Governance Guidelines provide that, at such times as the Chairperson of the Board qualifies as independent, the Chairperson of the Board may serve as Lead Director.

The positions of our Chair of the Board and our Chief Executive Officer and President are currently served by two separate persons. Mr. Buehler serves as Chair of the Board, and Mr. Amoroso serves as our Chief Executive Officer and President. In his capacity as the independent Chair of the Board, Mr. Buehler performs the functions of the Lead Director.

The Board believes that our current leadership structure of Chief Executive Officer and Chair of the Board being held by two separate individuals is in the best interests of the Company and its stockholders and strikes the appropriate balance between the Chief Executive Officer and President’s responsibility for the strategic direction, day-to day-leadership and performance of our Company and the Chair of the Board’s responsibility to guide overall strategic direction of our Company and provide oversight of our corporate governance and guidance to our Chief Executive Officer and President and to set the agenda for and preside over Board meetings. We recognize that different leadership structures may be appropriate for companies in different situations and believe that no one structure is suitable for all companies. Accordingly, the Board will continue to periodically review our leadership structure and make such changes in the future as it deems appropriate and in the best interests of the Company and its stockholders.

Director Independence

Under our Corporate Governance Guidelines and the applicable Nasdaq Stock Market LLC (“Nasdaq”) rules (the “Nasdaq rules”), a director is not independent unless the Board affirmatively determines that he or she does not have a relationship with us that could compromise his or her ability to exercise independent judgement in carrying out his or her responsibilities as a director. In addition, the director must not be precluded from qualifying as independent under the per se bars set forth by the Nasdaq rules.

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Our Board has undertaken a review of its composition, the composition of its committees and the independence of our directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our Board of Directors has determined that none of Melinda Brown, Kevin J. Buehler, Stanley R. Frankel, M.D., Geno Germano, Shari Lisa Piré, and Samuel Wadsworth, Ph.D., representing six of our seven directors, has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors qualifies as “independent” as that term is defined under the Nasdaq rules. Our Board of Directors determined that each of Raymond Schinazi, Ph.D., D.Sc. and Shalini Sharp qualified as an “independent director” under the Nasdaq rules during the period served on our Board in 2022 until their departures on November 5, 2022 and May 10, 2022, respectively.

In making this determination, our Board of Directors considered the relationships that each non-employee director has with us and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the director’s beneficial ownership of our common stock and the relationships of our non-employee directors with certain of our significant stockholders.

Board Committees

Our Board of Directors has four standing committees: an audit committee, a compensation committee, a nominating and corporate governance committee and a science and technology committee, each of which has the composition and the responsibilities described below. In addition, from time to time, special committees may be established under the direction of our Board when necessary to address specific issues. Each of the audit committee, the compensation committee, the nominating and corporate governance committee and the science and technology committee operates under a written charter.

<u>Director</u>	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Nominating and Corporate Governance Committee</u>	<u>Science and Technology Committee</u>
Melinda Brown	Chair	—	—	—
Kevin J. Buehler	X	—	X	—
Stanley R. Frankel, M.D.	—	—	—	Chair
Geno Germano	X	Chair	—	X
Shari Lisa Piré	—	X	Chair	—
Samuel Wadsworth, Ph.D.	—	—	—	X

Audit Committee

Our audit committee is responsible for, among other things:

- appointing, approving the compensation of, and assessing the independence of, our registered public accounting firm;
- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures, including our earnings press releases;
- considering whether to recommend to the Board that the Company’s audited financial statements be included in the Company’s Annual Report on Form 10-K;
- coordinating our Board of Directors’ oversight of our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;
- discussing our risk management policies with respect to risk assessment and risk management, financial, cybersecurity and information security risks;
- assisting the Board in its oversight of risk management in areas affecting or related to financial, cybersecurity and information security risks;
- overseeing our policies and strategies with respect to environmental, sustainability and social matters that may have a material impact on our financial statements or finance-related initiatives;

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- meeting independently with our internal auditing staff, if any, independent registered public accounting firm and management;
- reviewing and approving or ratifying any related person transactions;
- pre-approving all audit and non-audit services provided to us by our independent auditor (other than those provided pursuant to appropriate preapproval policies established by the committee or exempt from such requirement under SEC rules);
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters; and
- preparing the audit committee report required by SEC rules.

Our audit committee currently consists of Melinda Brown, Kevin J. Buehler and Geno Germano, with Ms. Brown serving as chair. All members of our audit committee meet the requirements for financial literacy under the applicable Nasdaq rules and regulations. Our Board of Directors has affirmatively determined that each member of our audit committee qualifies as “independent” under Nasdaq’s additional standards applicable to audit committee members and Rule 10A-3 of the Exchange Act of 1934, as amended (the “Exchange Act”) applicable to audit committee members. In addition, our Board of Directors has determined that each of Ms. Brown, Mr. Buehler and Mr. Germano qualify as an “audit committee financial expert,” as such term is defined in Item 407(d)(5) of Regulation S-K. During her service on our audit committee in 2022, Shalini Sharp qualified as “independent” under Nasdaq rules applicable to audit committee members and under Rule 10A-3 of the Exchange Act.

Compensation Committee

Our compensation committee is responsible for, among other things:

- reviewing and approving, or recommending for approval by the Board of Directors, the compensation of our Chief Executive Officer and our other officers;
- reviewing and approving, or making recommendations to the Board regarding, incentive compensation and equity-based plans and arrangements;
- overseeing and administering our cash and equity-based plans;
- reviewing and making recommendations to our Board of Directors with respect to director compensation;
- reviewing and discussing annually with management our “Compensation Discussion and Analysis,” to the extent required;
- preparing the annual compensation committee report required by SEC rules, to the extent required;
- reviewing our compensation policies and practices and assessing whether such policies and practices are reasonably likely to have a material adverse effect on us by encouraging excessive risk-taking; and
- assisting the Board in its oversight of risk management in areas affecting or related to our executive compensation plans and arrangements.

Our compensation committee currently consists of Geno Germano and Shari Lisa Piré, with Mr. Germano serving as chair. Our Board of Directors has determined that each member of our compensation committee qualifies as “independent” under Nasdaq’s additional standards applicable to compensation committee members and is a “non-employee director” as defined in Section 16b-3 of the Exchange Act. During her service on our compensation committee in 2022, Shalini Sharp qualified as “independent” under Nasdaq rules applicable to compensation committee members and as a “non-employee director” as defined in Section 16b-3 of the Exchange Act.

The compensation committee generally considers the Chief Executive Officer’s recommendations when making decisions regarding the compensation of non-employee directors and executive officers (other than the Chief Executive Officer). Pursuant to the compensation committee’s charter, the compensation committee has the authority to retain or obtain the advice of compensation consultants, legal counsel and other advisors to assist in

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carrying out its responsibilities. Before selecting any such consultant, counsel or advisor, the compensation committee reviews and considers the independence of such consultant, counsel or advisor in accordance with applicable Nasdaq rules. We must provide appropriate funding for payment of reasonable compensation to any advisor retained by the compensation committee.

Compensation Consultants

The compensation committee has the authority under its charter to retain outside consultants or advisors, as it deems necessary or advisable. In accordance with this authority, the compensation committee has engaged the services of Aon as its independent outside compensation consultants.

As requested by the compensation committee, in 2022, Aon’s services to the compensation committee included assisting in developing our peer group composition, analyzing benchmarking data with respect to our executives’ overall individual compensation and providing information regarding current trends and developments in executive compensation, equity-based awards, severance agreements and employee stock purchase programs based on our peer group.

All executive compensation services provided by Aon during 2022 were conducted under the direction or authority of the compensation committee, and all work performed by Aon was pre-approved by the compensation committee. Neither Aon nor any of its affiliates maintains any other direct or indirect business relationships with us or any of our subsidiaries. The compensation committee evaluated whether any work provided by Aon raised any conflict of interest for services performed during 2022 and determined that it did not.

Additionally, during 2022, a subsidiary of Aon served as broker for our directors and officers insurance policy. The aggregate fees incurred with Aon in 2022 for determining or recommending the amount or form of executive and director compensation were \$106,907, and the aggregate fees paid to the Aon subsidiary in 2022 in connection with serving as broker for our directors and officers insurance policy were \$250,000. The engagement of the Aon subsidiary to serve as broker for our directors and officers insurance policy was recommended by management and approved by the Board.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee is responsible for, among other things:

- identifying individuals qualified to become members of our Board consistent with the criteria approved by the Board;
- recommending to our Board the persons to be nominated for election as directors and to each committee of the Board;
- developing and recommending to our Board of Directors corporate governance guidelines, and reviewing and recommending to our Board of Directors proposed changes to our corporate governance guidelines from time to time;
- overseeing periodic assessments of our Board of Directors and its committees; and
- assisting the Board in its oversight of risk management in areas affecting or related to Board organization, membership and structure, and corporate governance.

Our nominating and corporate governance committee currently consists of Kevin J. Buehler and Shari Lisa Piré, with Ms. Piré serving as chair. Our Board has determined that each member of our nominating and corporate governance committee qualifies as “independent” under applicable Nasdaq rules applicable to nominating and corporate governance committee members. During his service on our nominating and corporate governance committee in 2022, Raymond Schinazi, Ph.D., D.Sc. qualified as “independent” under applicable Nasdaq rules.

Science and Technology Committee

Our science and technology committee is responsible for, among other things:

- reviewing and advising the Board regarding our overall strategic direction and investment in research and development (“R&D”) and technological and scientific initiatives;
- identifying and solving for significant and emerging trends, challenges and problems applicable to the Company’s science and technology;

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- evaluating and providing input to the Board and management regarding our R&D programs and scientific initiatives;
- assisting the Board in its oversight of our risk management in areas affecting or related to our R&D, technology and intellectual property;
- reviewing and advising the Board and management on the overall intellectual property strategy of the Company;
- providing governance oversight, including high level assessment of sufficiency and capability of resources and alignment on program metrics, key performance indicators and timing to assess progress against established program objectives;
- reviewing new technology in which the Company is, or is considering, investing;
- reviewing the efficacy and safety profile of new products before they are launched; and
- assisting the Board and management in scientific and R&D aspects and relevant business implications of the Company's acquisitions, transactions and other business development activities.

Our science and technology committee currently consists of Stanley R. Frankel, M.D., Geno Germano and Samuel Wadsworth, Ph.D., with Dr. Frankel serving as chair.

Board and Board Committee Meetings and Attendance

During the fiscal year ended December 31, 2022, our Board of Directors met six times, the audit committee met four times, the compensation committee met four times, the nominating and corporate governance committee met four times and the science and technology committee met four times. During the fiscal year ended December 31, 2022, each incumbent director attended at least 80% of the aggregate of (i) all meetings of the Board of Directors and (ii) all meetings of the committees on which the director served, during the period in which he or she served as a director.

Executive Sessions

Executive sessions, which are meetings of the non-management members of the Board, are regularly scheduled throughout the year. In addition, at least twice a year, the independent directors meet in a private session that excludes management and any non-independent directors. Each executive session of the independent directors are presided over by the Chair of the Board, if the Chair of the Board qualifies as independent, or by the lead director, if the Chair of the Board does not qualify as independent.

Director Attendance at Annual Meeting of Stockholders

We do not have a formal policy regarding the attendance of our Board members at our annual meetings of stockholders, but we expect all directors to make every effort to attend any meeting of stockholders. Seven out of the eight directors then serving attended our annual meeting of stockholders held in 2022.

Director Nominations Process

The nominating and corporate governance committee is responsible for recommending candidates to serve on the Board and its committees. In considering whether to recommend any particular candidate to serve on the Board or its committees or for inclusion in the Board's slate of recommended director nominees for election at the annual meeting of stockholders, the nominating and corporate governance committee considers the criteria set forth in our Corporate Governance Guidelines. Specifically, the nominating and corporate governance committee may take into account many factors, including: personal and professional integrity, ethics and values; experience in corporate management, such as serving as an officer or former officer of a publicly held company; strong finance experience; relevant social policy concerns; experience relevant to the Company's industry; experience as a board member or executive officer of another publicly held company; relevant academic expertise or other proficiency in an area of the Company's operations; diversity of expertise and experience in substantive matters pertaining to the Company's business relative to other board members; diversity of background and perspective, including, but not limited to, with respect to age, gender, race, place of residence and specialized experience, gender identification or identification as an underrepresented minority or as LGBTQ+; practical and mature

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business judgment, including, but not limited to, the ability to make independent analytical inquiries; and any other relevant qualifications, attributes or skills. In determining whether to recommend a director for re-election, the nominating and corporate governance committee may also consider potential conflicts of interest with the candidates, other personal and professional pursuits, the director's past attendance at meetings and participation in and contributions to the activities of the Board.

We consider diversity, such as gender, race, ethnicity and membership of an underrepresented communities, among those meaningful factors in identifying and considering director nominees, but do not have a formal diversity policy. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience and background in these various areas.

In identifying prospective director candidates, the nominating and corporate governance committee may seek referrals from other members of the Board, management, stockholders and other sources, including third party recommendations. The nominating and corporate governance committee uses the same criteria for evaluating candidates regardless of the source of the referral or recommendation. When considering director candidates, the nominating and corporate governance committee seeks individuals with backgrounds and qualities that, when combined with those of our incumbent directors, provide a blend of skills and experience to further enhance the Board's effectiveness. In connection with its annual recommendation of a slate of nominees, the nominating and corporate governance committee also may assess the contributions of those directors recommended for re-election in the context of the Board evaluation process and other perceived needs of the Board.

Mr. Amoroso and Mr. Germano, the director nominees to be elected at the Annual Meeting, were each initially recommended for reelection to our Board by other members of the Board serving at the time and by members of management.

In determining to nominate each director nominee at this Annual Meeting, the nominating and corporate governance committee and Board evaluated each nominee in accordance with our standard review process for director candidates in connection with a director's initial appointment and his or her nomination for election or re-election, as applicable, at the Annual Meeting.

When considering whether the directors and nominees have the experience, qualifications, attributes and skills, taken as a whole, to enable the Board to satisfy its oversight responsibilities effectively in light of our business and structure, the Board focused primarily on the information discussed in each of the board member's biographical information set forth above. We believe that our directors provide an appropriate mix of experience and skills relevant to the size and nature of our business. This process resulted in the Board's nomination of the incumbent directors named in this Proxy Statement and proposed for election by you at the Annual Meeting.

The nominating and corporate governance committee will consider director candidates recommended by stockholders, and such candidates will be considered and evaluated under the same criteria described above. Any recommendation submitted to the Company should be in writing and should include any supporting material the stockholder considers appropriate in support of that recommendation, but must include information that would be required under the rules of the SEC to be included in a proxy statement soliciting proxies for the election of such candidate and a written consent of the candidate to serve as one of our directors if elected and must otherwise comply with the requirements under our Bylaws for stockholders to recommend director nominees. Stockholders wishing to propose a candidate for consideration may do so by submitting the above information to the attention of the General Counsel and Secretary, Precision BioSciences, Inc., 302 East Pettigrew Street, Suite A-100, Durham, North Carolina 27701. All recommendations for director nominations received by the General Counsel and Secretary that satisfy our by-law requirements relating to such director nominations will be presented to the nominating and corporate governance committee for its consideration. Stockholders also must satisfy the notification, timeliness, consent and information requirements set forth in our Bylaws. These timing requirements are also described under the caption "Stockholder Proposals and Director Nominations."

Board Diversity

Our Board of Directors believes that a diverse board is better able to effectively oversee our management and strategy, and position us to deliver long-term value for our stockholders. Our Board of Directors considers diversity, including gender and ethnic diversity, as adding to the overall mix of perspectives of our Board of Directors as a whole. With the assistance of the nominating and corporate governance committee, our Board of Directors regularly reviews trends in board composition, including on director diversity.

Board Diversity Matrix (As of March 23, 2023)		
	Female	Male
Total Number of Directors	7	
Part I: Gender Identity		
Directors	2	5
Part II: Demographic Background		
White	2	5

Board Role in Risk Oversight

The Board of Directors has overall responsibility for risk oversight, including, as part of regular Board and committee meetings, general oversight of executives’ management of risks relevant to the Company. A fundamental part of risk oversight is not only understanding the material risks a company faces and the steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the Company. The involvement of the Board of Directors in reviewing our business strategy is an integral aspect of the Board’s assessment of management’s tolerance for risk and its determination of what constitutes an appropriate level of risk for the Company. While the full Board has overall responsibility for risk oversight, it is supported in this function by its audit committee, compensation committee and nominating and corporate governance committee. Each of the committees regularly reports to the Board.

The audit committee assists the Board in fulfilling its risk oversight responsibilities by periodically reviewing our accounting, reporting and financial practices, including the integrity of our financial statements, the surveillance of administrative and financial controls, and our compliance with legal and regulatory requirements and discussing the Company’s policies with respect to risk assessment and risk management, financial, cybersecurity and information security risks. Through its regular meetings with management, including the finance, legal, tax and information technology functions, the audit committee reviews and discusses financial, cybersecurity and information security risks. The compensation committee assists the Board by overseeing and evaluating risks related to the Company’s compensation structure and compensation programs, including the formulation, administration and regulatory compliance with respect to compensation matters, and coordinating, along with the Board’s Chair, succession planning discussions. The nominating and corporate governance committee assists the Board by overseeing and evaluating programs and risks associated with Board organization, membership and structure, and corporate governance. In addition, our Board receives periodic detailed operating performance reviews from management. Our science and technology committee supports the Board in its oversight of our risk management involving areas affecting or related to our R&D, technology and intellectual property.

Committee Charters and Corporate Governance Guidelines

Our Corporate Governance Guidelines, charters of the audit committee, compensation committee and nominating and corporate governance committee and other corporate governance information are available under the Corporate Governance section of the Investors page of our website located at www.precisionbiosciences.com, or by writing to our General Counsel and Secretary at our offices at 302 East Pettigrew Street, Suite A-100, Durham, North Carolina 27701.

Code of Business Conduct and Ethics

We have adopted a code of business conduct and ethics (the “Code of Conduct”) that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer or controller or persons performing similar functions. Our Code of Conduct is

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available under the Corporate Governance section of the Investors page of our website at www.precisionbiosciences.com. In addition, we intend to post on our website all disclosures that are required by law or the Nasdaq rules concerning any amendments to, or waivers of, any provisions of our Code of Conduct.

Anti-Hedging Policy

Our Board of Directors has adopted an Insider Trading Compliance Policy, which applies to all of our directors, officers and employees. The policy prohibits our directors, officers and employees from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our equity securities. All such transactions involving our equity securities, whether such securities were granted as compensation or are otherwise held, directly or indirectly, are prohibited.

Communications with the Board

Any stockholder or any other interested party who desires to communicate with our Board of Directors, our non-management directors or any specified individual director, may do so by directing such correspondence to the attention of the General Counsel and Secretary, Precision BioSciences, Inc., 302 East Pettigrew Street, Suite A-100, Durham, North Carolina, 27701. The General Counsel and Secretary will forward the communication to the appropriate director or directors as appropriate.

EXECUTIVE COMPENSATION

Overview

This section discusses the material components of our 2022 compensation program for our principal executive officer and next two most highly compensated executive officers who are named in the Summary Compensation Table below. These “named executive officers” and their positions are:

- Michael Amoroso, President, Chief Executive Officer and Director; and
- Alex Kelly, Chief Financial Officer; and
- Dario Scimeca, General Counsel and Secretary .

Summary Compensation Table

The following table sets forth information concerning the compensation of our named executive officers for the years presented:

Name and principal position	Year	Salary (\$)	Bonus (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	All other compensation (\$)	Total (\$)
Michael Amoroso President, Chief Executive Officer and Director	2022	603,563	351,819	2,119,509	1,269,565	23,659 ⁽³⁾	4,368,115
	2021	127,273	275,000	236,996	5,345,670	—	5,984,939
Alex Kelly Chief Financial Officer	2022	437,500	173,930	1,076,050	679,213	12,146 ⁽⁴⁾	2,378,839
	2021	420,000	144,698	1,237,069	1,391,117	126,440	3,319,324
Dario Scimeca General Counsel and Secretary	2022	408,975	160,454	566,877	366,504	7,003 ⁽⁵⁾	1,509,813

- (1) The amounts reported for 2022 represent bonuses based upon our Board’s assessment of the achievement of company and individual performance objectives for 2022, which were paid in February 2023.
- (2) The amounts reported reflect the grant date fair value of stock options and restricted stock units computed in accordance with Accounting Standards Codification 718, Compensation—Stock Compensation (“ASC 718”), rather than the amounts paid to or realized by the named individual. We provide information regarding the assumptions used to calculate the value of the option awards and restricted stock units in Note 8 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2022 (the “Form 10-K”).
- (3) The amount reported represents the costs associated with providing temporary housing, commuting and relocation expenses of \$21,929 and supplemental disability insurance premiums available to certain executives of \$1,730.
- (4) The amount reported represents 401(k) matching contributions of \$12,146.
- (5) The amount reported represents 401(k) matching contributions of \$6,794 and \$209 in tax gross up in connection with a non-cash anniversary award available to all employees.

Narrative Disclosure to Summary Compensation Table

Annual Base Salaries

Our named executive officers receive a base salary to compensate them for services rendered to us. The base salary payable to each named executive officer is intended to provide a fixed component of compensation reflecting the executive’s skill set, experience, role and responsibilities. None of our named executive officers is currently party to an employment agreement or other agreement or arrangement that provides for automatic or scheduled increases in base salary. The annual base salaries for Mr. Amoroso, Mr. Kelly, and Mr. Scimeca were increased effective on March 15, 2022 in recognition of individual performance and further based on peer group data provided by our compensation consultants, Aon. The following table shows the annual base salaries for 2021 and 2022 for our named executive officers:

Name	2021 Base Salary (\$)	2022 Base Salary (\$)
Michael Amoroso	600,000	604,500
Alex Kelly	420,000	441,000
Dario Scimeca	399,000	410,970

Bonuses

In addition to base salaries, our named executive officers are eligible to receive annual cash bonuses. The 2022 annual bonus for Mr. Amoroso was entirely based on the achievement of company goals. The 2022 annual

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bonuses for Mr. Kelly and Mr. Scimeca were determined based on an allocation of 80% related to the achievement of company goals and 20% individual performance. The company goals for 2022 cash bonuses related to attaining certain clinical and non-clinical milestones, as well as financial and administrative achievements. The Board of Directors determined the corporate goal attainment for 2022 was 97%. The individual goals for Mr. Kelly and Mr. Scimeca generally related to performance in the applicable functions for which the executive is responsible. The 2022 target bonus amounts for Mr. Amoroso, Mr. Kelly, and Mr. Scimeca were 60%, 40% and 40% of base salary, respectively. The actual bonus amounts paid to our named executive officers for 2022 are set forth above in the 2022 Summary Compensation Table in the column entitled “Bonus.”

Equity Compensation

Our equity award program is the primary vehicle for offering long-term incentives to our executives. We believe that equity awards provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. To date, we have used grants of stock options and restricted stock units (“RSUs”) for this purpose because we believe they are an effective means by which to align the long-term interests of our executive officers with those of our stockholders. The use of options and RSUs also can provide tax and other advantages to our executive officers relative to other forms of equity compensation. We believe that our equity awards are an important retention tool for our executive officers, as well as for our other employees.

We award stock options and RSUs broadly to our employees, including to our non-executive employees. Grants to our executives are made at the discretion of our Board of Directors and are not made at any specific time period during a year.

We granted the following stock options and RSUs to our named executive officers during 2022:

Named executive officers	Stock Options Granted	RSUs Granted
Michael Amoroso	732,771	1,157,544
Alex Kelly	243,274	477,685
Dario Scimeca	131,271	247,859

See the “Outstanding Equity Awards at 2022 Fiscal Year-End” table below for a description of the vesting schedules applicable to these awards.

Retirement Plans

We currently maintain the Precision BioSciences, Inc. 401(k) Plan, a defined contribution retirement savings plan (the “401(k) Plan”), for the benefit of our employees, including our named executive officers, who satisfy certain eligibility requirements. Our named executive officers are eligible to participate in the 401(k) Plan on the same terms as other full-time employees. The Internal Revenue Code of 1986, as amended, allows eligible employees to defer a portion of their compensation, within prescribed limits, on a pre-tax basis through contributions to the 401(k) Plan. In 2022, we matched participants’ elective salary deferral contributions to the 401(k) Plan up to 100% of the first 4% of the employee’s salary deferred. Matching contributions made by us vest immediately. We believe that providing a vehicle for tax-deferred retirement savings through our 401(k) Plan, and making matching contributions, adds to the overall desirability of our executive compensation package and further incentivizes our employees, including our named executive officers, in accordance with our compensation policies.

Employee Benefits and Perquisites

Our named executive officers are eligible to participate in our employee benefit plans and programs, which include medical, dental and vision benefits, health and flexible spending accounts, life, short-term, long-term and supplemental individual disability, and supplemental insurance and wellness and tuition reimbursement to the same extent as our other full-time employees generally, subject to the terms and eligibility requirements of those plans. We also provide Mr. Amoroso, Mr. Kelly, and Mr. Scimeca, along with certain other executive officers and senior employees, with certain supplemental disability insurance benefits. From time to time, we also provide relocation benefits to our named executive officers as determined in our board’s discretion. Mr. Amoroso is also entitled to reimbursement for taxes and for travel and housing expenses incurred when commuting between his primary residence in New Jersey and our offices in North Carolina.

Outstanding Equity Awards at 2022 Fiscal Year-End

The following table summarizes the number of shares of common stock underlying outstanding equity incentive plan awards for each of our named executive officers as of December 31, 2022.

Name	Option awards					Stock Awards	
	Vesting Commencement Date	Number of shares underlying unexercised options (#) exercisable	Number of shares underlying unexercised options (#) unexercisable ⁽¹⁾	Option exercise price (\$)	Option expiration date	Number of shares that have not vested	Market value of shares that have not vested (\$) ⁽⁴⁾
Michael Amoroso	10/15/2021	212,500	637,500	9.79	10/14/2031	—	—
	3/21/2022	—	482,771	3.05	3/20/2032	—	—
	3/21/2022	—	—	—	—	307,544 ⁽²⁾	365,977
	10/15/2022	—	250,000	1.38	10/23/2032	—	—
	11/2/2022	—	—	—	—	850,000 ⁽²⁾	1,011,500
Alex Kelly	10/5/2020	106,965	106,965	6.31	10/29/2030	—	—
	6/7/2021	26,360	43,935	11.34	6/6/2031	—	—
	6/7/2021	43,934	73,225	11.34	6/6/2031	—	—
	6/7/2021	—	—	—	—	27,270 ⁽²⁾	32,451
	6/7/2021	—	—	—	—	34,091 ⁽³⁾	40,568
	3/3/2022	—	243,274	4.08	3/2/2032	—	—
	3/3/2022	—	—	—	—	153,185 ⁽²⁾	182,290
11/2/2022	—	—	—	—	324,500 ⁽²⁾	386,155	
Dario Scimeca	6/10/2019	140,000	20,000	13.39	7/3/2029	—	—
	4/1/2020	67,765	40,659	8.21	6/7/2030	—	—
	6/7/2021	29,289	48,817	11.34	6/6/2031	—	—
	6/7/2021	17,485	29,144	11.34	6/6/2031	—	—
	6/7/2021	—	—	—	—	18,089 ⁽²⁾	21,526
	6/7/2021	—	—	—	—	22,727 ⁽³⁾	27,045
	3/3/2022	—	131,271	4.08	3/2/2032	—	—
	3/3/2022	—	—	—	—	82,659 ⁽²⁾	98,364
11/2/2022	—	—	—	—	165,200 ⁽²⁾	196,588	

- (1) The option vests as to 25% of the underlying shares on the first anniversary of the vesting commencement date and in substantially equal installments at the end of each successive three-month period over the following 36 months.
- (2) The RSUs vest in substantially equal installments on each of the first three anniversaries of the vesting commencement date.
- (3) The unvested RSUs vest in full on June 7, 2023.
- (4) The amounts shown are determined by multiplying the shares shown by the closing price of our common stock on December 30, 2022 of \$1.19.

Employment Agreements

We have entered into employment agreements with each of our named executive officers that set forth the terms and conditions of each executive’s employment with us.

Each employment agreement establishes an annual base salary and target bonus opportunity for each named executive officer, the current amounts of which are described above under the headings “Annual Base Salaries” and “Bonuses”. The named executive officers are eligible to participate in our medical, dental and disability insurance, the 401(k) Plan, personal leave and other employee benefit plans and programs for which the named executive officer is eligible, subject to the terms and conditions of such plans and programs.

Each named executive officer’s employment agreement and employment are terminable by either the named executive officer or us without cause on 30-days’ notice. In the event that a named executive officer’s employment is terminated by us without cause or by the executive for good reason, in each case as defined in the employment agreements, then in addition to payment of any accrued amounts and subject to such named

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executive officer's timely executing a release of claims and continuing to comply with obligations under his proprietary information agreement, he will be entitled to receive (1) base salary continuation for twelve months in the case of Mr. Amoroso or nine months in the case of Mr. Kelly and Mr. Scimeca, and (2) reimbursement for additional costs the executive incurs for continued coverage under our group health insurance under the Consolidated Budget Reconciliation Act of 1985 ("COBRA"), for up to twelve months in the case of Mr. Amoroso or nine months in the case of Mr. Kelly and Mr. Scimeca.

In lieu of the foregoing, the employment agreements provide that, in the event a named executive officer's employment is terminated by us without cause or by the named executive officer for good reason within 12 months after the occurrence of a change in control (or three months prior to a change in control for Mr. Kelly and Mr. Scimeca), then, in lieu of the foregoing and subject to his timely execution of a release of claims and continuing to comply with obligations under his proprietary information agreement, such named executive officer shall be entitled to (1) a lump sum payment equal to, in the case of Mr. Amoroso, 18 months of his then current base salary plus 1.5 times his target bonus, and in the case of Mr. Kelly and Mr. Scimeca, 12 months of base salary plus one times target bonus, (2) reimbursement for the additional costs the executive incurs for continued coverage under our group health insurance under COBRA for up to 18 months in the case of Mr. Amoroso or 12 months in the case of Mr. Kelly and Mr. Scimeca and (3) accelerated vesting of all unvested time-based equity grants.

Under the separate proprietary information, inventions, non-competition and non-solicitation agreement with each of Mr. Amoroso, Mr. Kelly and Mr. Scimeca, referred to as the proprietary information agreement above, each named executive officer has agreed to refrain from competing with us or soliciting our employees, independent contractors, customers or suppliers, in each case, while employed and following the termination of his employment for any reason for a period of one year, or, for Mr. Amoroso, 18 months if his termination occurs within 12 months after a change in control. Each named executive officer has acknowledged our ownership rights in any intellectual property and assigned any such ownership rights to us.

Director Compensation

2022 Option Grants and Restricted Stock Units to Non-Employee Directors

We granted the following stock options and RSUs to our non-employee directors during 2022:

Non-Employee Director	Stock options granted	RSUs Granted
Melinda Brown	376,683⁽¹⁾	—
Kevin J. Buehler	165,714⁽²⁾	5,701⁽³⁾
Stanley R. Frankel M.D.	156,951⁽²⁾	—
Geno Germano	156,951⁽²⁾	—
Shari Lisa Piré	156,951⁽²⁾	—
Raymond Schinazi, Ph.D., D.Sc.	156,951⁽²⁾	—
Shalini Sharp	—⁽⁴⁾	—
Samuel Wadsworth, Ph.D.	156,951⁽²⁾	—

- (1) In May 2022 in connection with her election to our Board, Ms. Brown was granted an option as an initial award under our non-employee director compensation program to purchase 376,683 shares of common stock. This option vests in 36 substantially equal monthly installments following May 26, 2022.
- (2) Represents annual options granted to non-employee directors under our non-employee director compensation program and, for Mr. Buehler, an additional option to purchase 8,763 shares of common stock which was granted by our Board of Directors (excluding Mr. Buehler). This additional option to Mr. Buehler vests in 12 substantially equal monthly installments following April 11, 2022 and was granted to better align Mr. Buehler's equity compensation with industry standard, based on an analysis provided by Aon.
- (3) Represent RSUs granted to Mr. Buehler by our Board of Directors (excluding Mr. Buehler). The RSUs vest on April 11, 2023 and was granted to better align Mr. Buehler's equity compensation with industry standard, based on an analysis provided by Aon.
- (4) Ms. Sharp is a former board member whose term of service expired at the 2022 Annual Meeting. As such, Ms. Sharp did not receive an annual option grant in 2022.

Non-Employee Director Compensation Policy

We maintain a compensation program for our non-employee directors under which each non-employee director is eligible to receive the following amounts for their services on our Board of Directors during 2022:

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- Upon the director's initial election or appointment to our Board of Directors, an option to purchase shares of our common stock having an aggregate fair value of \$400,000 (as determined under the policy);
- If the director has served on our Board of Directors for at least six months as of the date of an annual meeting of stockholders and will continue to serve as a director immediately following such meeting, an option to purchase shares of our common stock on the date of the annual meeting having an aggregate fair value of \$200,000 (as determined under the policy);
- An annual director fee of \$72,500 for the Chair of the Board and \$40,000 for directors other than the chair;
- If the director serves on a committee of our Board of Directors, an additional annual fee as follows:
 - Chair of the audit committee, \$15,000;
 - Audit committee member other than the chair, \$7,500;
 - Chair of the compensation committee, \$12,250;
 - Compensation committee member other than the chair, \$6,000;
 - Chair of science & technology committee, \$12,250;
 - Science & technology committee member other than the chair, \$6,000;
 - Chair of the nominating and corporate governance committee, \$8,250; and
 - Nominating and corporate governance committee member other than the chair, \$4,500.

Director fees under the program are payable in arrears in four equal quarterly installments not later than the fifteenth day following the final day of each calendar quarter, provided that the amount of each payment will be prorated for any portion of a quarter that a director is not serving on our Board.

Stock options granted to our non-employee directors under the program have an exercise price equal to the fair market value of our common stock on the date of grant and expire not later than ten years after the date of grant.

The stock options granted upon a director's initial election or appointment vest in thirty-six substantially equal monthly installments following the date of grant. The stock options granted annually to directors vest in a single installment on the earlier of the day before the next annual meeting or the first anniversary of the date of grant. In addition, all unvested stock options vest in full upon the occurrence of a change in control.

2022 Director Compensation

The following table sets forth the compensation earned by our non-employee directors for their service on our Board during 2022:

Name	Fees earned or paid in cash (\$)	Option awards (\$) ⁽¹⁾	Stock awards (\$) ⁽¹⁾	Total (\$)
Melinda Brown	32,940	409,553	—	442,493
Kevin J. Buehler	85,500	222,921	16,248	324,669
Stanley R. Frankel, M.D.	52,251	205,384	—	257,635
Geno Germano	65,751	205,384	—	271,135
Shari Lisa Piré	54,221	205,384	—	259,605
Raymond Schinazi, Ph.D., D.Sc.	51,082	205,384	—	256,466
Shalini Sharp ⁽²⁾	21,953	—	—	21,953
Samuel Wadsworth, Ph.D.	46,000	205,384	—	251,384

(1) The amounts reported reflect the grant date fair value of stock options and RSUs computed in accordance with ASC 718, rather than the amounts paid to or realized by the named individual. We provide information regarding the assumptions used to calculate the value of the option awards and RSUs in Note 8 to our consolidated financial statements in the Form 10-K.

(2) Ms. Sharp is a former board member whose term of service expired at the 2022 Annual Meeting. As such, Ms. Sharp received a prorated amount of her director fees based upon the time she served on our Board of Directors in 2022 and she did not receive an annual option grant in 2022.

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The table below shows the aggregate numbers of option awards and RSUs held as of December 31, 2022 by each non-employee director who was serving as of December 31, 2022.

Name	Option Awards		Stock Awards
	Number of securities underlying unexercised options (#) vested	Number of securities underlying unexercised options (#) unvested	Shares that have not vested
Melinda Brown	73,243	303,440	—
Kevin J. Buehler	140,456	159,872	5,701
Stanley R. Frankel, M.D.	35,180	185,096	—
Geno Germano	98,602	162,925	—
Shari Lisa Piré	19,991	192,320	—
Raymond Schinazi, Ph.D., D.Sc.⁽¹⁾	117,751	156,951	—
Samuel Wadsworth, Ph.D.	19,991	192,320	—

(1) Dr. Schinazi resigned from the Board of Directors in November 2022, but continues to serve on the Company's Scientific Advisory Board.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information on our equity compensation plans as of December 31, 2022.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans Approved by Stockholders ⁽¹⁾	14,193,548 ⁽³⁾	\$7.04 ⁽⁵⁾	1,955,751 ⁽⁷⁾
Equity Compensation Plans Not Approved by Stockholders ⁽²⁾	3,148,588 ⁽⁴⁾	3.94 ⁽⁶⁾	5,827,204
Total	17,342,136	<u>\$6.37</u>	<u>7,782,955</u>

- (1) Consists of the Company’s 2006 Stock Incentive Plan, as amended (the “2006 Plan”), 2015 Stock Incentive Plan, as amended (the “2015 Plan”), 2019 Incentive Award Plan (the “2019 Plan”) and 2019 Employee Stock Purchase Plan (the “2019 ESPP”).
- (2) Consists of the Company’s 2021 Employment Inducement Incentive Award Plan, as amended (the “Inducement Plan”).
- (3) Includes 44,372 outstanding options to purchase shares of our common stock under the 2006 Plan, 1,888,212 outstanding options to purchase shares of our common stock under the 2015 Plan, 8,841,134 outstanding options to purchase shares of our common stock under the 2019 Plan and 3,419,830 outstanding RSUs under the 2019 Plan. Excludes purchase rights accruing under the 2019 ESPP.
- (4) Includes 2,949,134 outstanding options to purchase shares of our common stock under the Inducement Plan and 199,454 outstanding restricted stock units under the Inducement Plan.
- (5) As of December 31, 2022, the weighted-average exercise price of outstanding options under the 2006 Plan was \$0.02, under the 2015 Plan was \$9.34, and under the 2019 Plan was \$6.58. The calculation does not take into account shares of common stock subject to outstanding restricted stock units under the 2019 Plan, which do not have an exercise price.
- (6) The calculation does not take into account shares of common stock subject to outstanding restricted stock units, which do not have an exercise price.
- (7) Includes 231,039 shares available for future issuance under the 2019 Plan and 1,724,712 shares available for future issuance under the 2019 ESPP (of which 280,196 shares were issued with respect to the purchase period in effect as of December 31, 2022, which ended February 28, 2023). The 2019 Plan provides for an annual increase on the first day of each calendar year beginning on January 1, 2020 and ending on and including January 1, 2029 equal to the lesser of (A) 4% of the aggregate number of shares of common stock outstanding on the final day of the immediately preceding calendar year and (B) such smaller number of shares as is determined by the board. The number of shares available for issuance under the 2019 ESPP will be annually increased on the first day of each calendar year beginning on January 1, 2020 and ending on and including January 1, 2029, by an amount equal to the lesser of (A) 1% of the shares of common stock outstanding on the final day of the immediately preceding calendar year and (B) such smaller number of shares of common stock as determined by the board. The 2006 Plan expired in accordance with its terms in May 2016, and no further stock awards may be granted under the 2006 Plan. Additionally, following the effective date of the 2019 Plan, we ceased making grants under the 2015 Plan. To the extent outstanding stock options under the 2006 Plan or the 2015 Plan are forfeited or lapse unexercised, the shares of common stock subject to such stock options will be available for issuance under the 2019 Plan.

STOCK OWNERSHIP

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information relating to the beneficial ownership of our common stock as of March 9, 2023 by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock outstanding;
- each of our directors;
- each of our named executive officers for 2022; and
- all directors and executive officers as a group.

The number of shares beneficially owned by each stockholder is determined under rules issued by the SEC. Under these rules, a person is deemed to be a “beneficial” owner of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. Except as indicated in the footnotes below, we believe, based on the information furnished to us, that the individuals and entities named in the table below have sole voting and investment power with respect to all shares of common stock beneficially owned by them, subject to any applicable community property laws.

The percentage of shares beneficially owned is computed on the basis of 111,696,402 shares of our common stock issued and outstanding as of March 9, 2023. Shares of our common stock that a person has the right to acquire within 60 days of March 9, 2023 are deemed outstanding for purposes of computing the percentage ownership of the person holding such rights, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group. Unless otherwise indicated below, the address for each beneficial owner listed is c/o Precision BioSciences, Inc., 302 East Pettigrew Street, Suite A-100, Durham, North Carolina 27701.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Holders of More than 5%:		
Novartis Pharma AG ⁽¹⁾	12,407,440	11.1%
Great Point Partners ⁽²⁾	8,099,799	7.3%
Capital World Investors ⁽³⁾	6,715,043	6.0%
Named Executive Officers and Directors:		
Michael Amoroso ⁽⁴⁾	555,279	*
Alex Kelly ⁽⁵⁾	502,149	*
Dario Scimeca ⁽⁶⁾	368,769	*
Melinda Brown ⁽⁷⁾	115,097	*
Kevin J. Buehler ⁽⁸⁾	149,078	*
Stanley R. Frankel, M.D. ⁽⁹⁾	43,716	*
Geno Germano ⁽¹⁰⁾	104,576	*
Shari Lisa Piré ⁽¹¹⁾	27,680	*
Samuel Wadsworth, Ph.D. ⁽¹²⁾	27,680	*
All executive officers and directors as a group (12 persons) ⁽¹³⁾	4,527,482	4.0%

* Represents less than 1%.

(1) Based solely on information reported on a Schedule 13G/A filed on June 27, 2022, Novartis Pharma AG and Novartis AG have shared voting power and sole dispositive power over 12,407,440 of our common stock. Novartis Pharma AG is the beneficial owner of 12,407,440 shares of our common stock. As the direct parent of Novartis Pharma AG, Novartis AG may be deemed to beneficially own these securities. The business address of each of Novartis Pharma AG and Novartis AG is Lichtstrasse 35, CH-4056 Basel, Switzerland.

(2) Based solely on information reported on a Schedule 13G/A filed on February 27, 2023, Great Point Partners, LLC (“Great Point”), Jeffrey R. Jay, M.D. and Ortav Yehudai have shared voting power and shared dispositive power over 8,099,799 shares of our common stock. Great Point is the investment manager of (i) Biomedical Value Fund, L.P., which is the record owner of 4,535,887 shares of our common stock (the “BVF Shares”), and (ii) Biomedical Offshore Value Fund, Ltd., which is the record owner of 3,158,921 shares of our common stock (the “BOVF Shares”), and therefore may be deemed to be the beneficial owner of the BVF Shares and the BOVF Shares. In addition, Cheyne Global Equity Fund (an Open-Ended Fund of Cheyne Select Master Fund ICAV) is the record holder of

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404,991 shares of our common stock (the "CGEF Shares"). Dr. Jay and Mr. Yehudai are the Senior Managing Member and Managing Director, respectively, of Great Point. Each has voting and investment power over, and therefore may be deemed to be the beneficial owner of, the BVF Shares, the BOVF Shares and the CGEF Shares. The business address of each of Great Point Partners, LLC, Dr. Jay and Mr. Yehudai is 165 Mason Street, 3rd Floor, Greenwich, CT 06830.

- (3) Based solely on information reported on a Schedule 13G/A filed on February 14, 2023, Capital World Investors, a division of Capital Research and Management Company, has sole voting power and sole dispositive power over 6,715,043 shares of our common stock. The business address of Capital World Investors is 333 South Hope Street, 55th Floor, Los Angeles, CA 90071.
- (4) Consists of (a) 13,302 shares of common stock, (b) 439,442 shares of common stock underlying options exercisable within 60 days of March 9, 2023 and (c) 102,535 share of common stock underlying RSUs vesting within 60 days of March 9, 2023.
- (5) Consists of (a) 225,614 shares of common stock and (b) 276,535 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (6) Consists of (a) 50,063 shares of common stock and (b) 318,706 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (7) Consists of 115,097 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (8) Consists of (a) 143,377 shares of common stock underlying options exercisable within 60 days of March 9, 2023 and (b) 5,701 share of common stock underlying RSUs vesting within 60 days of March 9, 2023.
- (9) Consists of (a) 1,500 shares of common stock and (b) 42,216 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (10) Consists of 104,576 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (11) Consists of 27,680 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (12) Consists of 27,680 shares of common stock underlying options exercisable within 60 days of March 9, 2023.
- (13) Consists of (a) 2,518,307 shares of common stock, (b) 1,874,912 shares of common stock underlying options exercisable within 60 days of March 9, 2023 and (c) 134,263 shares of common stock underlying RSUs vesting within 60 days of March 9, 2023.

CERTAIN TRANSACTIONS WITH RELATED PERSONS

Policies and Procedures on Transactions with Related Persons

Our Board of Directors recognizes that transactions with related persons present a heightened risk of conflicts of interests and/or improper valuation (or the perception thereof). Our Board has adopted a written policy on transactions with related persons, which requires that our audit committee approve or ratify related person transactions required to be disclosed pursuant to Item 404(a) or, if applicable, Item 404(d) of Regulation S-K. Item 404 of Regulation S-K requires disclosure, subject to certain exceptions, of transactions in which we were or are to be a participant and the amount involved exceeds \$120,000 (or such other amount as applicable while we remain a smaller reporting company) and in which any “related person” as defined under Item 404(a) of Regulation S-K had or will have a direct or indirect material interest. It is our policy that directors interested in a related person transaction will recuse themselves from any vote on a related person transaction in which they have an interest and that no director may participate in the approval of a related person transaction for which he or she is a “related person.” Each of the transactions described below entered into following the adoption of our related person transaction policy was approved in accordance with such policy.

Investors’ Rights Agreement

We are party to an amended and restated investors’ rights agreement, as amended, (the “investors’ rights agreement”) that provides rights to several holders, including certain registration rights with respect to the registrable securities held by them that survived our IPO. As previously reported, those party to the investors’ rights agreement include, among others, current and former directors, former executive officers, and former holders of more than 5% of our common stock.

Director and Officer Indemnification and Insurance

We have agreed to indemnify each of our directors and executive officers against certain liabilities, costs and expenses and have purchased directors’ and officers’ liability insurance.

Employment Agreements

We have entered into employment agreements with certain of our executive officers, including our named executive officers. For more information regarding the agreements with our named executive officers, see “Executive Compensation—Employment Agreements.”

Stock Options Grants to Executive Officers and Directors

We have granted stock options to our executive officers as more fully described in “Executive Compensation.”

STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Stockholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our annual meeting of stockholders to be held in 2024 (the “2024 Annual Meeting”) pursuant to Rule 14a-8 under the Exchange Act must submit the proposal to our General Counsel and Secretary at our offices at 302 East Pettigrew Street, Suite A-100, Durham, North Carolina 27701, in writing not later than November 24, 2023.

Stockholders intending to present a proposal at our 2024 Annual Meeting, but not to include the proposal in our proxy statement, or to nominate a person for election as a director, must comply with the requirements set forth in our Bylaws. Our Bylaws require, among other things, that our Secretary receive written notice from the stockholder of record of their intent to present such proposal or nomination not earlier than the 120th day and not later than the 90th day prior to the first anniversary of the preceding year’s annual meeting of stockholders. Therefore, we must receive notice of such a proposal or nomination for the 2024 Annual Meeting no earlier than the close of business on January 5, 2024 and no later than the close of business on February 4, 2024. The notice must contain the information required by our Bylaws. In the event that the date of the 2023 Annual Meeting is more than 30 days before or more than 60 days after May 4, 2024, then our Secretary must receive such written notice not earlier than the close of business on the 120th day prior to the 2024 Annual Meeting and not later than the close of business of the 90th day prior to the 2024 Annual Meeting or, if later, the 10th day following

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the day on which public disclosure of the date of such meeting is first made by us. SEC rules permit management to vote proxies in its discretion in certain cases if the stockholder does not comply with this deadline and, in certain other cases notwithstanding the stockholder's compliance with this deadline.

We reserve the right to reject, rule out of order or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

In connection with our solicitation of proxies for our 2024 Annual Meeting, we intend to file a proxy statement and WHITE proxy card with the SEC. Stockholders may obtain our proxy statement (and any amendments and supplements thereto) and other documents as and when filed with the SEC without charge from the SEC's website at: www.sec.gov.

In addition to satisfying the foregoing requirements under our Bylaws, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must also comply with the additional requirements of Rule 14a-19 of the Exchange Act.

HOUSEHOLDING

SEC rules permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements and notices with respect to two or more stockholders sharing the same address by delivering a single proxy statement or a single notice addressed to those stockholders. This process, which is commonly referred to as “householding,” provides cost savings for companies and helps the environment by conserving natural resources. Some brokers household proxy materials, delivering a single proxy statement or notice to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or notice, or if your household is receiving multiple copies of these documents and you wish to request that future deliveries be limited to a single copy, please notify your broker. You can also request prompt delivery of a copy of this Proxy Statement and the Annual Report by contacting the Broadridge Financial Solutions, Inc. at (866) 540-7095 or in writing at Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717.

2022 ANNUAL REPORT

Our 2022 Annual Report, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, is being mailed with this Proxy Statement to those stockholders that receive this Proxy Statement in the mail. Stockholders can also access our 2022 Annual Report, including our Annual Report on Form 10-K for 2022, at www.proxyvote.com.

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 has also been filed with the SEC. It is available free of charge at the SEC’s website at www.sec.gov. Upon written request by a stockholder, we will mail without charge a copy of our Annual Report on Form 10-K, including the financial statements and financial statement schedules, but excluding exhibits. Exhibits to the Annual Report on Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit. All requests should be directed to the General Counsel and Secretary, Precision BioSciences, Inc., 302 East Pettigrew Street, Suite A-100, Durham, North Carolina 27701.

Your vote is important. Please promptly vote your shares by completing, signing, dating and returning your proxy card or by Internet or telephone voting as described on your proxy card.

By Order of the Board of Directors

/s/ Dario Scimeca

Dario Scimeca

General Counsel and Secretary

Durham, North Carolina
March 23, 2023

PRECISION BIOSCIENCES, INC.
 302 EAST PETTIGREW STREET, SUITE A-100
 DURHAM, NC 27701



VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 3, 2023. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.
During The Meeting - Go to www.virtualshareholdermeeting.com/DTIL2023
 You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 3, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V02212-P89382

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<p>PRECISION BIOSCIENCES, INC. The Board of Directors recommends you vote FOR the following:</p> <p>1. Election of Class I Directors</p> <p>Nominees:</p> <p>01) Michael Amoroso 02) Geno Germano</p> <p>The Board of Directors recommends you vote FOR the following proposal:</p> <p>2. Ratification of the appointment of Deloitte & Touche LLP as Precision's independent registered public accounting firm for 2023.</p> <p>NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.</p> <p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.</p>	<p>For All</p> <p><input type="checkbox"/></p>	<p>Withhold All</p> <p><input type="checkbox"/></p>	<p>For All Except</p> <p><input type="checkbox"/></p>	<p>To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.</p> <p>_____</p>	
	<p>For</p> <p><input type="checkbox"/></p>	<p>Against</p> <p><input type="checkbox"/></p>	<p>Abstain</p> <p><input type="checkbox"/></p>		
<p>Signature [PLEASE SIGN WITHIN BOX]</p>		<p>Date</p>	<p>Signature (Joint Owners)</p>		<p>Date</p>

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Annual Report, Proxy Statement and Notice of Annual Meeting of Stockholders are available at www.proxyvote.com.

V02213-P89382

**PRECISION BIOSCIENCES, INC.
Annual Meeting of Stockholders
May 4, 2023 11:00 AM ET
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) each of Michael Amoroso and Alex Kelly, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of PRECISION BIOSCIENCES, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 11:00 AM Eastern Time on May 4, 2023, at www.virtualshareholdermeeting.com/DTIL2023, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations as indicated on the reverse side, and in the discretion of the proxies with respect to such other matters as may properly come before the Annual Meeting.

Continued and to be signed on reverse side