

PRECISION BIOSCIENCES, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

A. PURPOSE

The purpose of the Science and Technology Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Precision BioSciences, Inc. (the “*Company*”) is to:

- review and advise the Board regarding the Company’s overall strategic direction and investment in research and development and technological and scientific initiatives (collectively, “*R&D*”); and
- evaluate and provide input to the Board and Company management, regarding the Company’s R&D programs and technology in connection with such program’s and technology’s potential impact on the Company’s business performance, growth and competitive position.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Qualification. The members of the Committee shall be determined by the Board to have the necessary or advisable scientific, medical or other relevant expertise to serve on the Committee.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair of the Committee shall be an independent director.
4. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such Committee, with or without cause.
5. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

C. AUTHORITY AND RESPONSIBILITIES

1. General.

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

2. Responsibilities.

(a) Review, evaluate and advise the Board and management on the strategy, objectives and priorities, as well as robustness and quality, of the Company's current and planned R&D programs and technology initiatives, with respect to their impact on the Company's potential performance, growth and competitive position.

(b) Endeavor to identify and provide the Board with strategic advice on significant emerging science and technology issues, innovations and trends.

(c) Assist the Board in its oversight of the Company's risk management in areas affecting or relating to R&D, technology and intellectual property of the Company.

(d) Review and advise the Board and management on the overall intellectual property strategy of the Company.

(e) Review new technology in which the Company is, or is considering, investing.

(f) Review the efficacy and safety profile of new products before they are launched by the Company.

(g) Assist 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.

(h) Review and make recommendations on such other topics as deemed appropriate.

(i) In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Company's bylaws.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. The Committee may invite to its meetings other directors, Company management and any other such persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in a matter on the agenda.

2. Reports to the Board. The Committee shall report regularly to the Board.

3. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. Access to Management. Members of the Committee shall have complete access to Company management in order to ensure that each can ask any questions and receive all information necessary to perform their duties. Committee members should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

5. Advisors. The Committee, and each member thereof, is authorized, without further action by the Board, to consult and seek assistance and advice from any internal and external scientific experts, consultants and other advisors (individually and collectively, "*Advisors*") as it deems necessary or advisable to carry out its responsibilities. The Committee is authorized to engage Advisors, and such advisors may be the regular advisors to the Company. The Committee is empowered to cause the Company to pay the fees and expenses of such Advisors engaged by the Committee, provided that such fees and expenses for

any one engagement do not exceed \$5,000. Any fees and expenses in excess of such amount must be preapproved by the Board.

6. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances (“*Subcommittees*”). The Subcommittees may form working groups that include members of management and Advisors as it deems necessary or appropriate, consistent with the provisions of this Charter.

7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any Advisors engaged by the Committee.

8. Self-Evaluation. The Committee shall periodically evaluate its own performance.

Effective Date: [●], 2020

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