

**ORGANIZATIONAL RULES OF
CRISPR THERAPEUTICS AG
(ORGANISATIONSREGLEMENT)**

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1. BASIS

Based on Art. 22 of the Articles of Association of CRISPR Therapeutics AG and Art. 716b of the Swiss Code of Obligations, the board of directors has issued these organizational rules ("Organizational Rules"). The Organizational Rules govern the internal organization as well as the duties, powers and responsibilities of the following executive bodies and persons of CRISPR Therapeutics AG ("Company"):

- the board of directors (the "Board");
- the chairperson of the Board (the "Chairperson");
- the vice chairperson of the Board (the "Vice Chairperson");
- the committees of the Board (each a "Committee")
- the chief executive officer (the "CEO");
- the executive committee and its members (the "Executive Committee");
- the compensation committee (the "CC");
- the nomination and corporate governance committee of the Board (the "NC"); and
- the audit committee of the Board (the "AC").

2. GENERAL PROVISIONS

2.1 Duty of Care and Loyalty

The members of the Board and the Executive Committee must perform their duties with all due diligence, and safeguard and further the interests of the Company and its shareholders.

2.2 Duty of Confidentiality

Each member of the Board and the Executive Committee must, at all times, keep strictly confidential all information relating to the Company of which the member has learned during the exercise of his/her duties, except when disclosure is authorized by the Company or required by law, rule or regulation or pursuant to a legal proceeding or for information which is already in the public domain. This obligation continues after the expiration of the term of office or the resignation of the member. Business documents of the Company must be returned to the Company by the members at the latest on expiry of their term of office or their resignation.

2.3 Related Transactions

No member of the Board or the Executive Committee shall participate in the deliberations and resolutions on matters which affect, or reasonably might affect the interests of that member or of a person close to that member as further defined in the related party transaction regulation. All transactions and agreements between the Company, a Board member or the Executive Committee (or affiliated or related persons thereof) shall follow the related party transaction regulation of the Board and AC and shall be approved by the AC and reported to the Board.

2.4 Conduct and Conflict of Interest

Each member of the Board and the Executive Committee must conduct him/her self in full compliance with all applicable laws, rules and regulations and may not commit illegal or unethical acts.

Each member of the Board and the Executive Committee should arrange his/her personal and business affairs so as to avoid, as far as possible, conflicts of interest with the Company.

Any circumstance that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Company's compliance officer (the "Compliance Officer"), who may inform the Board or a committee of the Board as deemed appropriate. If involved in an actual or potential conflict of interest, each member of the Board or the Executive Committee must inform the Compliance Officer (or in case of the Compliance Officer being conflicted, the CEO) without delay .

For particular policies regarding conduct and conflicts of interest the Board has enacted a code of business conduct and ethics.

2.5 Quorum

Meetings may be held in any location determined by the chairperson of the respective body. Meetings may also be held and resolutions adopted by telephone or videoconference communication with access offered to all members of the respective body.

Unless stated otherwise in these Organizational Rules, the quorum for any meeting shall be half of the duly elected members.

No quorum is required, and the presence of one member is sufficient, when approving reports on capital increases and resolutions regarding the carrying out of capital increases and the corresponding change of the Articles of Association (in particular art. 634a, 651 para 4, 651a, 652e, 652g and 653g CO).

2.6 Resolutions

Resolutions shall be taken by the majority of the votes cast (abstentions not counted). In the case of a tie, the Chairperson (or if absent, the person chairing the meeting) shall have no casting vote, meaning the resolution is not passed.

Resolutions may also be taken in writing (including mail, e-mail or telefax), unless one member of the Board requests an oral debate. The passing of such written resolution (also called circular resolution) also requires a majority of the votes passed (abstentions not counted), unless one members requests a resolution by a meeting / conference call.

2.7 Secretary and Minutes

The Board shall appoint a corporate secretary (the "Secretary"), who does not need to be a member of an executive body of the Company or a Shareholder.

The Secretary reports directly to the Chairperson.

The Secretary or a designated taker of the minutes shall keep the minutes of meetings, which shall contain all resolutions adopted at the meeting. The minutes shall be signed by the Chairperson and keeper of the minutes and shall be approved at the next physical meeting of the respective body.

2.8 Participation of Non-Members

Persons who are not members of the Board, the committees of the Board or the Executive Committee may participate in meetings of such bodies if their expertise is required and if they have been invited by the chairperson of the body. Such persons shall not vote in any resolutions.

2.9 No Representation of Members

A Board member who is not able to participate in a meeting of the Board or a Board committee may not be represented by either another member of the Board or by any other person.

3. BOARD OF DIRECTORS

3.1 Chairperson and Vice-Chairperson

The Chairperson is elected by the general meeting of the shareholders (the "General Meeting") for a term of office until completion of the next ordinary General Meeting. If the office of the Chairperson is vacant, the Board shall appoint a new Chairperson from among its members for the remaining term of office.

The Board may appoint a Vice Chairperson the from among its members.

3.2 Board Committees

The Board has established three standing committees, the CC, the NC and the AC, as further described below in sections 7, 8 and 9. The members of the CC are elected by the General Meeting for a term of one business year until the end of the next ordinary General Meeting, and shall serve until they resign or are removed, or their term as a Board member expires and they are not re-elected for a subsequent term. In the case of a vacancy on the CC during the year the Board shall elect a member of the Board for the remaining term of office. The members of the NC and the AC are elected by the Board for a term of one business year until the end of the next ordinary General Meeting. The Board may establish other permanent or non-permanent committees from time to time as the Board deems necessary or appropriate to assist the Board in discharging its duties. Unless specified in these Organizational Rules, the duties of such committees will be established in a charter or specified in the Board resolution creating such committee.

Unless specifically stated otherwise in a Board-approved regulation or decision, all committees shall not pass any resolutions but rather prepare and recommend resolutions to be passed by the full Board. However, Dependent Board members shall not pass any resolution on the compensation of the members of the Executive Committee.

For purposes of this Section 3.2, a director who is not both an outside director for purposes of Section 162(m) of the United States Internal Revenue Code and a "non-employee director" under Rule 16b-3 of the United States Securities Exchange Act, of 1934 is a Dependent Board member.

3.3 Meetings of the Board

Meetings shall be called as often as required, but in any case at least four times per year (the "Regular Board Meetings"), by the person designated by the Chairperson and shall be chaired by the Chairperson and in the event he/she is prevented from doing so, by the Vice Chairperson and in the event he/she is prevented from doing so, by any other member of the Board. In cases of urgency, any member of the Board may request an immediate meeting. This request must be made as far in advance as possible and a statement of the reasons is necessary.

The yearly meeting calendar indicating the meeting dates for the Regular Board Meetings shall be fixed prior to the start of the calendar year. The final meeting dates for the Regular Board Meetings shall be notified at least one month in advance together with the invitation to inform the Secretary about requested agenda items no later than two weeks prior to the meeting. The Regular Board Meetings shall be formally called in writing or by e-mail at least one week prior to the meeting including the agenda and all material necessary for a proper preparation of the meeting.

In urgent matters, these formal requirements do not need to be met. In such a situation, the Board may pass a resolution if a majority of its members confirms the urgent character of the matter.

If all members of the Board agree to do so, they may also pass resolutions on matters which were not properly notified. Resolutions may be passed via telephone or videoconference. Resolutions may also be passed by way of circulation, provided that no member requests oral deliberation.

If the CEO is simultaneously a member of the Board, the Board shall hold, on an as needed basis, and in any case at least once per year, discussions in board meetings without the presence of the CEO. The matters to be addressed during such meetings shall be matters such as the collaboration of the members of the Board with the CEO and the Executive Committee.

3.4 Function and Powers of the Board

The Board has the power to make decisions and pass resolutions on all matters which are not reserved, entrusted or vested in General Meeting or delegated to any other corporate body or person by Swiss law, the respective Articles of Association or these Organizational Rules.

The Board delegates management entirely to the CEO unless Swiss law, the respective Articles of Association or these Organizational Rules provide otherwise.

The Board supervises, monitors and controls the management. The Board enacts guidelines for business policy and is regularly informed about the course of business.

The Board is entitled to pass resolutions concerning all matters which are not reserved or entrusted to the General Meeting or another organ of the corporation by law, the respective Articles of Association or these Organizational Rules.

The Board may assess its proper performance as well as the performance of the CEO and the committees of the Board by periodic self-evaluations. The CC shall oversee such evaluation processes.

3.5 Non-transferable and Irrevocable Duties

Pursuant to the Swiss Code of Obligations, the Board has the following non-transferable and inalienable duties:

- a) overall governance of the Company including formulating the vision, mission, values, strategy and planning priorities and laying down guidelines for corporate policy and issuing the necessary instructions;
- b) ensuring the appropriate organizational structure and processes to effectively and efficiently execute the agreed upon strategies and financial goals;
- c) arranging the accounting, financial control and financial planning systems as required for the management of the Company;
- d) appointing and dismissing the persons responsible for the Executive Committee and the representation of the Company, and conferring signatory powers;
- e) supervision of the persons responsible for the management of the Company, in particular with regard to their compliance with the law and any industry regulations, stock exchange requirements including reporting frameworks and standards, Articles of Association, internal regulations and directives;
- f) approving the annual report and annual financial statements, preparing the General Meeting and implementing its resolutions;
- g) approving capital increases and amending the Articles of Association;

- h) adopting the compensation report (which includes a separate report adopted by the CC) and request approval by the General Meeting regarding compensation of the Board and the Executive Committee; and
- i) notifying the court in the event that the Company is over-indebted.

3.6 Additional Duties and Competencies

The following business transactions need the prior approval of the Board:

- a) Any mergers, acquisitions, joint ventures, partnerships, alliances or licensing with a (projected) transaction size and/or NPV above CHF 10 million;
- b) adopt a budget and any material change to any such budget as amended from time to time (material being a decision leading to a projected increase or decrease of 10% or more on total costs or total revenues) and engage in a transaction which would result in such a material deviation from the budget;
- c) initiate legal actions, litigation or other official proceedings of material significance in terms of financial or reputational exposure (whereby the Executive Committee, after approval of by the AC, may take protective and interim measures regardless of the amount in question);
- d) approve any borrowing guarantee, mortgage, charge, lien encumbrance or any other form of security provided by the Company for any third party, grant any surety or any indemnity to a third party, in each case exceeding CHF 500'000 and in any event with regard to such third party rights over any of the Company's IP assets;
- e) approve the establishment or closure of branches, subsidiaries, agencies, administrative or representation offices, both in Switzerland and abroad;
- f) approve and/or ratify all obligations and agreements entered into outside the ordinary course of business which would need to be reported on a Form 8-K under the Securities Exchange Act of 1934, as amended;
- g) determine the compensation of the members of the Board within the framework set by the General Meeting; and
- h) adopt and amend equity based plans.

The Board may enact an implementing policy.

3.7 Duties and Competences delegated to the CC

The approval of the following business transactions are delegated to the CC:

- a) establish principles of employee benefits, employee pension fund, employee insurance.

3.8 Duties and Competences delegated to the AC

The approval of the following business transactions are delegated to the AC:

- a) approve any transactions with a member of the Board, the Executive Committee or a shareholder or a person related thereto (whereby the Board shall be informed about the decisions of the AC); and

- b) any defending, protecting or interim activities in connection with legal actions, litigations or other official proceedings (whereby the board shall be informed about any ongoing activities).

3.9 Reporting and Right to Information

Every single member of the Board may at any time request information about all matters of the Company and presentation of the records and books to the extent such information is required to exercise the Board's decisions.

In each meeting, the Board is to be informed by the CEO concerning all current matters, material developments in the Company's business and material deviations from the budget. Between meetings, the CEO shall inform the Board without delay of any developments in the Company's business that materially alters the risk profile of the Company as well as any other matters outside the ordinary course of business.

Outside meetings, any member may request information from the persons entrusted with managing the Company's business concerning the course of business and, with the Chairperson's authorization, specific transactions.

To the extent necessary to fulfill his/her duties, each Board member may request that the Chairperson authorizes an information, hearing or inspection regarding the books and records of the Company by an independent person. If the Chairperson rejects a request for information, hearing or inspection, the Board shall decide whether to grant such request.

3.10 Signatory Powers

The Board regulates the signatory power of the Company and grants such authorization; it may generally grant single signatory power so that one authorized signatory is required to sign on behalf of the Company.

3.11 Remuneration

As remuneration for the above stated obligations and responsibilities of the Board, the members of the Board shall receive a fixed annual board fee, independent of the business results, which shall be, within the global amount, determined by the General Meeting. In addition, the members of the Board shall be reimbursed for their expenses.

Subject to the prior approval by the AC with in the event of a related party transaction, special services rendered by individual members, in particular the activity of the specifically delegated members of the Board pertaining to the management or supervision may be rewarded by the Board in an appropriate manner.

4. THE CHAIRPERSON

The Chairperson of the Board, and in his/her absence or incapacity the Vice Chairperson, shall have the following duties and powers:

- a) prepare, call and chair the Board meetings, including organize the agenda and the meeting materials provided to the Board members in advance of the meetings;
- b) chair the General Meetings;

- c) supervise the execution of the resolutions adopted by the Board or the General Meeting;
- d) ensure the information and reporting by management;
- e) any other matters assigned or delegated to the Chairperson by statute, the respective Articles of Associations, these Organizational Rules or Board resolution; and
- f) after informing the CEO, attend meetings of the executive bodies of the Company of which he/she is not a member.

5. THE CEO

5.1 Basic principle

The CEO chairs and leads the Executive Committee. The CEO assists the Chairperson to prepare the meetings of the Board and implements its resolutions. The CEO can be a Board member or not a Board member. If the CEO is a Board member, he/she can neither be member of the CC, the NC nor of the AC.

The CEO is vested with all powers necessary for the performance of his/her duties, subject to the constraints of the overall budget.

5.2 Appointments

The CEO is appointed and dismissed by the Board, based on the proposals of the NC. The employment terms of the CEO are determined by the Board upon a proposal of the CC.

5.3 Responsibilities and Duties

The CEO shall be responsible for:

- a) the development of the business concept and the strategy of the Company to the attention of the Board;
- b) the operative management of Company;
- c) the organization and direction of the Executive Committee, in particular, supervise and coordinate the activities of the Executive Committee with reference to the business of the Company;
- d) the financial results of the Company;
- e) the implementation of the strategic orientation and other resolutions determined by the Board;
- f) ensuring that the passed resolutions are assigned to the individual members of the Executive Committee for execution and monitor the implementation of such resolutions;
- g) representing the Company vis-à-vis the shareholders and maintaining relations with shareholders and investors;
- h) representing the Company vis-à-vis the public and media, in concert with the Chairperson; and

- i) the compliance with all legal requirements of the capital markets (he/she may delegate this responsibility to the CFO).

6. THE EXECUTIVE COMMITTEE

6.1 Principles

The Executive Committee consists of the CEO, as its chairperson, the chief financial officer (the "CFO"), the chief business officer (the "CBO"), the chief scientific officer (the "CSO"), the chief legal officer (the "CLO") and any other C-level executive officers the Board may appoint.

Minutes of agreed action items shall be kept by the Executive Committee, and shall also be forwarded to the Chairperson and, if requested, to the members of the Board.

6.2 Appointments

The members of the Executive Committee are appointed or dismissed by the Board after evaluation by the NC on the basis of the CEO's proposals.

The employment terms of the members of the Executive Committee are determined by the Board upon proposal of the CC.

6.3 Duties and responsibilities

The CEO is responsible for the organization and mode of operation of the Executive Committee. Accordingly, duties and responsibilities within the Executive Committee are determined by the CEO. Within the scope of these Organizational Rules, the members of the Executive Committee (other than the CEO) take over individual tasks and are individually responsible to the CEO for the performance of the tasks allocated to them.

The CFO shall be responsible for implementation and monitoring of the Investment Policy enacted by the Board.

Each member of the Executive Committee has the right to have his/her views heard directly by the Board.

6.4 Incapacity of CEO

If, and so long as, the CEO is incapacitated, the Chairperson shall assume the function of the CEO until the Board designates another member of the Board or the Executive Committee to assume the duties of the CEO.

7. THE COMPENSATION COMMITTEE

7.1 Constitution of the CC

The CC shall consist of at least 3 members, who are appointed by the General Meeting. The CC shall enact its own charter in order to specify its organization and tasks.

7.2 Tasks of the CNC

7.3 The CC lays down guidelines for the remuneration of the members of the Board, the CEO and the Executive Committee, and shall submit these to the Board for approval.

It shall make recommendations to the Board as to the overall package of remuneration. The tasks of the CC may be further specified in its charter. Information for the Board

7.4 Information for the Board

The chairperson of the CC informs the members of the Board on a regular basis and notifies extraordinary incidents promptly. In discharging its responsibilities, the CC has unrestricted access to the Company's management, employees, books and records, and may consult with outside advisors.

All members of the Board receive the minutes of the CC.

8. THE NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

8.1 Constitution of the NC

The NC shall consist of at least 3 members. The Board appoints the members of the NC. The NC shall enact its own charter in order to specify its organization and tasks.

8.2 Tasks of the NC

The NC lays down guidelines for selecting candidates for election or re-election as members of the Board, its committees and the CEO, and makes arrangements to select such candidates. It shall further make recommendations to the Board as to the approval of the corporate governance report of the Company.

8.3 Information for the Board

The chairperson of the NC informs the members of the Board on a regular basis and notifies extraordinary incidents promptly.

All members of the Board receive the minutes of the NC.

9. THE AUDIT COMMITTEE

9.1 Constitution of the AC

The AC shall consist of at least 3 members, who are recommended to the Board by the NC. The Board appoints the members of the AC. The AC has enacted its own charter in order to specify its organization and tasks.

9.2 Tasks of the AC

The AC makes an independent assessment of the quality, independence and performance of the external auditors, as well as of the quality of the annual financial statements and their compliance with the applicable reporting standards. The tasks of the AC are further specified in its charter.

9.3 Information for the Board

The chairperson of the AC informs the members of the Board on a regular basis and notifies extraordinary incidents promptly.

All members of the Board receive the minutes of the AC.

10. INDEMNIFICATION

As far as is permissible under applicable law, the Company shall indemnify any current or former member of the Board, former members of the Executive Committee, or any person who is serving or has served at the request of the Company as a member of the Board or member of the Executive Committee (each individually, a "Covered Person"), against any expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal or administrative, to which he or she was, is, or is threatened to be, made a party, or is otherwise involved (a "Proceeding").

This provision shall not indemnify any Covered Person against any liability arising out of

- a) any fraud or dishonesty in the performance of such Covered Person's duty to the Company, or
- b) such Covered Party's conscious, intentional or willful or grossly negligent breach of the obligation to act honestly and in good faith with a view to the best interests of the Company.

Notwithstanding the preceding sentence, this section shall not extend to any person holding the office of auditor or special auditor of the Company.

The particulars of the indemnification shall be regulated in an Indemnification Agreement between the Company and the Covered Person.

11. FINAL PROVISIONS

These Organizational Rules were adopted by the Board at the date written below and entered into force on the first day of listing. In individual cases, the Board may at any time adopt resolutions which deviate from these regulations. In the event of general changes, it shall amend these regulations.

Adopted by the Board of Directors on 3 June 2016, as amended on 6 December 2016, effective as per 18 October 2016