

# **PRIME MEDICINE, INC.**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

### **Introduction**

Prime Medicine, Inc. (the “Company”) is committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (the “Code”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to read and understand this Code and its application to the performance of his or her responsibilities with the Company.

Action by members of your immediate family, significant others or other persons who live in your household (referred to in this Code as “family members”) also may potentially result in ethical issues to the extent that they involve the Company’s business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with this Code, you should consider not only your own conduct, but also that of your family members.

Any employee who violates the standards in this Code may be subject to disciplinary action, up to and including termination. As further discussed in Section 16 of this Code, you should not hesitate to ask questions about whether any conduct may violate this Code, to voice concerns, or to clarify perceived gray areas.

### **1. Honest and Ethical Conduct**

The Company’s policy is to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of the Company depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity.

### **2. Legal Compliance**

Our success depends upon each employee operating within legal guidelines and cooperating with local, national and international authorities. While we do not expect you to memorize every detail of all applicable laws, rules and regulations, we expect that you be able to determine when to seek advice from your supervisor or the Chief Legal Officer (as provided in Section 16). Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including e-mails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone’s best interests to know and comply with our legal obligations.

### **3. Insider Trading**

The Company’s Insider Trading Policy provides guidelines with respect to trading Company securities and the securities of other publicly-traded companies. The Insider Trading Policy applies to all directors, officers and employees, designated consultants and contractors who have access to material nonpublic information.

#### **4. International Business Laws**

Our employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S. As these laws are often quite complex, an employee should contact the Chief Legal Officer with any questions about specific practices or requirements.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include, but are not limited to:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account and the recording of all applicable company transactions;
- U.S. embargoes, which restrict, or in some cases prohibit, companies, their subsidiaries and their employees from doing business with certain other countries or specifically identified companies or individuals.

If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action that might be regulated by international laws.

#### **5. Antitrust**

Antitrust laws are designed to protect the competitive process. These laws generally prohibit agreements, whether formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts. Certain kinds of information, such as pricing and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may seem. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from the Chief Legal Officer whenever you have a question relating to these laws.

#### **6. Environmental Compliance**

The Company's policy is to conduct our business in an environmentally responsible way that limits environmental impacts. We are committed to minimizing and, if practicable, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation, disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.

#### **7. Conflicts of Interest**

We respect the rights of our employees to manage their personal affairs and investments and do not wish to impede on their personal lives. At the same time, employees should avoid conflicts of interest that occur when their personal interests may interfere with the performance of their duties or the best interests of the Company. A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with the Chief Legal Officer (as provided in Section 16). Factors that may be considered in evaluating a potential conflict of interest are, among others:

- whether it may interfere with the employee's job performance, responsibilities or morale;
- whether the employee has access to confidential information;
- whether it may interfere with the job performance, responsibilities or morale of others within the organization;
- any potential adverse or beneficial impact on our business;
- any potential adverse or beneficial impact on our relationships with our business partners or suppliers or other service providers;
- whether it would enhance or support a competitor's position;
- the extent to which it would result in financial or other benefit, whether direct or indirect, to one of our business partners, suppliers or other service providers; and
- the extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve conflicts of interests:

- Employment by (including consulting for) or service on the board of a competitor, business partner or supplier.
- Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us.
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.
- Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.
- Taking personal advantage of corporate opportunities.
- Moonlighting without permission.
- Exercising supervisory authority over a co-worker who is also a family member.

## **8. Corporate Opportunities**

You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized by the Chief Legal Officer or the Audit Committee of the Board of Directors. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

## **9. Financial Integrity in Public Reporting and Business Records**

The integrity of our financial reports depends upon the validity, accuracy and completeness of the information received and communicated by employees. Our records serve as a basis for managing our business and are important in meeting our obligations to business partners, employees, stockholders and others with whom we do business. We require that:

- transactions be supported by appropriate documentation;
- the terms of sales be reflected accurately in the documentation for those transactions and in our books and records; and
- employees understand and seek to comply with our system of internal controls.

Our accounting records are also relied upon to produce reports for our management and stockholders, as well as for government agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic reports that we file with the Securities and Exchange Commission (the “SEC”). Employees who collect, provide or analyze information for these reports should strive to ensure that our financial disclosures are accurate and transparent.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to the Chief Legal Officer, or one of the other compliance resources described in Section 16.

## **10. Fair Dealing**

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult the Chief Legal Officer, as provided in Section 16.

## **11. Gifts and Entertainment**

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with business partners or facilitate approvals from government officials. Unless express permission is received from the Chief Legal Officer or the Audit Committee of the Board of Directors, gifts and entertainment cannot be offered, provided or accepted by any employee unless consistent with customary business practices and are not: (i) of more than token or nominal monetary value; (ii) in cash; (iii) susceptible of being reasonably construed as a bribe or kickback; (iv) made or received on a regular or frequent basis; or (v) in violation of any laws. Any questions or doubts you may have regarding the acceptability of receiving a particular item should be discussed with the Chief Legal Officer. This principle applies to our transactions everywhere in the world, even where the practice is widely considered “a way of doing business.” Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our business partners, suppliers and the public at large should know that our employees’ judgment is not for sale.

## **12. Protection and Proper Use of Company Assets**

All employees are expected to protect our assets and ensure their efficient use. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business

purposes, although incidental personal use may be permitted. All data residing on or transmitted through our computing and communications facilities, including e-mail and word processing documents, is the property of the Company and subject to inspection, retention and review by the Company, with or without an employee's or third party's knowledge, consent or approval, and in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Chief Legal Officer.

### **13. Confidentiality**

One of our most important assets is our confidential information. Directors and employees who have received or have access to confidential information should take care to keep this information confidential. Confidential information includes non-public information that might be of use to competitors or harmful to the Company or its business partners if disclosed, such as business, marketing and service plans, financial information, product architecture, source codes, inventions, designs, databases, pricing strategies, personnel data, personally identifiable information pertaining to our employees or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our suppliers and business partners.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information.

Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas within the Company, such as lunchrooms. All Company e-mails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes.

### **14. Media/Public Discussions**

The Company's policy is to publicly disclose material information through limited channels. All inquiries or calls from the press and financial analysts should be referred to the Chief Executive Officer ("CEO"), Chief Legal Officer or the investor relations department. Unless a specific exception has been made by the CEO, the CEO is the only person who may communicate with the press on behalf of the Company.

### **15. Compliance Standards and Procedures**

#### ***Compliance Resources***

Our Chief Legal Officer oversees this Code as well as any of our training programs related to compliance with this Code. The Chief Legal Officer is a person to whom you can address any questions or concerns. The Chief Legal Officer, Ryan Brown, may be reached at [rbrown@primemedicine.com](mailto:rbrown@primemedicine.com). In addition to fielding questions or concerns with respect to potential violations of this Code, the Chief Legal Officer is responsible for:

- investigating possible violations of this Code;
- distributing copies of this Code annually via e-mail to each employee with a reminder that each employee is responsible for reading, understanding and complying with this Code;
- updating this Code as needed and alerting employees to any updates; and

- otherwise promoting an atmosphere of responsible and ethical conduct.

Employees may ask questions about Company policy, seek guidance on specific situations or report violations of this Code by (i) email to [ComplianceOfficer@primemedicine.com](mailto:ComplianceOfficer@primemedicine.com), (ii) calling our Compliance Hotline at (833) 869-0481 or (iii) delivering the question or complaint to our Compliance Hotline Website at [www.whistleblowerservices.com/PRME](http://www.whistleblowerservices.com/PRME). Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed to allow an employee to bypass a supervisor he believes is or may be engaged in prohibited conduct under this Code. Anonymous reports should be factual instead of speculative or conclusory and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

***Clarifying Questions and Concerns; Reporting Possible Violations***

If you are aware of a suspected or actual violation of the Code, you have a responsibility to report it. Whether you choose to speak with your manager or the Chief Legal Officer, you should do so without fear of retaliation. Rest assured that we will take prompt disciplinary action, up to and including termination of employment, against any employee who retaliates against you.

Managers must promptly report any complaints or observations of Code violations to the Chief Legal Officer. The Chief Legal Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. If the investigation indicates that a violation of this Code has likely occurred, we will take such action as we believe to be appropriate under the circumstances.

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Adopted: February 9, 2022  
Amended: September 10, 2025