

# PRIME MEDICINE, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

### I. Purpose and Scope

Prime Medicine (the “Company”) aspires to bring the promise of gene editing to patients. We are committed to maintain high standards of integrity, honesty and transparency in all matters for the patients we serve, for our company, for our people and for our community. This Code of Business Conduct and Ethics (the “Code”) reflects the business practices and principles of behavior that support this commitment.

The Board of Directors of the Company has adopted this Code to aid the Company’s directors, officers, employees, consultants, contractors and certain of our business partners in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. The Company’s Board of Directors (the “Board”) or a committee of the Board is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. The Compliance Officer will initially be Karen Brown, Senior Vice President, IP and Legal Affairs.

The Company expects its directors, officers, employees, consultants and contractors to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers, employees, consultants and contractors to refer to this Code frequently to ensure that they are conducting themselves with the highest degree of honesty and integrity at all times and acting within both the letter and spirit of this Code. The Company also understands that this Code will not answer every problem you may encounter or address every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages you to speak with your supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer. Section C of this Code provides additional channels for communicating about any questions or concerns you may have.

The Company’s directors, officers, employees, consultants and contractors generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations you may have to the Company. Instead, this Code should be viewed as a general statement of the guiding principles and *minimum standards* the Company expects from its directors, officers and employees in the conduct of the Company’s business.

The Code applies to all employees, officers and directors, each of whom must adhere to its provisions, including the provisions requiring the reporting of suspected violations. Certain business partners, such as consultants, independent contractors, interns and temporary employees, are also expected to live up to the principles of the Code. Managers who supervise our external business partners are responsible for ensuring that they understand our standards.

Action by members of your family, significant other, or other persons who live in your household (referred to in this Code as “family members”) may also 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 vendors 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.

## **II. Standards of Conduct**

### **A. Compliance with Laws, Rules and Regulations**

The Company requires that all directors, officers, employees, consultants and contractors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

**If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Compliance Officer. Alternatively, you may report the matter to the Chief Executive Officer, a member of Human Resources, or via the Company Hotline, provided in Section C of this Code.** While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Directors, officers, employees, consultants and contractors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### **B. Conflicts of Interest**

The Company recognizes and respects the right of its directors, officers, employees, consultants and contractors to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict, or the appearance of a conflict of interest, between their personal interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's, employee's, consultant's or contractor's personal interest interferes with the Company's interests. Conflicts of interest can arise in many situations. For example, conflicts of interest can arise when a director, officer, employee, consultant or contractor takes an action or has an outside interest, responsibility or obligation that can make it difficult for him or her to perform the

responsibilities of his or her position objectively or effectively in the Company's best interests. Conflicts of interest can also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's, employee's, consultant's or contractor's position with the Company. Each individual is expected to use good judgment to avoid situations that can lead even to the appearance of a conflict of interest. Examples of situations that are likely to be a conflict of interest or lead to an appearance of a conflict of interest include:

- using the Company's confidential information for personal benefit or the benefit of anyone or any entity other than the Company;
- performing services as an employee, officer, director, consultant, or in any other capacity for a competitor of the Company, other than any services performed at the Company's request;
- seeking or accepting any personal loan or services from an outside business that does business with the Company, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- being a consultant to, or a director, officer, or employee of, an outside business if the demands of the outside business would materially interfere with the director's, officer's or employee's responsibilities with the Company; or
- conducting business on behalf of the Company with immediate family members, including spouses, domestic partners, children, parents, siblings, and persons sharing the same home whether or not legal relatives.

Any material transaction, responsibility, obligation, or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer, who may notify the Board or a committee of the Board as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Executive Officer.

### **C. Insider Trading**

As a publicly traded company, the Company must adhere to specific standards to ensure compliance with the securities laws and regulations of the Securities and Exchange Commission (SEC). The Company is also committed to act ethically and with integrity. Directors, officers, employees, consultants and contractors may become aware of have material nonpublic information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company. Material information is any information that a reasonable investor would consider important in making an investment decision. Material information is "nonpublic" if it has not been disseminated in a manner making it available to investors generally.

Under the law and Company policy, directors, officers, employees, consultants and contractors having material, nonpublic information about the Company may not buy, sell, or engage in any other transaction with respect to any of the Company's securities. Doing so would be illegal and unethical. Directors, officers, employees, consultants and contractors also are prohibited by law and Company policy from trading in securities of another company's securities if they have material, nonpublic information about that company, as well as from communicating material nonpublic information to others who might trade on the basis of that information (a practice referred to as "tipping").

To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is distributed to all employees and is also available from the Legal Department. If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Company's Insider Trading Policy Compliance Officer or the most senior internal legal officer before making any such purchase or sale.

#### **D. Confidential Information**

Directors, officers, employees, consultants and contractors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and business partners, except when disclosure is authorized by a supervisor or legally mandated. Protecting this confidential information is essential to the Company's ability to achieve success and maintain its competitive position in the industry and maintain our relationships with our suppliers and business partners. Unauthorized disclosure of any confidential information is prohibited. Additionally, directors, officers, employees, consultants and contractors should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to directors, officers, employees, consultants and contractors who have a need to know such information to perform their responsibilities for the Company.

Examples of confidential information include:

- information marked "Confidential," "Proprietary," "Private," "For Internal Use Only," or with a similar legend;
- scientific or technical information relating to our discovery and development programs, product candidates, or other research;
- unpublished patent applications and other proprietary intellectual property information;
- regulatory submissions, timelines and submission statuses;
- business plans or projections, including business development information;

- internal financial data;
- personnel information; and
- other non-public information that, if disclosed, might be of use to the Company's competitors or harmful to the Company or its business partners.

You also must abide by any lawful obligations that you have to your former employer(s). These obligations may include restrictions on the use and disclosure of confidential information.

If an employee of the Company believes that he or she will communicate confidential information of the Company to a third-party business contact, the employee should contact a member of the Legal Department immediately to put a confidentiality agreement in place prior to the disclosure. To avoid inadvertent disclosure of any confidential information, you should avoid discussions of the Company's information in public places, including public transportation, in restaurants, or in common areas of the Company's premises.

If an employee of the Company intends to make any type of external scientific disclosure, such as an abstract submission, journal article publication, presentation at a conference or symposium, or any other disclosure of Company scientific information, the employee should work with his or her manager or function head to ensure that the disclosure is appropriately reviewed well before the date of the scientific disclosure.

#### **E. Company Communications**

In order to ensure that information the Company discloses is accurate, only the chief executive officer, principal financial officer and employees designated by them are authorized to speak on behalf of the Company with any market participant, member of the media or stockholder. Company spokespersons may designate certain other employees or representatives of the Company to speak with specific market participants or members of the media with respect to specific aspects of the Company's business.

Third parties may ask you for information concerning the Company. Unless you are specifically authorized to do so, directors, officers, employees, consultants and contractors must not discuss or share the Company's confidential information with anyone outside the Company. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries about the Company, whether such inquiries appear to solicit confidential information or not, must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor, one of the Company's authorized spokespersons, or the CEO.

The Company is committed to preventing inadvertent disclosures of material nonpublic information and avoiding even the appearance of impropriety by persons

associated with the Company. Accordingly, Company employees may not disclose or discuss any material, nonpublic information about the Company or its activities with any person outside the Company, except as may be required in connection with the proper performance by the employee of his or her duties on behalf of the Company. In addition, the Company prohibits directors, officers, employees, consultants and contractors from making any comments or postings about material, non-public information about the Company via social media, chat rooms, blogs or other websites unless you are specifically authorized to do so. In no case may an employee post anything on social media, or any other medium, in the name of the Company, related to the Company, or in a manner that could reasonably be attributed to the Company without prior written authorization by senior management. The Company also prohibits directors, officers, employees, consultants and contractors from participating in social media, chat rooms, blogs or other websites relating to competitors of the Company or entities with which the Company has a significant business relationship.

Should an employee find mistakes or erroneous information about the Company on social media or elsewhere, the individual should not try to “correct the record,” but rather should report it to a member of the Disclosure Committee or the Compliance Officer. In addition, if an employee becomes aware that an unauthorized disclosure of material, nonpublic information about the Company was made on social media or elsewhere, the employee should immediately notify the Compliance Officer or a member of the Disclosure Committee.

There may be circumstances in which you have come into possession of information about the Company, or become aware of events, in which you are unsure whether the information is material and nonpublic. Similarly, you may become aware of events that you believe may raise disclosure issues. In either case, you should contact the Compliance Officer or a member of the Company’s Disclosure Committee, as applicable, for clarification.

#### **F. Honest and Ethical Conduct and Fair Dealing**

Directors, officers, employees, consultants and contractors should endeavor to deal honestly, ethically and fairly with the Company’s suppliers, customers, competitors and employees. Statements regarding the Company’s products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

#### **G. Scientific Integrity**

Our business is based on science and technology. The Company has established and promotes a culture of intellectual honesty and integrity and does not tolerate misconduct in any aspect of research. Employees, consultants, and contractors must adhere to the highest standards in research, data collection, and recordation, and conduct scientific investigation with integrity, applying established professional norms and ethical principles.

No knowingly false, inaccurate, or misleading data should ever be recorded or reported in connection with the conduct of the Company's business including your work for the Company. Scientific misconduct includes fabrication, falsification, or plagiarism in proposing, performing, or reviewing research or in reporting research results. It does not include honest error or honest differences in recordation and interpretation of data. Scientific misconduct may also include retaliation of any kind against a person for making an allegation of scientific misconduct and who has not acted in bad faith. Any employee, consultant, contractor, or director who makes a good faith complaint of scientific misconduct, provides information, or otherwise participates in an investigation is protected by law and the Company's policy against retaliation as a result of their involvement. Any employee, consultant, contractor, or director who becomes aware of any situation that may involve scientific misconduct must immediately notify the Chief Scientific Officer or the Compliance Officer.

## **H. Protection and Proper Use of Corporate Assets**

The Company recognizes its responsibility as stewards of shareholders' investments, and seeks to appropriately source, use and protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, consultants, contractors, officers and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else. Personal use of the Company's funds or property, including charging personal expenses as business expenses, inappropriate usage of company equipment or the personal use of supplies or facilities without advance approval from an appropriate officer of the Company shall be considered a breach of this Code.

The Company provides employees with computers, an internet connection, e-mail and other tools. Employees are responsible for using these resources in a professional, ethical and lawful manner. While you may use these resources for personal use on a limited basis, personal use should be kept to a minimum and should not interfere with the performance of your job responsibilities.

The data and other information you use, send, receive and store on the Company's computer and telecommunications equipment (including, without limitation, email, voicemail and the internet) are business records owned by the Company. Therefore, the Company has the right to review and access such records. In addition, your use of the Company's systems and equipment reflects on the Company as a whole, and at no time may you use the Company's systems or equipment to download, view, access, store, share, post or send content that is illegal or otherwise obscene, racist, threatening, intimidating, malicious or sexually explicit, or that could reasonably be viewed as such.

## **I. Corporate Opportunities**

Directors, officers, employees and certain consultants owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company, unless that opportunity has first been presented to, and rejected by, the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

In some cases, opportunities that are acquired privately by you may be of concern if they are related to our existing or proposed lines of business. Significant 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.

The Company acknowledges that certain investors in the Company and their affiliates are professional investment funds or in the business of venture capital investing (collectively, "VC Investors") and therefore review the business plans and related proprietary information of many enterprises, and invest in numerous enterprises, including enterprises that may have products or services that compete directly or indirectly with those of the Company. Accordingly, (a) to the fullest extent permitted under applicable law, no VC Investor shall be liable to the Company for any claim arising out of, or based upon, (i) the investment by such VC Investor or any affiliate of such VC Investor in any entity competitive with the Company, or (ii) actions taken by any partner, officer or other representative of such VC Investor to assist any such competitive company, whether or not such action was taken as a member of the board of directors of such competitive company or otherwise, and whether or not such action has a detrimental effect on the Company, and (b) nothing in any agreement between the Company or its affiliates and any VC Investor shall preclude or in any way restrict the VC Investors from investing or participating in any particular enterprise, whether or not such enterprise has products or services that compete with those of the Company; provided, however, that the foregoing shall not relieve (x) any VC Investor from liability associated with the unauthorized disclosure of the Company's confidential information in breach of any agreement between such VC Investor and the Company, or (y) any director or officer of the Company from any liability associated with a breach of his or her fiduciary duties to the Company.

The Company renounces, to the fullest extent permitted by law, any interest or expectancy of the Company in, or in being offered an opportunity to participate in, any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director who is not an employee of the Company unless such matter, transaction or interest is presented to, acquired, created or development by, or otherwise comes into the possession of, a director expressly and solely in his or her capacity as a director of the Company, and agrees that it shall not take any action, or adopt any resolution, inconsistent with the foregoing.



## **J. Political Contributions**

The Company supports your right to engage in the political process, including through personal monetary contributions or by volunteering personal time. However, you must conduct any political activities on your own time and with your own resources, and you should not represent that you are making contributions on the Company's behalf. Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S. and many other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer. Directors, officers, employees, consultants and contractors may not, without the approval of the Compliance Officer, use any Company funds for political contributions of any kind to any political candidate or holder of any national, state or local government office. Specific questions should be directed to the Compliance Officer.

## **K. Gifts and Entertainment**

The giving or receiving of cash, gifts, entertainment or other benefits by individuals in their capacity as representatives of the Company can create a real or perceived conflict of interest and, in some cases, can violate the law. Neither you nor your family members may accept cash, gifts, entertainment or other benefits from customers, suppliers or anyone doing or seeking to do business with the Company, other than items of insignificant value (such as a small gift basket). Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense should prevail when engaging in business entertainment on behalf of the Company. Acceptable entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable laws.

## **L. Bribes, Kickbacks and Other Improper Payments**

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer, employee, consultant or contractor working on behalf of the Company should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment.

You are prohibited from making or promising to make, directly or indirectly, any payment of money or anything of value to any government official, political party, or candidate for political office, which is intended to induce or influence that person to act in any way to assist the Company in obtaining or retaining a business advantage. Further, the Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

## **M. International Trade Controls**

Many countries regulate international trade transactions, such as imports, exports and international financial transactions and prohibit boycotts against countries or firms that may be “blacklisted” by certain groups or countries. The Company’s policy is to comply with these regulations and prohibitions even if compliance may result in the loss of some business opportunities. Employees should learn and understand the extent to which international trade controls apply to transactions conducted by the Company.

## **N. Accuracy of Records**

Directors, officers, employees, consultants and contractors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company’s ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company’s accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company’s books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

You must always make truthful, complete and accurate statements regarding any audit, review or examination of the Company’s financial statements or the preparation or filing of any document or report with the SEC. It is prohibited to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant conducting an audit or review of the Company’s financial statements.

## **O. Quality of Public Disclosures**

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

## **P. Environmental Matters**

The Company is committed to operating its business in a manner that protects the environment as much as possible and is further committed to compliance with all applicable environmental laws, regulations and industry best practices, such as those that affect hazardous waste disposal, emissions and water purity. You are expected to maintain compliance with all internal environmental policies.

## **Q. Equal Opportunity Employment and Prohibition against Discrimination**

The Company is committed to the principles of equal employment opportunity, diversity, inclusion and respect. The Company prohibits discrimination against employees and job applicants because of race, color, age, sex (including pregnancy, childbirth or related medical conditions), religion, national origin, disability, sexual orientation, gender identity, ancestry, genetic information, veteran status or any other category protected by law. The Company also prohibits harassment in the workplace on the basis of any category protected by law, including sexual harassment. Harassment includes unwelcome conduct that is intimidating, hostile or abusive and based on race, color, age, sex (including pregnancy, childbirth or related medical conditions), religion, national origin, disability, sexual orientation, gender identity, ancestry, genetic information, veteran status or any other category protected by law. Retaliation against an employee for alleging a complaint of harassment or discrimination or for participating in an investigation relating to such a complaint is also prohibited. Please refer to the Company's nondiscrimination and antiharassment policy.

## **R. Health and Safety**

The Company is committed to providing a safe and healthy work environment free of threats to the health, safety, and well-being of our employees. The Company also recognizes that the responsibilities for a safe and healthy work environment are shared with you. We will establish and implement appropriate health and safety policies that managers and their employees are expected to uphold at all times. Employees are expected to conduct their work in a safe manner in compliance with all Company policies and report all safety or health concerns, or any unsafe situations, accidents or injuries to the Company's Facilities team.

Part of providing a safe and healthy environment is the prohibition of illegal drugs at any time, or consuming alcohol during normal working hours, on the premises, or while representing the Company at any time and in any way (except when alcohol is pre-approved for special Company sponsored events). Individuals who consume alcohol at such events do so at their own risk. In addition, you are expected to avoid excessive consumption of alcohol at any Company sponsored event and will be asked to leave an event at which you are violating this requirement. You also may be subject to other disciplinary measures.

The Company prohibits violence of any kind directed towards or against Company employees, consultants, partners, customers or suppliers whether such violence arises by way of co-workers or by way of employees of other organizations who interact with Company employees. The Company will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, teasing, or any other conduct that leads to violence in the workplace. If you believe that you or someone else may be the target of violence or intimidation, or threats of violence or intimidation, please report the situation to Human Resources. The use, sale or possession of weapons in the workplace is also prohibited.

### III. Compliance Procedures

#### A. Communication of Code

All current directors, officers, employees, consultants and contractors are being supplied a copy of the Code. Future directors, officers, employees, consultants and contractors will be supplied a copy of the Code when beginning service at the Company. All directors, officers, employees, consultants and contractors will be expected to review and sign an acknowledgment regarding the Code on a periodic basis. Updates of the Code, when adopted, will be promptly supplied to directors, officers, employees, consultants and contractors. Directors, officers, employees, consultants and contractors also can obtain a copy of the Code by requesting one from the human resources department or by accessing the Company's website at [www.primemedicine.com](http://www.primemedicine.com). To facilitate compliance with this Code, we may, from time to time, offer Code awareness, training, and review to our employees, consultants and contractors.

#### B. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board or a committee of the Board or, in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee, shall take reasonable steps to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

The Company's management shall periodically report to the Board or a committee of the Board on these compliance efforts including, without limitation, alleged violations of the Code and the actions taken with respect to violations.

#### C. Communication Channels

*Be Proactive.* Every director, officer, employee, consultant and contractor is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of law, rule or regulation resulting from the conduct of the Company's business or occurring on the Company's property. **If any director, officer, employee, consultant or contractor believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she is obligated to bring the matter to the attention of the Company.** The matter may be reported to the employee's supervisor or Compliance Officer. Alternatively, the matter may be reported to the Chief Executive Officer, a member of Human Resources, or by any of the Communication Methods listed below.

*Seeking Guidance.* This Code is not intended to be a comprehensive rulebook and cannot address every situation that an individual may face. The best starting point for officers, employees, consultants or contractors seeking advice on ethics-related issues or wishing to report potential violations of the Code will usually be their supervisor. An individual should not hesitate to ask questions about whether any conduct may violate this Code, as well as to voice any concerns or clarify gray areas. However, if the conduct in question involves an officer's, employee's, consultant's or contractor's supervisor, if the officer, employee, consultant or contractor has reported the conduct in question to the supervisor and does not believe that the supervisor has dealt with it properly, or if the officer, employee, consultant or contractor does not feel comfortable discussing the matter with the supervisor, the individual may raise the matter with the Compliance Officer or the Chief Executive Officer, a member of Human Resources, or by any of the Communication Methods listed below.

*Communication Methods.* Any officer, employee, consultant or contractor may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods (which can be done anonymously as set forth below under "Anonymity"):

- By e-mail to [ComplianceOfficer@primemedicine.com](mailto:ComplianceOfficer@primemedicine.com) (anonymity cannot be maintained);
- By mail to Compliance Officer, c/o Prime Medicine, Inc., 21 Erie Street, Cambridge, MA 02139 (which may be done anonymously as set forth below under "Anonymity");
- Online at <https://www.whistleblowerservices.com/PRME> (which may be done anonymously as set forth below under "Anonymity"); or
- By voicemail at 1-800-891-3209 (which may be done anonymously as set forth below under "Anonymity").

*Reporting Accounting and Similar Concerns.* Concerns or questions regarding potential violations of the Code, a Company policy or procedure or laws, rules or regulations relating to accounting, internal accounting controls, or auditing or securities law matters will be directed to the Audit Committee of the Board (the "Audit Committee") or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for receiving, retaining and treating complaints regarding accounting, internal accounting controls or auditing matters. Officers and employees can also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which can be done anonymously as set forth below under "Anonymity"):

- By e-mail to [ComplianceOfficer@primemedicine.com](mailto:ComplianceOfficer@primemedicine.com) (anonymity cannot be maintained);

- By mail to: Chair, Audit Committee, c/o Prime Medicine, Inc., 21 Erie Street, Cambridge, MA 02139 (which may be done anonymously as set forth below under “Anonymity”);
- Online: <https://www.whistleblowerservices.com/PRME> (which may be done anonymously as set forth below under “Anonymity”); or
- By voicemail at 1-800-891-3209 (which may be done anonymously as set forth below under “Anonymity”).

*Cooperation.* Directors, officers, employees, consultants and contractors are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any law, rule or regulation.

*Misuse of Reporting Channels.* Directors, officers, employees, consultants and contractors should not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

*Director Communications.* In addition to the foregoing methods, a director also can communicate concerns or seek advice with respect to this Code by contacting the Board through its Chair or the Audit Committee.

#### **D. Anonymity**

The Company prefers that officers, employees, consultants and contractors, when reporting suspected violations of the Code, identify themselves to facilitate the Company’s ability to take steps to address the suspected violation, including conducting an investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

A director, officer, employee, consultant or contractor who wishes to remain anonymous may do so, and the Company will use reasonable efforts to protect confidentiality. If a report is made anonymously, however, the Company may not have sufficient information to investigate or evaluate the allegations. Accordingly, persons who report suspected violations anonymously should provide as much detail as they can to permit the Company to evaluate the allegation and, if it deems appropriate, conduct an investigation.

#### **E. No Retaliation**

The Company forbids any retaliation against an officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee. Anyone who participates in any such conduct is subject to disciplinary action, including termination.

#### **IV. Waivers and Amendments**

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes, without limitation, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if required, the waiver is promptly disclosed to the Company's securityholders in accordance with applicable U.S. securities laws and the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board and, if required, must be promptly disclosed to the Company's securityholders in accordance with United States securities laws and Nasdaq rules and regulations.

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