

CARIBOU BIOSCIENCES, INC.

Code of Business Conduct, Scientific and Data Integrity, and Ethics

INTRODUCTION

Caribou Biosciences, Inc. (the “Company,” “us,” “we,” “our”) is committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct, Scientific and Data Integrity, and Ethics (this “Code”) reflects the business practices and principles of behavior that support this commitment. This Code applies to every employee, consultant, contractor, and director of the Company and we require each such person to read and understand this Code and its application to the performance of their business responsibilities.

All officers and managers are expected to demonstrate, and instill in our employees, consultants, and contractors, a commitment to the spirit, as well as the letter, of this Code. Managers are also expected to ensure that all employees reporting to them, as well as consultants and contractors performing services for the Company, conform to this Code. Nothing in this Code alters an employee’s employment relationship with the Company.

This Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, but reflects only a part of our commitment. From time to time, we may adopt additional policies and procedures with which our employees, consultants, contractors, and directors are expected to comply, if applicable to them. However, it is the responsibility of each employee, consultant, contractor, and director to apply reasonable judgment, together with their own highest personal ethical standards, in making business decisions where there is no stated guideline in this Code.

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.

You 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. Section 17 details the compliance resources available to you. In addition, you should be alert to possible violations of this Code by others and report suspected violations, without fear of any form of retaliation, as further described in Section 17. Violations of this Code will not be tolerated. Any employee, consultant, contractor, or director who violates the standards in this Code may be subject to corrective action, which may include termination of employment or services as applicable and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

1. Honest and Ethical Conduct

It is the policy of the Company to promote high standards of integrity by conducting our business 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. Unyielding personal integrity is the foundation of corporate integrity.

2. Legal Compliance

Obedying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon each employee, consultant, contractor, and director operating within legal guidelines and cooperating with local, state, federal, and international authorities. We expect employees, consultants, contractors, and directors to understand the legal and regulatory requirements applicable to their areas of responsibility. Some of the laws and regulations that affect the Company's business include those covering:

- Biotechnology products and pharmaceuticals;
- Use of animals in preclinical research;
- Occupational health and safety;
- Building, safety, and fire;
- Use and disposal of hazardous materials;
- Environmental requirements;
- Employment; and
- Accounting and financial reporting.

We expect employees, consultants, contractors, and directors to comply with all such laws and regulations. We may hold periodic training sessions to ensure that all employees comply with the relevant laws, rules, and regulations associated with their employment and areas of responsibility, including laws prohibiting insider trading (which are discussed in further detail in Section 3). If you have a question in the area of legal compliance, it is important that you seek answers from your manager, Human Resources, or the Compliance Officer (as described in Section 17).

It is the Company's policy to cooperate fully with all legal and reasonable government investigations. Accordingly, employees, consultants, contractors, and directors must comply with any and all lawful requests from government investigators and, consistent with preserving the Company's legal rights, shall cooperate in lawful government inquiries. Employees, consultants, contractors, and directors must not make false or misleading written or oral statements to a government official with regard to any matter involving an inquiry into the Company's business or practices. If an employee, consultant, contractor or director receives any such government request or inquiry, they must contact the Chief Executive Officer and the Chief Legal Officer immediately and prior to responding to such inquiry.

Disregard of the law will not be tolerated. Violation of local, state, federal, or international 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 emails, 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.

Additionally, if an employee, consultant, or contractor also maintains a professional license (e.g., an attorney, accountant, or physician), the employee, consultant, or contractor must also maintain their professional license and be in compliance with all requirements thereof.

The Company's research may include animal and human subjects. The Company is committed to follow the guidelines of the Office of Laboratory Animal Welfare (OLAW) and treat all animals used in research in a humane manner. Additionally, the Company may work with the IRB of research institutions for human clinical trial subjects to protect the rights and welfare of clinical participants. Human subjects must voluntarily consent to participate in clinical trials and must have been fully informed of the procedures and potential risks involved in such clinical trials.

3. Insider Trading

Employees, consultants, contractors, and directors who have access to material nonpublic information are not permitted to use or share that information for securities trading purposes or for any other purpose except to conduct our business. All material nonpublic information about the Company or about companies with which we do business is considered confidential information. To use material nonpublic information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is both unethical and illegal. Employees, consultants, contractors, and directors must exercise the utmost care when handling material nonpublic information.

We have adopted a separate Policy on Insider Trading that applies to all employees, consultants, contractors, and directors. Employees, consultants, contractors, and directors should consult our Policy on Insider Trading for more specific information on the definition of "material nonpublic information" and on buying and selling our securities or securities of companies with which we do business.

4. International Business Laws

Employees, consultants, and contractors 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, or they do business on our behalf, including laws prohibiting bribery, corruption, or the conduct of business with specified individuals, companies, or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees, consultants, and contractors to comply with U.S. laws, rules, and regulations governing the conduct of business by its citizens and corporations outside the United States.

These U.S. laws, rules, and regulations, which extend to all our activities outside the United States, include:

- 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, with all company transactions being properly recorded;
- U.S. embargoes, which generally prohibit U.S. companies, their subsidiaries, and their employees from doing business with or traveling to countries or regions subject to sanctions

imposed by the U.S. government, as well as specific companies and individuals identified on lists published by the U.S. government;

- U.S. export controls, which restrict exports from the United States and re-exports from other countries of goods, software, and technology to many countries, and prohibit transfers of items originating in the United States to denied persons and entities; and
- Anti-boycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the United States or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, you should consult with the Compliance Officer before taking any action or having any communications that might be regulated by international laws.

5. Antitrust

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories, or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production, inventory, business plans, strategies, budgets, projections, forecasts, financial and operating information, technologies, regulatory plans, intellectual property, and research and development plans, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. 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 Compliance Officer whenever you have a question relating to these laws.

6. Environmental Compliance

Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees, consultants, contractors, and directors to comply with all applicable environmental laws.

7. Conflicts of Interest

We respect the rights of our employees, consultants, contractors, and directors to manage their personal affairs and investments and do not wish to impinge on their personal lives. At the same time, our employees, consultants, contractors, and directors should avoid conflicts of interest that occur when their personal interests may interfere in any way 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. We expect our employees, consultants, contractors, and directors to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited unless specifically authorized as described below.

If you have any questions about a potential conflict of interest or if you become aware of an actual or potential conflict of interest, and you are not an officer or director of the Company, you should discuss the matter with Human Resources or the Compliance Officer (as further described in Section 17). Managers may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists. If you are not an officer or director of the Company, you must seek the approval of the Compliance Officer and the Chief Executive Officer and provide these individuals with a written description of the activity. Officers and directors may seek authorizations and determinations from the Audit Committee (the “Audit Committee”) of the Company’s Board of Directors. Factors that may be considered in evaluating a potential conflict of interest are, among others:

- whether it may interfere with such person’s job performance, responsibilities, or morale;
- whether such person 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 collaborators, contract manufacturing organizations, clinical research organizations, suppliers, vendors, or other service providers;
- whether it would enhance or support a competitor’s position;
- the extent to which it would result in a financial or other benefit (direct or indirect) to such person;
- the extent to which it would result in a financial or other benefit (direct or indirect) to one of our collaborators, contract manufacturing organizations, clinical research organizations, suppliers, vendors, 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 problematic conflicts of interests:

- **Providing services (including consulting or service on the board) for a competitor, collaborator, supplier, or service provider.** Activity that enhances or supports the position of a competitor to the detriment of the Company is prohibited, including employment by (including consulting for) or service on the board of a competitor. Providing services for an entity conducting business with the Company can result in potential conflicts of interest. In the event you would like to provide such services, you must obtain permission from the Chief Executive Officer and the Compliance Officer before doing so. Employees may, however, participate outside of normal work hours and without using Company facilities or property in activities or organizations that are not related to the Company's current or future business.
- **Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with us.** In addition to the factors described above, persons evaluating ownership in other entities for conflicts of interest will consider the size and nature of the investment, the nature of the relationship between the other entity and the Company, the person's access to confidential information, and the person's ability to influence Company decisions. If you would like to acquire a financial interest of that kind, you must seek approval in advance. For clarity, an investment in a mutual fund does not create a conflict of interest.
- **Soliciting or accepting gifts, favors, loans, or preferential treatment from any person or entity that does business or seeks to do business with us.** See Section 11 for further discussion of the issues involved in this type of conflict.
- **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.** See Section 8 for further discussion of the issues involved in this type of conflict.
- **Conducting our business transactions with your family member or a business in which you have a significant financial interest without permission.** Material related party transactions approved by the Audit Committee and involving any executive officer or director will be publicly disclosed as required by applicable laws and regulations and in keeping with the Company's Related Party Transactions Policy.
- **Exercising supervisory or other authority on behalf of the Company over a co-worker, consultant, or contractor who is also a family member without permission.** Your manager or the Compliance Officer will consult with Human Resources to assess the advisability of reassignment.
- **Romantic Relationships.** Romantic relationships involving employees and their managers or employees in the same department can create actual or potential conflicts of interest and may lead to possible claims of sexual harassment. Consequently, such relationships must be disclosed to Human Resources, who will assess the advisability of reassignment.

Loans to, or guarantees of obligations of, employees or their family members by the Company could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on

the facts and circumstances. Some loans are expressly prohibited by law. As a result, all loans and guarantees by the Company to any employee or consultant must be approved in advance by the Board of Directors or the Audit Committee.

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 Compliance Officer or the Audit Committee, as described in Section 7. Even opportunities that are acquired privately by you may be questionable 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.

9. Maintenance of Corporate Books, Records, Documents, and Accounts; Financial Integrity; Public Reporting

The integrity of our records and public disclosure depends upon the validity, accuracy, and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records must be accurate. The making of false or misleading entries, whether they relate to financial results or otherwise, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to our stakeholders. As a result, it is important that our books, records, and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs, and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales, if applicable, and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders, and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the Securities and Exchange Commission (the “SEC”). Securities laws require that these reports provide full, fair, accurate, timely, and understandable disclosure and fairly present our financial condition and results of operations. Employees, consultants, contractors, and directors who collect, provide, or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to

assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee, consultant, contractor, or director may knowingly take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC, or other applicable laws, rules, and regulations;
- all employees, consultants, contractors, or directors must cooperate fully with our finance and accounting personnel, as well as our independent public accountants and outside counsel, respond to their questions with candor, and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete;
- no employee, director, or person acting under their direction, may coerce, manipulate, mislead, or fraudulently influence our finance and accounting personnel, our independent public accountants, or outside counsel; and
- no employee, consultant, contractor, or director should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee, consultant, contractor, or director who becomes aware of any departure from these standards has a responsibility to report their knowledge promptly to the Chief Financial Officer, the Compliance Officer, the Audit Committee, one of the other compliance resources described in Section 17, or in accordance with the provisions of the Company's Compliance Reporting Policy.

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 technologies, 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, even if motivated by an intention to advance our interests. 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 Compliance Officer, as further described in Section 17.

You are expected to deal fairly with our collaborators, contract manufacturing organizations, clinical research organizations, suppliers, vendors, and anyone else with whom you have contact in the course of performing your duties. The Federal Trade Commission Act provides that "unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful." It is a violation of the Federal Trade Commission Act to engage in deceptive, unfair, or unethical practices and to make misrepresentations in connection with sales activities.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal

commercial considerations, such as quality, cost, availability, service, and reputation, and not on the receipt of special favors or personal relationships.

11. Gifts and Entertainment

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with partners or customers or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a sports event, a concert, a round of golf, or the like) is a common and acceptable practice as long as it is reasonable in value and not extravagant or an embarrassment to the Company. Unless express permission is received from the Chief Executive Officer, the Compliance Officer, or the Audit Committee, gifts and entertainment cannot be offered, provided, or accepted by any employee unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis, or (e) in violation of any laws.

To the extent possible, gifts that meet the above criteria and that are accepted by an employee should be shared with the Herd. For example, a vendor may send a gift basket of food items for the holidays, which can be placed in the lunchroom for all to enjoy. Gift cards received should be given to Human Resources to use for Company purposes (*e.g.*, purchases for Company events).

These principles apply to our transactions everywhere in the world, even where the practice is widely considered “a way of doing business.” Employees, consultants, contractors, and directors should not accept gifts or entertainment that may reasonably be deemed, or may appear, to affect their judgment or actions in the performance of their duties. Companies and people that we do business with, as well as the public at large, should know that our employees’, consultants’, contractors’, and directors’ judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act (described in Section 4), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. You should discuss with Human Resources or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

Furthermore, it is against Company policy for any employee, consultant, contractor, or director to offer anything of value to an existing or potential collaborator, clinical investigator, Institutional Review Board (IRB) member, patient, or other party that would inappropriately influence research data, design, conduct, enrollment, or outcome of clinical trials involving Company product candidates.

12. Protection and Proper Use of Company Assets

All employees, consultants, contractors, and directors are expected to protect our assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on our financial condition and results of operations. Our property, such as office supplies, computer equipment, laboratory and manufacturing supplies, and office, laboratory, and manufacturing space, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not lend, sell, give away, or dispose of Company assets unless authorized to do so in accordance with the Company’s asset disposal procedures. Furthermore, you may not use the Company’s corporate name, any brand name or trademark owned or associated with the Company, or any Company letterhead for any personal purpose, including but not limited to providing references for former employees unless authorized to do so by the Chief Executive Officer.

You may not, while acting on behalf of the Company or while using our computer equipment either:

- access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) or material of objectionable content in violation of applicable law, trafficking in contraband of any kind, or any kind of espionage.

If you receive authorization to access another entity’s internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Unsolicited bulk email is regulated by law in a number of jurisdictions. If you intend to send unsolicited bulk email to persons outside of the Company, either while acting on our behalf or using our computing or communications equipment or facilities, you must contact the Compliance Officer for prior approval.

Subject to applicable laws, all data residing on or transmitted through our computing and communications facilities, including email and word processing documents, are the property of the Company and subject to inspection, retention, and review by the Company, with or without an employee’s, consultant’s, contractor’s, director’s, or third party’s knowledge, consent, or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to the Compliance Officer.

13. Confidentiality

One of our most important assets is our confidential information. As an employee, consultant, contractor, or director of the Company, you may learn of information about the Company that is confidential. You also may learn of information before that information is released to the general public. Employees, consultants, contractors, and directors who have received or have access to confidential information should take care to keep this information confidential. Confidential information includes any and all confidential knowledge, data, or information related to the Company’s business or its actual or demonstrably anticipated research or development, including without limitation (a) all matters of a technical nature (such as discoveries, ideas, concepts, designs, drawings, formulations, specifications, techniques, models, diagrams, test data, scientific methods and know-how, prototypes, samples, and materials such as reagents, substances, chemical compounds, subcellular constituents, cells or cell lines, organisms and progeny, and mutants, derivatives, or replications derived from or relating to any of the foregoing materials), patent applications, trademarks, copyrights, trade secrets, inventions, ideas, processes, computer source and object code, data, formulae, programs, other works of authorship, know-how, improvements, discoveries, developments, designs, and techniques; (b) information regarding research and development, pre-clinical and clinical, regulatory, manufacturing, marketing and business plans, budgets, forecasts, financial statements, business collaborations and licenses, contracts, prices, facilities and equipment, suppliers, customers, and markets; (c) information regarding the skills and compensation of the Company’s employees, consultants, contractors, directors, and any other service providers of the Company; (d) the existence of any business discussions, negotiations, or agreements between the Company and any third party; and (e) similar types of information provided to us by our collaborators, licensors, licensees, suppliers, service providers, and the like. This information may be

protected by patent, trademark, copyright, or trade secret laws. All employees must sign a Confidential Information and Invention Assignment Agreement upon hire and must abide by these terms throughout their employment, including certain restrictions post-termination of employment. Consulting and service agreements contain similar provisions.

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 information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

You are expected to keep confidential information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing, or a formal communication from an officer, as further described in Section 15). Every employee, consultant, contractor, and director has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of their employment or providing services for the Company until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other employees, consultants, and contractors of the Company, unless those persons have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, mobile devices, computer storage devices, 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. You may not discuss our business, information, or prospects via social media, in any chat room, or via other digital formats regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants, and quasi-public areas in and around our place of business. All Company emails, 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.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us then you must handle that information in accordance with the applicable policy.

14. Research and Data Integrity

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. 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.

Employees, consultants, and contractors are required to ensure that all data are complete, consistent, and accurate. Falsifying or fabricating data is misconduct and a direct violation of this Code. Data include financial, legal, and business records; research and experiments documented in paper or electronic lab notebooks, including detailed experimental protocols, procedures for analysis, data from experiments, notes and observations, and the like; raw data from laboratory equipment such as sequencers, cell sorters, and the

like stored on Tundra LIMS (Laboratory Information Management System); and biological specimens, cell lines, derived reagents, or any other retained samples. Employees, consultants, and contractors are expected to follow the Company's Notebook Policy regarding data collection and documentation, including security and storage of the laboratory notebooks by the employee, consultant, or contractor.

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 Caribou'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 Executive Officer or the Compliance Officer. Depending upon the circumstances, Caribou may be required to notify granting agencies, journals, scientific organizations, and/or law enforcement agencies of a finding of scientific misconduct.

15. Media/Public Discussions

It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Chief Executive Officer, Chief Financial Officer, and the investor relations group. We have designated our Chief Executive Officer, President, Chief Financial Officer, Chief Scientific Officer, Chief Legal Officer, Chief Medical Officer, Chief Business Officer, and any investor relations representative, as our official spokespersons for financial, strategic, operational, regulatory, scientific, preclinical and clinical, technical, and other related information. Unless a specific designation has been made by one of the above officers, these designees are the only people who may communicate with the press on behalf of the Company. You also may not provide any information to the media about the Company off the record, for background, confidentially, or secretly.

16. Waivers

Any waiver of this Code for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer, or controller (or persons performing similar functions)) or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of The Nasdaq Stock Market, a committee of the Board of Directors, and will be disclosed as required by applicable laws, rules, and regulations.

17. Compliance Standards and Procedures

Compliance Resources

To facilitate compliance with this Code, we may, from time to time, offer Code awareness, training, and review to our employees. We have appointed our Chief Legal Officer to the position of Compliance Officer to oversee this process. In the future, we may appoint another individual as the Compliance Officer. The Compliance Officer may also designate additional individuals to assist them in carrying out all duties of the Compliance Officer. The Compliance Officer is a person to whom you can address any questions or concerns. Alternatively, if your concern involves the Compliance Officer, or you believe your concern has not been properly handled, you may contact the Vice President of Human Resources. In addition to fielding questions or concerns with respect to potential violations of this Code,

the Compliance Officer is responsible for:

- investigating possible violations of this Code;
- training new employees in Code policies;
- conducting annual training sessions to refresh employees' familiarity with this Code;
- distributing copies of this Code annually via email to each employee, consultant, contractor, and director with a reminder that each employee, consultant, contractor, and director is responsible for reading, understanding, and complying with this Code;
- updating this Code as needed and alerting employees, consultants, contractors, and directors to any updates, with approval of the Board of Directors or Audit Committee, as appropriate, to reflect changes in the law, Company operations, and recognized best practices, and to reflect the Company's experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to this Code is your manager or Human Resources. Your manager may have the information you need or may be able to refer the question to another appropriate source, such as Human Resources. There may, however, be times when you prefer not to go to your manager. In these instances, you should feel free to discuss your concern directly with Human Resources or the Compliance Officer. If you are uncomfortable speaking with the Compliance Officer because such person is in your department or is your manager, please contact Human Resources, the Chief Executive Officer, or the Audit Committee. Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under the Company's Compliance Reporting Policy, you may report that violation as set forth in such policy.

A toll-free compliance hotline at 1-844-517-1123, and at <https://www.whistleblowerservices.com/CRBU>, a dedicated website, are available to those who wish to ask questions about Company policy, seek guidance on specific situations, or report violations of this Code. Any reports or inquiries submitted via the hotline will be reviewed by the Chief Legal Officer and the Audit Committee Chair and subsequently reported to the Audit Committee, as deemed appropriate under the Company's Compliance Reporting Policy. You may call the toll-free number anonymously if you prefer as it is not equipped with caller identification, although the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your telephonic or email contact with the compliance hotline will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

You may also email your concerns and/or questions to the Chief Legal Officer and Audit Committee Chair at whistleblower@cariboubio.com.

Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your manager, Human Resources, or the Compliance Officer. Even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of Code standards by others, you have a

responsibility to report it. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the person(s) involved and the time of the violation. Whether you choose to speak with your manager, Human Resources, or the Compliance Officer, you should do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, up to and including termination of employment.

Managers must promptly report any complaints or observations of Code violations to the Compliance Officer. If you believe your manager has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your manager may conduct any preliminary investigation unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with legal counsel, Human Resources, and/or the Audit Committee. It is our policy to employ a fair process by which to determine violations of this Code.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls, or auditing concerns, under the Company's Compliance Reporting Policy, the Compliance Officer shall promptly inform the Audit Committee, and the Audit Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken. If a potential violation is reported via the confidential hotline or email address, the Audit Committee will be notified automatically and directly.

If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee or director is responsible for a Code violation, they will be subject to disciplinary action up to and including termination of employment or services as applicable and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution. For consultants and contractors, violations of the standards in this Code may result in termination of their service agreements. Appropriate action may also be taken to deter any future Code violations.

18. Changes; Annual Review

Any substantive changes to this Code may only be made by the Audit Committee and will be recommended to the Board of Directors for approval and effective upon approval by the Board of Directors. The Audit Committee will review and reassess the adequacy of this Code at least annually and recommend to the Board of Directors any changes the Audit Committee determines are appropriate.

19. Website Disclosure

This Code, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Code is available on the Company's website and provide the website address as required by law or regulation.

20. Effective Date

This Code is effective as of July 27, 2021.