

CARIBOU BIOSCIENCES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Effective as of July 11, 2021)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the board of directors (the "Board") of Caribou Biosciences, Inc. (the "Company") is to oversee the Company's director nomination and selection processes and the Company's corporate governance policies and procedures.

II. Membership

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market LLC ("Nasdaq"), subject to any applicable exceptions.

The members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

A. To identify and evaluate individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and to ensure that the Board has the requisite expertise and diversity. When considering any candidate or nominee to serve on the Board, the Committee shall seek to attain diversity and balance among directors of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Bylaws and described in the Company's proxy statement or other applicable laws, rules and regulations.

B. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.

C. To periodically review the Company's leadership structure and recommend to the Board any changes that the Committee deems appropriate.

D. To oversee the Company's corporate governance policies and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework.

E. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

F. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.

G. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of any director search firm engaged by the Committee.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of executive search firms and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of any executive search firm or other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any search consultants or other advisors engaged by the Committee.

V. Structure and Operations

The Board shall designate a member of the Committee as the chairperson.

The Committee shall meet as often and at such times and places as it deems necessary to fulfill its responsibilities.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.