

PRECIGEN, INC.

Corporate Governance Guidelines

I. Board of Directors.

- The directors of Precigen, Inc. (the “Company”) are elected by its shareholders to oversee management and to act in the best interest of the Company and its shareholders.
- The basic responsibility of a director is to discharge his or her duties in accordance with his or her good faith business judgment of the best interests of the Company. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

II. Ethical Business Principles.

- Integrity and ethical behavior are core values of the Company. The Board of Directors (the “Board”) and employees shall reflect such principles in the conduct of business. The Board is responsible to provide the best example of these values and should reinforce their importance at appropriate times.
- The Audit Committee should periodically review and evaluate the Company’s Code of Business Conduct and Ethics and the adequacy of the policies included in the Code of Business Conduct and Ethics. The Audit Committee should have management periodically confirm that those policies are fully understood and implemented.

III. Board Composition.

- The Board shall consist of the number of directors as the Board may determine from time to time, subject to compliance with the Company’s Articles of Incorporation and Bylaws, and the Virginia Stock Corporation Act. In accordance with the Company’s Bylaws, the Board may have up to 10 members.
- A majority of the directors shall be independent within the meaning of the independence standards of The Nasdaq Stock Market (“Nasdaq”) and within the time requirements established by Nasdaq, all as determined by the Board. The Independence Determination Guidelines attached to these guidelines as Appendix A have been established to assist the Board in making these independence determinations.
- When an independent director experiences a significant change to their principal employment that they believe may impact such director’s ability to serve as a director, or when a director who is also an officer of the Company ceases to be an officer of the Company, he or she is expected to notify the Chairman of the Nominating and Governance Committee for consideration by that Committee and offer to voluntarily resign from the Board. The Nominating and Governance Committee shall make a recommendation to the Board regarding the director’s continued service on the Board.
- The Nominating and Governance Committee is responsible for recommendation to the Board of director candidates for shareholder approval. Director vacancies occurring

between shareholder meetings are filled by the Board. The Board delegates the preliminary review process involved to the Nominating and Governance Committee.

- In considering the composition of the Board, expertise, tenure and diversity, including diversity of viewpoints, experience, race, ethnicity, gender and age, should be considered.
- The Board does not believe it should establish term or age limits as they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board. However, in considering the composition of the Board, the Nominating and Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains openness to new ideas and a willingness to critically re-examine the status quo.
- A director who serves as a chief executive officer of a publicly-traded company will not serve on more than three public company boards (including his or her own company's board) without the Nominating and Governance Committee approving such service.
- A director who does not serve as a chief executive officer of a publicly-traded company will not serve on more than five public company boards without the Nominating and Governance Committee approving such service.
- The Board is free to make the choice of the separation of the role of Chairman and the Chief Executive Officer in any way that seems in the best interests of the Company. Therefore, the Board does not have a policy on whether or not the role of the Chief Executive Officer and Chairman should be separate and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee.
- The current policy of the Board is to have a Lead Independent Director of the Board who is an independent director. The Board may revisit this policy from time to time. The non-management and independent Board members will annually appoint one non-management, independent Board member to serve as the Lead Independent Director. The responsibilities of the Lead Independent Director of the Board include:
 - preside over meetings of the non-management and independent Board members and, as appropriate, provide feedback to the Chief Executive Officer and Chairman;
 - with input from the non-management and independent Board members, propose additions to the Board's agenda;
 - serve as a point of contact between non-management and independent Board members and the Chief Executive Officer on board-wide matters;
 - call executive sessions of the independent Board members as needed in the judgment of the Lead Independent Director;

- serve as a “sounding board” and mentor to the Chief Executive Officer;
- take the lead in assuring that the Board carries out its responsibilities in circumstances where the Chairman is incapacitated or otherwise unable to act;
- consult with the Chairman of the Compensation and Human Capital Management Committee (the “Compensation Committee”) to provide performance feedback and compensation information to the Chief Executive Officer and Chairman; and
- perform such other duties and responsibilities as may be delegated to the Lead Independent Director by the Board from time to time.

IV. Meetings.

- Meetings. Meetings of the Board shall be held at times fixed by resolution of the Board, or upon call of the Chairman of the Board, the Chief Executive Officer or a majority of the directors.
- Attendance.
 - Directors are expected to make every effort to attend all meetings of the Board and the Board committees on which they serve, to ask questions and engage in discussion, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.
 - Directors also are strongly encouraged to attend all annual and special meetings of the Company’s shareholders.
 - Attendance at fewer than 75 percent of the aggregate of (i) the total number of meetings of the Board (held during the period for which a director has been a director) and (ii) the total number of meetings held by all Board committees on which such director served (during the periods that such director served) shall be discussed with the Chairman of the Board to determine if excessive time conflicts are likely to continue.
- The independent directors shall meet as a group in executive session at least two times a year. The Lead Independent Director shall chair these sessions. The independent directors have the authority to retain outside counsel and advisors.
- Meeting materials shall be delivered to each director in sufficient time in advance of each regular meeting of the Board to permit a thorough review.

V. Responsibilities of the Board and Committees.

Certain specific corporate governance functions of the Board include:

- Approve major corporate decisions and oversee, develop and implement Board policies.
- Review and, where appropriate, approve the Company’s major financial objectives and strategic and operating plans and activities.
- Through the Audit Committee, periodically review (at least annually) the Company’s legal compliance programs and procedures.

- Monitor and assess performance and ask appropriate questions of management to address accountability with established goals.
- Stay well-informed regarding the Company's businesses.
- Be a partner with the Chief Executive Officer on strategic issues by advising and consulting.
- Oversee the operational, regulatory, enterprise (including the integrity and security of the Company's information technology systems, business information and third party data) and other significant risks of the Company and, periodically as appropriate, oversee evaluations of the Company's risk identification and mitigation activities, including legal and regulatory compliance matters and incident response preparedness.
- Through the Audit Committee, oversee the Company's disclosure controls and procedures and internal controls over financial reporting.
- Through the Nominating and Governance Committee, oversee the Company's program for identifying, evaluating and controlling significant governance risks.
- Through the Compensation Committee, oversee significant human resources risks and risks that may result from the Company's executive compensation programs.
- Through the Compensation Committee, oversee the development, implementation and effectiveness of the Company's human capital management policies, programs, and initiatives, including but not limited to with respect to recruitment, retention, and development of the Company's employees and alignment of human capital management policies, programs, and initiatives with the Company's organizational needs.
- Be willing to be proactive in crisis situations.
- Review and approve major capital allocation recommendations of management.
- Oversee financial statements through the Audit Committee.
- Assume responsibility for the selection, retention and replacement of the Chief Executive Officer and review and concur in a management succession plan, through the Compensation Committee, to ensure continuity in senior management.
- Review, evaluate the performance of, and approve compensation of executive officers through the Compensation Committee.
- Establish proper governance, which includes a periodic review of the Corporate Governance Guidelines by the Board; the consideration of the Board, or at the request of the Board, by the Nominating and Governance Committee of other corporate governance issues and related matters; and any resulting recommendation by such Committee to the Board.
- Recruit effective new directors through the Nominating and Governance Committee.
- The Board shall have three standing committees: (i) Audit, (ii) Compensation, and

(iii) Nominating and Governance. The responsibilities of the three committees are set forth in the Bylaws and in the committee charters. Each Committee shall have a written charter that will be reviewed annually.

VI. Director Compensation and Ownership of Capital Stock.

- Non-employee directors shall receive reasonable annual compensation, which may take the form of an annual retainer, an annual stock grant, an award of stock options or restricted stock units and/or a fee for attendance at any Board or committee meeting.
- It is the responsibility of the Compensation Committee to recommend to the Board any changes in Board compensation. The Board makes the final determination with respect to Board compensation. The Compensation Committee will consider whether directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Compensation Committee will review compensation annually.
- Directors are encouraged to own the Company's common stock pursuant to the Company's Stock Ownership Guidelines.

VII. Director Orientation.

- The Nominating and Governance Committee shall have responsibility for determining any necessary orientation for each new director, and implementing ongoing education for directors, as the committee deems necessary.

VIII. Board Contacts and Access.

- Members of the Board shall have access to the Company's management at all times. Directors are expected to consider whether to report the results of any contact with a member of management other than the Chief Executive Officer to the Chief Executive Officer, Chairman or Lead Independent Director.
- The Board encourages management to bring managers to Board meetings from time to time who: (a) can provide additional insight to the items being discussed because of personal involvement in these areas and/or (b) represent managers with future potential that management believes should be given exposure to the Board.
- Dealings with the press and with investors generally should be the sole province of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Legal Officer and Vice President — Investor Relations (the "Authorized Spokespersons"). The Authorized Spokespersons may delegate authority to certain employees of the Company or its affiliates via formal delegation and in accordance with procedures determined by them. From time to time, it may be appropriate for directors to deal with the press or with investors in coordination with the Authorized Spokespersons.

IX. Shareholders Access to Directors.

- Shareholder Communications. Shareholders may communicate with the Board as a

group, the Lead Independent Director, and individual directors by sending written correspondence to the following address: Precigen, Inc., 20374 Seneca Meadows Parkway, Germantown, Maryland 20876, Attention: Corporate Secretary.

- All communications received in this manner will be kept confidential, if requested, and relevant information will be forwarded by the Corporate Secretary to the Lead Independent Director or to other directors if the communication is so directed. Items that are unrelated to a director's duties and responsibilities as a board member may be excluded by the Corporate Secretary, including solicitations and advertisements, junk mail, product related communications, job referral materials such as resumes, surveys and material that is determined to be illegal or otherwise inappropriate. Any communication so excluded will be made available to any independent director upon request.
- A form of “Communicating with Directors,” listing the methods for shareholders and interested parties to communicate directly with the Lead Independent Director or with the Audit Committee, to be posted on the Company’s website, is attached hereto as Appendix B.

X. Board Performance and Composition Review.

- The Board shall conduct an annual review of its performance reflecting on whether the Board and its committees could have done a better job, *i.e.*, lessons learned and improvements needed by the group and, if appropriate, by individual directors. The annual review should also consider the Board’s composition.

XI. Chief Executive Officer Performance Review.

- Provide for regular oral communication from the Board members to the Chief Executive Officer regarding concerns, suggestions, needs and expectations; written communication will be provided to the Chief Executive Officer upon the request of the Board.
- The Compensation Committee, together with the Lead Independent Director, shall provide an annual review of the Chief Executive Officer’s performance.

XII. Chief Executive Officer and Key Executive Officer Succession.

- The Chief Executive Officer and key executive officer succession planning process should include a regular (at least annual) Board review. Any review of possible internal candidates should include:
 - readiness and potential;
 - demonstrated skills and competencies;
 - needed experience and training to fill gaps; and
 - a plan for adequate exposure to the Board.

XIII. Policy With Respect to Failing to Achieve Majority “For” Votes in an Uncontested Election.

- Any nominee for director in an uncontested election (*i.e.*, an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “against” from his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, tender his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the shareholder vote:
 - The Committee (as defined below) shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation (which recommendation could consist of, without limitation, accepting the resignation, rejecting the resignation and maintaining the director, rejecting the resignation and maintaining the director but addressing what the Committee believes to be the underlying cause of the against votes, or rejecting the resignation but resolving that the director will not be re-nominated in the future for election). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, without limitation, the stated reasons why shareholders voted “against” election of such director, the length of service and qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, and the Company’s Corporate Governance Guidelines. If a resignation is accepted by the Committee, the Committee will recommend to the Board whether to fill the resulting vacancy or reduce the size of the Board.
 - The Board shall act on the Committee’s recommendation. In acting on the Committee’s recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.
 - Following the Board’s determination, the Company shall promptly publicly disclose in a document furnished to or filed with the Securities and Exchange Commission (the “SEC”) the Board’s decision of whether or not to accept the resignation and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation.
 - A director who is required to tender his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation tendered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected director an opportunity to provide the Committee or the Board with any information that he or she deems relevant.
 - For purposes of this policy, the term “Committee” means (i) the Nominating and Governance Committee, provided such committee then consists of at least three directors, each of whom is an independent director and none of whom is a director who is required to tender his or her resignation in accordance with this policy, or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by

the Board, each of the members of which is an independent director and none of the members of which is a director who is required to tender his or her resignation in accordance with this policy. However, if there are fewer than three independent directors then serving on the Board who are not required to tender their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to tender his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual resignation.

- The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of shareholders.

Last revised December 9, 2021

Independence Determination Guidelines

For a director to be deemed “independent,” the Board of Directors of Precigen, Inc. (“Precigen”) shall affirmatively determine that the director has no material relationship with Precigen either directly or as a partner, shareholder or officer of an organization that has a relationship with Precigen. In making this determination, the Board of Directors shall apply the following standards:

- (a) A director who is, or has been within the last three years, an employee of Precigen, or whose family member is, or has been within the last three years, an executive officer, of Precigen, is not independent. Employment as an interim Chairman, Chief Executive Officer or other executive officer will not disqualify a director from being considered independent following such employment, provided the interim employment did not last longer than one year.
- (b) A director who has received, or who has a family member serving as an executive officer who has received, during any twelve-month period within the three years preceding the determination of independence, more than \$120,000 in direct compensation from Precigen (excluding director and committee fees, compensation made to a family member who is an employee (other than an executive officer) of Precigen and benefits under a tax-qualified retirement plan or non-discretionary compensation), is not independent. Compensation received by a director for former service as an interim Chairman, Chief Executive Officer or other executive officer will not count toward the \$120,000 limitation, provided the interim employment did not last longer than one year.
- (c) (A) A director who is a current partner of a firm that is Precigen’s internal or external auditor; (B) a director who has a family member who is a current partner of such a firm; or (C) a director who was or whose family member was, within the last three years a partner or employee of such a firm and personally worked on Precigen’s audit within that time, in any such instance ((A)-(C)) is not independent.
- (d) A director who is or has been within the last three years, or whose family member is, or has been within the last three years, employed as an executive officer of another company where any of Precigen’s present executive officers at the same time serves or served on that company’s compensation committee, is not independent.
- (e) A director who is, or has a family member who is, a partner in (excluding limited partners), or a controlling shareholder or executive officer of, any organization to which Precigen made, or from which Precigen received, payments for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$200,000, or 5% of the recipient’s consolidated gross revenues, is not independent. Payments arising solely from investments in Precigen’s securities or under non-discretionary charitable contribution programs need not be considered.

A “family member” means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, or anyone residing in such person's home.

Precigen, Inc.

Communicating with Directors

Interested parties may contact the non-management members of the Board of Directors through the following address:

Precigen, Inc.
20374 Seneca Meadows Parkway
Germantown, Maryland 20876
Attention: Lead Independent Director

Such correspondence will be provided to the Lead Independent Director at or prior to the next regularly scheduled executive session of the Board of Directors.

Complaints and concerns regarding accounting, securities law or auditing matters may be communicated to the Audit Committee through any of the following methods:

Mailing Address: Precigen, Inc.
20374 Seneca Meadows Parkway
Germantown, Maryland 20876
Attention: Audit Committee

Precigen Compliance AlertLine, via NAVEX Global: 1-855-840-0194

Please note: For interested parties outside of the US or Canada, please refer to the Whistleblower Policy for country-specific access codes.

NAVEX Global website: www.Precigen.Ethicspoint.com

Such complaints and concerns will be referred to the Audit Committee at or prior to the next regularly scheduled Audit Committee meeting. Complaints and concerns will be handled anonymously and confidentially if requested.