



PRECIGEN, INC.
Compensation and Human Capital Management Committee Charter

The Board of Directors (the “Board”) of Precigen, Inc. (the “Company”) has constituted a Compensation and Human Capital Management Committee (the “Committee”). The Committee’s primary responsibility is to develop and oversee the implementation of the Company’s philosophy with respect to the compensation of executive officers. The Committee shall have the overall responsibility for the executive compensation plans, policies, and programs and the oversight of the Company’s executive succession planning and human capital management on behalf of the Board.

The Committee shall consist of no fewer than two members of the Board. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market (“Nasdaq”) and applicable laws, rules and regulations, as well as any other legal requirements relevant to the proper administration of the Company’s executive compensation program, including requirements under the federal securities laws.

Each member of the Committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In the event that less than all members qualify as “non-employee directors” within the meaning of Rule 16b-3 of Exchange Act, all grants of stock, options or other equity compensation to officers and directors subject to the requirements of Section 16 of the Exchange Act shall be recommended by the Committee, subject to approval by the Board solely for purposes of compliance with applicable requirements of Rule 16b-3 under the Exchange Act.

The Committee shall meet at such times as it determines to be appropriate or at the call of the Chair of the Committee.

In carrying out its responsibilities:

- The Committee shall have responsibility for developing and maintaining an executive compensation policy that creates a direct relationship between pay levels and corporate performance and returns to shareholders. The Committee shall monitor the results of such policy to assure that the compensation payable to the Company’s executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, does not materially increase the Company’s risk profile, and is justified by the returns available to shareholders.
- The Committee shall consider the impact of the Company’s compensation policies and practices for all employees on its risk profile.
- The Committee shall have responsibility for recommending to the Board for approval compensation and benefit plans, which may include amendments to

existing plans, cash- and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.

- The Committee shall review and approve annually corporate and personal goals and objectives to serve as the basis for the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and determine and approve the Chief Executive Officer's compensation level based on that evaluation. The Chief Executive Officer may not be present during the Committee's voting or deliberations on his or her compensation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards given to the Chief Executive Officer in past years.
- The Committee shall determine the annual compensation for other executive officers, taking into consideration the recommendations of the Chief Executive Officer, management and the compensation consultant, as applicable.
- The Committee shall be responsible for approving the compensation to be paid or provided to executive officers and the Committee shall utilize, where it deems appropriate, comparative data regarding compensation practices. The Committee may utilize flexible compensation structures to attract, retain, motivate and appropriately reward executive officers, consistent with the Company's compensation philosophy.
- With respect to the Company's equity-based compensation plans, the Committee shall approve any grants of stock options, restricted stock, performance shares, stock appreciation rights, and other equity-based incentives to the extent provided under the compensation plans. To the extent permitted by and consistent with applicable law and the Company's incentive compensation plans and equity-based compensation plans, the Committee may delegate to one or more executive officers of the Company the power to grant options and restricted stock or other equity-linked awards to employees or non-employee service providers of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
- The Committee shall review and approve any executive (i) employment-related agreements, (ii) any proposed severance or retirement arrangements, or (iii) change in control and similar agreements/provisions, and (iv) any amendments, supplements, or waivers to the foregoing agreements, with the Chief Executive Officer and other executive officers, if applicable. In connection with reviewing proposed agreements with such executives, the Committee shall receive information regarding, among other things, the terms of the agreement, competitive practices and the potential financial implications of the agreement.

- The Committee shall from time to time review and make recommendations to the Board regarding the compensation of non-employee directors.
- The Committee shall review and discuss with the Company’s management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402 (“CD&A”). The Committee shall determine, based on such review and discussions, whether it is going to recommend to the Board that the CD&A in the form prepared by management be included in the Company’s annual report or proxy statement for the annual meeting of shareholders.
- The Committee shall provide, over the names of the Committee members, the required Committee report for the Company’s proxy statement for the annual meeting of shareholders. This Committee report shall state whether (i) the Committee reviewed and discussed with the Company’s management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company’s annual report or proxy statement for the annual meeting of shareholders.
- The Committee shall review and recommend for approval by the Board (a) the Company’s approach with respect to the advisory vote on executive compensation (“say-on-pay”) and (b) how frequently the Company should permit shareholders to have a say-on-pay vote, taking into account the results of shareholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of say-on-pay resolutions and consider any implications.
- The Committee shall be responsible for overseeing the succession planning process with respect to the Chief Executive Officer and other key executive officers, including by (a) evaluating potential candidates for the position of the Chief Executive Officer and other key executive officers, and (b) maintaining an emergency succession plan addressing the event of the death or disability of the Chief Executive Officer and other key executive officers, and shall report to the Board of Directors at least annually regarding succession planning. 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.

The full Board is responsible for selecting the Chief Executive Officer and other key executive officers.

- The Committee shall review periodically the Chief Executive Officer's annual report on management development and assist the Board in determining whether a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.
- The Committee shall be responsible for overseeing the development, implementation and effectiveness of the Company's human capital management policies, programs, and initiatives, including but not limited to those 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.
- The Committee shall have available to it such support personnel, including management staff and outside auditors, as it deems necessary to discharge its responsibilities.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee shall have available to it appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser;

- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company; and
- Whether any compensation consultant retained or to be retained by the Company has any conflict of interest in accordance with SEC Regulation S-K, Item 407(e)(3)(iv).
- The Committee may, from time to time and at its sole discretion, invite additional members of the Board or management to attend meetings of the Committee in an advisory capacity. Such directors will have no voting authority in such meetings.
- The Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and Nasdaq rules, to any other director, in each case to the extent the Committee deems necessary or appropriate. The Committee shall have the right to consult with or obtain input from management but, except as expressly provided herein, shall not delegate any of its responsibilities to management.
- In addition to the activities described above, the Committee will perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's certificate of incorporation, bylaws and the resolutions and other directives of the Board.

The Secretary of the Committee shall be the Corporate Secretary or his or her designee. The proceedings of all Committee meetings shall be documented in minutes. At the next regular Board meeting following any Committee meeting, the Chair of the Committee shall report to the Board on behalf of the Committee.

The Chair of the Committee shall discuss the Committee's performance with each member of the Committee, following which discussions the Chair shall lead the Committee in an annual evaluation of its performance. The annual evaluation shall include a review and assessment of the adequacy of the Committee's charter.

The Committee shall cause to be provided to Nasdaq appropriate written confirmation of any of the foregoing matters as Nasdaq may from time to time require.

This Compensation and Human Capital Management Committee Charter was last revised November 8, 2020.