

REGENXBIO INC.

CORPORATE GOVERNANCE GUIDELINES

(as adopted by the Board of Directors on June 17, 2015 and amended on May 25, 2018)

The Board of Directors (the “Board”) of REGENXBIO Inc. (the “Company”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the rules of the Nasdaq Stock Market LLC (“Nasdaq”) and the Company’s Certificate of Incorporation and Bylaws, as each is amended, restated or otherwise modified from time to time.

A. BOARD COMPOSITION

1. Selection of Chairman of the Board and Chief Executive Officer

The Board separates the positions of Chairman of the Board and Chief Executive Officer, which allows the Chief Executive Officer to focus on the Company’s day-to-day business, while allowing the Chairman of the Board to lead the Board in its fundamental role of providing advice to and independent oversight of management. In the event the positions of the Chairman of the Board and Chief Executive Officer are combined, a Lead Independent Director shall be appointed by the Board. The duties and responsibilities of the Lead Independent Director are described below.

2. Size of the Board

The Board fixes the number of directors in accordance with the Bylaws, and periodically reviews the appropriate size of the Board.

3. Mix of Inside and Outside Directors

The Board believes that there should be a substantial majority of independent directors on the Board. However, the Board believes that it may be useful and appropriate to have members of management, in addition to the Chief Executive Officer, as directors.

4. Director Independence

The Board shall consist of a majority of independent directors. Each director designated as an independent director shall be independent in accordance with the applicable rules of Nasdaq and the Securities and Exchange Commission (the “SEC”), as determined by the Board. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible to affirmatively determine that each independent director has no other material relationship with the Company or its affiliates or any executive officer of the Company or his or her affiliates. A relationship will be considered

“material” if in the judgment of the Board it would interfere with the director’s ability to exercise independent judgment in carrying out his or her responsibilities as a director.

The Board may, from time to time, designate an independent director as the Lead Independent Director. The Lead Independent Director shall be responsible for calling special meetings of the independent directors, chairing all meetings of independent directors and performing such other responsibilities as shall be set forth in a written charter adopted by the Board or designated by a majority of the independent directors from time to time.

5. Board Membership Criteria

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and guidelines required of Board members in the context of the current make-up of the Board. These guidelines and skills of the Board, as a whole, may include (i) various and relevant career experience, (ii) relevant skills, such as an understanding of the Company’s business and industry, (iii) financial expertise, including the ability to read and understand basic financial statements, (iv) diversity and (v) local and community ties. The minimum qualifications and skills that each director should possess include (i) the highest professional and personal ethics and values, (ii) broad experience at the policy-making level in business, government, education, technology or public interest, (iii) a commitment to enhancing stockholder value and (iv) sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. The Nominating and Corporate Governance Committee evaluates the foregoing factors, among others, and does not assign any particular weighting or priority to any of these factors.

6. Recommendation of Director Candidates by Stockholders

The Board’s policy is to consider all bona fide director candidates recommended by stockholders of the Company. The Board has established the following procedures by which stockholders may submit recommendations of director candidates:

- (a) To recommend a candidate for election to the Board, a stockholder must notify the Corporate Secretary of the Company within the time specified in the Bylaws.
- (b) Such stockholder’s notice shall set forth the following information:
 - (i) all information relating to such director candidate that would be required to be disclosed in a proxy statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), in which such individual is a nominee for election to the Board;
 - (ii) the director candidate’s written consent to (A) if selected, be named in the Company’s proxy statement and proxy and (B) if elected, to serve on the Board; and
 - (iii) any other information that such stockholder believes is relevant in considering the director candidate.

7. Evaluation of Director Nominees

The Nominating and Corporate Governance Committee is responsible for regularly assessing the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Corporate Governance Committee is responsible for considering various potential candidates for director. The Nominating and Corporate Governance Committee should consider bona fide candidates from all relevant sources, including current Board members, professional search firms, stockholders and other persons. The Nominating and Corporate Governance Committee is responsible for evaluating director candidates in light of the Board membership criteria described above, based on all relevant information and materials available to the Nominating and Corporate Governance Committee. This includes information and materials provided by stockholders recommending director candidates, professional search firms and other parties.

8. Selection of New Director Candidates

All nominees for election to the Board shall be approved by a majority of the independent directors on the Board. The Board delegates the screening process involved to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board and management will be requested to take part in the process as appropriate.

9. Changes to Director Professional Responsibilities

The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, via the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

10. Term Limits and Retirement Policy

The Board does not believe it should establish term limits or mandatory retirement ages. While term limits or mandatory retirement ages could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide a meaningful contribution to the Board as a whole. The Board believes that, as an alternative to term limits and mandatory retirement ages, it can ensure that the Board continues to evolve and consider new viewpoints through the evaluation and nomination process described in these guidelines.

11. Other Directorships

A director shall limit the number of other public company boards on which he or she serves to a reasonable amount so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.

B. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Primary Responsibilities

The primary responsibilities of the Board are oversight, counseling and direction to the management of the Company in the interest and for the benefit of the Company's stockholders. The Board's detailed responsibilities include:

- (a) selecting, regularly evaluating the performance of, and approving the compensation of the Chief Executive Officer and other senior executives;
- (b) planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other senior executives;
- (c) reviewing and, where appropriate, approving the Company's major financial objectives, strategic and operating plans and actions;
- (d) overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;
- (e) overseeing the processes for maintaining the integrity of the Company with regards to its financial statements and other public disclosures, and compliance with law and ethics; and
- (f) monitoring the effectiveness of the governance practices under which the Board operates and make changes as needed.

The Board has delegated to the Chief Executive Officer, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

Each Board member is expected to (i) prepare for, attend, and participate in all Board and applicable committee meetings and (ii) ensure that other existing and planned future commitments do not materially interfere with the member's service as a director. Each Board member is encouraged to attend the Company's annual meeting of stockholders in person.

2. Compliance with Code of Business Conduct

Members of the Board shall act at all times in accordance with the requirements of the Company's Code of Business Conduct, which shall be applicable to each director in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and

respect for and compliance with applicable law. Any waiver of the requirements of the Code of Business Conduct with respect to any individual director shall be reported to, and be subject to the approval of, the Board.

3. Board Compensation Review

The Board's general policy is that Board compensation should be a mix of cash and equity-based compensation. Directors who are employees of the Company will not be paid for Board membership in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation.

It is appropriate for employees and consultants of the Company to report from time to time to the Compensation Committee on the status of Board compensation in relation to other similar companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board.

4. Succession Planning and Management Development

The Chief Executive Officer reviews succession planning and management development with the Board on an annual basis.

C. BOARD MEETINGS

1. Scheduling and Agenda for Meetings

Regular Board meetings are scheduled in advance and typically held four times per year. In addition to regularly scheduled meetings, additional Board meetings may be called, upon appropriate notice at any time, to address specific needs of the Company. The Board may also take action from time to time by unanimous written consent.

The Chairman of the Board, in consultation with the other members of the Board, shall draft the agenda for each meeting and distribute it in advance to the Board. Each director may propose the inclusion of items on the agenda, request the presence of or a report by any member of the Company's management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

2. Meeting Materials Distributed in Advance

Information and data that is important to the Board's understanding of the business should, to the extent practicable, be distributed to the Board in writing or electronically before the Board meets. Supplemental written materials will be provided to the Board on a periodic basis and at any time upon request of Board members.

As a general rule, materials on specific subjects should, to the extent practicable, be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Sensitive subject matters may be discussed at the meeting without written or electronic materials being distributed in advance or at the meeting.

3. Presentations and Access to Employees

The Board has full and free access to officers, employees and the books and records of the Company.

The Board encourages the Company's management to bring Company employees to Board meetings who: (i) can provide additional insight into the items being discussed because of personal involvement in these areas, or (ii) management believes should be given exposure to the Board.

4. Independent Directors' Discussion

The Board's policy is to have a separate meeting time for the independent directors at each regularly scheduled meeting of the Board. The Chairman or the Lead Independent Director (to the extent one has been appointed) will assume the responsibility of chairing the regularly scheduled meetings of independent directors.

5. Director Orientation and Continuing Education

The Nominating and Corporate Governance Committee, with the assistance of management, is responsible for new-director orientation programs. The orientation programs should be designed to familiarize new directors with the Company's business, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. The Nominating and Corporate Governance Committee may also arrange for continuing education programs for Board members that may include a mix of in-house and third-party presentations and programs.

6. Annual Performance Evaluation of the Board and Committees

The Board, with the assistance of the Nominating and Corporate Governance Committee, shall evaluate, on at least an annual basis, the composition of the Board and its committees to determine whether it and its committees are functioning effectively.

D. BOARD COMMITTEES

1. Committee Responsibilities

The three regular committees of the Board are the Audit, Compensation, and Nominating and Corporate Governance Committees. There will, from time to time, be occasions on which the Board may want to form a new committee or disband a current committee depending upon the circumstances.

As outlined more specifically in the Audit Committee Charter, the Audit Committee oversees the Company's accounting practices, system of internal controls, audit processes and financial reporting processes.

As outlined more specifically in the Compensation Committee Charter, the Compensation Committee discharges certain responsibilities of the Board relating primarily to

executive compensation and makes recommendations to the Board regarding its remaining responsibilities relating primarily to executive compensation.

The Compensation Committee conducts, and reviews with the independent directors, an evaluation annually in connection with the determination of the salary and bonus compensation for all executive officers (including the Chief Executive Officer). The Compensation Committee also administers the Company's stock option plans with respect to certain employees in accordance with the guidelines established by the Compensation Committee from time to time.

As outlined more specifically in the Nominating and Corporate Governance Committee Charter, the Nominating and Corporate Governance Committee (i) oversees the nomination of directors for service on the Board and its committees and other related matters and (ii) reviews and considers developments in corporate governance practices and recommends to the Board a set of effective corporate governance policies and procedures applicable to the Company.

The Nominating and Corporate Governance Committee shall review these Corporate Governance Guidelines on at least an annual basis and report to the Board with any recommendations it may have in connection therewith.

2. Assignment and Term of Service of Committee Members

The Board is responsible for the appointment of committee members and committee chairs. Committee assignments are reviewed annually and it is expected that committee assignments will rotate from time to time among the Board members. Membership on the Audit, Compensation and Nominating and Corporate Governance Committees is limited to independent directors meeting applicable Nasdaq and SEC independence standards and additional criteria for membership on such committees, subject to any exceptions permitted by such standards.

3. Frequency and Length of Committee Meetings and Committee Agenda

The Chairman of the Board, in consultation with the committee chairs and appropriate members of management, will determine the frequency and length of the committee meetings and develop the committee agendas, consistent with the committee's charter and the Company's needs. The agendas and meeting minutes of the committees will be shared with the full Board, and other Board members are generally welcome to attend committee meetings.

E. BOARD AND STOCKHOLDER COMMUNICATIONS

1. Policy

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, including stockholders, but it is expected that Board members would do this with the knowledge of management and, generally, at the request of management.

The Board believes that stockholders should have an opportunity to send communications to the Board.

2. Procedures

Any communication from a stockholder to the Board generally or a particular director should be in writing, addressed to the appropriate person or persons, either by name or title, and sent to the Company's Corporate Secretary at the principal executive offices of the Company. The Corporate Secretary will review all such communications, but may disregard any communication that he or she believes is not related to the duties and responsibilities of the Board. If deemed an appropriate communication, the Corporate Secretary will share the communication with the applicable director or directors.