



**REGENXBIO INC.  
CODE OF BUSINESS CONDUCT WAIVERS**

February 27, 2024

Jean Bennett, M.D., Ph.D., serves as a director and member of the Nominating and Corporate Governance committee member of the Board of Directors of REGENXBIO Inc. (the “Company”). Dr. Bennett requested the Company’s approval to enter into a consulting agreement with Ray Therapeutics, Inc. (“Ray Therapeutics”), a privately held company pursuing multiple drug development programs for restoring vision. Ray Therapeutics has announced a program that could be competitive to one of the Company’s development programs and, therefore, the proposed consulting relationship could implicate Dr. Bennett’s compliance with certain provisions of the Company’s Code of Business Conduct and Ethics (the “Code of Conduct”), including restrictions on conflicts of interest, corporate opportunities and competition and fair dealing. However, the proposed consulting arrangement does not relate to the potentially competitive program and Dr. Bennett has agreed she will not provide consulting services with respect to the potentially competitive program. After consideration by the Audit Committee of the Board of Directors (the “Committee”) of Dr. Bennett’s expected contributions to the Company, her proposed limited consulting role with Ray Therapeutics and the provisions of the Code of Conduct, the Committee granted a waiver under the Code of Conduct with respect to Dr. Bennett’s proposed consulting relationship with Ray Therapeutics, effective February 23, 2024. The Committee reserves the right to re-evaluate this waiver from time to time and to request further updates and information regarding Dr. Bennett’s relationship with Ray Therapeutics.