

QAGDNPYLRYNHADAEFQERLQEDTSFGGNLGRAVVFQAKKRV
FWLQDRVITTTSTRTWALPTYNNHLYKQISNGTSSGGATNDNT
NNGSQAVGRSSFYCLEYFPSQMLRTGNNFQFTYTFEDVPEH
ERFFPSNGILIFGKQNAARDNADYSDVMLTSEEEIKTTNPVA
EIEWELQKENSKRWNPEIQYTSNYYKSTSVDFAVNTECVYSI

REGENXBIO

CODE OF BUSINESS CONDUCT AND ETHICS

PRINCIPLED INNOVATION
EMPOWERING US TO IMPROVE LIVES



● **REGENXBIO** is a leading clinical-stage biotechnology company seeking to improve lives through the curative potential of gene therapy.

Gene therapy has the potential to address the underlying cause of disease, providing single-dose therapies with long-lasting results. The personal stories of patients and families help guide our work. We consider the impact of our decisions on real lives every single day. We earn trust through our decisions, our actions and our words.

OUR CORE VALUES DRIVE EVERYTHING WE DO

- TRUST**
- ACCOUNTABILITY**
- PERSEVERANCE**
- INNOVATION**

OUR CODE'S

PURPOSE





OUR CODE'S PURPOSE

WHAT IS OUR CODE?

Our Code of Business Conduct and Ethics provides a framework to ensure that everything we do is of the highest standard of principled business behavior. As professional individuals, we know how to do what is right. This Code provides a reference to guide us if we have questions during any part of our process—from innovation to implementation, from interactions with one another to interactions with the patients and families we serve.

WHO IS COVERED?

Our Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers, and employees of REGENXBIO and its subsidiaries. We also expect our agents and representatives, including consultants, to observe our Code's standards when conducting business with and for REGENXBIO.

WHAT ARE THE EXPECTATIONS?

We expect everyone to read this Code, act accordingly, and seek to avoid even the appearance of improper behavior. If you violate the standards in our Code, you may be subject to disciplinary action, up to and including immediate termination of employment. Nothing in our Code modifies our at-will employment relationship, which may only be modified in an express written agreement signed by the employee and REGENXBIO's Chief Executive Officer or Chief Legal Officer.

WHY DO WE HAVE OUR CODE?

Our Code seeks to deter wrongdoing and to promote:

- **honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;**
- **full, fair, accurate, timely and understandable disclosure in reports and documents that we file with the Securities and Exchange Commission (SEC) and in other public communications;**
- **compliance with applicable laws, rules and regulations;**
- **prompt internal reporting of Code violations to appropriate personnel; and**
- **accountability for ethical conduct.**

MARKETPLACE

STANDARDS





MARKETPLACE STANDARDS

MAKING GOOD DECISIONS: LAWS AND REGULATIONS

Our Code cannot cover every possible situation or activity, but it provides assistance to you in engaging in lawful and ethical conduct. Laws and regulations can sometimes be complex and difficult to interpret. Although you are not expected to understand every detail of the laws and regulations that apply to you, it is important to know enough to determine when to seek advice from managers or other appropriate personnel, including our Chief Legal Officer.

We are committed to continuously reviewing and updating our policies and procedures to always ensure best practices and adherence to the ethics of our industry. Therefore, our Code may be modified in the future and you will be notified of any significant modifications.

In addition, we interact with healthcare professionals and organizations on many levels, through our clinical trials and consulting arrangements. We will comply with all laws that regulate our interactions with healthcare professionals and organizations.

PUBLIC DISCLOSURE OF INFORMATION

REGENXBIO is required to disclose certain information in various reports filed with or submitted to the SEC. In addition, from time to time, REGENXBIO makes other public communications, such as issuing press releases or public presentations. No employee, officer or director may make any such public disclosure without obtaining the required company approvals. REGENXBIO expects all directors, officers and employees who are involved in the preparation of SEC reports or other public documents to ensure that the information disclosed in those documents is full, fair, accurate, timely and understandable.

If you ever believe that questionable accounting or auditing conduct or practices have occurred or are occurring, report those concerns to our Chief Executive Officer or Chief Legal Officer or in accordance with our Whistleblower Policy, which is available as part of our internal employee resources.



MARKETPLACE STANDARDS

CONFLICTS OF INTEREST

A conflict of interest exists when personal interests interfere, conflict or appear to interfere or conflict in any way with the interests of REGENXBIO. Conflicts of interest may not always be clear, so if you have a question, you should consult with your manager or our Chief Executive Officer, Chief Financial Officer or Chief Legal Officer. If you become aware of a conflict or potential conflict, you should bring it to the attention of your manager or other appropriate personnel or consult the Compliance Procedures section of this Code.

Conflicts of interest are prohibited. In rare instances, a conflict of interest waiver may be granted to an employee by our Chief Executive Officer, Chief Financial Officer or Chief Legal Officer. A director, executive officer or member of our executive team may be granted a waiver with the written consent of the Board of Directors.

EXAMPLES OF POTENTIAL CONFLICTS OF INTEREST

It is impossible to list all of the different types of potential conflicts of interest that can arise, but here are some examples that you must disclose to REGENXBIO senior management for their consideration:

- When you or a family member receive personal benefits as a result of your position at REGENXBIO.
- Acting as an employee, consultant, officer or director of a competitor, business partner, supplier or customer of REGENXBIO.
- Investing in or owning a financial interest in a competitor, business partner, supplier or customer of REGENXBIO. The following factors may prohibit such an investment:
 - the size and nature of the investment
 - your ability to influence decisions of REGENXBIO or of the other company
 - your access to confidential information of REGENXBIO or of the other company
 - the nature of the relationship between REGENXBIO and the other company
- Conducting REGENXBIO business with an immediate family member or someone who shares your household, or with a business that such person is associated with in any significant role.

Immediate family members include a person's spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws.



MARKETPLACE STANDARDS

RESPONSIBLE COMMUNICATIONS AND SOCIAL MEDIA USE

REGENXBIO is dedicated to communicating with the public honestly and responsibly. Social media is a tool that can build positive relationships if used correctly and cause irreparable harm if abused.

Only authorized individuals may use social media accounts that are owned by REGENXBIO. You are not prevented from personal social media activities that are protected under the law, but good judgment and common sense must be used at all times. When using social media:

- **Be respectful and keep in mind that your communications may reflect on REGENXBIO.**
- **Do not disclose confidential information about REGENXBIO or its employees, business partners, suppliers or customers.**
- **Do not engage in any conduct that would be illegal, violate our Code or embarrass you or REGENXBIO.**

For further information regarding social media use at REGENXBIO, please refer to our Social Media Policy, which is available as part of our internal employee resources.

CORPORATE OPPORTUNITIES

All employees, officers, and directors have a duty to advance the legitimate interests of REGENXBIO. Because of this:

- **You may not take for yourself any opportunity that is discovered, in whole or in part, through the use of corporate property, information or position without the informed prior consent of the Board.**
- **You may not use corporate property or information obtained through your position with REGENXBIO for improper personal gain.**
- **You may not compete with REGENXBIO directly or indirectly.**

COMPETITION AND FAIR DEALING

REGENXBIO intends to be a leader in its industry while using fair and honest business practices. Using or disclosing, or encouraging others to use or disclose, other companies' proprietary, confidential or trade secret information without the owner's prior consent is strictly prohibited. Any theft or misappropriation of such information is also strictly prohibited. You should endeavor to respect the rights of and deal fairly with REGENXBIO's competitors, business partners, suppliers and customers.



MARKETPLACE STANDARDS

INSIDER TRADING

Securities laws and insider trading violations are taken very seriously. It is extremely important that you understand the general rules and standards surrounding securities transactions, which are summarized here and further explained in our Insider Trading Policy.

All non-public information about REGENXBIO should be considered confidential, and you are not permitted to use or share confidential information for securities trading purposes or any other purpose, except the conduct of our business.

“Material non-public information” is information that a reasonable investor would consider important in deciding whether to buy, sell or hold a company’s securities but that has not been made available to the public at large. Material non-public information could affect the market price of the company’s securities if it were to be made public, and using such

information to profit from trading would violate insider trading laws and our Insider Trading Policy. Under no circumstances may you trade on REGENXBIO’s securities or any of our business partners’ securities as a result of such information or share such information with anyone outside of REGENXBIO.

Violating insider trading laws or our Insider Trading Policy would not only be unethical but also illegal. Any such violation could result in criminal prosecution, a civil enforcement action and termination of employment.

For more details regarding our policies and procedures on securities transactions, please refer to our Insider Trading Policy, which is available as part of our internal employee resources. If you have any questions about insider trading, please consult our Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.

EXAMPLES OF INSIDER TRADING VIOLATIONS

Here are some basic examples of illegal insider trading activities:

- Buying or selling REGENXBIO stock while having material non-public information about REGENXBIO.
- Buying or selling another company’s stock while having material non-public information about that other company.
- Disclosing material non-public information, or “tipping,” others who might make an investment decision based on your tip.

MARKETPLACE STANDARDS

GIFTS

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain an unfair advantage with customers or other business partners. No gift or entertainment should ever be offered, given, provided or accepted by you unless it:

- is not a cash gift;
- is consistent with customary business practices;
- is not excessive in value;
- cannot be construed as a bribe or payoff; and
- does not violate any laws or regulations.

There are additional restrictions regarding gifts to government personnel, as described in the Prevention of Corruption section of our Code. If you are ever uncertain about giving or accepting any gifts or proposed gifts, please discuss your concerns with your manager or REGENXBIO's Chief Legal Officer for clarification.



PROTECTING THE ENVIRONMENT

REGENXBIO is committed to respecting and protecting the environment in all locations where we conduct our business. In maintaining our environmental policies and practices, our potential impact on climate change will be considered at all levels of the company, including our Board of Directors and senior management.

We will seek to work with suppliers, vendors and business partners who hold themselves to high environmental standards. We will respond honestly and completely to any questions or concerns about our environmental practices and the impact of our operations on the environment.

MARKETPLACE STANDARDS

PREVENTION OF CORRUPTION

REGENXBIO prohibits bribery and corruption in any form, anywhere in the world. Our employees, directors, officers and contractors do not offer or accept bribes from anyone.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

Entering into any business arrangement with government officials, including for consulting or spokesperson work, requires prior review by our Chief Legal Officer.

The definition of a government official is broad and can include individuals who are employed by any public entity or institution or who perform any official acts on behalf of a government, regardless of status or seniority. Government officials also can include officers or employees of state-owned or controlled companies, such as a doctor in a state-owned hospital, and employees of public international organizations such as the World Health Organization.

In addition, the U.S. government has many laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. Promising, offering or giving a gift, favor or other gratuity to an official or employee of the U.S. government would not only violate this Code, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

All REGENXBIO employees are trained on our anti-bribery and anti-corruption policies that are described in our Code. Compliance with our anti-bribery and anti-corruption policies is monitored at all levels of the company, including by REGENXBIO's Board of Directors and senior management. Our Chief Financial Officer or Chief Legal Officer can provide guidance if you have any questions or concerns about whether a certain action could be considered bribery or corruption.

ANTI-CORRUPTION BASICS

- Never offer or accept a payment, item or other benefit from anyone if it could be perceived as a bribe.
- Never conceal or attempt to conceal a payment.
- Conduct appropriate due diligence with REGENXBIO's legal department, if appropriate, before engaging with third parties.
- Oversee business partners carefully, making sure that their actions comply with our policies.
- Record all transactions and payments promptly and in accordance with REGENXBIO's accounting policies and procedures.

WORKPLACE

STANDARDS





WORKPLACE STANDARDS

EMPLOYMENT POLICY

Unless otherwise agreed to in writing, employees are employed by REGENXBIO on an at-will basis. At-will employment generally means that employment is not guaranteed for any particular amount of time and both you and REGENXBIO are free to terminate the employment relationship, with or without cause, at any time.

DISCRIMINATION, HARASSMENT AND RETALIATION

The diversity of REGENXBIO's employees is an integral asset to our business and culture. REGENXBIO is firmly committed to providing equal opportunity in all aspects of employment and to aim for appropriate representation of gender, race and ethnicity at every level of our company, including our Board of Directors, senior management and all employees.

We will not tolerate any discrimination, harassment or retaliation of any kind, including any such actions based on gender, race, disability, ethnicity, nationality, religion, sexual orientation or gender identity or expression.

Equal opportunity is part of our respectful workplace and, as such, employment-related decisions are never based on age, marital status, gender, race, ethnicity, nationality, religion, sexual orientation, gender identity or expression or any other characteristic protected by law. Equal opportunity applies to all employment practices, including recruiting, hiring, compensation, performance reviews, training and development, promotions and other terms and conditions of employment.

All directors, officers and employees are required to treat colleagues professionally and with dignity and respect—this is a critical element of our business and culture. REGENXBIO does not tolerate abuse or harassment of any kind.

Harassment can come in many forms, and it includes any unwelcome behavior that makes someone feel uncomfortable or disrespected. Harassment often leads to poor performance—both by the company as a whole and individual employees. All complaints of harassment will be investigated promptly and discreetly. REGENXBIO prohibits retaliation for reports of misconduct that are made in good faith.

Please consult our Employee Handbook, which is available as part of our internal employee resources, for more information on our policy against discrimination, harassment and retaliation.

WORKPLACE STANDARDS

HEALTH AND SAFETY

REGENXBIO strives to provide its employees with a safe and healthy work environment. You are responsible for helping to maintain a safe and healthy workplace for all employees by following safety and health rules and immediately reporting accidents, injuries and unsafe equipment, practices or conditions. Nothing, including urgent business needs or cost concerns, justifies failing to follow REGENXBIO's policies and procedures with respect to environment, health and safety.

Violence and threatening behavior are not permitted. Employees must report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The abuse of alcohol or illegal drugs in the workplace will not be tolerated and may result in the termination of your employment.



GOOD WORKPLACE PRACTICES

- Always treat one another respectfully and appropriately.
- Be mindful of all differences and avoid any topic or conversation that could make someone else uncomfortable.
- Speak up if you feel harassed or believe someone else has been harassed.
- Never take shortcuts or use poor judgment regarding health or safety.



WORKPLACE STANDARDS

LABOR PRACTICES

Upholding human rights reflects our dedication to ethical business and labor practices. REGENXBIO is committed to protecting the rights of minority groups and women, as well as the implementation of our human rights policies and continuous evaluation of the effectiveness of that implementation.

REGENXBIO is committed to providing all employees with fair and competitive wages as compensation for high performance conducted in accordance with our company values. We comply with all applicable wage and labor laws. If we become aware of suppliers, vendors or business partners who engage in illegal or unethical human rights practices that violate our standards, including the use of child labor, forced labor or human trafficking, we will terminate our relationship with those suppliers, vendors or business partners. We believe the actions of those parties are a reflection on our ethics. If you believe any party we do business with is violating our labor or human rights standards, please notify our Chief Executive Officer, Chief Financial Officer or Chief Legal Officer immediately.

CONFIDENTIALITY

Information, including products, materials, ideas and concepts are important assets to REGENXBIO. Our assets enable us to produce the best possible therapies to improve the lives of patients. They give us a competitive advantage and must be protected.

You must maintain the confidentiality of confidential information entrusted to you by REGENXBIO and its business partners, suppliers and customers, except when disclosure is authorized by our established written policies, Chief Financial Officer or Chief Legal Officer, or as required by laws or regulations.

Confidential information includes all non-public information that might be of use to competitors or harmful to REGENXBIO or our business partners, suppliers or customers if disclosed. Confidential information includes information that business partners, suppliers and customers have entrusted to us.

The obligation to preserve confidential information continues even after employment or service ends. Every employee is required to sign an agreement that ensures the protection of confidential information in accordance with this Code at the start of employment.

WORKPLACE STANDARDS



RECORD KEEPING

REGENXBIO requires honest and accurate recording and reporting of information to make responsible business decisions and to comply with the law. We are committed to transparency with our shareholders, the general public, and the patients and the families we ultimately serve.

Vigilance is required to prevent fraud, inaccuracies and misleading information. Good records management affects everything we do—from reporting of hours worked to expense accounts to maintenance of business records.

CRITICAL DUTIES OF GOOD RECORD KEEPING INCLUDE

- Always report the true and actual number of hours worked.
- Disclose any transaction or arrangement that relates to or arises out of your professional relationship with REGENXBIO.
- Be responsible, diligent and accurate with business expense accounts, including understanding what is reimbursable, according to REGENXBIO's policies.
- Always be accurate when creating financial entries.
- Unrecorded or "off the books" funds or assets should not be maintained.
- Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This also applies to e-mail, social media, internal memos and formal reports.
- Records should always be retained or destroyed according to REGENXBIO's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult REGENXBIO's Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.



WORKPLACE STANDARDS

PROTECTION AND PROPER USE OF ASSETS

We always protect our physical, informational and financial assets from theft or misuse. By protecting REGENXBIO's assets and using them efficiently, we are putting the patients and families we serve first. Any suspected incident of fraud or theft must be reported immediately for investigation.

REGENXBIO's assets generally include the company's cash, property (both physical and intellectual property) and ideas (both patentable and unpatentable ideas). Some rules to follow to safeguard the company's assets include:

- Keep personal devices and laptops safe at all times and do not use them for non-company business, though limited incidental personal use is permitted if it does not interfere with your job duties or put the company at risk.
- Protect all proprietary information, which includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of such information would violate this Code and could also be illegal and result in civil or criminal penalties.

MORE ON INTELLECTUAL PROPERTY

We are all responsible for protecting the intellectual property of REGENXBIO and the intellectual property of others that we learn about through our work. Some basic rules and responsibilities regarding intellectual property include:

- Every invention, patent application and all resulting patent rights for any invention you create during your employment and in your role at REGENXBIO is the property of REGENXBIO.
- You must promptly disclose inventions to the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.
- Inventions include, but are not limited to, new product candidates, product components, manufacturing processes, devices, designs, methods, parts and systems, and any improvements to these types of technologies.
- Always ask your manager or a member of REGENXBIO's legal department if you are unsure if something is intellectual property or should be treated as intellectual property.
- Immediately report to the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer any concerns you might have about REGENXBIO intellectual property being at risk or the use of third-party intellectual property.

REPORTING

STANDARDS





REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

You are strongly encouraged to promptly talk to our Chief Executive Officer, Chief Financial Officer or Chief Legal Officer about observed illegal or unethical behavior, including any violations of our Code, or when in doubt about the best course of action in a particular situation. REGENXBIO does not allow retaliation for reports of misconduct by others made in good faith by employees. You are expected to cooperate in any internal investigation of potential misconduct.

Under REGENXBIO's Whistleblower Policy, which is available as part of our internal employee resources, you may, on an anonymous basis, submit a good-faith concern regarding observed illegal or unethical behavior or questionable accounting or auditing matters without fear of dismissal or retaliation of any kind. To submit an anonymous report, call our whistleblower hotline at (855) 735-3002 or make a report online at www.regenxbio.ethicspoint.com.

REPORTING STANDARDS

COMPLIANCE PROCEDURES

We must all work to ensure prompt and consistent action against violations of our Code and other policies. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. If you believe a violation has occurred, please refer to the process described in REGENXBIO's Whistleblower Policy. Keep the following steps in mind:

- **Make sure you have all the facts. To reach the right solutions, we must be as fully informed as possible.**
- **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? These questions will enable you to focus on the specific issue you are faced with and the alternatives you have. Use your best judgment and common sense. If something seems unethical or improper, it probably is.**
- **Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.**
- **Discuss the problem with your manager. This is the basic guidance for all situations. In any cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process.**
- **Seek help from REGENXBIO's diverse resources. In the rare case where it may not be appropriate to discuss an issue with your manager or where you do not feel comfortable approaching your manager with your question, discuss it with REGENXBIO's Chief Financial Officer, Chief Legal Officer or head of Human Resources.**



WAIVERS OF OUR CODE

Waivers of our Code may only be granted by our Chief Executive Officer, Chief Financial Officer or Chief Legal Officer; provided, however, that any waiver of our Code for executive officers or directors may be granted only by our Board of Directors or the Audit Committee pursuant to the Board's delegation. Any such waiver of our Code for executive officers or directors, and the reasons for such waiver, will be disclosed publicly by REGENXBIO, as required by applicable laws or regulations.