

REGENXBIO INC.

COMPENSATION COMMITTEE CHARTER

(as adopted by the Board of Directors on June 17, 2015)

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of REGENXBIO Inc. (the “Company”) is to discharge certain responsibilities of the Board relating to executive compensation and to make recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

MEMBERSHIP

The members of the Committee are appointed and removed by the Board, which may consider the recommendation of its Nominating/Corporate Governance Committee.

The Committee consists of two or more members of the Board, with the exact number determined by the Board. The members of the Committee must satisfy the following requirements:

1. Subject to any phase-in allowances, each member must be an “independent director,” in accordance with the rules of the Nasdaq Stock Market (the “Exchange”) and the rules of the Securities and Exchange Commission (the “SEC”).
2. Each member must be an “outside director,” as defined in the regulations adopted by the Internal Revenue Service under Section 162(m) of the Internal Revenue Code of 1986, as amended.
3. Each member must be a “non-employee director,” as defined in Rule 16b-3 adopted by the SEC under Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”).
4. Each member must conform to any other requirement imposed by applicable law, regulations or rules.

The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson. The Chair will set the agenda for meetings of the Committee and conduct the proceedings of meetings of the Committee.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

1. Identifying the corporate and individual goals and objectives that will govern the determination of the variable compensation of the Company's Chief Executive Officer (the "CEO");
2. Evaluating the CEO's performance in light of identified goals and objectives;
3. Determining the CEO's salary and contingent compensation, based on evaluating his or her performance and other relevant criteria as determined by the Committee;
4. In consultation with the CEO, determining the salaries and contingent compensation of the other individuals who are deemed to be "officers" of the Company under Rule 16a-1(f) of the 1934 Act (the "Executive Officers");
5. Making recommendations to the Board regarding the compensation of members of the Board;
6. Reviewing and approving the terms of offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and its Executive Officers;
7. Approving any loans and other extensions of credit by the Company to an Executive Officer of the Company (if permitted by Section 13(k) of the 1934 Act and other applicable laws);
8. Making recommendations to the Board regarding the adoption or amendment of equity and cash incentive plans, and approving amendments to such plans to the extent authorized by the Board;
9. Administering the Company's stock plans, granting stock option, restricted stock and other equity awards and approving modifications of such awards, provided that the Board may delegate to another committee the concurrent authority to make such awards to individuals other than Executive Officers;
10. Overseeing the administration of other material employee benefit plans of the Company, including the Company's Section 401(k) plan;
11. Reviewing and approving policies and procedures relating to the perquisites and expense accounts of the Company's Executive Officers;
12. Preparing an annual report on executive compensation for publication in the Company's proxy statement, if required by the rules of the SEC;
13. Conducting a review of Executive Officer succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to Executive Officer positions;
14. Making recommendations to the Board regarding amendments to this Charter; and

15. Carrying out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Bylaws.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee has the exclusive authority to select, retain and terminate counsel, consultants, accountants and other advisers to assist the Committee in carrying out its duties, and the Company shall provide the Committee with appropriate funding, as determined by the Committee, for payment of reasonable compensation to its advisers. The Committee also has the exclusive authority to determine its advisers' compensation and the other terms of their retention.

The Committee may select an adviser only after assessing the independence of that adviser. In this regard and in addition to any other factors required by the applicable rules of the SEC or the Exchange, the Committee shall take into consideration the following factors with respect to such adviser:

- The provision of other services to the Company by the person that employs the adviser;
- The amount of fees received from the Company by the person that employs the adviser, as a percentage of the total revenue of the person that employs the adviser;
- The policies and procedures of the person that employs the adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the adviser with a member of the Committee;
- Any stock of the Company owned by the adviser; and
- Any business or personal relationship of the adviser or the person employing the adviser with an Executive Officer.

MEETINGS

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least twice per year. The Chairperson, in consultation with the other members of the Committee, will also schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee. In lieu of holding a meeting, the Committee may act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

REPORTS

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

ANNUAL REVIEW OF COMMITTEE PERFORMANCE

The Committee, at least annually, will review its operations and performance and make such changes as it deems appropriate.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as the Board may determine in accordance with the applicable rules of the Exchange and the SEC.

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of the Exchange and the SEC, and the Company's Certificate of Incorporation and Bylaws, form subcommittees and delegate authority to them when appropriate.