# REGENXBIO INC.

# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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

## PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of REGENXBIO Inc. (the "Company") shall be to (i) oversee the nomination of directors for service on the Board and its committees and other related matters, (ii) oversee the evaluation of the Board and management and (iii) review and consider developments in corporate governance practices and to recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

## ORGANIZATION AND COMPOSITION

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board, with the exact number determined by the Board. Each member of the Committee will be an independent director in accordance with the rules promulgated by the Securities and Exchange Commission ("SEC") and the Nasdaq Stock Market (the "Exchange").

The Board shall designate one member of the Committee as the Committee's Chairperson. The members shall serve until their resignation, retirement or removal by the Board and/or until their successors are appointed. The Chairperson will set the agenda for meetings of the Committee and conduct the proceedings of meetings of the Committee.

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 shall have the authority to engage independent legal and/or other advisors, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter.

## MEETINGS

The Committee will establish its own schedule and will meet at least one (1) time each fiscal year. The Committee may also 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.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

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

## DIRECTOR NOMINATION POLICY

The Committee has been established to serve the interests of the Company and its stockholders to obtain highly qualified candidates with the personal integrity, knowledge, skills, expertise, diversity of experience, ability to make independent analytical inquiries, understanding of the Company's business environment and willingness to devote adequate time and effort to serve as members of the Board.

## RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

*Board and Committee Nomination and Evaluation*

1. Identifying, evaluating and making recommendations to the Board and the Company's stockholders concerning the nominees for election to the Board and for appointment to its committees and the selection of Board committee chairs, in accordance with the requirements established by the SEC and the Exchange and with the Board's criteria for selecting new directors set forth in the Company's Corporate Governance Guidelines as in effect from time to time (the "Guidelines");

2. Considering stockholder nominees for election to the Board;

3. Conducting searches for potential Board members with the desired qualifications and expertise;

4. Developing and overseeing a Board performance evaluation process and evaluating at least annually the performance and effectiveness of the Board, including conducting surveys of director observations, suggestions and preferences;

5. Evaluating and, if deemed necessary, making recommendations on the removal of any Board member in accordance with the Code of Business Conduct or the Guidelines, for cause or for other appropriate reason;

6. Evaluating the current size, composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;

7. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements; and

8. Performing such other duties as may be requested by the Board.

*Corporate Governance*

1. Regularly reviewing issues and developments related to corporate governance and identifying and bringing to the attention of the Board current and emerging corporate governance issues and developments that may affect the business operations, performance or public image of the Company;

2. Evaluating at least annually the performance of management, the Board and each Board committee against their duties and responsibilities relating to corporate governance;

3. Evaluating at least annually the adequacy of the Company's corporate governance structure, policies and procedures in light of (i) applicable regulatory requirements, (ii) issues and developments relating to corporate governance and (iii) the performance of management, the Board and each Board committee relating to corporate governance;

4. Reviewing the Committee's own charter, structure and processes;

5. Generally advising the Board on corporate governance matters; and

6. Performing such other duties as may be requested by the Board.

*Reports*

1. The Committee will provide reports to the Board regarding the Committee's nominations for election to the Board and its committees and regarding such other matters as the Committee may deem appropriate.

**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 shall 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 shall be paid in such form of consideration as is determined by the Board 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 and delegate authority to subcommittees when appropriate.