

REGENXBIO INC.
AUDIT COMMITTEE CHARTER

(as adopted by the Board of Directors on June 17, 2015 and amended by the Audit Committee of the Board of Directors on February 28, 2017)

PURPOSE:

This Charter sets forth the composition, authority and responsibilities of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of REGENXBIO Inc. (the “Company”). The purpose of the Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to the Company’s financial accounting, internal controls, reporting and compliance. The Committee’s principal functions are to serve as an independent and objective monitor of:

- The quality and integrity of the Company’s financial statements, accounting principles, reporting and related disclosures;
- The effectiveness of the Company’s disclosure controls and procedures and internal controls over financial reporting;
- The Company’s compliance with legal and regulatory requirements and internal policies regarding ethical conduct; and
- The independent auditor’s objectivity, qualifications, independence and performance.

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. Consistent with these functions, the Committee will encourage continuous improvement of, and foster adherence to, the Company’s policies, procedures and practices at all levels.

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. The Committee will consist of at least three (3) members of the Board who meet the following criteria (in each case to the extent that such requirements are effective from time to time):

- Subject to any phase-in allowances, each member will be determined by the Board to be an independent director in accordance with the applicable rules of the Nasdaq Stock Market (the “Exchange”) and the rules of the Securities and Exchange Commission (the “SEC”);
- Each member will be able to read and understand fundamental financial statements, in accordance with the applicable rules of the Exchange;

- At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, in accordance with the applicable rules of the Exchange;
- No member will have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the three years prior to such member's service on the Committee;
- At least one member will be an "audit committee financial expert" in accordance with the applicable rules of the SEC; and
- A director who is a present or former employee of the Company may not serve on the Committee.

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 Committee shall have the authority to engage independent legal, accounting and 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.

The Committee may conduct or authorize investigations into, or studies of, any matters of interest or concern that the Committee deems appropriate. In connection with this responsibility, the Committee shall have full access to all books, records, facilities and personnel of the Company.

The Committee may, in its sole discretion, establish or designate a sub-committee for the purpose of carrying out any responsibility or activity within the scope of the Committee.

MEETINGS:

The Committee will establish its own schedule and will meet at least one (1) time each fiscal quarter. 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 meet separately with members of the Company's management and the Company's independent auditors at such times as the Committee deems appropriate.

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

RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Committee shall include:

Financial Disclosure Processes and Internal Controls

1. Reviewing periodically, with the Company's management and independent auditors, the Company's financial reporting processes and disclosure controls and procedures, including the Company's policies and procedures designed to assure that information required to be disclosed in its periodic public reports is accurately reported within the time periods specified by the SEC;
2. Reviewing periodically, with the Company's management and independent auditors, the adequacy and effectiveness of the Company's internal controls over financial reporting designed to protect assets and provide assurance that transactions are properly authorized, executed, recorded and summarized in the Company's books of record. As part of this responsibility, at least annually, the Committee shall meet with management to review its plan for the maintenance, modification, enhancement and testing of such controls for the ensuing fiscal year;
3. Reviewing the reports prepared by management, assessing the adequacy and effectiveness of the Company's internal controls over financial reporting, prior to the inclusion of such reports in the Company's periodic filings as required under the rules of the SEC. If applicable, the Committee's review shall focus on any significant deficiencies in, any significant changes to, or material weaknesses in such controls reported by the independent auditors, or comments and management's responses contained in any accompanying management letter; and
4. Reviewing at least annually the need for, and desirability of, implementing an internal audit department within the Company. In this capacity, the Committee will have the primary authority to define the structure, staffing, activities and reporting relationships of such internal audit function.

Engagement and Oversight of Independent Auditors

5. Appointing, retaining, compensating, and when necessary terminating the engagement of, the independent auditors. The Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints. The independent auditors shall report directly to the Committee, and the Committee shall have the sole authority to approve the hiring, compensation and firing of the independent auditors;
6. Pre-approving audit and permissible non-audit services provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is permissible). In carrying out this

- responsibility, the Committee may establish policies and procedures for the review and pre-approval of audit and permitted non-audit services, including delegation of this authority to one or more members of the Committee, provided that such pre-approval decision is presented to the full Committee at its next scheduled meeting;
7. Directing the Company's independent auditors to review, before filing with the SEC, the Company's interim financial statements included in quarterly reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
 8. Meeting with the Company's independent auditors to review and discuss
 - their annual audit plan, including the scope, proposed procedures, fees, timing, and staffing;
 - the results of the annual audit examination; and
 - the results of the independent auditors' procedures with respect to interim periods.
 9. Reviewing and discussing with the independent auditors:
 - the reasonableness of judgments and estimates used in preparing the financial statements, including assumptions made and the completeness of the related disclosures;
 - critical accounting policies and practices used by the Company, including in particular any significant changes in the Company's selection or application of accounting principles;
 - alternative accounting treatments (i.e., principles or estimates) within generally accepted accounting principles related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the independent auditors;
 - other material written communications between the independent auditors and management, including all of the matters required to be discussed with the auditors under SAS 61 – Communications with the Audit Committee;
 10. Obtaining and reviewing at least annually a report by the Company's independent auditors describing the independent auditors' internal quality-control procedures; and any material issues raised by the most recent internal quality-control review, or PCAOB or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues;

11. Obtaining and reviewing at least annually a formal written statement by the Company's independent auditors delineating all relationships between the auditor and the Company, consistent with applicable accounting standards, as such standards may be modified or supplemented, and reviewing and discussing with the auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors;
12. Reviewing periodically with the independent auditors any problems or difficulties encountered by the independent auditors in the course of performing any audit work, including management's response thereto, any restrictions on the scope of the independent auditor's activities or access to requested information, and assisting with the resolution of any significant disagreements with management;
13. Conducting an annual evaluation of the independent auditors' objectivity, qualifications, performance and independence after overseeing their work throughout the audit period and reviewing their reports as provided above. This evaluation shall include a review and evaluation of the lead audit partner;
14. Establishing hiring policies regarding employment of employees, or former employees, of the Company's independent auditors in accordance with the applicable rules of the Exchange and the SEC.

Financial Reporting and Other Disclosures

15. Reviewing with management and the Company's independent auditors, before filing or release (as applicable):
 - the Company's annual report on Form 10-K, including the audited financial statements and Management's Discussion and Analysis ("MD&A");
 - the Company's quarterly reports on Form 10-Q, including the unaudited interim financial statements and MD&A;
 - the Company's earnings announcements or financial releases and earnings guidance;
 - any other material financial information incorporated in the Company's regulatory filings, including but not limited to registration statements to be filed under the Securities Act of 1933, as amended; and
 - any required certification or attestations of management.
16. Overseeing compliance with the disclosure requirements of the SEC regarding auditors' services and audit committee members, member qualifications and activities;
17. Preparing any report required to be prepared by it for inclusion in the proxy statement of the Company under SEC rules and regulations; and

Risk Management, Related Party Transactions and Other Responsibilities and Authority

18. Discussing guidelines and policies governing the process by which management and other persons responsible for risk management assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, based on consultation with the Company's management, independent auditors and counsel;
19. Establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
20. Reviewing and approving all related party transactions in accordance with the applicable rules of the Exchange and the SEC and any related policies and procedures adopted by or on behalf of the Company and then in effect;
21. Reviewing, approving and monitoring the Code of Business Conduct for the Company in accordance with the applicable rules of the Exchange and the SEC, including any waivers of the Code of Business Conduct for any directors and officers;
22. Discussing with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies;
23. Reviewing and reassessing the adequacy of the Committee's own Charter, structure, processes and membership requirements, at least on an annual basis;
24. Preparing and periodically updating an annual calendar and checklist for the Committee's responsibilities and authority;
25. Reporting regularly to the full Board, including with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the effectiveness of the Company's internal controls or disclosure procedures, the performance and independence of the Company's independent auditors, or any other issue that the Committee believes should be brought to the attention of the full Board. Such reports may be made orally or in writing; and
26. Performing such other duties as may be necessary or desirable to comply with the applicable laws, rules and regulations promulgated under the Sarbanes-Oxley Act, or by the SEC, the Exchange or any other applicable governmental agency, if such duties are customarily assigned to the audit committee, or requested by the Board.

27. Reviewing and overseeing the Company's cash management, investment activities and tax planning and compliance, and approving policies related to these matters, if any.

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.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof and reimbursement for reasonable expenses.

LIMITATIONS OF COMMITTEE'S ROLE:

The Committee's responsibilities are principally of an oversight nature. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are accurate, complete and stated in accordance with generally accepted accounting principles ("GAAP") and other applicable rules and regulations. These are the responsibilities of the Company's management and independent auditors, and the Committee shall rely on their expertise and knowledge in carrying out its oversight responsibilities.