



REGENXBIO INC.

CODE OF BUSINESS CONDUCT WAIVERS

March 27, 2017

Olivier Danos, Ph.D., serves as the Chief Scientific Officer of REGENXBIO Inc. (“REGENXBIO”). Dr. Danos is currently a member of the board of directors of Lysogene S.A. (“Lysogene”), a biotechnology company specializing in gene therapy for rare diseases. Dr. Danos is also currently a Scientific Advisor at Lysogene and has received compensation from Lysogene in the form of cash and Lysogene securities. REGENXBIO and Lysogene have a commercial relationship in which REGENXBIO has granted Lysogene a license to apply REGENXBIO’s NAV® Technology Platform, a proprietary adeno-associated virus gene delivery platform, in the development of gene therapy product candidates in certain therapeutic areas. Dr. Danos’s professional relationship with Lysogene and ownership of Lysogene securities could present actual or apparent conflicts of interest for Dr. Danos which could potentially be in violation of REGENXBIO’s Code of Business Conduct. After consideration by the Audit Committee of the Board of Directors of REGENXBIO (the “Committee”) of Dr. Danos’s expected contributions to REGENXBIO and any potential conflicts of interest, the Committee has waived the application of the following provisions of the Company’s Code of Business Conduct with respect to Dr. Danos’s relationship with Lysogene, effective beginning on March 27, 2017: (i) Conflicts of Interest, (ii) Corporate Opportunities and (iii) Competition and Fair Dealing. The Committee reserves the right to re-evaluate this waiver from time to time and to request further updates and information regarding Dr. Danos’s relationship with Lysogene.