

EDITAS MEDICINE, INC.

2020 ANNUAL MEETING

RULES OF CONDUCT

Editas Medicine, Inc. (the "**Company**") welcomes you to its 2020 Annual Meeting of Stockholders (the "**Meeting**"). The purpose of the Meeting is to act on the matters set forth in the Company's proxy statement. In accordance with the Company's advance notice bylaws, no other items of business or nominations may be introduced by stockholders for consideration at the Meeting.

In fairness to all persons in attendance virtually, in order to provide stockholders an opportunity to be heard, and in the interest of conducting an orderly meeting within a reasonable time period, we require you to honor the following rules of conduct:

1. **Attendance.** Only stockholders of record at the close of business on April 15, 2020 (the "**Record Date**"), their proxy holders and other persons invited by the Company are entitled to attend the Meeting virtually. All attendees must register at www.virtualshareholdermeeting.com/EDIT2020 at the scheduled time of the meeting (such website, the "**Annual Meeting Website**"). Any person who is a proxy for a stockholder must register as such (including identification of the stockholder(s) such proxy represents and the number of shares represented).
2. **Chairperson of the Meeting.** James Mullen, the Company's Chairman of the Board, shall be the chairperson of the Meeting (the "**Chairperson**") and may make any and all determinations as to the conduct of the Meeting and the procedures to be followed during the Meeting, including these rules of conduct. Robert's Rules of Order and other rules of parliamentary procedure are not applicable at the Meeting.
3. **Order of business.** Subject to the Chairperson's discretion, the business of the Meeting will occur in the following order: (i) introduction by Mr. Mullen, (ii) the count of stockholders, (iii) the votes on the election of directors, advisory votes on the compensation paid to the Company's named executive officers and the ratification of auditors, (iv) tabulation of votes and (v) adjournment of the Meeting (the "**Agenda**").
4. **Voting.** You need not vote at the Meeting if you have already voted by proxy. However, if you wish to change your vote, or if you have not voted, you will be given the opportunity to vote online on the Annual Meeting Website before the polls are closed.
5. **Addressing the Meeting.** Except as requested by the Chairperson, only stockholders of record as of the Record Date or their proxy holders may address the Meeting. Persons wishing to address the Meeting must be recognized by the Chairperson, at the Chairperson's discretion. If you wish to address the Meeting, please request to do so when afforded the opportunity on Annual Meeting Website. Upon being recognized by the Chairperson, give your name and state whether you are a stockholder or proxy, the number of shares you hold or represent and present your question. Please try to do so as concisely as you can. All questions and comments should be directed to the Chairperson, who will either respond directly, or invite another officer or director of the Company to respond.
6. **Discussion of management proposals.** In order to use the time of all attendees as efficiently as possible, we will handle the official business of the Meeting first. At the Chairperson's discretion, there may be a presentation by management regarding the Company and a separate question and answer period about other appropriate topics after the official business of the Meeting is concluded.

There are 3 management proposals to be voted on. The management position on these proposals is stated in the proxy materials you received.

7. **General question and answer period.** Once the formal part of the Meeting is adjourned, there may, at the Chairperson's discretion, be a general question and answer period. During this period, questions from the floor should be as brief as possible, should be relevant to matters of concern to stockholders generally, and each question should not exceed two minutes. Once a person has spoken on a topic, he or she is requested to give other persons the opportunity to speak before asking to be recognized a second time. We will endeavor to answer as many appropriate questions as time permits.
8. **Inappropriate questions or comments.** The Chairperson may, at the Chairperson's discretion, limit discussion on a particular topic. If comments are or become repetitive, disruptive or otherwise inappropriate, or if a particular viewpoint has been adequately addressed, the Chairperson may require a person to end his or her comments.

The views and concerns of all attendees are welcome. However, the business purpose of the Meeting will be strictly observed, and the Chairperson may rule questions or comments as out of order, including questions that are not related to the business at hand; questions that are irrelevant to the business of the Company; questions or comments that are derogatory in nature; and questions or comments related to personal matters or personal grievances. Failure to comply with any request or direction of the Chairperson or other officer of the Company, including a direction to limit or terminate discussion regarding any matter, will be considered disruptive and will be a sufficient basis for expulsion from the Meeting. Behavior, questions or comments that interfere with the orderly conduct of the Meeting, or which reasonably may be viewed as harassing, intimidating or demeaning to any other stockholder or any director, officer or employee of the Company, are not permitted and may result in expulsion.

**Thank you in advance for your cooperation and thank you for your continued interest in
Editas Medicine, Inc.**