

EDITAS MEDICINE, INC.

ORGANIZATION, LEADERSHIP AND COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Organization, Leadership and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Editas Medicine, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation and leadership development of the Company’s senior executives, including the Company’s named executive officers and other executive officers. The Committee is also responsible for assessing and monitoring the Company’s organizational health, leadership development programs, and processes designed to attract, motivate, develop and retain employees.

B. Structure and Membership

1. Number. Except as otherwise permitted by the applicable NASDAQ rules, the Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Compensation Matters

1. **Executive Officer Compensation.** The Committee shall (i) review and recommend for approval by the Board the compensation of the Company's Chief Executive Officer (the "CEO") and (ii) review and approve, or recommend for approval by the Board, the compensation of the Company's other executive officers and other members of senior management, in each case including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.
2. **Evaluation of Senior Executives.** The Committee shall be responsible for overseeing the evaluation and leadership development of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Committee shall review the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board. The Committee shall further be responsible for reviewing the plans for development, retention, and succession of the Company's senior executives (excluding succession planning for the CEO, which shall be overseen by the Nominating and Corporate Governance Committee of the Board), which shall include transitional leadership in the event of an unplanned vacancy.
3. **Organizational Health.** The Committee shall be responsible for reviewing the Company's organizational health, identifying opportunities for organizational improvement and making recommendations to the Board regarding strategies for sustainable organizational development. In addition, the Committee shall be responsible for reviewing and making recommendations to the Board regarding organizational and leadership development plans and programs, including programs designed to identify, attract, motivate, develop and retain employees.
4. **Plan Recommendations and Approvals.** The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and

pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.

5. Administration of Equity-Based Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan. The Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
6. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.
7. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"), if applicable. If applicable, the Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
8. Committee Report. The Committee shall prepare the annual Committee Report required by Item 407(e)(5) of Regulation S-K.
9. Compensation Consultants, Legal Counsel and Other Advisors. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).
10. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
3. Reports to Board. The Committee shall report regularly to the Board.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
6. Self-Evaluation. The Committee shall periodically evaluate its own performance.

Adopted: November 5, 2015

Last updated: December 7, 2018