

bluebird bio, Inc.

## CODE OF BUSINESS CONDUCT AND ETHICS

### INTRODUCTION

It is the policy of bluebird bio, Inc. and its subsidiaries (the “**Company**”) to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws, rules and regulations. Our Code of Business Conduct and Ethics (the “**Code**”) reaffirms our commitment, as a Company and as individuals, to honest and ethical conduct and integrity in our service to patients, the medical community, colleagues and shareholders. Indeed, our reputation and success depend upon our continued ethical conduct.

The Company’s Board of Directors adopted the Code to aid the Company’s and its subsidiaries’ directors, officers and employees (collectively, “Covered Persons”) in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. The Code applies to the Company’s directors, officers and employees. Because the effectiveness of the Code depends upon the cooperation of all bluebirds, each Covered Person is personally responsible for reading, becoming familiar with, and complying with the Code. You may also be asked periodically in succeeding years to confirm in writing that you have complied with the Code.

Please read the Code carefully. While the Code may not provide definitive answers to all questions, we expect each employee and director to exercise reasonable judgment to determine whether a course of action is consistent with our ethical standards and to seek guidance when appropriate. Your supervisor will often be the person who can provide you with thoughtful, practical guidance in your day-to-day duties. The Board of Directors of the company, in conjunction with the Audit Committee, is responsible for administering the Code. The Board has appointed Jason Cole, our Chief Legal Officer, as our Ethics Compliance Officer, so you should feel free to ask questions or seek guidance from him.

Covered Persons generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from Covered Persons in the conduct of its business.

## **GUIDING PRINCIPLES**

### **We Put Patients First**

- We conduct research and development in compliance with applicable laws and best practices
- We respect patient privacy
- We communicate accurately and responsibly about our ongoing clinical trials

### **We Conduct Business Honestly, Fairly and Ethically**

- We act with the highest standards of personal and professional integrity
- We do not tolerate others who attempt to deceive or evade responsibility for their actions.
- We are direct and truthful in discussions and interactions with each other, our Board of Directors, regulators and other government officials, as well as with business partners and shareholders

### **We Comply with Applicable Laws, Rules and Regulations**

- We respect and obey the laws of the countries, states and cities where we operate, as well as the rules and regulations applicable to the Company's business
- We understand that we operate in a heavily regulated industry and are subject to a wide range of laws, rules and regulations, including but not limited to those related to public company reporting, corporate governance and disclosures, drug development, research and commercialization, bribery, and fair competition
- We understand that these laws are complex and require that Covered Persons take steps to become familiar with those laws, rules and regulations relevant to their areas of responsibilities within the Company

### **We Respect the Scientific and Medical Communities**

- We communicate with healthcare professionals and organizations about our research and investigational therapies in an accurate, balanced, appropriate and not misleading manner, in compliance with all applicable laws
- We seek input from the scientific and medical communities, working with them to advance scientific and clinical research in a manner that supports patients and complies with all applicable laws and ethical standards
- We respect the need for healthcare professionals to make independent clinical decisions with respect to how they treat their patients
- Our interactions with healthcare professionals and organizations are supported by legitimate business needs and are never intended or designed to reward or improperly influence business

### **We Respect Each Other**

- We treat each other professionally and fairly, ensuring workplace safety, respecting privacy, and valuing relationships and diverse perspectives
- We do not tolerate harassment or discrimination

### **We Protect Our Shareholders and Their Investment in bluebird bio**

- We hold ourselves and our business partners accountable for adherence to our corporate values and the principles embodied in this Code
- We protect Company assets and ensure their proper and efficient use for business purposes, including by immediately reporting to the Company any suspected incident of fraud or theft
- We maintain the confidentiality of Company information and information entrusted to us by others, limiting disclosure of confidential information to those who have a clear need to know such information and who are also obligated to protect its confidentiality
- We do not use or share confidential information for stock trading purposes, or for any purpose other than the conduct of Company business

### **We Maintain Accurate Records and Communicate Responsibly**

- We keep accurate Company financial records, complying fully with all applicable financial reporting and accounting regulations
- We ensure that all of the Company's books, records, accounts and financial statements are maintained in reasonable detail, appropriately reflect the Company's transactions and conform to applicable legal requirements, the Company's system of internal controls and accounting principles generally accepted in the United States
- We do not make false, misleading or artificial entries into the Company's financial records, and follow internal accounting controls established to ensure the complete and accurate recording of all transactions
- We are committed to accurate, timely and clear communications through public disclosures and regulatory filings, balancing the importance of disclosure with the need and importance for confidentiality with respect to non-public negotiations or other business developments

### **We Avoid Conflicts of Interest**

- We avoid situations in which personal interests conflict, or have the appearance of conflicting, with the Company's interests. If potential or actual conflicts do arise, we address them honestly, ethically, and in accordance with Company, Related Persons Transactions Policy
- We understand that Covered Persons owe a duty to the Company to advance its legitimate interests and to offer to the Company any business opportunities related to the Company's assets or business activities

- We do not use Company property, information or our position in the Company for improper personal gain or take on outside projects or work that might compete with the Company

### **We Interact Appropriately with Government Officials**

- We deal honestly and fairly with government representatives and agents, and comply with valid and reasonable governmental requests
- We do not offer bribes, kickbacks or any direct or indirect payment to obtain a commercial benefit or government action
- We comply with the United States Foreign Corrupt Practices Act and similar anti-bribery laws that may exist in the countries where we conduct business

## **Contents of this Code**

This Code has two sections. The first section, “Standards of Conduct,” contains the actual guidelines that Covered Persons are expected to adhere to in the conduct of the Company’s business. The second section, “Compliance Procedures,” contains specific information about how the Code functions, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and disciplined. This second section also contains a discussion about waivers of and amendments to this Code.

## **STANDARDS OF CONDUCT**

### **Conflicts of Interest**

The Company recognizes and respects the right of Covered Persons to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company’s best interests. In most, if not all, cases this will mean that Covered Persons must avoid situations that present a potential or actual conflict between their personal interests and the Company’s interests.

A “conflict of interest” occurs when a Covered Person’s personal interest interferes with the Company’s interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a Covered Person takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company’s best interests. Conflicts of interest may also occur when a Covered Person or his or her immediate family member receives some personal benefit as a result of the Covered Person’s position with the Company. Each individual’s situation is different and in evaluating his or her own situation, an individual will have to consider many factors.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Ethics Compliance Officer. The Ethics Compliance Officer may notify the Board or its Audit Committee as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer other than the Ethics Compliance Officer should be disclosed directly to the Ethics Compliance Officer. Actual or potential conflicts of interest involving the Ethics Compliance Officer should be disclosed directly to the Chief Executive Officer.

### **Compliance with Laws, Rules and Regulations**

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No Covered Person shall engage in any unlawful activity in conducting the Company’s business or in performing his or her day-to-day company duties, nor should he or she instruct others to do so.

## **Protection and Proper Use of the Company's Assets**

The Company's assets include its intellectual property rights, company equipment, physical servers and communication facilities. Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its financial condition. Covered Persons are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Covered Persons are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes.

## **Corporate Opportunities**

Covered Persons owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each Covered Person is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information, or as a result of his or her position with the Company, unless such opportunity has first been presented to, and rejected in writing by, the Ethics Compliance Officer of the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

## **Confidentiality**

Confidential Information generated and gathered in the Company's business plays a vital role in its business, prospects and ability to compete. "Confidential Information" includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Covered Persons may not disclose or distribute the Company's Confidential Information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Covered Persons shall use Confidential Information solely for legitimate company purposes. Covered Persons must return all of the Company's Confidential Information and proprietary information in their respective possession to the Company when they cease to be employed by or to otherwise serve the Company.

## **Fair Dealing**

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that Covered Persons must deal ethically and lawfully with the Company's collaborators, customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No Covered Person should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

## **Accuracy of Records**

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements are fundamental to the Company's continued and future business success. No covered person may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no Covered Person may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

## **Trading in the Securities of Other Companies**

No Covered Person who, in the course of working for the Company, learns of any material, nonpublic information about a company with which the Company does business (*e.g.*, a customer, collaborator, supplier or other party with which the Company is negotiating a major transaction, such as an acquisition, license, collaboration, investment or sale), may trade in that company's securities until the information becomes public or is no longer material. This remains true even in the event that you are no longer working with or for the Company.

## **Political Contributions**

Business contributions to political campaigns are strictly regulated by federal, state and local law in the U.S. and other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Ethics Compliance Officer. Covered Persons may not, without the approval of the Ethics Compliance Officer, use any of the Company's funds for political contributions of any kind to any political candidate or holder of any national, state or local government office. Covered Persons may make personal contributions, but should not represent that he or she is making any such contribution on the Company's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Ethics Compliance Officer.

## **Political Activity**

"Political activity" is a general term that includes campaigns for public office or public policy issues, terms of service on special government groups, or appointment to projects that include participation with government employees or officials. For purpose of the Code, it includes those activities in which Covered Persons participate on behalf of the Company.

The Company directly participates in political activity, subject to strict legal and policy limitations. This participation could include attendance at fundraising events, hosting of fundraising events at a Company official's home and having an elected official visit at Company facilities. To foster active responsible citizenship, the Company also supports and encourages employee participation in traditional political activities during non-work time. Such activities may include civic projects, supporting candidates for elective office or participation in public issue campaigns. An employee's involvement and participation in civic affairs or the political process

must be on his or her own time and at his or her own expense, not interfere with work responsibilities and not be as a representative of the Company.

### ***State and Local Ballot Initiatives***

We are often faced with state or local ballot measures that, if passed, could have a significant impact on the Company's ability to operate in particular state or locale. After analyzing these measures, the Company may decide that it is in our strategic interest to comment on such measures. After review by the Company's Global Government Affairs & Public Policy group – and approval by the Company's senior management – the Company may decide to contribute financially to the campaign, write letters to our employees informing them about the impact of the measure on the Company and provide Company personnel to work on the campaign. Each of these activities will be consistent with all laws governing involvement in ballot measures by corporations.

### ***Political Campaigns***

“Political campaigns” are activities promoting or opposing a particular candidate for election to any public office (which requires a vote by the general public), or activities promoting or opposing adoption of any public policy issue to be decided by a vote of *the general public*. A “public policy issue” might include the adoption of a tax, change in regulatory policy, amendment of a state constitution or recall of an elected official. The Company, except on the express direction of senior management and consultation with the Ethics Compliance Officer, does not participate in political campaigns as a corporate entity. If you have any questions regarding application of this policy, you should contact the Company's Global Government Affairs & Public Policy group.

When a Covered Person participates in a political campaign, either as a candidate or as a campaign volunteer, that person is participating as a private citizen and not as a representative of the Company. No Covered Person shall indicate, by word or deed, directly or indirectly, that the employee is representing the Company while participating in a political campaign.

Employees are prohibited from performing “campaign activities” on Company time, using Company property (computers, supplies, etc.) for campaign activities or allowing candidates or campaign workers to use Company facilities for promotion of a candidate or issue. The Company (as represented by senior management) may allow candidates to address employees under limited circumstances, but this is on an exception basis and must be approved by the Ethics Compliance Officer and the Head of Global Government Affairs & Public Policy.

### ***Industry Associations***

The Company participates in several trade association and industry groups representing biotechnology companies, patient groups and academic institutions across the United States and in Europe. The Company has deemed our participation in several approved organizations important as policy stances and legislative initiatives are being crafted among industry members. Company employees are regularly approached to participate at the committee, subcommittee or working group level charged with creating legislative, legal and policy positions the industry may



be advancing. To assure uniformity of the corporate policy approach and alignment with Company goals, employees participating in such bodies must receive approval from the Head of Global Government Affairs & Public Policy prior to approving or representing any such position.

### **Interactions with Government Officials**

Giving anything of value to a government employee is strictly regulated and in many cases prohibited by law. The Company and Covered Persons must also comply with federal, state and local laws in the United States, including the Foreign Corrupt Practices Act, as well as foreign government laws relating to the acceptance of business courtesies. The Company and Covered Persons acting on the Company's behalf are prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official to influence or reward any act of such official. Covered Persons should consult with the Ethics Compliance Officer before providing or paying for any meals, refreshments, travel or lodging expenses, or giving anything of value to any government employee of any country.

### **Quality of Public Disclosures**

The Company is committed to providing its stockholders with information about its financial condition and results of operations as required by the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission include fair, timely and understandable disclosure. Covered Persons who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. In addition, to achieve a consistent voice and message when providing information to the public, the Company has a policy that all content must be reviewed and approved through mechanisms overseen by the Company's Disclosure Committee. Members of the Company's Disclosure Committee are primarily responsible for monitoring the Company's public disclosure. The policies and procedures for public disclosures are memorialized in the Corporate Communications Policies and Procedures ("**Communications Policy**"). Covered Persons have an obligation to comply with the Communications Policy when making disclosures to the public.

### **International Trade Controls**

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be "blacklisted" by certain groups or countries. It is the Company's policy to comply with these laws and regulations even if it may result in the loss of some business opportunities. Employees should learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by the Company.

### **Promoting a Positive Work Environment**

The Company is committed to creating a supportive work environment and each employee is expected to create a respectful workplace culture that is free of harassment, intimidation, bias

and unlawful discrimination. The Company is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. The Company strictly prohibits discrimination or harassment of any kind on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law.

### **Compliance with Foreign Corrupt Practices Act**

The U.S. Foreign Corrupt Practices Act (the “**FCPA**”) prohibits giving anything of value, directly or indirectly, to officials of a foreign government or to foreign political candidates in order to obtain or to retain business, induce the foreign official to perform or omit any act in violation of his public duty, influence the foreign official to affect or influence any government action, or obtain any other business advantage.

Covered Persons are strictly prohibited from making any payments or providing anything of value in violation of the FCPA. State and local governments, as well as foreign governments, may have additional rules regarding such payments. Covered Persons shall comply with the FCPA and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules, and regulations.

The Company’s policies and procedures regarding compliance with the FCPA are memorialized in the Company Foreign Corrupt Practices Act Policy (“**FCPA Policy**”). Covered Persons have a continuing and independent obligation to ensure compliance with the FCPA and the FCPA Policy.

## **COMPLIANCE PROCEDURES**

### **Communication of Code**

All Covered Persons will be supplied with a copy of the Code upon the later of the adoption of the Code and beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all Covered Persons by requesting one from the legal department or by accessing the legal department SharePoint page or the Company’s website at [www.bluebirdbio.com](http://www.bluebirdbio.com).

### **Monitoring Compliance and Disciplinary Action**

The Company’s management, under the supervision of its Board or its Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

The Company's management shall periodically report to the Board or the Audit Committee, as applicable, on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

## **Reporting Concerns/Receiving Advice**

### *Communication Channels*

Be Proactive. Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she is obligated to bring the matter to the attention of the Company.**

Seek Guidance. The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Ethics Compliance Officer.

Our whistleblower hotline number is (800) 224-8113. There is also an online reporting option: <http://bluebirdbio.silentwhistle.com>.

Communication Alternatives. Any officer or employee may communicate with the Ethics Compliance Officer, or report potential violations of the Code, by any of the following methods:

- By e-mail to [ethicscomplianceofficer@bluebirdbio.com](mailto:ethicscomplianceofficer@bluebirdbio.com) (anonymity cannot be maintained);
- In writing (which may be done anonymously as set forth below under "Anonymity"), addressed to the Ethics Compliance Officer, by U.S. mail to c/o bluebird bio, Inc., 60 Binney Street, Cambridge, MA 02142;
- Online at <http://bluebirdbio.silentwhistle.com> (which may be done anonymously as set forth below under "Anonymity"); or
- By phoning a voicemail account that we have established for receipt of questions and reports of potential violations of the Code. The voicemail account may be reached at (800) 224-8113 and calls may be made anonymously as set forth below under "Anonymity."

Reporting Accounting and Similar Concerns. Any concerns or questions regarding any potential violations of the Code, any Company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls, auditing or securities law

matters will be directed to the Audit Committee or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Officers and employees may also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which may be done anonymously as set forth below under “Anonymity”):

- By e-mail to [accountingcomplianceofficer@bluebirdbio.com](mailto:accountingcomplianceofficer@bluebirdbio.com) (anonymity cannot be maintained);
- In writing (which may be done anonymously as set forth below under “Anonymity”), addressed to the Accounting Compliance Officer, by U.S. mail to c/o bluebird bio, Inc., 60 Binney Street, Cambridge, MA 02142;
- Online at <http://bluebirdbio.silentwhistle.com> (which may be done anonymously as set forth below under “Anonymity”); or
- By phoning a voicemail account that we have established for receipt of questions and reports of potential violations of the Code. The voicemail account may be reached at (800) 224-8113 and calls may be made anonymously as set forth below under “Anonymity.”

Cooperation. Employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other company policy or procedure, or any applicable law, rule or regulation.

Whistleblower Immunity. In addition to the reporting mechanisms outlined above, Employees have the right to disclose in confidence trade secrets to Federal, State and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. Employees also have the right to disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure.

Misuse of Reporting Channels. Employees must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

Director Communications. In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board through its Chairman or the Audit Committee.

### ***Anonymity***

When reporting suspected violations of the Code, the Company prefers that officers and employees identify themselves to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### ***No Retaliation***

The Company expressly forbids any retaliation against any officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

### **Waivers and Amendments**

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if applicable, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Ethics Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws and NASDAQ rules and regulations.

ADOPTED: May 5, 2013  
EFFECTIVE: June 18, 2013  
AMENDED: March 6, 2014  
AMENDED: June 2, 2016  
AMENDED: April 3, 2017  
AMENDED: June 8, 2017