

VOYAGER THERAPEUTICS, INC.

EXECUTIVE COMMITTEE CHARTER

A. Purpose

The purpose of the Executive Committee (the “Executive Committee”) of the Board of Directors (the “Board”) of Voyager Therapeutics, Inc. (the “Company”) is to provide strategic and tactical guidance, managerial assistance and operational support to the management team of the Company.

A. Structure and Membership

1. Members. The Executive Committee shall consist of three or more members of the Board, including the Chairman of the Board and the Company’s President and Chief Executive Officer (if a member of the Board and different from the Chairman of the Board).
2. Chair. Unless the Board elects a Chair of the Executive Committee, the Executive Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Executive Committee members shall be as determined by the Board.
4. Selection and Removal. The members of the Executive Committee shall be appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee of the Board. The Board may remove any member from the Executive Committee at any time, with or without cause.

B. Authority and Responsibilities

1. General. The Executive Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.
2. Executive Matters. In the discharge of its responsibilities, the Executive Committee shall:
 - Support the Board and management regarding the day-to-day executive functions of the Company;
 - Review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives of the Company;
 - Monitor and evaluate industry trends and recommend to the Board and management strategic opportunities and alternatives;

- Assist the Board with its oversight responsibility for enterprise risk management; and
 - Assist with such other tasks as may be delegated to the Committee from time to time by the Board.
3. Limitations. For the avoidance of doubt, the Executive Committee shall not have power or authority to:
- Amend the Company's Certificate of Incorporation;
 - Amend the Company's By-laws;
 - Fill vacancies on the Board or appoint directors to committees of the Board;
 - Establish or adjust the compensation of directors or management;
 - Amend the charter of any committee of the Board;
 - Adopt an agreement or plan of merger or consolidation;
 - Recommend to the stockholders of the Company the sale, lease, or exchange of all, or substantially all, of the assets of the Company;
 - Recommend to stockholders a dissolution of the Company or a revocation of a dissolution;
 - Declare a dividend;
 - Authorize the issuance of stock; or
 - Take any action which is expressly (i) delegated to another committee of the Board, (ii) under active review by the Board or another committee of the Board, unless the Board specifically authorizes such action, or (iii) prohibited to be delegated to a committee of the Board under applicable law.

C. Procedures and Administration

1. Meetings. The Executive Committee shall meet as frequently, at such times and places, as it deems necessary to fulfill its responsibilities. The Executive Committee shall keep minutes of the its meetings in a form that it shall deem appropriate, which shall be distributed to all members of the Board upon request. Such meetings may be held telephonically or in person as the Executive Committee deems appropriate. The Executive Committee may also act by unanimous written consent in lieu of a meeting.

2. Subcommittees. The Executive Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
3. Charter. The Executive Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Independent Advisors. The Executive Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Executive Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Executive Committee shall receive appropriate funding from the Company, as determined by the Executive Committee in its capacity as a committee of the Board, for the payment of compensation to its outside legal counsel and any other advisors. However, the Executive Committee shall not be required to implement or act consistently with the advice or recommendations of its legal counsel or other advisor to the Executive Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Executive Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from outside counsel and other advisors (other than the Company's in-house counsel) regarding certain matters, the Executive Committee must take into consideration the factors specified in the applicable securities laws and listing exchange rules. The Executive Committee may retain, or receive advice from, any advisor they prefer, including ones that are not independent, after considering the specified factors.

5. Funding. The Executive Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Executive Committee that are necessary or appropriate in carrying out its duties.

ADOPTED: February 1, 2022
EFFECTIVE: February 1, 2022