

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

(Amendment No. )

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Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**2seventy bio, Inc.**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

## Preliminary Proxy Statement—Subject to Completion



April [\_\_\_], 2023

Dear Stockholder:

You are cordially invited to attend the 2023 Annual Meeting of Stockholders of 2seventy bio, Inc. We intend to hold the Annual Meeting on June 13, 2023 at 8:30 a.m. EDT. The Annual Meeting will be held in a virtual meeting format only via the Internet, with no physical in-person meeting. You will be able to attend and participate in the Annual Meeting online by visiting the meeting center at [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023) and entering your control number found on your enclosed proxy card, where you will be able to listen to the Annual Meeting live, submit questions and vote. We encourage you to vote your shares prior to the Annual Meeting.

Details regarding admission to the Annual Meeting and the business to be conducted are more fully described in the accompanying Notice of Annual Meeting and Proxy Statement. At this Annual Meeting, the agenda includes the election of three Class II directors for three-year terms and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

Under Securities and Exchange Commission rules, we are providing access to the proxy materials for the Annual Meeting to stockholders via the Internet. Accordingly, you can access the proxy materials and vote at [www.proxyvote.com](http://www.proxyvote.com). Instructions for accessing the proxy materials and voting are described below and in the Notice of Annual Meeting that you received in the mail. Your vote is very important. Whether or not you plan to attend the Annual Meeting, please carefully review our proxy statement and then cast your vote, regardless of the number of shares you hold. If you are a stockholder of record, you may vote over the Internet, by telephone, or, if you request to receive a printed set of the proxy materials, by completing, signing, dating and mailing the accompanying proxy card in the return envelope. Submitting your vote via the Internet or by telephone or proxy card will not affect your right to vote at the Annual Meeting if you decide to attend the Annual Meeting virtually. If your shares are held in street name (held for your account by a broker or other nominee), you will receive instructions from your broker or other nominee explaining how to vote your shares, and you will have the option to cast your vote by telephone or over the Internet if your voting instruction form from your broker or nominee includes instructions and a toll-free telephone number or Internet website to do so. In any event, to be sure that your vote will be received in time, please cast your vote by your choice of available means at your earliest convenience.

We hope that you will join us on June 13, 2023. Your continuing interest in 2seventy is very much appreciated.

Sincerely,

A handwritten signature in black ink that reads "Nick Leschly". The signature is written in a cursive, flowing style.

Nick Leschly  
President & Chief Executive Officer



## NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

<b>Date</b>	June 13, 2023
<b>Time</b>	8:30 a.m. Eastern Time
<b>Virtual Meeting</b>	This year's Annual Meeting will be a virtual meeting via live webcast on the Internet at <a href="http://www.virtualshareholdermeeting.com/TSVT2023">www.virtualshareholdermeeting.com/TSVT2023</a> .
<b>Record Date</b>	April 17, 2023. Only stockholders of record at the close of business on the record date are entitled to receive notice of, and to vote at, the Annual Meeting.
<b>Purpose</b>	<ul style="list-style-type: none"><li>• To elect Daniel S. Lynch, Sarah Glickman, and Wei Lin, M.D. as Class II members of the Board of Directors, to serve until our 2026 Annual Meeting of Stockholders and until their successors are duly elected and qualified;</li><li>• To ratify the selection of Ernst &amp; Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023;</li><li>• To approve an amendment to our Amended and Restated Certificate of Incorporation to limit the liability of certain officers of 2seventy bio, Inc. as permitted by recent amendments to Delaware law; and</li><li>• To transact any other business that may properly come before the meeting or any adjournment thereof.</li></ul>
<b>Proxy Voting</b>	If you are a stockholder of record, please vote via the Internet or, for shares held in street name, please submit the voting instruction form you receive from your broker or nominee, as soon as possible so your shares can be voted at the Annual Meeting. You may submit your voting instruction form by mail. If you are a stockholder of record, you may also vote by telephone or by submitting a proxy card by mail. If your shares are held in street name, you will receive instructions from your broker or other nominee explaining how to vote your shares, and you may also have the choice of instructing the record holder as to the voting of your shares over the Internet or by telephone. Follow the instructions on the voting instruction form you received from your broker or nominee.
<b>Corporate Headquarters</b>	60 Binney Street, Cambridge, MA 02142

By order of the Board of Directors,  
Teresa Jurgensen, Secretary

Cambridge, Massachusetts  
April [\_\_\_], 2023

2seventy bio, Inc. ("2seventy bio" or "the Company") is an "emerging growth company" under applicable federal securities laws and therefore permitted to conform with certain reduced public company reporting requirements. As an emerging growth company, we provide in this proxy statement the scaled disclosure permitted under the Jumpstart Our Business Startups Act of 2012, including the compensation disclosures required of a "smaller reporting company," as that term is defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, as an emerging growth company, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers or the frequency with which such votes must be conducted or required to provide pay versus performance disclosure under Item 402(v) of Regulation S-K. We will remain an "emerging growth company" until the earliest of (i) the last day of the fiscal year following the fifth anniversary of becoming a public company; (ii) the last day of the fiscal year in which our total annual gross revenue is equal to or more than \$1.235 billion; (iii) the date on which we have issued more than \$1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission (the "SEC").

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on  
June 13, 2023**

**This communication is not a form for voting and presents only an overview of the more complete proxy materials, which contain important information and are available to you on the Internet or by mail. We encourage you to access and review the proxy materials before voting.**

**The Notice of 2023 Annual Meeting of Stockholders, proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, are available at [ir.2seventybio.com](http://ir.2seventybio.com).**

## TABLE OF CONTENTS

	<u>Page</u>
GENERAL INFORMATION	1
PROPOSAL 1 - ELECTION OF DIRECTORS	6
CORPORATE GOVERNANCE	7
CLASS II DIRECTOR NOMINEES	7
CONTINUING DIRECTORS	8
BOARD INDEPENDENCE	11
BOARD MEETINGS AND ATTENDANCE	11
BOARD COMMITTEES	11
AUDIT COMMITTEE	11
COMPENSATION COMMITTEE	12
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE	12
EXECUTIVE OFFICERS	15
EXECUTIVE COMPENSATION	16
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	25
CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS	28
AUDIT COMMITTEE REPORT	30
PROPOSAL 2 - RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	31
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES	31
PROPOSAL 3 - APPROVAL OF AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	32
STOCKHOLDER COMMUNICATIONS WITH THE BOARD	34
STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS	34
OTHER STOCKHOLDER COMMUNICATIONS	34
WHERE YOU CAN FIND MORE INFORMATION	35
HOUSEHOLDING OF PROXY MATERIALS	35
OTHER BUSINESS	35
APPENDIX A	36
PROXY CARD	37

**2SEVENTY BIO, INC.  
60 BINNEY STREET  
CAMBRIDGE, MASSACHUSETTS 02142  
PROXY STATEMENT  
FOR THE 2023 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 13, 2023  
AT 8:30 AM EDT**

**GENERAL INFORMATION**

**When are this proxy statement and the accompanying materials scheduled to be sent to stockholders?**

We have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about April [ ], 2023, we will begin mailing a Notice of Internet Availability of Proxy Materials and the proxy materials, including the Notice of 2023 Annual Meeting of Stockholders, this proxy statement and accompanying proxy card or, for shares held in street name (held for your account by a broker or other nominee), the voting instruction form, and the Annual Report on Form 10-K for the year ended December 31, 2022 will be made available to stockholders on the Internet on the same date.

**Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the SEC, we are providing access to our proxy materials over the Internet rather than printing and mailing the proxy materials. We believe electronic delivery will expedite the receipt of materials and will help lower our costs and reduce the environmental impact of our annual meeting materials. Therefore, a Notice of Internet Availability will be mailed to holders of record and beneficial owners of our common stock starting on or around April [ ], 2023. The Notice of Internet Availability will provide instructions as to how stockholders may access and review the proxy materials, including the Notice of Annual Meeting, proxy statement, proxy card and Annual Report on Form 10-K, on the website referred to in the Notice of Internet Availability or, alternatively, how to request that a copy of the proxy materials, including a proxy card, be sent to them by mail. The Notice of Internet Availability will also provide voting instructions. In addition, stockholders of record may request to receive the proxy materials in printed form by mail or electronically by e-mail on an ongoing basis for future stockholder meetings. Please note that, while our proxy materials are available at the website referenced in the Notice of Internet Availability, and our Notice of Annual Meeting, proxy statement and Annual Report on Form 10-K are available on our website, no other information contained on either website is incorporated by reference in or considered to be a part of this document.

**How do I attend and participate in the Annual Meeting online?**

To attend and participate in the Annual Meeting, stockholders will need to access the live audio webcast of the meeting. To do so, you will need to log in at [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023) and use your sixteen-digit control number, which can be found on the Notice, voting instruction form or proxy card you received. If your shares are held in "street name" through a bank, broker or other nominee and you do not have a sixteen-digit control number, you must contact such broker, bank or nominee so that you can be provided with a control number or legal proxy. Those without a control number may attend as guests of the Annual Meeting but will not have the option to vote or ask questions during the meeting.

**Will I be able to ask questions during the Annual Meeting?**

If you have logged into the Annual Meeting using your sixteen-digit control number and wish to ask a question during the meeting, you may do so on the virtual meeting website by typing your question into the "Ask a Question" field, and clicking "Submit." Those without a control number will not have the option to ask questions during the meeting.

If questions submitted are repetitive as to a particular topic, the Chairman of the meeting may limit discussion on such topic. During the formal portion of the meeting, all questions presented should relate directly to the proposal under discussion. We will also hold a question and answer period at the end of the meeting, as time permits, during which time we welcome questions not relating to specific proposals.

For further details, please review the Annual Meeting's Rules of Conduct, which will be posted on [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023) during the Annual Meeting. Following the Annual Meeting, an archived replay of the audio webcast will be available on the Investor Relations section of our website for approximately ninety days thereafter.

**How can I get help if I have trouble checking in or listening to the meeting online?**

Beginning fifteen minutes prior to the start of and during the Annual Meeting, we will have technicians ready to assist you with any technical difficulties you may have accessing or hearing the virtual meeting or submitting questions. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting log in page.

**Who is soliciting my vote?**

The Board of Directors of 2seventy bio, Inc. is soliciting your vote for the 2023 Annual Meeting of Stockholders.

**When is the record date for the Annual Meeting?**

The Board has fixed the record date for the Annual Meeting as of the close of business on April 17, 2023.

**How many votes can be cast by all stockholders?**

A total of [ ] shares of our common stock were outstanding on April 17, 2023, all of which are entitled to be voted at the Annual Meeting with respect to all matters to be acted upon at the Annual Meeting. Each stockholder of record is entitled to one vote on each matter for each share of our common stock held by such stockholder. None of our shares of undesignated preferred stock were outstanding on the record date.

**How do I vote?**

*By attending the Annual Meeting Online*

If you are a stockholder of record, you may vote online at the Annual Meeting by attending the Annual Meeting online and following the instructions posted at [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023). If you hold your shares through a bank or broker and wish to vote online at the meeting, you must obtain a valid proxy from the firm that holds your shares.

*By Proxy*

If you do not wish to attend the Annual Meeting online, you may vote by proxy. You can vote by proxy over the Internet by following the instructions provided in the Notice, or, if you requested printed copies of the proxy materials by mail, you can vote by mailing your proxy as described in the proxy materials. In order to be counted, proxies submitted by Internet must be received by the cutoff time of 11:59 p.m. Eastern Time on June 12, 2023. Proxies submitted by mail must be received before the start of the Annual Meeting.

If you complete and submit your proxy before the Annual Meeting, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions. If you submit a proxy without giving voting instructions, your shares will be voted in the manner recommended by the Board of Directors on all matters presented in this proxy statement, and as the persons named as proxies may determine in their discretion with respect to any other matters properly presented at the Annual Meeting. You may also authorize another person or persons to act for you as proxy in a writing, signed by you or your authorized representative, specifying the details of those proxies' authority. The original writing must be given to each of the named proxies, although it may be sent to them by electronic transmission if, from that transmission, it can be determined that the transmission was authorized by you.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in your proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

**What are the Board's recommendations on how to vote my shares?**

Our Board of Directors recommends a vote:

Proposal 1: **FOR** election of the three Class II director nominees

Proposal 2: **FOR** ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm

Proposal 3: **FOR** approval of an amendment to our Amended and Restated Certificate of Incorporation to limit the liability of certain officers of 2seventy bio, Inc. as permitted by recent amendments to Delaware law.

**Who pays the cost for soliciting proxies?**

We will pay the cost for the solicitation of proxies by the Board. The solicitation of proxies will be made primarily by mail and through Internet access to materials. Proxies may also be solicited personally, by telephone, fax or e-mail by employees of 2seventy bio without any remuneration to such individuals other than their regular compensation. We will also reimburse brokers, banks, custodians, other nominees and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

**Will my shares be voted if I do not return my proxy?**

If your shares are registered directly in your name, your shares will not be voted if you do not vote over the Internet, by telephone, by returning your proxy or by ballot at the Annual Meeting. If your shares are held in street name, your bank, broker or other nominee may under certain circumstances vote your shares if you do not timely return your proxy. Banks, brokers and other nominees can vote customers' unvoted shares on routine matters, but cannot vote such shares on non-routine matters. If you do not timely return a proxy to your bank, broker or other nominee to vote your shares, your bank, broker or other nominee may, on routine matters, either vote your shares or leave your shares unvoted. Your bank, broker or other nominee cannot vote your shares on any non-routine matter. The election of directors (Proposal 1) and the approval of the amendment to our Amended and Restated Certificate of Incorporation (Proposal 3) are non-routine matters. The ratification of the appointment of our independent registered public accounting firm (Proposal 2) is a routine matter. We encourage you to provide voting instructions to your bank, broker or other nominee by giving your proxy to them. This ensures that your shares will be voted at the Annual Meeting according to your instructions. You should receive directions from your bank, broker or other nominee about how to submit your proxy to them at the time you receive this proxy statement.

**How do I revoke my proxy?**

If you are a stockholder of record, you may revoke your proxy by (1) following the instructions on the Notice and entering a new vote over the Internet or by telephone by the cutoff time of 11:59 p.m. Eastern Time on June 12, 2023, (2) attending the Annual Meeting online and voting by following the instructions at [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023) or (3) by filing an instrument in writing revoking the proxy or submitting another duly executed proxy card bearing a later date with our Corporate Secretary. Any written notice of revocation or subsequent proxy card must be received by our Corporate Secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our Corporate Secretary or sent to our principal executive offices at 60 Binney Street, Cambridge, Massachusetts 02142, Attention: Corporate Secretary.

If a broker, bank or other nominee holds your shares, you must contact such broker, bank or nominee in order to find out how to change your vote.

**How is a quorum reached?**

The presence, in person or by proxy, of at least a majority of the shares entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Shares held of record by stockholders or brokers, bankers or other nominees who do not return a signed and dated proxy or attend the Annual Meeting in person will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. Under the General Corporation Law of the State of Delaware, shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

**What vote is required to approve each item and how are votes counted?**

Votes cast by proxy or in person at the Annual Meeting will be counted by the persons appointed by 2seventy bio to act as tabulators for the meeting. The tabulators will count all votes FOR and AGAINST, votes



withheld, abstentions, and broker non-votes, as applicable, for each matter to be voted on at the Annual Meeting. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

#### ***Proposal 1 - Election of three Class II director nominees***

For the election of the three Class II director nominees, each director nominee presented must receive a plurality of the votes properly cast, meaning that the three director nominees receiving the most votes will be elected. Shares voting “withheld” will have no effect on the outcome of Proposal 1. Additionally, **Proposal 1 is a non-routine matter**. Therefore, if your shares are held by your bank, broker or other nominee in street name and you do not vote your shares, your bank, broker or other nominee cannot vote your shares on Proposal 1. Shares held in street name by banks, brokers or nominees who indicate on their proxies that they do not have authority to vote the shares on Proposal 1 will be treated as broker non-votes. As a result, broker non-votes will have no effect on the outcome of Proposal 1.

#### ***Proposal 2 - Ratification of selection of Ernst & Young LLP as our independent registered public accounting firm***

For the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for our 2023 fiscal year, the affirmative vote of a majority of the votes cast is required, which means that the votes cast FOR must exceed the votes cast AGAINST. Only FOR and AGAINST votes will affect the outcome. Abstentions will have no effect on the voting of Proposal 2. **Proposal 2 is a routine matter**. Therefore, if your shares are held by your bank, broker or other nominee in street name and you do not vote your shares, your bank, broker or other nominee may vote your shares on Proposal 2. Broker non-votes, if any, will have no effect on the outcome of Proposal 2.

#### ***Proposal 3 - Approval of Amendment to our Amended and Restated Certificate of Incorporation***

For the approval of the Amendment to our Amended and Restated Certificate of Incorporation, the affirmative vote of the majority of the outstanding shares of capital stock entitled to vote on the matter is required. Abstentions will be counted as votes AGAINST Proposal 3. **Proposal 3 is a non-routine matter**. Therefore, if your shares are held by your bank, broker or other nominee in street name and you do not vote your shares, your bank, broker or other nominee cannot vote your shares on Proposal 3. Broker non-votes will be counted as votes AGAINST Proposal 3.

#### **Could other matters be decided at the Annual Meeting?**

2seventy bio does not know of any other matters that may be presented for action at the Annual Meeting. Should any other business come before the meeting, the persons named on the enclosed proxy will have discretionary authority to vote the shares represented by such proxies in accordance with their best judgment. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

#### **What happens if the meeting is postponed or adjourned?**

If you have completed a proxy, your proxy may be voted at the postponed or adjourned meeting. You will still be able to revoke and change your proxy until it is voted.

#### **How can I find out the results of the voting at the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K, that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

#### **What does it mean if I receive more than one proxy card or voting instruction form?**

It means that you have multiple accounts at the transfer agent or with brokers. Please complete and return all proxy cards or voting instruction forms to ensure that all of your shares are voted.

**PROPOSAL 1  
ELECTION OF DIRECTORS**

In accordance with Delaware law and our Amended and Restated Certificate of Incorporation and By-laws, our Board of Directors is divided into three classes of approximately equal size. The members of each class are elected to serve a three-year term with the term of office of each class ending in successive years. Daniel S. Lynch, Sarah Glickman, and Wei Lin, M.D. are the directors whose terms expire at this Annual Meeting. Each of Daniel S. Lynch, Sarah Glickman, and Wei Lin, M.D. has been nominated for and has agreed to stand for re-election to the Board to serve as a Class II director of the Company until the 2026 Annual Meeting and until his or her successor is duly elected.

Our By-laws provide for a plurality voting standard for the election of directors. It is intended that, unless you give contrary instructions, shares represented by proxies solicited by the Board will be voted for the election of the three director nominees listed below. We have no reason to believe that any director nominee will be unavailable for election at the Annual Meeting. In the event that one or more director nominees is unexpectedly not available to serve, proxies may be voted for another person nominated as a substitute by the Board, or the Board may reduce the number of directors to be elected at the Annual Meeting. Information relating to each director nominee and for each continuing director, including his or her period of service as a director of 2seventy bio, principal occupation and other biographical material is shown below.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE  
FOR  
EACH OF THESE DIRECTOR NOMINEES FOR CLASS II DIRECTOR:  
DANIEL S. LYNCH  
SARAH GLICKMAN  
WEI LIN, M.D.  
(PROPOSAL 1 ON YOUR PROXY CARD)**

## CORPORATE GOVERNANCE

### Board Composition

We currently have seven directors and the terms of office of the directors are divided into three classes:

Class I	Term expiring 2025
Class II	Term expiring at the Annual Meeting
Class III	Term expiring 2024

At each Annual Meeting, the successors to directors whose terms will then expire shall serve from the time of election and qualification until the third Annual Meeting following election and until their successors are duly elected and qualified. A resolution of the Board may change the authorized number of directors. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of the Board may have the effect of delaying or preventing changes in control or management of our Company.

### CLASS II DIRECTOR NOMINEES:

The following table identifies our nominees for Class II directors, and sets forth their principal occupation and business experience during the last five years and their ages as of April 17, 2023.

Name	Positions and Offices Held with 2seventy	Director Since	Age
Daniel S. Lynch	Chairman and Director	2021	65
Sarah Glickman	Director	2021	54
Wei Lin, M.D.	Director	2023	62

### CLASS II DIRECTOR NOMINEES:

**Daniel S. Lynch.** Mr. Lynch has served as a member of our Board of Directors since October 15, 2021. Prior to the separation by bluebird bio of its oncology portfolio and programs into 2seventy bio, which we refer to as the separation, Mr. Lynch served on the Board of Directors of bluebird bio. Mr. Lynch joined Google Ventures in 2021 as Executive Venture Partner and partners with life sciences CEOs and executives as a trusted advisor. As a coach and investor, he places deep emphasis on long-term relationships. Since 2007, Mr. Lynch has advised and served as an executive chair or member of the boards for multiple biopharmaceutical companies, including Stromedix (acquired by Biogen), Avila Therapeutics (acquired by Celgene Corporation), Nimbus Discovery, Edimer Pharmaceuticals, Ember Therapeutics, Proclara Biosciences, Surface Oncology, Sesen Bio (formerly Eleven Biotherapeutics), Xilio Therapeutics, eGenesis Bio, BIND Biosciences, and Blueprint Medicines. Mr. Lynch currently serves on the board of SpringWorks Therapeutics. He also served as an entrepreneur in residence and venture partner at Third Rock Ventures and was a senior advisor at the firm until 2021. Previously, Mr. Lynch served as CEO and CFO of ImClone Systems Corporation. As CEO, he led the company through a significant turnaround, helping to restore its reputation and secure FDA approval of the novel cancer treatment ERBITUX® (Cetuximab). As CFO, Mr. Lynch led negotiations to form a major partnership between ImClone and Bristol-Myers Squibb. Earlier in his career, he held several financial positions at Bristol-Myers Squibb for over 15 years. For five years, he served on the board of directors and the audit committee at U.S. Oncology, Inc. until its acquisition by McKesson in 2010. Mr. Lynch received his B.A. in mathematics from Wesleyan University and his M.B.A. from the Darden Graduate School of Business Administration at The University of Virginia. We believe that Mr. Lynch is qualified to serve on our Board of Directors because of his extensive knowledge and experience with respect to the biotechnology and pharmaceutical industries and significant management, financial and corporate governance experience.

**Sarah Glickman** Ms. Glickman has served as a member of our Board of Directors and the chair of the audit committee of the Board of Directors since October 15, 2021. Prior to the separation, Ms. Glickman served on the board of directors of bluebird bio. Since September 2020, Ms. Glickman has served as Chief Financial Officer of Criteo S.A., a global technology company headquartered in Paris, France. Prior to joining Criteo, she served as Acting Chief Financial Officer at XPO Logistics, a leading global provider of transportation and logistics solutions, where she previously served as Senior Vice President, Corporate Finance and Transformation. Before that, she held operational Chief Financial Officer roles at Novartis and Honeywell International and served in various executive roles in shared services and operations, internal audit, transformation and controllership at both Honeywell

International and Bristol-Myers Squibb. She started her career at PricewaterhouseCoopers. Ms. Glickman is a U.S. CPA and a U.K. Fellow Chartered Accountant with a degree in economics from the University of York in England. We believe that Ms. Glickman is qualified to serve on our Board of Directors because of her corporate leadership experience and broad financial expertise.

**Wei Lin, M.D., Ph.D.** Dr. Lin has served as a member of our Board of Directors since March 8, 2023. He is currently the Chief Medical Officer at Erasca where he leads development strategy and execution of the company’s precision oncology programs. Prior to joining Erasca, he served as Head of Development at Nektar Therapeutics where he oversaw the development of the company’s immuno-oncology and immunology pipeline. Before Nektar, Dr. Lin was at Genentech, where he served as the Global Development Leader for cancer immunotherapy in lung and head and neck cancer. Dr. Lin also served as a faculty member at the M.D. Anderson Cancer Center in Houston in the Department of Thoracic/Head and Neck Medical Oncology. He received a B.A. from Haverford College and an M.D. from Harvard Medical School. He completed a residency in internal medicine at Massachusetts General Hospital in Boston and a fellowship in medical oncology at the University of Texas M.D. Anderson Cancer Center. Dr. Lin has extensive clinical research experience and has been published in more than 15 peer-reviewed journals, including *New England Journal of Medicine*, *Lancet Oncology*, and *Journal of Clinical Oncology*. We believe that Dr. Lin is qualified to serve on our Board of Directors because of his extensive knowledge and experience with respect to the biotechnology and oncology industries and significant development strategy experience.

**CONTINUING DIRECTORS:**

The following table identifies our Class I and Class III directors, and sets forth their principal occupation and business experience during the last five years and their ages as of April 17, 2023.

<b>Name</b>	<b>Positions and Offices Held with 2seventy</b>	<b>Director Since</b>	<b>Class and Year in Which Term Will Expire</b>	<b>Age</b>
Nick Leschly	President, Chief Executive Officer and Director	2021	Class I - 2025	50
Ramy Ibrahim, M.D.	Director	2021	Class I - 2025	48
Denice Torres	Director	2021	Class III - 2024	63
Marcela Maus, M.D., Ph.D.	Director	2021	Class III - 2024	47

**Nick Leschly.** Mr. Leschly has been a member of our Board of Directors, our president since May 4, 2021, and our chief executive officer since the separation by bluebird bio of its oncology portfolio and programs into 2seventy bio, which we refer to as the separation. Prior to the separation, Mr. Leschly served as bluebird bio’s chief executive officer since September 2010. Prior to joining bluebird bio, Mr. Leschly served as a partner of Third Rock Ventures, L.P. (“Third Rock”). From its founding in 2007, Mr. Leschly played an integral role in the overall formation, development and business strategy of several of Third Rock’s portfolio companies, including Agios Pharmaceuticals, Inc. Prior to joining Third Rock, he worked at Millennium Pharmaceuticals, Inc. (now a subsidiary of Takeda), leading several early-stage drug development programs and served as the product and alliance leader for VELCADE. Mr. Leschly currently serves as a member of the board of directors of Synlogic, Inc., bluebird bio, Inc., and the Biotechnology Innovation Organization. He received his B.S. in molecular biology from Princeton University and his M.B.A. from The Wharton School of the University of Pennsylvania. We believe that Mr. Leschly is qualified to serve on our Board of Directors because of his extensive knowledge and experience in management, finance and corporate governance with respect to the biotechnology and pharmaceutical industries.

**Ramy Ibrahim, M.D.** Dr. Ibrahim has served as a member of our Board of Directors since October 15, 2021. Prior to the separation, Dr. Ibrahim served on the board of directors of bluebird bio. Dr. Ibrahim is a medical oncologist who has served as the Chief Medical Officer of CMO Milkyway Advisors since January 2021. Dr. Ibrahim also serves as a board member for Surface Oncology, Inc., as well as The Parker Institute for Cancer Immunotherapy, is a scientific advisory board member for Harpoon Therapeutics, and is a consultant for Georgiamune, LLC. Previously, he served as the Chief Medical Officer of BitBio from October 2020 to June 2022. Prior to BitBio, he served as Chief Medical Officer at the Parker Institute for Cancer Immunotherapy from 2016 to 2021. Prior to the Parker Institute, Dr. Ibrahim served as the vice president of clinical development for immuno-oncology at AstraZeneca from 2011 to 2016. In this role, he led the development of the early checkpoint inhibitor antibodies durvalumab and tremelimumab. From 2005 to 2011, at Bristol-Myers Squibb, Dr. Ibrahim played a key role in the clinical development of ipilimumab, the first FDA-approved immune checkpoint inhibitor, from early phase II through multiple global launches. He also played a key role in the early development of nivolumab, as well as the development of anti-PD-L1 and anti-CD137 antibody programs. Dr. Ibrahim trained in medicine and medical oncology at Cairo University then conducted bench and clinical immunotherapy research at the cancer vaccine

branch of the National Cancer Institute in Bethesda, Maryland, prior to moving into industry. We believe that Dr. Ibrahim is qualified to serve on our Board of Directors because of his significant industry knowledge and drug development experience, as well as his broad scientific and medical expertise.

**Marcela Maus, M.D., Ph.D.** Dr. Maus has served as a member of our Board of Directors since October 15, 2021. Prior to the separation, Dr. Maus served on the board of directors of bluebird bio. Dr. Maus is currently an Associate Professor at Harvard Medical School, the Paula O’Keefe Chair in Oncology and Director of Cellular Immunotherapy at Massachusetts General Hospital (“MGH”) Cancer Center, and an Attending Physician in the Hematopoietic Cell Transplant and Cell Therapy division of Oncology at MGH. She is an Associate Member of the Broad Institute of Harvard and Massachusetts Institute of Technology (“MIT”), and an Associate Member of the Ragon Institute of MGH, MIT, and Harvard. Dr. Maus is internationally known for her work as a translational physician-scientist in the field of immunology, particularly as it relates to T-cell immunotherapies and cellular therapies in the treatment of cancer. Her laboratory focuses on the biology of human T cell activation, costimulation, and memory, and on the application of human T cell therapies to human disease, including forward and reverse translation of engineered T cell therapies in early-phase clinical trials. She has authored over 100 papers indexed in Pubmed and holds multiple NIH R01 grants and several Investigational New Drug Applications (IND’s). Dr. Maus completed undergraduate studies at MIT and holds graduate degrees (M.D. and Ph.D.) from University of Pennsylvania. Dr. Maus trained in internal medicine at University of Pennsylvania and in hematology and medical oncology at Memorial Sloan Kettering Cancer Center and practices medical oncology. She also serves on several scientific and clinical advisory boards for the biotechnology industry as well as external academic medical centers. We believe that Dr. Maus is qualified to serve on our Board of Directors because of her extensive scientific and medical expertise, particularly in the field of medical oncology, and her significant industry knowledge.

**Denice Torres.** Ms. Torres has served as a member of our Board of Directors since October 15, 2021. Prior to the separation, Ms. Torres served on the board of directors of bluebird bio. Ms. Torres is currently chief executive officer of The Ignited Company, a Pennsylvania-based consulting firm she founded in 2017. From 2005 to 2017, she served in various senior leadership roles at Johnson & Johnson (J&J). From 2015 to 2017, she was chief strategy and transformation officer for J&J’s global medical device business and from 2011 to 2015, she was president of J&J McNeil Consumer Healthcare. From 2009 to 2011, she served as president of J&J Janssen Pharmaceuticals, Neuroscience, and from 2006-2009 she held various marketing positions at J&J. Before joining J&J, Ms. Torres spent fourteen years at Eli Lilly and Company, where she focused on marketing and business unit management. She is also the founder of The Mentoring Place, a nonprofit organization offering free executive mentoring to help women achieve their careers goals. Ms. Torres currently serves on the board of directors of Glaukos Corporation (NYSE: GKOS), Surface Oncology, Inc. (Nasdaq: SURF) and Karuna Therapeutics, Inc. (Nasdaq: KRTX). Ms. Torres holds a B.S. in Psychology from Ball State University, a J.D. from Indiana University and an M.B.A. from the University of Michigan. She is a member of the Michigan Bar Association. We believe that Ms. Torres is qualified to serve on our Massachusetts Institute of Technology because of her extensive executive and operational leadership experience, as well as her expertise in cultural transformation and leadership development in the healthcare and pharmaceutical industries.

There are no family relationships between or among any of our directors or executive officers. There is no arrangement or understanding between any of our directors and any other person or persons pursuant to which he or she is to be selected as a director. There are no material legal proceedings to which any of our directors is a party adverse to us or our subsidiary or in which any such person has a material interest adverse to us or our subsidiary.

### **Identifying and Evaluating Director Nominees**

Our Board of Directors is responsible for selecting its own members. The Board of Directors delegates the selection and nomination process to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board, and of management, will be requested to take part in the process as appropriate.

Generally, our Nominating and Corporate Governance Committee together with our management team identifies candidates for director nominees, through the use of search firms or other advisors, and through the recommendations submitted by stockholders or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful in identifying candidates. Once candidates have been identified, our Nominating and Corporate Governance Committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee working with management may gather information about the candidates through interviews, detailed questionnaires, background checks or any other means that the Nominating and Corporate Governance Committee deems to be appropriate in the evaluation process. The Nominating and Corporate Governance Committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of our Board of

Directors. Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates for the Board's approval as director nominees for election to the Board of Directors.

### **Director Qualifications and Diversity**

Our Nominating and Corporate Governance Committee will consider, among other things, the following qualifications, skills and attributes when recommending candidates for the selection as director nominees for the Board and as candidates for appointment to its committees: a director nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other director nominees to the Board of Directors, in collectively serving the long-term interests of the stockholders.

In evaluating proposed director candidates, our Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for board membership approved by the Board of Directors from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, diversity considerations, the skills of the proposed director candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence, and the needs of the Board. Our corporate governance guidelines also provide that diversity on the Board of Directors should be considered by our Nominating and Corporate Governance Committee in the director evaluation and nomination process. While we do not have a formal policy with respect to diversity, our Nominating and Corporate Governance Committee believes that it is essential that the members of the Board represent diverse viewpoints. Our Nominating and Corporate Governance Committee believes that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow our Board of Directors to promote our strategic objectives and fulfill its responsibilities to our stockholders, and considers diversity of gender, race, national origin, education, professional experience, and differences in viewpoints and skills when evaluating proposed director candidates.

Our Nominating and Corporate Governance Committee's priority in selecting directors is identification of persons who will further the interests of our Company through his or her established record of professional accomplishment, the ability to contribute positively to the collaborative culture among directors, and professional and personal experiences and expertise relevant to our growth strategy. The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders.

The composition of our Board of Directors currently includes five individuals who are diverse under the Nasdaq listing rule regarding board diversity, as presented in the below Board Diversity Matrix. Under the applicable Nasdaq listing rule, directors who self-identify as (i) female, (ii) an underrepresented minority, or (iii) LGBTQ+ are defined as being diverse.

### **Board Diversity Matrix**

As of April [ ], 2023

<b>Total Number of Directors</b>	<b>7</b>			
	<b>Female</b>	<b>Male</b>	<b>Non-Binary</b>	<b>Did Not Disclose Gender</b>
<b>Part I: Gender Identity</b>				
Directors	3	4	-	-
<b>Part II: Demographic Background</b>				
African American or Black	-	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian	-	1	-	-
Hispanic or Latinx	2	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	2	3	-	-
Two or More Races or Ethnicities	1	1	-	-
<b>LGBTQ+</b>	1	-	-	-
<b>Did Not Disclose Demographic Background</b>	-	-	-	-

## **Board Independence**

Our Board of Directors has determined, upon the recommendation of our Nominating and Corporate Governance Committee, that each of our directors, other than Nick Leschly, who serves as our president and chief executive officer, has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is independent within the meaning of the director independence standards of the Nasdaq Stock Market rules and the SEC. At least annually, our Board of Directors evaluates all relationships between us and each director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director. Based on this evaluation, our Board of Directors makes an annual determination of whether each director is independent within the meaning of the Nasdaq Stock Market rules and the SEC independence standards.

## **Board Meetings and Attendance**

Our Board of Directors held seven meetings during the fiscal year ended December 31, 2022. In the fiscal year ended December 31, 2022, each of our directors attended at least 75% of the meetings of the Board and the committees of the Board, in the period for which he or she served. We encourage our directors to attend the Annual Meeting of Stockholders. Nick Leschly, Ramy Ibrahim, Marcela Maus, and Denice Torres attended our 2022 Annual Meeting of Stockholders.

## **Board Committees**

Our Board of Directors has established three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, each of which is comprised solely of independent directors, and is described more fully below. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates pursuant to a written charter and each committee reviews and assesses the adequacy of its charter and submits its charter to the Board for approval on an annual basis. The charters for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are all available on our website [www.2seventybio.com](http://www.2seventybio.com) in the *Investors & Media - Corporate Governance* section. Our Board may establish additional committees from time to time.

### ***Audit Committee***

Our Audit Committee is currently composed of Ms. Glickman, Mr. Lynch and Ms. Torres, with Ms. Glickman serving as chair of the committee. Our Board of Directors has determined that each member of the Audit Committee meets the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of Nasdaq. Our Board of Directors has determined that Ms. Glickman is an "audit committee financial expert" within the meaning of the SEC regulations and applicable listing standards of Nasdaq. During the fiscal year ended December 31, 2022, the Audit Committee met four times. The report of the Audit Committee is included in this Proxy Statement under *Report of the Audit Committee*. The Audit Committee's responsibilities include among other duties:

- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements, earnings releases and related disclosures;
- reviewing and discussing with management and our independent registered public accounting firm our internal controls and internal auditing procedures, including any material weaknesses or significant deficiencies in our internal controls;
- discussing our accounting policies and all material correcting adjustments with our management and our independent registered public accounting firm;
- discussing with our management and our independent registered public accounting firm any significant risks facing the Company and the related mitigation plans, as well as monitoring our internal control over financial reporting and disclosure controls and procedures;
- appointing, overseeing, approving the compensation for and, when necessary, terminating our independent registered public accounting firm;
- approving all audit services and all permitted non-audit, tax and other services to be performed by our independent registered public accounting firm, in each case, in accordance with the Audit Committee's pre-approval policy;



- discussing with the independent registered public accounting firm its independence and ensuring that it receives the written disclosures regarding these communications required by the Public Company Accounting Oversight Board;
- reviewing and approving all transactions or series of similar transactions to which we were or are a party in which the amount involved exceeded or exceeds \$120,000 and in which any of our directors, executive officers, holders of more than 5% of any class of our voting securities, or any member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest, other than compensation arrangements with directors and executive officers;
- recommending whether the audited financial statements should be included in our annual report and preparing the audit committee report required by SEC rules;
- reviewing all material communications between our management and our independent registered public accounting firm; and
- reviewing, updating and recommending to our Board of Directors approval of our code of business conduct and ethics; and establishing procedures for the receipt, retention, investigation and treatment of accounting related complaints and concerns.

### ***Compensation Committee***

Our Compensation Committee is currently composed of Mr. Lynch, Ms. Torres and Ms. Glickman, with Mr. Lynch serving as chair of the committee. Our Board of Directors has determined each member of the Compensation Committee is “independent” as defined under the applicable listing standards of Nasdaq. In addition, each member qualifies as a non-employee director, as defined in Rule 16b-3 of the Exchange Act. During the fiscal year ended December 31, 2022, the Compensation Committee met six times. The Compensation Committee’s responsibilities include, among other duties:

- reviewing and approving corporate goals and objectives relevant to executive officer compensation and evaluating the performance of executive officers in light of those goals and objectives;
- reviewing and approving executive officer compensation, including salary, bonus and incentive compensation, deferred compensation, perquisites, equity compensation, benefits provided upon retirement, severance or other termination of employment, and any other forms of executive compensation;
- reviewing and approving our Chief Executive Officer's compensation based on its evaluation of our Chief Executive Officer's performance;
- overseeing and administering our incentive compensation plans and equity based plans and recommending the adoption of new incentive compensation plans and equity based plans to our Board of Directors;
- making recommendations to our Board of Directors with respect to director compensation;
- making recommendations to our Board of Directors with respect to management succession planning, including planning with respect to our Chief Executive Officer;
- retaining and approving the compensation of any compensation advisers;
- evaluating the independence of any such compensation advisers; and
- reviewing and advising on talent topics that impact overall Company performance.

### ***Nominating and Corporate Governance Committee***

Our Nominating and Corporate Governance Committee is composed of Ms. Torres, Dr. Ibrahim, Dr. Maus, and Dr. Lin, with Ms. Torres serving as chair of the committee. Our Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is “independent” as defined under the applicable listing standards of Nasdaq. The Nominating and Corporate Governance Committee met one time during the fiscal year ended December 31, 2022. The Nominating and Corporate Governance Committee’s responsibilities include, among other duties:

- identifying individuals qualified to become members of our Board of Directors;
- recommending to our Board of Directors the persons to be nominated for election as directors;
- assisting our Board of Directors in recruiting such nominees;
- recommending to our Board of Directors qualified individuals to serve as committee members;
- performing an annual evaluation of our Board of Directors;
- evaluating the need and, if necessary, creating a plan for the continuing education of our directors;

- assessing and reviewing our corporate governance guidelines and recommending any changes to our Board of Directors; and
- evaluating and approving any requests from our executives to serve on the Board of Directors of another for-profit company.

### **Non-Management Director Meetings**

In addition to the meetings of the committees of the Board of Directors described above, in connection with the Board meetings, the non-management directors met four times in executive session during the fiscal year ended December 31, 2022. The Chair of the Board, Mr. Lynch, presides at these executive sessions. The Audit Committee and the Board have established a procedure whereby interested parties may make their concerns known to non-management directors, which is described on our website.

### **Leadership Structure and Risk Oversight**

Our Board of Directors is currently chaired by Mr. Lynch. As a general policy, our Board of Directors believes that separation of the positions of Chair and Chief Executive Officer reinforces the independence of the Board of Directors from management, creates an environment that encourages objective oversight of management's performance and enhances the effectiveness of the Board of Directors as a whole. As such, Mr. Leschly serves as our President and Chief Executive Officer while Mr. Lynch serves as our Chair of the Board but is not an officer.

We face a number of risks in our business, including risks related to clinical research and development of our programs in oncology; manufacturing and supply chain; regulatory reviews and approvals; intellectual property filings, prosecution, maintenance and challenges; the establishment and maintenance of strategic alliances; competition; litigation and government investigations; and the ability to access additional funding for our business; among other risks. Our management is responsible for the day-to-day management of the risks that we face, while our Board, as a whole and through its committees, has responsibility for the oversight of risk management.

Our Board of Directors performs its oversight role by using several different levels of review. Our Chair meets regularly with our Chief Executive Officer and other executive officers to discuss our strategy and material risks. Members of senior management attend the quarterly Board meetings, present on strategic matters involving our business, and are available to address any questions or concerns raised by the Board of Directors on risk management-related issues and any other matters. Our Board of Directors reviews the risks, including any environmental or social governance risks, associated with our business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies.

Each of the committees of our Board of Directors also oversees the management of our risk that falls within the committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. The Audit Committee oversees our enterprise risk management program as it relates to our operations by identifying the primary risks associated with our operations and corporate functions, receiving periodic updates on activities to manage such risks, and providing reports to the Board of Directors regarding such activities. In carrying out its responsibilities for the oversight of operational risk management, members of the Audit Committee regularly discuss with management our risk exposures in the areas of financial reporting, internal controls, information security, and our legal and regulatory compliance programs, and the steps we take to manage them. Our Audit Committee also meets privately with representatives from our independent registered public accounting firm as part of its oversight of our risk management. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs and succession planning for our executive officers, and evaluates potential risks associated with independent director compensation for consideration by the full Board of Directors. The Nominating and Corporate Governance Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, membership and structure, succession planning for our directors, and corporate governance.

### **Compensation Committee Interlocks and Insider Participation**

Mr. Lynch, Ms. Torres and Ms. Glickman served as members of our Compensation Committee during the year ended December 31, 2022. None of the members of our Compensation Committee has at any time been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or on a compensation committee of any entity that has one or more executive officers serving on our Board of Directors or Compensation Committee. For a description of transactions between us and members of our Compensation Committee and affiliates of such members, please see *Certain Relationships and Related Party Transactions*.

### **Code of Business Conduct and Ethics and Corporate Governance Guidelines**

We have adopted a Code of Business Conduct and Ethics for our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of our Code of Business Conduct and Ethics is available on our website at [www.2seventybio.com](http://www.2seventybio.com) and going to the *Investors & Media-Corporate Governance* section. We intend to post on its website any amendment to, or waiver under, a provision of the Code of Business Conduct and Ethics.

A copy of the Corporate Governance Guidelines is also available on our website at [www.2seventybio.com](http://www.2seventybio.com) and going to the *Investors & Media-Corporate Governance* section.

## EXECUTIVE OFFICERS

The following table sets forth information regarding our executive officers and certain key employees as of April 17, 2023:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
<b>Executive Officers:</b>		
Nick Leschly <sup>(1)</sup>	50	President, Chief Executive Officer and Director (Principal Executive Officer)
William D. Baird, III	51	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Philip Gregory, D. Phil.	52	Chief Scientific Officer

(1) Nick Leschly is also a director and his biographical information appears on page 8.

**William D. Baird, III.** Mr. Baird has served as our chief financial officer since the completion of the separation in November 2021. Mr. Baird formerly served as bluebird bio's chief financial officer since February 2019, bluebird bio's principal financial officer since March 2019 and bluebird bio's principal accounting officer since February 2021. Mr. Baird served as chief financial officer of Amicus Therapeutics, Inc. from April 2012 until February 2019. From April 2005 until April 2012, Mr. Baird served as chief financial officer of PTC Therapeutics, Inc. ("PTC"). Before that, Mr. Baird held various positions of increasing responsibility with PTC from 2002 to 2005. Mr. Baird previously worked in the life science practice at L.E.K. Consulting, a strategy consulting firm, from 1999 to 2002, and at First Union National Bank as a corporate underwriter from 1994 to 1997. Since June 2018, Mr. Baird has served on the board of directors of Axcella Health, a biotechnology company. Mr. Baird received a B.S. from Georgetown University's Edmund A. Walsh School of Foreign Service, and an M.B.A. from The Wharton School of the University of Pennsylvania.

**Philip Gregory, D. Phil.** Dr. Gregory has served as our chief scientific officer since the completion of the separation in November 2021. Previously, Dr. Gregory served as chief scientific officer at bluebird bio since June 2015. Dr. Gregory was formerly with Sangamo BioSciences, where he held multiple leadership positions over a nearly 15-year tenure, most recently serving as chief scientific officer and senior vice president, research. In this role, he was responsible for the scientific direction and strategic research planning for the company. Dr. Gregory played an integral role in Sangamo's partnerships and drove early discovery and development for several IND candidates in multiple therapeutic areas. Prior to joining Sangamo, he was a postdoctoral fellow at Ludwig-Maximilians-Universität München. Dr. Gregory holds a D.Phil in biochemistry from Oxford University, Keble College and a B.Sc. in microbiology from Sheffield University.

## EXECUTIVE COMPENSATION

### Overview

The 2022 calendar year reflected the first full year following the completion of the separation and the launch of 2seventy bio. We have developed a robust executive compensation philosophy designed to attract, retain, and motivate highly experienced and impactful leaders to advance our mission overall and specifically to ensure a successful launch of the organization during a critical time period.

The following tables and discussion relate to the compensation paid to the following executive officers, who are referred to collectively as our “named executive officers”:

- Nick Leschly, who serves as our chief executive officer;
- Nicola Heffron, who served as our chief operating officer until March 10, 2023; and
- Philip Gregory, D. Phil., who serves as our chief scientific officer.

### Summary Compensation Table

The following table sets forth the total compensation awarded to, earned by and paid to our named executive officers during the fiscal years indicated.

Name and principal position	Year	Salary (\$)	Bonus (\$)	Option awards (\$) <sup>(1)</sup>	Stock awards (\$) <sup>(1)</sup>	Nonequity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
Nick Leschly	2022	779,943	1,019,749 <sup>(2)</sup>	2,476,387	1,790,235	-	12,200 <sup>(3)</sup>	6,078,514
President, Chief Executive Officer	2021	750,500	487,825	1,494,095	3,533,862	-	12,000	6,278,283
Nicola Heffron <sup>(4)</sup>	2022	577,927	535,955 <sup>(2)</sup>	788,363	569,925	-	63,538 <sup>(5)</sup>	2,535,709
Former Chief Operating Officer	2021	529,907	305,768	456,529	1,234,212	-	46,183	2,572,599
Philip Gregory	2022	520,721	480,340 <sup>(2)</sup>	881,111	636,975	-	12,200 <sup>(3)</sup>	2,531,347
Chief Scientific Officer								

(1) The amounts reported in the “Option awards” and “Stock awards” columns above represent the aggregate grant date fair value of the 2seventy bio stock options and restricted stock units granted to the named executive officers during 2022 and 2021, as computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, not including any estimates of forfeitures. See Note 13 of “Notes to Consolidated Financial Statements” in our Annual Report on Form 10-K filed with the SEC on March 16, 2023 for a discussion of assumptions made in determining the aggregate grant date fair value of stock option and restricted stock unit awards. For the performance-based restricted stock unit awards granted to the named executive officers in August 2021, achievement of the performance criteria was deemed not probable on the grant date, as defined under applicable accounting guidance, and, accordingly, the expense related to such awards reported in the table above is \$0. The value of these awards assuming maximum achievement of the performance conditions is: \$1,313,382 for Mr. Leschly and \$843,162 for Ms. Heffron. Note that the amounts reported in these columns reflect the accounting cost for these stock options and restricted stock units, and do not correspond to the actual economic value that may be received by the named executive officers from the stock options and restricted stock units.

(2) Amounts represent bonus payments under our annual incentive program earned in 2022 and paid during 2023, based on achievement of 2022 corporate performance goals and, for named executive officers other than the chief executive officer, individual performance as well as special retention bonuses approved in 2022 and paid in 2023, each as described below under “Narrative Disclosure to the Summary Compensation Table – Bonuses.”

(3) Amounts represent the employer matching contribution to the 401(k) plan.

(4) Ms. Heffron resigned as our chief operating officer effective as of March 10, 2023. Ms. Heffron’s compensation was originally denominated in Swiss Francs and the amount reported above was converted to U.S. dollars using an exchange rate of 1 Swiss Franc to 1.0816 U.S. dollars.

(5) Amount includes \$24,048 for a child and education allowance, \$12,215 for healthcare benefits and \$27,275 for automobile, meal and general allowances, each payable pursuant to the terms of Ms. Heffron’s employment agreement. Ms. Heffron is based in Switzerland and such benefits are customary for our employees in Europe.

## Narrative Disclosure to the Summary Compensation Table

Our Compensation Committee reviews and approves the compensation of our executive officers and is primarily responsible for determining the compensation for the named executive officers consistent with our overall executive compensation philosophy. Our Compensation Committee reviews and discusses the compensation of other executive officers with the chief executive officer and considers overall Company performance against goals, individual executive performance, and internal and external equity as key factors in those decisions. Our Compensation Committee engaged Aon's Human Capital Solutions practice, a division of Aon plc ("Aon"), as its independent compensation consultant to advise on executive and Board of Directors compensation matters including: overall compensation program design, peer group development and updates, and collection of market data. We develop our compensation programs after reviewing publicly available compensation data and also subscribe to Aon's various global and specialized life sciences and general industry surveys on an ongoing basis. Aon advised the Compensation Committee on all of the principal aspects of executive compensation for the periods following the separation. Aon consultants attend meetings of the Compensation Committee when requested to do so. Aon reports directly to the Compensation Committee and not to management, although it meets with management for purposes of gathering information for its analyses and recommendations. The Compensation Committee has assessed the independence of Aon consistent with SEC regulations and Nasdaq listing standards and has concluded that the engagement of Aon does not raise any conflict of interest.

### Base Salaries

At the beginning of 2022, our Compensation Committee reviewed and approved the base salaries of the named executive officers based on an analysis of external market conditions and individual performance against goals. The table below sets forth the base salaries for each of the named executive officers for 2022:

Name	2022 Base Salary (\$)
Nick Leschly	\$ 780,520
Nicola Heffron <sup>(1)</sup>	\$ 580,547
Philip Gregory, D. Phil.	\$ 521,200

(1) Ms. Heffron's base salary is denominated in Swiss Francs and the amount reported above was converted to U.S. dollars using an exchange rate of 1 Swiss Franc to 1.0816 U.S. dollars.

### Bonuses

The 2022 annual incentive program consisted of the opportunity for eligible participants to earn cash incentive awards calculated as a percentage of pre-established bonus targets related to the successful operational launch of 2seventy bio, ABECMA treatment goals, advancing our clinical pipeline, and other pipeline advances. The chief executive officer's incentive award is based entirely on corporate performance relative to pre-established corporate goals, and the incentive award for each of the other named executive officers is based 80% on corporate performance relative to the pre-established corporate goals, and 20% on individual performance. The Compensation Committee, however, reserves the discretion to adjust upward or downward any cash incentive award as it deems appropriate.

The Compensation Committee determined that overall corporate performance was achieved at 101% of the target level based on an assessment of the pre-established 2022 corporate goals and the other relevant accomplishments referenced above that occurred during 2022. In addition, the Compensation Committee assessed the individual performance of the named executive officers other than the chief executive officer. In recognition of their respective individual contributions to relevant accomplishments that occurred during 2022, the Compensation Committee determined that the individual performance of Ms. Heffron was achieved at 110% of target level and the individual performance of Dr. Gregory was achieved at 120% of target level.

The table below shows each named executive officer's target incentive award under the 2022 annual incentive program as a percentage of the named executive officer's annual base salary, the target incentive award opportunity in dollars and the actual incentive awards to our named executive officers for 2022 performance, which were paid in February 2023, as well as the actual 2022 incentive award payment as a percentage of the 2022 target incentive award opportunity.

Name	2022 Target Incentive Award (% of 2022 Base Salary)	2022 Target Incentive Award Opportunity (\$)	Actual Total 2022 Incentive Award Amount (\$)	2022 Actual Incentive Award Amount (% of 2022 Target Incentive Award Opportunity)
Nick Leschly	65 %	507,338	512,411	101 %
Nicola Heffron <sup>(1)</sup>	45 %	261,246	268,561	103 %
Philip Gregory, D. Phil.	45 %	234,540	245,800	105 %

(1) Ms. Heffron's target bonus is denominated in Swiss Francs and her actual bonus was paid in Swiss Francs and the amounts reported above were converted to U.S. dollars using an exchange rate of 1 Swiss Franc to 1.0816 U.S. dollars.

Given the highly competitive talent market in late 2021 and early 2022, and the importance of a seasoned leadership team to ensure a successful separation and launch of 2seventy bio, in 2022, the Compensation Committee approved special retention bonuses for the named executive officers in 2022 in the amounts set forth in the table below, which were paid in February 2023. The special retention bonuses were awarded in light of extraordinary contributions in the implementation of various corporate, financial and program strategies post-separation that have ensured a stable and successful operation of the organization.

Name	2022 Special Retention Bonus (\$)
Nick Leschly	507,338
Nicola Heffron <sup>(1)</sup>	267,394
Philip Gregory, D. Phil.	234,540

(1) Ms. Heffron's bonus was paid in Swiss Francs and the amount reported above was converted to U.S. dollars using an exchange rate of 1 Swiss Franc to 1.0816 U.S. dollars.

### Equity-Based Compensation

Our long-term incentive equity awards generally consist of stock options and restricted stock units ("RSUs"). The size of equity awards has varied among executive officers based on their positions and annual performance assessments. In connection with the annual review of the named executive officers' performance during 2021 and consistent with our compensation philosophy, the Compensation Committee approved the annual long-term equity incentive awards to the named executive officers, effective as of March 1, 2023, as set forth in the table below:

Name	2022 Option Awards <sup>(1)</sup>		2022 Time-Based RSU Awards <sup>(2)</sup>	
	Shares (#)	Shares (#)	Shares (#)	Shares (#)
Nick Leschly	267,000	2,476,387	133,500	1,790,235
Nicola Heffron	85,000	788,363	42,500	569,925
Philip Gregory, D. Phil.	95,000	881,111	47,500	636,975

(1) These option awards vest as follows: 25% of the shares vested on January 1, 2023, with the remainder of the shares vesting in equal monthly installments over the following three years through January 1, 2026, subject to continued service with us through each applicable vesting date.

(2) These RSU awards vest in four equal annual installments through January 1, 2026, subject to continued service with us through each applicable vesting date.

### Employee Benefits

Other compensation to the named executive officers consisted primarily of the broad-based benefits provided to all full-time employees in the United States, including medical, dental and vision insurance, group life and disability insurance, an employee stock purchase plan and a 401(k) plan. Pursuant to our 401(k) plan, employees, including the named executive officers, may elect to defer a portion of their current compensation up to the statutorily

prescribed annual limit (which was \$20,500 in 2022, with additional salary deferrals not to exceed \$27,000 available to those employees 50 years of age or older), and to have the amount of this deferral contributed to the 401(k) plan. We make matching contributions and other employer contributions on behalf of eligible employees under our 401(k) plan. For fiscal year 2022, we matched a portion of eligible employee contributions equal to 100% of the first 4% of eligible contributions pursuant to the 401(k) plan's matching formula. Ms. Heffron received a child and education allowance, healthcare benefits and automobile, meal and general allowances, each payable pursuant to the terms of her employment agreement. Ms. Heffron is based in Switzerland and such benefits are customary for our employees in Europe.

We do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly, we do not provide perquisites to the named executive officers, except in situations where it believed it was appropriate to assist an individual in the performance of his or her duties, to make him or her more efficient and effective, and for recruitment and retention purposes.

#### **Employment Agreements With our Named Executive Officers**

We have established market-competitive employment agreements with our named executive officers, as described below.

*Nick Leschly.* We entered into an employment agreement, effective as of the closing date of the separation, with Mr. Leschly for the position of president and chief executive officer. Mr. Leschly currently receives an annual base salary of \$799,252, which is subject to adjustment at the discretion of the Compensation Committee. Mr. Leschly is eligible for an annual cash incentive award targeted at 65% of his annual base salary. Mr. Leschly is eligible to participate in our employee benefit plans, subject to the terms of those plans.

*Philip Gregory.* We entered into an employment agreement, effective as of the closing of the separation, with Dr. Gregory for the position of chief scientific officer. Dr. Gregory currently receives an annual base salary of \$533,700, which is subject to adjustment at the discretion of the Compensation Committee. Dr. Gregory is eligible for an annual cash incentive award targeted at 45% of his annual base salary, payable at the discretion of the Compensation Committee. Dr. Gregory is eligible to participate in our employee benefit plans, subject to the terms of those plans.

*Nicola Heffron.* Ms. Heffron resigned as our chief operating officer effective as of March 10, 2023. Prior to her resignation, she was employed through an employment agreement with Globalization Partners Switzerland SA ("Globalization Partners"), a labor leasing company in her country of residence. Ms. Heffron entered into an employment agreement with Globalization Partners, effective December 1, 2021, which was subsequently amended December 8, 2021, March 7, 2022, and March 25, 2022, for the position of chief operating officer of 2seventy bio. Prior to her resignation, Ms. Heffron received an annual base salary of \$580,547 and was eligible for an annual cash incentive award targeted at 45% of her annual base salary, payable at the discretion of the Compensation Committee. We also entered into an additional letter agreement with Ms. Heffron, effective November 8, 2021, to supplement the termination and severance terms of her arrangement with Globalization Partners, which provided for the severance payments and benefits described below.

#### ***Involuntary termination of employment by Company without Cause or by Executive for Good Reason***

Pursuant to their employment agreements entered into in connection with the separation, or for Ms. Heffron, the letter agreement entered into with her effective as of November 8, 2021, each named executive officer is (or, in the case of Ms. Heffron, was) eligible to receive certain payments and benefits in the event his or her employment is (or, in the case of Ms. Heffron, was) terminated by us without "cause" (as defined in the employment agreements) or in the event the named executive officer terminates (or, in the case of Ms. Heffron, terminated) the officer's employment with "good reason" (as defined in the employment agreements). Upon the timely execution of a separation agreement, including a general release of claims, each named executive officer is (or, in the case of Ms. Heffron, was) eligible to receive the following payments and benefits upon the timely execution of a separation agreement, including a general release of claims:

- 12 months of base salary continuation (which amount shall be reduced by any "garden leave" amounts the named executive officer receives in any calendar year pursuant to the "restrictive covenants agreement" (as defined in the employment agreements, or letter agreement, as applicable)); and



- if the named executive officer elects to continue his or her group healthcare benefits, to the extent authorized by and consistent with COBRA, we will pay the named executive officer a monthly cash payment equal to the monthly employer contribution we would have made to provide him or her health insurance if he or she had remained employed by us until the earlier of (1) 12 months following the date of termination, or (2) the end of the named executive officer's COBRA health continuation period.

***Involuntary termination of employment in connection with a sale event***

In addition, in the event that any of our named executive officers terminates (or, in the case of Ms. Heffron, terminated) his or her employment with us for good reason or his or her employment with us is (or, in the case of Ms. Heffron, was) terminated by us without cause in either case within 12 months following a "sale event" (as defined in the 2seventy bio, Inc. 2021 Stock Option and Incentive Plan (the "2021 Plan")), he or she will be (or, in the case of Ms. Heffron, would have been) entitled to receive the following payments and benefits (in lieu of the payments and benefits described above) upon the timely execution of a separation agreement, including a general release of claims:

- a lump sum cash payment equal to one times (or one and a half times in the case of Mr. Leschly) the sum of (1) the named executive officer's then-current base salary (or base salary in effect immediately prior to the sale event, if higher) and (2) the named executive officer's target annual cash incentive compensation (or the target bonus in effect immediately prior to the sale event, if higher, in the case of Mr. Leschly); provided, that these amounts shall be reduced by any "garden leave" amounts the named executive officer receives in any calendar year pursuant to the restrictive covenants agreement; and
- if he or she elects to continue group healthcare benefits, to the extent authorized by and consistent with COBRA, we will pay the named executive officer a monthly cash payment equal to the monthly employer contribution we would have made to provide him or her health insurance if he or she had remained employed by us until the earlier of (1) 12 months (or 18 months in the case of Mr. Leschly) following the date of termination or (2) the end of the named executive officer's COBRA health continuation period; and
- all stock options and other stock-based awards granted to the named executive officer after the date of his or her employment agreement, or letter agreement with us, as applicable, that are subject to time-based vesting will become fully exercisable or non-forfeitable as of the later of (i) the "date of termination" (as defined in the employment agreements or letter agreement, as applicable) and (ii) the effective date of the "separation agreement and release" (as defined in the employment agreements or letter agreement, as applicable).

***Separation and Consulting Agreements with Ms. Heffron***

In connection with her resignation, Ms. Heffron entered into a severance agreement with the Company, pursuant to which Ms. Heffron will receive (i) a pro-rated portion of her target annual bonus for the fiscal year ended December 31, 2022 and (ii) a lump sum severance payment in an amount equal to six months of her annual base salary. The severance agreement also contains provisions regarding the protection of the Company's proprietary and confidential information that apply indefinitely as well as a release of claims and certain other terms and conditions.

In addition, Ms. Heffron and the Company entered into a consulting agreement, with a term beginning on February 21, 2023 and expiring on February 5, 2024, pursuant to which Ms. Heffron will provide certain transitional services to the Company and will be entitled to compensation, including continued vesting of her outstanding equity awards. The consulting agreement may be terminated by either party for convenience.

***Outstanding Equity Awards at Fiscal Year-End***

The following table sets forth information regarding 2seventy bio equity awards held by our named executive officers as of December 31, 2022.

Name	Option awards (1)					Stock awards (1)			Equity incentive plan awards; market or payout value of unearned shares, units or other rights that have not vested (\$)
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards; number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)	
Nick Leschly	54,149	-	-	38.00	3/3/2024	-	-	-	-
	54,149	-	-	151.25	3/2/2025	-	-	-	-
	29,535	-	-	78.44	3/1/2026	-	-	-	-
	36,099	-	-	117.40	2/1/2027	-	-	-	-
	39,381	-	-	318.73	2/1/2028	-	-	-	-
	32,109	708 (2)	-	209.06	2/1/2029	-	-	-	-
	15,544	5,787 (3)	-	114.67	3/2/2030	-	-	-	-
	27,765	30,192 (4)	-	44.17	2/16/2031	-	-	-	-
	-	267,000 (5)	-	13.41	3/1/2032	-	-	-	-
	-	-	-	-	-	2,051 (6)	19,218	-	-
	-	-	-	-	-	5,333 (7)	49,970	-	-
	-	-	-	-	-	-	-	17,387 (8)	162,916
	-	-	-	-	-	8,694 (9)	81,463	-	-
	-	-	-	-	-	19,823 (10)	185,742	19,823 (11)	185,742
-	-	-	-	-	133,500 (16)	1,250,895	-	-	
Nicola Heffron	8,129	3,357 (12)	-	135.60	2/3/2030	-	-	-	-
	2,454	2,468 (13)	-	71.23	12/1/2030	-	-	-	-
	8,475	9,234 (4)	-	44.17	2/16/2031	-	-	-	-
	-	85,000 (5)	-	13.41	3/1/2032	-	-	-	-
	-	-	-	-	-	1,969 (14)	18,450	-	-
	-	-	-	-	-	1,231 (15)	11,534	-	-
	-	-	-	-	-	6,641 (9)	62,226	-	-
	-	-	-	-	-	12,727 (10)	119,252	12,726 (11)	119,243
-	-	-	-	-	42,500 (16)	398,225	-	-	
Philip Gregory, D. Phil.	16,408	-	-	253.23	7/1/2025	-	-	-	-
	2,034	-	-	78.44	3/1/2026	-	-	-	-
	8,204	-	-	117.40	2/1/2027	-	-	-	-
	11,158	-	-	318.73	2/1/2028	-	-	-	-
	8,670	190 (2)	-	209.06	2/1/2029	-	-	-	-
	4,768	1,795 (3)	-	114.67	3/2/2030	-	-	-	-
	7,698	8,401 (4)	-	44.17	2/16/2031	-	-	-	-
	-	95,000 (5)	-	13.41	3/1/2032	-	-	-	-
	-	-	-	-	-	554 (6)	5,191	-	-
	-	-	-	-	-	1,641 (7)	15,376	-	-
	-	-	-	-	-	6,037 (9)	56,567	-	-
	-	-	-	-	-	13,109 (10)	122,831	13,109 (11)	122,831
	-	-	-	-	-	47,500 (16)	445,075	-	-

- (1) All stock options and restricted stock awards were granted under the 2021 Plan. The market value of the restricted stock unit awards is based on the closing price of \$9.37 per share of the Company's common stock on December 30, 2022, the last trading day of the year, as reported on the Nasdaq Global Select Market.
- (2) Represents options to purchase shares of our common stock granted on February 1, 2019. The shares underlying this option vested as follows: 25% vested on January 4, 2020, with the remainder of the shares vesting in equal monthly installments over the following three years through January 4, 2023, subject to continued service with us through each applicable vesting date.

- (3) Represents options to purchase shares of our common stock granted on March 2, 2020. The shares underlying these options vest as follows: 25% vested on January 4, 2021, with the remainder of the shares vesting in equal monthly installments over the following three years through January 4, 2024, subject to continued service with us through each applicable vesting date.
- (4) Represents options to purchase shares of our common stock granted on February 16, 2021. The shares underlying these options vest as follows: 25% vested on January 4, 2022, with the remainder of the shares vesting in equal monthly installments over the following three years through January 4, 2025, subject to continued service with us through each applicable vesting date.
- (5) Represents options to purchase shares of our common stock granted on March 1, 2022. The shares underlying these options vest as follows: 25% vested on January 1, 2023, with the remainder of the shares vesting in equal monthly installments over the following three years through January 1, 2026, subject to continued service with us through each applicable vesting date.
- (6) Represents a restricted stock unit award granted on February 1, 2019 that vested in four equal annual installments through January 4, 2023, subject to continued service with us through each applicable vesting date.
- (7) Represents restricted stock unit awards granted on March 2, 2020 that vest in four equal annual installments through January 4, 2024, subject to continued service with us through each applicable vesting date.
- (8) Represents a performance-based restricted stock unit award granted on February 1, 2021. The vesting of this performance-based restricted stock unit award is dependent upon achievement of the Company's total shareholder return ("TSR") measured against the TSRs of a pre-determined portfolio of companies. The performance period is from January 1, 2021 through to December 31, 2023, with the assessment of achievement of the performance condition to be conducted within 60 days of December 31, 2023.
- (9) Represents restricted stock unit awards granted on February 16, 2021 that vest in four equal annual installments through January 4, 2025, subject to continued service with us through each applicable vesting date.
- (10) Represents restricted stock unit awards granted on August 2, 2021 that vest 40% on August 2, 2022 and 60% on August 2, 2023.
- (11) Represents performance-based restricted stock unit awards granted on August 2, 2021. In July 2022, 40% of the total award vested upon achievement of certain clinical milestones. As of December 31, 2022, 60% of the total award remains unvested and will vest upon achievement of a manufacturing-related milestone. The remaining unvested awards shall be forfeited in the event that the manufacturing-related milestone is not achieved before December 31, 2023.
- (12) Represents an option to purchase shares of our common stock granted on February 3, 2020. The shares underlying this option vest as follows: 25% vested on February 3, 2021, with the remainder of the shares vesting in equal monthly installments over the following three years through February 3, 2024, subject to continued service with us through each applicable vesting date.
- (13) Represents an option to purchase shares of our common stock granted on December 1, 2020. The shares underlying this option vest as follows: 25% vested on December 1, 2021, with the remainder of the shares vesting in equal monthly installments over the following three years through December 1, 2024, subject to continued service with us through each applicable vesting date.
- (14) Represents a restricted stock unit award granted on February 3, 2020 that vests in four equal annual installments through February 3, 2024, subject to continued service with us through each applicable vesting date.
- (15) Represents a restricted stock unit award granted on December 1, 2020 that vests in four equal annual installments through December 1, 2024, subject to continued service with us through each applicable vesting date.
- (16) Represents restricted stock unit awards granted on March 1, 2022 that vest in four equal annual installments through January 1, 2026, subject to continued service with us through each applicable vesting date.

## Director Compensation

Our Compensation Committee is responsible for making recommendations to our Board of Directors on appropriate compensation levels and arrangements for our non-employee directors, ensuring they are consistent with our compensation policy and remain competitive with our peer companies. The Compensation Committee reviews our non-employee director compensation on an annual basis.

Our chief executive officer, Mr. Leschly, is not compensated for his service as a member of our Board of Directors. Mr. Leschly's compensation for his service as chief executive officer in the year ended December 31, 2022 is described in the section of this proxy statement entitled "Executive Compensation" above.

The following table presents the total compensation for each person who served as a non-employee member of our Board of Directors and received compensation for such service during the fiscal year ended December 31, 2022. Other than as set forth in the table and described more fully below, we did not pay any compensation, make any equity awards or non-equity awards to, or pay any other compensation to any of the non-employee members of our Board of Directors in 2022. We reimburse members of our Board of Directors for reasonable travel expenses.

Name	Fees Earned or Paid In Cash (\$)	Option Awards (\$)(1)	Stock Equity Awards (\$)(1)	Total (\$)
Daniel S. Lynch	104,000	126,299	97,272	327,571
Sarah Glickman	70,500	126,299	56,742	253,541
Ramy Ibrahim, M.D.	65,000	126,299	97,272	288,571
Marcela Maus, M.D., Ph.D.	59,375	126,299	56,742	242,416
Denice Torres	71,500	148,226	110,782	330,508

- (1) The amounts reported represent the aggregate grant date fair value of the stock options and restricted stock units granted to our non-employee directors during 2022 as computed in accordance with FASB ASC Topic 718, not including any estimates of forfeitures. See Note 13 of "Notes to Consolidated Financial Statements" in our Annual Report on Form 10-K filed with the SEC on March 16, 2023 for a discussion of assumptions made by the Company in determining the aggregate grant date fair value of our stock option and restricted stock unit awards for the fiscal year ended December 31, 2022. Note that the amounts reported in this column reflect the accounting cost for these grants, and do not correspond to the actual economic value that may be received by the non-employee directors from the exercise of the options or vesting of the restricted stock units.
- (2) Our non-employee directors held the following aggregate number of shares of our common stock underlying outstanding stock options as of December 31, 2022: Mr. Lynch: 34,983; Ms. Glickman: 19,229; Dr. Ibrahim: 20,516; Dr. Maus: 19,229; and Ms. Torres: 21,595. Our non-employee directors held the following aggregate number of restricted stock units as of December 31, 2022: Mr. Lynch: 7,200; Ms. Glickman: 6,202; Dr. Ibrahim: 8,166; Dr. Maus: 6,202; and Ms. Torres: 8,446.

### *Non-Employee Director Compensation Policy*

On December 13, 2021, our Board of Directors adopted a non-employee director compensation policy, which became effective January 1, 2022. The non-employee director compensation policy is designed to enable us to attract and retain, on a long-term basis, highly qualified non-employee directors. Under the policy, each director who is not an employee is paid annual cash compensation as set forth below.

<b>Board of Directors:</b>	
Members	\$ 45,000
Additional retainer for non-executive chair	\$ 35,000
<b>Audit Committee:</b>	
Members (other than chair)	\$ 9,000
Retainer for chair	\$ 18,000
<b>Compensation Committee:</b>	
Members (other than chair)	\$ 7,500
Retainer for chair	\$ 15,000
<b>Nominating and Corporate Governance Committee</b>	
Members (other than chair)	\$ 5,000
Retainer for chair	\$ 10,000
<b>Research and Development Committee:</b>	
Members (other than chair)	\$ 7,500
Retainer for chair	\$ 15,000

The annual cash retainers are paid quarterly, pro-rated based on the number of actual days served by the director during such calendar quarter. In addition, the non-employee director compensation policy provides that, upon initial election to our Board of Directors, each non-employee director will be granted an initial equity award (the "Initial Grant"), the form and value of which shall be determined by our Compensation Committee on an annual basis, subject to the maximum annual compensation limits set forth in the policy and such other limits as may be set forth in the 2021 Plan. The Initial Grant vests in equal annual installments over three years from the date of grant, subject to continued service through the applicable vesting date.

Furthermore, on the date of each annual meeting of stockholders, each non-employee director who continues as a non-employee director following such meeting will be granted an equity award (the "Annual Grant"), the form and value of which shall be determined by our Compensation Committee on an annual basis, subject to the maximum annual compensation limits set forth in the policy and such other limits as may be set forth in the 2021 Plan. The Annual Grant vests in full upon the earlier of (i) the first anniversary of the date of grant or (ii) the date of the next annual meeting, generally subject to continued service through the applicable vesting date. All outstanding Initial

Grants and Annual Grants will become fully vested and exercisable upon the effective time of a sale event. In 2022, non-employee directors were granted RSUs and stock option awards with an aggregate value of \$1,072,231 (61% in the form of RSUs and 39% in the form of stock options) as Annual Grants. Annual grants vest 100% vesting at the first anniversary on the first anniversary of the date of grant.

We reimburse all reasonable out-of-pocket expenses incurred by non-employee directors in attending meetings of our Board of Directors and committees thereof.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth the amount of our common stock beneficially owned, directly or indirectly, as of April 13, 2023, by (i) each current director of 2seventy, (ii) each named executive officer of 2seventy, (iii) all directors and executive officers of 2seventy bio as a group, and (iv) each person who is known to us to beneficially own more than 5% of the outstanding shares of our common stock, as determined through SEC filings, and the percentage of the common stock outstanding represented by each such amount. All shares of common stock shown in the table reflect sole voting and investment power except as otherwise noted.

Beneficial ownership is determined by the rules of the SEC and includes voting or investment power of the securities. As of April 13, 2023, we had 50,195,676 shares of common stock outstanding. Shares of common stock subject to stock options, which are now exercisable or are exercisable within 60 days after April 13, 2023, or restricted stock units vesting within 60 days after April 13, 2023 are to be considered outstanding for purposes of computing the percentage ownership of the persons holding these options or other rights but are not to be considered outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address for each person listed below is c/o 2seventy bio, Inc., 60 Binney Street, Cambridge, Massachusetts 02142.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
<b>5% Stockholders</b>		
Wellington Management Group LLP (1)	3,047,586	6.1%
BlackRock, Inc. (2)	3,006,612	6.0%
The Vanguard Group (3)	2,404,229	4.8%
State Street Corporation (4)	2,346,065	4.7%
Baker Bros Advisors LP (5)	2,062,744	4.1%
<b>Directors and Named Executive Officers</b>		
Nick Leschly (6)	951,305	1.9%
Philip Gregory, D. Phil. (7)	128,035	*
Nicola Heffron (8)	78,273	
Daniel S. Lynch (9)	47,178	*
Sarah Glickman (10)	21,209	*
Ramy Ibrahim, M.D. (11)	29,715	*
Denice Torres (12)	31,967	*
Marcela Maus, M.D., Ph.D. (13)	21,209	*
Wei Lin, M.D.	0	*
All executive officers and directors as a group (9 persons)(14)	1,308,891	2.6%

\*Represents holdings of less than 1%.

- (1) Based solely on a Schedule 13G/A reporting beneficial ownership of our common stock as of December 31, 2022, filed with the SEC on February 6, 2023, Wellington Management Group LLP, Wellington Group Holdings LLP, and Wellington Investment Advisors Holdings LLP each has shared voting power with respect to 2,917,552 shares and shared dispositive power with respect to 3,047,586 shares, and Wellington Management Company LLP has shared voting power with respect to 2,889,784 shares and shared dispositive power with respect to 2,990,207 shares. The address of Wellington Management Company LLP is 280 Congress Street, Boston, Massachusetts 02210.
- (2) Based solely on a Schedule 13G reporting beneficial ownership of our common stock as of December 31, 2022, filed with the SEC on February 3, 2023, BlackRock, Inc. has sole voting power with respect to 2,919,530 shares and sole dispositive power with respect to 3,006,612 shares. The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (3) Based solely on a Schedule 13G/A reporting beneficial ownership of our common stock as of December 31, 2022, filed with the SEC on February 9, 2023, The Vanguard Group has shared voting power with respect to 25,251 shares, sole dispositive power with respect to 2,349,039 shares and shared dispositive power with respect to 55,190 shares. The address of the Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (4) Based solely on a Schedule 13G/A reporting beneficial ownership of our common stock as of December 31, 2022, filed with the SEC on February 8, 2023, State Street Corporation has shared voting power with respect to 2,296,296 shares and shared dispositive power with respect to 2,346,065 shares. The address of State Street Corporation is One Lincoln Street, Boston, Massachusetts 02111.
- (5) Based solely on a Schedule 13G/A reporting beneficial ownership of our common stock as of December 31, 2022, filed with the SEC on February 14, 2023, Baker Brothers Life Sciences, L.P., or BBLs, beneficially owns 1,907,436 shares of common stock, including common stock underlying pre-funded warrants and 667, L.P., or 667, and together with BBLs, the BBA Funds, beneficially owns 155,308 shares of

common stock, including common stock underlying pre-funded warrants. Baker Bros. Advisors LP, or BBA, is the investment adviser to the BBA Funds and has sole voting and investment power with respect to the securities held by the BBA Funds and thus may be deemed to beneficially own such securities. Baker Bros. Advisors (GP) LLC, or BBA-GP, is the sole general partner of BBA and thus may be deemed to beneficially own the securities held by the BBA Funds. The managing members of BBA-GP are Julian C. Baker and Felix J. Baker. The address for BBA, BBA-GP, Julian C. Baker and Felix J. Baker and the BBA Funds is 860 Washington Street, 3rd Floor, New York, NY 10014.

- (6) Includes 392,794 shares of common stock issuable to Mr. Leschly upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(7) Includes 95,200 shares of common stock issuable to Dr. Gregory upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(8) Includes 53,062 shares of common stock issuable to Ms. Heffron upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(9) Includes 34,523 shares of common stock issuable to Mr. Lynch upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(10) Includes 16,009 shares of common stock issuable to Ms. Glickman upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(11) Includes 19,549 shares of common stock issuable to Dr. Ibrahim upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(12) Includes 21,103 shares of common stock issuable to Ms. Torres upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(13) Includes 16,009 shares of common stock issuable to Ms. Maus upon the exercise of options that are exercisable within 60 days following April 13, 2023.  
(14) Includes (i) 706,850 shares of common stock issuable upon the exercise of options held by executive officers and directors, as described in notes (6) through (13) above.

## Equity compensation plan information

The following table presents aggregate summary information as of December 31, 2022, regarding our existing equity compensation plans.

Plan Category	Column (A)	Column (B)	Column (C)
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Restricted Stock Units and Other Rights	Weighted Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A)
Equity Compensation Plans Approved by Stockholders <sup>(1)</sup>	3,876,508 <sup>(2)(3)</sup>	\$ 66.30 <sup>(3)(4)</sup>	2,054,824 <sup>(5)(6)</sup>
Equity Compensation Plans Not Approved by Stockholders	—	N/A	—
<b>Total</b>	<b>3,876,508</b>	<b>\$ 66.30</b>	<b>2,054,824</b>

(1) Consists of the 2021 Plan and 2021 the Employee Stock Purchase Plan.

(2) Includes 1,314,026 shares subject to restricted stock units and 2,562,482 shares of common stock underlying stock options.

(3) Excludes purchase rights accruing under the 2021 Employee Stock Purchase Plan.

(4) The calculation does not take into account the 1,314,026 shares of common stock subject to outstanding restricted stock units, which do not have an associated exercise price.

(5) Consists of shares available for future issuance under the 2021 Plan and 2021 Employee Stock Purchase Plan. As of December 31, 2022, 1,620,897 shares of common stock were available for issuance under the 2021 Plan and 433,927 shares of common stock were available for issuance under the 2021 Employee Stock Purchase Plan.

(6) The 2021 Plan provides that the number of shares reserved and available for issuance under the 2021 Plan will automatically increase on each January 1, beginning on January 1, 2022 by 5% of the outstanding number of shares of our common stock on the immediately preceding December 31 or such lesser number of shares as determined by our compensation committee (the "Annual Increase"). The number of shares reserved under the 2021 Plan is subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization. The ESPP provides that the number of shares reserved and available for issuance will automatically increase on each January 1, beginning on January 1, 2022 and ending on January 1, 2031, by the least of (i) 233,302 shares of common stock, (ii) 1% of the outstanding number of shares of common stock on the immediately preceding December 31, or (iii) such lesser number of shares of common stock as determined by the administrator of the ESPP.

## Delinquent Section 16(a) Reports

Under Section 16(a) of the Exchange Act, as amended, our directors, certain of our officers, and beneficial owners of more than 10% of the outstanding shares of our common stock are required to file reports with the SEC concerning their ownership of and transactions in our common stock or other securities; these persons are also required to furnish 2seventy bio with copies of these reports. Based upon the reports and related information furnished to us, we believe that all such filing requirements were complied with in a timely manner during 2022, except that late Forms 4 were filed for each of Mr. Leschly, Mr. Baird, Ms. Heffron and Dr. Gregory with respect to their annual grants. These reports have been subsequently filed.



## CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

### Procedures for related party transactions

We have adopted a related person transaction approval policy that governs the review of related person transactions at 2seventy bio. Pursuant to this policy, if we want to enter into a transaction with a related party or an affiliate of a related party, our Audit Committee will review the proposed transaction to determine, based on applicable rules of Nasdaq and the SEC, whether such transaction requires pre-approval by our Audit Committee or our Board of Directors. If pre-approval is required, the proposed transaction will be reviewed at the next regular or special meeting of our Audit Committee or our Board of Directors, as applicable. We may not enter into a related party transaction unless our Audit Committee has specifically confirmed in writing that either no further reviews are necessary or that all requisite corporate reviews have been obtained.

### Transactions with related persons

The following is a description of transactions or series of transactions since January 1, 2022, to which we were or will be a party, in which:

- the amount involved in the transaction exceeds, or will exceed, \$120,000; and
- in which any of our executive officers, directors or holder of 5% or more of any class of our capital stock, including their immediate family members or affiliated entities, had or will have a direct or indirect material interest.

Compensation arrangements for our named executive officers and our directors are described under “Director Compensation” and “Executive Compensation.”

### Relationship with bluebird bio

Prior to the completion of the separation and distribution, all of our outstanding shares of common stock were owned by bluebird bio. Following the completion of the separation and distribution, bluebird bio no longer owns any shares of our common stock.

Following the completion of the separation and the distribution, we and bluebird bio have operated separately, each as an independent public company. In connection with the separation, we and bluebird bio entered into certain agreements pursuant to which the separation of our business from bluebird bio was effected and that govern our relationship with bluebird bio going forward. The following is a summary of the terms of the material agreements that we entered into with bluebird bio in connection with the separation, which have been filed as exhibits to the registration statement of which this prospectus is a part. These summaries set forth the terms of the agreements that we believe are material and are qualified in their entirety by reference to the full text of such agreements.

#### *Agreements with bluebird bio*

##### Transition Services Agreements

We entered into two transition services agreements with bluebird bio. Under these agreements, we provide certain services to bluebird bio, and bluebird bio provides services and resources related to corporate functions to us as well as a sublease to our corporate headquarters. Each transition services agreement has an initial term of two years from the completion of the separation, unless earlier terminated or extended. For the year ended December 31, 2022, we recorded \$10.0 million in other income, net, reflecting services provided to bluebird bio and \$1.0 million of operating expenses for services received from bluebird bio.

##### Intellectual Property License Agreement

We entered into an intellectual property license agreement with bluebird bio pursuant to which each party has granted a license to certain intellectual property and technology. bluebird bio granted us a perpetual, worldwide, non-exclusive, royalty-free, fully paid-up license (or, as the case may be, sublicense) to certain intellectual property to allow us to use such intellectual property in connection with our ongoing and future research and development activities and product candidates. we granted to bluebird bio a perpetual, worldwide, non-exclusive, royalty-free, fully paid-up license (or, as the case may be, sublicense) to certain intellectual property for use in bluebird bio's

existing products and product candidates. Such licenses between the parties generally allow current or future uses of the intellectual property in connection with each party's respective fields.

#### Tax Matters Agreement

We entered into a tax matters agreement with bluebird bio that governs bluebird bio's and 2seventy bio's respective rights, responsibilities and obligations with respect to taxes (including taxes arising in the ordinary course of business and taxes, if any, incurred as a result of any failure of the distribution and certain related transactions to qualify as tax-free for U.S. federal income tax purposes), tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings, and assistance and cooperation in respect of tax matters.

#### Employee Matters Agreement

We entered into an employee matters agreement with bluebird bio. The employee matters agreement allocates assets, liabilities and responsibilities relating to the employment, compensation, and employee benefits of bluebird bio and 2seventy bio employees, and other related matters in connection with the separation, including the treatment of outstanding incentive equity awards and certain retirement and welfare benefit obligations. The employee matters agreement generally provides that, unless otherwise specified, we will be responsible for liabilities associated with employees who transfer to 2seventy bio and employees whose employment terminated prior to the distribution but who primarily supported the 2seventy bio business, whether incurred prior to or after the distribution, and bluebird bio will be responsible for liabilities associated with other employees, including employees retained by bluebird bio.

#### **Participation in our 2022 Private Placement**

On March 17, 2022, we issued and sold an aggregate of 13,934,427 shares of common stock (the "Shares") pursuant to share purchase agreements between us and the purchasers of the Shares, for a purchase price of \$12.20 per share, for aggregate gross proceeds to us of approximately \$170 million, before deducting offering commissions and estimated offering expenses payable by us (the "Private Placement"). Certain affiliates of 2seventy bio purchased Shares on the same terms and conditions of the other investors in the Private Placement. The following table sets forth the number of shares of our common stock purchased by directors, executive officers and 5% stockholders and their affiliates and the aggregate purchase price paid for such shares.

Name	Shares of Common Stock Purchased	Aggregate Cash Purchase Price
Entities affiliated with EcoR1 Capital, LLC (1)	2,049,180	\$ 24,999,996
Baker Bros Advisors LP (2)	1,229,508	14,999,998
Nick Leschly (3)	368,857	2,500,055
Total	<u>3,647,545</u>	<u>\$ 42,500,049</u>

(1) EcoR1 Capital LLC was a holder of greater than 5% of our common stock at the time of the Private Placement.

(2) Consists of 1,135,960 shares of common stock purchased and received by Baker Brothers Life Sciences, L.P., ("BBLs") and 93,548 shares of common stock purchased and received by 667, L.P. ("667") and together with BBLs, the "BBA Funds"). Baker Bros. Advisors LP, or BBA, is the investment adviser to the BBA Funds and has sole voting and investment power with respect to the securities held by the BBA Funds and thus may be deemed to beneficially own such securities. Baker Bros. Advisors (GP) LLC, or BBA-GP, is the sole general partner of BBA and thus may be deemed to beneficially own the securities held by the BBA Funds. The BBA Funds are holders of greater than 5% of our common stock.

(3) Nick Leschly is our chief executive officer and a member of our Board. Mr. Leschly's acquisition of shares in the Private Placement was approved by our Board of Directors and is exempted from the "short-swing" liability provisions of Section 16(b) of the Exchange Act pursuant to Rule 16b-3 promulgated thereunder.

## AUDIT COMMITTEE REPORT (1)

The Audit Committee has reviewed our audited financial statements for the fiscal year ended December 31, 2022 and has discussed these statements with management and representatives of Ernst & Young LLP, our independent registered public accounting firm. Our management is responsible for the preparation of our financial statements and for maintaining an adequate system of disclosure controls and procedures and internal control over financial reporting for that purpose. Ernst & Young LLP is responsible for performing an audit of 2seventy bio's financial statements in accordance with the standards of the Public Company Accounting Oversight Board ("PCAOB") and issuing a report thereon. The Audit Committee is responsible for providing independent, objective oversight of our accounting functions and internal controls.

In connection with these responsibilities, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated and combined financial statements of 2seventy bio for the fiscal year ended December 31, 2022. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed pursuant to PCAOB and SEC rules. In addition, the Audit Committee received written disclosures and the letter from Ernst & Young LLP as required by the applicable requirements of the PCAOB regarding their communication with the Audit Committee concerning independence and has discussed with Ernst & Young LLP their independence.

Based on its discussions with management and our independent registered public accounting firm, and its review of the representations and information provided by management and our independent registered public accounting firm, the Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, for filing with the SEC.

Respectfully submitted by the Audit Committee,  
Sarah Glickman, Chair  
Denice Torres  
Daniel S. Lynch

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(1) This Section is not "soliciting material," is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

**PROPOSAL 2  
RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

Ernst & Young LLP, independent registered public accounting firm, has been selected by the Audit Committee as auditors for 2seventy bio for the fiscal year ending December 31, 2023. Ernst & Young LLP has served as our independent registered public accounting firm since 2021. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires and to respond to appropriate questions.

Our organizational documents do not require that the stockholders ratify the selection of Ernst & Young LLP as our independent registered public accounting firm. 2seventy bio requests such ratification as a matter of good corporate practice. The selection of Ernst & Young LLP as our independent registered public accounting firm will be ratified if the votes cast FOR exceed the votes cast AGAINST the proposal. Brokers, bankers and other nominees have discretionary voting power on this routine matter. Abstentions and broker non-votes will have no effect on the ratification. If the stockholders do not ratify the selection, the Audit Committee will reconsider whether to retain Ernst & Young LLP, but still may retain this firm. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

The Audit Committee, or a designated member thereof, pre-approves each audit and non-audit service rendered by Ernst & Young LLP to the Company consistent with our Audit and Non-Audit Services Pre-Approval Policy.

**Independent Registered Public Accounting Firm Fees**

The following is a summary and description of fees incurred by Ernst & Young LLP for the fiscal years ended December 31, 2021 and 2022:

	Fiscal Year 2022	Fiscal Year 2021	Percentage of 2022 Services Approved by Audit Committee
Audit fees (1)	\$ 1,065,000	\$ 898,000	100%
Audit-related fees (2)	—	—	100%
Tax fees (3)	89,000	13,900	100%
All other fees (4)	7,200	7,200	100%
<b>Total fees</b>	<b>\$ 1,161,200</b>	<b>\$ 919,100</b>	<b>100%</b>

(1) Audit fees include fees for the audit of our annual financial statements included in our annual report on Form 10-K, the review of our interim financial statements included in our quarterly report on Form 10-Q and related services that are normally provided in connection with registration statements.

(2) Audit-related fees may consist of assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under audit fees. There were no such fees incurred in 2022 and 2021.

(3) Tax fees are related to tax compliance services in 2022 and 2021 as well as tax advisory services in 2022

(4) All other fees are related to licensing fees paid to Ernst & Young LLP for access to its proprietary accounting research database.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE  
FOR  
THE RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM  
(PROPOSAL 2 ON YOUR PROXY CARD)**

**PROPOSAL 3**  
**APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**Background**

The State of Delaware, which is 2seventy bio's state of incorporation, recently enacted legislation that enables Delaware companies to limit the liability of certain officers in limited circumstances under Section 102(b)(7) of the Delaware General Corporation Law ("DGCL"). Amended DGCL Section 102(b)(7) only permits exculpation for direct claims brought by stockholders for breach of an officer's fiduciary duty of care, including class actions, but does not eliminate officers' monetary liability for breach of fiduciary duty claims brought by the corporation itself or for derivative claims brought by stockholders in the name of the corporation. Furthermore, the limitation on liability does not apply to breaches of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit.

The Board of Directors believes it is important to provide protection from certain liabilities and expenses that may discourage prospective or current officers from serving corporations. In the absence of such protection, qualified officers might be deterred from serving as officers due to exposure to personal liability and the risk that substantial expense will be incurred in defending lawsuits, regardless of merit. In particular, the Board of Directors took into account the narrow class and type of claims that such officers would be exculpated from liability pursuant to amended DGCL Section 102(b)(7), the limited number of our officers that would be impacted, and the benefits the Board of Directors believes would accrue to the Company by providing exculpation in accordance with DGCL Section 102(b)(7), including, without limitation, the ability to attract and retain key officers and the potential to reduce litigation costs associated with frivolous lawsuits.

The Board of Directors balanced these considerations with our corporate governance guidelines and practices and determined that it is advisable and in the best interests of the Company and our stockholders to adopt an amendment to add Article X to our Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), in order to permit limitation of liability of officers of the Company as and to the extent provided by DGCL Section 102(b)(7). We refer to this proposed amendment to our Certificate of Incorporation as the "Charter Amendment" in this proxy statement.

**Text of Proposed Charter Amendment**

To ensure we are able to attract and retain key officers and in an effort to reduce litigation costs associated with frivolous lawsuits, we propose to adopt Article X so that it would state in its entirety as follows:

"To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this ARTICLE X, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this ARTICLE X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification."

The proposed Charter Amendment is attached as Appendix A to this proxy statement.

**Reasons for the Proposed Charter Amendment**

The Board of Directors believes it is appropriate for public companies in states that allow exculpation of officers to have exculpation clauses in their certificates of incorporation. The nature of the role of directors and officers often requires them to make decisions on crucial matters. Frequently, directors and officers must make

decisions in response to time-sensitive opportunities and challenges, which can create substantial risk of investigations, claims, actions, suits or proceedings seeking to impose liability on the basis of hindsight, especially in the current litigious environment and regardless of merit. Limiting concern about personal risk would empower both directors and officers to best exercise their business judgment in furtherance of stockholder interests. We expect our peers to adopt exculpation clauses that limit the personal liability of officers in their certificates of incorporation, and failing to adopt the proposed Charter Amendment could impact our recruitment and retention of exceptional officer candidates that conclude that the potential exposure to liabilities, costs of defense and other risks of proceedings exceeds the benefits of serving as an officer of 2seventy bio.

For the reasons stated above, on April [ ], 2023, the Board of Directors determined that the proposed Charter Amendment is advisable and in the best interest of 2seventy bio and our stockholders and authorized and approved the proposed Charter Amendment and directed that it be considered at the Annual Meeting. The Board of Directors believes the proposed Charter Amendment would better position 2seventy bio to attract top officer candidates and retain our current officers and enable the officers to exercise their business judgment in furtherance of the interests of the stockholders without the potential for distraction posed by the risk of personal liability.

The proposed Charter Amendment is not being proposed in response to any specific resignation, threat of resignation or refusal to serve by any officer.

#### **Timing and Effect of the Charter Amendment**

If the proposed Charter Amendment is approved by our stockholders, it will become effective immediately upon the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, which we expect to file promptly after the Annual Meeting. Other than the addition of Article X, the remainder of our Certificate of Incorporation will remain unchanged after effectiveness of the Charter Amendment. If the proposed Charter Amendment is not approved by our stockholders, our Certificate of Incorporation will remain unchanged. In accordance with the DGCL, the Board of Directors may elect to abandon the proposed Charter Amendment without further action by the stockholders at any time prior to the effectiveness of the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, notwithstanding stockholder approval of the proposed Charter Amendment.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE  
FOR  
THE APPROVAL OF THE AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
(PROPOSAL 3 ON YOUR PROXY CARD)**

## STOCKHOLDER COMMUNICATIONS WITH THE BOARD

### Stockholder Proposals and Director Nominations

Stockholders who wish to present proposals for inclusion in our proxy materials for the 2024 Annual Meeting of Stockholders may do so by following the procedures prescribed in Rule 14a-8 under the Securities Exchange Act and in our bylaws. Rule 14a-8 proposals must be delivered by mail to 2seventy bio, Inc., 60 Binney Street, Cambridge, Massachusetts 02142, Attention: Corporate Secretary. We also encourage you to submit any such proposals via email to [ ]. Our Corporate Secretary must receive stockholder proposals intended to be included in our proxy statement and form of proxy relating to our 2024 Annual Meeting made under Rule 14a-8 by December [ ], 2023.

If a stockholder wishes to propose a nomination of persons for election to our Board of Directors or present a proposal at an annual meeting but does not wish to have the proposal considered for inclusion in our proxy statement and proxy card, our bylaws establish an advance notice procedure for such nominations and proposals. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the Board of Directors or by a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered timely notice in proper form to our Corporate Secretary of the stockholder's intention to bring such business before the meeting.

Under our current bylaws, proposals of business and nominations for directors other than those to be included in our proxy materials following the procedures described in Rule 14a-8 may be made by stockholders entitled to vote at the meeting if notice is timely given and if the notice contains the information required by the bylaws. To provide timely notice with respect to our 2024 Annual Meeting of Stockholders, notice must be delivered to our Corporate Secretary no earlier than February 14, 2024 (120 calendar days before the one-year anniversary of our 2023 Annual Meeting) and no later than March 15, 2024 (90 calendar days prior to the one-year anniversary of our 2023 Annual Meeting), unless the date of the 2024 Annual Meeting is advanced or delayed by more than 30 days from the anniversary date of the 2023 Annual Meeting, in which event the our bylaws provide different notice requirements.

Any proposal of business or nomination should be mailed to: 2seventy bio, Inc., 60 Binney Street, Cambridge, Massachusetts 02142, Attention: Corporate Secretary.

Any stockholder recommendation for a director nominee must be submitted to 2seventy bio not less than 120 calendar days prior to the date on which our proxy statement was released to stockholders in connection with the previous year's annual meeting. To comply with the universal proxy rules, stockholders who intend to solicit proxies for the 2024 Annual Meeting of Stockholders in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 14, 2024.

### Other Stockholder Communications

Generally, stockholders who have questions or concerns should contact our Investor Relations department at investor@2seventybio.com. However, stockholders who wish to communicate directly with our Board of Directors as a whole may send written communication by mail to 2seventy bio, Inc., 60 Binney Street, Cambridge, Massachusetts 02142, Attention: Chairman of the Board. For a communication directed to an individual director in his or her capacity as a member of the Board of Directors, stockholders may send such communication to 2seventy bio, Inc., 60 Binney Street, Cambridge, Massachusetts 02142, Attention: [Name of Individual Director]. All such communications will be opened by our Corporate Secretary for the sole purpose of determining whether the contents represent a message to our directors. Any contents that are not in the nature of advertising, promotions of a product or service, or patently offensive material will be forwarded promptly to the addressee(s).

## WHERE YOU CAN FIND MORE INFORMATION

2seventy bio files annual, quarterly and current reports, proxy statements and other information with the SEC. The Company's SEC filings are available to the public from commercial document retrieval services and at the website maintained by the SEC at <http://www.sec.gov>. You may also read and copy any document the Company files with the SEC on our website at <http://ir.2seventybio.com>.

You should rely on the information contained in this document to vote your shares at the Annual Meeting. 2seventy bio has not authorized anyone to provide you with information that is different from what is contained in this document. This document is dated April [ ], 2023. You should not assume that the information contained in this document is accurate as of any date other than that date, and the mailing of this document to stockholders at any time after that date does not create an implication to the contrary. This proxy statement does not constitute a solicitation of a proxy in any jurisdiction where, or to or from any person to whom, it is unlawful to make such proxy solicitations in such jurisdiction.

## HOUSEHOLDING OF PROXY MATERIALS

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our documents, including the annual report to stockholders and proxy statement, may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you upon written or oral request to 2seventy bio, Inc., 60 Binney Street, Cambridge, Massachusetts 02142, +1 (617) 675-7270, Attention: Corporate Secretary. If you want to receive separate copies of the proxy statement or annual report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

## OTHER BUSINESS

The Board knows of no business to be brought before the 2023 Annual Meeting which is not referred to in the accompanying Notice of Annual Meeting. Should any such matters be presented, the persons named in the proxy shall have the authority to take such action in regard to such matters as in their judgment seems advisable. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the 2023 Annual Meeting unless they receive instructions from you with respect to such matter.



**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
2SEVENTY BIO, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

2seventy bio, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL") on April 26, 2021. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 1, 2021 (the "Charter"). Pursuant to Section 242 of the DGCL, this Certificate of Amendment (this "Amendment") amends certain provisions of the Charter.
2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.
3. The Charter is hereby amended by adding a new Article X to read in its entirety as follows:

"ARTICLE X.

To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this Article X, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Amendment or Modification. Any amendment, repeal or modification of this ARTICLE X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification."

IN WITNESS WHEREOF, this Amendment, having been duly adopted in accordance with Section 242 of the DGCL, has been duly executed by a duly authorized officer of the Corporation on this [ ] day of [ ], 2023.

2seventy bio, Inc.

By:  
Name: Nick Leschly  
Title: President and Chief Executive Officer

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Annual Report and Notice and Proxy Statement are available at [www.proxyvote.com](http://www.proxyvote.com)

V15273-P90818

**2SEVENTY BIO, INC.  
Annual Meeting of Shareholders  
June 13, 2023 8:30 AM  
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) William D. Baird and Teresa Jurgensen, or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of 2SEVENTY BIO, INC. that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 8:30 AM, EDT on June 13, 2023, at [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

Continued and to be signed on reverse side



2SEVENTY BIO, INC.  
60 BINNEY STREET  
CAMBRIDGE, MA 02142



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on June 12, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/TSVT2023](http://www.virtualshareholdermeeting.com/TSVT2023)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on June 12, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Proxy cards submitted by mail must be received no later than June 12, 2023 to be voted at the annual meeting.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V15272-P90818

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<b>2SEVENTY BIO, INC.</b>		<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
<b>The Board of Directors recommends you vote FOR the following:</b>					
1.	Election of Class II Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
<b>Company Nominees:</b>					
	01) Daniel S. Lynch				
	02) Sarah Glickman				
	03) Wei Lin, M.D.				
<b>The Board of Directors recommends you vote FOR proposals 2 and 3.</b>					
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	
2.	To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3.	To approve an amendment to our Amended and Restated Certificate of Incorporation to limit the liability of certain officers of 2seventy bio, Inc. as permitted by recent amendments to Delaware law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>NOTE:</b> The Board of Directors will consider and act upon such other business as may properly come before the meeting or any adjournment thereof.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.					
<input type="text"/>		<input type="text"/>		<input type="text"/>	
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)	
<input type="text"/>		<input type="text"/>		<input type="text"/>	
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)	