



**BIOGEN INC.**  
**2021 ANNUAL MEETING OF STOCKHOLDERS**

**Wednesday, June 2, 2021**  
**9:00 a.m. Eastern Time**

**Held online at: [www.virtualshareholdermeeting.com/BIIB2021](http://www.virtualshareholdermeeting.com/BIIB2021)**

**RULES OF CONDUCT**

We welcome you to the Biogen 2021 Annual Meeting of Stockholders. The following procedures have been established to provide for a fair and informative meeting. We thank you in advance for your cooperation in adhering to them.

1. Formal portion of the meeting

The formal portion of the meeting will be conducted by the Chairman, who will preside and make determinations with respect to the conduct of the meeting. The only items of business that may be considered at this meeting are the ones set forth in the notice of the meeting:

- Election of Directors
- Ratification of independent registered public accounting firm
- Advisory vote on executive compensation
- Amendment to Biogen's Amended and Restated Certificate of Incorporation
- Stockholder proposal requesting a report on lobbying activities, if properly presented
- Stockholder proposal requesting a report on gender pay gap, if properly presented

2. Voting during the meeting

- Stockholders as of April 9, 2021, may vote during the meeting, after the opening and before the closing of the polls by the Chairman.
- To vote during the meeting, stockholders will need a validated control number, and should click the appropriate voting button on [www.virtualshareholdermeeting.com/BIIB2021](http://www.virtualshareholdermeeting.com/BIIB2021).
- If a stockholder has already submitted a proxy there is no need to vote during the meeting, unless the stockholder wishes to change the previously submitted vote.

3. Question and answer session

- Stockholders as of April 9, 2021, may ask questions during the meeting.
- To ask a question, stockholders will need a validated control number, and should enter the question in the area provided on [www.virtualshareholdermeeting.com/BIIB2021](http://www.virtualshareholdermeeting.com/BIIB2021) during the meeting.
- To allow a fair opportunity for all stockholders to participate and to accomplish the business of the meeting in a timely manner, a stockholder will be permitted no more than one question unless the Chairman otherwise determines.

4. Individual concerns

- Stockholders should confine themselves to the matters before the meeting.
- Only matters concerning the business and affairs of Biogen that are of general interest to the stockholders as a group are proper subjects for the general business discussion.
- If a question is irrelevant, improper or not of general interest to the stockholders as a group, the Chairman will determine that the matter is not a proper subject to be brought before the meeting.

5. Compliance with Rules

- It is the responsibility of each stockholder to comply with the rules of conduct for the meeting.