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

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**SCHEDULE 14A  
(Rule 14a-101)**

**SCHEDULE 14A INFORMATION**

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

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

**STOKE THERAPEUTICS, INC.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



April 21, 2020

Dear Stockholder:

You are cordially invited to attend the 2020 Annual Meeting of Stockholders of Stoke Therapeutics, Inc. to be held exclusively online via live webcast on Wednesday, June 3, 2020 at 9:00 a.m. (Eastern Time). At our virtual stockholders meeting, you will be able to submit questions and vote online at [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020). As part of our effort to maintain a safe and healthy environment for our directors, members of management and stockholders who wish to attend the Annual Meeting, in light of the novel coronavirus disease, COVID-19, we believe that hosting a virtual meeting this year is in the best interest of the company and its stockholders and a virtual meeting enables increased stockholder attendance and participation because stockholders can participate from any location around the world.

The Securities and Exchange Commission rules allow companies to furnish proxy materials to stockholders over the Internet. We have elected to do so, thus reducing the environmental impact and lowering the costs of printing and distributing proxy materials without impacting your timely access to this important information. On or about April 21, 2020, we expect to mail a Notice of Internet Availability of Proxy Materials (Notice of Internet Availability) containing instructions on how to access our proxy statement for our 2020 Annual Meeting of Stockholders and our 2019 Annual Report on Form 10-K to stockholders. The Notice of Internet Availability also provides instructions on how to vote and includes instructions on how to receive paper copies of the proxy materials by mail, or an electronic copy of the proxy materials by email, if desired.

The matters to be acted upon at the meeting are described in the accompanying notice of Annual Meeting and proxy statement.

**Your vote is important.**

**Whether or not you plan to attend the virtual Annual Meeting, please vote on the Internet or by telephone, or request, sign and return a proxy card to ensure that your shares are represented at the meeting. Voting now will ensure your representation at the Annual Meeting regardless of whether you attend. You may vote on the Internet, by telephone or by mailing the enclosed proxy card or voting instruction form. You may also attend the Annual Meeting and vote and submit questions during the Annual Meeting via the Internet at [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020). Please review the instructions on page 2 of the Proxy Statement and your proxy card or voting instruction form regarding each of these voting options.**

Sincerely,

A handwritten signature in black ink that reads "Edward M. Kaye MD".

Edward M. Kaye, M.D.  
*Chief Executive Officer*

# STOKE THERAPEUTICS, INC.

45 Wiggins Avenue  
Bedford, MA 01730

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held Wednesday, June 3, 2020

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2020 Annual Meeting of Stockholders of Stoke Therapeutics, Inc. will, in light of the COVID-19 pandemic and related public health concerns, be held virtually via the Internet at [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020) on Wednesday, June 3, 2020 at 9:00 a.m. (Eastern Time). It is important that you retain a copy of the 16-digit control number found on the proxy card, voting instruction form or Notice, as such number will be required in order for stockholders to gain access to the annual meeting by means of remote communication.

We are holding the meeting for the following purposes, which are more fully described in the accompanying proxy statement:

1. To elect Adrian R. Krainer and Julie Anne Smith as Class I directors, to serve until the 2023 annual meeting of stockholders or until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal.
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020.

In addition, stockholders may be asked to consider and vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 6, 2020 are entitled to receive notice of, and to vote at, the meeting and any adjournments thereof.

Your vote as a Stoke Therapeutics, Inc. stockholder is very important. Each share of common stock that you own represents one vote.

For questions regarding your stock ownership, you may contact our Investor Relations department at (781) 303-8302 or [IR@StokeTherapeutics.com](mailto:IR@StokeTherapeutics.com) or, if you are a registered holder, our transfer agent, American Stock Transfer & Trust Company, LLC by email through their website at [www.astfinancial.com](http://www.astfinancial.com) or by phone at (800) 937-5449. Whether or not you expect to attend the virtual Annual Meeting, we encourage you to read the proxy statement and vote through the Internet or by telephone, or to request, sign and return your proxy card as soon as possible, so that your shares may be represented at the meeting. For specific instructions on how to vote your shares, please refer to the section entitled "General Proxy Information" in the proxy statement and the instructions on the Notice of Internet Availability of Proxy Materials.

By Order of the Board of Directors,



Edward M. Kaye, M.D.  
Chief Executive Officer

Bedford, Massachusetts  
April 21, 2020

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 3, 2020: the Proxy Statement and our 2019 Annual Report on Form 10-K are available at <https://investor.stoketherapeutics.com/financials-and-sec-filings>**

STOKE THERAPEUTICS, INC.

PROXY STATEMENT FOR 2020 ANNUAL MEETING OF STOCKHOLDERS

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**STOKE THERAPEUTICS, INC.**  
**45 Wiggins Avenue**  
**Bedford, MA 01730**

**PROXY STATEMENT FOR THE 2020 ANNUAL MEETING OF STOCKHOLDERS**

**June 3, 2020**

**INFORMATION ABOUT SOLICITATION AND VOTING**

The accompanying proxy is solicited on behalf of the Board of Directors of Stoke Therapeutics, Inc., (Stoke or the Company), for use at the Company's 2020 Annual Meeting of Stockholders, or Annual Meeting on Wednesday, June 3, 2020 at 9:00 a.m. (Eastern Time), and any adjournment or postponement thereof. Due to the COVID-19 pandemic and related public health concerns, the Annual Meeting will be held virtually at [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020). It is important that you retain a copy of the 16-digit control number found on the proxy card, voting instruction form or Notice, as such number will be required in order for stockholders to participate in the virtual Annual Meeting.

**INTERNET AVAILABILITY OF PROXY MATERIALS**

Under rules adopted by the Securities and Exchange Commission (SEC), we are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies to each stockholder. On or about April 21, 2020, we expect to send to our stockholders a Notice of Internet Availability of Proxy Materials (Notice of Internet Availability) containing instructions on how to access our proxy materials, including our proxy statement and our Annual Report on Form 10-K. The Notice of Internet Availability also provides instructions on how to vote and includes instructions on how to receive paper copies of the proxy materials by mail, or an electronic copy of the proxy materials by email.

This process is designed to reduce our environmental impact and lower the costs of printing and distributing our proxy materials while providing our stockholders timely access to this important information. If you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability.

**GENERAL INFORMATION ABOUT THE MEETING**

**Purpose of the Meeting**

At the meeting, stockholders will act upon the proposals described in this proxy statement. In addition, we will consider any other matters that are properly presented for a vote at the meeting. We are not aware of any other matters to be submitted for consideration at the meeting. If any other matters are properly presented for a vote at the meeting, the persons named in the proxy, who are officers of the company, have the authority in their discretion to vote the shares represented by the proxy.

**Record Date; Quorum**

Only holders of record of common stock at the close of business on April 6, 2020, the record date, will be entitled to vote at the meeting. At the close of business on April 6, 2020, 32,959,850 shares of common stock were outstanding and entitled to vote. For ten days prior to the meeting, a complete list of the stockholders entitled to vote at the meeting will be available for examination upon request by any stockholder for any purpose relating to the meeting by written request via email to our Corporate Secretary at [corporatesecretary@stoketherapeutics.com](mailto:corporatesecretary@stoketherapeutics.com). A list of stockholders entitled to vote at the Annual Meeting will also be available for examination on the Internet through the virtual web conference during the Annual Meeting.

The holders of a majority of the voting power of the shares of stock entitled to vote at the meeting as of the record date must be present or represented by proxy at the meeting in order to hold the meeting and conduct business. This presence is called a quorum. Your shares are counted as present at the meeting if you are present and vote in person at the meeting or if you have properly submitted a proxy.

## GENERAL PROXY INFORMATION

### Voting Rights; Required Vote

Each holder of shares of common stock is entitled to one vote for each share of common stock held as of the close of business on April 6, 2020, the record date. You may vote all shares owned by you at such date, including (1) shares held directly in your name as the stockholder of record and (2) shares held for you as the beneficial owner in street name through a broker, bank, trustee or other nominee. Dissenters' rights are not applicable to any of the matters being voted on.

*Stockholder of Record: Shares Registered in Your Name. If on April 6, 2020, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may vote at the meeting, or vote in advance through the Internet or by telephone, or if you request to receive paper proxy materials by mail, by filling out and returning the proxy card.*

*Beneficial Owner: Shares Registered in the Name of a Broker or Nominee. If on April 6, 2020, your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares held in street name. As a beneficial owner, you have the right to direct your broker on how to vote the shares held in your account, and your broker has enclosed or provided voting instructions for you to use in directing it on how to vote your shares. Because the brokerage firm, bank or other nominee that holds your shares is the stockholder of record, if you wish to attend the meeting and vote your shares, you must obtain a valid proxy from the firm that holds your shares giving you the right to vote the shares at the meeting.*

***We strongly recommend that you vote your shares in advance of the Annual Meeting as instructed above, even if you plan to attend the Annual Meeting virtually.***

Each director will be elected by a plurality of the votes cast at the meeting. This means that the two individuals nominated for election to the Board of Directors at the meeting receiving the highest number of "FOR" votes will be elected. You may vote "FOR ALL NOMINEES", or vote to "WITHHOLD AUTHORITY FOR ALL NOMINEES" or vote "FOR ALL EXCEPT" one or more of the nominees you specify. Shares represented by proxies will be voted "FOR" the election of the Class I nominees, unless the proxy is marked to withhold authority to so vote. You may not cumulate votes in the election of directors. Approval of the ratification of the appointment of our independent registered public accounting firm will be obtained if the holders of a majority of the votes cast at the meeting vote "FOR" the proposal.

A proxy submitted by a stockholder may indicate that the shares represented by the proxy are not being voted (stockholder withholding) with respect to a particular matter. In addition, a broker may not be permitted to vote on shares held in street name on a particular matter in the absence of instructions from the beneficial owner of the stock (broker non-vote). The shares subject to a proxy which are not being voted on a particular matter because of either stockholder withholding or broker non-votes will count for purposes of determining the presence of a quorum, but are not treated as votes cast and, therefore, will have no effect on the election of directors, or the ratification of the appointment of KPMG LLP. Abstentions are voted neither "for" nor "against" a matter, and, therefore, will have no effect on the election of directors or the ratification of the appointment of KPMG LLP, but are counted in the determination of a quorum.

### Recommendations of the Board of Directors on Each of the Proposals Scheduled to be Voted on at the Meeting

The Board of Directors recommends that you vote **FOR** the election of Adrian R. Krainer and Julie Anne Smith to serve as Class I directors until the 2023 annual meeting of stockholders or until his or her successor has been duly elected and qualified (Proposal 1) and **FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020 (Proposal 2).

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None of the directors or executive officers has any substantial interest in any matter to be acted upon, other than elections to office with respect to the director nominated in Proposal 1.

### **Voting Instructions; Voting of Proxies**

If you are a stockholder of record, you may:

- vote via the virtual meeting website—any stockholder can attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020), where stockholders may vote and submit questions during the meeting. The meeting starts at 9:00 a.m. Eastern Time. Please have your 16-Digit Control Number to join the Annual Meeting. Instructions on how to attend and participate via the Internet are posted at [www.proxyvote.com](http://www.proxyvote.com)
- vote through the Internet or by telephone—in order to do so, please follow the instructions shown on your proxy card; or
- vote by mail—if you request or receive a paper proxy card and voting instructions by mail, simply complete, sign and date the proxy card and return it as soon as possible before the meeting in the envelope provided.

Votes submitted through the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on June 2, 2020. Submitting your proxy, whether by telephone, through the Internet or by mail if you requested or received a paper proxy card, will not affect your right to vote via the Internet should you decide to attend the virtual Annual Meeting. If you are not the stockholder of record, please refer to the voting instructions provided by your nominee to direct how to vote your shares. For Proposal 1, you may vote “FOR ALL NOMINEES”, “WITHHOLD AUTHORITY FOR ALL NOMINEES” or vote “FOR ALL EXCEPT” one or more of the nominees you specify. For Proposal 2, you may vote “FOR” or “AGAINST” or “ABSTAIN” from voting. Your vote is important. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure that your vote is counted.

All proxies will be voted in accordance with the instructions specified on the proxy card. If you sign a physical proxy card and return it without instructions as to how your shares should be voted on a particular proposal at the meeting, your shares will be voted in accordance with the recommendations of our Board of Directors stated above.

If you received a Notice of Internet Availability, please follow the instructions included on the notice on how to access and vote your proxy card. If you do not vote and you hold your shares in street name, and your broker does not have discretionary power to vote your shares, your shares may constitute “broker non-votes” (as described above) and will not be counted in determining the number of shares necessary for approval of the proposals. However, shares that constitute broker non-votes will be counted for the purpose of establishing a quorum for the meeting.

If you receive more than one proxy card or Notice of Internet Availability, your shares are registered in more than one name or are registered in different accounts. To make certain all of your shares are voted, please follow the instructions included on the Notice of Internet Availability on how to access and vote each proxy card. If you requested or received paper proxy materials by mail, please complete, sign, date and return each proxy card to ensure that all of your shares are voted.

### **Expenses of Soliciting Proxies**

We will pay the expenses associated with soliciting proxies. Following the original distribution and mailing of the solicitation materials, we or our agents may solicit proxies by mail, email, telephone, facsimile, by other similar means, or in person. Our directors, officers and other employees, without additional compensation, may

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solicit proxies personally or in writing, by telephone, email or otherwise. Following the original distribution and mailing of the solicitation materials, we will request brokers, custodians, nominees and other record holders to forward copies of those materials to persons for whom they hold shares and to request authority for the exercise of proxies. In such cases, we, upon the request of the record holders, will reimburse such holders for their reasonable expenses. If you choose to access the proxy materials and/or vote through the Internet, you are responsible for any Internet access charges you may incur.

### **Revocability of Proxies**

A stockholder of record who has given a proxy may revoke it at any time before the closing of the polls by the inspector of elections at the meeting by:

- delivering to our Corporate Secretary (by any means, including facsimile) a written notice stating that the proxy is revoked;
- signing and delivering a proxy bearing a later date;
- voting again through the Internet or by telephone; or
- attending virtually and voting during the meeting (although attendance at the meeting will not, by itself, revoke a proxy).

Please note, however, that if your shares are held of record by a brokerage firm, bank or other nominee, and you wish to revoke a proxy, you must contact that firm to revoke or change any prior voting instructions.

### **Electronic Access to the Proxy Materials**

The Notice of Internet Availability will provide you with instructions regarding how to:

- view our proxy materials for the meeting through the Internet;
- instruct us to mail paper copies of our future proxy materials to you; and
- instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will reduce the impact of our annual meetings of stockholders on the environment and lower the costs of printing and distributing our proxy materials. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

### **Voting Results**

Voting results will be tabulated and certified by the inspector of elections appointed for the meeting. The final results will be tallied by the inspector of elections and filed with the SEC in a Current Report on Form 8-K within four business days of the meeting.

### **Participating in the Annual Meeting**

To participate in the virtual meeting, visit [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020) and enter the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials.

If you wish to submit a question during the Annual Meeting, log into the virtual meeting platform at [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020), type your question into the “Ask a Question” field, and click



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“Submit.” If your question is properly submitted during the relevant portion of the meeting agenda, we will respond to your question during the live webcast. A webcast replay of the Annual Meeting, including the Q&A session, will also be archived on the “Investor Relations” section of our website, which is located at <https://investor.stoketherapeutics.com>.

If we experience technical difficulties during the meeting (e.g., a temporary or prolonged power outage), we will determine whether the meeting can be promptly reconvened (if the technical difficulty is temporary) or whether the meeting will need to be reconvened on a later day (if the technical difficulty is more prolonged). In any situation, we will promptly notify shareholders of the decision via [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020). If you encounter technical difficulties accessing our meeting or asking questions during the meeting, a support line will be available on the login page of the virtual meeting website.

### **Implications of Being an “Emerging Growth Company”**

We are an “emerging growth company” as that term is used in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements. These reduced reporting requirements include reduced disclosure about the company’s executive compensation arrangements and no requirement to have non-binding advisory votes on executive compensation. We will remain an emerging growth company until the earliest of (1) December 31, 2024; (2) the last day of the fiscal year (a) in which we have total annual gross revenue of at least \$1.07 billion, or (b) in which we are deemed to be a large accelerated filer, which means the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the prior June 30th; and (3) the date on which we have issued more than \$1.0 billion in non-convertible debt during the prior three-year period.

## CORPORATE GOVERNANCE STANDARDS AND DIRECTOR INDEPENDENCE

We are committed to good corporate governance practices. These practices provide an important framework within which our Board of Directors and management pursue our strategic objectives for the benefit of our stockholders.

### Corporate Governance Guidelines

Our Board of Directors has adopted Corporate Governance Guidelines that set forth expectations for directors, director independence standards, Board committee structure and functions, and other policies for the governance of the company. Our Corporate Governance Guidelines are available without charge on the investor relations section of our website at <https://investor.stoketherapeutics.com/governance>.

### Board Composition and Leadership Structure

The positions of Chief Executive Officer and Chairman of our Board of Directors are held by two different individuals (Edward M. Kaye and Seth L. Harrison, respectively). This structure allows our Chief Executive Officer to focus on our day-to-day business while our Chairman leads our Board of Directors in its fundamental role of providing advice to and independent oversight of management. Our Board of Directors believes such separation is appropriate, as it enhances the accountability of the Chief Executive Officer to the Board of Directors and strengthens the independence of the Board of Directors from management.

### Board's Role in Risk Oversight

Our Board of Directors believes that open communication between management and the Board of Directors is essential for effective risk management and oversight. Our Board of Directors meets with our Chief Executive Officer and other members of the senior management team at quarterly Board of Director meetings, where, among other topics, they discuss strategy and risks in the context of reports from the management team and evaluate the risks inherent in significant transactions. While our Board of Directors is ultimately responsible for risk oversight, our Board committees assist the Board of Directors in fulfilling its oversight responsibilities in certain areas of risk. The Audit Committee assists our Board of Directors in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures. The Compensation Committee assists our Board of Directors in assessing risks created by the incentives inherent in our compensation policies. The Nominating and Governance Committee assists our Board of Directors in fulfilling its oversight responsibilities with respect to the management of corporate, legal and regulatory risk.

### Director Independence

Our common stock is listed on the Nasdaq Global Select Market. Under the rules of the Nasdaq Stock Market, independent directors must constitute a majority of a listed company's Board of Directors. In addition, the rules of the Nasdaq Stock Market require that, subject to specified exceptions, each member of a listed company's Audit, Compensation and Nominating and Governance Committees must be an "independent director". Under the rules of the Nasdaq Stock Market, a director will only qualify as an "independent director" if, in the opinion of that company's Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Additionally, Compensation Committee members must not have a relationship with the listed company that is material to the director's ability to be independent from management in connection with the duties of a Compensation Committee member.

Audit Committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (Exchange Act). In order to be considered independent for purposes of Rule 10A-3, a member of an Audit Committee of a listed company may not, other than in his or her

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capacity as a member of the Audit Committee, the Board of Directors or any other Board committee: (i) accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries or (ii) be an affiliated person of the listed company or any of its subsidiaries.

Our Board of Directors has undertaken a review of the independence of each director and director nominee and considered whether each director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. As a result of this review, our Board of Directors determined that Jennifer C. Burstein, Seth L. Harrison, Arthur A. Levin, Adrian R. Krainer, Julie Anne Smith and Arthur O. Tzianabos, representing six of our seven directors following the meeting, are “independent directors” as defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the Nasdaq Stock Market. In making these determinations, our Board of Directors reviewed and discussed information provided by the directors and us with regard to each directors’ business and personal activities and relationships as they may relate to us and our management, including the beneficial ownership of our capital stock by each non-employee director and any affiliates.

### **Committees of Our Board of Directors**

Our Board of Directors has established an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee, each of which has the composition and responsibilities described below. Members serve on these committees until their resignation or until otherwise determined by our Board of Directors. Each of these committees has a written charter, copies of which are available without charge on the investor relations section of our website at <https://investor.stoketherapeutics.com/governance>.

#### ***Audit Committee***

Our Audit Committee comprises Arthur O. Tzianabos, Arthur A. Levin and Jennifer C. Burstein. Ms. Burstein is the Chair of our Audit Committee. The composition of our Audit Committee meets the requirements for independence under the current Nasdaq Stock Market and SEC rules and regulations. Each member of our Audit Committee is financially literate. In addition, our Board of Directors has determined that Ms. Burstein is an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act. Our Audit Committee is directly responsible for, among other things:

- selecting and hiring our independent registered public accounting firm;
- the qualifications, independence and performance of our independent auditors;
- the preparation of the audit committee report to be included in our annual proxy statement;
- our compliance with legal and regulatory requirements;
- our accounting and financial reporting processes, including our financial statement audits and the integrity of our financial statements; and
- reviewing and approving related-person transactions.

#### ***Compensation Committee***

Our Compensation Committee comprises Seth L. Harrison and Arthur O. Tzianabos. If elected, we expect Julie Anne Smith to join the Compensation Committee as well. Dr. Tzianabos is the Chair of our Compensation Committee. The composition of our Compensation Committee meets the requirements for independence under the current Nasdaq Stock Market and SEC rules and regulations. Our Compensation Committee is responsible for, among other things:

- evaluating, recommending, approving and reviewing executive officer compensation arrangements, plans, policies and programs;

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- evaluating and recommending non-employee director compensation arrangements for determination by our Board of Directors;
- administering our cash-based and equity-based compensation plans; and
- overseeing our compliance with regulatory requirements associated with the compensation of directors, officers and employees.

The Compensation Committee has the sole authority and responsibility, subject to any approval by the Board of Directors which the Compensation Committee or legal counsel determines to be desirable or required by applicable law or the Nasdaq rules, to determine all aspects of executive compensation packages for the Chief Executive Officer and other executive officers. The Compensation Committee also makes recommendations to our Board of Directors regarding the form and amount of compensation of non-employee directors. The Compensation Committee may take into account the recommendations of the Chief Executive Officer with respect to compensation of the other executive officers, and the recommendations of the Board of Directors or any member of the Board of Directors with respect to compensation of the Chief Executive Officer and other executive officers.

The Compensation Committee engaged an independent executive compensation consulting firm, Radford, a part of Aon plc, (Radford), or Radford, to evaluate our executive compensation program and practices and to provide advice and ongoing assistance on executive compensation matters for the fiscal year ended December 31, 2019. Specifically, Radford was engaged to:

- provide compensation-related data for a peer group of companies to serve as a basis for assessing competitive compensation practices;
- review and assess our current director, Chief Executive Officer and other executive officer compensation policies and practices and equity profile, relative to market practices;
- review and assess our current executive compensation program relative to market to identify any potential changes or enhancements to be brought to the attention of the Compensation Committee; and
- review market practices regarding equity programs.

Representatives of Radford met informally with the Chair of the Compensation Committee and attended the regular meetings of the Compensation Committee, including executive sessions from time to time without any members of management present. During the fiscal year ended December 31, 2019, Radford worked directly with the Compensation Committee (and not on behalf of management) to assist the committee in satisfying its responsibilities and undertook no projects for management without the committee's prior approval. The Compensation Committee has determined that none of the work performed by Radford during the fiscal year ended December 31, 2019 raised any conflict of interest.

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

Our Nominating and Governance Committee comprises Seth L. Harrison, Arthur A. Levin and Adrian R. Krainer. Dr. Harrison is the Chair of our Nominating and Governance Committee. Our Nominating and Governance Committee is responsible for, among other things:

- identifying, considering and recommending candidates for membership on our Board of Directors;
- overseeing the process of evaluating the performance of our Board of Directors; and
- advising our Board of Directors on other corporate governance matters.

### **Codes of Conduct and Ethics**

Our Board of Directors has adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer and other executive and

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senior financial officers. We intend to disclose future amendments to certain provisions of our code of conduct, or waivers of these provisions, on our website or in public filings. The full text of our code of conduct is posted on the investor relations section of our website at <https://investor.stoketherapeutics.com/governance>.

### **Board and Committee Meetings and Attendance**

The Board of Directors and its committees meet regularly throughout the year and also hold special meetings and act by written consent from time to time. During 2019, the Board of Directors held six meetings including telephonic meetings; the Audit Committee held two meetings; the Compensation Committee held two meetings and the Nominating and Governance Committee held one meeting. During 2019, none of the directors attended fewer than 75% of the aggregate of the total number of meetings held by the Board of Directors during his or her tenure and the total number of meetings held by all committees of the Board of Directors on which such director served during his or her tenure. The independent members of the Board of Directors also meet separately without management directors on a regular basis to discuss such matters as the independent directors consider appropriate.

### **Board Attendance at Annual Stockholders' Meeting**

We invite and encourage each member of our Board of Directors to attend our annual meetings of stockholders. We do not have a formal policy regarding attendance of our annual meetings of stockholders by the members of our Board of Directors.

### **Communication with Directors**

Stockholders and interested parties who wish to communicate with our Board of Directors, non-management members of our Board of Directors as a group, a committee of the Board of Directors or a specific member of our Board of Directors (including our Chairman) may do so by letters addressed to:

**Stoke Therapeutics, Inc.  
c/o Corporate Secretary  
45 Wiggins Avenue  
Bedford, MA 01730**

All communications by letter addressed to the attention of our Corporate Secretary will be reviewed by the Corporate Secretary and provided to the members of the Board of Directors unless such communications are unsolicited items, sales materials and other routine items and items unrelated to the duties and responsibilities of the Board of Directors.

### **Considerations in Evaluating Director Nominees**

The Nominating and Governance Committee is responsible for identifying, considering and recommending candidates to the Board of Directors for Board membership. A variety of methods are used to identify and evaluate director nominees, with the goal of maintaining and further developing a diverse, experienced and highly qualified Board of Directors. Candidates may come to our attention through current members of our Board of Directors, professional search firms, stockholders or other persons.

The Nominating and Governance Committee will recommend to the Board of Directors for selection all nominees to be proposed by the Board of Directors for election by the stockholders, including approval or recommendation of a slate of director nominees to be proposed by the Board of Directors for election at each annual meeting of stockholders, and will recommend all director nominees to be appointed by the Board of Directors to fill interim director vacancies. Our Board of Directors encourages selection of directors who will

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contribute to the company's overall corporate goals. The Nominating and Governance Committee may from time to time review and recommend to the Board of Directors the desired qualifications, expertise and characteristics of directors, including such factors as business experience, diversity and personal skills in life sciences and biotechnology, finance, marketing, financial reporting and other areas that are expected to contribute to an effective Board of Directors. Exceptional candidates who do not meet all of these criteria may still be considered. In evaluating potential candidates for the Board of Directors, the Nominating and Governance Committee considers these factors in the light of the specific needs of the Board of Directors at that time.

In addition, under our Corporate Governance Guidelines, a director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board of Directors and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. Thus, the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member, as well as his or her other professional responsibilities, will be considered. Also under our Corporate Governance Guidelines, there are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating recommendations for nomination for reelection, the Nominating and Governance Committee considers director tenure. We value diversity on a company-wide basis but have not adopted a specific policy regarding Board diversity.

### **Stockholder Recommendations for Nominations to the Board of Directors**

The Nominating and Governance Committee will consider properly submitted stockholder recommendations for candidates for our Board of Directors who meet the minimum qualifications as described above. The Nominating and Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder. A stockholder of record can nominate a candidate for election to the Board of Directors by complying with the procedures in Article I, Section 1.12 of our bylaws. Any eligible stockholder who wishes to submit a nomination should review the requirements in the bylaws on nominations by stockholders. Any nomination should be sent in writing to our Corporate Secretary, Stoke Therapeutics, Inc., 45 Wiggins Avenue, Bedford, MA 01730. Submissions must include the full name of the proposed nominee, complete biographical information, a description of the proposed nominee's qualifications as a director, other information specified in our bylaws, and a representation that the nominating stockholder is a beneficial or record holder of our stock. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected. These candidates are evaluated at meetings of the Nominating and Governance Committee, and may be considered at any point during the year. If any materials are provided by a stockholder in connection with the recommendation of a director candidate, such materials are forwarded to the Nominating and Governance Committee.

All proposals of stockholders that are intended to be presented by such stockholder at an annual meeting of stockholders must be in writing and notice must be delivered to the Corporate Secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the anniversary of the preceding year's annual meeting, except that in the case of our first annual meeting following our initial public offering or if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, for the stockholder notice to be timely, it must be delivered to the Corporate Secretary at our principal executive offices (1) not earlier than the close of business on the 120th day prior to the currently proposed annual meeting and (2) not later than the close of business on the later of the 90th day prior to such annual meeting or the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made by us. Stockholders are also advised to review our bylaws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominations.

**PROPOSAL NO. 1  
ELECTION OF CLASS I DIRECTORS**

Our Board of Directors is divided into three classes. Each class serves for three years, with the terms of office of the respective classes expiring in successive years. Directors and director nominees in Class I will stand for election at this meeting. The terms of office of directors in Class II and Class III do not expire until the annual meetings of stockholders to be held in 2021 and 2022, respectively. Our Nominating and Governance Committee recommended to our Board of Directors, and our Board of Directors nominated Adrian R. Krainer, an incumbent Class I director, and Julie Anne Smith, for election as Class I directors at the Annual Meeting. At the recommendation of our Nominating and Governance Committee, our Board of Directors proposes that the Class I nominees be elected as Class I directors for a three-year term expiring at the annual meeting of stockholders to be held in 2023 and until such directors' successors are duly elected and qualified or until such directors' earlier resignation or removal.

The directors will be elected by a plurality of the votes present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. This means that the two individuals nominated for election to the Board of Directors at the Annual Meeting receiving the highest number of "FOR" votes will be elected. You may vote "FOR ALL NOMINEES", or vote to "WITHHOLD AUTHORITY FOR ALL NOMINEES" or vote "FOR ALL EXCEPT" one or more of the nominees you specify. Shares represented by proxies will be voted "FOR" the election of the Class I nominee, unless the proxy is marked to withhold authority to so vote. You may not cumulate votes in the election of directors. If any nominee for any reason is unable to serve, the proxies may be voted for such substitute nominee as the proxy holders, who are officers of our company, might determine. The nominees have consented to being named in this proxy statement and to serve if elected. Proxies may not be voted for more than two directors.

**Nominees to the Board of Directors**

The nominees and their ages as of April 15, 2020 are provided in the table below. Additional biographical information for each nominee is set forth in the text below the table.

<u>Name</u>	<u>Age</u>	<u>Class</u>
Adrian R. Krainer, Ph.D.(1)	61	Class I Director
Julie Anne Smith	49	Class I Director Nominee

(1) Member of our Nominating and Governance Committee.

**Adrian R. Krainer, Ph.D.**, co-founded Stoke Therapeutics, Inc. and has served as a member of our Board of Directors since June 2014. Professor Krainer is the St. Giles Professor at Cold Spring Harbor Laboratory, a biological research institution, where he has served since 1986 and where his work led directly to the invention and development of SPINRAZA. Professor Krainer holds a B.A. in Biochemistry from Columbia University and a Ph.D. in Biochemistry from Harvard University. We believe that Professor Krainer is qualified to serve on our Board of Directors because of his extensive experience in biopharmaceutical research and development and experience in RNA splicing and antisense therapies.

**Julie Anne Smith** has served as the President and Chief Executive Officer of E-Scape Bio, Inc., a biotechnology company developing novel small-molecule therapeutics for inherited neurodegenerative diseases, since August 2018. Previously, Ms. Smith served as the President and Chief Executive Officer at Nuredis, Inc. from August 2017 to July 2018, and President and Chief Executive Officer at Raptor Pharmaceutical Corp., a public, commercial stage biopharmaceutical company focused on developing and commercializing treatments for orphan diseases, from September 2012 to October 2016. She joined Raptor in 2012 and held positions of increasing responsibility until being appointed President and Chief Executive Officer. Prior to joining Raptor, Ms. Smith served as the Chief Commercial Officer at Enobia Pharmaceuticals until May 2012, after its acquisition by

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Alexion Pharmaceuticals, Inc. Previously, Ms. Smith served in positions of increasing responsibility at Jazz Pharmaceuticals plc, Genzyme Novazyme and Bristol-Myers Squibb Company. Ms. Smith currently serves as an independent director of Exelixis, Inc., a public genomics-based drug discovery company. She previously served on the board of directors of Audentes Therapeutics, Inc., a genetic medicines company, and as a director on the Health and Emerging Companies Sections of the Biotechnology Industry Organization (BIO) board. Ms. Smith holds a B.S. in Biological and Nutritional Sciences from Cornell University. We believe that Ms. Smith's extensive executive experience at biotechnology companies qualifies her to serve on our board of directors.

### Continuing Directors

The directors who are serving for terms that end following the Annual Meeting and their ages are provided in the table below. Additional biographical information for each nominee is set forth in the text below the table.

<u>Name</u>	<u>Age</u>	<u>Class</u>
Jennifer C. Burstein, CPA(1)	48	Class II Director
Arthur A. Levin, Ph.D.(1)(2)(3)	66	Class II Director
Edward M. Kaye, M.D.	71	Class III Director
Seth L. Harrison, M.D.(2)(3)	59	Class III Director
Arthur O. Tzianabos, Ph.D.(1)(2)	57	Class III Director

- (1) Member of our Audit Committee
- (2) Member of our Compensation Committee
- (3) Member of our Nominating and Governance Committee

**Jennifer C. Burstein, CPA**, has served as a member of our Board of Directors since June 2019. From January 2018 to February 2019, Ms. Burstein served as Senior Vice President of Finance and principal financial officer at Loxo Oncology, Inc., a biotechnology company, until its acquisition by Eli Lilly and Company. Ms. Burstein previously served as Vice President of Finance and principal financial officer of Loxo Oncology since May 2015. Prior to Loxo Oncology, Ms. Burstein served as Vice President of Finance at Acorda Therapeutics, Inc., a public biotechnology company, from July 2010 until April 2015, where she held several positions of increasing responsibility in Finance from 2006 until being appointed Vice President of Finance. Prior to joining Acorda, from 2002 to 2006, she was with Eyetech Pharmaceuticals, Inc., a public biotechnology company, which is currently a subsidiary of Valeant Pharmaceuticals International, Inc., where she held several positions of increasing responsibility in Finance until being promoted to Senior Director, Accounting. Before Eyetech, Ms. Burstein worked in the Finance departments at several companies and in public accounting. Ms. Burstein received her B.S. in Business Administration and M.B.A. in Accounting from the State University of New York at Buffalo and has a CPA license in New York. We believe that Ms. Burstein is qualified to serve on our Board of Directors because of her expertise in financial and accounting matters and her extensive experience in the biotechnology industry.

**Arthur A. Levin, Ph.D.**, has served as a member of our Board of Directors since September 2015. Since January 2014, Dr. Levin has served as Chief Scientific Officer at Avidity Biosciences, Inc., a biotechnology company. From April 2012 to January 2014, Dr. Levin served as Executive Vice President at miRagen Therapeutics, Inc., an RNA-focused therapeutics company. Prior to joining miRagen Therapeutics, Inc., Dr. Levin served in various senior management positions at Santaris Pharma A/S Corp., a biopharmaceutical company, and Ionis Pharmaceuticals, Inc., a public, RNA-focused biopharmaceutical company. Dr. Levin holds a B.S. in Biology from Muhlenberg College and a Ph.D. in Toxicology from the University of Rochester. We believe that Dr. Levin is qualified to serve on our Board of Directors because of his industry experience, including his expertise in nucleic-acid-based therapeutics.

**Edward M. Kaye, M.D.**, has served as our Chief Executive Officer and a member of our Board of Directors since October 2017. Dr. Kaye joined us from Sarepta Therapeutics, Inc., a medical research and drug



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development company, where he served as President and Chief Executive Officer from September 2016 to July 2017, Interim Chief Executive Officer from April 2015 to September 2016 and Chief Medical Officer from June 2011 to March 2017. From 2001 to 2007, Dr. Kaye served in various positions at Genzyme Corporation, a biotechnology company, including most recently as Group Vice President of Clinical Development. Previously, Dr. Kaye served as Chief of Biochemical Genetics at Children's Hospital of Philadelphia, Chief of Neurology at St. Christopher's Hospital for Children, and as a member of the research staff at Massachusetts General Hospital and Tufts University Medical Center. Dr. Kaye currently serves as a Neurological Consultant at the Children's Hospital of Boston. Dr. Kaye is also a member of the boards of directors of Cytokinetics, Inc., a public biopharmaceutical company, and the Massachusetts Biotechnology Council, a private non-profit life sciences industry organization. Dr. Kaye holds a B.S. in Biology/Chemistry from Loyola University and a M.D. from the Loyola University Stritch School of Medicine. We believe that Dr. Kaye is qualified to serve on our Board of Directors because of his extensive leadership and clinical experience in the medical and biotechnology fields.

**Seth L. Harrison, M.D.**, has served as the chairman of our Board of Directors since July 2015. Dr. Harrison serves as Managing Partner at Apple Tree Partners, a venture capital firm, which he founded in 1999. Prior to founding Apple Tree Partners, Dr. Harrison served as a General Partner at Oak Investment Partners, a venture capital and private equity firm, and as a Venture Partner at Sevin Rosen Funds, a technology-focused venture capital firm. Dr. Harrison currently serves as a member of the board of directors of Akerio Therapeutics, Inc., a public biopharmaceutical company. Dr. Harrison also serves as the chairman of the boards of directors of Braeburn, Inc., a pharmaceutical company, Elstar Therapeutics, Inc., an immunotherapy company, Gala Therapeutics, Inc., a medical device company, and Limelight Bio, Inc., a gene therapy company, as well as several other private companies. Dr. Harrison holds an A.B. from Princeton University and an M.D. and M.B.A. from Columbia University. We believe that Dr. Harrison is qualified to serve on our Board of Directors because of his experience in the life sciences industry, his experience as a venture capitalist, as well as his service on the boards of directors of numerous biopharmaceutical companies.

**Arthur O. Tzianabos, Ph.D.**, has served as a member of our Board of Directors since September 2018. Since April 2016, Dr. Tzianabos has served as President and Chief Executive Officer at Homology Medicines, Inc., a genetic medicines company. Prior to joining Homology Medicines, Inc., Dr. Tzianabos served as President and Chief Scientific Officer at OvaScience, Inc., a biotechnology company, from September 2013 to March 2016. Previously, Dr. Tzianabos served in various senior management positions at Shire Plc, a pharmaceutical company, and as a professor at Harvard Medical School. Dr. Tzianabos serves on the Board of Directors of Akouos, Inc., a private biotechnology company. Dr. Tzianabos holds a B.S. in Biology from Boston College and a Ph.D. in Microbiology from the University of New Hampshire. We believe that Dr. Tzianabos is qualified to serve on our Board of Directors because of his executive and clinical experience, as well as his extensive involvement in the biotechnology industry.

### **Family Relationships**

There are no familial relationships among any of our directors and executive officers.

### **Non-Employee Director Compensation**

For the year ended December 31, 2019, our non-employee directors received the following compensation:

- Prior to June 2019, we did not have a formal policy to provide any cash or equity compensation to our non-employee directors for their service on our Board of Directors or committees of our Board of Directors. In connection with our initial public offering, our Board of Directors approved a grant of options to purchase 29,555 shares of our common stock (the "IPO Grant") to be made to our non-employee directors upon the pricing of our initial public offering. In September 2019, when our Board of Directors formally granted the shares previously approved, our Board of Directors determined to reduce the size of the grant from the IPO Grant to 14,777 shares (the "Annual Grant") for those directors who had been granted shares of the Company's capital stock in the past. Accordingly, in

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September 2019, the Annual Grants of options to purchase 14,777 shares of our common stock were to each of Adrian R. Krainer, Arthur A. Levin and Arthur O. Tzianabos, vesting as follows: subject to the director's continued service through the applicable vesting date, 100% vesting on the first anniversary of the vesting commencement date. In September 2019, the IPO Grants of options to purchase 29,555 shares of our common stock were granted to each of Jennifer C. Burstein, Samuel W. Hall and Seth L. Harrison, vesting as follows: 1/12th on the first anniversary of the vesting commencement date, and an additional 1/12th on each quarterly anniversary thereafter, subject to the director's continued service on each applicable vesting date.

- In connection with our initial public offering, the following compensation program for our non-employee directors was adopted by our Board of Directors, which was paid quarterly in arrears and was pro-rated for partial quarters served:
  - *Cash Compensation.* The program provides an annual cash retainer of \$35,000 to each non-employee director. Additionally, the Chairman of our Board of Directors receives an additional annual payment of \$30,000; the Chairmen of our Audit, Compensation and Nominating and Governance receive an additional annual payment of \$15,000, \$10,000 and \$8,000 respectively; and the members of our Audit, Compensation and Nominating and Governance receive an additional annual payment of \$7,500, \$5,000 and \$4,000 respectively.
  - *Equity Compensation.* Each new non-employee director who joins our Board of Directors will, unless the Board of Directors determines that such grant will not be made automatically, be automatically granted an option to purchase 29,555 shares of our common stock (or such other number of shares of our common stock as may be determined by our board of directors from time to time, subject to the limits set forth in the 2019 Equity Incentive Plan) upon the director's initial appointment to our board of directors. Such grant will vest in twelve substantially equal quarterly installments on each quarterly anniversary of the date of grant, such that the grant will become fully vested and exercisable on the three-year anniversary of the date of grant, subject to the director's continued service on each applicable vesting date. On the date of each annual meeting of stockholders, each non-employee director who continues to serve on our Board of Directors immediately following such meeting will receive an Annual Grant, which grant will vest on the one-year anniversary of the date of the grant, such that the grant will become fully vested and exercisable on the one-year anniversary of the date of grant, or if earlier, the next annual meeting of our stockholders, subject to the director's continued service on each applicable vesting date.

Non-employee directors are also reimbursed for reasonable expenses incurred in serving as a director, including travel expenses for attending meetings of our Board of Directors.

The following table sets forth the compensation earned by or paid to our non-employee directors for services provided during the year ended December 31, 2019. Our Chief Executive Officer, Dr. Kaye, receives no compensation for his service as a director. Other than as described below, none of our non-employee directors received any fees or reimbursement of any expenses (other than customary expenses in connection with the attendance of meetings of our Board of Directors) or any equity or non-equity awards in the year ended December 31, 2019.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Option Awards (\$)<sup>(1)</sup></u>	<u>Total (\$)</u>
Jennifer C. Burstein, CPA <sup>(2)</sup>	25,000	486,048	511,048
Adrian R. Krainer, Ph.D. <sup>(3)</sup>	119,500 <sup>(8)</sup>	234,278	355,778
Arthur A. Levin, Ph.D. <sup>(4)</sup>	48,250	234,278	282,528
Seth L. Harrison, M.D. <sup>(5)</sup>	39,000	486,048	525,048
Samuel W. Hall, Ph.D. <sup>(6)</sup>	17,500	486,048	486,048
Arthur O. Tzianabos, Ph.D. <sup>(7)</sup>	48,750	234,278	283,028

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- (1) The amounts reported in the Option Awards column represent the grant date fair value of the stock options granted to the director during the year ended December 31, 2019 as computed in accordance with ASC 718. The assumptions used in calculating the grant date fair value of the stock options reported in the Option Awards column are set forth in Note 8 to the audited consolidated financial statements included in this Form 10-K for the year ended December 31, 2019. Note that the amounts reported in this column reflect the accounting cost for these stock options, and do not correspond to the actual economic value that may be received by the named executive officers from the options.
  - (2) As of December 31, 2019, Ms. Burstein held options to purchase 29,555 shares of our common stock.
  - (3) As of December 31, 2019, Dr. Krainer held options to purchase 79,089 shares of our common stock.
  - (4) As of December 31, 2019, Dr. Levin held options to purchase 58,535 shares of our common stock.
  - (5) As of December 31, 2019, Dr. Harrison held options to purchase 29,555 shares of our common stock.
  - (6) As of December 31, 2019, Dr. Hall held options to purchase 29,555 shares of our common stock.
  - (7) As of December 31, 2019, Dr. Tzianabos held options to purchase 76,516 shares of our common stock.
  - (8) Dr. Krainer was paid an annual consulting fee of \$100,000 for his services in 2019, as described below under “—Certain Relationships and Related Party Transactions—Transactions with Adrian R. Krainer.”

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF ADRIAN R. KRAINER AND JULIE ANNE SMITH TO SERVE AS CLASS I DIRECTORS.**

**PROPOSAL NO. 2**  
**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has selected KPMG LLP as our principal independent registered public accounting firm to perform the audit of our financial statements for the fiscal year ending December 31, 2020. KPMG LLP audited our financial statements for the fiscal years ended December 31, 2019 and 2018. We expect that representatives of KPMG LLP will be present at the Annual Meeting, will be able to make a statement if they so desire, and will be available to respond to appropriate questions.

At the Annual Meeting, the stockholders are being asked to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020. Our Audit Committee is submitting the selection of KPMG LLP to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. If this proposal does not receive the affirmative approval of a majority of the votes cast on the proposal, the Audit Committee would reconsider the appointment. Notwithstanding its selection and even if our stockholders ratify the selection, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in our best interests and the interests of our stockholders.

The following table presents fees for professional audit services rendered by KPMG LLP for the audit of our annual financial statements for the years ended December 31, 2019 and 2018 (in thousands).

<u>Fee Category</u>	<u>2019</u>	<u>2018</u>
Audit Fees(1)	\$ 991	\$227
Audit-related fees	—	—
Tax Fees(2)	20	—
All Other Fees	—	—
Total Fees	<u>\$1,011</u>	<u>\$227</u>

- (1) Audit Fees include fees and related expenses for annual audits and quarterly reviews as well as fees related to our initial public offering.
- (2) Tax Fees include fees for tax compliance and advice. Tax advice fees encompass a variety of permissible services, including technical tax advice related to federal and state income tax matters, assistance with sales tax, and assistance with tax audits.

**Principal Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

Our Audit Committee generally pre-approves all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. Our Audit Committee may also pre-approve particular services on a case-by-case basis. All of the services relating to the fees described in the table above were approved by our Audit Committee.

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" APPROVAL OF PROPOSAL NO. 2.**

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee is appointed by the Board of Directors to assist the Board of Directors in fulfilling its oversight responsibilities with respect to (1) the integrity of Stoke's financial statements and financial reporting process and systems of internal controls regarding finance, accounting, and compliance with legal and regulatory requirements, (2) the qualifications, independence, and performance of Stoke's independent registered public accounting firm, (3) the performance of Stoke's internal audit function, if any, and (4) other matters as set forth in the charter of the Audit Committee approved by the Board of Directors.

Management is responsible for the preparation of Stoke's financial statements and the financial reporting process, including its system of internal control over financial reporting and its disclosure controls and procedures. The independent registered public accounting firm is responsible for performing an audit of Stoke's financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated financial statements of Stoke Therapeutics, Inc. for the fiscal year ended December 31, 2019. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by the applicable standards of the PCAOB. In addition, the Audit Committee received written communications from the independent registered public accounting firm confirming their independence as required by the applicable requirements of the PCAOB and has discussed with the independent registered public accounting firm their independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements of Stoke Therapeutics, Inc be included in Stoke's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, that was filed with the SEC. The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF STOKE THERAPEUTICS, INC.

Jennifer C. Burstein, Chair

Arthur A. Levin

Arthur O. Tzianabos

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2020, by:

- each stockholder known by us to be the beneficial owner of more than 5% of our common stock;
- each of our directors or director nominees;
- each of our named executive officers; and
- all of our directors, director nominees and executive officers as a group.

Percentage ownership of our common stock is based on 32,959,372 shares of our common stock outstanding on March 31, 2020. We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities, and the information is not necessarily indicative of beneficial ownership for any other purpose. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. We have deemed all shares of common stock subject to options or other convertible securities held by that person or entity that are currently exercisable or that will become exercisable within 60 days of March 31, 2020 to be outstanding and to be beneficially owned by the person or entity holding the option for the purpose of computing the percentage ownership of that person or entity but have not treated them as outstanding for the purpose of computing the percentage ownership of any other person or entity. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Stoke Therapeutics, Inc., 45 Wiggins Avenue, Bedford, MA 01730.

<u>Name of beneficial owner</u>	<u>Number of shares beneficially owned</u>	<u>Percentage of shares beneficially owned</u>
<i>5% Stockholders</i>		
Apple Tree Partners, IV, L.P.(1)	16,796,567	50.9%
Entities affiliated with RTW Investments, L.P.(2)	3,544,248	10.8%
Entities affiliated with Cormorant Asset Management, LP(3)	1,788,663	5.4%
Gilder Gagnon Howe & Co. LLC(4)	1,827,201	5.5%
<i>Named Executive Officers, Directors and Director Nominees</i>		
Edward M. Kaye, M.D.(5)	644,285	1.9%
Stephen J. Tulipano, CPA(6)	84,168	*
Robin A. Walker, J.D.(7)	2,500	*
Jennifer C. Burstein, CPA(8)	9,848	*
Seth L. Harrison, M.D.(1)	16,796,567	50.9%
Samuel W. Hall, Ph.D.(9)	9,848	*
Adrian R. Krainer, Ph.D.(10)	427,582	1.3%
Arthur A. Levin, Ph.D.(11)	38,367	*
Julie Anne Smith	—	—
Arthur O. Tzianabos, Ph.D.(12)	25,270	*
All current executive officers and directors as a group (13 persons)(13)	18,816,705	54.6%

\* Represents beneficial ownership of less than one percent.

(1) Based on Schedule 13-D filed by Apple Tree Partners IV, L.P. on July 1, 2019. Consists of (i) 16,786,713 shares of common stock held by Apple Tree Partners IV, L.P. (ATP IV), and (ii) 9,848 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020. ATP III GP, Ltd. (ATP III), is the sole general partner of ATP IV. Seth L. Harrison, M.D., a member of our board of directors, is the sole director of ATP III and may be deemed to have sole voting and dispositive power over

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the shares held by ATP IV. Dr. Harrison disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein. The address of ATP IV is 230 Park Avenue, Suite 2800, New York, New York 10169.

- (2) Based on Schedule 13-G/A filed by RTW Investments, LP on February 14, 2020. Consists of 3,544,248 shares of common stock held by RTW Master Fund, Ltd. and one or more private funds (together, Funds) managed by RTW Investments, LP (Adviser). The Adviser, in its capacity as the investment manager of the Funds, has the power to vote and the power to direct the disposition of all Shares held by the Funds. Roderick Wong is the Managing Partner of the Adviser. Each of the reporting persons herein disclaims beneficial ownership of the Shares reported herein except to the extent of the reporting person's pecuniary interest therein. The address of the Adviser is 412 West 15th Street, Floor 9, New York, New York 10011.
- (3) Based on Schedule 13-G/A filed by Cormorant Asset Management, LP on February 14, 2020. Consists of 1,788,663 shares which are beneficially by Cormorant Global Healthcare Master Fund, LP (Master Fund), Cormorant Private Healthcare Fund I, LP (Fund I) and Cormorant Private Healthcare Fund II, LP (Fund II), as reported herein, and a managed account (Account). Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP, LLC and Cormorant Private Healthcare GP II, LLC serve as the general partners of the Master Fund, Fund I and Fund II, respectively. Cormorant Asset Management, LP serves as the investment manager to the Master Fund, Fund I, Fund II and the Account. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP, LLC and the general partner of Cormorant Asset Management, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein. The address of Cormorant Asset Management, LP is 3 Preston Court, Bedford, MA 01730.
- (4) Based on Schedule 13-G filed by Gilder, Gagnon, Howe & Co. LLC (Gilder) on February 14, 2020. Gilder has shared voting and dispositive power with respect to 1,827,201 shares of common stock. The principal address for Gilder is 475 10th Avenue, New York, NY 10018.
- (5) Represents (i) 50,000 shares of common stock and (ii) 594,285 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (6) Represents 84,168 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (7) Represents 2,500 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (8) Represents 9,848 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (9) Represents 9,848 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (10) Represents (i) 558,117 shares of common stock and (ii) 22,864 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (11) Represents (i) 17,979 shares of common stock held of record by Arthur A. Levin, Ph.D., as trustee of the Butler-Levin Revocable Trust and (ii) 20,388 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (12) Represents 25,270 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.
- (13) Represents (i) 17,467,912 shares of common stock and (ii) 1,502,192 shares underlying options to purchase common stock that are exercisable within 60 days of March 31, 2020.

## EXECUTIVE OFFICERS

The following table provides information regarding our executive officers as of April 15, 2020:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
Edward M. Kaye, M.D.	71	Chief Executive Officer and Director
Huw M. Nash, Ph.D.	53	Chief Operating Officer and Chief Business Officer
Stephen J. Tulipano, CPA	61	Chief Financial Officer
Barry S. Ticho, M.D., Ph.D., FACC	60	Chief Medical Officer
Gene Liau, Ph.D.	65	Executive Vice President, Head of Research and Preclinical Development
Robin A. Walker, J.D.	51	Senior Vice President, Chief Legal Officer, Chief Compliance Officer and Corporate Secretary

**Edward M. Kaye, M.D.** has served as our Chief Executive Officer and a member of our Board of Directors since October 2017. Dr. Kaye's biographical information is set forth above under the heading "Proposal No. 1 Election of Class I Directors – Continuing Directors."

**Huw M. Nash, Ph.D.**, has served as our Chief Operating Officer and Chief Business Officer since October 2017, and served as our Chief Executive Officer from October 2014 to October 2017. Dr. Nash also served as an Entrepreneur-in-Residence at Apple Tree Partners, a venture capital firm. While at Apple Tree Partners, Dr. Nash was part of the founding group of entrepreneurs who worked on the original platform technology for Aileron Therapeutics, Inc., a biopharmaceutical company. Dr. Nash also served as Vice President of Corporate Development at Aileron Therapeutics, Inc. from 2005 to 2013. Prior to joining Aileron Therapeutics, Inc., Dr. Nash was a founding scientist of NeoGenesis Pharmaceuticals, Inc., a drug discovery company, where he served as Vice President of External Collaborations from 1997 to 2005 until its acquisition by Schering-Plough Corp. Dr. Nash holds a B.A. in Biochemical Sciences from Harvard College and a Ph.D. in Organic Chemistry from Harvard University.

**Stephen J. Tulipano, CPA**, has served as our Chief Financial Officer since March 2019. From June 2014 to July 2018, Mr. Tulipano served as Chief Financial Officer and Treasurer of Aldeyra Therapeutics, Inc., a biotechnology company. From January 2011 to June 2014, Mr. Tulipano served in an accounting and management advisory role at Three Tulips, Inc. Previously, Mr. Tulipano was Chief Financial Officer and Secretary of Javelin Pharmaceuticals, Inc. Mr. Tulipano holds a B.S. from Salem State College and an M.B.A. from Suffolk University. He is a Certified Public Accountant.

**Barry S. Ticho, M.D., Ph.D., FACC**, has served as our Chief Medical Officer since October 2017. From February 2016 to September 2017, Dr. Ticho served as Head of Cardiovascular and Metabolic Diseases at Moderna, Inc., a biotechnology company. From October 2013 to February 2016, Dr. Ticho served as Head of External Research and Development Innovation for the Cardiovascular and Metabolic Disease Research Unit at Pfizer, Inc., a pharmaceutical company. Previously, Dr. Ticho served as the Vice President of Clinical Development at Biogen Inc., a biopharmaceutical company. Dr. Ticho holds a B.A. in Biology from Haverford College and an M.D. and a Ph.D. in Biochemistry and Molecular Biology from the University of Chicago.

**Gene Liau, Ph.D.**, has served as our Executive Vice President, Head of Research and Preclinical Development since January 2018. From September 2015 to August 2017, Dr. Liau served as Senior Vice President and Head of Gene Therapy Research and Development at Precision Biosciences, Inc., a biotechnology company. From July 2011 to June 2015, Dr. Liau served in various roles at Pfizer, Inc., a pharmaceutical company, most recently as Executive Director and Head of External Research and Development Rare Diseases and Hematology. Dr. Liau holds a B.S. in Biology from the University of North Carolina at Chapel Hill and a Ph.D. in Biochemistry from Vanderbilt University.



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**Robin A. Walker, J.D.**, has served as our Senior Vice President, Chief Legal Officer since November 2019 and as our Chief Compliance Officer and Corporate Secretary since December 2019. From June 2017 to September 2019, Ms. Walker served as Senior Vice President, Head of Legal at Casebia Therapeutics LLC, a gene editing company. Prior to Casebia Therapeutics, Ms. Walker served as Associate General Counsel, Corporate, at Biogen Inc., a biotechnology company, from February 2009 to June 2017. Prior to joining Biogen, Ms. Walker served as Senior Corporate Counsel at Staples, Inc., an office retail company, from 2004 to 2009 Ms. Walker received her J.D. from the Boston University School of Law and her B.A. from Vassar College.

### EXECUTIVE COMPENSATION

The following tables and accompanying narrative disclosure set forth information about the compensation provided to certain of our executive officers during the years ended December 31, 2019 and 2018. These executive officers, who include our principal executive officer and the two most highly-compensated executive officers (other than our principal executive officer) who were serving as executive officers at the end of the fiscal year ended December 31, 2019, were:

- Edward M. Kaye, M.D., Chief Executive Officer;
- Stephen J. Tulipano, CPA, Chief Financial Officer; and
- Robin A. Walker, J.D., Chief Legal Officer, Chief Compliance Officer and Corporate Secretary.

We refer to these individuals as our “named executive officers.”

#### Summary Compensation Table

The following table presents summary information regarding the total compensation for services rendered in all capacities that was earned by our named executive officers during the years ended December 31, 2019 and 2018, all amounts are in dollars:

Name	Year	Salary	Bonus	Option Awards(1)	Non-equity Incentive Plan Compensation(2)	All Other Compensation	Total
<b>Edward M. Kaye, M.D.</b> Chief Executive Officer	2019	477,405	—	—	190,962	—	662,805
	2018	463,500	—	837,748	185,400	—	1,486,648
<b>Stephen J. Tulipano, CPA</b> Chief Financial Officer(3)	2019	294,318	—	743,455	129,500	9,123(4)	1,176,396
<b>Robin A. Walker, J.D.</b> Chief Legal Officer, Chief Compliance Officer and Corporate Secretary(5)	2019	56,061	30,000	1,155,481	—	—	1,241,542

(1) The amounts reported in the Option Awards column represent the grant date fair value of the stock options granted to the named executive officers during the years ended December 31, 2019 and 2018 as computed in accordance with ASC 718. The assumptions used in calculating the grant date fair value of the stock options reported in the Option Awards column are set forth in Note 10 to the audited consolidated financial statements included in Form 10-K. Note that the amounts reported in this column reflect the accounting cost for these stock options, and do not correspond to the actual economic value that may be received by the named executive officers from the options.

(2) For additional information regarding the non-equity incentive plan compensation, see section entitled “Non-equity Incentive Plan Awards.”

(3) Mr. Tulipano joined the Company as Chief Financial Officer on March 18, 2019.

(4) Mr. Tulipano received consulting fees for services rendered to us prior to joining the Company as Chief Financial Officer on March 18, 2019.

(5) Ms. Walker joined the Company as Chief Legal Officer, Chief Compliance Officer and Corporate Secretary on November 12, 2019.

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### *Non-equity Incentive Plan Awards*

Annual bonuses for our executive officers are based on the achievement of corporate and, for all of the executive officers other than our Chief Executive Officer, individual performance objectives. For 2019, the corporate performance objectives included advancing our Dravet program, developing our pipeline, expanding our platform and its capabilities, growing, retaining and developing our team, and initiating a collaboration. In February 2020, based on the achievement of these corporate performance objectives and satisfaction of individual performance goals, our Board of Directors determined to award bonuses equal to 100% of target.

For the 2018 bonuses, the corporate performance objectives similarly included advancing our pipeline, expanding our platform and its capabilities, growing our team, and executing financings and partnerships. In February 2019, based on the achievement of these corporate performance objectives and satisfaction of individual performance goals, our Board of Directors determined to award bonuses equal to 100% of target.

### *Outstanding Equity Awards at 2019 Fiscal Year-End Table*

Name	Grant Date	Vesting Commencement Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date
			Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)		
<b>Edward M. Kaye, M.D.</b> Chief Executive Officer	4/2/2018 <sup>(1)</sup> 12/12/2018 <sup>(2)</sup>	10/17/2017 10/22/2018	377,976 136,612	269,825 331,170	0.60 2.19	4/2/2028 12/12/2028
<b>Stephen J. Tulipano, CPA</b> Chief Financial Officer	3/18/2019 <sup>(1)</sup>	3/15/2019	—	279,997	4.48	3/18/2029
<b>Robin A. Walker, J.D.</b> Chief Legal Officer, Chief Compliance Officer and Corporate Secretary	11/15/2019 <sup>(3)</sup>	11/12/2019	—	84,800	23.32	11/15/2029

- (1) The outstanding options were granted under our 2014 Equity Incentive Plan, and 1/4th of the option vested on the one-year anniversary of the vesting commencement date and an additional 1/48th vests monthly thereafter, subject to the executive's continued service to us. The options are also subject to double trigger acceleration as described in greater detail in the "Employment Agreements" section below.
- (2) The outstanding options were granted under our 2014 Equity Incentive Plan, and 1/48th of the option vests on each one-month anniversary of the vesting commencement date, subject to the executive's continued service to us. The options are also subject to double trigger acceleration as described in greater detail in the "Employment Agreements" section below.
- (3) The outstanding options were granted under our 2019 Equity Incentive Plan, and 1/4th of the option vests on the one-year anniversary of the vesting commencement date and an additional 1/48th vests monthly thereafter, subject to the executive's continued service to us. The options are also subject to double trigger acceleration as described in greater detail in the "Employment Agreements" section below.

### *Employment Agreements*

We have entered into employment agreements with each of our named executive officers that provide for "at-will" employment and include each named executive officer's base salary, target discretionary annual incentive bonus opportunity, and initial option grant. These agreements also provide for severance benefits upon certain involuntary terminations of employment, as described below.

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Pursuant to the employment agreements, upon a termination of each named executive officer's employment without "cause" or for "good reason" (each as defined in the applicable executive's employment agreement and as described below), subject to the executive's execution and non-revocation of a release of claims in favor of the company, the executive will be entitled to continued salary payments and COBRA reimbursement for 12 months following termination of employment, in the case of Dr. Kaye, nine months following termination of employment, in the case of Ms. Walker, and six months following termination of employment, in the case of Mr. Tulipano.

Each named executive officer is also entitled to the executive's earned but unpaid bonus upon a termination for any reason other than for cause.

Additionally, upon a termination without cause or for good reason within the 90-day period prior to the execution of a definitive agreement providing for the consummation of a "change in control" (as defined in each named executive officer's employment agreement) or the one-year period following a change in control, or, in the case of Mr. Tulipano's options, within the six-month period following a change in control, Dr. Kaye, Ms. Walker and Mr. Tulipano will be entitled to full acceleration of their respective option grants listed above in the section entitled "Outstanding Equity Awards at 2019 Fiscal Year-End Table".

Pursuant to Dr. Kaye's employment agreement, Dr. Kaye is also subject to a post-termination non-competition covenant that extends for 12 months following termination of employment. In the event Dr. Kaye breaches his non-competition covenant, Dr. Kaye will forfeit any unpaid severance benefits.

We have also entered into employee invention assignment and confidentiality agreements with each of our named executive officers, which agreements include a 12-month post-termination non-solicitation covenant.

For purposes of the employment agreements "cause" generally means:

- the executive willfully engages in conduct that is in bad faith and materially injurious to us, including but not limited to, misappropriation of trade secrets, fraud or embezzlement;
- the executive commits a material breach of any written agreement between the executive and us that causes harm to the company, which breach is not timely cured;
- the executive willfully refuses to implement or follow a directive by the board of directors, directly related to the executive's duties, which breach is not timely cured; or
- the executive engages in material misfeasance or malfeasance demonstrated by a continued pattern of material failure to perform the essential job duties associated with executive's position, which breach is not timely cured.

For purposes of the employment agreements "good reason" generally means:

- a material reduction in the executive's duties or responsibilities that is inconsistent with the executive's position;
- the requirement that the executive change his principal office to a facility that increases his commute by more than 40 miles from his commute to the location at which he was employed prior to such change, or
- a material reduction in the executive's base salary or a material reduction in the executive's employee benefits.

### *Potential payments upon termination or change in control*

#### Employment Agreements

As described in greater detail above in the section entitled "—Employment agreements", each named executive officer is eligible to receive certain severance and/or acceleration benefits upon a qualifying termination of employment pursuant to such named executive officer's employment agreement.

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### Option Grant Agreements

Pursuant to Dr. Kaye’s option grant agreements with us, upon a termination of the executive’s employment without cause or for good reason (each as defined above under the section entitled “—Employment agreements”) within the period beginning 90 days prior to execution of a definitive agreement providing for the consummation of a change in control and ending 12 months following a change in control, the executive will be entitled to 100% acceleration of any outstanding and unvested options subject to such option grant agreements.

### Other Benefits

Our named executive officers are eligible to participate in our employee benefit plans on the same basis as our other employees, including our health and welfare plans and 401(k).

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information, as of December 31, 2019, concerning securities authorized for issuance under all of our equity compensation plans: our 2014 Equity Incentive Plan, which terminated when we adopted the 2019 Equity Incentive Plan (EIP), and the 2019 Employee Stock Purchase Plan (ESPP).

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u> (a)	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u> (b)	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u> (c)
Equity compensation plans approved by security holders	4,242,357	\$ 3.91 <sup>(1)</sup>	2,495,010
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>4,242,357</b>	<b>\$ 3.91</b>	<b>2,495,010</b>

- (1) Represents 2,180,010 shares available for issuance under our the EIP, which plan permits the grant of incentive and non-qualified stock options, stock appreciation rights, restricted stock, stock awards and restricted stock units; and 315,000 shares available for issuance under the ESPP. The EIP and ESPP each contain an “evergreen” provision, pursuant to which on January 1st of each year we automatically added 4% and 1% of our shares of common stock outstanding on the preceding December 31st to the shares reserved for issuance, respectively. In addition, pursuant to a “pour over” provision in our EIP, options that were cancelled, expired or terminated under the 2014 Equity Incentive Plan were added to the number of shares reserved for issuance under our EIP.

## CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS

In addition to the compensation arrangements, including employment, termination of employment and change in control arrangements, with our directors and executive officers, including those discussed in the sections entitled “Management” and “Executive Compensation,” the following is a description of each transaction since January 1, 2019 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amounts involved exceeded or will exceed the lesser of \$120,000 and 1% of our total assets; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or an affiliate or immediate family member of the foregoing persons, had or will have a direct or indirect material interest.

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Other than as described below, there have not been, nor are there any currently proposed, transactions or series of similar transactions to which we have been or will be a party other than compensation arrangements, which are described where required under the section entitled “Executive Compensation.”

### **Transactions with Adrian R. Krainer**

In October 2014, we entered into a consulting agreement with Adrian R. Krainer (Krainer Agreement), a director on our Board and an employee of Cold Spring Harbor Laboratory, to provide consulting services related to scientific research related to the development of antisense-based drugs, therapies, diagnostic and research tools, products, services and intellectual property. Pursuant to the Krainer Agreement, we made payments totaling \$100,000 during the year ended December 31, 2019 for such consulting services.

### **Policies and Procedures for Related Party Transactions**

Our Board has adopted a written Related-Party Transactions Policy that provides that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of our common stock, and any members of the immediate family of and any entity affiliated with any of the foregoing persons, are not permitted to enter into a material related person transaction with us without the review and approval of our Audit Committee, or a committee composed solely of independent directors in the event it is inappropriate for our audit committee to review such transaction due to a conflict of interest. The policy provides that any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of our common stock or with any of their immediate family members or affiliates in which the amount involved exceeds \$120,000 will be presented to our Audit Committee (or the committee composed solely of independent directors, if applicable) for review, consideration and approval. In approving or rejecting any such proposal, we expect that our audit committee (or the committee composed solely of independent directors, if applicable) will consider the relevant facts and circumstances available and deemed relevant to the Audit Committee (or the committee composed solely of independent directors, if applicable), including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction.

## **ADDITIONAL INFORMATION**

### **Delinquent Section 16(a) Reports**

Section 16(a) of the Exchange Act requires our directors, executive officers and any persons who own more than 10% of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulation to furnish us with copies of all Section 16(a) forms that they file. Based solely on our review of the copies of such forms furnished to us and written representations from the directors and executive officers during fiscal 2019, we believe that all Section 16(a) filing requirements were timely met in fiscal 2019, except for a Form 3/A filed for Adrian R. Krainer, Ph.D. on April 15, 2020, reporting his beneficial ownership as of June 18, 2019, a Form 4 filed for Edward M. Kaye, M.D. on April 15, 2020 covering one option exercise on December 16, 2019, and a Form 4 filed for Gene Liau, Ph.D. on April 15, 2020 covering one option exercise on December 20, 2019.

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### **Stockholder Proposals to be Presented at Next Annual Meeting**

*Requirements for Stockholder Proposals to be Brought Before an Annual Meeting. Our bylaws provide that for stockholder nominations to our Board of Directors or other proposals to be considered at an annual meeting of stockholders, the stockholder must give timely notice thereof in writing to the Corporate Secretary at Stoke Therapeutics, Inc., 45 Wiggins Avenue, Bedford, MA 01730.*

To be timely for our company's annual meeting of stockholders to be held in 2021 (2021 Annual Meeting), a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices not earlier than the close of business on February 3, 2021 and not later than the close of business on March 5, 2021. A stockholder's notice to the Corporate Secretary must set forth as to each matter the stockholder proposes to bring before the 2021 Annual Meeting the information required by applicable law and our bylaws. However, if the date of the 2021 Annual Meeting is more than 30 days before or more than 60 days after the one-year anniversary of the date of our 2020 Annual Meeting, for the stockholder notice to be timely, it must be delivered to the Corporate Secretary at our principal executive offices (1) not earlier than the close of business on the 120th day prior to the currently proposed annual meeting and (2) not later than the close of business on the later of the 90th day prior to such annual meeting or the close of business on the 10th day following the day on which public announcement of the date of such meeting is first made by us.

*Requirements for Stockholder Proposals to be Considered for Inclusion in our Proxy Materials. Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at our 2021 Annual Meeting must be received by us not later than December 22, 2020 in order to be considered for inclusion in our proxy materials for that meeting. A stockholder's notice to the Corporate Secretary must set forth as to each matter the stockholder proposes to bring before the 2021 Annual Meeting the information required by applicable law and our bylaws.*

### **Available Information**

We will mail without charge, upon written request, a copy of our Annual Report on Form 10-K for the year ended December 31, 2019, including the financial statements and list of exhibits, and any exhibit specifically requested. Requests should be sent to:

**Stoke Therapeutics, Inc.**  
**45 Wiggins Avenue**  
**Bedford, MA 01730**  
**Attn: Investor Relations**

The Annual Report on Form 10-K is also available at <https://investor.stoketherapeutics.com/financials-and-sec-filings>.

### **“Householding” - Stockholders Sharing the Same Address**

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to implement a delivery procedure called “householding.” Under this procedure, multiple stockholders who reside at the same address may receive a single copy of our Annual Report on Form 10-K and proxy materials, including the Notice of Internet Availability, unless the affected stockholder has provided other instructions. This procedure reduces printing costs and postage fees and helps protect the environment as well.

We expect that a number of brokers with account holders who are our stockholders will be “householding” our Annual Report on Form 10-K and proxy materials, including the Notice of Internet Availability. A single Notice of Internet Availability and, if applicable, a single set of Annual Report on Form 10-K and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received.

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from one or more of the affected stockholders. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. Stockholders may revoke their consent at any time by contacting their broker. Stockholders may revoke their consent at any time by contacting American Stock Transfer & Trust Company, LLC, through their website at [www.astfinancial.com](http://www.astfinancial.com) or by phone at (800) 937-5449.

Upon written or oral request, we will undertake to promptly deliver a separate copy of the Notice of Internet Availability and, if applicable, Annual Report on Form 10-K and other proxy materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Notice of Internet Availability and, if applicable, Annual Report on Form 10-K and other proxy materials, you may write our Investor Relations Department at Stoke Therapeutics, Inc., 45 Wiggins Avenue, Bedford, MA 01730, Attn: Investor Relations, submit a request on our website at <https://www.stoketherapeutics.com/contact-us/> or calling (781) 303-8302.

Any stockholders who share the same address and currently receive multiple copies of our Notice of Internet Availability or Annual Report on Form 10-K and other proxy materials who wish to receive only one copy in the future can contact their bank, broker or other holder of record to request information about “householding” or our Investor Relations Department at the address or telephone number listed above.

### **OTHER MATTERS**

Our Board of Directors does not presently intend to bring any other business before the meeting and, so far as is known to the Board of Directors, no matters are to be brought before the meeting except as specified in the notice of the meeting. As to any business that may arise and properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

STOKE THERAPEUTICS, INC.  
45 WIGGINS AVE.  
BEDFORD, MA 01730

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on 06/02/2020 for shares held directly and by 11:59 P.M. ET on 06/02/2020 for shares held in a Plan. 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.

**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 06/02/2020 for shares held directly and by 11:59 P.M. ET on 06/02/2020 for shares held in a Plan. 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.

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

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

<p>The Board of Directors recommends you vote FOR the following:</p> <p>1. Election of Class I Directors to serve until the 2023 annual meeting of stockholders or until his or her successor has been duly elected and qualified.</p> <p><b>Nominees</b></p> <p>01 Adrian R. Krainer                      02 Julie Anne Smith</p>	<p>For All</p> <p>Withhold All</p> <p>For All Except</p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p>	<p>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.</p> <p>_____</p>						
<p>The Board of Directors recommends you vote FOR the following proposal:</p> <p>2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020.</p> <p><b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.</p>	<p>For</p> <p>Against</p> <p>Abstain</p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p>							
<p>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.</p>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; height: 20px;"></td> <td style="width: 20%; height: 20px;"></td> </tr> <tr> <td style="font-size: small;">Signature [PLEASE SIGN WITHIN BOX]</td> <td style="font-size: small;">Date</td> </tr> </table>			Signature [PLEASE SIGN WITHIN BOX]	Date	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; height: 20px;"></td> <td style="width: 20%; height: 20px;"></td> </tr> <tr> <td style="font-size: small;">Signature (Joint Owners)</td> <td style="font-size: small;">Date</td> </tr> </table>			Signature (Joint Owners)	Date
Signature [PLEASE SIGN WITHIN BOX]	Date								
Signature (Joint Owners)	Date								

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement, Form 10-K is/are available at [www.proxyvote.com](http://www.proxyvote.com)

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**STOKE THERAPEUTICS INC  
Annual Meeting of Shareholders  
June 3, 2020 9:00 AM  
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Edward M. Kaye and Robin A. Walker, or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of (Common/Preferred) stock of STOKE THERAPEUTICS, INC. that the shareholder(s) is/are entitled to vote at the Annual Meeting of shareholder(s) to be held at 09:00 AM, EST on June 3, 2020, via live webcast at [www.virtualshareholdermeeting.com/STOK2020](http://www.virtualshareholdermeeting.com/STOK2020), 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.**

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**Continued and to be signed on reverse side**