

**NEKTAR THERAPEUTICS**  
**CHARTER OF THE ORGANIZATION AND COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**PURPOSES:**

The purpose of the Organization and Compensation Committee (the “*Committee*”) of the Board of Directors of Nektar Therapeutics, a Delaware corporation (the “*Company*”), shall be to review management’s recommendations for organization structure and development of the Company and the type and level of compensation for directors, officers and employees of the Company and to discharge the responsibilities of the Board of Directors of the Company (the “*Board*”).

**COMPOSITION:**

The Committee shall be comprised of a minimum of two (2) members of the Board, all of whom shall be non-employee directors and shall satisfy the independence requirements established by the applicable laws, rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The members of the Committee and its chairperson (the “*Chairperson*”) will be appointed by and serve at the discretion of the Board.

**FUNCTIONS AND AUTHORITY:**

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law. The Committee may act in reliance on management of the Company as it deems necessary or appropriate. The Committee shall have the full power and authority to carry out the following responsibilities:

1. Review and approve the structure and guidelines for various incentive compensation and benefit plans and recommend for the Board’s approval incentive compensations plans in which the Chief Executive Officer, an officer subject to Section 16 of Securities Exchange Act of 1934, as amended (a “*Section 16 Officer*”), or a vice-president level employee that reports directly to the Chief Executive Officer participates; provided, that the adoption of any new equity-based plans and amendments with respect to amending share reserve and class of participants under such plans shall require approval by the Board and may be recommended to the Board as the Committee deems advisable.
2. Review and approve policies and procedures for the grant of equity-based awards by the Company
3. Grant equity awards under the various equity incentive compensation plans. Delegate to an equity grant subcommittee, which may be comprised of management representatives, authority to grant such awards and certain administrative authority as the Committee deems necessary or appropriate, provided that the Committee shall not delegate authority to grant any equity awards (i) that are expressly required in this Charter to be granted by the Committee or the Board or (ii) to the extent prohibited by applicable law.

4. Grant equity awards under an inducement plan established pursuant to NASDAQ Listing Rule 5635(c)(4) and IM-5635-1.
5. Approve Chief Executive Officer compensation, including, but not limited to, annual salary, bonus, equity compensation and other direct or indirect benefits. Inform the Board regarding Chief Executive Officer compensation decisions.
6. Approve the compensation for each Section 16 Officer and those vice-president level or higher employees that report directly to the Chief Executive Officer, including, but not limited to, annual salary, bonus, equity compensation and other direct or indirect benefits. Inform the Board regarding the foregoing compensation decisions.
7. Recommend for approval by the Board the compensation levels for the members of the Board who are outside directors, including, without limitation, equity grants to such directors.
8. Review on a periodic basis the operation of the Company's executive compensation programs to determine whether they remain supportive of the Company's business objectives and are competitive relative to comparable companies and to establish and periodically review policies for the administration of executive compensation programs.
9. Review the Company's executive compensation arrangements to evaluate whether incentive and other forms of compensation do not encourage inappropriate or excessive risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's executive compensation arrangements.
10. Review and discuss with management and the Company's Risk Management Committee, as appropriate, the Company's major risks relating to the purview of the Committee, the Company's policies for assessment and management of such risks, and the steps to be taken to control such risks. Provide oversight to the Company's Risk Management Committee regarding such risks, which may include the areas of compensation, benefits, succession planning, or employment practices, or other risks as the Committee or the Board deems appropriate.
11. Review and approve any peer group of companies used to inform the Company's evaluation of compensation for its Section 16 Officers of the Company and those vice-president level employees that report directly to the Chief Executive Officer and nonemployee directors
12. Prepare and approve the Committee report to be included as part of the Company's annual proxy statement and Annual Report on Form 10-K.
13. Review and discuss with management the Compensation Discussion and Analysis ("**CD&A**"), if any, to be included in the Company's annual proxy statement or Annual Report on Form 10-K.

14. Based on the Committee's review of the CD&A, recommend to the Board that the CD&A, if and when required, be included in the Company's annual proxy statement or Annual Report on Form 10-K.
15. Oversee all matters relating to stockholder advisory voting on executive compensation for the Company's named executive officers (i.e., "say-on-pay"), the frequency of such voting, and stockholder advisory voting regarding change of control or "golden parachute" payments, including making voting recommendations to the Board and assessing the outcome of any such votes.
16. Review compliance by the Company's directors and senior executives, including, without limitation, the Section 16 Officers, with any applicable Company stock ownership guidelines as established by the Board.
17. Oversee the application of the Company's policy for recoupment of incentive compensation, consistent with applicable law.
18. Review management recommendations on organization structure and development, including succession planning for the Section 16 Officers of the Company and those vice-president level employees that report directly to the Chief Executive Officer.
19. Periodically review and discuss with management the Company's diversity, talent, and culture strategy, which may include human capital programs and policies regarding management development, talent planning, diversity and inclusion initiatives, and employee engagement.
20. Review and reassess the adequacy of this Charter on at least an annual basis.
21. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.
22. Delegate any of its functions to a subcommittee thereof to the extent permitted by applicable law.

#### **MEETINGS:**

The Committee will hold at least one (1) regular meeting per year and additional meetings, as the Chairperson or Committee deems appropriate, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's Bylaws. The Chairperson of the Committee, in consultation with the other members and management, may determine the frequency and length of the Committee meetings and may set meeting agendas consistent with this Charter. The President and Chief Executive Officer of the Company may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee, but shall not participate in any discussion or

deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding anything to the contrary set forth herein, the Chief Executive Officer may not be present for any portion of any meeting of the Committee at which his or her compensation is deliberated or voted upon. In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.

#### **CONSULTANTS AND ADVISORS:**

The Committee shall have the sole authority to retain or replace (or obtain the advice of) any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate (collectively, the "*Compensation Advisors*"). The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such Compensation Advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of any Compensation Advisor. Prior to selecting, or receiving advice from, a Compensation Advisor (other than (1) in-house legal counsel or (2) any Compensation Advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Advisor and about which the Compensation Advisor does not provide advice), the Committee shall conduct the independence assessment required by Nasdaq Listing Rule 5605(d)(3)(D) or any successor or applicable provision. Although the Committee shall be required to conduct such independence assessment before selecting or receiving advice from any Compensation Advisor, the Committee shall not be precluded from retaining the services of any Compensation Advisor that it may determine is not independent. In addition, nothing herein shall affect the Committee's ability to exercise its own judgment in the fulfillment of its duties hereunder or require the Committee to implement or act consistently with the advice or recommendation of any Compensation Advisor. The Committee shall evaluate whether any compensation consultant retained by it has any conflict of interest required to be disclosed under Item 407(e)(3) (iv) of Regulation S-K and, if so, shall review such disclosure.

**MINUTES AND REPORTS:**

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, each member of the Board who is not a member of the Committee and the Secretary of the Company. The Chairperson shall report to the Board from time to time or whenever so requested by the Board. The Committee shall have full access to the books and records of the Company.