

**AMENDED AND RESTATED
COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS**

This is the Compensation Plan (the “Plan”) for Non-Employee Directors (each a “Non-Employee Director”) of Nektar Therapeutics (the “Company”). The terms and conditions of the Plan are described below:

- An annual retainer of \$55,000 for serving on the Board of Directors, payable in equal quarterly installments (the “Annual Retainer”);
- An additional annual retainer of \$50,000 for serving as the Chair or Lead Director of the Board of Directors, payable in equal quarterly installments;
- An additional annual retainer of \$25,000 for serving as Independent Lead Director of the Board of Directors, payable in equal quarterly installments;
- An annual retainer of \$25,000 for serving as the Chair of the Company’s Audit Committee, payable in equal quarterly installments;
- An annual retainer of \$20,000 for serving as Chair of the Company’s Compensation Committee, payable in equal quarterly installments;
- An annual retainer of \$15,000 for serving as Chair of the Company’s Nominating/Governance Committee, payable in equal quarterly installments;
- Unless otherwise specified in the resolutions duly forming a new committee of the Board of Directors, an annual retainer of \$5,000 for serving as Chair of each such committee, payable in equal quarterly installments;
- An additional retainer of \$12,000 for serving as a member (other than the Chair) of the Company’s Audit Committee, payable in equal quarterly installments;
- An additional retainer of \$10,000 for serving as a member (other than the Chair) of the Company’s Compensation Committee, payable in equal quarterly installments;
- An additional retainer of \$8,000 for serving as a member (other than the Chair) of the Company’s Nominating/Governance Committee, payable in equal quarterly installments;
- An additional retainer of \$5,000 for serving as a member (other than the Chair) of each new committee formed by the Board, payable in equal quarterly installments (unless an alternative compensation structure for service associated with a new committee is created by the Board).

- Each Non-Employee Director shall be reimbursed for customary expenses for attending Board of Director, committee and stockholder meetings;
- Upon initial appointment to the Board of Directors, each Non-Employee Director shall be awarded equity compensation composed of stock options and/or restricted stock units under the Company's equity incentive plans. This initial appointment equity compensation award will be based on approximately one hundred and eighty percent (180%) of the number of units granted as part annual equity compensation grant, as determined annually by the Board of Directors in consultation with its professional advisors;
- In September of each year, each Non-Employee Director shall be awarded equity compensation composed of stock options and/or restricted stock units under the Company's equity incentive plans. This annual equity compensation award will be based on a review of equity compensation for non-employee directors of comparable companies as determined by the Board of Directors in consultation with its professional advisors; and
- Non-Employee Directors are also eligible for discretionary grants of options or restricted stock units under the Company's equity incentive plans.

Options granted to a Non-Employee Director for their annual service on the Board of Directors shall vest monthly over a period of one year. Restricted stock unit awards granted to a Non-Employee Director for their annual service shall vest on the one-year anniversary of the grant, with the proviso that if the Non-Employee Director ceases to continue their service on the Board of Directors at the Company's annual shareholder meeting or any date thereafter, any unvested restricted stock unit award(s) of such Non-Employee Director shall vest upon the cessation of such service on a *pro rata* basis calculated by the number of completed whole months of completed service during the vesting period. Options granted to a Non-Employee Director for their initial appointment to the Board of Directors shall vest monthly over a period of three years. Restricted stock unit awards granted to a Non-Employee Director for their initial appointment shall vest on an annual basis over three years. The exercise price of options granted to Non-Employee Directors shall be equal to 100% of the fair market value of the Company's common stock on the grant date. Following completion of a Non-Employee Director's service on the Board of Directors, his or her vested stock options will remain exercisable for a period of thirty-six (36) months, provided that the exercise period shall not exceed the original expiration date of such vested options. The term of options granted to a Non-Employee Director is eight years. In the event of a change of control, the vesting of each option or restricted stock unit award shall accelerate in full as of the closing of such transaction.

Ownership Guidelines

The Board of Directors of the Company believes that Non-Employee Directors should own and hold common stock of the Company to further align their interests and actions with the interests of the Company's stockholders.

Non-Employee Directors of the Company should own shares of Nektar's common stock equivalent to at least three times the value of the Annual Retainer. The minimum stock ownership level should be achieved by each Non-Employee Director within five years of his or her first appointment to the Board of Directors. Any change in the value of the stock (such as a stock split, stock dividend, recapitalization, etc.) will not affect the amount of stock Non-Employee Directors must hold. Once achieved, ownership of the guideline amount should be maintained as long as the Non-Employee Director retains his or her seat on the Board.

Stock that counts towards satisfaction of these guidelines include:

- Stock purchased on the open market;
- Stock obtained through stock option exercises;
- Stock issued pursuant to the vesting of restricted stock units;
- Stock beneficially owned in a trust, by a spouse and/or children; and
- Other equity vehicles such as deferred stock units that may be implemented from time to time.

These ownership guidelines are non-binding. There may be rare instances where these guidelines would place a severe hardship on a Non-Employee Director. In these cases, the Board will make the final decision as to developing an alternative stock ownership guideline for a Non-Employee Director that reflects the intention of these guidelines and his or her personal circumstances.