

Compensation Committee Charter

of

Kuros Biosciences AG

1. Adoption of Charter

This charter of the Compensation Committee (the "Charter") was adopted by the board of directors (the "Board") of Kuros Biosciences AG (the "Company") on January 18, 2016 pursuant to article 23 of the Articles of Association and para. 9 of the Internal Regulations of the Company.

2. Establishment of Committee; Purpose

The Compensation Committee (the "Committee") is established as a permanent committee of the Board. As further described in Section 4, the Committee shall assist the Board in establishing the compensation policy and the compensation of the members of the Board and the executive board of the Company, and perform such other duties as are assigned to the Committee in this Charter. The Committee may delegate some duties to sub-committees comprised of one or more members of the Committee.

3. Composition

The Committee is composed of two or more non-executive members of the Board. The members of the Committee, including the chairperson, shall be independent.¹ The shareholders shall elect the members of the Committee, and the Board shall designate the chairperson from among the elected Committee members. The Committee members shall serve until they resign, or their term as a Board member or Committee member expires and they are not re-elected for a subsequent term as a Committee member.

4. Duties

The Committee has the following duties, and such other duties as may be assigned to the Committee by the Board from time to time:

¹ As defined in the Swiss Code of Best Practice for Corporate Governance, a director is deemed "independent" if he or she is serving in a non-executive role, was not a member of the executive management of the Company during the last three years, and has no or only minor business relations with the Company other than serving as a member of the Board.

4.1 Board and Executive Board Compensation Policies

The Committee shall:

- 4.1.1 prepare and recommend to the Board for approval a compensation policy for the Board (the “Director Compensation Policy”), and thereafter annually review such policy and recommend changes, if any, for approval by the Board;
- 4.1.2 prepare and recommend to the Board for approval a compensation policy for the executive board, and thereafter annually review such policy and recommend changes, if any, for approval by the Board

Such compensation policies shall provide for near- and long-term compensation, including variable compensation for the executive board, that (1) is designed to attract, motivate and retain persons with the necessary skills and character, (2) is consistent with market conditions, and in the case of variable compensation, consistent with the Company's and the individual's performance, and (3) aligns the interests of the members of the Board and the executive board with the interests of the Company.

4.2 General Compensation Policies

The Committee shall periodically review the Company's compensation policies for its employees who are not members of the executive board.

4.3 Board Compensation

The Committee shall review and recommend to the Board for approval any compensation and other payments to present and former non-employee directors of the Company to the extent not already provided for in the Director Compensation Policy.

4.4 Executive Board Compensation and Contracts

The Committee shall:

- 4.4.1 evaluate annually the performance the CEO², and submit such evaluation for review and discussion by the Board, in each case in executive session without the presence of the CEO;
- 4.4.2 review and discuss the annual performance evaluation of the members of the executive board presented by the CEO to the Committee;
- 4.4.3 review and recommend for approval by the Board the annual base salary, incentive compensation and equity compensation of the CEO, and in consultation with the CEO, of the other members of the executive board, and the overall compensation of the CEO and executive board;

² For purposes of this Charter, the term “CEO” shall mean the chief executive officer, the delegate of the Board, or the executive chairman of the Board, who is appointed by the Board as the most senior executive officer of the Company.

- 4.4.4 review and approve any employment contracts, severance contracts, or other agreements that the Company proposes to enter into with any present, future or former members of the executive board; provided that the key terms of such contracts shall be submitted for approval by the Board.

4.5 Incentive, Equity Compensation and Perquisite Benefits Plans

The Committee shall:

- 4.5.1 establish an incentive compensation plan providing for variable compensation of the members of the executive board based on the achievement of the Company's corporate goals and the individuals' performance, and approve any changes to such plan as may be proposed by the CEO from time to time;
- 4.5.2 approve any incentive compensation plans providing for variable compensation of employees of the Company (other than the members of the executive board) and any changes thereto, as may be proposed by the CEO from time to time;
- 4.5.3 develop and periodically review equity compensation plans, and submit such plans and any changes to such plans to the Board for approval;
- 4.5.4 review and approve any perquisite benefits plans proposed by the CEO for the members of the executive board.

4.6 Corporate Goals

The Committee shall:

- 4.6.1 review the annual corporate goals proposed by the CEO, and recommend such goals as approved by the Committee for approval by the Board;
- 4.6.2 determine the level of achievement of the corporate goals as approved by the Board upon completion of each calendar year, and apply such achievement level to the determination of the variable compensation of the members of the executive board in accordance with the applicable incentive compensation plan.

4.7 Compensation Report

The Committee shall review and approve the annual compensation report to be published together with the publication of in the Company's annual report, and any other required public disclosure statements on compensation and benefits.

4.8 Annual Committee Performance Review

The Committee shall evaluate its own performance on an annual basis as part of the Board performance assessment process established by the Nomination and Corporate Governance Committee.

4.9 Committee Charter

The Committee shall review this Charter annually and submit any recommended changes to the Board for approval.

5. Committee Meetings and Procedures

- 5.1 The Committee meets as often as business requires, but at least twice per year. Meetings are called by the chairperson, but may also be called by any other member of the Committee.
- 5.2 The chairperson (or in his or her absence, a committee member designated by the chairperson) shall set the agenda in consultation with the CEO, and preside at each meeting of the Committee.
- 5.3 The chairperson or any other director presiding the meeting in the absence of the chairperson shall designate a secretary to keep the minutes of the meeting, which shall be distributed to the members of the Committee for review and comment, and approved at the next meeting. Any member of the Board may receive a copy of the minutes upon request.
- 5.4 The chairperson, at his or her discretion, can invite other members of the Board, members of management, or any person whose presence may be desirable or useful for the Committee's deliberations, to attend all or a portion of a meeting. Such persons shall not participate in the discussions or deliberations of the Committee unless invited to do so, and shall not be entitled to vote.
- 5.5 In discharging its responsibilities, the Committee shall have unrestricted access to the Company's management, employees, books and records, and may consult with outside advisors. The cost of consulting with outside advisors shall be borne by the Company.
- 5.6 Decisions of the Committee shall be taken in the same manner as decisions of the Board pursuant to the Internal Regulations.
- 5.7 The Committee may establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Articles of Association, the Internal Regulations, or this Charter.

6. Reporting

The chairperson of the Committee shall report to the chairperson of the Board after each meeting and shall inform the Board at its next meeting on the activities as well as decisions taken by the Committee and the considerations which led to such decisions. Urgent matters shall be communicated to the chairperson of the Board without delay.

7. Amendments

This Charter can be modified or amended any time by a resolution of the Board.