

CYTOMX THERAPEUTICS, INC.
CHARTER OF THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS

This Charter governs the operations of the Audit Committee (the “*Committee*”) of the Board of Directors of CytomX Therapeutics, Inc., a Delaware corporation (the “*Company*”). The Committee shall review and reassess the adequacy of the Charter annually or at such other times as the Committee deems appropriate and recommend any proposed changes to the Board of Directors of the Company (the “*Board*”) for approval.

COMPOSITION OF THE COMMITTEE

The Board shall appoint members and the chairperson of the Committee (the “*Chairperson*”). The Committee shall be comprised of at least three (3) directors who shall (i) to the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Securities Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”) satisfy the independence and financial literacy requirements established by applicable law, rules and regulations of the Securities and Exchange Commission (“*SEC*”) and the Exchange Act and (ii) to the extent the Company’s securities are then listed on the Nasdaq Stock Market (“*NASDAQ*”), meet the independence requirements of NASDAQ and otherwise satisfy the applicable requirements for audit committee service imposed by NASDAQ; provided that the Board may elect to take advantage of any exception from such requirements provided by NASDAQ rules.

All Committee members shall have a working familiarity with basic finance or accounting practices and be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. To effectively perform his or her role, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Company’s business, operations and risks.

Additionally, to the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, at least one member of the Committee shall be an “audit committee financial expert” as defined under Regulation S-K promulgated under the Exchange Act, and, to the extent the Company’s securities are then listed on NASDAQ, at least one member (who may also serve as the audit committee financial expert) shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. The designation or determination by the Board of a person as an audit committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination.

To the extent the Company’s securities are then listed on NASDAQ, no Committee member shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. Determinations as to whether a

particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal and may be removed by the Board in its discretion.

STATEMENT OF POLICY

The Committee shall act on behalf of the Board in fulfilling the Board's oversight responsibility to the stockholders, potential stockholders and the investment community relating to the Company's financial statements, financial reporting process, compliance with legal and regulatory requirements, systems of internal accounting and financial controls and applicable financial risk assessment and financial risk management processes, the annual independent audit of the Company's financial statements and the qualifications, the independence and performance of the certified public accountants engaged as the Company's outside auditors.

In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, the Company's independent auditors and the Company's management. In discharging its oversight role, the Committee is empowered to investigate at the Company's expense any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.

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.

RESPONSIBILITIES AND PROCESSES

The primary responsibility of the Committee is to oversee the Company's financial reporting process (including direct oversight of the auditors) on behalf of the Board and report these activities to the Board. Management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing those financial statements.

Further, the Board recognizes that while the Committee has been given certain duties and responsibilities pursuant to this Charter, the Committee is not responsible for guaranteeing the accuracy of the Company's financial statements or the quality of the Company's accounting and financial reporting processes. The fundamental responsibility for the Company's financial statements and disclosures rests with management and the independent auditors. The Committee's policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions based on the information it receives, such as financial statements and audits, to assure the stockholders and the Board that the Company maintains high quality financial reporting, sound financial risk practices, and ethical behavior relating to accounting, internal accounting controls, auditing matters and financial disclosure and reporting.

To the extent the Committee believes appropriate based upon its periodic review thereof, the following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the

Committee may supplement or, except as otherwise required by applicable laws, rules and regulations, deviate from them as appropriate. The Committee shall:

1. Evaluate the performance of the independent auditors, assess their qualifications, determine whether to retain or to terminate the existing auditors or to appoint and engage new independent auditors for the ensuing year. On an annual basis, the Committee shall receive from the independent outside auditor and review a report describing: the auditor's internal quality-control procedures; and any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues. The Committee shall have the sole and exclusive authority with respect to such matters and the oversight of the independent auditors as a whole, and the independent auditors shall report directly to the Committee.
2. Review and determine the engagement of the independent auditors, including the overall scope and plans for their respective audits, the adequacy of staffing and compensation. Negotiate and execute, on behalf of the Company, any engagement letters with the Company's independent auditors with respect to such engagement, which actions may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.
3. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act and the Company's securities are then listed on NASDAQ, establish guidelines and procedures with respect to the rotation of the lead (or coordinating) audit partners (having primary responsibility for the audit) and the audit partner responsible for reviewing the audit in accordance with applicable law and SEC and NASDAQ regulations (including regulations with respect to the independence of the independent auditors) and confirm that the independent auditors are in compliance with such policies.
4. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act and the Company's securities are then listed on NASDAQ, review and approve the retention of the independent auditors for any permissible non-audit services in accordance with applicable law and SEC and NASDAQ regulations and the fees or other compensation for such services (such approval may be delegated to one or more Committee members, provided that all approvals of permissible non-audit services pursuant to this delegated authority be presented to the full Committee at its next meeting).
5. To the extent the Company's securities are listed on NASDAQ, at least annually, obtain and review a formal written statement prepared by the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Rule 3526 of the Public Company Accounting Oversight Board, discuss with the independent auditors and review the auditors' independence from management and the Company, including the provision of non-audit services, past employment by the independent

auditors of current or prospective Company personnel, the matters included in the written disclosures required by the Independence Standards Board and other relationships or services that could affect the objectivity of the independent auditors, and assess and otherwise take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditors.

6. Review with the independent auditors any management or internal control letter issued or, to the extent practicable, proposed to be issued by the independent auditors and management's response, if any, to such letter, any communications between the audit team and the independent auditor's national office regarding auditing or accounting issues presented by the engagement, as well as additional material written communications between the independent auditors and management.
7. Review with management and the independent auditors the scope, adequacy and effectiveness of the Company's financial reporting controls, including analysis reports prepared by management and the independent auditors of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any special audit steps taken in the event of material control deficiencies, and an analysis of the effect of alternative GAAP methods on the Company's financial statements.
8. Review and discuss with management, any internal auditor, and the independent auditors, as appropriate, the Company's major financial risks, 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 regarding such risks, which may include the areas of finance, internal audit, or law or other risks as the Committee deems appropriate
9. Discuss policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures, it being understood that it is the job of management to assess and manage the Company's exposure to risk and that the Committee's responsibility is to discuss guidelines and policies by which risk assessment and management are undertaken.
10. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, establish (at such time as legally required) and maintain procedures for the receipt, retention and treatment of complaints received by the Company (whether initiated by employees of the Company or third parties) with respect to accounting, internal accounting controls or auditing matters, which shall include procedures for the confidential and anonymous submission by employees of concerns regarding accounting or auditing matters.
11. Undertake the responsibility to investigate and resolve any disagreements between the Company's management and the independent auditors regarding the Company's financial reporting, accounting practices or accounting policies. Review with the independent auditor any other problems or difficulties regarding the preparation of financial statements or internal controls the independent auditor may have encountered during the

course of the audit work, including any restrictions on the scope of audit activities or access to required information and any significant changes in the planned scope of the audit.

12. Meet at least once during each fiscal quarter and as deemed necessary or as requested at least any two members of the Committee. The Committee may meet by telephone, video conference or similar means of remote communication. Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. In addition, meet not less than twice annually with senior management and the independent auditors in separate executive sessions. In connection with separate executive sessions held with the independent auditors, discuss matters relevant to the quality and integrity of the Company's financial reporting, the results of the independent auditors' examinations, inquire as to the independent auditors' evaluation of the Company's financial and accounting policies and controls and discuss any other matter that the Committee, the independent auditors or management feel should be discussed in private.
13. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, discuss with management and the independent auditors the results of the independent auditors' review of the Company's quarterly financial statements, prior to public disclosure or prior to the filing of the Company's Quarterly Report on Form 10-Q with the SEC. Such review shall include all matters required by applicable laws, rules and regulations to be discussed with the independent auditors prior to the filing of such report as well as such matters required to be communicated to the Committee by the independent auditors under Statement on Auditing Standards No. 114.
14. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, discuss with management and the independent auditors the financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K). Discuss with management and the independent auditors the results of the annual audit, including the auditors' judgment about accounting principles, any changes in accounting procedures, the reasonableness of significant judgments and estimates (including material changes in estimates), the clarity of the disclosures in the financial statements and any audit adjustments noted or proposed by the auditors (whether "passed" or implemented in the financial statements). Such review shall include all matters required by applicable laws, rules and regulations to be discussed with the independent auditors prior to the filing of such report as well as such matters required to be communicated to the Committee by the independent auditors under Statement on Auditing Standards No. 114. Obtain assurance from the auditors that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, to the extent required by law. Recommend to the Board whether, based on the discussion with management and the independent auditors, the financial statements should be included in the Company's Annual Report on Form 10-K.

15. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, review and discuss with management and the independent auditors as appropriate, the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the SEC.
16. To the extent the Company's securities are listed on NASDAQ, review and discuss with management and the independent auditors any material financial arrangements of the Company which do not appear on the financial statements of the Company and any transactions or courses of dealing with parties related to the Company which transactions are material to the Company's financial statements (as required by applicable NASDAQ rules) or involve terms or other aspects that materially differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are material to an understanding of the Company's financial statements.
17. Review with management and the independent auditors significant issues that arise regarding accounting principles and financial statement presentation, including the adoption of new, or material changes to, existing critical accounting policies or to the application of those policies, the potential effect of alternative accounting policies available under GAAP, the potential impact of regulatory and accounting initiatives and other matters required by applicable laws, rules and regulations to be communicated by the independent auditors to the Committee or which represent significant reporting issues or judgments.
18. Discuss with management and the independent auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process or accounting policies.
19. Review the Company's investment policy for its cash reserves, and financial fraud monitoring practices and procedures, including the maintenance and monitoring of a whistleblower hotline.
20. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.
21. Investigate any matter brought to the Committee's attention that is within the scope of the Committee's charter.
22. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, prepare a report for inclusion in the Company's annual report or proxy statement that describes the Committee's composition and responsibilities and how those responsibilities were discharged.
23. To the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Exchange Act, review with management, the independent auditors, and the Company's counsel, as appropriate, any legal or regulatory matters that may have a material impact on the financial statements, related compliance policies, including the

Company's Insider Trading Policy, and programs and reports received from financial regulators.

24. Establish policies governing, or otherwise determine the appropriateness of, the hiring by the Company of any current or former employee of the Company's independent auditor, if then applicable to the Company in accordance with the hiring restrictions of the Sarbanes-Oxley Act of 2002.
25. Review and approve in advance any proposed related-party transactions consistent with the Related Party Transactions Policy and report to the Board on any approved transactions.
26. Discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, if any.
27. Perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

AUTHORITY

The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee as it deems necessary, at the Company's expense, to carry out its duties and to determine the compensation of any such advisors. The Committee shall have the authority to require any officer or employee of the Company or outside counsel or independent auditor to attend a meeting of the Committee or meet with its counsel or advisors. The Committee shall have the authority to exclude any person from its meetings who is not a member of the Committee as it deems appropriate.

The Committee shall also have the authority to determine the appropriate funding to be provided by the Company for payment of ordinary administrative expenses of the Committee necessary or appropriate in carrying out the duties of the Committee.

While the Committee has the responsibilities and powers set forth in this Charter, the Committee does not itself prepare financial statements or perform audits and its members are not auditors or certifiers of the Company's financial statements. The Committee may act in reliance on management, the Company's independent auditor and any other advisors and experts as it deems necessary or appropriate. To the extent permitted by applicable law, the Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate, including but not limited to the authority to grant pre-approvals of audit and permitted non-audit and tax services, provided that decisions of such subcommittee to grant pre-approvals and take any other actions shall be presented to the full Committee at its next scheduled meeting.

MINUTES AND REPORTS

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed

in the Company's minute book. Minutes of each meeting will be 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 will report to the Board from time to time or whenever so requested by the Board.