

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

This Charter governs the operations of the Compensation 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.

PURPOSES:

The purpose of the Committee shall be to review the type and level of compensation for directors, officers, employees and compensation consultants of the Company and to recommend compensation actions to the Board.

The purpose of the Committee shall also be to administer the variable compensation programs to be adopted by the Company and to perform such other functions as may be deemed necessary or convenient in the efficient and lawful discharge of the foregoing. In administering the foregoing, the Committee is to ensure that executive management is rewarded appropriately for its contributions to the growth, development and long-term success of the Company, that executive compensation strategy is in support of the Company’s objectives and stockholder interests and that the incentive compensation program (*e.g.*, stock options, restricted stock, and the like) is administered consistent with the Company’s compensation strategy and policies for risk assessment and risk management.

Overall, the Committee’s responsibility is to ensure to the degree possible that the Company’s total compensation program is timely designed to attract, retain and motivate the very best talent that is available.

COMPOSITION:

The Committee shall be comprised of a minimum of two (2) members of the Board, all of whom shall (i) to the extent the Company’s securities are then listed on The NASDAQ Stock Market (“NASDAQ”), meet the independence requirements of NASDAQ, provided that the Board may elect to take advantage of any exception from such requirements provided in the NASDAQ rules, (ii) to the extent the Company has a class of securities registered under Section 12(d) or 12(g) of the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”), (a) otherwise satisfy the applicable requirements for compensation committee service imposed by the Exchange Act, and (b) meet the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Exchange Act, and (iii) to the extent the Company is then a “publicly held corporation” as defined in Section 162(c) of the Internal Revenue Code of 1986, as amended (the “Code”), meet the requirements for an “outside director” for purposes of Section 162(m) of the Code. The members of the Committee and its chairperson (the “*Chairperson*”) will be appointed by and serve at the discretion of 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.

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, other executive officers of the Company, vice-president level employees or above, and employees that report directly to the Chief Executive Officer participates.
2. Grant equity awards (or approve their transfer) under the various equity incentive compensation and benefit plans. Delegate to an equity grant subcommittee or committee of the Board authorized by the Board to receive such delegation, which may be comprised of management representatives, authority to grant such awards (or approve their transfer) 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.
3. Grant equity awards (or approve their transfer) under an inducement plan established pursuant to NASDAQ Listing Rule 5635(c)(4) and IM-5635-1. Delegate to an equity grant subcommittee or committee of the Board authorized by the Board to receive such delegation, which may be comprised of management representatives, certain administrative authority (other than authority to grant such awards) as the Committee deems necessary or appropriate.
4. 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.
5. Approve the compensation levels for each executive officer of the Company and to vice-president level employees and above, or to 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 on the compensation levels for the executive officers of the Company and to vice-president level employees and above that report directly to the Chief Executive Officer.
6. Evaluate and recommend for approval by the Board the compensation levels for the members of the Board who are outside directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.

7. 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.
8. 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.
9. Review and discuss with management, 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, which may include the areas of compensation, benefits, succession planning, or employment practices, or other risks as the Committee or the Board deems appropriate.
10. Review and approve, for the Chief Executive Officer and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
11. To the extent applicable, 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.
12. Review management recommendations on organization structure and development, including succession planning and any performance concerns for the executive officers of the Company and those vice-president level employees that report directly to the Chief Executive Officer.
13. Review performance of the executive officers of the Company, including the Chief Executive Officer and those vice-president level employees that report directly to the Chief Executive Officer.
14. Determine stock ownership guidelines for the Chief Executive Officer, other executive officers and directors of the Company, and, at the discretion of the Committee, other recipients, and monitor compliance with such guidelines.
15. Report regularly to the Board on the activities of the Committee.
16. Investigate any matter, at Company expense, brought to the Committee's attention within the scope of the Committee's duties.
17. In conjunction with or as part of the process established by the Nominating and Corporate Governance Committee, at least annually, review, discuss and assess the performance of the Committee, seeking input from senior management, the full Board, the Nominating and Corporate Governance Committee, and others. The assessment shall include an evaluation of the Committee's contribution as a whole, specific areas in which the Board,

the Nominating and Corporate Governance Committee, or management believe better contributions could be made, and Committee composition and makeup.

18. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

The Committee shall have the authority to 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. 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 the compensation of the Chief Executive Officer is deliberated or voted upon, unless invited by the Committee. The Committee may meet by telephone, video conference or similar means of remote communication.

CONSULTANTS AND ADVISORS:

The Committee shall have the sole authority, as it deems appropriate, to retain or replace (or obtain the advice of), as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate. 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 persons retained or consulted by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of any such person and may select, or receive advice from, any such person only after taking into consideration such factors as may be prescribed by the applicable laws, rules and regulations of the Securities and Exchange Commission (to the extent then applicable to the Company) and NASDAQ (to the extent the Company's securities are then listed on NASDAQ) for assessing the independence of such person.

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 of the Committee shall 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 shall report to the Board from time to time or whenever so requested by the Board.