

## **APTEVO THERAPEUTICS INC. COMPENSATION COMMITTEE CHARTER**

### **A. Purpose**

The purpose of the Compensation Committee of the Board of Directors (the "Board") of Aptevo Therapeutics Inc. (the "Company") is to (i) oversee the Company's compensation policies, plans and programs, and (ii) oversee the discharge of the responsibilities of the Board relating to compensation of the Company's directors and executive officers

### **B. Structure and Membership**

1. Number. Except as otherwise permitted by the applicable NASDAQ Stock Market ("**NASDAQ**") rules, the Compensation Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Compensation Committee shall be an "independent director" as defined by NASDAQ Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. Each member may also be required to satisfy, as determined by the Board from time to time, (i) the "non-employee director" standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the "**Exchange Act**"); and (ii) the "outside director" standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the "**Code**").
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the independent directors. The Board may remove members of the Compensation Committee from such committee, with or without cause.

### **C. Authority and Responsibilities**

## **General**

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and others, in accordance with its business judgment.

## **Compensation Matters**

1. Chairman of the Board Compensation. The Compensation Committee, either as a committee or together with the other independent directors (as directed from time to time by the Board), shall annually determine and approve the Chairman of the Board's compensation.
2. Director Compensation. The Compensation Committee shall establish compensation policies and practices for directors for service on the Board and its committees (except for the Compensation Committee), as well as for the Chairman of the Board. The Compensation Committee shall recommend to the Board and regularly review the appropriate level of director compensation.
3. Executive Officer Compensation. The Compensation Committee shall review and approve, or recommend for approval by the Board, the compensation and other terms of employment of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder), including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.
4. Oversight of Compensation Risk Management. The Committee shall be responsible for the oversight of risks associated with the company's compensation policies and practices. In accordance with Item 402(s) of Regulation S-K, the Committee shall annually review whether such policies and practices are reasonably likely to have a material adverse effect on the company.
5. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
6. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Compensation Committee shall have complete

oversight responsibility with respect to stockholder approval of compensation plans. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.

7. Administration of Equity-Based Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options and restricted stock units thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
8. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Compensation Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis," when it is required by Item 402(b) of Regulation S-K (the "CD&A") to appear in filings made by the Company with the SEC. When applicable, the Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
9. Compensation Committee Report. The Compensation Committee shall prepare the annual Compensation Committee Report when it is required by Item 407(e)(5) of Regulation S-K.
10. Management Succession. The Compensation Committee shall, at the request of the Board, periodically review and make recommendations to the Board relating to management succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.
11. Compensation Proposals. The Compensation Committee shall provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation.

Additional Powers. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board.

**D. Procedures and Administration**

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an "outside director," as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
3. Reports to Board. The Compensation Committee shall report regularly to the Board.
4. Charter. At least annually, the Compensation Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Compensation Committee, of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D). However, nothing in this provision requires that any advisers be independent. The Compensation Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (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 adviser and

about which the adviser does not provide advice. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such adviser retained by the Compensation Committee. Other reasonable expenditures for external resources that the Compensation Committee deems necessary or appropriate in the performance of its duties are permitted. Nothing in this provision requires the Compensation Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

6. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.
7. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.

Approved March 27, 2017