



## **Compensation Committee Charter**

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### **PURPOSE:**

The purpose of the Compensation Committee of the Board of Directors of Cell Genesys, Inc. (the “Company”) established pursuant to this Charter is to review and make recommendations to the Board of Directors regarding compensation to be provided to the Company's directors, officers and employees and to make grants under and otherwise administer the Company equity incentive plans adopted by the Board of Directors.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors from time to time prescribes.

### **STATEMENT OF PHILOSOPHY:**

The philosophy of the Compensation Committee is to provide competitive compensation in order to attract and retain highly qualified directors, officers and employees.

### **MEMBERSHIP:**

The Compensation Committee shall consist of a minimum of two (2) Non-employee Directors (as such term is defined in Rule 16b-3(b)(3)(i) of the Securities Exchange Act of 1934, as amended). In addition, the Compensation Committee members shall (i) be "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “IRC”), (ii) meet the independence requirements of the listing standards of the NASDAQ, and (iii) be otherwise free from any relationship that, in the judgment of the Board of Directors, would interfere with his or her exercise of business judgment as a Compensation Committee member.

The Compensation Committee members shall be appointed by and serve at the discretion of the Board of Directors.

### **RESPONSIBILITIES:**

The responsibilities of the Compensation Committee include:

1. Reviewing and making recommendations to the Board of Directors regarding the compensation policies for executive officers and directors of the Company, and such other officers of the Company as directed by the Board of Directors
2. Reviewing and approving all forms of compensation to be provided to the executive officers and directors of the Company

3. Reviewing and approving employment agreements, severance arrangements, and applicable change in control agreements/provisions for executive officers.
4. Reviewing and making recommendations to the Board of Directors regarding general compensation goals and guidelines for the Company's employees and the criteria by which bonuses and stock compensation awards to the Company's employees are determined.
5. Recommending policies to the Board of Directors regarding minimum retention and ownership levels of Company common stock by officers.
6. Acting as Administrator for all of the Company's equity incentive plans adopted by the Board of Directors (the "Plans").
7. Reviewing and making recommendations to the Board of Directors with respect to amendments to the Plans and changes in the number of shares reserved for issuance thereunder.
8. Reviewing and making recommendations to the Board of Directors regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees and directors of the Company.
9. Reviewing and discussing with management the Company's Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement and authorizing inclusion in the Compensation Committee report recommending the inclusion of the CD&A in the proxy statement.
10. Authorizing the repurchase of shares from terminated employees pursuant to applicable law.
11. Reviewing and reassessing the adequacy of this Charter annually, and recommending any proposed changes to the Board of Directors for approval.
12. Annually reviewing the performance of the Compensation Committee.

Compensation Committee shall not have the authority to delegate its functions to a subcommittee thereof.

The Compensation Committee shall perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

#### COMPENSATION CONSULTANT:

The Compensation Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of executive officer and director compensation at the expense of the Company. The Compensation Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors.

#### MEETINGS:

It is anticipated that the Compensation Committee will meet at least twice each year. However, the Compensation Committee may establish its own schedule, which it will provide to the Board of Directors in advance. At a minimum of one of such meetings annually, the Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

MINUTES:

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

The Compensation Committee will make periodic reports to the Board of Directors of the Company regarding recommendations of the Compensation Committee.

Nothing in this Charter is intended to preclude or impair the protection provided in Section 14(e) of the Delaware General Corporation Law for good faith reliance by members of the committee on reports or other information provided by others.