

ZOSANO PHARMA CORPORATION

Charter for the Compensation Committee of the Board of Directors

I. Statement of Purpose

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors of Zosano Pharma Corporation (the “Company”). The purpose of the Committee is to assist the Board of Directors in discharging its responsibilities relating to compensation of the Company’s directors and executive officers and related matters, to review and make determinations concerning compensation of the Company’s executive officers, to review and discuss with management the Company’s broad-based employee compensation and benefit plans and programs, and to administer the Company’s stock incentive plans and employee stock purchase plans.

II. Organization

A. **Charter.** By adoption of this charter, the Board of Directors has delegated to the Committee the authority necessary for the Committee to fulfill its obligations under this charter. At least annually, the Committee shall review and assess the adequacy of this charter and recommend to the Board of Directors any changes that would enable the Committee to fulfill its responsibilities more effectively.

B. **Members.** The Committee shall consist of at least two members of the Board of Directors. The members of the Committee shall be appointed by, and serve at the discretion of, the Board of Directors. In selecting the members of the Committee, the Board of Directors shall endeavor to ensure that each member of the Committee satisfies:

- (1) the independence requirements of Nasdaq Marketplace Rule 5605(d)(2)(A), as amended from time to time;
- (2) the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (“Section 162(m)”);
- (3) the requirements of a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”); and
- (4) any other applicable rules and regulations.

C. **Chairperson.** The Board of Directors shall appoint a chairperson of the Committee, who shall serve at the discretion of the board. The chairperson shall establish the agenda for and preside at all meetings of the Committee and shall have such other powers and responsibilities as the Board of Directors or the Committee shall designate.

D. **Meetings; Minutes.** Each year, the Committee shall establish a schedule of meetings; additional meetings may be scheduled as required. The Committee shall meet periodically in executive session, as it deems appropriate. The Company’s chief executive officer may not be present during voting or deliberations of the Committee related to his or her compensation. The procedures with respect to calling, noticing and holding meetings of the Committee and conducting business of the Committee shall be the same as those provided in the bylaws of the Company with respect to calling, noticing and holding meetings of and taking action by the Board of Directors.

The Committee shall maintain written minutes of its meetings. The minutes shall be distributed periodically to the other members of the Board of Directors and shall be filed with the minutes of the meetings of the Board of Directors.

E. **Reports.** The Committee shall make regular reports to the Board of Directors regarding the activities of the Committee. Such reports may be made either orally or in writing.

F. **Annual Performance Evaluation.** The Committee shall at least annually evaluate its own performance.

III. Responsibilities and Authority

The Committee shall:

- Administer the Company's stock incentive plans and employee stock purchase plans, including the grant of equity awards to eligible participants.
- Determine the compensation of the executive officers of the Company, including salary, bonus, perquisites, deferred compensation and other forms of compensation, giving due consideration to the deductibility of such compensation under Section 162(m).
- Periodically assess the competitiveness of the Company's compensation levels and practices applicable to the executive officers of the Company and approve appropriate survey sources or peer groups for this purpose.
- Prepare the report of the Committee required by the rules of the SEC to be included in the Company's proxy statement relating to the annual meeting of stockholders, and review all other disclosures regarding the Committee and the performance of its duties to be included in such proxy statement or in any other document or report to be filed with the US Securities and Exchange Commission, or SEC.
- Approve the terms and conditions of any employment agreement with any executive officer of the Company.
- Approve any arrangements with executive officers of the Company regarding severance or change of control payments.
- Recommend to the Board of Directors, and review periodically, the compensation of the directors of the Company, including compensation for serving as a member or chairperson of any committee of the Board of Directors or for attending any meeting.
- Review and discuss with management the composition of the Company's short-term and long-term plans and programs for non-executive employee compensation, including plans and programs for bonuses, retirement and severance.
- Review any stockholder proposals related to compensation matters and make recommendations to the Board of Directors regarding those proposals.

- Review and, if required to be approved by the Board of Directors, recommend to the Board of Directors for approval all incentive compensation plans of the Company, including any amendments thereto.
- Have authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
- Be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the compensation committee; provided, that the Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such compensation consultant, legal counsel or other adviser retained by the compensation committee.
- Select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
 - any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the person employing the adviser, with an executive officer of the company.
- Carry out such other duties as the Board of Directors may delegate to the Committee from time to time.

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