



## **International AIDS Vaccine Initiative, Inc. Compensation Committee Charter**

### **Mission**

The primary purpose of the Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's executives.

### **Composition**

1. Members. The Committee shall be a standing committee of the Board consisting of at least three members. Committee members shall be selected by the Board on an annual basis upon the recommendation of the Nominating Committee.
2. Qualifications. Each member of the Committee must be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. Specifically, no employee of IAVI may serve on the Committee, and members of the Committee may not receive any compensation from IAVI other than in their capacity as members of the Board.
3. Chair. The Chair of the Committee shall be appointed by the Board, taking into account the recommendation of the Nominating Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Nominating Committee.

### **Operations**

1. Meetings. The Chair of the Committee, in consultation with the other Committee members, shall determine the schedule and frequency of the Committee meetings.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with the other Committee members. The agenda and all available information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to the Committee members sufficiently in advance of each meeting to permit meaningful review.
3. Reports to Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board.

4. Assessment of Charter. The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

### **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

1. Periodically, the Committee shall review IAVI's total compensation policies to ensure that they remain competitive and appropriate in relation to IAVI's mission, values, financial capabilities and business strategies. As necessary, the Committee shall recommend changes to compensation policies to reflect changes in the operating environment and industry best practices.
2. The Committee shall receive and review a report from IAVI's senior management team summarizing its annual accomplishment of goals and objectives. Based on the reported achievements, the Committee shall review and, as necessary, determine and approve adjustments to the incentive pay pool.
3. The Committee shall review and establish compensation levels for each of the Chief Executive Officer, as well as the components of their respective compensation packages. The Committee shall, on an annual basis, review and approve corporate goals and objectives relevant to the compensation of each of the CEO.
4. The Committee shall establish the general parameters and components of compensation for senior management to ensure that compensation is competitive, yet not excessive, in relation to the target market.
5. The Committee shall prepare an annual summary report on executive compensation for approval by the Board and inclusion in the minutes.

### **Authority and Resources**

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or to individual Committee members as it deems appropriate.

The Committee may request any officer or employee of IAVI or outside counsel to attend a Committee meeting.

The Committee shall have the power to retain compensation consultants or other advisors as it deems appropriate in connection with the performance of its duties. The Committee shall have the authority to retain and terminate such consultants or advisors, to review and approve fees and other retention terms and to cause the payment of such fees by IAVI.