

CONATUS PHARMACEUTICALS INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

1. The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Conatus Pharmaceuticals Inc. (the “*Company*”) is to oversee the discharge of, or assist the Board in discharging, the Board’s responsibilities relating to the Company’s compensation programs and the compensation of the Company’s executive officers, including, but not limited to, by designing (in consultation with management or the Board), evaluating and approving the compensation plans, policies and programs of the Company. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

2. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and applicable law. Except as otherwise expressly provided herein, the powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including, but not limited to, any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law and consistent with this Charter, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

3. The Charter includes requirements for companies subject to (a) the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (as so amended and inclusive of such rules and regulations, the “*Exchange Act*”), and (b) the listing and other standards of The NASDAQ Stock Market (“*Nasdaq*”). Any such requirements shall only be imposed on the Committee’s composition and/or activities effective as of the date upon which the Company is either subject to such reporting requirements and/or such listing and other standards of Nasdaq.

II. Membership

1. The Committee shall consist of at least three (3) members of the Board. Except as otherwise permitted by applicable Nasdaq rules, and to the extent such requirements are applicable, each member of the Committee shall (a) be an “independent director” as defined by the applicable Nasdaq rules and the rules and regulations of the Securities and Exchange Commission (the “*SEC*”), as modified or amended from time to time, and (b) be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act, and (c) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “*Code*”).

2. The members of the Committee, including, but not limited to, the Chairperson of the Committee (the “*Chair*”), shall be appointed by the Board, which shall consider any recommendation of the Nominating and Corporate Governance Committee of the Board and the applicable Nasdaq rules when appointing members of the Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether

or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements of membership provided herein.

III. Meetings and Procedures

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

2. The Committee shall meet as often as it deems necessary or desirable in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.

3. The Committee may, in its discretion, invite other directors of the Company, members of the Company's management, compensation and benefits consultants, the internal and/or external legal counsel to the Company or any other person whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee. Notwithstanding the foregoing, no person may be present during the voting or deliberations concerning his or her compensation.

4. The Committee shall (a) have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel, or other advisors as the Committee deems necessary or appropriate to carry out its responsibilities, (b) be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee, and (c) subject to any exceptions permitted under Nasdaq rules, select, or receive advice from, a compensation consultant, legal counsel or other advisor, other than in-house legal counsel, only after taking into consideration the factors required by any applicable requirements of the Exchange Act and Nasdaq rules. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

5. The Committee may conduct or authorize investigations, including, but not limited to, through the use of independent counsel, experts or advisors, into any matters within the scope of the powers and responsibilities delegated to the Committee, shall have full access to all books, facilities, records and personnel when necessary or advisable, and shall have authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Powers and Responsibilities

1. The Committee shall, at least annually, review the compensation philosophy of the Company, including, but not limited to, the policies and strategy relative to executive compensation, including, but not limited to, the mix of base salary, short-term and long-term incentive compensation within the context of stated guidelines for compensation relative to peer companies.

2. The Committee shall have the authority to obtain information on market trends in executive compensation and shall have the authority to review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executive officers, (b) the motivation of executive officers to achieve the Company's business objectives, and (c) the alignment of the interests of executive officers with the long-term interests of the Company's stockholders.

3. The Committee shall, at least annually, review and approve the corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives and review and approve all compensation for the chief executive officer, including, but not limited to, salary, bonus, stock options and other benefits, direct and indirect, based on such evaluation, and any proposed changes or amendments thereto. The chief executive officer may not be present during voting or deliberations on his or her compensation.

4. The Committee shall, at least annually, review and approve the corporate goals and objectives relating to the compensation of the executive officers other than the chief executive officer (the “*executive officers*”) and the compensation to be paid to such other executive officers and any proposed changes or amendments to such compensation. The Committee shall also review and approve all employment agreements and severance arrangements, any change in control agreements and change in control provisions affecting any elements of compensation and benefits and any special or supplemental compensation arrangements and benefits for the other executive officers, and any proposed changes or amendments thereto.

5. The Committee shall have the authority to periodically review and recommend to the Board compensation for service on the Board and any committees. In addition, the Committee shall periodically consider and recommend to the Board the appropriate additional compensation directors should receive for service as chair of the Board or a committee thereof.

6. The Committee shall have the authority to periodically engage in a general review of base compensation levels for all other employees of the Company.

7. Subject to stockholder approval requirements under Nasdaq, if applicable, or otherwise required by the Exchange Act, the Code or other applicable law, the Committee shall have the authority to periodically review, approve, and where appropriate, terminate, all annual bonus, long-term incentive compensation, equity compensation, employee pension and welfare benefit plans (including, but not limited to, 401(k) plans, employee stock purchase plans, long-term incentive plans, management incentive plans and others) and with respect to each plan shall have the authority to:

(a) conduct general administration;

(b) set performance targets under all annual bonus and long-term incentive compensation plans as appropriate, including, as and when required, committing to writing any and all performance targets for all executive officers who may be “covered employees” under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be “pre-established” within the meaning of Section 162(m);

(c) determine that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s), which certification shall be in accordance with the requirements under Section 162(m) of the Code, as and when required;

(d) approve all new executive compensation programs, amendments to, and terminations of, all compensation plans and any awards under such plans (other than any increase in any share reserve under the Company’s equity incentive plan(s));

(e) grant any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans, including, but not limited to, stock options and other equity rights (e.g., restricted stock, stock purchase rights);

(f) make recommendations to the Board with respect to awards for the Company's directors under the Company's equity incentive plan(s);

(g) make recommendations to the Board with respect to any increase in any share reserve under the Company's equity incentive plan(s); and

(h) make determinations as to whether to repurchase securities from terminated employees, other than ordinary course repurchases of unvested shares in connection with the termination of an employee's employment.

The Committee's authority to conduct plan reviews may include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

8. The Committee shall have the authority to establish and periodically review policies concerning perquisite benefits.

9. The Committee shall have the authority to establish and periodically review the need for a Company policy regarding compensation paid to the Company's executive officers subject to the limits on deductibility under Section 162(m) of the Code.

10. The Committee shall have the authority to determine the Company's policies with respect to change of control or "parachute" payments.

11. The Committee shall have the authority to recommend to the Board executive officer and director indemnification and insurance matters.

12. The Committee shall have the authority to review and approve any employee loans; provided that no such review or approval shall be necessary in the case of ordinary course loans under the Company's 401(k) or similar employee savings plans; provided, further, that all loans to executive officers and directors shall be prohibited at any time the Company is subject to Section 402 of the Sarbanes-Oxley Act of 2002.

13. If applicable, the Committee shall (a) review and discuss with management the Company's compensation discussion and analysis to be included in the Company's annual proxy materials or annual report on Form 10-K filed with the SEC, and (b) produce an annual report on executive compensation for inclusion in the Company's annual proxy materials in accordance with applicable rules and regulations of Nasdaq, the SEC and other regulatory bodies.

14. The Committee shall have the authority to monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and other applicable laws, regulations and rules, and shall have the authority to oversee the Company's response to regulatory developments, in each case relating to compensation arrangements for directors and executive officers.

15. The Committee shall, with the assistance of any external resources as the Committee deems appropriate, (a) have the authority to oversee the Company's assessment of, including, but not limited to, reviewing reports from management or outside advisors with respect to, whether the Company's compensation programs and policies are reasonably likely to encourage excessive risk-taking by any employee that could reasonably be expected to have a material adverse effect on the Company, and (b) review and discuss any disclosure in the Company's proxy statement regarding risks related to the Company's compensation programs and policies.

16. The Committee shall have the authority to oversee the Company's compliance with the requirement under Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.

17. The Committee, through its Chair, shall report regularly to, and review with, the Board any issues that the Committee determines are necessary or advisable to report to the Board.

18. The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including, but not limited to, a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including, but not limited to, any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

19. The Committee shall, at least annually, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

1. The Committee may form and delegate authority to one or more subcommittees of the Committee as it deems appropriate from time to time under the circumstances (including, not limited to, a subcommittee consisting of a single member and a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Exchange Act and an "outside director" under the regulations promulgated under Section 162(m) of the Code).

2. In furtherance of the foregoing, to the extent permitted by applicable law and the terms of any equity plan(s), the Committee may from time to time delegate to one (1) or more officers of the Company the authority to grant or amend equity awards pursuant to such equity plan(s) to persons other than (a) individuals who are subject to Section 16 of the Exchange Act, (b) employees of the Company who are, or are reasonably expected to be, "covered employees" within the meaning of Section 162(m) of the Code, or (c) officers of the Company (or members of the Board) to whom authority to grant or amend equity awards has been delegated hereunder. Any delegation hereunder shall be subject to the restrictions and limits that the Committee specifies at the time of such delegation, and the Committee may at any time rescind the authority so delegated or appoint a new delegate. The Committee shall report any such delegation to the Board.

VI. Limitations on Scope

The Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company's management that:

1. The Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations, and they will not serve as members of the Committee on a full-time basis.

2. The compensation of Committee members shall be as determined by the Board.

3. The Committee members expect the Company's management to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.

4. To the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of the persons and entities noted above in carrying out its responsibilities.

5. The Committee members, in agreeing to serve on the Committee pursuant to this Charter, do so in reliance on, among other things, the indemnification agreements between the Company and each member and the provisions of the Company's certificate of incorporation which (a) together with the bylaws, provide indemnification for their benefit, and (b) to the fullest extent provided by law, provide that no director shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as director.

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