

VERSARTIS, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The primary purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Versartis, Inc. (the “*Company*”) shall be to (i) administer the Company’s equity incentive plans, (ii) review and determine (or recommend to the independent members of the Board for approval, as the Committee deems appropriate) the compensation to be paid to the Company’s executive officers and directors, (iii) review and discuss with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“*CD&A*”) for use in any of the Company’s annual reports on Form 10-K, registration statements or proxy statements and (iv) prepare and review with the Committee the report on executive compensation included in the Company’s annual proxy statement, in the cases of (iii) and (iv) in accordance with and to the extent required by applicable law and the listing requirements of any stock exchange on which any of the Company’s capital stock is listed. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

COMPOSITION

The Committee shall consist of at least two members of the Board. The members of the Committee shall satisfy, each as determined by the Board, (i) any independence requirements imposed by applicable law and listing requirements of The Nasdaq Stock Market (“*Nasdaq*”), giving effect to any exceptions permitted by such law or requirements, (ii) 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 and (iii) 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 members of the Committee and the Chair of the Committee shall be appointed by and serve at the discretion of the Board or until their earlier death or resignation. Vacancies occurring on the Committee shall be filled by the Board.

MEETINGS AND MINUTES

The Committee shall hold such meetings as its members shall deem appropriate. Minutes of each meeting of the Committee shall be prepared after each meeting. The Chair of the Committee shall report to the Board as he or she deems appropriate, or whenever so requested by the Board.

AUTHORITY

The Committee shall have access to and have the opportunity to communicate with Board and Board committee members, Company personnel and advisors to the Company as the Committee deems appropriate. The Committee shall have the authority to retain and determine compensation for, at the Company’s expense, advisors or consultants as it deems appropriate in the performance of its duties. In addition, the Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation, including sole authority to approve such consultant’s fees and other retention terms, all at the Company’s expense. The Committee shall also have authority to pay, at the Company’s expense, ordinary administrative expenses, including expenditures for external resources, that, as determined by the Committee, are appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as appropriate to discharge his or her responsibilities

hereunder. The Committee shall have authority to require that any Company personnel or advisors to the Company, the Board and Board committees attend any meeting of the Committee or meet with any member of the Committee or any of its advisors as the Committee deems appropriate.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee may form and delegate authority to subcommittees as the Committee deems appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and any action by the Committee on any matter so delegated shall not limit or restrict any future action by such subcommittee, unless otherwise determined by the Committee. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

RESPONSIBILITIES

The Committee shall have the following responsibilities, which the Committee may supplement or, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from:

1. Compensation of Executive Officers. To determine and approve (or recommend to the independent members of the Board for approval, as the Committee deems appropriate) goals or objectives relevant to executive officer compensation, evaluate the executives' performance in light of such goals and objectives and the compensation and other terms of employment of the Company's executive officers in light of such performance goals and objectives including, without limitation, to review and approve any employment agreements, severance agreements, change in control provisions and any other compensatory arrangements with the Company's executive officers.

2. Compensation of Directors. To review and approve the compensation of Board members, including consulting, retainer, Board meeting, committee and committee chair fees and equity grants or awards.

3. Oversee Administration of Equity Incentive Plans. To oversee administration of the Company's equity incentive plans, establish guidelines, interpret plan documents, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.

4. Review of Equity Incentive Plans. To review and recommend to the Board the adoption, amendment and termination of the Company's equity incentive plans.

5. Assessment of Independence of Advisors. Prior to retention thereof, to assess the independence of each compensation consultant, legal counsel and other advisor to the Committee, in accordance with and to the extent required by applicable law and the listing requirements of Nasdaq.

6. Compensation Discussion and Analysis. To review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements or proxy statements, in accordance with and to the extent required by applicable law and the listing requirements of Nasdaq, and recommend to the Board that such CD&A be approved for inclusion therein.

7. Committee Report. To prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement, in accordance with and to the extent required by applicable law and the listing requirements of Nasdaq.

8. *Investigations.* To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is appropriate.

9. *Periodic Charter Review.* To review and assess the adequacy of this charter periodically (and at least as frequently as may be required by law or the listing requirements of Nasdaq) and recommend any proposed changes to the Board for approval.

10. *Periodic Committee Evaluation.* To conduct an evaluation of the performance of the Committee periodically (and at least as frequently as may be required by law or the listing requirements of Nasdaq).