

**CHARTER FOR THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
ASTEX PHARMACEUTICALS, INC.**

(As amended by the Board of Directors on March 7, 2013)

PURPOSE:

The purpose of the Compensation Committee of the Board of Directors (the “**Board**”) of Astex Pharmaceuticals, Inc. (the “**Company**”) shall be to: (i) discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “**CEO**”) and the Company’s other executive officers, (ii) provide evaluation, approval and oversight of the executive officer compensation plans, policies and programs of the Company, (iii) assist the Board in administering the Company’s equity compensation plans, and (iv) provide an annual report on executive compensation for inclusion in the Company’s proxy statement for the annual meeting of stockholders in accordance with applicable rules and regulations.

In addition to the powers and responsibilities expressly delegated to the Compensation Committee in this Charter, the Compensation 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. The powers and responsibilities delegated by the Board to the Compensation Committee in this Charter or otherwise shall be exercised and carried out by the Compensation Committee as it deems appropriate without requirement of Board approval, and any decision made by the Compensation Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Compensation Committee under this Charter) shall be at the Compensation Committee’s sole discretion.

STATEMENT OF POLICY:

The philosophy of the Compensation Committee is to provide compensation to the Company’s executive officers in such a manner as to attract and retain the best available qualified executives, motivate and reward such persons to perform to the best of their abilities for the Company, promote the success of the Company’s business and align employee interests with the interests of the Company’s stockholders.

MEMBERSHIP AND ORGANIZATION:

The Compensation Committee shall consist of at least two members and each member will meet the following requirements: (i) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, (iii) the definition of independence as set forth in the applicable Nasdaq rules and in any rule or regulation prescribed by the Securities & Exchange Commission (“**SEC**”) now or in the future, (iv) no direct or indirect acceptance of any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (as required by, and subject to the exceptions set forth in, the applicable Nasdaq rules), and (v) other eligibility requirements as set forth in the applicable Nasdaq rules and in any rule or regulation prescribed by the SEC, in each in case in existence as of the date hereof or implemented in the future.

The Compensation Committee members, including the Chair of the Compensation Committee, will be appointed by and will serve at the discretion of the Board. Committee members may be removed from the Compensation Committee, with or without cause, by the Board in its sole discretion.

RESPONSIBILITIES AND AUTHORITY:

The responsibilities and authority of the Compensation Committee include the following:

- To review and approve for the CEO and the executive officers of the Company: (i) the annual base salaries; (ii) the annual incentive bonuses, including the specific goals and amounts; (iii) equity compensation; (iv) employment agreements, severance arrangements, and change in control agreements/provisions; and (v) any other benefits, compensation or arrangements, including perquisites provided, however, that CEO cannot be present during any voting or deliberations by the Compensation Committee regarding the CEO's compensation. Equity compensation arrangements involving executive officers that are "reporting persons" for purposes of Section 16 of the Exchange Act shall be reviewed and approved by the Compensation Committee to ensure compliance with the provisions of SEC Rule 16b-3.
- To review and approve corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluating performance in light thereof, and considering factors related to the performance of the Company, including the accomplishment of the Company's long-term business and financial goals.
- To evaluate on a periodic basis the competitiveness of (i) the Company's overall compensation philosophy, (ii) the compensation of the CEO and the executive officers of the Company as compared to selected peer companies as reviewed and approved by the Compensation Committee, and (iii) the Company's overall compensation plans.
- To adopt and amend the Company's bonus plans for executive officers and administer such plans with respect to executive officers of the Company.
- To make recommendations to the Board with respect to incentive compensation plans, and, if appropriate, grant options to purchase the Company's common stock pursuant to such plans.
- To review and discuss with management the Company's Compensation Discussion and Analysis included in the Company's annual report on Form 10-K and proxy statement and produce a Committee report for inclusion in the Company's annual report on Form 10-K or proxy statement that complies with the applicable rules and regulations of the SEC.
- To oversee matters relating to stockholder approval of executive compensation ("say-on-pay" votes), including the frequency of such votes and the appropriate response to a say-on-pay vote.
- To form and delegate authority to subcommittees, when appropriate.
- To oversee the management of risks associated with the Company's compensation policies and programs.
- To evaluate director compensation, consulting with outside consultants and/or with the Human Resources department when appropriate, and make recommendations to the Board regarding director compensation.

- To review and make recommendations to the Board with respect to the stock option grants to directors.
- To review its own charter and processes on a regular basis (but no less frequently than annually), and recommend any proposed changes to the Board for approval.
- To evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- To fulfill any other obligations required of the Compensation Committee as may be imposed by the SEC, Nasdaq rules or other applicable law, in effect of as of the date hereof or implemented in the future.

OUTSIDE ADVISERS:

The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, legal counsel or other adviser as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser it retains.

The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, outside legal counsel and any other adviser. For the avoidance of doubt, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties hereunder.

The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel (other than in-house legal counsel) or other adviser to the Compensation Committee, only after taking into consideration the six independence factors listed below. For the avoidance of doubt, the Compensation Committee may select, or receive advice from, any compensation adviser, including ones that are not independent, so long as the Compensation Committee considers the six independence factors set forth below prior to selecting or receiving advice from such adviser. The six independence factors are:

- i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - ii. 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;
 - iii. 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;
 - iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser;
- and

- vi. any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of the Company.

Notwithstanding the above, the Compensation Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any board-based plan that does not discriminate in scope, terms, or operation, in favor of the executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

MEETINGS:

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Compensation Committee and set the agendas for Compensation Committee meetings. The Compensation 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 Compensation Committee.

The Compensation Committee will meet from time to time, as the members of the Committee or the Board determine is appropriate to fulfill its responsibilities. The Compensation Committee may, in its discretion, invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities. Such persons shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote.

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.

REPORTS:

In addition to preparing the report in the Company's proxy statement for its annual stockholders meeting in accordance with the applicable rules and regulations of the SEC, the Compensation Committee will summarize its actions, examinations and recommendations and report to the Board as may be appropriate, consistent with this charter.

COMPENSATION:

Members of the Compensation Committee shall receive certain fees for their service as Committee members. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Changes in such compensation will be determined by the Board in its sole discretion.