



Compensation Committee Charter

Purpose

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of TESARO, Inc. (the "**Company**") is to discharge the duties delegated by the Board relating to the compensation of the executive officers and directors of the Company. The Committee will supervise the Company's administration of the Company's equity incentive plans, whether adopted prior to or after the date of adoption of this charter (the "**Stock Plans**").

Membership

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the Committee membership.

The Committee shall consist of at least two members of the Board. Each member of the Committee shall be independent in accordance with the independence requirements applicable to compensation committees of companies listed on NASDAQ under any applicable law, rule or regulation. In addition, each member of the Committee will qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Act") and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.

Meetings

The Committee shall meet at least one time each year and such other times as it deems necessary. Meetings shall be called by the chairperson of the Committee at the request of any member of the Committee or any member of the Board. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum. If a quorum is present, the act of a majority of the members present shall be the act of the Committee. If less than a quorum is available for a given meeting, the Board may, in its discretion, delegate the responsibilities of the Committee to the available members of the Committee and/or any substitute members for the purposes of such meeting.

The Committee shall report regularly to the Board concerning its actions. The Committee may invite members of management and outside parties, including legal counsel and compensation consultants, to its meetings as it deems appropriate. The Chief Executive Officer and other executive officers shall not be present at meetings when his or her compensation is determined.

Responsibilities and Duties

The Committee's principal functions are:

1. *General Compensation Strategy.* The Committee will approve the Company's long-term strategy of compensation for employees and for directors and determine the types of stock and other compensation plans to be used by the Company and its affiliates and the aggregate shares and dollar amounts to be made available under such plans (subject to Board and any required stockholder approval with respect to such plans).
2. *Compensation Paid to Executive Officers Other Than the Chief Executive Officer.* The Committee will review and approve the compensation paid to the officers of the Company and its affiliates with a title of Senior Vice President or higher (the "Executive Officers"), other than the Company's Chief Executive Officer.
3. *Compensation Paid to the CEO.* The Committee will review the corporate goals and objectives applicable to the compensation of the Company's Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based on this review and evaluation, recommend to the independent members of the Board for approval the compensation of the Chief Executive Officer.
4. *Compensation Paid to Directors.* The Committee will review and approve compensation for service on the Board and the Board committees and recommend any changes to the Board.
5. *Incentive Plan Administration.* The Committee will administer the Company's Stock Plans, and its other incentive or compensation plans.
6. *Compensation Discussion and Analysis.* The Committee will review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") and, based on such review and discussion, recommend that the CD&A be included in the Company's proxy statement or annual report on Form 10-K.
7. *Compensation Committee Report.* The Committee will prepare the disclosure required by Regulation S-K, Item 407(e)(5) under the Act regarding inclusion of the CD&A in the Company's proxy statement or annual report on Form 10-K.

8. *Risk and Compensation.* The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation and overall compensation and benefit strategies, plans, arrangements, practices and policies. In addition, the Committee will review the Company's compensation policies and practices to determine whether they create risk-taking incentives that are reasonably likely to have a material impact on the Company.
9. *Shareholder Advisory Votes on Executive Compensation.* The Committee will review and make recommendations to the Board concerning the frequency of holding shareholder advisory votes on approval of executive compensation.
10. *Review of Charter.* The Committee will review the provisions of this Charter at least annually and, if appropriate, recommend changes for approval by the Board.
11. *Self-Evaluation.* The Committee will annually conduct an evaluation of the performance of its duties under this Charter.
12. *Additional Functions and Administration.* The Committee will handle any other compensation matters as from time to time may be directed by the Board. The Committee will maintain minutes of meetings and distribute them to the Board and the Secretary of the Company.

Authority to Retain Outside Advisors

The Committee shall have authority, to the extent it deems necessary or appropriate, to retain legal counsel, compensation consultants and other advisors. The Committee shall have the sole discretion to retain, oversee, compensate and terminate such advisors. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any advisors retained by the Committee. In selecting any advisors, the Committee shall consider the independence of such advisors in accordance with the requirements of Nasdaq and applicable laws, rules and regulations. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take necessary steps to preserve the privileged nature of those communications.

Delegation

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee deems appropriate.

Revised October 2015