

PSIVIDA CORP.

COMPENSATION COMMITTEE CHARTER

1.0 Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of pSivida Corp. (the “Company”) shall be to (i) discharge the responsibilities of the Board relating to executive compensation, (ii) oversee the Company’s compensation and employee benefit plans and practices, including incentive, equity-based and other compensatory plans in which executive officers and key employees of the Company participate and (iii) produce a Committee report on executive compensation as required by the Securities and Exchange Commission (“SEC”) for inclusion in the Company’s proxy statement or annual report on Form 10-K filed with the SEC.

2.0 Composition

The Committee shall comprise at least three (3) members of the Board, as determined from time to time by the Board. The Chair of the Committee (the “Chair”) shall be designated by the Board.

Each member of the Committee shall: (i) satisfy the independence requirements of the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the principal exchange or quotation service on which the Company’s securities are listed, (ii) qualify as a “Non-Employee Director” for purposes of Rule 16b-3 under the Exchange Act, (iii) qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, (iv) satisfy any other necessary standards of independence under the federal securities and tax laws and (v) be otherwise free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member.

The members of the Committee will be appointed by and serve at the discretion of the Board based on recommendations from the Governance and Nominating Committee of the Board, which shall receive recommendations from the Chair of the Board. If a member of the Committee ceases to be a member of the Board, such individual’s appointment to the Committee shall immediately be terminated. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board. The Board may remove any member from the Committee at any time with or without cause.

3.0 Meetings and Procedures

The Committee shall meet as often as it determines is necessary to carry out its duties and responsibilities, but no less frequently than four (4) meetings each year, either in person or telephonically. Except as otherwise provided by statute, a majority of the members of the Committee shall represent a quorum of the Committee for the transaction of business at any meeting. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members of the Committee present (in person or by telephone conference call) at a meeting at which a quorum is present, unless the

concurrence of a greater proportion is required for such action by the Company's Bylaws or any other applicable policy or procedure approved by the Board.

The Chair shall be responsible for calling the meetings, establishing the agenda and supervising the conduct thereof.

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chair of the Board.

4.0 Responsibilities

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the duty and responsibility to:

- Review and approve annually the corporate goals and objectives relevant to compensation of the Chief Executive Officer ("CEO"), evaluate, at least annually, the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years and any other factors it deems appropriate. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.
- Interpret, implement, administer, review and approve all aspects of compensation applicable to the Company's other executive officers, including the criteria upon which executive compensation is based, the specific relationship of corporate performance to executive compensation, their participation in incentive compensation plans and equity-based compensation plans and the composition of executive compensation in terms of base salary, deferred compensation and incentive or equity-based compensation and other benefits. Evaluate the performance of the other executive officers in light of these criteria and considerations and determine and approve the compensation level of the other executive officers based on this evaluation. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
- Review and approve any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material

amendments (including termination thereof) to any of the foregoing, applicable to executive officers.

- Review and make recommendations to the Board regarding any executive and equity compensation plans and such other compensation and benefit plans that are subject to Board approval and where appropriate or required, to the stockholders of the Company. In addition, the Compensation Committee shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
- Supervise, administer and evaluate all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans of the Company, including approving guidelines and size of grants and awards, making grants and awards, interpreting and promulgating rules relating to the plans, modifying or canceling grants or awards, designating employees eligible to participate and imposing limitations and conditions on grants or awards. The Compensation Committee shall oversee the Company's policies on structuring compensation programs to preserve tax deductibility, and, when required, establish performance goals and certify that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. Any Committee determination to adopt, amend or terminate equity-based plans shall include consideration of the most recent Say on Pay Vote results.
- Make individual determinations and grant any shares, stock options or other equity-based awards under all equity-based compensation plans that are outside approved guidelines for such grants, and exercise such power and authority as may be required or permitted under such plans. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Rule 5635(c)(4) of The NASDAQ Stock Market LLC ("NASDAQ").
- Determine stock ownership guidelines, if any, for the CEO and other executive officers and to monitor compliance with such guidelines.
- Report to the Board on any significant matters arising from the Committee's work.
- Annually evaluate the performance of the Committee and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- Annually review and reassess this Charter and, if appropriate, recommend changes to the Board.
- Evaluate, at least annually, the adequacy of directors' compensation and the composition of such compensation. Recommend to the Board any change to directors' compensation based on such evaluation.

- Review the Compensation Discussion & Analysis to be included in the Company's annual proxy statement or Annual Report on Form 10-K, as applicable, and issue a Committee report thereon as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable, and filed with the SEC.
- Review significant risks that the Company might face as a result of the Company's compensation policies and practices, and implement appropriate means to mitigate these risks.
- As applicable, annually review and recommend to the Board for approval: (a) the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes as required by Section 14A of the Exchange Act; and (b) proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement, as applicable.
- Perform such other duties and responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.

5.0 Resources and Authority of the Committee

By adopting this Charter, the Board delegates to the Committee full authority to:

- Perform each of the responsibilities of the Compensation Committee described above.
- Obtain advice and assistance from internal legal or other advisors.
- In its sole discretion, select, retain and terminate compensation consultants, legal counsel and such other advisors as the Committee determines necessary to carry out its responsibilities. The Committee shall 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. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Prior to selecting or receiving advice from any compensation consultant, legal counsel or other adviser (other than in-house counsel), the Committee shall first take into consideration the following factors:

- The provision of other services to the Company by the firm that employs the compensation consultant, legal counsel or other adviser;
- The amount of fees received from the Company by the firm that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total

revenue of the firm that employs the compensation consultant, legal counsel or other adviser;

- The policies and procedures of the firm that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser or the firm employing the adviser with an executive officer of the Company.

The Committee is not required to assess the independence of any compensation consultant or advisor provided that the consultant or advisor only: (i) consults on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is generally available to all salaried employees; or (ii) provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant or other consultant or advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

6.0 Subcommittees

Subject to applicable law and NASDAQ rules, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. Subject to applicable law and NASDAQ rules, the Chair may represent the entire Committee, as a subcommittee, with respect to functions of the Committee undertaken between meetings. Any actions of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

7.0 Disclosure of Charter

This Charter shall be made available on the Company's website at <http://www.psivida.com> and to any stockholder who otherwise requests a copy.

As amended and restated September 7, 2017