

## **SANGAMO BIOSCIENCES, INC.**

### **AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

#### **I. Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Sangamo BioSciences, Inc. (the “Company”) is appointed by the Board to assist in fulfilling certain of the Board’s oversight responsibilities. The Committee’s purposes shall be:

- A. To establish compensation arrangements and incentive goals for executive officers and to administer compensation plans;
- B. To evaluate the performance of executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance; and
- C. To review and monitor management development and succession plans and activities.

#### **II. Membership**

- A. The Committee shall be composed of at least three directors, each of whom must be independent, as determined pursuant to applicable rules of the of the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market, Inc. In addition, at least two of the members shall qualify as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”) and the regulations promulgated thereunder and as “non-employee” directors as defined in Rule 16b-3.
- B. The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board for one-year terms. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

### **III. Meetings and Procedures**

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment. A majority of the members of the Committee shall constitute a quorum.
- B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- C. The Committee may delegate authority to one or more members of the Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.
- D. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- E. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of the Company and this Charter.
- F. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### **IV. Resources and Authority**

- A. The Committee shall have the sole authority to retain, set compensation and retention terms for, oversee and terminate any compensation and benefits consultants, legal counsel, or other outside experts or advisors that the Committee determines to employ to assist it in the performance of its duties, and shall select such consultants, legal counsel, experts or advisors after considering, among other things, factors affecting their independence.
- B. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.
- C. The Committee shall have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.

## V. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

### A. Compensation Philosophy, Plans, and Programs

1. Periodically review, consider, and approve the philosophy for compensation of the Company's executive officers and other employees.
2. Establish compensation plans and programs for executives officers and other employees, including incentive and equity-based plans and programs, and authorize appropriate employment contracts, special retirement benefits, and severance or change in control arrangements, and to review and approve any material changes to such compensation plans and programs.
3. Periodically review the adequacy of such plans, programs and arrangements for the executive officers and other employees.
4. Administer or delegate to a subcommittee of the Committee the authority to administer, the Company's incentive and equity-based plans and programs and otherwise exercise the authority of the Board with respect to such plans. Members of a subcommittee shall qualify as "outside directors" under Section 162(m) of the Code and as "non-employee" directors under Rule 16b-3.<sup>1</sup>
5. Periodically review compensation programs applicable to non-employee members of the Board, including all forms of cash compensation and equity compensation provided to non-employee members of the Board, and recommend any proposed changes to the Board for its approval.

### B. Specific Compensation Amounts and Incentives

1. Establish annual base salary amounts for executive officers and their annual incentive opportunity levels and the financial and any other goals to be met to earn annual and long-term incentive awards. The CEO shall not be present during voting or deliberations relating to CEO compensation and incentives.
2. Review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the CEO and determine the amounts of annual and

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<sup>1</sup> These duties and responsibilities co-exist with the duties and responsibilities that have been delegated to the Special Stock Option Committee to grant stock options under specified circumstances under the 2004 Stock Incentive Plan.

any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals and the financial performance of the Company.

3. Review with the CEO his evaluation of the performance of the executive officers and determine with the CEO Board approval of the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals and the financial performance of the Company.

C. Management Development and Succession

1. Review and monitor management development plans and activities.
2. Review with the Board the Company's succession plan for the CEO and other executive officers, including plans for emergency succession in case of unexpected disability.

D. Other Responsibilities

1. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
2. Prepare the report on executive compensation in accordance with all applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
3. Review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
4. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

Adopted September 15, 2010.