

SORRENTO THERAPEUTICS, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Sorrento Therapeutics, Inc., a Delaware Corporation (the “*Corporation*”) is to assist the Board in discharging the Board’s responsibilities relating to the evaluation and compensation of executives and to oversee, as plan administrator, the Corporation’s benefit plans and programs. The Committee shall provide assistance to the Board in fulfilling their responsibility to the stockholders, potential stockholders, and investment community relating to developing policies and making specific recommendations to the Board with respect to the direct and indirect compensation of the Corporation’s executive officers. The goal of these policies is to ensure that an appropriate relationship exists between executive pay and the creation of stockholder value, while at the same time motivating and retaining key employees. In so doing, it is the responsibility of the Committee to maintain free and open means of communication between the Board, executive management of the Corporation and the Corporation’s employees and associates.

Authority

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the 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 Corporation’s bylaws and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Membership

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Corporation and each member of the Committee must: (i) be “independent” within the meaning of the Corporation’s Corporate Governance Guidelines, the regulations of the Nasdaq Stock Market, and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (ii) be a “non-employee director” with the meaning of Rule 16b-3 promulgated under the Exchange Act; and (iii) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee Chair and members shall be designated annually by a majority of the full Board, and may be removed, at any time, with or without cause, by a majority of the full Board. Vacancies shall be filled by a majority of the full Board.

Compensation Consultants and Other Experts and Advisors

The Committee has the sole authority to retain and terminate and approve the fees and other retention terms of compensation consultants used to assist the Committee in performing its duties and responsibilities, including its evaluation of director, Chief Executive Officer (“*CEO*”) or senior executive compensation. The Committee also has the authority to retain independent counsel and other consultants, experts and

advisors (accounting, financial or otherwise) and also may use the services of the Corporation's regular counsel or other advisors to the Corporation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, legal counsel or other advisors retained by the Committee. The Corporation will provide appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee. Subject to any exceptions under the Nasdaq Stock Market rules, any consultant, legal counsel or other adviser to the Committee may be selected by the Committee only after the Committee takes into consideration all factors relevant to that person's independence from management, including the following:

- the provision of other services to the Corporation by the firm that employs the adviser;
- the amount of fees received from the Corporation by the firm that employs the adviser, as a percentage of the total revenue of the firm that employs the adviser;
- the policies and procedures of the firm that employs the adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the adviser with a member of the compensation Committee;
- any stock of the Corporation owned by the adviser; and
- any business or personal relationship of the adviser or the firm employing the adviser with an executive officer of the Corporation.

Committee Performance Evaluation

The Committee shall annually conduct an evaluation of its performance in fulfilling its responsibilities and meeting its goals, as outlined herein.

Meetings

The Committee will determine its own rules of procedure with respect to the scheduling, location and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its chair as appropriate to accomplish the purposes of the Committee, but it is expected that the Committee will meet at least twice each year.

A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee. The Committee may delegate matters within its responsibility to subcommittees composed of certain of its members. The Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate. The Committee shall meet as required, keep a record of its proceedings, if appropriate or needed, and report thereon from time to time to the Board of Directors.

Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board of Directors and stockholders that the corporate compensation practices of the Corporation are in accordance with all applicable requirements and are of the highest quality. The Committee shall:

1. In consultation with senior management, establish the Corporation's general compensation philosophy, and oversee the development and implementation of compensation programs;
2. Annually review and approve the Corporation's goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance with respect to such goals, and subject to existing contractual obligations, set the CEO's compensation level based on such evaluation;

3. Determine and approve (and recommend for ratification by the Board acting solely through the independent directors) the CEO's compensation level based on the Committee's performance evaluation;
4. The Committee shall, at least annually, review and approve all compensation for all executive officers (as such term is defined in Rule 16a-1 promulgated under the 1934 Act);
5. Recommend to the Board the establishment and administration of incentive compensation plans and programs and employee benefit plans and programs;
6. Review succession planning within the Corporation;
7. Oversee any stock option, benefit and incentive plans established by the Corporation, unless otherwise determined by the Board or prohibited by the terms of such plans;
8. Make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity plans, that are subject to Board approval;
9. The Committee shall have the authority to establish and periodically review policies concerning perquisite benefits;
10. Review and approve all employment, severance or other employment related agreements or special compensation arrangements for each "officer" of the Corporation as defined by Rule 16a-1(f) of the Exchange Act;
11. Review and recommend for Board approval compensation packages for new corporate officers and termination packages for corporate officers as requested by management;
12. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for its approval;
13. Evaluate and oversee risk in the Corporation's compensation programs;
14. Produce an annual report on executive compensation for inclusion in the Corporation's proxy statement, in accordance with applicable rules and regulations;
15. Investigate, within the scope of its duties, any matter brought to its attention;
16. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time; and
17. Annually review the compensation of members of the Board for their services to the Company and recommend changes, if any, to the Board.