

## HUMANIGEN, INC.

### COMPENSATION COMMITTEE CHARTER

(as amended and effective on July 6, 2020)

#### PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Humanigen, Inc. (the “Company”) is to discharge certain responsibilities of the Board relating to executive compensation and to make recommendations to the Board regarding its responsibilities relating to executive compensation. The Committee has the authority to undertake the specific duties and responsibilities listed below and has the authority to undertake such other specific duties as the Board from time to time may prescribe.

#### ORGANIZATION AND COMPOSITION

The Nominating and Corporate Governance Committee of the Board recommends to the Board members to be appointed to the Committee. Members of the Committee are appointed and serve at the pleasure of the Board. The Board appoints the Chairperson of the Committee (the “Chairperson”).

The Committee will consist of two (2) or more members of the Board. Members of the Committee must satisfy the following requirements:

1. Each member must be an “independent director,” as defined in the Listing Rules of The Nasdaq Stock Market (“Nasdaq”);
2. At least two (2) of the members must be a “non-employee director,” as defined in Rule 16b-3 adopted by the Securities and Exchange Commission (the “SEC”) under Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”); and
3. Each member must conform to any other requirement for service on the Committee that may from time to time be imposed by applicable law, regulations or rules.

#### RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee include:

1. To recommend to the Board the corporate and individual objectives that will govern the determination of the variable annual and long-term compensation of the Company’s Chief Executive Officer (the “CEO”);
2. To evaluate the CEO’s performance;
3. To annually review and recommend to the Board for its determination the CEO’s compensation (including salary and contingent compensation), based on an evaluation of his or her performance and other relevant criteria as determined by the Committee. In evaluating and recommending CEO compensation, the Committee will consider the results

of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) conducted pursuant to Section 14A of the 1934 Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation;

4. In consultation with the CEO, to determine the salaries and contingent compensation of the other individuals who are deemed to be “officers” of the Company under Rule 16a-1(f) of the 1934 Act (each, an “Executive Officer”). In evaluating and determining compensation of an officer, the Committee shall consider the results of the most recent Say on Pay Vote;
5. To review annually and make recommendations to the Board regarding the Company’s non-employee director compensation programs and policies;
6. To review and approve the terms of offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and any Executive Officer;
7. To make recommendations to the Board regarding the adoption or amendment of equity and cash incentive plans, and to approve amendments to such plans to the extent authorized by the Board. In reviewing and making recommendations regarding any incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
8. To administer the Company’s stock plans, grant stock option, restricted stock and other equity awards and approve modifications to such awards, provided that the Board may delegate to another committee the concurrent authority to make such awards to individuals other than Executive Officers;
9. To oversee the administration of other material employee benefit plans of the Company;
10. To prepare and submit a report on the Company’s executive compensation program for publication in the Company’s proxy statement, if required by the rules of the SEC;
11. To conduct a review of succession planning, as appropriate, of each Executive Officer position, reporting its findings and recommendations to the Board, and to work with the Board in evaluating potential successors to Executive Officer positions;
12. At least annually, to review its operations, performance and the terms of this Charter, and recommend to the Board such changes or amendments as the Committee deems appropriate;
13. To review and recommend to the Board for approval 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 required by Section 14A of the 1934 Act, and review and approve the 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; and

14. To carry out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Bylaws.

## **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee will have the exclusive authority to select, retain and terminate counsel, consultants, accountants and other advisers to assist the Committee in carrying out its duties. The Committee will take into account the relevant factors relating to independence set forth in the Nasdaq Marketplace Rules before retaining any such adviser or obtaining advice of any such adviser. The Committee also will have the exclusive authority to determine its advisers' compensation and the other terms of their retention. The Company will provide for appropriate funding for the reasonable compensation of any outside adviser retained by the Committee.

## **MEETINGS AND OPERATIONS**

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least twice per year. The Chairperson, in consultation with the other members of the Committee, also will schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee.

The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. 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 of the Committee to provide such pertinent information as the Committee requests. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **REPORTS**

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

## **COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as the Board may determine in accordance with the applicable rules of Nasdaq and the SEC.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form subcommittees and delegate authority to them when appropriate.