

TOCAGEN INC.

CHARTER OF THE COMPENSATION COMMITTEE

PURPOSE AND POLICY

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tocagen Inc. (the “*Company*”) is to act on behalf of the Board in fulfilling the Board’s responsibilities to oversee the Company’s compensation policies, plans and programs, and to review and recommend to the Board the compensation to be paid to the Company’s executive officers and directors, and to the extent applicable, to review, discuss with management and approve the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“*CD&A*”) or a similar caption for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements and prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”), as in effect from time to time. For purposes of this charter, the term “compensation” shall include salary, long-term incentives, bonuses, performance based cash incentive plans, perquisites, equity incentives, severance arrangements, change of control related arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans.

The policy of the Committee shall be as follows:

- **Compensation Structure.** The Committee shall seek to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance, and
- **Long-Term Focus.** The Committee shall seek to establish appropriate incentives for management to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

COMPOSITION

The Committee shall consist of at least two members of the Board. All members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”) applicable to compensation committee members, as in effect from time to time, including any exceptions permitted by these requirements. At least two of the members of the Committee shall satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”) and the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “*Code*”). The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of

a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chair of the Committee shall report to the Board from time to time or whenever so requested by the Board.

AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge the responsibilities hereunder, including human resources, legal counsel or other personnel assisting in the preparation of the Company's filings with the SEC. The Committee shall have the authority, in its sole discretion, to obtain, at the expense of the Company, advice and assistance from, and shall have sole authority to retain and terminate, any external legal, accounting or other advisors and consultants, including any compensation consultant, to assist in the evaluation of director, chief executive officer or senior executive compensation (each an "*Advisor*"). The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any such Advisor, and such Advisor shall report directly, and be accountable, to the Committee.

Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted and shall be incurred at the Company's expense. The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board to grant stock awards under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

- 1. Overall Compensation Strategy and Policies.** The Committee shall be responsible for reviewing, modifying (as needed) and approving (or, if it deems appropriate,

making recommendations to the Board regarding) the overall compensation strategy and policies for the Company, including:

- reviewing and approving (or, if it deems appropriate, making recommendations to the Board regarding) corporate performance goals and objectives, which shall support and reinforce the Company's long-term strategic goals, relevant to the Company's compensation plans and programs;
- evaluating and approving (or, if it deems appropriate, making recommendations to the Board regarding) the compensation plans and programs advisable for the Company, as well as the modification or termination of existing plans and programs;
- evaluating (including, if it deems appropriate, with the input of some or all of the other members of the Board) risks associated with and potential consequences of the Company's compensation policies and practices, as applicable to all employees of the Company, and assessing whether risks and consequences arising from the Company's compensation policies and practices for its employees, as may be mitigated by any other compensation policies and practices, are reasonably likely to have a material adverse effect on the Company;
- establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;
- establishing policies for allocating between long-term and currently paid out compensation, between cash and non-cash compensation and the factors used in deciding between the various forms of compensation;
- establishing elements of corporate performance for purposes of increasing or decreasing compensation;
- establishing policies on the timing and pricing of equity awards for newly hired employees, promotions and annual grants for executives and non-executive employees and directors;
- establishing policies with respect to votes by the Company's stockholders to approve executive compensation to the extent required by Section 14A of the Exchange Act, and, to the extent applicable, determining the Company's recommendations regarding the frequency of advisory votes on executive compensation;
- reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- periodically reviewing and making recommendations to the Board regarding the adequacy of director compensation;
- reviewing and making recommendations to the Board regarding the terms of any employment agreements, severance arrangements, change-of-control protections and

- any other compensatory arrangements (including, without limitation, any material perquisites and any other form of compensation) for the Company's executive officers, including reviewing and making recommendations to the Board regarding any payments, compensation or other awards under such agreements and arrangements;
- reviewing and making recommendations to the Board regarding any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity;
 - considering and, if appropriate, making recommendations to the Board regarding, the establishment of a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company; and
 - evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

2. Compensation of Chief Executive Officer. The Committee shall recommend to the Board for determination and approval the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

- fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;
- developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value;
- achieving the Chief Executive Officer's individual performance goals and objectives established by the Committee, if any; and
- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee or the Board.

In making recommendations to the Board for determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall take into consideration the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, other elements of the Chief Executive Officer's compensation including total compensation and such other criteria as the Committee deems advisable. The Company's Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

3. Compensation of Other Executive Officers. The Committee shall review, determine and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the individual and corporate performance goals and objectives of the Company's

other executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) that are periodically established. The Committee shall review, determine and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the compensation and other terms of employment of each such executive officer, taking into consideration the executive officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the executive officer as established by the Committee or the Board.

4. Compensation of Non-Employee Directors. The Committee shall make recommendations to the Board regarding the type and amount of compensation to be paid or awarded to non-employee members of the Board, including consulting, retainer, Board meeting, committee and committee chair fees, equity incentives, and any deferred compensation arrangements or similar programs.

5. Administration of Benefit Plans. The Committee shall review and approve (or, if it deems appropriate, make recommendations to the Board regarding) the adoption, amendment and termination of the Company's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants and approve grants and awards (other than with respect to executive officers, in which case the Committee shall make recommendations to the Board with respect to such participation, grants or awards), and exercise such other power and authority as may be permitted or required under such plans.

6. Compensation Discussion and Analysis. To the extent applicable, the Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" or a similar caption for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board regarding the inclusions of such disclosures in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements.

7. Committee Report. The Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement (if any) in accordance with applicable SEC rules and regulations.

8. Selection and Independence of Advisors. Prior to selecting any compensation consultant, legal counsel or other Advisor with respect to compensation matters, the Committee shall review, discuss and consider the independence of such compensation consultant, legal counsel or other Advisor as required by the SEC rules and regulations promulgated under Section 10C of the Exchange Act, as well as the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision. However, nothing in this provision requires that any Advisors be independent. The Committee need not conduct this independence assessment with respect to: (a) in-house legal counsel; or (b) any Advisor whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of

executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice.

9. *Annual Evaluation and Charter Review.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter at least annually, and shall recommend any proposed changes to the Board for its consideration and approval.

10. *Conflict-of-Interest Disclosure.* The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation (except as set forth in clause (a) and (b) of Section 8 above) or was retained by the Committee or management and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.