

IBIO, INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of iBio, Inc. (the “Company”) is to assist the Board in the discharge of its responsibilities relating to compensation of the Company’s executive officers and directors and the administration of all stock option, stock incentive, employee stock purchase and other equity based plans of the Company.

B. Structure and Membership

1. Number. Except as otherwise required, the Compensation Committee shall consist of not less than two and not more than three members of the Board.
2. Independence. Except as otherwise permitted by the applicable NYSE MKT rules, each member of the Compensation Committee shall meet the independence requirements of the NYSE MKT rules.
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote. No person shall serve as Chair of the Compensation Committee for a continuous term of more than five years, and a new Chair of the Compensation Committee shall be elected at least once every five years.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating Committee. The Board may remove members of the Compensation Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment. The Compensation Committee will consider the potential effects on the Company’s reputation of Company actions and public statements within the scope of its responsibility.

Compensation Matters

1. **Executive Officer Compensation.** The Compensation Committee shall determine or recommend to the Board for determination, the compensation of the Company's Chief Executive Officer (the "CEO") and shall determine or recommend to the Board for determination the compensation of the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation; severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.
2. **Plan Recommendations and Approvals.** The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans. In addition, in the case of 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, the Compensation Committee shall approve such plans.
3. **Administration of Plans.** The Compensation Committee shall exercise all rights, authority and functions of the Board under the Company's equity incentive plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate its authority under a plan to one or more directors or to an executive officer of the Company who is also a member of the Board.
4. **Director Compensation.** The Compensation Committee shall periodically review and make recommendations to the Board with respect to director compensation.
5. **Additional Powers.** The Compensation Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. **Meetings.** The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by

unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances comprised solely of members of the Compensation Committee.
3. Reports to Board. The Compensation Committee shall report regularly to the Board.
4. Charter. The Compensation Committee shall, from time to time, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Consulting Arrangements. The Compensation Committee is authorized, in its sole discretion, without further action by the Board, to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee is also authorized to commission compensation surveys or studies as the need arises. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee and the Company shall provide for appropriate funding for such compensation. The Compensation Committee shall select, or receive advice from a compensation consultant only after taking into consideration the applicable factors affecting independence that are specified in applicable NYSE MKT rules and regulations. The foregoing shall not be construed (1) to require the Compensation Committee to implement or act consistently with the advice or recommendations of any compensation consultant; or (2) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.
6. Independent Advisors. The Compensation Committee is authorized in its sole discretion, without further action by the Board, to engage or terminate the engagement of such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee and the Company shall provide for appropriate funding for such compensation. The Compensation Committee shall select, or receive advice from any such legal counsel or advisor only after taking into consideration the applicable factors affecting independence that are specified in applicable NYSE MKT rules and regulations. The foregoing shall not be construed (1) to require the Compensation Committee to implement or act consistently with the advice or recommendations of any

legal counsel or other advisor; or (2) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.

7. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.
8. Say on Pay and Risk Considerations. The Compensation Committee shall, in fulfilling its duties and responsibilities, consider the results of the most recent stockholders advisory vote on executive compensation and consider the relationship between risk management policies or practices and compensation.

E. **Public Availability**

The Company shall make this Charter available on or through its website.

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