

## IBIO, INC.

### COMPENSATION COMMITTEE CHARTER

#### A. Purpose

The purpose of the Compensation Committee (the "Compensation Committee") is to represent and assist the Board of Directors (the "Board") of iBio, Inc. (the "Company") in fulfilling the following primary duties and responsibilities:

1. Discharge the Board's responsibilities relating to compensation of the Company's executive officers.
2. Review and approve compensation plans, policies and programs intended to attract, retain and appropriately reward executive officers and other key coworkers and align their interests with the long-term interests of the Company's stockholders.
3. Review and approve incentive compensation and equity-based plans (seeking Board or shareholder approval where required) and approve grants and/or awards under such plans.
4. Otherwise carry out the duties and responsibilities set forth in this Charter and such other responsibilities and duties that the Board may assign.

#### B. Composition of the Compensation Committee

1. Composition. The Compensation Committee will be comprised of two or more directors and will otherwise meet any applicable requirements imposed by the Nasdaq Capital Market ("Nasdaq"), taking into consideration any exemption or grace period from such requirements available to the Company under Nasdaq listing standards. In addition, at least two members of the Compensation Committee must (i) meet the requirements for a "Non-Employee Director" contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Compensation Committee will be made by the Board.
2. Term, Selection, and Removal. Compensation Committee members (i) shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. If a Compensation Committee Chair is not designated by the Board, the members of the Compensation Committee may designate a Chair by majority vote of the Compensation Committee membership. The Compensation Committee Chair shall preside at all regular meetings of the Compensation Committee and set the agenda for each Compensation Committee meeting. In fulfilling its responsibilities, the Compensation Committee may, to the extent permitted by the applicable rules under Nasdaq and applicable law, form, and delegate authority to, subcommittees comprised of one or more members of the Compensation Committee when it deems appropriate.

### **C. Duties and Responsibilities**

The principal responsibilities and functions of the Compensation Committee are as follows:

1. Periodically review, consider, and approve a philosophy for compensation of the Company's executives and other employees in order to attract, retain, engage, and reward employees in a competitive market, to maintain a link between compensation and Company and executive performance as well as Company strategy. The Compensation Committee should also review the Company's obligations arising in the event of termination of executive directors and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which does not unreasonably favor the director or key management personnel.
2. Approve performance goals used to determine payouts under the Company's executive incentive compensation plans and determine the satisfaction of such performance goals.
3. Review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation and lead a discussion of the CEO's performance against such goals and objectives as a Committee or together with the other independent directors (as directed by the Board). The Board's evaluation shall be communicated to the CEO annually by the Board Chair, or by the Lead Independent Director, if the Board Chair is the Chief Executive Officer.
4. Review and approve, on an annual basis, the compensation of all the executive officers, including salary, bonus, incentive, and equity compensation, taking into account input from the Board regarding the CEO's performance. The Compensation Committee may identify any peer group of companies to be used for comparison purposes in connection with the review of the compensation of the executive officers, including the CEO.
5. Review and approve employment, severance, consulting, and change in control agreements or arrangements for all the executive officers, when and if appropriate.
6. Review and approve grants and/or awards of equity-based compensation under the Company's incentive compensation and equity-based plans.
7. Delegate, as appropriate, to the CEO or any other executive officer, the authority to grant and administer equity awards to employees of the Company who are not directors, executives, or Section 16 Officers (including the CEO) subject to such limitations as the Committee may determine.
8. Periodically review and approve the Company's incentive compensation and equity-based plans, policies, and programs to ensure that they adequately and appropriately align executive and stakeholder interests and recommend any proposed changes to the Board for approval, where required.
9. Review trends in management compensation, including competitive market practices (which competitive market should be defined using characteristics that make such companies relevant competitors for executive talent and compensation benchmarking purposes), and approve any proposed new compensation plans or agreements or changes to existing plans or agreements in

which executive officers participate.

10. Review and discuss with management the Compensation Discussion and Analysis and related disclosures required to be included in the Company's proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K. Based on such review and discussion, the Compensation Committee will make a recommendation as to whether the Compensation Discussion and Analysis should be included in the proxy statement and will prepare the Compensation Committee Report in accordance with applicable SEC rules and regulations. Review the Company's compensation plans, policies, and programs to assess whether they encourage excessive or inappropriate risk-taking.
11. Review, and recommend to the Board, where required, the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
12. Determine stock ownership guidelines, if any, for the CEO and other executive officers of the Company and review compliance with such guidelines.
13. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees and administer such policies and actions taken thereunder as appropriate.
14. Review and approve hedging and pledging policies applicable to executive officers and non-employee directors.
15. Review and approve compensation to directors for their service on the Board and committees, including equity-based compensation.
16. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Compensation Committee deems necessary or appropriate.
17. Perform such other duties and responsibilities, consistent with this Charter, the Certificate of Incorporation and By-Laws of the Company, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company, delegated to the Compensation Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

**D. Procedures and Administration**

1. Meetings. The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements, as are applicable to the Board. The Compensation Committee is authorized to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the Certificate of Incorporation or By-Laws of the Company or (iii) the laws of the State of Delaware. The Compensation Committee may request that any employee of the Company attend any of its meetings or meet with any Compensation Committee member or consultant. The Compensation Committee shall meet at

least annually with the Company's Chief Executive Officer and such other senior executives as the Committee deems appropriate; provided, that the Chief Executive Officer shall not be present during deliberations or voting regarding his or her compensation. The Compensation Committee shall meet periodically in executive sessions without the presence of management. The Compensation Committee will maintain copies of minutes of each meeting of the Compensation Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Compensation Committee. A copy of the minutes of each meeting and all consents will be placed in the Company's minute books.

2. External Advisors. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, legal counsel, accounting, or other advisors (each a "Compensation Committee Advisor") as it deems appropriate to assist with the execution of its duties and responsibilities. The Compensation Committee will be directly responsible for appointing, compensating, and overseeing the work of any Compensation Committee Advisor retained by the Compensation Committee and will receive appropriate funding from the Company, as determined by the Compensation Committee, for payment of (i) reasonable compensation to such Compensation Committee Advisor and (ii) any other ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. To the extent required by applicable Nasdaq rules, the Compensation Committee will assess the independence of any Compensation Committee Advisor (other than in-house legal counsel) taking into account the factors specified in such rules and any other applicable considerations, provided, however, that the Compensation Committee shall not be prohibited from obtaining advice from Compensation Committee Advisors that it determines are not independent. It is the Compensation Committee's intent that communications between the Compensation Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Compensation Committee will take reasonable steps to preserve the privileged nature of those communications.
3. Annual Evaluation. The Compensation Committee shall conduct an annual performance self-evaluation of the Compensation Committee. The Compensation Committee shall report its conclusions regarding this evaluation to the Board. The Compensation Committee's report to the Board should generally include an assessment of its compliance with this Charter as well as an identification of areas in which the Compensation Committee could improve its performance.
4. Charter. The Compensation Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board for approval any improvements to this Charter that the Compensation Committee considers necessary or valuable.