

## ATARA BIOTHERAPEUTICS, INC.

### CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

#### PURPOSE

The primary purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Atara Biotherapeutics, Inc. (the “**Company**”) shall be to (i) administer the Company’s equity incentive plans, (ii) review and determine (or recommend to the independent members of the Board for approval, as the Committee deems appropriate) the compensation to be paid to the Company’s executive officers and directors, (iii) review and discuss with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“**CD&A**”) for use in any of the Company’s annual reports on Form 10-K, registration statements or proxy statements and (iv) prepare and review with the Committee the report on executive compensation included in the Company’s annual proxy statement, in the cases of (iii) and (iv) in accordance with and to the extent required by applicable law and the listing requirements of The Nasdaq Stock Market. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

#### COMPOSITION

The Committee shall consist of at least two members of the Board. The members of the Committee shall satisfy, each as determined by the Board, (i) any independence requirements imposed by The Nasdaq Stock Market, the Securities Exchange Act of 1934 and the Internal Revenue Service, giving effect to any exceptions permitted by such law or requirements, and (ii) the “nonemployee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time. The members of the Committee and the Chair of the Committee shall be appointed by and serve at the discretion of the Board or until their earlier death or resignation. Vacancies occurring on the Committee shall be filled by the Board.

#### MEETINGS AND MINUTES

The Committee shall hold such meetings as its members shall deem appropriate. Minutes of each meeting of the Committee shall be prepared after each meeting. The Chair of the Committee shall report to the Board as he or she deems appropriate, or whenever so requested by the Board.

#### AUTHORITY

The Committee shall have access to and have the opportunity to communicate with the Board and Board committee members, Company personnel and advisors to the Company as the Committee deems appropriate. The Committee shall have the sole authority to retain, terminate and determine compensation for, at the Company’s expense, advisors or consultants as it deems appropriate in the performance of its duties and shall be directly responsible for appointing, compensating and overseeing the work of such advisors or consultants. In addition, the Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation. The Committee shall also have authority to pay, at the Company’s expense, ordinary administrative expenses, including expenditures for external resources, that, as determined by the Committee, are appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as appropriate to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any Company personnel or advisors to the Company, the Board and Board committees attend any meeting of the Committee or meet with any member of the Committee or any of its advisors as the Committee deems appropriate.

The approval of this Charter by the Board shall be construed as a delegation of general authority and power to the Committee to perform such functions as necessary or appropriate in the discharge of the responsibilities set forth herein.

## **RESPONSIBILITIES**

The Committee shall have the following responsibilities:

**1. Compensation of Executive Officers.** To determine and approve (or recommend to the independent members of the Board for approval, as the Committee deems appropriate) goals or objectives relevant to executive officer compensation, evaluate the executives' performance in light of such goals and objectives and the compensation and other terms of employment of the Company's executive officers in light of such performance goals and objectives including, without limitation, to review and approve any employment agreements, severance agreements, change in control provisions and any other compensatory arrangements with the Company's executive officers. The chief executive officer may not be present during the Committee's voting or deliberations on his or her compensation.

**2. Compensation of Directors.** To review and approve the compensation of non-employee directors, including consulting, retainer, Board meeting, committee and committee chair fees and equity grants or awards.

**3. Compensation Plans and Policies.** To review the Company's compensation plans, policies and programs for its employees annually, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking or earnings manipulation, and 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 in light of such vote, in accordance with and to the extent required by applicable law and the listing requirements of The Nasdaq Stock Market.

**4. Administration of Benefit Plans.** To adopt, amend and terminate 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 sub-plans thereof and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards, and exercise such other power and authority as may be permitted or required under such plans. Notwithstanding the foregoing, the Board shall retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

**5. Assessment of Independence of Advisors.** Prior to retention thereof, to assess the independence of each compensation consultant, legal counsel and other advisor to the Committee, in accordance with and to the extent required by applicable law and The Nasdaq Stock Market.

**6. Compensation Discussion and Analysis.** To review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements or proxy statements, in accordance with and to the extent required by applicable law and the listing requirements of The Nasdaq Stock Market, and recommend to the Board that such CD&A be approved for inclusion therein.

**7. Management Succession.** The Committee shall periodically review with the Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.

8. **Committee Report.** To prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement, in accordance with and to the extent required by applicable law and the listing requirements of The Nasdaq Stock Market.

9. **Investigations.** To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is appropriate.

10. **Other Policies and Guidelines for Executive Officers and Directors.** The Committee shall develop, implement and periodically review with Management, as it sees fit, the Company's "clawback" policies regarding any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data. The Committee shall determine stock ownership guidelines for directors and executive officers, and monitor compliance with such guidelines.

11. **Charter Review.** To review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

12. **Committee Evaluation.** To conduct an evaluation of the performance of the Committee annually.

13. **Corporate Goals.** To review and recommend to the Board the annual corporate goals of the Company for approval by the Board. The Committee will assess the achievement of the Company's such corporate goals annually and report to the Board on such assessment, for approval by the Board.

14. **Other Responsibilities.** Perform such other duties and responsibilities, consistent with this Charter, the Company's Bylaws, governing law, the rules and regulations of The Nasdaq Stock Market, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.