

COMPENSATION COMMITTEE CHARTER
ADOPTED BY THE BOARD OF DIRECTORS OF
THRESHOLD PHARMACEUTICALS, INC.

Purpose

The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Threshold Pharmaceuticals, Inc. (the “Company”) is to assist the Board in the discharge of its responsibilities relating to compensation, and to oversee incentive, equity-based and other compensatory plans in which directors, executive officers and key employees of the Company participate.

Composition

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall: (i) satisfy the requirements of Nasdaq, (ii) qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Develop and periodically review compensation policies and practices applicable to executive officers, including the criteria upon which executive compensation is based, the specific relationship of corporate performance to executive compensation and the composition in terms of base salary, deferred compensation and incentive or equity-based compensation and other benefits.
2. Review and recommend corporate goals and objectives relevant to Chief Executive Officer and the President’s compensation, evaluate the performance of each of the CEO and the President in light of the respective goals and objectives, and recommend for approval by the independent members of the Board the compensation of each of the CEO and the President based on this review.
3. Review and recommend corporate goals and objectives relevant to the compensation of other executives, evaluate their respective performances in light of these goals and objectives, and recommend for approval by the members of the Board the compensation for such individuals based on this review.

4. Review any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material amendments to any of the foregoing, applicable to executive officers and recommend the same for approval by the members of the Board based on this review.
5. Oversee and evaluate incentive, equity-based and other compensatory plans of the Company in which executive officers and key employees participate, including approving guidelines and size of grants and awards, making grants and awards, interpreting and promulgating rules relating to the plans, modifying or canceling grants or awards, designating employees eligible to participate and imposing limitations and conditions on grants or awards.
6. Review and approve, subject to stockholder or Board approval as required, the creation or amendment of any incentive, equity-based and other compensatory plans of the Company (other than amendments to tax-qualified employee benefit plans and trusts, and any supplemental plans thereunder, that do not substantially alter the costs of such plans to the Company or are simply to conform such plans to applicable laws or regulations).
7. Review periodically the compensation and benefits offered to nonemployee directors and recommend changes to the Board as appropriate.
8. Produce an annual report on executive compensation for inclusion in the Company's proxy statement.
9. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
10. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Compensation Committee described above; provided, however, that the Board retains the authority to authorize one or more officers of the Company to designate officers and employees to be recipients of rights or options created by the Company or to determine the number of such rights or options to be received by such officers or employees.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate compensation consultants, independent counsel and such other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such consultants and other advisers.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any compensation consultants, independent counsel or other advisers engaged by the Committee.