

NOVAVAX, INC.

COMPENSATION COMMITTEE CHARTER

Purpose and Goals

The Compensation Committee (the “Committee”) is appointed by the Board of Directors of the Company (the “Board”) to assist the Board with its responsibilities relating to compensation of the Company’s officers and directors and the development and administration of the Company’s compensation plans. The Committee has overall responsibility for evaluating and providing recommendations with respect to the compensation plans, policies and benefit programs for the Company. The goal of the Committee is to provide input, consultation, review and recommend compensation programs that achieve the strategic goals and objectives of the Company, attract and retain key executives critical to the success of the Company, and align executive officers’ interests with the success of the Company.

Membership

The Committee shall be comprised of at least two members of the Board of Directors, each of whom shall be a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee (the “Governance Committee”), and shall serve until the earlier of his or her resignation or removal or the election and qualification of such member’s successor. Upon the recommendation of the Governance Committee, the Board of Directors shall designate one member of the Committee as Chairperson. Vacancies on the Committee shall be filled by the Board of Directors upon the recommendation of the Governance Committee.

Meetings and Operation

The Committee shall meet at least four times each fiscal year or more frequently as it may determine advisable in light of its responsibilities as set forth in this Charter. The Committee Chairperson shall preside, when present, over all meetings of the Committee and shall set the agenda for each meeting. Meetings of the Committee may be called by the Chairperson, the Chief Executive Officer, the Human Resources director or any two or more members of the Committee.

The Committee may request any officer or employee of the Company, outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall have sole authority for and may retain compensation consultants as the Committee deems appropriate to assist the

Committee with the performance of its duties and responsibilities under this Charter, including sole authority to approve the fees and other retention terms for such consultants.

The Committee shall determine its own rules of procedure, which shall be consistent with the by-laws of the Company and this Charter. A majority of the Committee shall constitute a quorum for the transaction of business, and the action by a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may meet by telephone or video conference and may act by written consent.

The Committee may form and delegate authority to subcommittees (consisting of one or more persons) when appropriate. Any such subcommittee shall report on its activities to the full Committee at its next meeting.

The Committee shall operate in compliance with all applicable requirements of The NASDAQ Stock Market, Inc. for compensation and stock option committees and any other applicable laws and regulations, including those of the U.S. Securities and Exchange Commission (the "SEC").

Authority and Responsibilities

In carrying out its purpose, the Committee's policies and procedures should remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions. While there is no "blueprint" to be followed by the Committee in carrying out its purpose, the following should be considered within the responsibility and authority of the Committee:

- Compensation Generally. Advise and provide guidance with respect to the compensation strategy and philosophy of the Company to meet the Company's compensation goals and objectives.

- Executive Compensation.
 - a. Evaluate and provide recommendations regarding executive compensation programs tied to the strategic and financial objectives of the Company and which will motivate and incentivize executives by tying their compensation to the Company's performance and returns to stockholders.

 - b. Review and provide input on the goals and objectives relevant to the compensation of the Chief Executive Officer of the Company. As part of the determination of the Chief Executive Officer's compensation, the Committee shall, after receiving input from the Board, annually evaluate the Chief Executive Officer's performance in light of corporate goals and objectives and recommend to the independent directors of the full Board the CEO's compensation (including but not limited to base salary, bonus, stock and/or stock option grants) and other material terms of employment based on this evaluation.

c. Annually review and make compensation recommendations to the directors of the full Board, for each senior management team member of the Company. Compensation matters for executive officers can only be voted on by independent directors. Such compensation matters include:

- i. corporate goals and objectives relevant to executive compensation,
 - ii. compensation levels and the mix of compensation instruments, including short-term and long-term incentive awards (and in making this determination, the Committee shall consider the Company's performance and relative shareholder return, the value of similar compensation instruments at comparable companies, and the value of awards to such executive in past years),
 - iii. the annual base salary level,
 - iv. the annual incentive opportunity level,
 - v. the long-term incentive opportunity level,
 - vi. employment and consulting agreements, severance arrangements, and change in control agreements/provisions as, when and if appropriate, and
 - vii. any special or supplemental benefits.
- Director Compensation. Annually evaluate the appropriate level and form of compensation for members of the Board and committees of the Board, and recommend changes to the Board when appropriate.
 - General Compensation Programs. Monitor, review and provide guidance with respect to general compensation strategies and programs, including equity incentives and benefit programs, applicable to the Company's employees.
 - Report for Proxy Statement. Assist in the production of the annual report on executive compensation as required to be included in the Company's proxy statement in accordance with SEC rules and regulations.
 - Plans and Policies. Review and make recommendations to the Board and the shareholders regarding existing and proposed equity-based and incentive plans and administer or approve the administration of such plans, including with respect to the grant or award of options or stock thereunder. Determine the Company's policy regarding deductibility of compensation under Section 162(m) of the Internal Revenue Code. Determine whether the Company has established an appropriate governance structure for the employee benefit plans of the Company and its affiliates.

- Records. Keep a record of its actions and proceedings.
- Reports to the Board. Regularly report its activities to the Board in such manner and at such times as the Committee deems appropriate.
- Review Charter. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee and the Board.
- Miscellaneous. Perform any other activities consistent with the Company's charter, by-laws and applicable law, as well as this Charter, as the Committee deems appropriate or as requested by the Board.