

KADMON HOLDINGS, INC.

BOARD OF DIRECTORS

COMPENSATION COMMITTEE CHARTER

Effective as of June 27, 2016

Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Kadmon Holdings, Inc. (the “Company”) is a standing committee whose purpose is to discharge the Board’s responsibilities relating to the compensation of the Company’s and its affiliates senior executive officers and to consider, recommend, administer and implement the Company’s compensation plans, policies and programs, including incentive-compensation plans and equity-based plans.

This charter defines the role, authority and responsibility of the Committee.

Committee Membership

The Committee shall be comprised of no fewer than three (3) members. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion with or without cause. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board shall designate one member of the Committee as its chairperson (the “Chairperson”). The members of the Committee shall comply with the independence and other member qualification requirements of the New York Stock Exchange (subject to certain phase-in periods provided for therein) and all legal requirements. Additionally, each member shall be (1) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), and (2) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder relating to members of compensation committees.

For purposes of this charter, the term “senior executive officers” shall refer to those employees of the Company who are identified as “officers” of the Company for purposes of Section 16 of the Exchange Act.

Committee Structure and Operations

The Committee shall meet as often as the Committee or the Chairperson deems necessary to perform the Committee’s responsibilities. The Committee may meet by telephone or video conference and may take action by written consent. All meetings of the Committee shall be governed by the same rules regarding notice, quorum and voting requirements as are applicable to the full Board. Written minutes of the meetings of the Committee shall

be duly filed in the Company records. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. At the request of a Committee member, any of the Company's Chief Executive Officer, General Counsel or any other member of the senior management team may be invited to participate in all or part of any meeting of the Committee. The Committee may delegate authority to one or more members when appropriate, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next scheduled meeting. The Committee shall have the sole authority to retain and terminate any compensation consultant, legal counsel or other advisors and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external compensation consultants, legal counsel, accounting or other advisors. The Company will provide appropriate funding, as determined by the Committee in performing its duties hereunder, for payment of reasonable compensation to any compensation consultants, legal counsel or other advisors retained by the Committee. The compensation consultants, legal counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee based on the applicable criteria specified by the Securities Exchange Commission in Rule 10C-1 under the Securities Exchange Act of 1934, as amended, including the independence factors listed in New York Stock Exchange Listed Company Manual Section 303A.05, provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent.

Committee Authority and Responsibilities

The Committee's duties and responsibilities shall include the following:

Senior Executive Officer Compensation

1. Annually review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation and in accordance with any applicable employment agreement then in effect. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies, all equity-based and cash bonuses awarded to the Chief Executive Officer in past years and other factors as it deems necessary or advisable.
2. Annually review and approve the corporate goals and objectives and the compensation of all other senior executive officers and other key executives of the Company identified by the Compensation Committee from time to time, including as provided in the Company's incentive-compensation plans, non-equity bonus plans and equity-based plans.

3. Annually review and approve, for all other senior executive officers and other key executives of the Company identified by the Compensation Committee from time to time: (i) the annual base salary level; (ii) the annual incentive opportunity level; (iii) the long-term incentive opportunity level; (iv) employment agreements, severance arrangements and change-in-control agreements/provisions, in each case as, when and if appropriate; and (v) any special or supplemental benefits.
4. Approve all annual incentive bonuses (if deemed appropriate) granted to each senior executive officer and other key executives of the Company identified by the Compensation Committee from time to time in accordance with (i) the criteria set forth in their respective employment agreements and bonus plans with the Company and (ii) any other criteria deemed appropriate by the Committee.
5. Review and approve or recommend compensation packages for new senior executive officer hires or other new key executive hires identified by the Compensation Committee from time to time
6. Approve all revisions, modifications or amendments to any employment agreement between the Company and a senior executive officer or a key executive identified by the Compensation Committee from time to time, including but not limited to any proposed change to a senior executive officer's base salary, employment term, severance or annual incentive bonus criteria.
7. Annually review and recommend to the Board any changes with respect to any existing compensation plans of the Company and annually assess the desirability of proposing, and make recommendations to the Board with respect to, any new compensation plans and any increase in shares reserved for issuance under existing equity-based plans.
8. In connection with the administration of the Company's risk management program, as in effect from time to time, monitor and assess risks associated with the Company's compensation policies and consult with management regarding such risks.

Stock Compensation Plan Administration

9. Administer, in accordance with their terms, all equity compensation plans of the Company under which common shares or other equity securities of the Company may be issued to directors or officers, including but not limited to equity incentive compensation plans, and director stock option plans.

10. Grant options and make awards of shares in accordance with the terms of the Company's equity compensation plans.

Committee Matters

11. Annually review the Committee's own performance and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
12. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
13. Perform any other activities consistent with this charter or as the Board deems necessary or appropriate.