



Five Prime Therapeutics, Inc.

Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Five Prime Therapeutics, Inc. ("FivePrime") is to assist the Board in fulfilling its responsibilities regarding:

- identifying, considering and nominating candidates for membership on the Board;
- the development and review, and recommendation to the Board, of corporate governance guidelines and principles applicable to FivePrime (the "Corporate Governance Guidelines");
- oversight of the evaluation of the Board; and
- advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board Committees.

This charter (this "Charter") sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. Membership

The Committee shall be comprised of two or more independent directors of the Board, with the exact number determined by the Board. A director shall qualify as independent if the Board has affirmatively determined that such director is independent, consistent with the basic independence criteria set forth in FivePrime's Corporate Governance Guidelines and the rules of the Nasdaq Stock Market ("Nasdaq"). In addition, each member of the Committee will:

- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

The members of the Committee, including the chairperson (the "Chair") of the Committee, shall be appointed by the Board. If the Board does not appoint a Chair, the

Committee members may designate a Chair by majority vote. Committee members shall serve for such term or terms as the Board may determine or until earlier resignation or death. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

1. The Committee shall meet as often as it deems necessary, but in no event less than annually. A majority of the members of the Committee shall constitute a quorum.

2. Any member of the Committee or the Board may call a meeting of the Committee.

3. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

4. The Committee may delegate authority to one or more members of the Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation or applicable listing standards to be exercised by the Committee as a whole.

5. The Committee may request that any directors, officers or employees of FivePrime, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

6. The Committee shall fix its own rules of procedure, which shall be consistent with the bylaws of FivePrime (as may be amended from time to time, the "Bylaws") and this Charter.

7. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

IV. Duties and Responsibilities

The principal duties and responsibilities of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given FivePrime's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Nominating Duties

1. Develop and recommend policies regarding the director nomination processes, including:

(a) whether the Committee will consider any director candidates recommended by stockholders, and any procedures to be followed by stockholders in submitting such recommendations;

(b) any specific minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and

(c) the Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a stockholder.

2. Recommend nominees to the Board in the following manner:

(a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well-qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well-qualified and willing and available to serve.

(c) The Board as a whole should collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of FivePrime's business. For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- diversity of personal background, perspective and experience;
- personal and professional integrity, ethics and values;
- experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding

of marketing, finance and other elements relevant to the success of a publicly traded company in today's business environment;

- experience relevant to FivePrime's industry and with relevant social policy concerns;
- experience as a board member or executive officer of another publicly held company;
- relevant academic expertise;
- practical and mature business judgment, including ability to make independent analytical inquiries;
- promotion of a diversity of business or career experience relevant to the success of FivePrime; and
- any other relevant qualifications, attributes or skills.

3. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board, including annual review of the independence of the non-employee directors and members of the Committee, Audit Committee, Compensation Committee and other independent committees of the Board.

4. Consider nominations properly submitted by FivePrime's stockholders in accordance with the procedures set forth in the Bylaws or determined by the Committee from time to time.

5. Select all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and approval of all director nominees to be elected by the Board or stockholders to fill interim director vacancies.

6. Evaluate and recommend to the Board the termination of a director in accordance with the Board's governance principles, for cause.

7. Consider the desirability of procedures for the retirement or replacement of Board members, and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

8. Review and discuss the narrative disclosure regarding the director nomination process, including any minimum qualifications and diversity considerations implemented by the Committee or the Board and the experience, qualifications, attributes and skills that qualify each of the nominees and continuing Board members to serve as members of the Board to be included in any Securities and Exchange Commission (the "SEC") filing, including in response to the requirements of Item 401(e)(1) and Item 407(c)(2) of Regulation S-K (or any successor disclosure item),

and based on such review and discussion, recommend to the Board whether such disclosure should be included in FivePrime's annual report on Form 10-K, proxy statement, information statement or similar document.

Corporate Governance Duties

1. Develop and recommend to the Board a code of business conduct and ethics ("Code of Business Conduct and Ethics") applicable to FivePrime, including all of its directors, officers and employees, which addresses, at a minimum, conflicts of interest, corporate opportunities, maintaining the confidentiality of non-public information, competition and fair dealing, protection and proper use of company assets, compliance with applicable laws, rules and regulations, reporting of illegal or unethical behavior, waivers of the Code of Business Conduct and Ethics, and compliance standards and procedures.
2. Working with the Audit Committee, establish procedures for the receipt, retention, and treatment of complaints received by FivePrime regarding accounting, internal accounting controls, or auditing matters, the prompt internal reporting of violations of the Code of Business Conduct and Ethics and confidential, anonymous submission by FivePrime's employees of concerns regarding questionable accounting or auditing matters, and any changes therein.
3. Approve waivers of provisions of the Code of Business Conduct and Ethics for executive officers and directors of FivePrime as may be appropriate in particular circumstances.
4. Develop and recommend to the Board Corporate Governance Guidelines applicable to FivePrime, which address, at a minimum, director qualification standards, duties and responsibilities of directors, responsibilities of key Board committees, director access to management and independent advisors, director compensation guidelines, and annual performance evaluation of the Board among other matters.
5. Review and assess the adequacy of the Corporate Governance Guidelines and the Code of Business Conduct and Ethics at least annually, and recommend revisions for approval by the Board.
6. Consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
7. Review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing in response to the requirements of and Item 407(h) of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such disclosure should be included in FivePrime's annual report on Form 10-K, proxy statement, information statement or similar document.

8. Consider the desirability of, and make recommendations to the Board regarding, establishing formal procedures for stockholder communications with members of the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

9. Review and assess the desirability of a formal policy regarding director attendance at annual and special meetings of stockholders, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

10. Consider the implementation of a continuing education program for all directors, including an orientation program for new directors, and oversee and maintain any such program that is implemented.

11. Consider, develop and oversee a process for evaluation of the performance of the Board on an annual basis.

12. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, SEC rules and Nasdaq rules.

Compliance Duties

1. Oversee the development, implementation, administration and enforcement of the Company's non-financial compliance program ("Compliance Program") that may impact the Company's business operations or public image, in light of applicable laws and regulations, government and industry standards, and legal and business trends.

2. Work with the Company's management to ensure the Board appoints a Chief Compliance Officer. The Committee shall meet with the Chief Compliance Officer and, at the discretion of the Chair of the Committee, the Company's management and employees. The Committee shall meet, as necessary, with the Chief Compliance Officer in a separate executive session to discuss such matters which the Committee believes should be considered privately.

3. Assess management's implementation of the Compliance Program elements, including:

(a) The Chief Compliance Officer's direct access to senior management and the allocation of sufficient funding, resources and staff to fully perform his or her duties;

(b) The Company's written compliance policies and procedures that guide the Company and the conduct of its employees in day-to-day operations;

- (c) Appropriate mechanisms for employees to seek guidance and report concerns;
- (d) The Company's systems and processes that are designed to periodically assess the Company's compliance obligations and associated risks;
- (e) Necessary modifications to the Compliance Program; and
- (f) Efforts to promote an ethical culture.

4. Review, and recommend that the Board consider and approve, FivePrime's Trading Compliance Policy, and any changes thereto. Oversee and review with management FivePrime's major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including FivePrime's procedures and any related policies with respect to risk assessment and risk management.

V. Studies and Advisers

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of FivePrime. The Committee has the sole authority and right, at the expense of FivePrime, to retain legal counsel and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. In order to carry out its nominating duties, the Committee will have the sole authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. FivePrime will provide for appropriate funding, as determined by the Committee, for:

- payment of reasonable compensation to any search firm, legal counsel and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its functions.

VI. Minutes and Reports

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

VII. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, but only to the extent consistent with FivePrime's certificate of incorporation, Bylaws, Corporate Governance Guidelines, Nasdaq rules and other applicable law.

VIII. Review of Committee Composition, Performance and Charter

The Committee will evaluate its own composition and performance on an annual basis, including its compliance with this Charter, and submit a report to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct this evaluation in such manner as it deems appropriate. Additionally, the Committee will also review and reassess the adequacy of this Charter at least annually, and recommend to the Board any changes the Committee determines are appropriate.

IX. Publication

FivePrime shall make this Charter freely available to stockholders on request and, provided that FivePrime is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, shall publish it on FivePrime's website.

As adopted May 19, 2016