

Apexigen, Inc.

Compensation Committee Charter

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Apexigen, Inc. (together with its subsidiaries, as applicable, the “**Company**”) has been appointed by the Board to perform the duties and responsibilities set forth in this charter with respect to the Company.

Purpose

The purposes of the Committee will be to:

1. oversee the Company’s compensation policies, plans and benefits programs and periodically review the Company’s overall compensation philosophy;
2. review, evaluate and approve the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) (each an “**Executive Officer**”);
3. review, approve and administer the Company’s incentive compensation plans, equity compensation plans and such other plans as the Board may designate from time to time;
4. prepare the report of the Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”); and
5. oversee compliance with the compensation rules, regulations and guidelines of the SEC and the securities exchange on which the Company’s securities are listed.

Composition

1. Membership. The Committee will consist of two or more members of the Board. The members of the Committee will be appointed annually by the Board upon the recommendation of the Corporate Governance and Nominating Committee and will serve until their successors are duly appointed by the Board or until their earlier resignation or removal. The chair of the Committee will be appointed by the Board. The Board may at any time and in its discretion remove any member of the Committee and may fill any vacancy in the Committee.
2. Qualifications. The members of the Committee must satisfy the following qualifications (as well as any other criteria required by the Nasdaq Stock Market LLC (“**Nasdaq**”)); provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies:

- a. each member of the Committee must be a member of the Board who satisfies all applicable definitions of independence for directors promulgated by Nasdaq and the SEC, as determined by the Board;
 - b. at least two members must meet the definition of a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act; and
 - c. any other criteria required by applicable law or the rules and regulations of the SEC, the securities exchange on which the Company’s securities are listed and such other qualifications as may be established by the Board from time to time.
3. Chair. The Chair of the Committee (or in his or her absence, a member designated by the Chair of the Committee) will preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities.

Responsibilities

The following are the principal recurring responsibilities of the Committee. The Committee may have other duties as are consistent with its function and applicable law, rules and regulations and as the Board and Committee deem appropriate.

1. Executive Compensation. The Committee will have direct responsibility to at least annually:
 - a. review and approve each Executive Officer’s:
 - i. annual base salary,
 - ii. annual incentive bonus,
 - iii. long-term incentive and equity compensation, and
 - iv. other significant benefits, compensation or arrangements not available to employees generally;
 - b. review and approve, as well as approve amendments to or terminations of, any compensatory contracts or similar transactions or arrangements with prospective, current or former Executive Officers and such other employees as the Committee determines, including employment agreements, separation and severance arrangements, special or supplemental benefits, signing bonuses, provision of relocation or temporary housing benefits, transition or consulting agreements, retirement agreements and change-in-control agreements or provisions;

- c. review and approve the corporate and individual goals and objectives upon which the compensation of each of the Executive Officers is based;
- d. evaluate the Executive Officer's performance in light of these goals and objectives;
- e. report its assessment of such performance to the Board;
- f. review and approve the composition of any peer group used for executive compensation comparison purposes; and
- g. evaluate the competitiveness of the compensation of the Executive Officers of the Company and the Company's overall equity compensation plans.

In determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

The CEO may not be present during the voting or deliberations on their compensation but is expected to participate in the review or determination of the compensation of each of the other Executive Officers.

2. Establish Stock Ownership Guidelines. The Committee may also establish stock ownership guidelines for directors and Executive Officers and will monitor and enforce compliance with any such guidelines.
3. Review, Approve, and Administer Employee Compensation Plans. The Committee will review, approve, and administer, including the termination of, the Company's incentive compensation plans, equity compensation plans, and such other plans as the Board may designate from time to time. In its administration of the plans, the Committee may (a) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines as the Board may establish and (b) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards. The Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.
4. Stockholder Matters. The Committee will advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes as applicable, and proposals received from stockholders on executive

compensation matters, and in conjunction with the Corporate Governance and Nominating Committee, the Committee will oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters. The Committee will review the results of such advisory votes on executive compensation and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.

5. Oversee Compensation Plans and Programs. In consultation with management, the Committee will establish, and periodically review, a general compensation strategy for the Company and its subsidiaries. If applicable, the Committee will oversee the development and implementation of the Company's compensation plans, to ensure that these plans are consistent with this general compensation strategy.
6. Evaluate Compensation Risk. The Committee will, at least annually, review, assess and discuss the design and implementation of the Company's compensation programs, policies and practices with management to:
 - a. determine whether such programs, policies and practices encourage excessive or unnecessary risk-taking;
 - b. review the relationship between risk management policies and compensation; and
 - c. evaluate and recommend compensation policies and practices that could mitigate any such risk.

In addition, the Committee will periodically review and discuss with the Board and the Corporate Governance and Nominating Committee corporate succession plans for Executive Officers and other key employees of the Company.

7. Compensation Recoupment. The Committee will establish, approve and oversee, or recommend to the Board for approval and oversight, the creation or revision of any compensation recoupment ("clawback") policy allowing the Company to recoup compensation paid to employees, if and as the Committee (or, if applicable, the Board) determines to be necessary or appropriate, or as required by applicable law.
8. Board Compensation. The Committee will at least annually review and recommend to the Board the form and amount of compensation to be paid to the non-employee members of the Board for service on the Board and the various Board committees, including the Board Chair (if a person different from the CEO) and Lead Independent Director (if any).

9. Compliance. In consultation with management, the Committee will oversee regulatory compliance with respect to compensation matters affecting the Company. When applicable, the Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information, recommend that the CD&A and related compensation information be included in the Company's annual report on Form 10-K and in its proxy statement and prepare, or cause to be prepared, the compensation committee report on Executive Officer compensation required to be included in the Company's proxy statement and annual report on Form 10-K.
10. Advisors. The Committee will have the right, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and other advisors. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Committee. Such responsibility will include the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisors retained by the Committee. The Company will provide appropriate funding for the payment of compensation to the compensation consultants, outside legal counsel and other advisors retained by the Committee.

In selecting a compensation consultant, independent legal counsel or other advisor providing advice to the Committee, the Committee will take into consideration all factors relevant to such person's independence, in accordance with the rules of Nasdaq and the rules of the SEC. However, no such independence assessment will be required for in-house legal counsel or any compensation consultant, legal counsel or other advisor whose role is limited to the following activities: consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of Executive Officers or directors of the listed company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice. Once it considers these factors, the Committee may select or receive advice from any compensation consultants, independent legal counsel and other advisors that the Committee prefers, including one that is not independent.

The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest to the extent required by the rules and regulations of the SEC.

11. Committee Evaluation. The Committee will conduct and present to the Board an annual self-performance evaluation of the Committee.

12. Charter. The Committee will review at least annually the continued adequacy of this charter and recommend any proposed changes to the Board for approval.

The function of the Committee is primarily one of oversight. The Company's management is responsible for ensuring that the Company's compensation-related disclosures and the Company's compensation programs, plans, policies, practices and agreements comply with applicable law. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the Company's compensation advisors. The Committee is not responsible for providing any expert or special assurance as to compensation matters.

General

1. The Committee will meet at such times as the Committee will determine. The Committee may meet in person or by telephone or videoconference.
2. The Committee may take action by unanimous written consent in lieu of a meeting, as needed.
3. A majority of the total number of Committee members will constitute a quorum of the Committee.
4. If a quorum is present, a majority of the members of the Committee present will be empowered to act on behalf of the Committee.
5. Minutes are kept of each meeting of the Committee, and the Committee will regularly provide reports of its actions to the Board.
6. The Committee may delegate its authority to subcommittees or the chair of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or Nasdaq or SEC requirements (collectively, "**Applicable Legal Requirements**"). Subject to Applicable Legal Requirements, the Committee may also delegate to one or more officers of the Company the authority to make equity grants to employees or consultants of the Company who are not directors of the Company or Executive Officers of the Company under the Company's equity plans as the Committee deems appropriate and in accordance with the terms of such plans and such guidelines as may be approved by the Committee.
7. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee may establish its own meeting schedules.
8. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in

order to carry out its responsibilities. No Executive Officer may be present during portions of any meeting during which their performance and compensation are being deliberated and determined.

9. Members of the Committee can receive such fees, if any, for their service as Committee members as the Board may determine in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
10. The Committee shall have the discretion to determine and adopt such Company policies and procedures as it deems necessary or desirable to perform its duties with respect to matters within the purview of the Committee.
11. In addition to the powers and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.