



**MERSANA THERAPEUTICS, INC.  
COMPENSATION COMMITTEE CHARTER**

1. Purpose. The purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Mersana Therapeutics, Inc. (the “Company”) in fulfilling its responsibilities relating to oversight of the compensation and benefits of the Company’s officers, employees and directors and administering the Company’s compensation, benefit and equity-based plans. The Committee reports to the Board.

2. Composition of the Committee. The Committee shall consist of at least two directors, appointed to the Committee by the Board at the recommendation of the Nominating and Corporate Governance Committee, one of whom shall be appointed as Chairperson of the Committee. If a Chairperson is not so appointed, the members of the Committee may elect a Chairperson by majority vote of the full Committee membership. Committee members may be removed by the Board in its discretion. Unless otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee shall satisfy the independence requirements of The NASDAQ Stock Market (“NASDAQ”). In determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship with the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In addition, each member of the Committee should generally qualify as an “outside director” within the meaning of Section 162(m) (“Section 162(m)”) of the Internal Revenue Code and a “non-employee director” within the meaning of Rule 16b-3 (“Rule 16b-3”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In the event the Board determines that a director who does not qualify as an “outside director” or a “non-employee director” should nevertheless serve on the Committee, appropriate arrangements may be made for a sub-committee of the Committee to act on behalf of the Committee to the extent necessary to satisfy any applicable requirements of Section 162(m) and Rule 16b-3.

3. Meetings of the Committee. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes. The Committee shall meet in executive session at least on an annual basis. The Committee shall report regularly regarding its activities and actions to the Board.

4. Responsibilities and Powers of the Committee. The Committee has direct responsibility and power to perform the following duties:

- Review and establish the Company’s overall management compensation and benefits philosophy and policies.

- Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “CEO”), evaluate the performance of the CEO in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), recommend to the Board for approval the compensation level for the CEO based on this evaluation, with the deliberations and voting on the CEO’s compensation to be conducted without the CEO present.
- Review and approve corporate goals and objectives relevant to the compensation of the officers of the Company who report directly to the CEO and all officers (other than the CEO) who are “insiders” subject to Section 16 of the Exchange Act (collectively, the “Senior Officers”), evaluate the performance of the Senior Officers in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve, or recommend to the Board for approval, the compensation levels for the Senior Officers based on this evaluation. In evaluating the performance and determining compensation of the Senior Officers, the Committee shall solicit and consider input from the CEO.
- Make recommendations to the Board about the compensation of the directors.
- Review and administer the Company’s equity-based compensation plans, management incentive compensation plans and deferred compensation plans and make recommendations to the Board about amendments to such plans and the adoption of any new compensation plans.
- Recommend to the Board any ownership guidelines for the CEO, the Senior Officers, other executives and non-employee directors, and periodically assess these guidelines and recommend revisions as appropriate.
- Produce, if required, a compensation committee report on executive compensation for inclusion in the Company’s Annual Report on Form 10-K and its annual proxy statement in accordance with Securities and Exchange Commission proxy and disclosure rules.
- Review and approve all employment contracts and other compensatory, severance and change-in-control arrangements for the CEO and the Senior Officers.
- Establish and review periodically policies and procedures with respect to perquisites.
- Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
- Oversee the maintenance and presentation to the Board of management’s plans for succession to senior management positions in the Company based on guidelines developed and recommended by the Committee to the full Board.

- Review and reassess the adequacy of this Charter and submit any changes to the Board for approval on an annual basis.
- Maintain minutes of Committee meetings and report its actions and any recommendations to the Board on a periodic basis.
- Annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this Charter, the results of which shall be presented to the Board.

5. Actions of the Committee. In order to fulfill its role, the Committee shall be entitled to act in the following manner, to the fullest extent permitted under the Delaware General Corporation Law and in each case in accordance with the Company's Fifth Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (as each may be amended, restated or amended and restated):

- Action may be taken by the Committee upon the affirmative vote of a majority of the members.
- Any two members or the Chairman of the Committee may call a meeting of the Committee upon due notice to each other member in the manner specified in Section 2.4 of the Amended and Restated Bylaws of the Company.
- A majority of the total number of Committee members then serving on the Committee shall constitute a quorum. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.
- No action of the Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this Charter.
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.
- The Committee shall have the authority to delegate to subcommittees, consisting of one or more members of the Committee, any of the responsibilities of the full Committee.
- The Committee shall have the authority to delegate to the CEO and/or the Senior Officers the determination of compensation under approved compensation

programs, except that compensation actions affecting the CEO or the Senior Officers may not be delegated.

6. Authority and Resources of the Committee. The Committee has the authority, in its sole discretion, to appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, and the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee. Such funding will be provided by the Company and determined by the Committee. Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, counsel or other adviser from management, including the factors set forth in NASDAQ rules then in effect and any other applicable laws, rules or regulations.