

## **GTC BIOTHERAPEUTICS, INC.**

### **Compensation Committee Charter**

#### ***Purpose***

The principal purpose of the Compensation Committee is to assist the Board of Directors (the “Board”) of GTC Biotherapeutics, Inc. (the “Company”) in fulfilling its responsibilities to determine the compensation of the Company’s executive officers for approving and evaluating the compensation plans, policies and programs of the Company. To that end, the Committee shall have the responsibility, power and authority to set the compensation and benefits of executive officers, determine distributions and grant awards under and administer the Company’s stock option and other incentive plans, and assume responsibility for all matters related to all of the foregoing.

#### ***Membership***

The Committee shall be comprised of not less than three members of the Board, and the Committee’s composition will meet the independence requirements under the listing standards of the Nasdaq National Market and Section 16 of the Securities Act of 1934 and the rules promulgated thereunder.

#### ***Duties and Responsibilities***

The Committee shall have the following primary duties and responsibilities, and shall perform any other activities consistent with this Charter, the Company’s By-Laws and governing law as the Committee and the Board deem appropriate or necessary:

- The Committee shall annually review and approve for the compensation of the executive officers of the Company, including without limitation (a) the annual base salary, (b) the annual incentive bonus, (c) the long-term incentive award, (d) employment agreements, severance arrangements, and change in control agreements or provisions, in each case as, when and if appropriate, and (e) any supplemental or special benefits.
- The Committee shall annually review and approve corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those goals and objectives, and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and such other factors as the Committee may consider relevant.
- The Committee has responsibility for producing an annual report on executive compensation for inclusion in the Company’s proxy statement.

- The Committee shall make recommendations to the Board concerning incentive compensation plans and equity-based plans.
- The Committee shall fix and determine awards to employees of stock or stock options pursuant to any of the Company's employee stock option or equity-based plans now or from time to time hereafter in effect and exercise such other power and authority as may be permitted or required under such plans.
- The Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.
- The Committee may form subcommittees, and delegate authority to any subcommittee or other administrator, as appropriate.
- The Committee shall make periodic reports to the Board.
- The Committee shall at all times have the authority to retain and terminate any compensation consultants or other advisors to assist it in any aspect of the evaluation of director, CEO or executive officer compensation or on any other subject relevant to the Committee's responsibilities, including the authority to approve such consultant's or advisor's fees and other retention terms.
- The Committee shall conduct an annual evaluation of the Committee's performance as compared to the requirements of this Charter.
- The Committee shall conduct an annual review and reassessment of the adequacy of this Charter and recommend any proposed changes to the Board for approval.