

COMPENSATION COMMITTEE CHARTER

OF

AKARI THERAPEUTICS PLC (the “Company”)

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to:

1. discharge the responsibilities of the Board relating to compensation of the Company’s directors, executive officers and key employees;
2. assist the Board in establishing appropriate incentive compensation and equity-based plans and to administer such plans;
3. oversee the annual process of evaluation of the performance of the Company’s management;
4. produce a report for inclusion in the Company’s proxy statement relating to its annual meeting of shareholders or annual report on Form 10-K, in accordance with applicable rules and regulations; and
5. perform such other duties and responsibilities as enumerated in and consistent with this Charter.

II. MEMBERSHIP AND PROCEDURES

A Membership and Appointment

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board, or the committee thereof responsible for nominations of directors, and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

All members of the Committee shall qualify as “independent directors” for purposes of the listing standards of The NASDAQ Stock Market, as such standards may be changed from time to time (the “Exchange Rules”) and will also satisfy the enhanced independence requirements for members of the compensation committee under the Exchange Rules. To the extent that the Board deems practicable and advisable, all members of the Committee shall also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, as such standards and definitions may be revised or amended from time to time; provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act)

shall be made by the full Board or a subcommittee of the Committee comprised of at least two members who qualify as non-employee directors.

B Removal

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

C Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D Meetings, Minutes and Reporting

The Committee shall meet at least two times per year and at such other times as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company’s articles of association. The Chairperson, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

The Committee shall keep full and complete minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

E Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the

powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F Authority to Retain Advisors

In the course of its duties, the Committee shall have the sole authority, at the Company's expense, to retain, oversee and terminate compensation consultants, legal counsel, or other advisors, as the Committee deems advisable. The Committee shall have direct responsibility for and shall set the compensation and oversee the work of any compensation consultants, outside legal counsel and such other advisors retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, to pay any such compensation consultant, outside legal counsel or any other outside advisors hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities. Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel), the Committee must take into consideration the independence factors set forth in the applicable rules of the Securities and Exchange Commission ("SEC") and the Exchange Rules.

III. DUTIES AND RESPONSIBILITIES

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. Establish a compensation policy for executives designed to (i) enhance the profitability of the Company and increase stockholder value, (ii) reward executive officers for their contribution to the Company's growth and profitability, (iii) recognize individual initiative, leadership, achievement, and other contributions and (iv) provide competitive compensation that will attract and retain qualified executives.
2. Subject to variation where appropriate, the compensation policy for executive officers and other key employees shall include (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time or project based incentive compensation, which shall be awarded for the achievement of predetermined financial, project, research or other designated objectives of the Company as a whole and of the executive officers and key employees individually and (iii) long-term incentive compensation in the forms of equity participation and other awards with the goal of aligning, where appropriate, the long-term interests of executive officers and other key employees with those of the Company's stockholders and otherwise encouraging the achievement of superior results over an extended time period.

3. Review competitive practices and trends to determine the adequacy of the executive compensation program.
4. Review and consider participation and eligibility in the various components of the total executive compensation package and, for all other employees and service providers, review and approve grants and awards under equity-based plans consistent with the terms of such plans.
5. Matters Related to Compensation of the Company's Chief Executive Officer
 - Annually review and recommend to the Board for determination the corporate goals and objectives relevant to CEO compensation.
 - Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and recommend to the Board for determination the CEO's equity and non-equity compensation based on this evaluation. In connection with recommending the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
 - The CEO may not be present during deliberations or voting concerning the CEO's compensation.
6. Matters Related to Compensation of the Executive Officers Other Than the Chief Executive Officer
 - Recommend to the Board for determination the equity and non-equity compensation (including cash-based incentive compensation) for all Executive Officers of the Company other than the CEO. For purposes hereof, the term "Executive Officer" shall mean any "executive officer" as defined in Rule 3b-7 under the Exchange Act.
 - Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the equity compensation of Executive Officers.
7. Annually review and approve with respect to compensation of directors, other executive officers of the Company and key employees.
8. Approve employment contracts, severance arrangements, change in control provisions and other agreements.
9. Approve and administer cash incentives and deferred compensation plans for executives (including any modification to such plans) and oversight of performance objectives and funding for executive incentive plans.

10. Approve and oversee reimbursement policies for directors, executive officers and key employees.
11. Review matters relating to management succession, including, but not limited to, compensation.
12. Approve and administer equity incentive plans and programs, including the review and grant of stock option and other equity incentive grants to executive officers (other than the Executive Officers).
13. Compensation Committee Report
 - If the Company is required by applicable SEC rules to include a Compensation Discussion and Analysis (“CD&A”) in its SEC filings, review the CD&A prepared by management, discuss the CD&A with management and, based on such review and discussions, determine whether or not to recommend to the Board that the CD&A be included in the Company’s Annual Report on Form 10-K, proxy statement, or any other applicable filing as required by the SEC.
 - Prepare the Compensation Committee Report to be included in the Company’s proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, the Nasdaq Rules, and any other rules and regulations applicable to the Company.
14. Review and reassess periodically the Company’s processes and procedures for the consideration and determination of director and executive compensation, and review and discuss with management any description of such processes and procedures and other compensation-related disclosures to be included in the Company’s SEC filings.
15. Oversee the Company’s compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Exchange Rules that, with limited exceptions, shareholders approve equity compensation plans.
16. Assess the results of the Company’s most recent advisory vote on executive compensation.
17. The Committee shall review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Committee or management and how such conflict is being addressed, and prepare any necessary disclosure in the Company’s SEC filings in accordance with applicable SEC rules and regulations.

18. Review all compensation policies and practices for all employees to determine whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
19. Periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs.
20. Form and delegate authority to subcommittees, consisting of one or more of its members, when appropriate.
21. Make regular reports to the Board.
22. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
23. Annually evaluate its own performance and report to the Board on the results of such evaluation.
24. Oversee the annual process of performance evaluations of the Company's management.
25. Perform any other activities consistent with this Charter, the Company's articles of association, and governing law, as the Committee or the Board deems necessary or appropriate.
26. Oversee such policies related to compensation, including, without limitation, the Company's Executive Officer Clawback Policy, as designated by the Board from time to time, and in connection therewith the Committee shall, subject to the provisions of the applicable policy, make such determinations and interpretations and take such actions as it deems necessary, appropriate or advisable.