

## Role

The Compensation Committee (“Committee”) assists the Board of Directors (“Board”) to monitor the performance of and set the annual compensation for key officers of Public Library of Science (“PLOS”), as well as to review PLOS’s general compensation and benefit programs.

## Authority and Membership

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws. A majority of directors then in office will appoint members of the Committee and a Chair of the Committee, each to serve for two-year terms.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

## Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will keep minutes of its meetings and report its activities to the Board on a regular basis.
3. The Committee may invite individuals who are not Board members to participate in Committee meetings, but these individuals will not have voting power and will not be held out as Committee members. The Committee may request any officer or employee of PLOS, or outside consultants, counsel or other advisors, to attend meetings or meet with Committee members.

## Responsibilities

1. Obtains from and discusses with the Board Chair (i) an annual review by the Board Chair of the CEO’s performance and (ii) the Board Chair’s recommendation for performance goals for the CEO for the subsequent year.
2. Makes recommendation to the Board regarding the CEO’s performance goals and compensation in accordance with the PLOS Compensation Review Policy.
3. Obtains from and discusses with the CEO (i) an annual review by the CEO of the CFO’s performance and (ii) the CEO’s recommendation for performance goals and compensation for the CFO for the subsequent year.
4. Makes recommendation to the Board regarding the CFO’s performance goals and compensation in accordance with the PLOS Compensation Review Policy.
5. Review periodically general staff compensation and benefit programs and make recommendations to the Board regarding such programs and personnel policies.
6. Review this charter at least annually and recommend any proposed changes to the Board for review.

Note: The Board may amend this charter at any time. Because of statutory limitations, however, the Board may not authorize the Committee to, and the Committee may not: fill vacancies on the Board or on any committee with Board authority; designate or remove from office any directors, or lengthen the term of any director; fix compensation of the directors; amend, repeal, or adopt provisions of the Bylaws or Articles of Incorporation; amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable; create Board committees or appoint members of Board committees; authorize indemnification for any agent of PLOS; expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; authorize the merger of PLOS, or the lease or transfer of substantially all of PLOS’s assets; authorize or revoke the decision to wind up and dissolve PLOS; or approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.