

Compensation Committee Charter

Organization

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Onconova Therapeutics, Inc. (the “Company”) is established pursuant to the Bylaws of the Company. The Board of Directors will appoint Committee members and such Committee members shall serve for such term or terms as the Board of Directors may determine or until their earlier resignation or death. The Board of Directors may remove or replace any Committee member at any time. The Board of Directors will also appoint the chairperson for the Committee. The Committee will consist of not less than three directors. All Committee members shall meet the independence requirements of the listing standards of the Company’s principal stock exchange (subject to any applicable exceptions permitted under such listing standards) and any other applicable laws, rules and regulations governing independence. All members of the Committee must also qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

Purpose

The purpose of the Committee is to discharge the Board of Director’s responsibilities relating to compensation of the Company’s executive officers and employees, and relating to the administration of the Company’s equity compensation, retirement, incentive compensation and benefit plans generally.

Duties and Responsibilities

The Committee shall have the following specific duties and responsibilities:

- The Committee, to the extent it deems necessary or appropriate, shall:
 - Annually review and approve the compensation of the Company’s principal executive officer and other executive officers, including such goals and objectives relevant to the executive officers’ compensation that the Committee, in its discretion, determines are appropriate, evaluate their performance in light of those goals and objectives, and set their compensation based on this evaluation. In determining the compensation of the principal executive officer, the Committee shall not permit the principal executive officer to be present at or participate in its deliberations. The Committee shall be entitled to consider the recommendations of the principal executive officer in connection with the compensation of other executive officers and, in the Committee’s discretion, the principal executive officer may participate in the Committee’s deliberations with respect thereto.
 - Review and approve the compensation of other employees of the Company that the Committee may specify from time to time, and delegate authority to specified executive officer(s) to review and approve the compensation of other non-executive officer employees.

- The Committee shall annually review with the principal executive officer and any other officer or member of management, as appropriate, the material criteria used by the principal executive officer and management in evaluating employee performance throughout the Company and in establishing competitive compensation, retention, incentive, severance and benefit policies and programs.
- The Committee shall prepare any analysis or report on executive compensation required to be included in the Company's proxy statement and periodic reports pursuant to applicable federal securities rules and regulations, and recommend the inclusion of such analysis or report in the Company's proxy statement and periodic reports.
- The Committee shall annually review the compensation of the Company's directors and recommend changes to the compensation of the members of the Board of Directors.
- The Committee shall oversee the administration of, and periodically review and make changes to, the incentive compensation plans, equity-based compensation plans, and any material employee benefit, bonus, retirement, severance and other compensation plans of the Company. The Committee may delegate authority to specified executive officer(s) to review and approve equity awards to certain non-officer employees as the Committee may specify from time to time in accordance with the plan under which such awards are made.
- The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation plan of the Company.
- In addition to the specific powers set forth in this charter, the Committee shall have such powers as may be necessary or appropriate for it to efficiently carry out its duties hereunder.

General

- A majority of the Committee shall constitute a quorum.
- The Committee shall meet at least twice each year, and more frequently as it determines necessary, and at such times and places as it deems appropriate.
- The Committee shall regularly update the Board of Directors about its activities and recommendations.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor.
- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee.
- The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.
- The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.
- The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K promulgated under the Securities Act of 1933, as amended.
- The Committee shall review and assess the adequacy of this charter annually and recommend changes to the Board of Directors. The Board of Directors must approve any amendments to this charter.
- The Committee shall have full access to all books and records of the Company in carrying out its duties under this charter.

Approved by the Board of Directors on July 8, 2013 and to be effective as of the date the Company's stock is first listed on the Company's principal stock exchange.

Last Updated: July 8, 2013.