

ORCHID BIOSCIENCES, INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”), appointed by and acting on behalf of the Board of Directors (the “Board”), shall be responsible for (i) discharging the responsibilities of the Board relating to compensation of the Company’s directors, executive officers and key employees; (ii) formulating, evaluating and approving compensation of the Company’s directors, executive officers and key employees, (iii) overseeing all compensation programs involving the use of the Company’s stock, including maintaining discretionary authority to interpret provisions of any compensation plans; (iv) producing an annual report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of stockholders, in accordance with applicable rules and regulations; and (v) performing such other duties and responsibilities as enumerated in and consistent with this Charter.

II. COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members shall meet the independence requirements of the NASDAQ.

Committee members shall be elected by the Board on the recommendation of the Nominating Committee. Committee members may be replaced by the Board. Unless a chair (the “Chair of the Committee”) is elected by the full Board, the members of the Committee may designate the Chair of the Committee by majority vote of the full Committee membership. The Chair of the Committee shall have access to management and to information relating to the Committee’s purposes. The Chair of the Committee shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

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.

III. MEETINGS

The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings.

The Committee shall keep full and complete minutes of the proceedings of the Committee. 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.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

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.
5. Review and approve at least annually corporate and individual goals and objectives relevant to the compensation of the CEO and other executive officers, evaluate the performance of the CEO and such other executive officers in light of those goals and objectives, the Company's financial performance and relative stockholder return, the value of similar incentive awards to the CEO and other executive officers at comparable companies, and the compensation provided to the Company's CEO and other executive officers in the past, communicate the results to the CEO and the Board, and recommend to the Board the compensation levels based on this evaluation.
6. Review and approve at least annually and make recommendations to the Board at least annually with respect to compensation of directors, executive officers of the Company other than the CEO and key employees.

7. Make recommendations to the Board for the Board's approval regarding employment contracts, severance arrangements, change in control provisions and other agreements for executive officers.
8. 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.
9. Review at least annually matters relating to management succession, including, but not limited to, compensation.
10. Approve at least annually and oversee the compensation programs for executive officers involving the granting of the Company's stock or stock options, including any modifications.
11. If appropriate, hire experts in the field of executive compensation to assist the Committee with its evaluation of director, CEO or executive compensation. The Committee shall have the sole authority to retain and to terminate such experts, and to approve the experts' fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal legal, human resource, accounting or other advisors. The Committee shall report to the Board on its activities in this regard.
12. Prepare annual reports summarizing top executives' compensation levels and policies, and explaining the relationship between executive compensation and the organization's performance in coordination with Management, as required by the SEC rule s then in effect.
13. Periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost.
14. Form subcommittees by resolution passed by a majority of the Committee members, and delegate authority to such subcommittees when appropriate. 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, and shall keep regular minutes of its meetings and report the same to the Committee or the Board.
15. Review and present to the Board for approval at least annually compensation levels for the directors of the Corporation.

16. Review and present to the Board for approval new compensation programs for directors.
17. Make regular reports to the Board concerning the Committee's activities.
18. Monitor the compensation programs for directors to determine whether they are properly coordinated and achieving their intended purpose.
19. Review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
20. Evaluate at least annually its own performance.
21. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.