

**CHARTER OF THE
COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS
OF NKARTA, INC.**

- 1. Purpose.** The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Nkarta, Inc. (the “Company”) to discharge the responsibilities of the Board relating to:
- compensating the Company’s executive officers and making recommendations to the Board with respect to the compensation of non-employee members of the Board;
 - overseeing the Company’s overall compensation structure, policies, programs and arrangements; and
 - taking such other actions relating to the compensation and benefit structure of the Company as the Committee deems necessary or appropriate.
- 2. Membership.** The Committee shall be comprised of at least two (2) members of the Board. Each Committee member shall, as determined in the business judgment of the Board, qualify as an “independent director,” as such term is defined under the listing standards of The Nasdaq Stock Market LLC (“Nasdaq”) and otherwise be considered independent for purposes of membership on the Committee in accordance with Nasdaq listing rules as if the Company’s common stock was listed on Nasdaq. In addition, to the extent determined appropriate by the Committee, at least two (2) members of the Committee shall qualify as “non-employee directors” as such term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The members of the Committee will be appointed by and serve at the discretion of the Board on the recommendation of the Nominating and Governance Committee. Committee members may be removed at any time by the Board. The Board will appoint one member of the Committee to serve as the Chairperson of the Committee.
- 3. Specific Responsibilities and Duties.** In addition to the Committee’s general tasks and responsibilities described above, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate:
- Review and approve the compensation of the Chief Executive Officer (the “CEO”), the Company’s other executive officers, including base salary, bonus and equity awards under the Company’s compensation and incentive plans. The CEO may not be present during voting or deliberations on his or her compensation.
 - Review and approve any perquisites and benefit policies or programs available to the Company’s executive officers, except to the extent such benefit policies or programs apply to employees of the Company generally.
 - Review annually with the Board an evaluation of the performance of the CEO and the Company’s other executive officers.
 - Review and approve compensation arrangements for persons newly hired as executive officers of the Company and compensation changes for employees promoted into such roles.

- Review and approve any employment or post-employment agreement applicable to any of the Company's executive officers.
- Review annually and make recommendations to the Board regarding the compensation of members of the Board and Board committees.
- To the extent deemed necessary or appropriate, recommend to the Board the establishment or modification of equity compensation plans for the Company and its subsidiaries.
- Act as administering committee of any employee bonus and other incentive plans, equity compensation plans and equity arrangements that may be adopted by the Company from time to time, with such authority and powers as are set forth in the respective plans' instruments, in each case subject to applicable policies adopted by the Board.
- To the extent deemed necessary or appropriate, review with management the Company's employee benefit policies, programs, and administration.
- Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board as deemed necessary.
- To the extent deemed necessary or appropriate, review and advise the Board regarding other compensation plans and perform such other functions as assigned by law, the Company's charter or bylaws, the terms of the applicable plans, or the Board.

The foregoing does not limit any authority conferred on the Committee pursuant to the terms of any compensation or benefit plan or, to the extent the Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

4 Organization and Operations.

- **Meetings.** The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. Such meetings, at the Committee's discretion, may be in person, by telephone or by unanimous written consent. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson (in consultation with the appropriate members of the Committee and management) and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's bylaws, as in effect from time to time and as applicable to meetings of the Board, will govern meetings of the Committee. A quorum for any meeting of the Committee shall be a majority of the members of the Committee.
- **Minutes and Reports.** Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions.
- **Subcommittees.** The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law or regulation to be exercised by the Committee as a whole. Each such subcommittee shall consist of at least one member of the Committee.

- **Voting.** Each Committee member shall have one vote and actions at meetings must be approved by a majority of the members present.

5. Reliance; Experts; Cooperation.

- **Retention of Outside Advisors.** The Committee has the power, in its sole discretion and after considering the following factors, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor as it determines necessary or appropriate to carry out its duties, including to assist in the evaluation of director or executive officer compensation: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor, (ii) 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; (iii) 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; (iv) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and (vi) 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 be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee, including sole authority to approve the consultant's, legal counsel's or advisor's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other advisor retained by the Committee.
- **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, outside advisors and experts, as it deems necessary or appropriate.
- **Investigations.** The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.
- **Participation of Employees and Outside Experts.** The Committee shall have unrestricted access to internal and outside counsel, and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

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