

GERON CORPORATION
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER
(EFFECTIVE MAY 18, 2015)

This Amended and Restated Compensation Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of **GERON CORPORATION** (the “Company”) at a meeting held on May 18, 2015, and defines the purpose, membership, procedures, duties and authority of the Compensation Committee of the Board (the “Committee”).

I. Purpose

The purpose of the Committee is to assist the Board in discharging the Board’s responsibilities regarding: (a) the establishment, oversight and maintenance of the Company’s compensation and benefit plans, policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve superior operating results; (b) the compensation of the Company’s Chief Executive Officer (the “CEO”), the Company’s other executive officers, as defined by Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Company’s non-management directors and (c) compliance with the rules of The NASDAQ Stock Market LLC, the Securities and Exchange Commission (the “SEC”) and other law, as applicable, with respect to matters affecting compensation (including public disclosures thereof) and compensation committees of boards of directors. As used herein, the term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

The Committee shall ensure that compensation programs are designed to attract and retain executive officers capable of leading the Company to fulfillment of its business objectives by offering competitive compensation opportunities that (i) attract, reward and retain officers and (ii) motivate officers to achieve short-term and long-term corporate goals that enhance stockholder value. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Bylaws and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall consist of at least two members of the Board of Directors. Each member of the Committee shall satisfy (i) the independence requirements of the NASDAQ Stock Market (“NASDAQ”) applicable to compensation committee members, as in effect from time to time, when and as required by NASDAQ, subject to any exceptions permitted by NASDAQ; and (ii) any other qualifications determined by the Board. Each member may also be required to satisfy, as determined by the Board from time to time, (i) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “Exchange

Act”); and (ii) the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”). The members of the Committee, including the Chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with this Charter and any provisions of the Company’s Bylaws that are applicable to the Committee.

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities, but in no event less than three (3) times per year.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its sole discretion, include in its meetings members of the Company’s management and any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the CEO and any other executive officer may not be present during deliberations or voting concerning his or her compensation and the Committee may, as it deems appropriate, exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee’s satisfaction in the minutes of the Board meetings). If requested, any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chair of the Board.

IV. Duties and Responsibilities

1. The Committee shall, at least annually, review the compensation philosophy of the Company.

2. The Committee shall obtain information on market trends in executive compensation and shall review the competitiveness of the Company’s executive compensation programs to ensure (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company’s business objectives and (c) the alignment of the interests of executive officers with the long-term interests of the Company’s stockholders.

3. The Committee shall, at least annually, review and approve the corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate the performance of the CEO and the other executive officers in light of those goals and objectives, and recommend to the Board for approval all compensation of the CEO (other than Section 162(m) Compensation (as defined in

Section IV.6 below), which shall be determined and approved by the Committee), and determine and approve all compensation of the other executive officers based on such evaluation. The Board shall retain the authority to determine and approve, upon the recommendation of the Committee, the compensation of the CEO, unless such authority has been delegated to the Committee, including with respect to the delegation to the Committee herein of the authority to determine and approve any Section 162(m) Compensation.

4. The Committee shall periodically and as and when appropriate, review and recommend the following to the Board for approval as they affect the CEO (other than Section 162(m) Compensation, which shall be determined and approved by the Committee), and review and approve the following as they affect the other executive officers: (a) any employment agreements and severance arrangements, including any amendments, supplements or changes thereto; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits and (c) any special or supplemental compensation and benefits for the CEO and other executive officers and individuals who formerly served as CEO and other executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment. The Board shall retain the authority to approve the foregoing with respect to the CEO, upon the recommendation of the Committee, unless such authority has been delegated to the Committee, including with respect to the delegation to the Committee herein of the authority to determine and approve any Section 162(m) Compensation.

5. The Committee shall oversee the Company's compliance with the requirement under NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans. Subject to such stockholder approval, or otherwise required by the Exchange Act, the Code or other applicable law, the Committee shall have the power to establish, amend, manage, periodically review and, where appropriate, terminate all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans, including 401(k) plans, employee stock purchase plans, long term incentive plans, management incentive plans and others and, pursuant to the terms of such plans, administer such plans and make appropriate interpretations and determinations and take such actions as shall be necessary or desirable thereunder, including approval of awards granted pursuant to such plans and repurchase of securities from terminated employees. All periodic plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

6. The Committee shall establish, review and approve all bonuses, equity incentive awards or other compensation to the extent any such bonus, awards or other compensation is intended to be qualified "performance-based" compensation under Section 162(m) of the Code. In this regard, and notwithstanding any other provision of this charter, if deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, only the Committee or a Section 162(m) Subcommittee (as defined in Section VI below) shall approve compensation intended to qualify for the "performance-based compensation" exception of Section 162(m) of the Code ("Section 162(m) Compensation"). Approval of Section 162(m) Compensation shall include but not be limited to, the grant of stock options and the establishment, evaluation and certification of achievement of performance goals related to cash or equity compensation. To the extent that any provision of this charter implicates Section 162(m) Compensation and deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, references in any such provision to the Committee shall include the Section 162(m) Subcommittee, if any.

7. The Committee shall periodically review the need for a Company policy regarding compensation paid to the Company's executive officers in excess of limits deductible under Section 162(m) of the Code, and shall determine the Company's policy with respect to change of control or "parachute" payments. Notwithstanding the foregoing or any other provision of this charter, nothing in

this charter requires the Committee to grant compensation that qualifies for the “performance-based compensation” exemption of Section 162(m) of the Code.

8. The Committee shall establish and periodically review policies concerning perquisite benefits.

9. The Committee shall monitor the Company’s compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

10. The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees of the Company, including periodic reviews of the adequacy of the Company’s compensation structure, performance review procedures, employee turn-over and retention, successorship plans and other human resource issues. The Committee shall receive periodic reports on the Company’s compensation programs as they affect all employees.

11. The Committee shall review and discuss with the management of the Company the Compensation Discussion and Analysis (“CD&A”), and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company’s proxy statement and annual report on Form 10-K.

12. The Committee shall prepare and approve the Compensation Committee report to be included as part of the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC.

13. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the Board’s non-management directors. In addition, the Committee shall, at the end of each year, review the non-management director compensation and benefits.

14. The Committee shall recommend to the Board the employment and appointment of future executive officers, as well as promotion and changes in position of incumbent executive officers upon review of their performance.

15. The Committee shall review the Company’s policies related to payment of salaries and wages, commissions, benefits, bonuses, stock-based compensation, severance and other compensation-related practices and review the relationship between risk management policies and practices, corporate strategy and compensation. The Committee shall review, with management, whether the Company’s compensation policies encourage unnecessary or excessive risk taking, and evaluate whether the financial incentives and risks relating to such policies are appropriate.

16. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.

17. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Compensation Consultants, Legal Counsel and Other Advisers

1. *Authority.* The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisers (referred to collectively as

“advisers”) to assist it in the performance of its duties. However, the Committee may select, or receive advice from, any adviser (including the Company’s regular outside legal counsel or other advisors to the Company) only after taking into consideration the factors specified in NASDAQ Listing Rule 5605(d)(3) or any successor provision. However, nothing in this provision requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to: (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged or otherwise retained by the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its independent judgment in fulfillment of its duties.

2. *Conflict-of-Interest Disclosure.* The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation (except as set forth in clause (a) and (b) of Section V.1. above) or was retained by the Committee or management and how such conflict is being addressed for disclosure in the Company’s annual proxy statement in accordance with applicable SEC rules and regulations.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee may form and delegate authority to subcommittees as appropriate, including but not limited to (1) if deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, a subcommittee composed of at least two members of the Committee who are “outside directors” under Section 162(m) (any such subcommittee, a “Section 162(m) Subcommittee”) and (ii) a subcommittee composed of one or more members of the Committee to grant stock awards under the Company’s equity incentive plans to persons who are not (a) “Covered Employees” under Section 162(m) of the Code, (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act; or (2) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, a subcommittee composed solely of at least two members of the Committee who are “non-employee directors” under Rule 16b-3 to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company’s equity securities under the Rule 16b-3 exemption. Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 (“ERISA”), with respect to one or more Company plans that are subject to ERISA.