

INTREXON CORPORATION
Compensation Committee Charter

The Board of Directors of Intrexon Corporation (the “Company”) has constituted a Compensation Committee (the “Committee”). The Committee’s primary responsibility is to develop and oversee the implementation of the Company’s philosophy with respect to the compensation of executive officers. The Committee shall have the overall responsibility for the executive compensation plans, policies, and programs on behalf of the Board of Directors.

The Committee shall consist of not less than two members of the Board of Directors. Based on the recommendation of the Nominating and Governance Committee, the Board shall elect the members and the Chair of the Committee at its organizational meeting following the Annual Meeting of Shareholders. The Committee reports to the Board of Directors on all matters within the Committee’s responsibilities. Any member of the Committee may be removed or replaced by the Board of Directors.

Except as otherwise permitted by the applicable rules of The New York Stock Exchange (“NYSE”), each member must satisfy the independence requirements of NYSE and the Securities and Exchange Commission (“SEC”). No director may qualify as “independent” unless the Board of Directors affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). In addition, in determining whether a director is eligible to serve on the Committee, the Board of Directors must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. The Board of Directors should examine the above factors broadly by considering all sources of compensation from any person or entity and any direct relationships with, or other relationships that place the member under the direct or indirect control of, the Company or senior management, in each case which would impair the member’s ability to make independent judgments about the Company’s executive compensation.

Notwithstanding the foregoing, one director who ceases to be independent for reasons outside his or her reasonable control, may, with prompt notice to NYSE and only so long as a majority of the members of the Committee continue to be independent, remain a member of the Committee until the earlier of the next annual shareholders’ meeting of the Company or one year from the occurrence of the event that caused the director to no longer be independent.

Each member of the Committee must qualify as (i) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, to the extent applicable and (ii) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In the event that less than all members qualify as “non-employee directors” within the meaning of Rule 16b-3 of Exchange Act, all grants of stock, options or other equity compensation to officers and directors subject to the requirements of Section 16 of the Exchange

Act (“Section 16 Persons”) shall be recommended by the Committee, subject to approval by the Board of Directors solely for purposes of compliance with applicable requirements of Rule 16b-3 under the Exchange Act.

The Committee shall meet at such times as it determines to be appropriate or at the call of the Chairman of the Committee.

In carrying out its responsibilities:

- The Committee shall have responsibility for developing and maintaining an executive compensation policy that creates a direct relationship between pay levels and corporate performance and returns to shareholders. The Committee shall monitor the results of such policy to assure that the compensation payable to the Company’s executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, does not materially increase the Company’s risk profile, and is justified by the returns available to shareholders.
- The Committee shall consider the impact of the Company’s compensation policies and practices for all employees on its risk profile.
- The Committee shall have responsibility for recommending to the Board of Directors for approval compensation and benefit plans, which may include amendments to existing plans, cash- and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.
- The Committee shall review and approve annually corporate and personal goals and objectives to serve as the basis for the Chief Executive Officer’s compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives and determine the Chief Executive Officer’s compensation based on that evaluation. The Chief Executive Officer may not be present during the Committee’s voting or deliberations on his or her compensation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards given to the Chief Executive Officer in past years.
- The Committee shall determine the annual compensation for other executive officers.
- The Committee shall be responsible for approving the compensation to be paid or provided to executive officers and the Committee shall utilize, where it deems appropriate, comparative data regarding compensation practices. The Committee may utilize flexible compensation structures to attract, retain, motivate and appropriately reward executive officers, consistent with the Company’s compensation philosophy.

- With respect to the Company's equity-based compensation plans, the Committee shall approve any grants of stock options, restricted stock, performance shares, stock appreciation rights, and other equity-based incentives to the extent provided under the compensation plans.
- The Committee shall from time to time review and make recommendations to the Board of Directors regarding the compensation of non-employee directors.
- The Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402 ("CD&A"). The Committee shall determine, based on such review and discussions, whether it is going to recommend to the Board of Directors of the Company that the CD&A in the form prepared by management be included in the Company's annual report or proxy statement for the annual meeting of shareholders.
- The Committee shall provide, over the names of the Committee members, the required Committee report for the Company's proxy statement for the annual meeting of shareholders. This Committee report shall state whether (i) the Committee reviewed and discussed with the Company's management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board of Directors that the CD&A be included in the Company's annual report or proxy statement for the annual meeting of shareholders.
- The Committee shall review and recommend for approval by the Board of Directors (a) the Company's approach with respect to the advisory vote on executive compensation ("say-on-pay") and (b) how frequently the Company should permit shareholders to have a say-on-pay vote, taking into account the results of shareholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of say-on-pay resolutions and consider any implications.
- The Committee shall have available to it such support personnel, including management staff and outside auditors, as it deems necessary to discharge its responsibilities.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the compensation committee. The Committee shall have available to it appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the compensation committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
 - Any stock of the listed company owned by the compensation consultant, legal counsel or other adviser;
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company; and
 - Whether any compensation consultant retained or to be retained by the Company has any conflict of interest in accordance with Securities and Exchange Commission Regulation S-K, Item 407(e)(3)(iv).
- The Committee may, from time to time and at its sole discretion, invite additional members of the Board of Directors to attend meetings of the Committee in an advisory capacity. Such directors will have no voting authority in such meetings.
 - The Committee shall consider the application of Section 162(m) of the Internal Revenue Code to the Company and its compensation practices and develop a policy for the Company with respect to Section 162(m).
 - The Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and NYSE rules, to any other director, in each case to the extent the Committee deems necessary or appropriate. The Committee shall have the right to consult with or obtain input from management but, except as expressly provided herein, shall not delegate any of its responsibilities to management.
 - In addition to the activities described above, the Committee will perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's certificate of incorporation, bylaws and the resolutions and other directives of the Board.

The Secretary of the Committee shall be the Corporate Secretary or his or her designee. The proceedings of all Committee meetings shall be documented in minutes. At the next regular Board of Directors meeting following any Committee meeting, the Chairman of the Committee shall report to the Board of Directors on behalf of the Committee.

The Chairman of the Committee shall discuss the Committee's performance with each member of the Committee, following which discussions the Chairman shall lead the Committee in an annual evaluation of its performance. The annual evaluation shall include a review and assessment of the adequacy of the Committee's charter.

The Committee shall cause to be provided to NYSE appropriate written confirmation of any of the foregoing matters as NYSE may from time to time require.

This Compensation Committee Charter was duly approved and adopted by the Board of the Company as of the 27th day of September, 2017.