

**ADVERUM BIOTECHNOLOGIES, INC.**

**COMPENSATION COMMITTEE CHARTER**

This Compensation Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Adverum Biotechnologies, Inc., a Delaware corporation (the “**Company**”), on July 14, 2014 and last amended on February 15, 2018.

**I. Purpose**

The purpose of the Compensation Committee (the “**Committee**”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

**II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable independence factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *Executive Officer Compensation.* The Committee will review and set or make recommendations to the independent members of the Board regarding the compensation of the Chief Executive Officer and the other executive officers, including selecting any individual or corporate goals to be used in determining such officers' compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation.* The Committee will review and approve or make recommendations to the Board regarding the types and amounts of director compensation, including equity awards.

3. *Employment and Severance Agreements.* The Committee will review and approve, or when appropriate, recommend to the Board for approval, any employment agreements and any severance agreements or plans, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and the other executive officers. The Chief Executive Officer may not be present during voting or deliberations on his or her employment agreements or arrangements.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements. The Committee will have full power and authority to administer these plans and arrangements, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans or arrangements.

5. *Corporate Performance Goals.* The Committee will review and make recommendations to the Board regarding corporate performance goals and objectives, which shall support and reinforce the Company's long-term strategic goals, relevant to the compensation of the Company's executive officers.

6. *Risk Assessment.* To the extent the Company is required to, the Committee will review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.

7. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

8. *Compensation Committee Report.* To the extent the Company is required to, the Committee will prepare the annual Compensation Committee Report.

9. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.