

**ONYX PHARMACEUTICALS, INC.**

**Amended and Restated Charter  
of the Compensation Committee  
of the  
Board of Directors**

**As amended March 6, 2007**

**Purpose and Policy:**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of ONYX Pharmaceuticals, Inc. (the "Company") shall be to act on behalf of the Board in fulfilling the Board's responsibilities to oversee the Company's compensation policies, plans and programs, and to review and determine the compensation to be paid to the Company's officers and other employees of the Company, and to administer the Company's 1996 Equity Incentive Plan (the "Equity Incentive Plan"), the 1996 Non-Employee Directors' Stock Option Plan (the "Directors' Plan"), the 1996 Employee Stock Purchase Plan (the "Purchase Plan") and all other stock plans of the Company as may be adopted and which are hereinafter collectively referred to as the "Plans," as well as to prepare and review the Committee report included in the Company's annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the "SEC") in effect from time to time. 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 policy of the Committee shall be as follows:

- *Compensation Structure.* The Committee shall seek to maintain an overall compensation structure designed to attract, retain and reward management and other employees who contribute to the long-term success of the Company and to motivate those individuals to enhance long-term stockholder value through base salary, cash bonus and stock option awards that are competitive with those of leading biotechnology companies and in proportion to individual contribution and performance.
- *Long-Term Focus.* The Committee shall seek to establish appropriate incentives for management and employees at all levels to further the Company's long-term strategic plan and long-term value as a going concern and to avoid undue emphasis on short-term market value.

**Composition:**

The Committee shall be comprised of at least three members of the Board. The members of the Committee and its Chairperson will be appointed by and serve at the discretion of the Board. All members of the Committee shall satisfy the independence requirements of The Nasdaq National Market ("Nasdaq") applicable to compensation committee members, as in

effect from time to time, when and as required by Nasdaq, including any exceptions permitted by these requirements. At least two of the members of the Committee shall satisfy the “non-employee director” standard within the meaning of Section 16b-3 of the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”) and 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”).

**Authority:**

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. In addition, the Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation, including sole authority to approve such consultant’s reasonable fees and other retention terms, all at the Company’s expense. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. Expenditures for external resources (other than for a compensation consultant retained by the Committee) that are expected to be material and outside the ordinary course of the Committee’s practices shall be recommended by the Committee for the approval of the Board. The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board to grant stock awards under the Company’s 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. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this Compensation Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

**Responsibilities:**

To implement the Committee’s purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. To review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including:
  - A. Reviewing and approving 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 officers and other senior management, as appropriate;

- B. Evaluating and recommending to the Board the compensation plans and programs advisable for the Company, as well as modification or termination of existing plans and programs;
  - C. Establishing policies with respect to equity compensation arrangements;
  - D. Reviewing compensation practices of other biotechnology companies and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
  - E. Reviewing and approving the terms of any employment agreements, severance arrangements, change of control protections and any other compensatory arrangements for the Company's executive officers and other senior management, as appropriate;
  - F. Reviewing and approving any compensation arrangement for any officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company; and
  - G. Evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.
2. To recommend to the full Board the compensation and other terms of employment of the Company's Chief Executive Officer after evaluating the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:
- A. Fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;
  - B. Developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value;
  - C. Achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee; and
  - D. Achieving the Chief Executive Officer's individual performance goals and objectives.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate

level of risk and reward, taking into consideration the Company's performance and relative stockholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable biotechnology companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable.

3. To review and approve the individual and corporate performance goals and objectives of the Company's other senior management, as appropriate, including executive officers that are periodically established. The Committee shall determine the compensation and other terms of employment of these senior management, as appropriate, taking into consideration the officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer as established by the Committee, as well as in fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards. The Chief Executive Officer may be present during these deliberations, but may not vote.
4. To recommend to the Board the adoption, amendment and termination of the Plans. The Committee shall have full power and authority to administer these plans, 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.
5. To review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
6. To review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" ("CD&A") in its periodic reports to be filed with the SEC.
7. To prepare and review the Committee report to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations, including whether the Committee reviewed and discussed the CD&A with management, and based on that review and those discussions, whether the Committee recommended to the Board that the CD&A be approved for inclusion in the Company's periodic reports to be filed with the SEC.
8. To perform such other functions and have such power as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.
9. To report to the Board from time to time, or whenever it shall be called upon to do so.

**Meetings:**

The Committee will hold at least two regular meetings per year and additional meetings as the Chairperson or Committee deem appropriate. The President and Chief Executive Officer, the Vice President, Finance and Secretary may attend any meeting of the Committee, except for portions of the meetings where such person's presence would be inappropriate, as determined by the Committee Chairperson.

**Minutes and Reports:**

Minutes of each meeting of the Committee shall be kept and distributed promptly after each meeting to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.