

**PROTHENA CORPORATION PLC**  
**CHARTER**  
**OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
*(as amended and restated effective May 15, 2018)*

**I. Committee Purpose and Authority**

The primary purposes of the Compensation Committee (the “Committee”) of the Board of Directors of Prothena Corporation plc (the “Company”) are to (1) consider and approve all compensation to be paid to and compensatory arrangements with the Company’s executive officers other than the Chief Executive Officer, and consider and recommend to the Board of Directors all compensation to be paid to and compensatory arrangements with the Chief Executive Officer, (2) consider and recommend to the Board of Directors all compensation to be paid to and compensatory arrangements with members of the Board of Directors who are not executive officers or employees of the Company, and (3) administer or oversee the Company’s compensation plans.

The Committee will have the full power and authority of the Board with respect to these responsibilities, and the approval of this Charter by the Board of Directors constitutes a delegation of such power and authority to the Committee. The Committee may supplement or (except as otherwise required by applicable law) deviate from these responsibilities as it deems appropriate under the circumstances.

The Committee will have the authority to obtain advice and assistance, at the Company’s expense, from such outside legal counsel, consultants or other advisors as the Committee deems necessary to carry out its responsibilities. The Company will provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board of Directors, for payment of (a) compensation to any outside legal counsel, consultant or other advisor engaged by the Committee as authorized by this Charter, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

The Committee will be directly responsible for the appointment, compensation and oversight of any compensation consultant that the Committee determines to retain (after assessing the independence of such compensation consultant).

**II. Committee Composition and Meetings**

The Committee will have a minimum of three members, each of whom will be a member of the Board of Directors, an “independent director” as such term is defined by Nasdaq Listing Rule 5605(a)(2) and otherwise meet the independence requirements under Nasdaq Listing Rule 5605(d)(2)(A) and a “non-employee director” as such term is defined by Rule 16b-3 under the U.S. Securities Exchange Act of 1934 (the “Exchange Act”). Members of the Committee will be appointed by and serve at the discretion of the Board of Directors, which will also appoint the Committee’s Chairman and Secretary.

The Committee will meet regularly as necessary to fulfill its responsibilities. Special meetings may be called by the Chairman of the Committee or the Chairman of the Board. Meetings may be held in person or by tele-conference or video conference. The Committee may also take action by unanimous written consent of its members. The Committee may delegate any of its responsibilities to a subcommittee comprised solely of a member or members of the Committee (and the Committee may delegate certain responsibilities as set forth below to persons who are not members of the Committee). At any meeting of the Committee or a subcommittee of the Committee, the presence of one-half of its members then in office will constitute a quorum for the transaction of business; and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the Committee or subcommittee.

The Committee may direct that any other director, officer or employee of the Company, and may request that any outside legal counsel, consultant or other advisor, attend a Committee meeting or meet with any member of the Committee or any of its advisors. The Committee may meet with any person in executive session.

### **III. Committee Responsibilities**

#### **A. Executive Officer Compensation.** The Committee will:

1. Approve all compensation to be paid to and compensatory arrangements with the Company's executive officers (as defined under the Exchange Act) other than the Chief Executive Officer;
2. Approve all employment, separation, severance and retirement arrangements (excluding retirement plans generally available to all employees) with the Company's executive officers other than the Chief Executive Officer;
3. Approve all change in control arrangements with any employee of the Company (or any subsidiary of the Company) other than the Chief Executive Officer;
4. Recommend to the Board of Directors (a) all compensation to be paid to and compensatory arrangements with the Company's Chief Executive officer, (b) all employment, separation, severance and retirement arrangements (excluding retirement plans generally available to all employees) with the Chief Executive Officer; and any change in control arrangement with the Chief Executive Officer; and
5. Consider and make recommendations to the Board regarding the frequency with which shareholder "say on pay" votes should occur, and whether the Company should make any recommendation to shareholders on the frequency of such votes; and consider the results of any "say on pay" vote and make such adjustments to Company compensation practices for executive officers, if any, as the Committee deems appropriate in response thereto, all to the extent the Company is subject to Nasdaq or SEC rules on "say on pay."

**B. Plan Administration.** The Committee will:

1. Administer the Company's equity compensation plans, and delegate as the Committee deems appropriate to any member of the Board of Directors or to any officer of the Company (or any subsidiary of the Company) the Committee's authority under such equity compensation plans with respect to participants who are not executive officers (as defined under the Exchange Act);
2. Administer or oversee the Company's other compensation plans, to the extent any of the Company's executive officers are eligible to participate in such plans (excluding 401(k) plans); and
3. Recommend to the Board, as the Committee deems appropriate, amendment, suspension or termination of the foregoing compensation plans, or adoption of other compensation plans in which any of the Company's executive officers may participate.

**C. Director Compensation.** The Committee will make recommendations to the Board of Directors on all compensation to be paid to and compensatory arrangements with any member of the Board of Directors who is not an executive officer (as defined under the Exchange Act) or employee of the Company.

**D. Other Responsibilities.** The Committee will:

1. Review the overall compensation strategy and policies for the Company;
2. Review and approve the report from the Committee required by U.S. Securities and Exchange Commission ("SEC") rules to be included in the Company's annual proxy statement, Annual Report on Form 10-K or other SEC filing;
3. Review and discuss with management and recommend to the Board inclusion of any "Compensation Discussion and Analysis" required by SEC rules to be included in the Company's annual proxy statement, Annual Report on Form 10-K or other SEC filing;
4. Review annually the adequacy of this Charter, and recommend to the Board of Directors any necessary or appropriate changes to this Charter; and
5. Perform other responsibilities that the Board of Directors determines are necessary or appropriate.