

CHARTER OF THE RESEARCH AND DEVELOPMENT COMMITTEE
of the
BOARD OF DIRECTORS
of
ULTRAGENYX PHARMACEUTICAL INC.

The Board of Directors (the “Board”) of Ultragenyx Pharmaceutical Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Research and Development Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

Section 1. STATEMENT OF PURPOSE

- 1.1. The Company has created the Committee to assist the Board in its oversight of the Company’s strategic direction for its pipeline and investment in research and development activities (“R&D”). The primary purpose of the Committee is to:
- (a) Assist the Board in its oversight of the Company’s strategic direction for its pipeline and investment in research and development;
 - (b) Evaluate and advise on the Company’s key R&D activities and early pipeline development goals and strategy;
 - (c) Assess the resources and budget allocated to R&D spend and provide guidance regarding the investment of resources in pipeline growth;
 - (d) Evaluate and provide input with respect to the quality of the science being conducted and overall program execution, *provided, however*, that the Committee will not be directing the science, or evaluating or directing the detailed design of experiments, but instead will focus on the broader management of R&D activities, both with respect to projects and human resources, as needed for a productive pipeline;
 - (e) Assess the overall quality of the R&D programs and prospects for progression to monitor the Company’s pipeline to maintain product flow; and
 - (f) Evaluate the Company’s clinical-stage pipeline and its progress, as well as those operational execution initiatives that are important for filing and approval of products in the Company’s pipeline.
- 1.2. The Committee shall consider any questions or concerns that may be raised by other members of the Board regarding the Company’s R&D activities. In the ordinary course, the Committee will discuss these questions and concerns with the Company’s Chief Executive Officer or another designated employee.

Section 2. ORGANIZATION

- 2.1. Composition. The Committee will be composed of two or more directors as determined by the Board. The Committee will include at least one independent member, as independence is defined in accordance with the rules, regulations and standards of the NASDAQ Stock Market, and as determined in the business judgement of the Board. Each member of the Committee shall have sufficient scientific and/or medical expertise to review and evaluate appropriately the Company's R&D programs, as determined in the Board's sole discretion.
- 2.2. Committee Chair. The Board shall designate one member as chairperson of the Committee (the "Chairperson") or delegate the authority to designate the Chairperson to the Committee, in which case the members of the Committee may designate the Chairperson by majority vote. The Chairperson of the Committee shall be independent, as defined in Section 2.1.
- 2.3. Election and Removal. The members of the Committee shall be elected by the Board to serve until their successors are elected. The Board may remove members of the Committee from such Committee at any time, with or without cause. In the event that the removal or resignation of a Committee member, or any other occurrence which renders a member unable to discharge his or her duties with respect to the Committee, causes the number of members then serving on the Committee to be fewer than two, the Board shall promptly designate a successor.
- 2.4. Subcommittees. The Committee may form and delegate authority to subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. Each subcommittee shall keep minutes of its meetings and report them to the Committee.

Section 3. DUTIES AND RESPONSIBILITIES.

The following are the duties and responsibilities of the Committee (in addition to any others that the Board may from time to time delegate to the Committee):

- 3.1. Evaluation of the Company's R&D Portfolio. Review, evaluate and advise the Board and the Company's Chief Executive Officer regarding the Committee's assessment of the quality, direction and competitiveness of Company's R&D programs. Review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.
- 3.2. Evaluation of the Early Stage Pipeline. Conduct periodic reviews of the early pipeline for the Company managed by the translational research ("TR") function from Stages -2 to Stage 0.
 - (a) The goals of these reviews include an assessment of: each program's progress against its targets, the overall quality of the science being conducted and the overall prospects for the program.

- (b) The Committee will, to the extent able, provide assessments, constructive scientific input and propose solutions to assist the Translational Research Management Team (“TRMT”) with respect to the Company’s portfolio of projects.
 - (c) The Committee will provide feedback to the Board with respect to the status and health of the Company’s product pipeline creation program. This evaluation by the Committee is not intended as a detailed, experiment-by-experiment scientific assessment, but rather is intended to be a broader evaluation of the business process of managing the pipeline creation program.
 - (d) The Committee may provide specific scientific input, networking referrals or scientific directions, as the Committee shall deem appropriate.
- 3.3. Evaluation of the Scale, Resources and Budget Investment. Assess whether the R&D function at the Company is appropriately sized relative to the Company’s goals and objectives, including the type and quality of the TR and the broader execution of the pipeline creation program.
- 3.4. Evaluation of the People and Science Conduct. Evaluate, from time to time, the TRMT, the Translational Project Leaders and the conduct of programs to assess if the use of resources is efficient and productive and the human resources are meeting the Company’s needs.
- 3.5. Evaluation of the Clinical Stage Pipeline. Review the Company’s clinical programs on an annual basis to assess the strategy and conduct of the programs and each program’s progress with respect to future regulatory filings. The Committee shall not have the delegated authority to take action with respect to prioritization or other portfolio matters, but shall provide guidance with respect to the general status of the Company’s development operation and provide guidance to the Company’s development team with respect to relevant critical areas of need.
- 3.6. Self-Evaluation and Other Matters. Evaluate its own performance annually and deliver a report to the Board setting forth the results of the evaluation. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. Perform any other activities consistent with this Charter, the Company’s bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.

Section 4. PROCEDURES AND ADMINISTRATION

4.1. Meetings.

- (a) The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate and as determined by the Committee. The Committee shall meet at least once annually in person prior to the

Company's annual budget process (which meeting shall typically in the second or third quarter of each year, as the Committee or the Chairperson may designate) to evaluate the Company's early pipeline in conjunction with the Company's management and other employees (the "Annual Review Meeting"). One or more additional meetings may be held annually to review the Company's portfolio, including later-stage programs.

- (b) Other than the Annual Review Meeting, which shall be held in person, Committee meetings may be held in person or telephonically. The Committee shall fix its own rules of procedure. The Committee will appoint a Secretary for each meeting. Minutes of each meeting will be kept and distributed to each member of the Committee. The Committee will report to the Board from time to time, or whenever so requested by the Board.
- 4.2. Notice of Meetings. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participating in any meeting shall be deemed to constitute waiver of any deficiency in such notice). Notice of a meeting may be provided in any manner permitted under the Company's Bylaws.
- 4.3. Action. A majority of the members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of members of the Committee (or subcommittee). Action may be taken by the Committee (or subcommittee of the Committee) without a meeting (except with respect to the Annual Review Meeting) if all of the members of the Committee (or subcommittee) indicate their approval thereof in writing.
- 4.4. Agendas. The Committee meeting agendas shall be the responsibility of the Chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the Chairperson.
- 4.5. Recording Meetings. The Committee shall keep written minutes of its meetings and distribute such minutes to each Committee member prior to the subsequent Committee meeting.
- 4.6. Independent Advisors. The Committee is authorized, without further action by the Board, to engage external consultants and advisors as deemed appropriate by the Committee in its sole discretion to perform its duties and responsibilities. The Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that provide information and advice to the Committee and (ii) the accuracy of such information and advice, absent actual knowledge of any inaccuracy or unreliability (which shall be promptly reported to the Board).

- 4.7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 4.8. Access to Information. The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings. The Committee shall have access to books, records, facilities and personnel of the Company with respect to any matters within the scope of its responsibilities, as it shall deem appropriate.

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Adopted: October 20, 2016