

VITAL THERAPIES, INC.

QUALITY AND TECHNOLOGY COMMITTEE CHARTER

Adopted and approved September 9, 2013.

PURPOSE

The purpose of the Quality and Technology Committee of the Board of Directors (the “**Board**”) of Vital Therapies, Inc. (the “**Company**”) shall be to provide additional oversight with respect to the quality and safety of the Company’s products and services, the Company’s manufacturing practices and facilities, the Company’s compliance with regulations of the Food and Drug Administration (the “**FDA**”) and similar agencies outside the United States, the scientific and technical direction of the Company, and the Company’s human and animal studies, including the ongoing Phase 3 clinical trials.

MEMBERSHIP REQUIREMENTS

The Quality and Technology Committee members will be appointed by, and will serve at the discretion of, the Board, upon the recommendation of the Lead Director, if any. Quality and Technology Committee members may be replaced by the Board. The Quality and Technology Committee shall consist of at least two (2) members of the Board. The Board may designate one member of the Quality and Technology Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

The Quality and Technology Committee shall have the full delegated authority of the Board to carry out the following:

- Oversee risk management in the area of product quality and safety, including the periodic review of:
 - the Company’s overall quality strategy and processes in place to monitor and control product quality and safety;
 - the results of the Company’s product quality and quality system assessments by Vital Therapies, Inc. and external regulators (including FDA and various notified bodies);
 - important product quality issues and field actions;
 - metrics that ensure the Company’s products perform as expected in the clinical setting; and
 - any product laboratory or clinical functional deviations that could impact clinical quality.

- Oversee risk management in the area of human and animal studies, including the periodic review of the Company's policies and procedures related to the conduct of human and animal studies and the use and publication of data derived from such studies.
- Oversee the Company's innovation strategy, including periodic monitoring of:
 - the Company's product portfolio for competitive superiority and disruptive technology impact;
 - the Company's approach to new market creation;
 - overall effectiveness of the Company's research and development activities; and
 - the Company's intellectual property strategy and portfolio.
- The Quality and Technology Committee shall make regular reports to the Board.
- The Quality and Technology Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Quality and Technology Committee shall annually review its own performance.
- The Quality and Technology Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

OPERATIONS

The Quality and Technology Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary. The Quality and Technology Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. A majority of the members of the Quality and Technology Committee shall constitute a quorum for the transaction of business. The Quality and Technology Committee may act only upon approval of a majority of its members. The action of the Quality and Technology Committee at a meeting at which a quorum is present shall be the act of the Quality and Technology Committee. The Quality and Technology Committee may act in writing by the unanimous consent of its members.

The Quality and Technology Committee shall consult with the Lead Director, if any, on the matters within the Lead Director's authority as specified in the Company's bylaws. The Quality and Technology Committee may invite the Lead Director, if any, Chairman (or Co-Chairmen) of the Board, if any, the Chief Executive Officer or others to attend all or a portion of its meetings. The Quality and Technology Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

The Quality and Technology Committee may, in its sole discretion, retain and terminate, as appropriate, any consultant, outside legal or other advisors to advise or assist the Quality and Technology Committee in the performance of any of the responsibilities and duties set forth in this Charter. The Quality and Technology Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Quality and Technology Committee, including having sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Quality and Technology Committee with appropriate funding, as such Quality and Technology Committee determines, for the payment of compensation to any consultant, outside legal or other advisors as the Quality and Technology Committee deems appropriate, and administrative expenses of the Quality and Technology Committee that are necessary or appropriate in carrying out its duties.

The Quality and Technology Committee may form subcommittees for any purpose that the Quality and Technology Committee deems appropriate and may delegate to such subcommittees such power and authority as the Quality and Technology Committee deems appropriate. The Quality and Technology Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Quality and Technology Committee as a whole.