

**CHARTER OF THE
STRATEGIC ALLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ATYR PHARMA, INC.**

The purpose of the Strategic Alliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of aTyr Pharma, Inc. (the “**Company**”) shall be to assist management and the Board in (a) assessing potential related party transactions involving a Board member or any other Board member recusal matter in which a contractual relationship is contemplated, and (b) reviewing and evaluating key strategic transactions outside the ordinary course of the Company’s business. The Committee has the authority to undertake the specific responsibilities and duties necessary to accomplish this purpose. The Committee will report regularly to the Board with respect to the areas of the Committee’s responsibility.

The Committee shall have the authority to request that any officer or employee of the Company, the Company’s outside legal counsel, the Company’s independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.

The Committee shall consist of at least three (3) Board members (or such lesser number as determined by the Board). Members of the Committee may be either directors who are also employees of the Company or who are independent. All members of the Committee shall be appointed by, and shall serve at the pleasure of, the Board and may be replaced or removed by the Board at any time with or without cause. Unless a Committee chairperson is appointed by the Board, the members of the Committee may designate a chairperson by majority vote of the Committee membership. Meetings of the Committee will be held, as deemed appropriate, at the pleasure of the Board and the members of the Committee. Minutes will be kept of each meeting of the Committee. Meetings may be held in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee may make rules for the conduct of its business, but in the absence of such rules its business shall be conducted so far as possible in the same manner as is provided in the Company’s Bylaws for the conduct of business by the Board.

Resignation or removal of the member from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board may fill vacancies occurring, for whatever reason.