

## **SEATTLE GENETICS, INC.**

### **Charter of the Nominating and Corporate Governance Committee of the Board of Directors**

#### **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Seattle Genetics, Inc. (the “Company”) is to:

- (a) identify and evaluate individuals qualified to serve as members of the Board of the Company
- (b) recommend nominees for election as directors of the Company and serve as the point of contact between such nominees and non-committee directors and the Company’s management,
- (c) review and evaluate the performance of the Board and its committees as a whole, (d) develop and recommend to the Board corporate governance guidelines, and (e) provide oversight with respect to corporate governance and ethical conduct.

#### **Composition**

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall satisfy the independence requirements of Nasdaq and none of whom shall be an employee of the Company. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee. The Committee’s chairperson shall be appointed by the Board on the recommendation of the Committee.

#### **Responsibilities**

The Committee is charged by the Board with the responsibility to:

1. Identify and evaluate individuals qualified to serve as members of the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall recommend for determination by the full Board nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company’s stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. Annually consider and articulate the qualities, experiences, skills and attributes that qualify each director to be a member of the Board in light of the Company's business and structure and assess the Committee's effectiveness in diversifying the Board.
3. Recommend to the Board directors for appointment to its committees (including chairmanships) and, as appropriate, recommend rotation or removal of directors from Board committees.
4. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and periodically review and assess the guidelines and recommend changes for approval by the Board.
5. Cause to be prepared and recommend to the Board the adoption of a code of conduct and ethics (the "Code of Conduct"), and periodically review and assess the Code of Conduct and recommend changes for approval by the Board. Further, the Committee shall periodically review Company policy statements to determine their adherence to the Company's Code of Conduct.
6. Oversee an annual evaluation of the performance of the Board, and discuss the evaluation with the full Board. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The Committee shall also evaluate the effectiveness of the Board's management structure and recommend any changes considered appropriate to the full Board for its approval. The results of these reviews shall be provided to the Board for further discussion as appropriate.
7. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
8. At least annually review and reassess this Charter and, if appropriate, recommend changes to the Board.
9. Consider instituting a plan or program for the continuing education of directors.
10. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

## **Authority**

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

## **Meetings**

The Committee will hold at least one regular meeting per year, and additional meetings as the Committee deems appropriate.

Amended and Restated on November 16, 2018