

## **MEDIMMUNE, INC.**

### **COMPENSATION AND STOCK COMMITTEE CHARTER**

Adopted: August 14, 2003

#### **Composition**

The Compensation and Stock Committee of the Board of Directors (the "Committee") shall be comprised of three or more independent directors who meet the independence requirements of the Nasdaq Stock Market and who do not have any other relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of the Committee.

The Board of Directors shall designate one of the members of the Committee as its Chairman. The Committee shall meet at such times and upon such notice as it may determine, shall report all proceedings to the Board of Directors and shall keep regular minutes of its meetings.

#### **Mission**

The mission of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities relating to compensation of the Company's executives, which shall include the establishment of executive compensation policies and practices of the Company and the adoption and administration of executive compensation plans and programs.

#### **Responsibilities**

The following list of responsibilities is set forth as a guide to the Committee in fulfilling its mission and may be varied from time to time as appropriate. The Committee shall:

- (1) review the compensation plans and programs of the Company and its subsidiaries, and shall make recommendations to the Board of Directors with respect thereto;
- (2) review and authorize (as appropriate), for the Chief Executive Officer and the other executive officers of the Company --
  - a. annual base salary levels;
  - b. incentive compensation awards;
  - c. stock option grants;
  - d. employment agreements, severance agreements, change in control agreements and the like; and
  - e. any special or supplemental benefits.

- (3) have responsibility for the administration of the Company's stock incentive and employee benefit plans in the manner required by such plans;
- (4) retain or employ, as it deems necessary and appropriate, executive compensation consultants or other professional firms and/or experts to assist in the discharge of its duties;
- (5) review and approve, subject to oversight by the Board of Directors, the corporate goals and objectives for the Chief Executive Officer and evaluate the Chief Executive Officer's performance in light of those goals and objectives;
- (6) ensure that the compensation and general human resource programs and practices of the Company and its subsidiaries are competitive and are effectively designed to attract, retain and motivate highly qualified personnel;
- (7) prepare annually a report to stockholders, as required by the Securities and Exchange Commission, which will be included in the Company's annual proxy statement;
- (8) have the authority, as it deems necessary and appropriate, to delegate any of its duties to sub-committees comprised solely of members of the Committee; and
- (9) review and evaluate its performance annually.