

MEDIMMUNE, INC.

Corporate Governance and Nominating Committee Charter

Adopted: August 25, 2004

Composition

The Corporate Governance and Nominating 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 with respect to matters of corporate governance and the composition and effectiveness of the Board of Directors.

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 annually the charters of the committees of the Board of Directors and recommend to the Board of Directors such amendments as may be necessary or advisable;
- (2) review periodically all committees of the Board of Directors and recommend to the Board of Directors changes, as appropriate, in the number, responsibilities and membership of the committees;
- (3) determine the independence of directors, as may be required by applicable laws and stock exchange rules;
- (4) assess the needs of the Board of Directors in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information;

- (5) assess on a regular basis the effectiveness of the Board of Directors, as a whole, the committees of the Board of Directors and the contribution of each individual director;
- (6) develop and recommend to the Board of Directors a code of business conduct and ethics and a set of corporate governance principles applicable to the Company;
- (7) monitor changes in SEC, Nasdaq and investor (including (ISS)) corporate governance standards;
- (8) recommend that the Board of Directors establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise;
- (9) identify, review the qualifications of and make recommendations with respect to potential nominees to fill open positions on the Board of Directors;
- (10) consider the qualifications of and make recommendations with respect to any nominees to the Board of Directors duly recommended by the Company's stockholders
- (11) determine which employees of the Company should be deemed to be the "officers" of the Company for purposes of Section 16 of the Securities Exchange Act of 1934 and review such determination annually;
- (12) prepare and evaluate from time to time for consideration by the Board of Directors a plan for management succession; and
- (13) 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.