

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
REGENERON PHARMACEUTICALS, INC.**

**I. Statement of Policy**

The function of the Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) by:

- Identifying individuals qualified to become Board members;
- Recommending for the Board’s selection director nominees to fill positions on the Board;
- Assessing the functioning of the Board and its committees and making recommendations to the Board concerning the appropriate size, function and needs of the Board;
- Making recommendations regarding non-employee director compensation; and
- Making recommendations to the Board regarding corporate governance matters and practices.

**II. Composition**

The Committee shall be comprised of two or more independent directors. The members of the Committee shall be appointed and replaced by the Board. Each member of the Committee shall (a) be a director of the Company and (b) meet the independence requirements established by NASDAQ or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings**

The Committee will have at least one regularly scheduled meeting each year. The Committee may meet at such times during the year as circumstances may require. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall

report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.

#### IV. Responsibilities and Duties

##### Selection of Directors and Committee Members

1. The Committee shall:
  - a. evaluate the current composition, organization and governance of the Board and its committees and make recommendations to the Board based on expected future requirements;
  - b. determine the desired qualifications, expertise and characteristics of potential directors;
  - c. identify individuals qualified to become Board members and consider and evaluate candidates to fill positions on the Board. In identifying candidates, the Committee shall consider all relevant factors including, without limitation, complementary skills, experience, areas of expertise, and reputation;
  - d. recommend, for the Board's selection, director nominees to fill positions on the Board; and
  - e. consider and evaluate shareholder nominees for election to the Board.
2. If the Board authorizes the use of a search firm to identify director candidates, the Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to retain and terminate any such search firm. The Committee shall also have the sole authority to approve the fees and other retention terms of any such search firm.

##### Assessing Functioning of the Board and its Committees

3. The Committee shall review and make recommendations to the Board concerning the duties, functions, size, operation and membership of the Board and its committees.

##### Other Responsibilities

4. The Committee shall review and recommend to the Board the amount and form of annual retainer, meeting fees, stock option awards, and other direct and indirect compensation and benefits to be paid or made available to the non-employee directors.

5. The Committee shall make recommendations to the Board regarding corporate governance matters and practices.
6. The Chairperson of the Committee shall chair regularly scheduled “executive sessions” of the Board at which only independent directors shall be present.
7. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
8. The Committee annually shall review its own performance.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee will perform such other functions as necessary or appropriate under law, regulations, NASDAQ rules, Company charter and by-laws, and the resolutions and other directives of the Board.