

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **Purposes**

The Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Dendreon Corporation, a Delaware Corporation (the “Company”), (a) identifies individuals qualified to become Board members, consistent with criteria approved by the Board, (b) selects, or recommends that the Board select, the director nominees for the next annual meeting of stockholders, (c) recommends Board members to the Board for committee membership, (d) develops and recommends to the Board corporate governance principles applicable to the Company, and (e) oversees the evaluation of the Board and management.

### **Composition**

**Qualifications.** The Committee shall consist of three or more Board members, each of which shall meet the independence criteria of the listing requirements of the National Association of Securities Dealers, Inc. (“NASD”). Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

**Selection.** The Board selects and appoints Committee members.

### **Duties and Responsibilities**

The Committee has the following duties and responsibilities:

1. **Identify New Director Candidates.** The Committee shall determine and periodically review criteria for nomination as a director and recommend to the Board individuals qualified for Board membership, including existing directors eligible for re-election to the Board. The Committee’s recommendations shall include both director candidates to stand for election at each annual meeting of stockholders and candidates to fill any vacancies on the Board.
2. **Recommend Committee Members.** The Committee shall recommend candidates for appointment to the Company’s standing committees in accordance with the policies and principles in the committees’ charters or the Board resolutions authorizing the committees and taking into consideration such other factors as it deems appropriate including business experience and the interplay of the candidate’s experience with that of the other committee members.
3. **Review Corporate Governance Principles and Practices.** The Committee shall periodically review and evaluate the Company’s corporate governance principles, practices and the Company’s Code of Business Conduct and recommend changes to the entire Board, if appropriate. The Committee shall monitor, with the Board

and senior management, important corporate governance issues and trends in corporate governance practices.

4. Assist New Directors. The Committee shall provide new directors with opportunities to become familiar with the Company and assist members of the Board with director continuing education.
5. Stockholder Nominations and Proposals. The Committee shall determine and periodically review procedures for consideration of stockholder proposals and director nominations submitted by stockholders. The Committee shall consider director candidates recommended by stockholders and shall evaluate candidates recommended by other sources, provided that stockholders submitting recommendations follow procedures established and periodically reviewed by the Committee.
6. Oversee Evaluations of the Board and Management. The Committee shall oversee the evaluations of the Board and management.
7. Review and Determine Director Compensation. The Committee will periodically review and determine director compensation in relation to other comparable companies and in the light of such other factors as the Committee may deem appropriate. The Committee shall discuss this review with the Board.
8. Assist in Succession Planning. The Committee shall periodically report to the Board on succession planning, which shall include appropriate contingencies in case the Chairman of the Board or the Chief Executive Officer retire, resign or are incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chairman of the Board and the Chief Executive Officer.
9. Directors and Officers Liability Insurance. At least annually, the Committee shall review the Company's directors and officers liability insurance policies and recommend changes to the entire Board, if appropriate.
10. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders. The Committee shall evaluate and recommend the processes and practices which the Board shall conduct its business, including (a) the charters, composition, performance and operation of Board committees, (b) committee membership qualifications, appointment and removal, and (c) the criteria for director nominations included in the Company's annual proxy statements.
11. Board Reports. The Committee shall report its activities to the Board from time to time, or whenever so requested by the Board.
12. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

## **Meetings**

The Committee shall meet at least twice each fiscal year or more frequently if necessary to carry out its responsibilities under this Charter. The Committee may request that any officer or employee of the Company, or any representative of the Company's advisors, attend a meeting or to meet with any members or representatives of the Committee.

## **Resources and Authority**

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. Meeting agendas are the responsibility of the Committee Chair. Committee members and other members of the Board may submit items to be included in the agenda, and Committee members may raise subjects that are not on the meeting agenda. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

## **Annual Review**

The Committee shall periodically (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

This Charter will be included on the Company's website and will be made available upon request sent to the Company's Secretary.

March 10, 2005