

IMMUNOGEN, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Governance and Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of ImmunoGen, Inc. (the "Company") to (1) assist the Board in the identification of individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for each next annual meeting of shareholders; (2) lead the Board in its annual review of the Board's overall performance and individual direction and oversee the annual process of evaluation of the performance of the Company's executive management; (3) recommend to the Board director nominees and chairpersons for each Board committee; (4) develop and recommend Corporate Governance Guidelines applicable to the Company; and (5) oversee senior management's succession planning process.

Composition

The Committee shall be comprised of no fewer than three members. All members of the Committee shall meet the independence requirements of the NASDAQ system and its related rules and regulations. The members of the Committee shall be nominated by the Committee for full Board approval and shall serve until their successors shall be duly appointed and qualified. No member of the committee shall be removed except by majority vote of the Board. The requirements for qualification of members of the Committee shall be determined and interpreted by the Board from time to time based upon recommendations by the Committee.

The Board shall annually designate a chairperson of the Committee (the "Chair") from among the members of the Committee. When the Chief Executive Officer of the Company also holds the position of Chairman of the Board, the Committee Chair will have the additional title and duties of Lead Director.

Meetings

The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its duties and responsibilities. The Committee Chair and/or the Board Chairman may call such meetings. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee to provide pertinent information as necessary.

The Committee Chair shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chair will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet through telephone conference calls. A majority of the members of the Committee shall constitute a quorum for a meeting for all purposes.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee; provided, however, that: (a) no subcommittee shall consist of fewer than two members, and (b) the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Responsibilities and Duties

The responsibilities and duties of the Committee shall include the following:

1. Study, assess and review with the Board the overall performance of the Board and effectiveness of the Board structure, processes, governance, operations and composition, including the committees of the Board, and make appropriate annual recommendations to the Board with regard thereto.
2. Develop and maintain criteria for Board member skills and attributes and procedures for the identification and recruitment of candidates for election to serve as directors of the Company.
3. Identify and recommend to the Board individuals qualified to become Board members.
4. Recommend director nominees for the next annual meeting of shareholders.
5. Annually evaluate and monitor the performance and contribution of individual directors.
6. Annually, and as otherwise needed, review and recommend to the Board the appointment of directors to Board committees, the selection of Board committee chairpersons, giving consideration to the potential benefits of periodic rotation of directors on committees and committee chairpersons.
7. Manage, in coordination with the Compensation Committee, the annual Chief Executive Officer ("CEO") evaluation and report the results of the evaluation to the Board and its Compensation Committee.
8. Present an annual report to the Board, in coordination with the Compensation Committee, on CEO succession planning. The succession planning should include policies regarding succession in the event of an emergency or the retirement of the CEO.
9. Review and recommend director and committee member/chairperson compensation for those directors who are not also employees of the Company.
10. Coordinate and provide input for Board agendas and meeting schedules and communicate with management to ensure materials and information provided to the Board is appropriate to enable the Board to fulfill its responsibilities.

11. Implement, then annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board.
12. Conduct an annual self-evaluation of the Committee's performance.
13. Annually review and reassess the adequacy of this Charter and any proposed changes to the charters of the other committees and recommend any resulting changes to the Board.
14. Oversee director education and new director orientation.
15. Review the independence of directors and possible conflicts of interest of Board members and senior executives.
16. Monitor developments and changes in corporate governance best practices, standards, and requirements and recommend these to the Board when appropriate.
17. Make regular Committee reports to the Board.
18. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify candidates as directors, this authority shall be vested solely in the Committee.