

MEDAREX, INC. BOARD OF DIRECTORS

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

COMPOSITION

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Medarex, Inc. (the “Company”) shall consist of at least two (2) members of the Board of Directors of the Company (the “Board”).

Each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, and shall meet the standards for independence set forth in applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market (“Nasdaq”). The Board shall appoint the members of the Committee and may remove any Committee member at any time. The Committee’s chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

PURPOSE

The purpose of the Committee shall be to:

- Identify, review, evaluate and recommend to the full Board candidates to serve as directors of the Company.
- Serve as a focal point for communication between candidates, non-committee directors and the Company’s management.
- Determine whether existing directors should be re-nominated.
- Evaluate the composition of the Company’s Board committees.
- Recommend Board committee candidates to the full Board.
- Make other recommendations to the Board regarding affairs relating to the directors of the Company.
- Administer and oversee all aspects of the Company’s corporate governance functions on behalf of the Board.
- Make recommendations to the Board regarding corporate governance issues.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – The Committee shall have regular and meaningful contact with the Chairman of the Board, other committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. Such communication is important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – The Committee shall work with management to develop a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company.
- *Committee Expectations and Information Needs* – The Committee shall communicate to the Chief Executive Officer or his or her designee(s) the expectations of the Committee, and the nature, timing, and extent of any specific information or other supporting materials requested by the Committee for its meetings and deliberations.
- *Resources* – The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent legal counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources.
- *Meeting Agendas* – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of senior management and outside advisors.
- *Committee Meeting Attendees* – The Committee shall be authorized to require members of senior management and to request that outside counsel and other advisors attend Committee meetings.
- *Reporting to the Board of Directors* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.
- *Other Functions* – The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

FUNCTIONS AND AUTHORITY

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, New Jersey Corporation Law and the rules and regulations of the SEC and Nasdaq, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities, or to delegate such power and authority to one or more subcommittees of the Committee:

- Propose to the full Board policies on the size and composition of the Board.
- Establish criteria for membership on the Board and on committees of the Board, including standards for the independence of directors to serve on the Board and committees of the Board.
- Identify and evaluate qualified candidates (including any candidates recommended by shareholders) for service on the Board.
- Recommend to the Board qualified candidates to serve on the Board.
- Maintain an orientation program for new directors and a continuing education program for all directors.
- Evaluate, review and consider whether to recommend to the Board the nomination, upon conclusion of their terms, of existing directors for re-election to the Board.
- Evaluate at least annually the size, performance, authority, operations, charter and composition of each standing Board committee and the performance of each committee member and recommend to the Board any changes considered appropriate in the size, authority, operations, charter, or composition of each committee.
- Review and consider whether to recommend to the Board the continued service of a director in the event (i) an employee director's employment with the Company is terminated or (ii) a non-employee director changes his or her primary job responsibility or primary employer since the director's most recent election to the Board, including establishment of policies and procedures for resignation of directors under those circumstances.
- Establish a process for the periodic review and assessment of the performance of the Board and Board committees, seeking input from senior management, the full Board and others, including whether, individually and collectively, the directors provide the skills and expertise appropriate for the Company.
- Consider and assess periodically the independence of directors, including whether a majority of the Board are independent of management within the meaning prescribed by Nasdaq and whether the members of the standing committees of the Board meet the independence requirements of Nasdaq applicable to such committees.

- Develop a set of corporate governance principles applicable to the Company to be adopted by the Board, and periodically review and assess these principles and their application and recommend any changes deemed appropriate to the Board for its consideration.
- Review and make recommendations to the Board regarding proposals submitted by shareholders that relate to corporate governance matters.
- Review with management and the Board the adequacy of the Company's Standards of Integrity (the "*Code of Conduct*") and any other Company codes of ethics.
- Consider and determine whether to approve proposed waivers of the Code of Conduct and any other Company codes of ethics applicable to the Company's directors and executive officers.
- Recommend to the Board the establishment of such special committees as may be desirable or necessary from time to time in order to address ethical, legal, business or other matters that may arise.
- Oversee and review the processes and procedures used by the Company to provide accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis. It is understood that, to the extent the Audit Committee of the Board is performing such an oversight and review function in its area of responsibility, this Committee may defer to the Audit Committee in such regard.
- Periodically review, discuss and assess the performance of the Committee as well as the Committee's role and responsibilities, seeking input from senior management, the full Board and others and recommend any changes to the Board.
- Oversee the Company's policies and practices regarding philanthropic and political activities.
- Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems appropriate.

MEETINGS

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate. Meetings may be called by the chairperson of the Committee or the Chairman of the Board.

MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee and the Secretary of the Company. Such minutes will also be made available to any member of the

Board who is not a member of the Committee upon the request of such member. The chairperson of the Committee will report to the Board from time to time, or whenever so requested by the Board. In addition, the chairperson of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.