

**ABGENIX, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**(effective as of February 11, 2004)**

There shall be a Committee of the Board of Directors to be known as the Governance Committee with purpose, composition, duties and responsibilities, as follows:

1. **Purpose of the Committee.** The Committee shall establish and oversee a process for continuous improvement of the Corporation's governance practices to enhance the role of the Board of Directors as a source of competitive advantage and a strategic asset for the Corporation.
2. **Composition.** The members of the Committee shall be appointed by the Board of Directors. The Committee will be composed of not less than two Board members. Each member of the Committee shall be an independent director, as that term is defined by the Board of Directors, consistent with current law. The Chairman of the Committee shall be designated by the Board of Directors. The Committee shall meet as needed. The Chairman of the Board, any member of the Committee or the Secretary of the Corporation may call meetings of the Committee.
3. **Duties and Responsibilities.** The duties of the Committee shall include the following:
  - Review and make recommendations to the Board of Directors regarding the continuing size and composition of the membership of the Board, guidelines for membership, and the profile for prospective nominees to the Board, taking into account the needs of the Corporation generally and with respect to the operation of the Board.
  - Recommend to the Board of Directors, and periodically review, policies and procedures related to director nominations, stockholder communications with directors and director attendance at stockholder meetings.
  - Identify, screen and interview new Board candidates
  - Recommend for approval by the Board of Directors those nominees for election to the Board of Directors to be identified as management's nominees in the Corporation's proxy statement.
  - Recommend to the Board of Directors processes and practices through which the Board will conduct its business.
  - Recommend to the Board of Directors the types, composition,

responsibilities and functions of Board committees.

- Recommend matters for consideration by the Board of Directors relating to function, structure and effectiveness of the Board.
- Oversee the orientation and training of newly elected Board members.
- Consider and make recommendations to the Board concerning questions of possible conflicts of interest of Board members and senior executives. The Committee shall have the responsibility and authority to review and approve related party transactions, as that term is used in SEC Regulation S-K, Item 404(a).
- Coordinate the performance evaluations of the individual members of the Board of Directors and the Board as a whole and report to the Board of Directors annually concerning Board performance.
- Assess effectiveness annually and update as appropriate the Corporation's written Statement of Corporate Governance Principles and recommend to the Board of Directors changes in the charter of the Committee.
- Hire independently outside advisors and experts, if appropriate, and have open access to management personnel for purposes pertaining to Committee business.
- Report to the Board of Directors concerning the Committee's activities.