

**ARIAD Pharmaceuticals, Inc.**  
**Nominating and Corporate**  
**Governance Committee Charter**

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of ARIAD Pharmaceuticals, Inc. (the “Company”) is to: (a) recommend qualified individuals for nomination to the Board; (b) develop and recommend to the Board a set of governance guidelines for the Company; (c) take a leadership role in shaping the corporate governance of the Company; (d) review and recommend the renomination of incumbent directors; and (e) to lead the Board in its annual review of the its performance.

**II. Composition**

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be, at all times serving on the Committee, independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members shall at all times meet the “independence” requirements of the NASDAQ National Market System (“NASDAQ”), the Securities and Exchange Commission (“SEC”) and all other applicable rules and regulations.

Committee members shall be elected annually by the Board and shall hold office until their resignations or until their successors shall be duly elected and qualified. Committee members may be replaced by the Board at any time and shall be replaced if such members are no longer independent. 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. The Chair shall: (a) chair all meetings of the Committee; (b) coordinate the annual performance evaluation of the Board; and (c) perform such other activities under the auspices of the Committee’s responsibilities as are requested by the Board from time to time.

**III. Meetings**

The Committee shall meet at least once a year, , or more frequently as circumstances dictate, with further meetings to occur, or actions to be taken by unanimous written consent, as deemed necessary or desirable by the Committee or the Chair. To the extent appropriate, the Committee shall work closely with the Chairman and Chief Executive Officer in executing its responsibilities and tasks. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such persons (including members of management of the Company) to its meetings as it may deem appropriate. The

Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

#### **IV. Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

1. Recommend to the Board qualified individuals to become members of the Board, recommend the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and in each case provide to the Board the Committee's assessment of whether such individual nominee would be an "independent" director.
2. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), recommend to the Board a qualified individual to fill such vacancy through appointment of the Board.
3. Consider all *bona fide* candidates recommended by shareholders for nomination for election to the Board. The Committee will consider such candidates using the same screening criteria as are applied to all other potential nominees for election, provided that the shareholder nominations are submitted in a timely and complete manner, under the requirements of the Securities and Exchange Commission and the Company's Bylaws, as they may be amended from time to time.
4. Lead the Board in its annual review of the skills and characteristics of individual Board members, as well as the composition of the Board as a whole, including assessments of independence of non-management directors in accordance with the independence standards of the Sarbanes-Oxley Act and the rules of the Nasdaq Stock Market Exchange.
5. Review Committee member qualifications, appointment and removal and Committee structure and operations.
6. Provide oversight of the evaluation of the Board's performance.
7. Develop and recommend to the Board a set of corporate governance principles and practices applicable to the Company and, at least once annually, review those principles and practices and recommend to the Board any revisions the Committee deems necessary or desirable.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. Develop and recommend to the Board a corporate code of conduct applicable to all directors, officers and employees that complies with the "code of ethics" under Section 406 of the Sarbanes-Oxley Act.

10. Report its activities to the Board through its Chair on a regular basis and following meetings of the Committee.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.