

SPECTRUM PHARMACEUTICALS, INC.
COMPENSATION COMMITTEE CHARTER

Amended and Restated

The Compensation Committee Charter defines the following about the Compensation Committee (“Committee”): Purpose, Membership, Duties and Responsibilities and Other Powers and Procedures of the Committee.

Purpose

The purpose of the Compensation Committee of the Board of Directors (the “Board”) is to:

- Review and evaluate the Company’s compensation arrangements.
- Determine compensation of CEO and executive officers (as defined by law).
- Produce an annual report of executive compensation for inclusion in Company’s proxy materials (as required by law).
- Carry out and exercise any other powers or responsibilities as are assigned by law, the Company’s charter or bylaws or as may be delegated to the Committee by the Board of Directors (the “Board”).

Membership

- The Committee shall be comprised of three or more directors, as determined by the Board.
- The Board shall appoint the members of the Committee, including the Chair of the Committee.
- The Board may remove committee members from the Committee, with or without cause.
- Each director must be:
 - Independent under NASDAQ listing requirements
 - A “non-employee” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Act”)
 - An “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”)

Duties and Responsibilities

- The Committee shall annually review:
 - Compensation Committee Charter
 - Compensation Committee performance
 - Company’s compensation philosophy
 - Director compensation
 - CEO performance and compensation
 - Executive officer performance and compensation
- Determine the compensation of the CEO and executive officers and review and approve such officers’ employment agreements and severance arrangements.
- Review and approve executive compensation plans and equity plans for employees and consultants.
- Prepare and approve annual report of executive compensation for inclusion in Company’s proxy materials (as required by law).

Other Powers and Procedures of the Committee

- Meet at least twice each year and report activities to the Board.
- At its discretion, invite to its meetings members of management or other experts whose presence is deemed desirable and appropriate.
- At its discretion, retain or replace, as needed, any independent counsel, compensation and benefits consultants or other outside expert or advisor that the Committee believes to be necessary or advisable.