

# **SPECTRUM PHARMACEUTICALS, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER (the “Charter”)**

Amended and Restated

This Charter defines the following about the Nominating And Corporate Governance Committee (“Committee”): Purpose, Membership, Duties and Responsibilities, and Other Powers and Procedures of the Committee.

### Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board is to:

- Identify and recommend candidates for election at annual shareholders meetings.
- Identify and recommend candidates to fill vacancies on the Board
- Recommend policies and standards of corporate governance.
- 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.

### Membership

- The Committee shall be comprised of three or more directors, as determined by the Board, each of whom is independent (as defined by Nasdaq listing requirements).
- 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.

### Duties and Responsibilities

- The Committee shall annually review:
  - The Code of Ethics and any waivers.
  - The Nominating and Corporate Governance Committee Charter
  - The Nominating and Corporate Governance Committee’s Performance
  - The performance of the Board, and of individual Board members.
- The Committee shall:
  - Meet at least two times per year on a regularly scheduled basis.
  - Interact with legal counsel about current developments in corporate governance matters.
  - At its discretion, invite to its meetings members of management or other persons whose presence is deemed desirable and appropriate.
  - At its discretion, retain or replace, as needed, any independent counsel, or other outside expert or advisor that the Committee believes to be necessary or advisable.
- The Committee may consider the following in recommending candidates for election to the Board:
  - Experience in corporate governance, such as an officer or former officer of a publicly held company.
  - Experience in the Company’s industry.
  - Experience as a board member of another publicly held company.
  - Expertise in an area of the Company’s operations.
  - Compliance with legal requirements.
  - Any other factors the Committee deems appropriate, without limitation.