

## **SPECTRUM PHARMACEUTICALS, INC.**

### **COMPENSATION COMMITTEE CHARTER**

**(Amended and Restated Effective June 27, 2014)**

#### **The Purpose of the Compensation Committee**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Spectrum Pharmaceuticals, Inc. (the “**Company**”) is to develop, implement and review the executive officer and director compensation policies and plans that are appropriate for the Company and to administer the Company’s cash and equity-based compensation plans for officers, directors and employees. The Committee’s principal functions are to:

- Oversee the Company’s overall compensation programs applicable to executive officers and directors;
- Oversee the Company’s cash and equity-based compensation plans applicable to all of the Company’s directors, officers and employees;
- Prepare an annual report on executive compensation for inclusion in the Company’s annual proxy statement; and
- Review and discuss the Compensation Discussion and Analysis section of the Company’s annual proxy statement with the Company’s management.

For purposes of this Charter, it is understood that the term “compensation” includes salary, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites, severance or change of control arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans.

#### **Membership and Structure**

The Committee shall be comprised of at least three (3) directors, each of whom must (i) meet the director independence requirements set forth in the listing rules of The NASDAQ Stock Market, Inc., (ii) be a “non-employee director” under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), (iii) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the Committee, and (iv) meet any other requirements imposed by applicable laws, rules, regulations or listing standards, subject to applicable exemptions and transition provisions. In addition, at least two (2) directors serving on the Committee must be qualified “outside directors” under Section 162(m) of the Internal Revenue Code, as amended, and related regulations. Each of the foregoing shall be determined by the Board. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made by the full Board. The Board has the authority to remove members from the Committee in its sole discretion with or without cause. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Committee, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

The Committee shall meet at least once per year and as often as necessary to carry out its duties at

such times and places as the Committee shall determine, and shall also be able to take actions by written consent. Meetings may be held in person, telephonically or by video conferencing. When necessary, the Committee shall meet in executive session outside of the presence of any executive officer of the Company. The Chair of the Committee shall preside at each meeting (or, if absent, a designee member of the Committee) and shall report on activities of the Committee to the full Board. A quorum of the Committee for the transaction of business will be a majority of its members. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

### **Primary Responsibilities**

The Committee shall:

- establish the process for, and conduct annually, a performance review of the Company's Chief Executive Officer (the "**CEO**"), on an overall basis and against any defined objectives, which process shall include input from each Board member.
- annually review the Company's overall compensation strategies and policies applicable to the CEO and the Company's other executive officers, as defined under Section 16 of the Exchange Act and the rules promulgated thereunder (together with the CEO, the "**Executive Officers**").
- annually review and approve base salaries, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites and other benefits to be paid to or received by the Company's Executive Officers, to assure that such compensation supports the Company's overall compensation philosophy and objectives. The Committee shall report the results thereof to the Board. The Company's CEO shall not be present during voting or deliberations concerning his or her compensation, however, the Committee may elect to invite the CEO to be present in deliberations concerning the compensation of other Executive Officers.
- review and make recommendations to the Board regarding the type and amount of compensation to be awarded to the non-employee directors of the Company, including consulting, retainer, Board meeting, committee and committee chair fees, equity incentive plan awards, and any deferred compensation arrangements or similar programs.
- annually review and approve individual and corporate goals and objectives, and target the maximum amounts payable upon achievement thereof, relevant to the CEO and other Executive Officers of the Company and assess their performance in light of those goals and objectives. The Committee shall report the results thereof to the Board.
- review and approve any offer letters, employment agreements, severance agreements, change of control agreements and other similar compensatory arrangements between the Company and the Executive Officers.
- annually review and approve (or, if it deems appropriate, make recommendations to the full Board regarding) the adoption, amendment and termination of the Company's

cash incentive plans, equity incentive plans, profit sharing plans, deferred compensation plans and similar programs. The Committee shall have the full power and authority to administer these plans, including making grants and awards thereunder, establishing guidelines, interpreting plan documents, selecting participants, and exercising such other power and authority as may be permitted or required under such plans; provided, however, that a secondary committee of one or more directors (including, but not limited to the CEO) may be appointed by either the Committee or the Board to have separate but concurrent authority with the Committee to grant cash incentive awards or equity incentive awards under the Company's incentive plans to all eligible individuals other than directors and Executive Officers (which secondary committee shall regularly report to the Committee the grants so made); provided further, however, that any such grants are consistent with parameters approved in advance by the Committee or the Board; provided further, however, that all grants whether by the Committee or a secondary committee shall be reported to the Board.

- review and discuss the Compensation Discussion and Analysis (“CD&A”) section of the Company's annual proxy statement with management, including the related executive compensation information, and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and Form 10-K as required by the Securities and Exchange Commission (the “SEC”).
- prepare an annual report on executive compensation for inclusion in the Company's proxy statement and Form 10-K as required by the SEC.
- review incentive compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, evaluate compensation policies and practices that could mitigate any such risk, and report the results thereof to the Board.
- oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the listing rules of the NASDAQ Stock Market, Inc. that, with limited exceptions, stockholders approve equity compensation plans.
- as requested by Company management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.

### **Additional Powers and Responsibilities**

In addition to the specific responsibilities set forth above, the Committee will:

- engage in an annual self-assessment with the goal of continuing improvement.
- annually review and reassess the adequacy of this Charter, and recommend any changes to the full Board.

- have the authority, in its sole discretion and only after taking into consideration factors relevant to an adviser's independence from management, to retain and terminate (or obtain the advice of), at the Company's expense, any compensation consultant, legal counsel or other advisers, to assist it in its duties, and to discuss matters with such advisers as the members of the Committee deem necessary or appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers, and shall have sole authority to approve the fees and retention terms of any such advisers. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
- evaluate the independence of any selected compensation consultant, legal counsel (other than in-house legal counsel) or other adviser prior to retention by considering the following six factors, as well as any other factors required by applicable exchanges and/or rules and regulations of the SEC: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of the Company.
- evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee. The Committee is authorized to obtain at the Company's expense compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officer and employees, and other data and documentation as the Committee deems appropriate.
- have sole authority to approve the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.
- perform other activities required by applicable laws, rules, regulations or listing requirements applicable to the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws and certificate of incorporation. The powers and responsibilities delegated by the Board to the Committee in this

Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, the Committee may make a recommendation to the full Board for its final approval thereof. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.