

SPECTRUM PHARMACEUTICALS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Amended and Restated Effective June 27, 2014)

The Purpose of the Nominating and Corporate Governance Committee

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Spectrum Pharmaceuticals, Inc. (the “**Company**”) is to (a) identify individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders, and to fill vacancies that may be created by the expansion of the number of directors of the Board and by resignation, retirement or other termination of services of incumbent Board members, (b) recommend to the Board director nominees for each committee of the Board, (c) develop and recommend to the Board corporate governance guidelines and changes thereto, (d) ensure that the Board and the Company’s Certificate of Incorporation and bylaws are structured in a way that best serves the Company’s practices and objectives, and (e) lead the Board in its annual review of the Board’s performance and any committee thereof, as applicable.

Membership and Structure

The Committee shall be comprised of at least three (3) directors each of whom must meet the director independence requirements set forth in the listing rules of The NASDAQ Stock Market, Inc. and any other requirements imposed by applicable laws, rules, regulations or listing standards, subject to applicable exemptions and transition provisions. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made by the full Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. 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 (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:

- develop and recommend policies regarding the director nomination process, including establishing a policy with regard to consideration of director candidates recommended by stockholders. The current policy is that the Committee will review and consider any director candidates who have been recommended in accordance

with the Company's bylaws by stockholders of the Company entitled to vote in the election of directors.

- develop and recommend to the Board criteria for Board membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a recommended nominee, whether recommended by the Committee or by stockholders, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess. The current selection criteria are set forth below under the heading "Selection Criteria for Directors."
- assist the Board in identifying individuals qualified to become Board members, and recommend to the Board all the director nominees for the next annual meeting of stockholders, as well as nominees to fill interim director vacancies. The Committee shall review, investigate and accept or reject nominees for the Board suggested by any stockholder of the Company. In its assessments of potential nominees for the Board, the Committee shall consider the criteria discussed below under the heading "Selection Criteria for Directors," amongst other criteria.
- recommend to the Board the director nominees to serve on the Board's standing committees and as chairs, if applicable.
- evaluate whether any position held or proposed to be held by any new or existing director would represent a conflict of interest with such director's membership on the Board or any committee thereof.
- review and discuss with management the narrative disclosure regarding the Committee, the director nomination process implemented by the Committee or the Board, and the independence of directors to be included in any Securities and Exchange Commission ("SEC") filing.
- develop, review and annually reassess the adequacy of the corporate governance guidelines, procedures and policies of the Company, including, without limitation, the Company's Code of Ethics and the Insider Trading Policy, and recommend any proposed changes to the Board for approval.
- ensure that charters are prepared for each of the standing committees of the Board by the respective committees, and that such charters comply with applicable laws, rules, regulations and listing standards.
- oversee the Company's corporate governance practices and procedures.
- with advice from the Company's chief legal counsel, if any, and outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and bylaws as they relate to corporate governance matters.
- establish and periodically review the Company's succession plans for the Board and senior management positions, including reviewing, from time to time, contingency plans for a successor to assume the role of Chief Executive Officer.

Selection Criteria for Directors

In considering possible candidates for election as a director of the Company, the Committee should be guided by the following factors, amongst others:

- each director should be committed to enhancing long-term stockholder value and should be an individual of the highest character and integrity. The Committee believes that a well-rounded Board consists of directors with backgrounds that are complementary to one another, reflecting a variety of experiences, skills and expertise.
- each director should be free of any conflicts of interest which would violate applicable laws, rules, regulations or listing standards or interfere with the proper performance of the responsibilities of a director.
- each director should possess experience, skills and attributes which enhance his or her ability to perform duties on behalf of the Company. In assessing these qualities, the Committee will consider such factors as (i) personal skills and attributes, (ii) expertise in the areas of accounting, marketing strategy, financial reporting or corporate governance, or (iii) professional experience in the Company's industry, as well as other factors that would be expected to contribute to an effective Board.
- each director should have the willingness and ability to devote sufficient time and efforts to the affairs of the Company in order to carry out the responsibilities of a director.
- each director should demonstrate his or her understanding that his or her primary responsibility is to the stockholders of the Company, and that his or her primary goal is to serve the best interests of those stockholders, and not his or her personal interest or the interest of a particular group.

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.
- receive comments from all directors and executive officers and other relevant persons or constituencies and report annually to the Board with an assessment of the performance of the Board.
- oversee and facilitate the regular education of directors in matters affecting the Company's business and the responsibilities of directors in order to provide them the tools to meet their obligations and exercise their fiduciary duties.
- review and discuss with management the Company's risk assessment and risk management guidelines and policies as they relate to day-to-day business operations, including manufacturing processes, regulatory matters and product liability issues, and to review and discuss with management the Company's various insurance

programs, including director and officer insurance, product liability insurance, casualty insurance and general liability insurance.

- consult with legal counsel periodically about current developments in corporate governance matters.
- have the authority in its sole discretion to select, retain, engage and obtain the advice of independent legal, accounting and other advisers, including, without limitation, search firms, as it determines necessary to carry out its duties, and to discuss matters with such advisers as the members of the Committee deem necessary or appropriate. The Committee shall have sole authority to oversee the work and 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.
- have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.
- request that any officer or employee of the Company, the Company's outside legal counsel, or any other adviser retained by the Company to render advice to the Company, attend a meeting of the Committee, or meet with any members of or advisers to the Committee.
- have unrestricted access to Company personnel and documents, and the authority to direct and supervise an investigation into any matters within the scope of its duties.
- 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.