

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
MACROGENICS, INC.**

Charter

Last Amended: September 14, 2016

PURPOSE

This charter governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MacroGenics, Inc. (the “Company”).

The purposes of the Committee are to carry out the responsibilities delegated by the Board relating to:

- Oversight of the composition of the Board to ensure that qualified individuals meeting the criteria of NASDAQ and SEC regulations serve as members of the Board and its committees; and
- Keeping abreast of developments with regard to corporate governance and make recommendations to the Board in light of such developments as may be appropriate including those relating to the operation of the Board and its committees and the Company as a whole.

ORGANIZATION AND MEMBERSHIP

The Committee shall consist of no fewer than two members. The members of the Committee and the Chair of the Committee shall be elected by the Board at the annual organizational meeting of the Board following the annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. Each member of the Committee shall be an “independent director” as such term is defined under the Company’s independence standards, the listing standards of NASDAQ, as amended from time to time, and the rules and regulations of the Securities and Exchange Commission.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- To determine periodically, as appropriate, desired Board qualifications, expertise and characteristics, including such factors as personal and professional integrity, ethics and values, experience in corporate management, experience in the industries in which we compete, experience as a board member or executive officer of another publicly held company, diversity of expertise and experience in substantive matters pertaining to our business relative to other Board members, conflicts of interest, practical and mature business judgment and any other areas as may be expected to contribute to an effective Board. With respect to diversity, the Committee may consider such factors as differences of viewpoint, professional experience, education, skill, and other individual qualities and

attributes that contribute to board heterogeneity, including characteristics such as race, gender, and national origin.

- To identify individuals qualified to serve on the Board as vacancies arise after considering any applicable legal or NASDAQ requirements, business experience, specific expertise, strength of character, judgment, factors relating to the current composition of the Board (including its size and structure) and principles of diversity.
- To periodically review the size of the Board and make recommendations to the Board regarding the size of the Board.
- To consider nominees for director recommended by shareholders submitted in accordance with the procedure set forth in the Company's by-laws.
- To recommend to the full Board for selection the director nominees to be voted upon at the next annual meeting of the shareholders or any special meeting of shareholders.
- Periodically review overall corporate governance principles, procedures and practices of the Company and report to the Board on the effectiveness of corporate governance procedures and the Board as a governing body, including conducting an annual review and evaluation of the Committee's performance under this Charter.
- Periodically review this Charter, the Company's certificate of incorporation, by-laws and other corporate governance documents and recommend any changes or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of the NASDAQ, the Securities and Exchange Commission and any other legal or regulatory requirements.
- To review the Board's committee structure from time to time and to recommend to the Board for its approval directors to serve as members of each committee as appropriate, including recommending to the Board for its approval directors to fill committee vacancies as appropriate.
- To evaluate and present to the Board on an annual basis its determination as to (a) the independence of each director and director nominee under the independence standards established by the Company or by NASDAQ, as amended from time to time, (b) the classification of each director and director nominee as "independent," "outside," "non-employee" or similarly situated for purposes of committee assignments and (c) whether the Audit Committee has an "audit committee financial expert" and similar expert pursuant to NASDAQ Rule 5605(c)(2)(A).
- To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and each of its committees and to oversee such process.
- Review the Committee's performance on an annual basis and present the results of its self-assessment and performance evaluation to the Board or its designee.

- To coordinate the training and orientation of directors.
- To engage and terminate any search firm used to identify candidates for nomination to the Board, including the approval any such firm's fees and other retention terms.
- To perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and any stock exchange or market on which the Company's securities may be listed from time to time for Nominating/Corporate Governance Committees, and perform such other activities that are consistent with this Charter, the Company's certificate of incorporation, by-laws and governing laws, as the Committee or the Board deems necessary or appropriate.
- To make a report to the full Board on activities and actions taken on a periodic basis, but no less than annually.

ACCESS

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and other 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.

OUTSIDE ADVISERS

The Committee shall have the authority, in its sole discretion, to select, retain, and terminate any search firm to identify candidates for nomination to the Board or legal counsel or other advisers, as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall have sole authority to approve such search firm's or such legal counsel's fees and other retention terms.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors, for payment of: (1) compensation to any search firm, legal counsel or other advisers employed by the Committee under the foregoing paragraph and (2) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

MEETINGS

The Committee shall meet periodically as necessary to act upon any matter within its jurisdiction. Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time: (1) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication shall constitute a quorum for the transaction of business at all meetings of the Committee, and (2) all actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present. Actions of the Committee may be taken by voice vote and a record thereof included in the minutes of the meeting, or may be taken by unanimous consent by the members voting for the action. Any such unanimous consent may be delivered in counterparts. The Chair of the Committee will lead all Committee meetings. If the Chair of the Committee is absent from any meeting of the Committee, the

remaining members of the Committee present at such meeting will select a member of the Committee who is present at the meeting to lead the meeting. All other Board members are permitted to attend meetings of the Committee.

MINUTES

The minutes of all Committee meetings shall be prepared by a secretary of the meeting designated by the Committee, and distributed to all Committee members for approval at a subsequent meeting. These minutes shall be retained with the Company's permanent corporate records.

DELEGATION OF AUTHORITY

The Committee shall 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.