



**Director Resignation Policy**  
**Adopted January 30, 2017**

Although the bylaws of Xencor, Inc. (the “**Company**”) provide that all elections of directors shall be determined by a plurality of the votes cast, it is the policy of the Company that any nominee for director in an uncontested election who does not receive a majority of the votes cast (i.e. receives a greater number of votes “withheld” from his or her election than votes “for” in such election) shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee (the “**Committee**”) of the Company’s Board of Directors (the “**Board**”). The Committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Committee’s recommendation. Promptly following the Board’s decision, the Company will disclose that decision and an explanation of such decision in a filing with the Securities and Exchange Commission and a press release.