



Nominating and Corporate Governance Committee Charter

PURPOSE:

The purpose of the Nominating and Corporate Governance Committee (the "Nominating Committee") of the Board of Directors (the "Board") of Trubion Pharmaceuticals, Inc. (the "Company") is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating Committee shall: (1) assist the Board by identifying prospective director nominees and by recommending to the Board the director nominees for the next annual meeting of stockholders; (2) recommend to the Board director nominees for each Committee of the Board, (3) develop and recommend to the Board the corporate governance principles applicable to the Company and (4) provide oversight with respect to corporate governance.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Nominating Committee will be appointed by, and will serve at the discretion of, the Board. The Nominating Committee shall consist of at least three members of the Board. As and when required, the members of the Nominating Committee shall meet the independence requirements as defined under applicable NASDAQ and Securities and Exchange Commission (the "SEC") rules.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The Nominating Committee shall:

- Evaluate the current composition, organization, and governance of the Board and its Committees, determine future requirements, and make recommendations to the Board for approval as the Nominating Committee deems necessary or desirable, including nominating policies and processes.
- Determine on an annual basis desired Board qualifications, expertise, and characteristics and conduct searches for potential Board members with corresponding attributes as necessary or desirable. Evaluate and propose nominees for election to the Board. In performing these tasks the Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Oversee the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board Committees, the selection of Board Committee chairs, and proposal of the Board slate for election. Consider stockholder nominees for election to the Board. Identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and from time to time review and assess the guidelines and recommend changes for approval by the Board.
- Conduct an annual review of succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Provide minutes of Nominating Committee meetings to the Board, and report to the Board on any significant matters arising from the Nominating Committee's work.

- Review and re-examine this Charter annually and make recommendations to the Board for any proposed changes.
- Annually review and evaluate its own performance.

MEETINGS:

It is anticipated that the Nominating Committee will meet at least twice per year. The Nominating Committee may establish its own schedule, which it will provide to the Board in advance.

MINUTES:

The Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS:

In addition to preparing the any report required in the Company's Proxy Statement in accordance with the rules and regulations of the SEC, the Nominating Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Nominating Committee's Charter.

COMPENSATION:

Members of the Nominating Committee shall receive such fees, if any, for their service as Nominating Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board, consistent with applicable law.

AUTHORITY

By adopting this Charter, the Board delegates to the Nominating Committee full authority in its discretion to:

- Perform each of the responsibilities of the Nominating Committee described above;
- Appoint a chair of the Nominating Committee, unless a chair is designated by the Board;
- Engage and terminate search firms, independent counsel and other advisors as the Nominating Committee determines necessary to carry out its responsibilities, and approve other fees and other terms of retention of any such search firms, independent counsel and other advisors;
- Cause the officers of the Company to provide such funding as the Nominating Committee shall determine to be appropriate for payment of compensation to any search firm or other advisors engaged by the Nominating Committee.

DELEGATION OF AUTHORITY

The Nominating Committee may delegate such of its authority and responsibilities as the Nominating Committee deems proper to members of the Nominating Committee or a subcommittee, consistent with applicable law.