

XOMA Corporation
NOMINATING & GOVERNANCE COMMITTEE CHARTER¹

Purpose

The members of the Nominating & Governance Committee shall be appointed annually by the Board on the recommendation of the Nominating & Governance Committee.

The Nominating & Governance Committee, in its capacity as a committee of the Board, shall (1) develop, recommend to the Board, and oversee the governance principles applicable to the Company, and (2) assist the Board by identifying individuals qualified to become Board members, recommend to the Board the director nominees for the next annual meeting of stockholders, and recommend to the Board the director nominees for each committee.

Committee Membership

The Nominating & Governance Committee shall consist of no fewer than two members. The members of the Nominating & Governance Committee shall meet the independence requirements of the NASDAQ Stock Market. (“NASDAQ”).

The members of the Nominating & Governance Committee may be replaced by the Board.

Committee Authority and Responsibilities

1. The Nominating & Governance Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company’s Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.
2. The Nominating & Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm’s fees and other retention terms. The Nominating & Governance Committee shall have the authority to engage independent or outside counsel, accountants or other advisors, in each case of its choice and as it determines to be necessary or appropriate.
3. The Nominating & Governance Committee shall identify and recommend to the Board members of the Board to serve on the various committees of the Board, after due consideration of the interests, independence and experience of the individual..
4. The Nominating & Governance Committee shall review non-employee director compensation and recommend changes to the Board.

¹ Most recently reviewed and approved by the Nominating & Governance Committee and the Board on March 1, 2017 and March 2, 2017, respectively.

5. The Nominating & Governance Committee shall review the appropriateness of each Director's continued service in light of, among other things, the Company's principles of corporate governance.
 6. The Nominating & Governance Committee shall consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by NASDAQ.
 7. The Nominating & Governance Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board or management believes contributions could be improved, and overall Board composition and makeup.
 8. The Nominating & Governance Committee shall ensure that the Board and Board committees convene regularly and that the independent directors convene executive sessions regularly.
 9. The Nominating & Governance Committee shall be responsible, directly or through the Company's Complaint Officer or another designated officer of the Company, for evaluating, investigating and/or otherwise seeking to understand complaints reported pursuant to the Company's Complaint Submission Procedures as in effect from time to time relating to non-financial matters.
 10. The Nominating & Governance Committee shall review and assess the management succession plan for the Chief Executive Officer position and other members of executive management and periodically review with the Board.
 11. The Nominating & Governance Committee shall, on behalf of the Board, review letters from shareholders concerning the Company's annual general meeting, nominations of Board members and governance process and make recommendations to the Board in respect thereof.
 12. The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
 13. The Nominating & Governance Committee shall make regular reports to the Board.
 14. The Nominating & Governance Committee shall periodically review its own performance.
13. The Nominating & Governance Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.