

# SORRENTO THERAPEUTICS, INC.

## CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### I. Introduction

The Corporate Governance and Nominating Committee (the “*Committee*”) has been established by the Board of Directors (the “*Board*”) of Sorrento Therapeutics, Inc., a Delaware corporation (the “*Corporation*”), in order to, among other things:

- develop and recommend to the Board the Corporate Governance Guidelines of the Corporation and oversee compliance therewith;
- assist the Board in effecting Board organization, membership and function including identifying qualified Board nominees;
- assist the Board in effecting the organization, membership and function of Board committees including the composition of Board committees and recommending qualified candidates therefor;
- evaluate and provide successor planning for the Chief Executive Officer and other executive officers; and
- to develop criteria for Board membership, such as independence, term limits, age limits and ability of former employees to serve on the Board and the evaluation of candidates’ qualifications for nominations to the Board its committees as well as removal therefrom, respectively.

### II. Membership

The Committee shall consist of no fewer than two directors, with the exact number established by the Board. Each member of the Committee must be independent” within the meaning of the Corporation’s Corporate Governance Guidelines, the regulations of The Nasdaq Stock Market LLC (“*Nasdaq*”) and the Securities Exchange Act of 1934, as amended. The Committee Chair and members shall be designated annually by a majority of the full Board, and may be removed, at any time, with or without cause, by a majority of the full Board. Vacancies shall be filled by a majority of the full Board.

### III. Power and Authority

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 Corporation’s bylaws, as may be amended or restated from time to time (the “*Bylaws*”), and applicable law. The Committee also may conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee.

The powers and responsibilities delegated to the Committee may be exercised in any manner the Committee deems appropriate (including delegation to subcommittees) and without any requirement for Board approval except as otherwise specified in this Charter or the Board's delegation. Any decision by the Committee, including any decision to exercise or refrain from exercising any of its delegated powers, is at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee may exercise all the powers and authority of the Board and, to the fullest extent permitted by law, has the authority to determine which matters are within the scope of its delegated authority.

#### **IV. Meetings**

The Committee will determine its own rules of procedure with respect to the scheduling, location and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chair as appropriate to accomplish the purposes of the Committee, but it is expected that the Committee will meet at least twice each year.

A majority of the members of the Committee will constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee. Notice of meetings of the Committee will be given as provided in the Bylaws. The Committee shall meet as required, keep a record of its proceedings, if appropriate or needed, and report thereon from time to time to the Board. The Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate.

#### **V. Committee Performance Evaluation**

The Committee shall annually conduct an evaluation of its performance in fulfilling its responsibilities and meeting its goals, as outlined herein.

#### **VI. Experts and Advisors**

The Committee also has the authority to retain independent counsel and other consultants, experts and advisors (accounting, financial or otherwise) and also may use the services of the Corporation's regular counsel or other advisors to the Corporation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, legal counsel or other advisers retained by the Committee. The Corporation will provide appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee.

#### **VII. Duties and Responsibilities**

In carrying out its mission, the Committee shall have the following objectives, responsibilities and authority:

##### **A. Board of Directors/Committees**

- periodically evaluate the desirability of, and recommend to the Board, any changes in the size and composition of the Board;

- identify and evaluate candidates for director in accordance with the general and specific criteria set forth herein or determined in accordance herewith;
- evaluate each new director candidate and each incumbent director before recommending that the Board nominate or re-nominate such individual for election or re-election (or that the Board elect such individual on an interim basis) as a director based on the extent to which such individual meets the general criteria set forth herein and will contribute significantly to satisfying the overall mix of specific criteria identified herein and remedying any deficiencies therein; each annual decision to nominate incumbent directors should be based on a careful consideration of each such individual's contributions, including the value of his or her experience as a director of the Corporation, the availability of new director candidates who may offer unique contributions and the Corporation's changing needs;
- diligently seek to identify potential director candidates who will strengthen the Board and remedy any perceived deficiencies in the specific criteria identified herein;
- establish procedures for soliciting and reviewing potential nominees from directors and for advising those who suggest nominees of the outcome of such review;
- submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of stockholders and to be added to the Board at any other times due to Board expansions, director resignations or retirement or otherwise;
- monitor performance of directors based on the general criteria and the specific criteria applicable to each such director and, if any serious problems are identified, work with such director to resolve such problems or, if necessary, seek such director's resignation or recommend to the Board such person's removal;
- develop and periodically evaluate initial orientation guidelines and continuing education guidelines for each member of the Board and each member of each Board committee regarding his or her responsibilities as a director generally and as a member of any applicable Board committee, and monitor and evaluate annually (and at any additional time a new member joins the Board or any Board committee) each director's cooperation in fulfilling such guidelines, which shall take into account all relevant factors, including the nature of each individual's responsibilities and related background and any particular complexities relating to the Corporation's business, financial statements or other characteristics and which guidelines may impose higher standards for directors who are members of certain Board committees than for those who are not and may, in appropriate circumstances, impose higher or lower requirements for a particular director based upon his or her background and/or occupation;

- retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention;

**B. Board Committees**

- in consultation with the Chairperson of the Board, recommend directors for appointment by the Board as members of committees of the board taking into account the desires and expertise of the individual directors;

**C. Evaluation of and Successor Planning for the Chief Executive Officer and Other Executive Officers**

- assist the Board in evaluating the performance of and other factors relating to the retention of the Chief Executive Officer and assist the Board in overseeing the evaluation of the performance of other executive officers, subject to the Chief Executive Officer's primary responsibility for evaluating the performance of other executive officers;
- develop and periodically review and revise as appropriate, a management succession plan and related procedures including consideration and recommendation of candidates for successor to the Chief Executive Officer to the Board and, with appropriate consideration of the Chief Executive Officer's recommendations, consideration and recommendation of candidates for successors to other executive officers, in each case when vacancies shall occur in those offices;

**D. Corporate Governance**

- develop and recommend to the Board Corporate Governance Guidelines and any changes therein, setting forth the corporate governance principles applicable to the Corporation and, at least annually, review and reassess the adequacy of such Corporate Governance Guidelines;
- oversee compliance with the Corporation's Corporate Governance Guidelines and report on such compliance to the Board and review requests for waivers compliance with the Corporation's Corporate Governance Guidelines;
- review potential conflicts of interest involving directors and determine whether such directors may vote on issues as to which there may be a conflict;
- monitor and make recommendations to the Board on other matters of Board policy and practices relating to corporate governance;
- review the disclosure included in the Corporation's proxy or information statements regarding the Corporation's director nomination process, Board leadership structure and role in risk oversight and other corporate governance matters; and

- review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.

### **VIII. Nominating Criteria**

The Committee shall identify and evaluate candidates for director in accordance with the general and specific criteria set forth in the Bylaws and below or determined as provided below:

#### **A. General Criteria.**

Director selection should include at least enough independent directors, as defined under applicable law and rules, to satisfy the requirement that a majority of the Corporation's directors be independent and such independent directors should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by independent directors. Subject to the right of the Committee and the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Corporation should be a director and, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Corporation that prevent them from being independent directors, may be appropriate members of the Board. Each director should:

- be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
- be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of a director's responsibilities;
- be willing and able to devote sufficient time to the affairs of the Corporation and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Corporation and its industry, reviewing and analyzing reports and other information important to Board and committee responsibilities, preparing for, attending and participating in Board and committee meetings and satisfying appropriate orientation and continuing education guidelines); and
- have the capacity and desire to represent the best interests of the stockholders as a whole and not primarily a special interest group or constituency.

#### **B. Specific Criteria.**

In addition to the foregoing general criteria, the Committee shall develop, reevaluate at least annually and modify as appropriate a set of specific criteria outlining the skills, experiences (whether in business or in other areas such as public service, academia or scientific communities), particular areas of expertise, specific backgrounds (such as biotechnology) and other characteristics that should be represented on the Board to

enhance the effectiveness of the Board and Board committees. The specific criteria should:

- take into account any particular needs of the Corporation based on its business, size, ownership, growth objectives, community, customers and other characteristics and will need to be adjusted and refocused as these Corporation characteristics change and evolve;
- reflect the Corporation's belief that gender and ethnic diversity provide additional perspectives that are helpful; and
- prepare at least annually a list of any specific criteria so identified that are not adequately represented on the Board and, when practical, the Committee should indicate the most significant deficiencies that should be given the highest- priority in recruiting new director candidates possessing the missing criteria.

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