

NEKTAR THERAPEUTICS

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors of **NEKTAR THERAPEUTICS**, a Delaware corporation (the “*Company*”), shall consist of at least two (2) members of the Board of Directors of the Company (the “*Board*”).

Each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board and will meet the required standards for independence required of members of the Company’s audit committee as set forth in applicable rules and regulations of The Nasdaq Stock Market and the Securities and Exchange Commission (the “*SEC*”). The Board shall appoint the members of the Committee and the Committee chairperson.

STATEMENT OF POLICY

The purpose of the Committee shall be to:

- Identify, review and evaluate candidates to serve as directors of the Company.
- Evaluate Board composition and recommend nominations and re-election of directors.
- Administer and oversee all aspects of the Company’s corporate governance functions on behalf of the Board.
- Make recommendations to the Board regarding corporate governance issues.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its functions and responsibilities, the Committee shall give due consideration to the following operating principles and processes. The Committee shall:

- Make regular and meaningful contacts throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, since such contacts are important and significant for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- Keep apprised of legislative and regulatory developments and other important corporate governance issues and trends in corporate governance practices. Develop and participate in, along with management and such external and internal resources as deemed necessary by the Committee, a process for systematic review of such developments and trends in that could potentially impact the Company and, as appropriate, make recommendations

for changes in the Company's corporate governance policy to enhance the effectiveness of the Committee.

- Perform such other functions, and have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- Report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board, through the Committee chairperson.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee. The Committee shall:

- Establish criteria for membership of the Board, including standards for the independence of directors to serve on the Board and committees of the Board.
- Consider and assess the independence of the directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by The Nasdaq Stock Market.
- Identify, evaluate, review and nominate qualified candidates to serve on the Board.
- Evaluate, review and consider the nomination of current directors for re-election to the Board and monitor the size of the Board.
- Consider stockholder suggestions for director nominations and other proposals submitted by stockholders and establish any procedures to facilitate stockholder communications with the Board and make any such disclosures required by applicable law in the course of exercising such authority.
- Develop a set of corporate governance principles applicable to the Company, and periodically review and assess these principles and application.
- Review with management and the Board the adequacy of and compliance with the Company's Code of Business Conduct and Ethics (the "***Code of Conduct***") and the results of management's efforts to monitor compliance with the Company's policies designed to ensure adherence to applicable laws and rules.
- Periodically review the Company's policy statements to determine their adherence to the Code of Conduct.
- Approve all waivers of the Code of Conduct applicable to the Company's directors and officers.

- At least annually, 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 an evaluation of the Board's contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup
- Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company (whether initiated by employees of the Company or outside third parties) with respect to legal and regulatory compliance (except for compliance relating to accounting, internal accounting controls, auditing matters and financial disclosure and reporting, all of which shall be the responsibility of the Audit Committee).
- Recommend to the Board to establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal, business or other matters that may arise.
- Oversee and review the processes and procedures used by the Company to provide information to the Board and its committees.

MEETINGS

The Committee will hold at least one (1) regular meeting per year and additional meetings as the Committee deems appropriate. At the discretion of the Committee, members of management may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, or whenever so requested by the Board.