

NOMINATING AND GOVERNANCE

COMMITTEE CHARTER

Adopted by the Board of Directors of Threshold Pharmaceuticals, Inc.

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Threshold Pharmaceuticals, Inc. (the “Company”) is to identify individuals qualified to serve as members of the Board of the Company, recommend nominees for election as directors of the Company and provide oversight with respect to corporate governance and ethical conduct.

Composition

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify and evaluate individuals, including individuals proposed by stockholders, qualified to serve as members of the Board, and recommend for determination by the Board nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings.
2. Make recommendations to the Board with respect to the assignment of Board members to Board committees and for Board committee chairs.
3. Develop a set of corporate governance guidelines to be applicable to the Company, periodically review and assess these guidelines and their application, and recommend any changes deemed appropriate to the Board for its consideration.
4. Oversee the Board’s annual self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding how effectively the Board and each of its committees operates.
5. Oversee risks and exposures associated with corporate governance and overall Board effectiveness.
6. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee’s work.

7. From time to time, review and reassess this Charter and, if appropriate, recommend changes to the Board.
8. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Authority

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

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.

Last Updated September 25, 2015