

## **Research & Development Committee**

**EXELIXIS, INC.**

### **RESEARCH & DEVELOPMENT COMMITTEE CHARTER**

#### **PURPOSE**

The purpose of the Research & Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Exelixis, Inc. (the “**Company**”) is to assist the Board in fulfilling its responsibility to oversee various scientific matters related to the Company’s drug discovery and preclinical and clinical development programs.

#### **MEMBERSHIP**

The Committee shall consist of at least three (3) members of the Board, and all members of the Committee shall, in the judgment of the Board, have relevant scientific experience. No Committee member shall be a current employee of the Company, and 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, in accordance with the applicable independence requirements of the Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission. The Board shall appoint the members of the Committee and the Chair of the Committee. Each member of the Committee shall serve for such term or terms as the Board may determine or until his or her earlier resignation, removal or death. The Board may remove any member from the Committee at any time, with or without cause.

#### **AUTHORITY**

The Committee shall have the authority to retain or obtain, at the expense of the Company and in coordination with its officers, the advice and assistance from internal or external legal, clinical, scientific or other advisors and consultants. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted and shall be paid for by the Company.

Except to the extent inconsistent with any laws and rules applicable to the Company, any responsibility or authority of the Committee under this Charter may be delegated as appropriate by the Board or the Committee, including to the Chair of the Committee or to a subcommittee composed of one or more Committee members and/or other members of the Board and/or officers of the Company.

#### **KEY RESPONSIBILITIES**

The Committee shall:

- Oversee the Company's clinical development program and drug discovery activities.
- Periodically review the overall organization, resourcing and capabilities of the Company's research and development business units.
- Review the progress of preclinical and clinical assets in-licensed or acquired by the Company and evaluate the scientific aspects of potential future business development opportunities.
- Evaluate and discuss trends in the treatment landscape of areas of therapeutic interest to the Company and potential effects on the Company's pipeline strategy and other business needs.
- Advise the Board on other matters of scientific importance as the Board, in consultation with the Company's management, may designate from time to time.
- Periodically review, discuss and assess the Committee's own performance, including a review of its compliance with this Charter, and report its findings to the Board.
- Review and assess this Charter on an annual basis and recommend any proposed changes to the Board for its consideration.

In addition, as the Committee or the Board deems appropriate, the Committee may identify additional areas of focus and/or perform any other activities consistent with this Charter and the Company's Certificate of Incorporation and Bylaws, each as currently in effect, as well as applicable governing laws or regulations.

## **MEETINGS**

The Committee will hold at least two (2) regular meetings per year and additional regular or special meetings as the Committee deems appropriate. Officers and other employees of the Company may attend these meetings at the invitation of the Committee.

## **MINUTES AND REPORTS**

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee and the Secretary of the Company. The Chair of the Committee shall report to the Board from time to time, or whenever so requested by the Board.