

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (“Board”) of Ligand Pharmaceuticals Incorporated (the “Company”) is to provide assistance to the Chairman of the Board and the Board in:

- (a) identifying, screening and recommending qualified candidates to serve as directors of the Company;
- (b) recommending to the Board necessary or advisable corporate governance guidelines and principles; and
- (c) overseeing the periodic evaluation of the Board and Board committees.

### **AUTHORITY**

Pursuant to the bylaws of the Company, this Committee has been established by the Board as a standing committee. The Committee shall act only as a Committee; individual members may not act on their own.

The Committee shall have the following authorities:

- 1. elect and remove the chairperson of the Committee;
- 2. adopt criteria which the Committee will apply in its selection of new directors;
- 3. to the extent the Committee deems appropriate, retain search firm(s) or other advisors to assist in carrying out the purposes set forth above, including, e.g. in searches by the Committee for persons to be added to the Board or in developing corporate governance recommendations;
- 4. consult with the Chief Executive Officer to obtain his/her views about whether new members should be added to the Board and about whether current members should be renominated or replaced;
- 5. establish a list of qualified candidates to serve as members of the Company’s Board of Directors;
- 6. identify individuals qualified to become members of the Board and review candidates suggested by the Company’s shareholders, ensuring that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds, including consideration of diversity of age, gender, race, ethnicity, international experience and other specialized experience.
- 7. recommend to the full Board nominees for new and vacant positions on the Board;
- 8. make recommendations to the full Board regarding standing committee memberships and chairs;

9. develop and recommend to the Board appropriate corporate governance and Board policies and procedures including, e.g., appropriate amendments to the Company's bylaws and Board committee charters;
10. guide the Board in its annual review and oversight of the Company's legal, regulatory and policy compliance;
11. guide the Board and Board committees in their periodic performance reviews and continuing education; and
12. conduct a review of this Charter at least every other year and recommend to the Board any changes the Committee deems appropriate.

### MEMBERSHIP

The membership of the Nominating and Corporate Governance Committee shall be comprised of at least three (3) members of the Board of Directors, each of whom shall meet the relevant independence requirements as in effect from time to time and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. Members of the Committee shall be appointed and removed, with or without cause, by the Board.

### MEETINGS

The Committee may hold such meetings as needed to fulfill its duties. The business of the Committee may be conducted at regular or special meetings, or by unanimous written consent. Special meetings may be called by any member of the Committee, by the Board, or by the Chairman of the Board. Reasonable notice of the time and place of all meetings shall be given to the Committee members in writing by fax, email, regular mail or courier effective upon receipt, but in no event less than 48 hours prior to the meeting. Notice may be waived at the relevant meeting, or at any time in writing. Meetings may be held in person or by telephonic or video conference.

A quorum shall consist of a majority of the Committee members. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee.

The Committee shall keep minutes and other appropriate records of its actions and proceedings, and make a report thereof from time to time to the Board of Directors.