



Research and Development Committee Charter

PURPOSE AND POLICY

The purpose of the Research and Development (“**R&D**”) Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Xencor, Inc., a Delaware corporation (the “**Company**”) shall be to assist the Board in its oversight of the Company’s management in its exercise of its responsibilities to make judgments relating to its R&D activities, initiatives, strategic direction and portfolio prioritization.

COMPOSITION

The Committee shall consist of at least two members of the Board. At least one member of the Committee shall, in the judgment of the Board, have scientific research expertise. The members of the Committee and the Chairman of the Committee shall be appointed by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. 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 shall report to the Board from time to time, whenever so requested by the Board.

AUTHORITY

The Committee shall have access to books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. Reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. Expenditures for external resources that are expected to be material or outside the ordinary course of the Committee’s practices shall be recommended by the Committee for the approval of the Board. The approval of this charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. Communication – Regular and meaningful contact throughout the year with Board members, senior management and independent advisors is viewed as important for strengthening the Committee's knowledge of relevant current and prospective issues.
2. Committee Education/Orientation – Developing with management and participating in a process for systematic review of important R&D issues that could potentially impact the Company will enhance the effectiveness of the Committee.

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.

To implement the Committee's purpose, the Committee shall be charged with the following duties and responsibilities:

1. Review the Company's R&D programs and progress in achieving R&D goals and objectives.
2. Advise the Board on the scientific and R&D aspects of corporate strategy, business development and product development.
3. Oversee management's exercise of its responsibility to assess and manage risks associated with the Company's R&D activities and clinical development.
4. Perform such other functions as are consistent with its purpose or as may be requested by the Board.
5. Conduct an annual evaluation of its performance and annually evaluate this Charter, including whether this Charter and the Committee's activities are aligned with the Company's strategic R&D goals and objectives, and recommend any proposed changes to the Charter to the Board for its consideration and approval.