



Corporate Governance Guidelines

Adopted September 8, 2022.

The Board of Directors (the “**Board**”) of Xencor, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws (the “**Bylaws**”) and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

A. THE BOARD

1. *Size of the Board*

The Bylaws provide that the number of directors that serve on the Board will be fixed from time to time by the Board, but in no event will be less than the minimum number required by the General Corporation Law of the State of Delaware. The Nominating and Corporate Governance Committee will periodically review the size of the Board and make a recommendation to the Board on the size that it determines is the most effective in relation to the Company’s future operations.

2. *Independence of the Board*

Except as otherwise permitted by The Nasdaq Stock Market LLC Marketplace Rules (the “**Nasdaq Rules**”), the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under Nasdaq Rules.

The Nominating and Corporate Governance Committee will review annually the relationships that each director has with the Company to determine whether the nature of such relationships would interfere with the director’s ability to exercise independent judgment in carrying out his or her responsibilities as a director. Following such annual review, only those directors who the Board affirmatively determines do not have a relationship that, in the opinion of the Board, would interfere with the director’s ability to exercise independent judgment in carrying out his or her responsibilities as a director will be considered Independent Directors, subject to additional qualifications prescribed under the Nasdaq Rules. The basis for the Board’s determination of those directors who qualify as Independent Directors will be published in the Company’s annual proxy statement.

3. *Separate Sessions of Non-Employee Directors*

The non-employee directors will meet in executive session without management directors or management present on a regularly scheduled basis. The non-employee directors will review the Company’s implementation of, and compliance with, these Guidelines and consider such matters as they may deem appropriate at such meetings. Non-employee directors are all directors who

are not Company officers (as that term is defined in Rule 16a-1(f) under the Securities Act of 1933, as amended), including such directors who are not independent by virtue of a material relationship, former status or family relationship, or for any other reason.

In addition, if the non-employee directors include directors who are not also Independent Directors, the Independent Directors shall also meet separately in executive session regularly.

4. Selection of Chief Executive Officer and Lead Independent Director

The Board will select the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders. The Board may also designate a lead director who is an Independent Director ("**Lead Independent Director**"). If a Lead Independent Director is designated, the Lead Independent Director's duties shall include:

- presiding at all meetings of the Board, including executive sessions of the Independent Directors;
- acting as liaison between the Independent Directors and the Chief Executive Officer;
- presiding over meetings of the Independent Directors;
- consulting with the Chief Executive Officer in planning and setting schedules and agendas for Board meetings to be held during the year; and
- performing such other functions as the Board may delegate.

5. Selection of New Directors

The entire Board will stand for election by the stockholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

The Company's procedures for shareholder recommendations to fill director positions are set forth in the Company's bylaws.

6. Director Qualification Standards

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates for election or re-election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, may take into account many factors, including:

- experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- experience as a board member of another publicly held company;
- the ability to make independent analytical inquiries;
- the knowledge, skills and experience of the candidates, including their understanding of marketing, finance, accounting, information technology and cyber security and other

elements relevant to the success of a publicly traded company in today's business environment;

- experience in the Company's industry and with relevant social and public policy concerns;
- familiarity with national and international business matters;
- understanding of the Company's business on a technical level;
- experience in finance and accounting and / or executive compensation practices;
- diversity of race, ethnicity, gender identity, LGBTQ+ identity, age, cultural background and professional experiences, including, without limitation, any applicable legal or regulatory requirements and any Nasdaq Rules with respect to board diversity; and
- the candidate's other commitments, including the other boards on which the candidate serves.

Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethical standards and high standards of integrity, fairness and responsibility and must meet the minimum qualifications set forth in the Bylaws. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

7. *Director Orientation and Continuing Education*

Management will provide an orientation process for new directors to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Ethics, these Guidelines, principal officers, internal auditors and independent auditors. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

8. *Service on Other Boards*

The Independent Directors of the Company shall not serve on the boards of directors of more than two other publicly traded companies, without the approval of the Nominating and Corporate Governance Committee. Any director of the Company who also serves as an executive officer of any other publicly traded company may not serve on the board of directors of more than one other public company in addition to the Board, including the board of directors of such director's own employer, without the prior approval of the Nominating and Corporate Governance Committee. The Chief Executive Officer of the Company may serve on the board of directors of one additional public company with the prior consent of the Nominating and Corporate Governance Committee. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the lead Independent Director or chair of the Nominating and Corporate Governance Committee. The Lead Independent Director or chair of the Nominating and Corporate Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies and consideration of any potential conflicts of interest.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

9. *Changes in Director Circumstances*

When a director, including any director who is currently an officer or employee of the Company, experiences changed circumstances that could pose a conflict of interest, diminish his or her effectiveness as a Board member, or otherwise be detrimental to the Company, that director shall promptly provide notification of such change to the chair of the Nominating and Corporate Governance Committee. The Board does not believe that a director should necessarily be required to leave the Board upon such a change, but that continued service on the Board should be considered under these circumstances. Accordingly, any such director shall be required to tender his or her resignation to the chair of the Nominating and Corporate Governance Committee no later than the date of the next meeting of the Board following the effective date of such change if requested by the Board or the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the tendered resignation and recommend to the Board the action, if any, to be taken with respect to the resignation. The Board in its discretion will determine whether such member should continue to serve as a director.

10. *Director Resignation Policy*

If a director wishes to resign, he or she may do so at any time by giving resignation notice. For such resignation to be effective, the resignation notice must be given in writing to the Lead Independent Director and the Secretary of the Company. The director's resignation shall take effect at the time specified in the resignation notice, and, except as provided in the immediately following paragraph, the acceptance of such resignation shall not be necessary to make it effective.

Although the Company's bylaws provide that all elections of directors shall be determined by a plurality of the votes cast, it is the Company's policy that any nominee for director in an uncontested election that does not receive a majority of the votes cast (i.e., receives a greater number of votes "withheld" from his or her election than votes "for" in such election) shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee, which shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. The Board will then act on the Nominating and Corporate Governance Committee's recommendation. Promptly following the Board's decision, the Company will disclose that decision and an explanation of it in a Securities and Exchange Commission filing.

If a director determines that he or she does not wish to stand for re-election at the Company's next annual meeting of shareholders, the director shall provide written notice of that determination to the Chairman of the Board and the Secretary of the Company. To the extent practicable, such notice shall be provided prior to the Board's approval of the proxy statement for such annual meeting of shareholders and in any event prior to the filing of such proxy statement with the U.S. Securities and Exchange Commission.

11. *Term Limits*

The Board does not believe it is in the best interests of the Company to establish term limits or a mandatory retirement age. These limitations can also result in the loss of directors who have been able to develop, over a period of time, an increasing insight into the Company and its operations. As an alternative to term limits and mandatory retirement, the Nominating and Corporate Governance Committee will review each director's continuation on the Board when he or she is considered for re-nomination. This will also allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

12. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of stockholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company;
- overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing and, where appropriate, approving major changes in, and determinations under these Guidelines, Code of Business Conduct and Ethics and other Company policies;
- reviewing and, where appropriate, approving any new policies or major actions taken with respect to significant public policy issues, including matters related to corporate governance, social responsibility and the environment;
- overseeing the effectiveness of the Company's cybersecurity program and its practices for identifying, assessing and mitigating cybersecurity risks across all business functions, including monitoring and analysis of the threat environment, vulnerability assessments, and third-party cybersecurity risks;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- with respect to the Independent Directors, together with the Human Capital Management and Compensation Committee, regularly evaluating the performance of the Chief Executive Officer;
- with the input of the Chief Executive Officer and the Human Capital Management and Compensation Committee, regularly evaluating the performance of other executive officers; and
- planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other executive officers.

13. Compensation

The Company's executive officers shall not receive additional compensation for their service as directors. The Human Capital Management and Compensation Committee will report periodically to the Board regarding the status of the Company's non-employee director compensation in relation to the Company's peer group. Such report will include consideration of both direct and indirect forms of compensation to the Company's non-employee directors. The Human Capital Management and Compensation Committee will also recommend any changes in non-employee

director compensation, which changes will be approved or disapproved by the Board after a full discussion.

14. *Stock Ownership*

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

15. *Board Access to Senior Management*

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Corporate Secretary, Chief Executive Officer or the Lead Independent Director, or if none are available or appropriate, directly by the director. To the extent appropriate, the Chief Executive Officer of the Company should be copied on such contact if in writing.

16. *Board Access to Independent Advisors*

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

17. *Self-Evaluation*

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees.

18. *Conflicts of Interest*

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Lead Independent Director. Any significant conflict must be resolved or the director should resign from the Board. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse themselves from discussion on the matter and not vote on the matter.

19. *Code of Business Conduct and Ethics*

Directors shall act at all times in accordance with the requirements of the Company's Code of Business Conduct and Ethics (the "**Code**"), which shall be applicable to each director in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, compliance with applicable governmental laws, rules and regulations, and prompt internal reporting of any violations of the Code. Any waiver of the requirements of the Code with respect to any individual director shall be reported to, and be subject to the approval of, the Board. The Board expects directors (as well as officers and employees) to acknowledge their understanding of, and adherence to, the Code on an annual basis.

20. Confidentiality

Board members have an obligation to protect and keep confidential all our non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding our strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and its committees and other documents identified as confidential by the Company.

Board members may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company, especially anyone affiliated with any entity or person that employs the director or has sponsored the director's election to the Board. These obligations continue even after service on the Board has ended.

B. BOARD MEETINGS

1. Frequency of Meetings

The Board will meet at least 4 times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

2. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Lead Independent Director or the chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference or videoconference in the case of an in-person meeting. Directors are strongly encouraged to attend annual meetings of stockholders and should attend absent unavoidable conflicting personal or professional commitments.

3. Attendance of Non-Directors

The Board encourages the Lead Independent Director or the chair of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

4. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful

review of such agenda and materials by the directors. Directors are expected to have reviewed, and be prepared to discuss, all materials distributed in advance of any meeting.

C. COMMITTEE MATTERS

1. *Composition of Committees*

The Board currently has four standing committees: (i) the Audit Committee; (ii) the Human Capital Management and Compensation Committee; (iii) the Nominating and Corporate Governance Committee; and (iv) the Research & Development Committee. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

2. *Assignment and Rotation of Committee Members*

The Board appoints committee members and committee chairs according to qualification requirements and criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company and its stockholders.

3. *Committee Meetings*

The chairperson of each Board committee, in consultation with the committee members, will determine the frequency and length of the committee meetings, consistent with any requirements set forth in the committee's charter. The chairperson, in consultation with management and committee members, shall develop the committee meeting agendas. In addition, special meetings may be called by the chair of the committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

D. SUCCESSION PLANNING

The Board (or a committee delegated by the Board), is primarily responsible for Chief Executive Officer succession planning and will work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. In addition, it shall monitor management's succession plans for other key executives. Succession planning can be critical in the event the Chief Executive Officer or other key executives should cease to serve for any reason, including resignation or unexpected incapacity. In addition, however, the Board believes that establishment of a strong management team is the best way to prepare for an unanticipated executive departure.

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