

**SCIENCE AND TECHNOLOGY COMMITTEE OF  
THE BOARD OF DIRECTORS OF**

**MACROGENICS, INC.**

**Charter**

*As of February 21, 2019*

**PURPOSE**

The following charter (the “Charter”) governs the operations of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of MacroGenics, Inc. (the “Company”).

The purpose of the Committee is to review Company matters relating to scientific and technologic capabilities and programs and report to the Board regarding such review to help facilitate Board oversight of the Company’s scientific strategic direction and investment in research and development and technology (“R&D”). The Committee will also discuss significant emerging trends and issues in science and technology and consider the potential impact thereof on the Company.

**ORGANIZATION AND MEMBERSHIP**

The Committee shall be composed of no fewer than two directors. The members of the Committee and the Chair of the Committee shall be elected by the Board at the annual organizational meeting of the Board following the annual meeting of shareholders based on scientific, medical or other relevant expertise, and shall serve until their successors shall be duly elected and qualified or their earlier death, resignation or removal. Each member of the Committee shall be an “independent director” as such term is defined under the Company’s independence standards, the listing standards of Nasdaq, as amended from time to time, and the rules and regulations of the SEC.

**DUTIES AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

- review, evaluate and advise the Board and management on matters relating to the Company’s scientific strategic direction, as well as investment in R&D.
- regularly review the R&D pipeline and provide assistance, as requested, to the Compensation Committee in setting performance goals under the Company’s incentive compensation program and reviewing the performance results.
- identify and provide the Board with strategic advice on significant emerging science and technology issues, innovations and trends.
- review other such topics as delegated to the Committee by the Board and report Committee actions to the Board with such recommendations, as the Committee may deem appropriate.

- review the Committee’s performance on an annual basis and present the results of its self-assessment and performance evaluation to the Board or its designee.
- review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.

### **ACCESS**

The Committee is at all times authorized to have direct, independent and confidential access to the Company’s R&D records for carrying out its duties. The Committee will also have access to the Company’s directors, management and other personnel to carry out the Committee’s purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

### **OUTSIDE ADVISERS**

The Committee shall have the authority, in its sole discretion, to select, retain, and terminate any legal counsel, experts or other advisers and consultants as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have sole authority to approve the fees and other retention terms of legal counsel, experts or other advisers and consultants as it deems appropriate.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (1) compensation to any advisers employed by the Committee under the foregoing paragraph and (2) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **MEETINGS**

The Committee shall meet at least two times per year or more frequently as circumstances require. Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time: (1) a majority of the members of the Committee entitled to vote, either present in person or by means of remote communication shall constitute a quorum for the transaction of business at all meetings of the Committee and (2) all actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present. Actions of the Committee may be taken by voice vote and a record thereof included in the minutes of the meeting, or may be taken by unanimous consent by the members voting for the action. Any such unanimous consent may be delivered in counterparts. The Chair of the Committee will lead all Committee meetings. If the Chair of the Committee is absent from any meeting of the Committee, the remaining members of the Committee present at such meeting will select a member of the Committee who is present at the meeting to lead the meeting. All other Board members are permitted to attend meetings of the Committee.

### **MINUTES**

The minutes of all Committee meetings shall be prepared by a secretary of the meeting designated by the Committee, and distributed to all Committee members for approval at a

subsequent meeting. These minutes shall be retained with the Company's permanent corporate records.

### **DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.