



PROGENICS PHARMACEUTICALS, INC.
(the "Company")

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
Adopted March 24, 2004
(Revised as of May 10, 2005)
(Revised as of June 17, 2014)
(Revised as of January 31, 2018)

1. Purpose

The Nominating and Corporate Governance Committee (the "Committee") is created by the Board of Directors of the Company to:

- (a) identify and recommend individuals for nomination as members of the Board;
- (b) evaluate the performance of the Board as a whole and make recommendations with respect to the renomination of members of the Board; and
- (c) develop and recommend to the Board Corporate Governance Guidelines.

2. Membership

The Committee shall consist of at least two members or such other number as may be required or permitted under applicable law, regulation, and rules of any stock market or other trading system on which the Company's securities may be listed, and shall, if and to the extent required by any such law, regulation or rule or if the Board so determines, be comprised solely of independent directors meeting the independence requirements of the Nasdaq Stock Market, Inc. ("Nasdaq").

3. Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

A. Board Nominees. The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board of Directors. The Committee shall establish criteria for Board membership and shall recommend individuals for membership on the Company's Board of Directors. In making its recommendations, the Committee shall:

- (a) review candidates' qualifications for membership on the Board

(including a determination as to the independence of the candidate) based on the criteria established by the Committee from time to time;

- (b) in nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors shall include judgment, skill, diversity, experience in the biotechnology/pharmaceutical industry, experience in medical research or clinical development, experience in the fields of oncology, virology, immunology or molecular biology, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
- (c) in evaluating current directors for re-nomination to the Board, assess the performance of such director;
- (d) periodically review the composition of the Board in light of the current challenges and needs of the Company, the Board and each committee, and determine whether it may be appropriate to add or remove individuals;
- (e) consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

B. Evaluating the Board. At least annually the Committee shall lead the Board in a self-evaluation to determine if the Board is functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluation, including any recommendations for proposed changes, to the Board. The Committee shall periodically review the size and responsibilities of the Board and recommend any proposed changes to the Board.

C. Corporate Governance Matters. The Committee shall develop and recommend to the Board Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board. The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

The Committee shall conduct any and all investigations into alleged violations of the Company's Corporate Governance Guidelines, and shall present the results of its investigations to the Board.

The Committee shall review and consider any requests for waivers of the Company's Corporate Governance Guidelines for the Company's directors, executive

officers and other senior financial officers, and shall make a recommendation to the Board with respect to any such request for a waiver.

4. Reporting to the Board

The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to the Board, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board. The report may take the form of an oral report by the Chairperson or other Committee member designated by the Committee.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. Such evaluation shall compare the performance of the Committee with the requirements of this charter.

The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

5. Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairperson of the Committee shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

6. Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts and consultants, as it deems appropriate, without seeking approval of the Board or management.

The Committee may delegate any aspect its authority and responsibilities, in whole or in part, to the Chairperson of the Committee or a subcommittee when it deems appropriate and in the best interests of the Company, provided, however, that the Committee shall retain final review and approval authority in all such matters so delegated.

APPENDIX A

DIRECTOR NOMINATIONS POLICY

The purpose of this Nominations Policy is to outline the criteria for Board member candidates and the process by which candidates for possible inclusion in the Company's recommended slate of director nominees (the "Candidates") are selected. The Nominations Policy is administered by the Nominating Committee of the Board.

Minimum Criteria for Board Members

Each Candidate must possess at least the following specific minimum qualifications:

- Each Candidate shall be prepared to represent the best interests of all of the Company's stockholders and not just one particular constituency.
- Each Candidate shall be an individual who has demonstrated integrity and ethics in his or her personal and professional life and has established a record of professional accomplishment in his/her chosen field.
- No Candidate, or family member (as defined in NASD rules), or affiliate or associate (each as defined in Rule 405 under the Securities Act of 1933, as amended) of a Candidate, shall have any material personal, financial or professional interest in any present or potential competitor of the Company.
- Each Candidate shall be prepared to participate fully in Board activities, including, if eligible, active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and any committee of which he or she is a member, and not have other personal or professional commitments that would, in the Nominating Committee's sole judgment, interfere with or limit his or her ability to do so.

Desirable Qualities and Skills

In addition, the Nominating Committee also considers it desirable that Candidates possess the following qualities or skills:

- Each Candidate should contribute to the Board's overall diversity – diversity being broadly construed to mean a variety of opinions, perspectives, personal and professional experiences and backgrounds, as well as other differentiating characteristics.

- Each Candidate should contribute positively to the collaborative culture among Board members.
- Each Candidate should possess professional and personal experiences and expertise relevant to the Company's goal of being a leading biopharmaceutical company. At this stage of the Company's development, relevant experiences might include, among other things, large biotechnology or pharmaceutical company CEO or senior management experience, senior level management experience in medical research or clinical development activities in the fields of oncology, virology, immunology or molecular biology within a public company or large university setting, and relevant senior level expertise in one or more of the following areas – finance, accounting, sales and marketing, organizational development, and public relations.

Internal Process for Identifying Candidates

The Nominating Committee shall utilize the following methods as their primary means for identifying Candidates, other than those proposed by the Company's stockholders, as discussed below.

On a periodic basis, the Nominating Committee may solicit suggestions for possible Candidates from a number of sources, which may include members of the Board, senior level Company executives, individuals personally known to the members of the Board, and independent research by either Board members or senior level Company executives.

The Nominating Committee may also use its authority under its charter to retain at the Company's expense one or more search firms to identify Candidates (and to approve such firms' fees and other retention terms). If the Nominating Committee retains a search firm, it may be asked to identify possible Candidates who meet the minimum and desired qualifications expressed in the Nominations Policy, to interview and screen such candidates (including conducting appropriate background and reference checks), to act as a liaison among the Board, the Nominating Committee and each Candidate during the screening and evaluation process and thereafter to be available for consultation as needed by the Nominating Committee.

The Nominating Committee will also consider properly submitted stockholder nominations for candidates for membership on the Board as described below under the General Nomination Right of All Stockholders.

Nomination of Directors by Stockholders

Any stockholder of the Company may recommend one or more persons for election as a director of the Company at an annual meeting of stockholders if the stockholder complies with the procedures and requirements set forth below.

In order for the recommendation of a director nomination to be timely, a stockholder's notice to the Company's Vice President, General Counsel & Secretary must be delivered to the Company's principal executive offices not less than 120 days prior to the anniversary of the date of the Company's proxy statement released to stockholders in connection with the previous year's annual meeting. In the event that the Company sets an annual meeting date that is not within 30 days before or after the date of the immediately preceding annual stockholders meeting, notice by the stockholder must be received no later than the close of business on the 10th day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was made, whichever occurs first.

Any Candidate proposed by a stockholder must be independent of the stockholder providing the nomination in all respects as determined by the Nominating Committee or by applicable law. Any Candidate submitted by a stockholder must also meet the definition of an "independent director" under NASD rules and must meet the "Minimum Criteria for Board Members" set forth above.

Evaluation of Candidates

The Nominating Committee will consider all Candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria.

If, based on the Nominating Committee's initial evaluation, a Candidate continues to be of interest to the Nominating Committee, the Chair of the Nominating Committee will interview the Candidate and communicate the Chair's evaluation to the other Nominating Committee members, the Chairman of the Board, and, if the Chairman and CEO are not the same person, the CEO. Later reviews will be conducted by other members of the Nominating Committee and senior management. Ultimately, background and reference checks will be conducted and the Nominating Committee will meet to finalize its list of recommended Candidates for the Board's consideration.

Timing of the Identification and Evaluation Process

The Company's fiscal year ends each year on December 31. The Nominating Committee expects generally to meet one or more times prior to March 31 of each year to consider, among other things, Candidates to be recommended to the Board for inclusion in the Company's recommended slate of director nominees for the next annual meeting and the Company's proxy statement. The Board usually meets each March and at that meeting will vote on, among other things, the slate of director nominees to be submitted to and recommended for election by stockholders at the annual meeting, which is typically held in May.

All Candidates (whether identified internally or by a nomination received from a stockholder) who, after evaluation, are then recommended by the Nominating Committee and approved by the Board, will be included in the Company's recommended slate of director nominees in its proxy statement.

Future Revisions to the Nominations Policy

The Nominations Policy is intended to provide a flexible set of guidelines for the effective functioning of the Company's director nominations process. The Nominating Committee intends to review the Nominations Policy at least annually and anticipates that modifications may be necessary or desirable from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Nominating Committee may amend the Nominations Policy at any time and reserves to itself the right to do so.