

**Amended and Restated Charter for the Nominating and Governance  
Committee of the Board of Directors of CTI BioPharma Corp.**

**PURPOSE**

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CTI BioPharma Corp. (the “**Corporation**”) is to establish standards and processes so that the Board can be properly constituted to meet its fiduciary obligations to the Corporation and its stockholders and that the Corporation has and follows appropriate governance standards. To carry out this purpose, the Committee shall:

- After taking into account the director qualifications set forth in the Corporate Governance Guidelines of the Corporation and any other criteria approved by the Board, assist the Board with identifying prospective director nominees and recommend to the Board director nominees for each annual meeting of stockholders;
- Recommend to the Board director nominees for each committee;
- Develop and recommend to the Board the governance principles applicable to the Corporation; and
- Oversee the evaluation of the Board and management.

**COMMITTEE MEMBERSHIP AND ORGANIZATION**

The Committee members will be appointed by, and will serve at the discretion of, the Board, on the recommendation of the Committee. The Committee will consist of at least two members of the Board. Each member of the Committee shall qualify as an “independent director,” as such term is defined under applicable listing standards of the NASDAQ Stock Market LLC. This determination shall be affirmed annually or whenever a change in status by a Committee member occurs.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY**

The Committee shall have the authority and responsibility to:

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Review with the Board, on an annual basis, each Board member’s qualification as an independent director and the independence of the members of each committee and the Board as a whole.
- Review with the Board, on an annual basis, the desired Board qualifications, expertise, characteristics and other factors for potential consideration (including those set forth in the Corporate Governance Guidelines of the Corporation), which review shall include consideration of diversity, skills, and experience; conduct searches for potential Board members with corresponding attributes; and evaluate and propose nominees for election to the Board. In performing these tasks the Committee shall have the sole authority to retain and

terminate any search firm to be used to identify director candidates.

- Develop policies and procedures for considering stockholder nominees for election and make recommendations to the Board. Review stockholder nominees consistent with the Board's criteria for evaluating new directors.
- Evaluate and make recommendations to the Board concerning the Board slate for election at stockholder meetings, the appointment of directors to Board committees, the selection of Board committee chairs and to fill any vacancy on the Board occurring between annual stockholder meetings.
- Evaluate the Corporation's leadership structure and make recommendations to the Board regarding the election of the Chairman of the Board.
- Periodically review the appropriateness of each Board member's continued service, and additionally review such appropriateness upon any changes in a director's positions or responsibilities from the positions or responsibilities he or she had when elected to the Board.
- Evaluate and make recommendations to the Board regarding the termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Conduct an annual review of the performance of the chief executive officer of the Corporation and report to the Board its findings regarding whether the chief executive officer is providing the best leadership for the Corporation from a short, intermediate, and long-term perspective.
- In consultation with the Chairman of the Board, develop policies and procedures for and conduct an annual review of succession planning for Board members and senior management, report its findings and recommendations to the Board, and work with the Board and the Chairman of the Board in evaluating potential successors to executive management positions.
- Develop policies and procedures for and oversee the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences, and report the results to the Board.
- Review and monitor the Corporation's compliance programs, including the Corporation's Code of Ethics for its senior executive and financial officers and its Code of Business Conduct and Ethics for all employees, and the Corporation's system to monitor compliance with and enforce such programs, and recommend any proposed changes to the Board for approval.
- Review and monitor compliance with the Corporate Governance Guidelines of the Corporation, discuss any corporate governance issues and recommend any proposed changes to the Board for approval.
- Review the Corporation's orientation and continuing education programs and make recommendations for any proposed changes to the Board for approval.

- Periodically review the Corporation's shareholder rights agreement as the Committee deems appropriate, but in any event at least once every three years, evaluate the maintenance or termination of the agreement, and report its conclusions to the Board.
- Recommend to the Board for approval the formation and delegation of authority to subcommittees when appropriate.
- Annually review its charter and recommend any proposed changes to the Board for approval.
- Annually review its own structure, processes, membership requirements and overall performance.
- Perform any other activities that the Committee or the Board determine to be necessary or appropriate and consistent with this charter and the governing laws and principles of the Corporation.
- Post the Committee's charter and any amendments thereto on the Corporation's website.

The Committee will work closely and collaboratively with the Chairman of the Board and the Chief Executive Officer to identify and recommend candidates to the full Board, including any candidate to be recommended by the Board to stand for election at the annual meeting of stockholders. The following process shall be observed for all new candidates and, to the extent applicable, any candidate to be considered for re-election:

- (i) Once a candidate has been identified, the Committee and any appointed independent search firm will engage in a process that includes a thorough investigation of the candidate, an examination of their business background and education, research of their accomplishments, validation of qualifications (as measured against the pre-established criteria) and reference checking.
- (ii) Each prospective candidate, whether recommended by a stockholder or found by the Committee in the absence of a qualified stockholder nominee, shall be considered by the Committee. Such consideration shall require, *inter alia*, a background check of each candidate.
- (iii) If steps (i) and (ii) of the process generate a positive indication, the members of the Committee, the Chairman of the Board and members of management will each meet with the candidate and then confer with each other regarding their respective impressions of the candidate. In assessing a nominee in accordance with these steps (i)-(iii), the Committee shall consider potential disqualifying conflicts of interests possessed by the nominee, which shall include interlocking directorships and substantial business, civic, and/or social relationships with other members of the Board that could impair the prospective Board member's ability to act independently from the other Board members.
- (iv) If the candidate is positively received in step (iii), the Committee may then recommend the individual to the full Board for further meetings and evaluation and ultimately election.

- (v) The full Board shall then determine whether to appoint the director candidate.
- (vi) If the director candidate is appointed by the Board, an offer may be extended to the individual candidate.

In performing its responsibilities, the Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting and other advisors, at the Corporation's expense.

#### **DELEGATION OF AUTHORITY**

The Board reserves to itself all authority delegated hereunder to the Committee as well as the right at any time to revoke or change the authority delegated hereunder, solely to the extent permitted by applicable law and NASDAQ Stock Market listing rules. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it hereunder.

#### **MEETINGS**

The Committee will meet with such frequency and at such times as its Chairperson, or a majority of the Committee, determines. The Committee may establish its own schedule, which it will provide to the Board in advance.

The Committee may meet separately in executive sessions without management present.

#### **MINUTES**

The Committee (or a delegate assigned by the Committee) will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **REPORTS**

The Committee will periodically report its examinations and actions to the Board.

*Approved effective April 1, 2018*