



## Third Amended and Restated Nominating and Corporate Governance Committee Charter

### PURPOSE

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Momenta Pharmaceuticals, Inc. (the "Company") is to:

- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and persons to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- in conjunction with the Board, review Company policies with respect to significant issues of corporate public responsibility, including contributions;
- in conjunction with the Board, review and oversee the Company's enterprise risk management plans and activities;
- review and assess the adequacy of corporate governance principles applicable to the Company; and
- oversee the evaluation of the Board.

### STRUCTURE AND MEMBERSHIP

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Nominating and Corporate Governance Committee shall be an "independent director" as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

### AUTHORITY AND RESPONSIBILITIES

#### General

The Nominating and Corporate Governance Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

#### Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, corporate charter, by-law or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The Board's criteria and principles for selecting directors are set forth in Attachment A to this Charter. The Nominating and Corporate Governance Committee shall use such criteria and principles to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Director Independence. The Nominating and Corporate Governance Committee shall monitor and assess the

independence of existing directors and all director nominees, under the rules of The NASDAQ National Market ("NASDAQ") and in accordance with the Company's Corporate Governance Guidelines, to ensure that a majority of the members of the Board is comprised of "independent directors".

4. Search Firms. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
5. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board on an annual basis, after due consideration of the qualifications and interests of the directors and the applicable experience and independence requirements of NASDAQ, the Securities and Exchange Commission ("SEC"), the Company's Corporate Governance Guidelines, and other applicable rules, regulations and laws.

## **Corporate Governance**

1. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
2. Code of Conduct. The Committee shall periodically review the Company's Code of Business Conduct and Ethics to ensure that it is adequate and up-to-date and review with the Company's General Counsel or outside counsel the results of their review of the monitoring of compliance with the Company's Code of Business Conduct and Ethics.

## **Evaluation of the Board; Succession Planning**

1. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, which assessment shall be discussed with the Board.
2. Succession of Senior Executives. The Nominating and Corporate Governance Committee shall oversee an annual review by the Board on succession planning, which shall include transitional leadership in the event of an unplanned vacancy.
3. Additional Powers. The Nominating and Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board.

## **PROCEDURES AND ADMINISTRATION**

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Periodic Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance.

## **ATTACHMENT A: CRITERIA FOR NOMINATION AS A DIRECTOR**

### **General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

### **Application of Criteria to Existing Directors**

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

### **Criteria for Composition of the Board**

1. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.
2. The Nominating and Corporate Governance Committee shall consider the experience and independence of nominees under applicable NASDAQ and SEC rules to ensure that a majority of the Board consists of "independent directors" and that each member of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee is an "independent director" under such rules.