

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE  
BOARD OF DIRECTORS OF  
IOVANCE BIOTHERAPEUTICS, INC.**

**Organization and Governance of the Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee (the “Committee”) of Iovance Biotherapeutics, Inc. (the “Company”) shall consist of not less than two members appointed by the Board of Directors (the “Board”), all of whom shall satisfy the independence requirements of the NASDAQ Stock Market, and/or any other markets in which the Company’s securities are traded or listed for trading. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be appointed and removed by the Board;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- Any member or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee may delegate its authority to a subcommittee.

**Statement of Purpose**

The purposes of the Committee are (i) to identify, review and evaluate individuals qualified to become members of the Board, (ii) to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders, and (iii) to oversee the Company’s corporate governance functions on behalf of the Board and the evaluation of the Board and its dealings with management and appropriate committees of the Board.

**Goals and Responsibilities of the Committee**

The responsibilities of the Committee shall include the following:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer (“CEO”) or any director, select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, taking into account each candidate’s

ability, judgment and experience and the overall diversity and composition of the Board;

- Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- Recommend to the Board qualified individuals to serve as committee members on the various Board committees; the Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
- Develop and articulate a set of corporate governance principles, including directors' basic duties and responsibilities;
- Review the Company's practices and policies with respect to directors, including the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- Recommend to the Board, or to the appropriate committee thereto, processes for annual evaluations of the performance of the Board, the Chairman of the Board, and appropriate committees of the Board;
- Consider and report to the Board any questions of possible conflicts of interest of Board members;
- Oversee the establishment of, and periodically review the performance of, a disclosure committee composed of Company management, the duties of which shall include developing and implementing policies to ensure that all of the Company's public statements, including securities filings, press releases, corporate presentations, investor relations materials, third-party publications prepared with Company input, marketing materials, and oral statements made to analysts and current or potential investors, are in compliance with applicable law, corporate governance principles, and the Company's disclosure policies;
- Review and assess the adequacy of this charter no less than annually and submit any changes to the Board for approval;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

## **Powers of the Committee**

In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.