

MEDAREX, INC.

CHARTER OF THE COMPENSATION AND ORGANIZATION COMMITTEE

Adopted by the Board of Directors on October 25, 2007

PURPOSE AND POLICY

The purpose of the Compensation and Organization Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medarex, Inc. (the “**Medarex**”) shall be to act on behalf of the Board in fulfilling the Board’s responsibilities to oversee Medarex’s compensation and organization policies, plans and programs, to review and determine the compensation to be paid to Medarex’s executive officers, as well as to review and discuss with management Medarex’s disclosures contained under the caption “Compensation Discussion and Analysis” (“**CD&A**”) for use in any of Medarex’s annual reports on Form 10-K, registration statements, proxy statements or information statements and to prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”) in effect from time to time. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements and other related benefits and benefit plans.

The policy of the Committee shall be as follows:

- *Compensation and Organization Structure.* The Committee shall seek to maintain an overall compensation and organization structure designed to attract, retain and motivate management and other employees and to create appropriate employee rewards; and
- *Long-Term Focus.* The Committee shall seek to establish appropriate incentives for management and employees at all levels to further Medarex’s long-term strategic plan and long-term value as a going concern, to align employee incentives with the creation of long-term shareholder value and to avoid undue emphasis on short-term market value.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board. All members of the Committee shall satisfy the independence requirements of the SEC and The Nasdaq Stock Market (“**Nasdaq**”) applicable to compensation committee members, as in effect from time to time, when and as required by the SEC and Nasdaq. All members of the Committee shall satisfy the “non-employee director” standard within the meaning of Section 16b-3 of the Securities Exchange Act of 1934, as amended from time to time (the “**Exchange Act**”) and the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “**Code**”). The members of the Committee shall be appointed

by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting will be kept and distributed to each member of the Committee and the Secretary of Medarex. Such minutes will also be made available to any member of the Board who is not a member of the Committee upon the request of such member. The Committee shall report to the Board from time and time and whenever requested to do so by the Board.

AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of Medarex as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources and such other personnel responsible for preparing the CD&A for Medarex's reports to be filed with the SEC. The Committee shall have the authority to obtain, at the expense of Medarex, advice and assistance from internal or external legal, accounting or other advisors and consultants. In addition, the Committee shall have sole authority to retain and terminate any consultant to assist in the performance of its responsibilities, including sole authority to approve such consultant's reasonable fees and other retention terms, all at Medarex's expense. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Committee to grant stock awards under Medarex's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom Medarex wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act. The operation of the Committee shall be subject to the Bylaws of Medarex as in effect from time to time and New Jersey Business Corporation Act. The approval of this Compensation Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by the Bylaws of Medarex, applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

- 1. Overall Compensation Strategy.** The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for Medarex, including:

- reviewing and approving corporate performance goals and objectives, which shall support and reinforce Medarex's long-term strategic goals, relevant to the compensation of Medarex's executive officers;
- evaluating and recommending to the Board the compensation plans and programs advisable for Medarex, as well as modification or termination of existing plans and programs;
- establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive costs of that compensation to Medarex and its shareholders;
- reviewing industry-wide compensation practices and trends to assess the adequacy and competitiveness of Medarex's executive compensation programs among comparable companies in Medarex's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements for Medarex's executive officers;
- reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit Medarex; and
- evaluating the efficacy of Medarex's compensation policy and strategy in achieving expected benefits to Medarex and otherwise furthering the Committee's policies.

2. *Compensation of Chief Executive Officer.* The Committee, meeting in executive session, shall determine, in its sole discretion, the compensation and other terms of employment of Medarex's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

- developing and executing Medarex's long-term strategic plan and conducting the business of Medarex in a manner appropriate to enhance long-term stockholder value;
- fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;

- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee; and
- achieving the Chief Executive Officer's individual performance goals and objectives.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration Medarex's performance and relative stockholder return, the potential benefits and costs to Medarex of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to Medarex's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable.

3. *Compensation of Other Executive Officers.* The Committee shall review and approve the individual and corporate performance goals and objectives of Medarex's other executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) that are periodically established. The Committee shall determine the compensation and other terms of employment of these executive officers, taking into consideration the executive officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer as established by the Committee, as well as in fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards. The Chief Executive Officer may be present during these deliberations.

4. *Compensation of Directors.* The Committee shall recommend to the Board the structure and detail of the Board member compensation program.

5. *Organization.* The Committee shall, as it deems appropriate, discuss with the Board, the Chief Executive Officer and other executive officers from time to time matters relating to the organization of Medarex.

6. *Shareholder Communications.* The Committee shall produce an annual report on executive compensation for inclusion in Medarex's annual proxy statement filed with the SEC in accordance with applicable rules and regulations and shall prepare and approve statements to Medarex's shareholders or other reports on compensation matters as required by the SEC, Nasdaq and other regulatory authorities

7. *Administration of Benefit Plans.* The Committee shall recommend to the Board the adoption, amendment and termination of Medarex's equity incentive plans, pension and profit sharing plans, stock purchase plans, and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.

8. *Insurance Coverage.* The Committee shall review and establish appropriate insurance coverage for Medarex's directors and executive officers.

9. *Committee Self-Assessment.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee’s role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Nominating and Corporate Governance Committee for its consideration.

10. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management Medarex’s disclosures contained under the caption “Compensation Discussion and Analysis” for use in any of Medarex’s annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board that the CD&A be approved for inclusion in Medarex’s annual reports on Form 10-K, registration statements, proxy statements or information statements.

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