

**MEDAREX, INC.**

**POLICY REGARDING DIRECTOR NOMINATIONS**

**(APPROVED AS AMENDED OCTOBER 25, 2007)**

**Minimum Qualifications and Factors for Selection**

It is the policy of Medarex, Inc. (“**Medarex**”), as established by the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of Medarex (the “**Board**”), that candidates for the Board should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics.

In considering potential candidates, the Committee also shall consider factors such as whether or not a potential candidate: (1) possesses relevant expertise upon which to be able to offer advice and guidance to management; (2) has sufficient time to devote to the affairs of Medarex; (3) has demonstrated excellence in his or her field; (4) has the ability to exercise sound business judgment; and (5) has the commitment to rigorously represent the long-term interests of Medarex’s shareholders. The Committee retains the right to modify these factors from time to time.

Candidates for director shall be reviewed in the context of the current composition of the Board, the operating requirements of Medarex and the long-term interests of shareholders. In conducting this assessment, the Committee shall consider diversity, age, skills, and such other factors as it deems appropriate, given the current needs of the Board and Medarex, to maintain a balance of knowledge, experience and capability.

In the case of an incumbent director whose term of office is set to expire, the Committee shall review such director’s overall service to Medarex during his or her term, including the number of meetings attended, level of participation and quality of performance. In the case of a new director candidate, the Committee shall also determine whether the nominee is independent for Nasdaq purposes, which determination shall be based upon applicable listing standards of The Nasdaq Stock Market (“**Nasdaq**”), applicable Securities and Exchange Commission rules and regulations and the advice of counsel, if necessary.

**Source and Evaluation of Candidates**

The Committee may employ a variety of methods for identifying and evaluating nominees for director. The Committee shall regularly assess the size of the Board, the need for particular expertise on the Board, the upcoming election cycle of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, and the Committee elects to fill such vacancies, the Committee may consider various potential candidates for director which may come to the Committee’s attention through current Board members, professional search firms, shareholders or other

persons. These candidates shall be evaluated at regular or special meetings of the Committee, and may be considered at any point during the year.

### **Shareholder Recommendations**

The Committee will consider director candidates recommended by shareholders in accordance with the procedures set forth herein. The shareholder must notify Medarex's Secretary in writing of a proposed nominee for a given year not less than 120 calendar days prior to the one-year anniversary of the mailing date of the prior year's proxy statement. The shareholder notice to the Secretary shall include the following:

- The recommended candidate's name, age and addresses (business and residence);
- The recommended candidate's principal occupation or employment;
- The class and number of shares of Medarex, if any, owned beneficially or of record by the recommended candidate;
- The qualifications of such recommended candidate and how they compare to the qualifications and factors described in this policy under the heading "Minimum Qualifications and Factors for Selection"
- A written consent of the recommended candidate to be named as a director candidate and, if nominated and elected, to serve as a director;
- The name and address of the recommending shareholder as they appear on Medarex's books;
- The class and number of shares of Medarex stock owned beneficially or of record by the recommending shareholder as of the date of the correspondence;
- A description of all arrangements or understandings between the recommending shareholder and the recommended candidate with respect to the nomination; and
- Any other information regarding the recommended candidate or recommending shareholder that would be required to be included in a proxy statement or other securities filing relating to the election of directors.

Candidates recommended by Medarex's shareholders shall be evaluated on the same basis as candidates recommended by Medarex's directors, officers, third party search firms or other sources. The Committee shall also consider whether to support the nomination of any person nominated for election to the Board by a shareholder pursuant to the provisions of Medarex's by-laws relating to shareholder nominations.