



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MannKind Corporation, a Delaware corporation (the “Company”), shall be to assist the Board in fulfilling the Board’s responsibilities with respect to oversight of Board nominations, composition and performance as well as corporate governance matters.

### **COMPOSITION**

The Committee shall consist of at least two members of the Board. All members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”) applicable to the Committee, as in effect from time to time, when and as required by Nasdaq, including any exceptions permitted by these requirements. 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.

### **ORGANIZATION, MEETINGS AND MINUTES**

The Board shall designate the Committee’s chairperson or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall report to the Board from time to 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 the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to obtain advice and assistance from legal, accounting or other advisors and consultants, including search firms to help identify candidates for membership on the Board. Reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. Expenditures for external resources that are expected to be material or outside the ordinary course of the Committee’s practices shall be recommended by the Committee for the approval of the Board. The Committee may form and delegate authority to subcommittees as appropriate.

The operation of the Committee shall be subject to (i) the Bylaws of the Company and (ii) the Delaware General Corporation Law, each as may be in effect from time to time. The approval of

this Nominating and Corporate Governance 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 policy, the Committee shall have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee, with the understanding, however, that the Committee may supplement or deviate from these activities as appropriate under the circumstances, except as otherwise required by law or the applicable rules of Nasdaq:

**1. Board Qualifications.** The Committee shall have primary responsibility to develop and maintain a current list of the functional needs and qualifications of members of the Board.

**2. Director Nominations.** The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

**3. Board and Director Assessment.** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

**4.** *Assistance Regarding Non-Employee Director Compensation.* The Committee shall assist the members of the Compensation Committee of the Board, as requested, in determining the compensation of the non-employee directors.

**5.** *Board Committee Nominations.* The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall evaluate the performance of the members of committees of the Board, review the composition of such committees and make recommendations to the Board regarding directors qualified to serve on and chair such committees.

**6.** *Board Meeting Procedures.* The Committee shall assist the Board chair or lead director in developing effective Board meeting practices and procedures, including agendas, meeting materials, meeting structure and organization, schedule of meetings and minutes.

**7.** *Orientation; Continuing Education.* The Committee shall oversee the orientation of new members upon election to the Board. The Committee shall also consider the need and, if necessary, develop and institute a plan or program for the continuing education of directors.

**8.** *Corporate Governance Principles.* The Committee shall develop, if and when it deems appropriate, a set of corporate governance policies and principles to be applicable to the Company, including policies and principles furthering open communications among members of the Board, senior management and outside advisors and requiring regular meetings of the independent directors in executive session in compliance with the applicable rules of Nasdaq, as in effect from time to time. The Committee shall periodically review and assess such policies and principles and their application and recommend any changes deemed appropriate to the Board for its consideration.

**9.** *Procedures for Information Dissemination.* The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

**10.** *Annual Evaluation and Charter Review.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter at least annually, including the Committee's role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.