

IMMUNOGEN, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of ImmunoGen, Inc. (the “Company”) to (1) assist the Board in the identification of individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for each next annual meeting of shareholders; (2) lead the Board in its annual review of the Board’s overall performance; (3) recommend to the Board director nominees and chairpersons for each Board committee; and (4) develop and recommend corporate governance guidelines applicable to the Board of Directors.

Composition

The Committee shall be comprised of no fewer than two members, each of whom shall satisfy all applicable stock exchange and other regulatory requirements with respect to (a) having no material relationships with the Company and being otherwise “independent” and (b) any other statutory or regulatory qualifications necessary to serve on the Committee. The members of the Committee shall, subject to appointments made as a result of resignations or retirements, be appointed annually by the Board at its first meeting following the annual meeting of shareholders, taking into account the recommendations made by the Committee with respect to who should serve on the Committee, and shall serve until their successors shall be duly appointed and qualified. No member of the Committee shall be removed except by majority vote of the Board. The requirements for qualification of members of the Committee shall be determined and interpreted by the Board from time to time based upon recommendations by the Committee.

The Board shall annually designate a chairperson of the Committee (the “Chair”) from among the members of the Committee. When the Chairman of the Board of Directors is not an independent director, the Committee Chair will have the additional title and duties of Lead Director.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

Meetings

The Committee shall meet at least twice per year and at such other times as it deems necessary to carry out its duties and responsibilities. The Committee Chair and/or the

Board Chairman may call such meetings. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment hook-up by means of which all persons participating in the meeting can hear each other and be heard. Attendance by at least a majority of the members of the Committee either in person or by conference call or similar communications equipment hook-up shall constitute a quorum for the transaction of any business that may properly come before any meeting of the Committee. In the event of a tie vote on any issue to be voted on by the Committee, the Chair's vote shall decide the issue.

The Committee Chair shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chair will also cause minutes of each meeting to be prepared and circulated to the Committee members, and if necessary, appoint a Secretary whose duties and responsibilities shall be to keep such records.

The Committee may invite such members of management to its meetings as it deems appropriate. When the Chairman of the Board of Directors is an independent director, he or she may also attend meetings of the Committee.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee; provided, however, that: (a) no subcommittee shall consist of fewer than two members, and (b) the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or stock exchange listing standard to be exercised by the Committee as a whole.

Responsibilities and Duties

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. Study, assess and review with the Board the overall performance of the Board and effectiveness of the Board structure, processes, governance, operations and composition, including the committees of the Board, and make appropriate annual recommendations to the Board with regard thereto.
2. Annually review for each director and nominee, the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director for the Company, as well as how the directors' skills and background enable them to function well together as a Board.
3. Develop and maintain criteria for Board member skills and attributes and procedures for the identification and recruitment of candidates for election to serve as directors of the Company.

4. Identify and recommend to the Board individuals qualified to become Board members in accordance with criteria established by the Committee. The qualifications and criteria for Board membership applicable from time to time shall be set forth in the Company's then-current corporate governance guidelines applicable to the Board of Directors. Each nominee will be considered both on his or her individual merits and in relation to existing or other potential members of the Board, with a view to establishing a well-rounded, diverse, knowledgeable, and experienced Board.
5. Establish policies applicable to shareholder recommendations for director candidates and procedures to be followed by shareholders in submitting recommendations for director candidates to the Committee. The current policies and procedures for shareholder submissions are attached to this Charter as Appendix A.
6. Review and recommend to the Board, for approval at the next annual meeting of shareholders, the appropriate size of the Board in accordance with the Company's Bylaws.
7. Recommend director nominations to be presented for shareholder approval at the annual meeting and to fill any vacancies.
8. Annually, and as otherwise needed, review and recommend to the Board the appointment of directors to Board committees, the selection of Board committee chairpersons, giving consideration to the potential benefits of periodic rotation of directors on committees and committee chairpersons.
9. Evaluate and recommend termination of membership of individual directors in accordance with the Company's corporate governance guidelines applicable to the Board of Directors, for cause or for other appropriate reasons.
10. Review and, after consultation with the Compensation Committee, recommend director and committee member/chairperson compensation for those directors who are not also employees of the Company.
11. Oversee implementation of the Company's shareholder ownership guidelines as they apply to those directors who are not also employees of the Company.
12. Through the Chair, coordinate and provide input for Board agendas and meeting schedules and communicate with management to ensure materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities.
13. Annually review and reassess the adequacy of the Company's corporate governance guidelines applicable to the Board of Directors and recommend any proposed changes to the Board for approval.
14. Conduct an annual self-evaluation of the Committee's performance, which evaluation shall focus on the performance of the Committee as a whole, concentrating on areas where performance might be improved. The performance evaluation by the

Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

15. Annually review and reassess the adequacy of this Charter and any proposed changes to the charters of the other committees and recommend any resulting changes to the Board.
16. Oversee director education and new director orientation.
17. Oversee and assess the effectiveness of the relationship between the Board and Company management.
18. Review the independence of directors and possible conflicts of interest of Board members and senior executives.
19. Monitor developments and changes in corporate governance best practices, standards, and requirements and recommend these to the Board when appropriate.
20. Maintain appropriate records regarding the process of identifying and evaluating candidates for election to the Board.
21. Make regular Committee reports to the Board.
22. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify candidates as directors, this authority shall be vested solely in the Committee.

**Policies and Procedures for the Submission of
Shareholder Recommendations for Director Candidates**

Policies

It is the policy of the Committee to consider recommendations for the nomination of directors submitted by holders of the Company's shares entitled to vote generally in the election of directors.

The Committee will only consider recommendations of nominees who satisfy the minimum qualifications prescribed by the Committee for Board candidates, including that a director must represent the interests of all shareholders and not serve for the purpose of favoring or advancing the interests of any particular shareholder group or other constituency. The Committee will also consider the extent to which the shareholder making the nominating recommendation intends to maintain its ownership interest in the Company.

Only those recommendations whose submission complies with the procedural requirements set forth below will be considered by the Committee.

All recommendations submitted by shareholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.

The Committee will select candidates to be recommended for nomination to the Board according to the above requirements and qualification criteria established by the Committee. The Committee is under no obligation to recommend a candidate for nomination.

Procedures

The current procedures to be followed by shareholders in submitting recommendations for director candidates to the Committee are set forth below:

- All shareholder recommendations for director candidates must be submitted to the Company at its principal executive offices to the attention of the Corporate Secretary, who will forward all recommendations to the Committee. E-mailed submissions will not be considered.
- All shareholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the first anniversary of the date on which the Company's definitive proxy statement for the prior year's annual meeting of shareholders was first made available to shareholders. In the event that the date of the annual meeting of shareholders for the current year is more than 30 days following the first anniversary date of the annual meeting of shareholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a reasonable time in advance of the mailing

of the Company's proxy statement for the annual meeting of shareholders for the current year.

All shareholder recommendations for director candidates must include the following information:

- The name and address of the shareholder submitting the recommendation, as they appear on the Company's books, and of the beneficial owner on whose behalf the recommendation is being submitted.
- The class and number of the Company's shares that are owned beneficially or held of record by such shareholder and such beneficial owner, and the time period for which such shares have been held.
- If the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held.
- A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of shareholders.
- The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the proposed director candidate.
- A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership established from time to time by the Committee and set forth in its Charter.
- A description of all arrangements or understandings between the shareholder and the proposed director candidate.
- The consent of the proposed director candidate (a) to be interviewed and considered by the Committee, (b) to be named in the Company's proxy statement relating to the annual meeting of shareholders and (c) to serve as a director if elected at the annual meeting.
- Any other information regarding the proposed director candidate that SEC rules require to be included in a proxy statement relating to the election of directors.

- A description of all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.
- If a recommendation is submitted by a group of two or more shareholders, the information regarding recommending shareholders set forth in the third bulleted item above must be submitted with respect to each shareholder in the group.

These policies and procedures may be revised or revoked by the Board or the Committee at any time.