

**Tengion, Inc.**

**GOVERNANCE AND NOMINATING COMMITTEE**

**OF THE BOARD OF DIRECTORS**

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*Charter*

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Adopted by the Board of Directors September 18, 2007

***Purpose***

The purpose of the Governance and Nominating Committee (the “Committee”) of the board of directors (the “Board”) of Tengion, Inc. (the “Company”) is to (i) develop and recommend corporate governance guidelines, (ii) evaluate the Board’s performance, (iii) identify individuals qualified to serve as members of the Board, (iv) recommend nominees for election as directors of the Company, and (v) provide oversight with respect to corporate governance, compliance and ethics.

***Membership and Qualifications***

The Committee shall be composed of three or more directors, as determined by the Board, each of whom shall satisfy the requirements of NASDAQ. The Committee shall be permitted to invite one or more other members of the Board to participate in Committee meetings as observers or non-voting members.

***Meetings***

The Chair of the Committee, or his or her designee, will preside over meetings of the Committee and shall prepare all meeting agendas. The Committee shall hold regular meetings at least annually and more frequently as the Board or the Chair of the Committee shall determine necessary or appropriate. Special, unscheduled meetings of the Committee may be held at the request of any member of the Committee in accordance with the procedures for calling special meetings of the Board as set forth in the Company’s By-Laws.

***Responsibilities***

The Committee is charged by the Board with the responsibility to:

1. Cause to be prepared, and recommend to the Board the adoption of, corporate governance guidelines, and periodically review and assess the guidelines and recommend changes for approval by the Board.

2. Oversee an annual evaluation of the performance of the Board, including individual members of the Board, and discuss the evaluation with the full Board.
3. Establish procedures for the nomination of persons for election as directors of the Company.
4. Establish the criteria and qualifications for Board membership.
5. Identify and evaluate individuals qualified to serve as members of the Board (including individuals nominated by stockholders in proposals made in writing to the Company's Secretary that are timely received and that contain sufficient background information concerning the nominees to enable proper judgment to be made as to the nominees' qualifications).
6. Recommend to the Board for its approval and the Board's further recommendation to the Company's stockholders a slate of nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected.
7. Recommend to the Board for its selection individuals to fill any vacancies then existing on the Board.
8. Recommend to the Board directors for appointment to its committees and, as appropriate, recommend rotation or removal of directors from Board committees.
9. Oversee the orientation of new directors and the continuing education of directors.
10. Cause to be prepared, and recommend to the Board the adoption of, a code or codes of ethics and conduct, and periodically review and assess the code(s), and recommend changes for approval by the Board.
11. Oversee the implementation and execution of the Company's compliance program other than as related to financial and accounting matters, which aspects of the compliance program will be overseen by the Audit Committee.
12. At least annually, review and reassess this Charter and, if appropriate, recommend changes to the Board.
13. Report regularly to the Board with respect to Committee activities
14. Make recommendations to the Board regarding issues of management succession.
15. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

### ***Authority***

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.

### ***Resources***

The Committee shall cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm, independent counsel or other advisers engaged by the Committee. The Committee shall also identify human or financial resources required for the effective discharge of its responsibilities and authority described and shall recommend to the Board that such resources be made available.