

ARRAY BIOPHARMA INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

May 3, 2018

I. PURPOSE

The purpose of the Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) in the evaluation and implementation of the Corporate Governance Guidelines of Array BioPharma Inc. (the “**Company**”), including the functions described below, and to help ensure the effective functioning of the Board.

II. COMPOSITION

The Committee shall consist of no fewer than three members, all of whom shall be independent directors under the rules of The Nasdaq Stock Market (“**Nasdaq**”).

The members shall be appointed by the Board. The Board shall annually appoint a Chair of the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

III. MEETINGS; ATTENDANCE

The Committee will meet as often as necessary to properly discharge and perform its duties and responsibilities.

A majority of Committee members shall constitute a quorum, but members of the Committee should endeavor to be present, in person or by telephone, at all meetings. The Chair may request that members of management and representatives of other advisors be present at Committee meetings.

IV. MINUTES OF MEETINGS; WRITTEN CONSENT

The Committee will maintain minutes of all Committee meetings and will be provided to Committee members and made available to Company Directors who are not members of the Committee. Any action required or permitted to be taken at a meeting of the members of the Committee may be taken without a meeting if a consent in writing, setting forth the action, is signed by all of the members of the Committee. Such consent shall have the same force and effect as a unanimous vote. The Committee will file all written consents with the minutes of the proceedings of the Committee.

V. RESPONSIBILITIES AND DUTIES

The Committee's responsibilities include:

1. Evaluate and recommend appropriate candidates for election to the Board identified by the Committee, with input from the Chief Executive Officer and Chairman (or Lead Independent Director, as applicable), as well as input from stockholders or others. The Committee may establish procedures to be followed by stockholders in submitting recommendations for Board candidates.
2. Review the performance and contribution of Directors standing for reelection and recommend to the full Board their re-nomination, as appropriate.
3. Review annually the overall performance and contribution of the Board and its Committees, and recommend any areas for improvement to the Board.
4. Review the Board membership criteria and the size of the Board and make any appropriate recommendations to the Board.
5. Review the diversity of the Board, with diversity reflecting gender, ethnic background and professional experience, and make any appropriate recommendations to the Board.
6. Review the tenure of Directors with the goal of maintaining a mix of tenures so that the Board has a balance of fresh perspectives and continuity of experience and make any appropriate recommendations to the Board.
7. Annually recommend the membership of the standing committees and the Chair appointments of such committees for approval by the Board.
8. Consider and evaluate the independence of the directors under the standards adopted by Nasdaq and the Securities and Exchange Commission and recommend to the Board whether a determination of independence is appropriate under such standards.
9. Monitor and adopt procedures to ensure the continued independence of the Board in accordance with the Corporate Governance Guidelines of the Company.
10. Evaluate, monitor and improve various Board and committee processes, including agendas, minutes, conduct of Board and committee meetings, and information flow to Directors.
11. Oversee and review periodically the Corporate Governance Guidelines of the Company [and the Code of Conduct for officers, Directors and other employees of the Company],¹ and recommend any amendments to the Board.

¹ Note to Array: Consider moving this responsibility to the Audit Committee to be consistent with the peers.

12. Oversee the annual review of the Directors' compliance with the stock ownership guidelines.

13. Review the adequacy of this Charter on an annual basis and annually perform a self-assessment on its performance.

The Committee has the power and authority to retain consultants, experts or advisors of its selection to advise it with respect to investigations into or studies of matters within the Committee's scope of responsibilities. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants, experts, advisors or counsel retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. It shall have the sole authority to approve the consultants' fees and other retention terms.

The Committee will also perform any other activities consistent with this Charter, the Company's Bylaws, the Certificate of Incorporation and governing law as the Committee or the Board deems necessary or appropriate.

All actions of the Committee will be reported to the Board at the next meeting succeeding such action.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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