



Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Dynavax Technologies Corporation (Reviewed and Updated February 1, 2018)

Organization

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Dynavax Technologies Corporation, a Delaware corporation (the “Company”), will consist of at least two (2) members of the Board and each Member shall meet the independence requirements of the Nasdaq Stock Market, Inc. Corporate Governance Rules (the "Nasdaq Rules") and the rules and regulations of the Securities and Exchange Commission (“SEC”) unless an exception to the independence requirements is otherwise permitted thereunder. Unless otherwise determined by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her replacement has been duly appointed by the Board. The Board shall appoint the members of the Committee and the Committee chairperson, provided that if the Board does not designate a chairperson, then the Committee may designate a chairperson.

Statement of Policy

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board to the extent not otherwise retained by the Board; (ii) develop and recommend corporate governance guidelines and principles applicable to the Company; (iii) identify, review and evaluate candidates to serve as directors of the Company; (v) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (vi) recommend such candidates to the Board; and (vii) make such other recommendations to the Board regarding affairs relating to the directors of the Company.

Operating Principles and Processes

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company that will enhance the effectiveness of the Committee and the Board.

- *Resources* – The Committee shall be authorized to access such internal and, considering the input of senior management as appropriate, external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- *Reporting to the Board* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board. The Committee shall make recommendations periodically, and at least annually, to the Board concerning the responsibilities set forth below.

Responsibilities

The Committee will 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:

- *Director Nominations* – The Committee shall have the responsibility for establishing criteria for Board qualification and membership and identifying, evaluating, reviewing and recommending qualified 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 responsibility for evaluating, reviewing and considering the recommendation for nomination of current directors for reelection to the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board shall be made by the full Board based on the recommendations of the Committee. Nominations from voting security holders shall be considered using the same criteria as potential nominees recommended by the members of the Committee or others, and there shall be no differences in the manner in which the Committee evaluates a candidate that is recommended for nomination for membership on the Board by the directors, officers or voting security holders.

In addition, the Committee shall evaluate and recommend to the Board the termination of membership of individual directors in accordance with the Board's corporate governance guidelines, for cause or other appropriate reasons (including, without limitation, as a result of changes in employment status).

- *Board 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 includes evaluation of the Board’s oversight in setting strategy and tone for the conduct of management and operations, specific areas in which the Board and/or management believe better contributions could be made, 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 skills and expertise appropriate for the Company. 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 Nasdaq Rules, the rules and regulations of the SEC and applicable law. The results of such reviews shall be provided to the Board periodically, and at least annually, for further discussion and determination, as appropriate.
- *Board Committee Nominations* – The Committee, in consultation with the Chief Executive Officer, and after due consideration of the input, independence and experience of the individual directors and independence and experience requirements in accordance with the Nasdaq Rules, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
- *Executive Officers* – The Committee shall review periodically the succession planning for Executive Officers of the Company and report its findings and recommendations, including policies and principles for selection and performance review, to the Board.
- *Corporate Governance Guidelines* – The Committee shall, along with Company management, assess the Company’s existing governance guidelines and determine whether any changes are warranted and, if so, recommend such changes to the Board. The Committee also shall oversee and review the processes and procedures used by the Company to provide corporate governance information to the Board, its committees, and to the public. 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.



Meetings

The Committee will hold at least one (1) regular meeting per year and additional meetings as the Committee deems appropriate. At the discretion of the Committee, the Chief Executive Officer, Chairman of the Board, Chief Financial Officer, General Counsel, and any other person the Committee deems appropriate may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee.

Minutes and Reports

Minutes of each meeting will be kept and distributed to each member of the Committee and the Secretary of the Company.

Review

The Committee shall review (i) its own charter and recommend any proposed changes to the Board for approval; and (ii) its own performance, each as frequently as determined necessary by the Committee.