

INTREXON CORPORATION
Nominating and Governance Committee Charter

The Board of Directors of Intrexon Corporation (the “Company”) has constituted a Nominating and Governance Committee (the “Committee”). The primary purposes of the Committee are (i) to identify individuals qualified to become Directors, consistent with criteria approved by the Board of Directors, (ii) to nominate qualified individuals for election to the Board of Directors at the next annual meeting of shareholders, (iii) to recommend to the Board of Directors the individual Directors to serve on the committees of the Board of Directors, (iv) to develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Company and (v) to oversee the evaluation of the Board of Directors and management. The Committee also will oversee corporate governance matters at the request of the Board of Directors.

The Committee shall be composed of no fewer than two directors. Based on the recommendation of the Nominating and Governance Committee, the Board shall elect the members and the Chair of the Committee at its organizational meeting following the Annual Meeting of Shareholders. Except as otherwise permitted by the applicable rules of The New York Stock Exchange (“NYSE”), each member of the Committee must satisfy the independence requirements of NYSE within the time requirements established by NYSE, all as determined by the Board of Directors. The Committee reports to the Board of Directors on all matters within the Committee’s responsibilities. Any member of the Committee may be removed or replaced by the Board of Directors.

The Committee’s responsibilities shall include:

- Consider periodically the desired composition of the Board of Directors, including such factors as expertise and diversity.
- Establish any qualifications and standards for individual directors.
- Review periodically the composition of the Board of Directors, taking into account the desired composition of the Board of Directors and each of the committees of the Board of Directors and the qualifications and standards for individual directors.
- Identify candidates for election to the Board of Directors. The Committee identifies candidates for election to the Board of Directors on its own as well as by considering recommendations from shareholders, other members of the Board of Directors, officers and employees of the Company, and other sources that the Committee deems appropriate. Shareholder recommendations for candidates for election to the Board of Directors shall be made in accordance with the Company’s Bylaws. The Committee may retain a third-party search firm to assist in the identification of possible candidates for election to the Board of Directors.
- Evaluate candidates for election to the Board of Directors. The Committee will evaluate all candidates for election to the Board of Directors, regardless of the

source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes. In considering the individual nominees, the Committee will take into account the qualifications of other members of the Board of Directors to ensure that a broad variety of skill sets and experience beneficial to the Company and its business are represented on the Board of Directors and also will take into account the characteristics of each individual under consideration, including that individual's competencies, experience, reputation, integrity, independence, potential for conflicts of interest and other appropriate qualities.

- When considering a director standing for re-election, in addition to the attributes described above, the Committee shall consider that individual's past contribution and future commitment to the Company.
- Ensure that the Board of Directors is composed of a sufficient number of independent directors to satisfy the NYSE listing requirements. In addition, except as otherwise permitted by the applicable rules of NYSE, the Committee will seek to assure that at least three of the Board of Directors' independent members satisfy the NYSE financial and accounting experience requirements and the heightened independence standards of the Securities and Exchange Commission and that at least one of such three members qualifies as an "audit committee financial expert" (as defined by the Securities and Exchange Commission).
- Nominate qualified individuals for election to the Board of Directors.
- Make recommendations to the Board of Directors regarding the size of the Board of Directors and the tenure and classifications of Directors.
- Review periodically the Company's Corporate Governance Guidelines and recommend to the Board of Directors governance issues that should be considered by the Board of Directors.
- Evaluate periodically the adequacy of the Company's conflict of interest policies.
- Consider with management public policy issues that may affect the Company.
- Consider and report to the Board of Directors at least annually succession planning for the Chief Executive Officer. Any review of possible internal candidates should include:
 - readiness and potential;
 - demonstrated skills and competencies;
 - needed experience and training to fill gaps; and
 - a plan for adequate exposure to Board of Directors.

- Review periodically the Company's Committee structure and operations and the working relationship between each Committee and the Board of Directors.
- Develop, subject to approval by the Board of Directors, a process for an annual evaluation of the Board of Directors and its committees and to oversee the conduct of this annual evaluation.
- Consider, discuss and recommend ways to improve the effectiveness of the Board of Directors.
- At the request of the Board of Directors, consider other corporate governance and related matters identified by the Board of Directors.
- Report its activities regularly to the Board of Directors.
- Perform such other functions as may be requested by the Board of Directors.

The Committee shall have sole authority to retain and terminate outside advisors, including search firms, to assist in the performance of its functions, with sole authority to agree to fees and other terms of engagement.

Regular meetings of the Committee shall be held at least four times a year. Special meetings of the Committee may be convened by the Chairman or a majority of the Committee members. The Committee has authority to delegate to subcommittees.

The Committee may, from time to time and at its sole discretion, invite additional members of the Board of Directors to attend meetings of the Committee in an advisory capacity. Such directors will have no voting authority in such meetings.

The Secretary of the Committee shall be the Corporate Secretary or his designee. The proceedings of all Committee meetings shall be documented in minutes. At the next regular Board of Directors meeting following any Committee meeting, the Chairman of the Committee shall report to the Board of Directors on behalf of the Committee.

The Chairman of the Committee shall discuss the Committee's performance with each Committee member, following which discussions the Chairman shall lead the Committee in an annual review of its performance. The annual evaluation shall include a review of the Committee's charter.

The Committee shall cause to be provided to NYSE appropriate written confirmation of any of the foregoing matters as NYSE may from time to time require.

This Nominating and Governance Committee Charter was duly approved and adopted by the Board of the Company as of the 27th day of September, 2017.