

NORTHWEST BIOTHERAPEUTICS CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Northwest Biotherapeutics, Inc. (the “Company”) has adopted these corporate governance guidelines (the “Guidelines”). The governance structure of the Company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

1. The Role of the Board of Directors

The Board shall oversee the Company in good faith and in accordance with all legal obligations of directors. Among other things, the Board shall attempt to assure that a reasonable information and reporting system exists, and shall endeavor to monitor or oversee its operations in accordance with law.

2. Size of the Board

The authorized number of directors will be determined from time to time by resolution of the Board in accordance with the Company’s bylaws.

3. Director Independence

The Board shall comply with applicable listing and other standards concerning its composition, including any requirements related to “independent” directors and the composition of the Audit Committee, Compensation Committee and Nominations Committee. In the event that the Company is not listed on either the Nasdaq Stock Market (“Nasdaq”) or New York Stock Exchange, the requirements of Nasdaq regarding Board and committee composition and independence shall apply.

4. Limits on Directors’ Outside Activities

Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict.

5. Director Compensation and Stock Ownership

Director compensation is periodically reviewed by the Nominations Committee, usually on an annual basis.

6. Lead Independent Director

Unless the Chairperson of the Board is an independent director, the independent directors of the Board shall annually elect or reaffirm by majority vote a Lead Independent Director. The Lead Independent Director shall serve in that position until a successor shall have been duly elected

or until the Lead Independent Director resigns, or is otherwise removed from or replaced in that office by the Board. In addition to the duties of all Board members, which shall not be limited or diminished by the Lead Independent Director's role, the Lead Independent Director shall act as principal liaison on Board-wide issues between the independent directors and the Chairperson and, in conjunction with the Chairperson, facilitate the effective and transparent interaction of Board members and management.

7. Committees of the Board

The Board currently has the following standing committees: an Audit Committee, a Compensation Committee and a Nominations Committee. After consultation with the Nominations Committee, the Board may, from time to time, form a new committee, reallocate responsibilities of one committee to another committee or disband a current committee. In addition, the Board may form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Each committee will have its own charter. The charters will set forth the purposes of the committees as well as qualifications for committee membership. The charters shall be posted on the investor relations section of the Company's website.

Each of the Audit Committee, Compensation Committee and Nominations Committee shall be composed consistent with any applicable legal and listing requirements. Members of all standing committees are appointed by the Board. The Board determines the exact number of members and can at any time remove or replace a committee member.

The chair of each committee of the Board will, in consultation with committee members and appropriate members of Company management, and in accordance with the committee's charter, determine the frequency and length of committee meetings.

8. Board and Committee Meetings

Directors are expected to prepare as appropriate for, attend, and contribute meaningfully in Board and applicable committee meetings in order to discharge their obligations. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of confidential deliberations of the Board and its committees.

Minutes for all Board meetings shall include the actions approved in that meeting and shall be written and circulated, when practicable, within thirty (30) days following the meeting for review by the relevant Board members.

9. Reports by Committees to the Board

The committees shall regularly report to the Board on their proceedings and deliberations. The committees shall also bring to the Board for consideration those matters and decisions which the committees judge to be of special significance.

10. Executive Sessions

The Independent Directors of the Board may meet in executive session, outside of the presence of Company management, at any time requested by any independent director, or at other times as deemed appropriate by such Independent Directors. Committees of the Board may also meet in executive session as deemed appropriate by such committee.

11. Board Access to Management

Members of the Board shall have access to, and are encouraged to contact, the Company's management and employees as needed to fulfill the directors' duties. Furthermore, the Board encourages management, when appropriate, to bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

12. Engaging Experts and Advisors

The Board and each committee of the Board shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and will have the power to hire, at the expense of the Company, legal, financial and other advisors as they may deem necessary or appropriate, without consulting with, or obtaining approval from, Company management.

13. Code of Conduct

The Company has adopted a Code of Conduct to provide guidelines for the ethical conduct by directors, officers and employees. The Code of Conduct is posted on the Company's website.

14. Potential Conflicts of Interest

The Board maintains a written policy with respect to all related-party transactions involving the Company (the "Related-Party Transactions Policy"). All members of the Board must inform the Chairman of the Conflicts Committee of potential Related-Party Transactions reasonably promptly after they become aware of any such transaction. Such transactions will be reviewed under the Related-Party Transactions Policy. The Board will also endeavor to ensure that there is no abuse of corporate assets or unlawful related party transactions.

15. Annual Review of Corporate Governance Guidelines

These guidelines shall be reviewed annually by the Nominations Committee. The Board will make appropriate changes based on recommendations from the Nominations Committee.