

## **Spectrum Pharmaceuticals, Inc.**

### **Stock Ownership Policy**

**(Effective April 1, 2015)**

To further align the interests of the Company's Chief Executive Officer and non-employee directors with the interests of stockholders, the Board of Directors (the "**Board**") has adopted the policy that the Chief Executive Officer and the Company's non-employee directors should have a significant financial stake in the Company. Accordingly, the Board has set guidelines for the number of shares of common stock that such persons must attain and continue to hold.

The Company's Chief Executive Officer and non-employee directors are required to hold and maintain a number of shares of the Company's common stock equal to five times (5x) his or her annual base cash salary and three times (3x) his or her annual cash retainer (excluding any additional fees paid for committee assignments and service as lead director or committee chair, if any), respectively. Current non-employee directors and the Chief Executive Officer have five (5) years from the date on which these stock ownership guidelines were first adopted to reach the required ownership level. Any new non-employee director or Chief Executive Officer will have five (5) years from the date on which he or she was first appointed or elected, as the case may be, to reach the required ownership level; provided, however, that, within one (1) year of initial appointment or election, such persons shall hold and maintain some shares of the Company's common stock.

The Board will evaluate individuals' progress towards compliance with these guidelines on an annual basis (and no less than each time that there is a change in the amount of such person's annual base cash salary or annual cash retainer, as applicable), using the Company's then current 30-day average closing stock price to determine the number of shares such individuals must hold to reach the appropriate salary or retainer multiple. For purposes of this Stock Ownership Policy, "ownership" of the Company's common stock shall include both direct and indirect holdings (e.g. held by another person or entity such as a spouse or trust where the subject individual has or shares dispositive control over the securities) of the following:

- (i) Shares acquired pursuant to open-market or private party purchases;
- (ii) Shares acquired upon the exercise of stock options;
- (iii) Shares acquired under the Company's employee stock purchase plan, 401(k) plan or any other benefit or deferred compensation plan;
- (iv) Shares of vested restricted stock; and
- (v) "In-the-money" vested stock options.

"Out-of-the-money" stock options, unvested options and unearned performance shares, among other things, are not counted toward meeting the guidelines

Once the guidelines are reached, the individuals subject to this ownership policy are permitted to sell their shares subject to compliance with the Company's insider trading policy and other requirements so long as ownership does not drop below the guidelines. Individuals who do not hold the required number of shares shall be required to hold one hundred percent (100%) of any shares received as an equity grant, net of shares sold or withheld to pay the exercise price of stock options or to pay withholding taxes.

The Board retains the discretion to grant a hardship exception to individuals whose personal circumstances may prohibit them from reaching the ownership guidelines within the five-year period.