

MacroGenics' Annual Declaration of Compliance for the State of California

Based on a good faith understanding of the statutory requirements, MacroGenics, Inc. ("MacroGenics" or "Company") Comprehensive Compliance Program (CCP) meets the requirements of the California Health & Safety Code §§ 119400-119402. It is MacroGenics' expectation that all employees, contractors and third-party product commercialization partners (collectively, "employees") comply with MacroGenics' CCP and all policies that support the program.

A copy of this Declaration and the CCP Summary, below, can be obtained by emailing ComplianceOfficer@MacroGenics.com or by calling the Corporate Compliance Officer at 301-354-3570.

Annual Limit

In accordance with California Health and Safety Code §§ 119400-119402, MacroGenics has established an annual aggregate dollar limit of \$1,500 per healthcare professional licensed in California for meals, promotional materials, or items or activities that MacroGenics may give or otherwise provide to an individual medical or health care professional in accordance with its CCP. This annual limit may be revised by the Company from time to time.

Per Cal. Health & Safety Code §§ 119400-402, the annual aggregate limit does not apply to drug samples provided to HCPs that are intended for free distribution to patients and payments for legitimate professional services provided by an HCP, financial support for continuing medical education forums, financial support for health educational scholarships, payments for legitimate professionals services, and any meals or expenses associated with the provision of such services, items of nominal value with a retail value of less than \$10 (e.g., visual aids, reprints of medical journal articles), and patient educational materials provided to patients by their physician with the purpose of educating the patient or enhancing the patient's understanding or management of the condition.

Comprehensive Compliance Program (CCP) Summary

MacroGenics' CCP contains the elements of an effective compliance program identified in the "Compliance Program Guidance for Pharmaceutical Manufacturers" published by the Office of the Inspector General, U.S. Department of Health and Human Services. In addition, MacroGenics has adopted the Pharmaceutical Research and Manufacturers of America's Code on Interactions with Healthcare Professionals ("PhRMA Code") and has adopted policies, procedures and processes designed to help ensure compliance with the PhRMA Code.

MacroGenics is committed to conducting its business in compliance with all applicable laws and regulations and requires its employees to act ethically whenever and wherever it conducts business, in accordance with MacroGenics' Code of Business Conduct and Ethics. Its CCP is an evolving program that is designed to account for growth and other changes in the Company, as well as changes in legal, regulatory or industry obligations. MacroGenics evaluates its CCP on a regular basis for opportunities to further enhance its reach and effectiveness.

Leadership and Structure

MacroGenics' Corporate Compliance Officer (CCO) is charged with developing, operating, and monitoring the CCP. This CCO reports directly to the CEO, interacts routinely with senior management, and reports regularly to the Board of Directors. MacroGenics has established a Compliance Committee to advise the CCO to assist in the implementation of the CCP and meets on a regular basis to monitor Company activities and compliance developments.

Written Standards

MacroGenics has established its commitment to compliance through Company policies and procedures, including the Code of Business Conduct and Ethics. These include restrictions on items of value that may be provided to healthcare providers that conform to the PhRMA Code. The standards in these policies apply to all MacroGenics employees, and adherence to them is a condition of employment.

Education and Training

MacroGenics is committed to regularly providing compliance training to all employees, including training on Company policies, applicable laws, regulations and industry codes that may impact the way MacroGenics does business.

Internal Lines of Communication

MacroGenics is committed to open lines of communication within the Company in order to be able to respond to compliance questions. An independent, third-party operated Compliance Hotline has been established and employees are instructed on their obligation to report actual or potential compliance violations. The Compliance Hotline allows employees to anonymously report compliance questions, concerns, or violations without fear of retribution.

Auditing and Monitoring

MacroGenics is committed to performing compliance risk assessments, compliance monitoring and compliance audits to support its CCP. Reports of these activities will be shared with the Compliance Committee and senior management as appropriate and corrective action will be taken when necessary.

Responding to Potential Violations

MacroGenics is expected to respond promptly to potential violations of law, regulation, industry codes or Company policies. Potential violations are investigated and evaluated on a case-by-case basis. Disciplinary action, up to and including termination, is taken when deemed appropriate.

Corrective Action

After investigation of a reported or detected compliance issue, the Company assesses whether additional corrective action is appropriate so it may take appropriate action to correct it.