

**ImmunoGen, Inc.**  
**Annual Meeting of Shareholders**  
**June 17, 2020**

**RULES FOR CONDUCT FOR ANNUAL MEETING**

Welcome to ImmunoGen, Inc.'s 2020 Annual Meeting of Shareholders (Annual Meeting). In the interest of a productive and orderly meeting, we ask for your cooperation in observing the following rules and procedures:

1. The business of the Annual Meeting will be taken up as set forth in the Agenda.
2. The only business matters to be conducted at the Annual Meeting are the matters set forth in the Notice of 2020 Annual Meeting of Shareholders first made available to shareholders on April 28, 2020 and supplemented on June 3, 2020, or that are otherwise properly brought before the Annual Meeting in accordance with the Company's bylaws and applicable law.
3. Only shareholders as of the close of business on April 13, 2020, the record date, or their duly authorized proxies, are entitled to submit questions and vote at the Annual Meeting. To vote or submit questions, please login as a shareholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.

Shareholders may vote until the polls close. The polls will close immediately after the presentation of the last matter to be voted upon as set forth in the Agenda.

4. Following adjournment of the formal business at the Annual Meeting, an opportunity will be provided to ask questions and comments during the question and answer session, which will only include questions submitted during the Annual Meeting.

In order to give as many shareholders as possible the opportunity to ask questions, we ask that you please limit yourself to one question/topic. Up to one minute will be allocated to read each question. Questions may be submitted online during the Annual Meeting through [www.virtualshareholdermeeting.com/IMGN2020](http://www.virtualshareholdermeeting.com/IMGN2020).

5. Shareholders' views, constructive comments, and criticisms are welcome, but the Chair will not address questions that are:
  - a. irrelevant to the business of the Company;
  - b. repetitious of statements made by other persons;
  - c. derogatory references to individuals or that are otherwise in bad taste;
  - d. related to personal grievances; or
  - e. a matter of individual concern that is not a matter of interest to shareholders generally.

6. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting Courtney O’Konek, Senior Director, Corporate Communications, at 781-895-0600 or [courtney.okonek@immunogen.com](mailto:courtney.okonek@immunogen.com).
7. The Annual Meeting will be recorded. Thus, recording of the Annual Meeting by shareholders is prohibited. A webcast playback will be available at [\[www.virtualshareholdermeeting.com/IMGN2020\]](http://www.virtualshareholdermeeting.com/IMGN2020) within 24 hours after the completion of the meeting and be available for 48 hours.
8. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair may adjourn, recess, or expedite the Annual Meeting, or take such other action that the Chair determines is appropriate in light of the circumstances.

**If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual Annual Meeting log in page.**

We appreciate your participation. Your fellow shareholders will appreciate your courtesy in observing these procedures.