



Charter of the Nominating and Governance Committee of the Board of Directors

(a Delaware Corporation)

As adopted by the Board of Directors on December 24, 2003

The Board of Directors (the "Board") of Celsion Corporation (the "Corporation") has determined that the Nominating and Governance Committee of the Board shall assist the Board in carrying out certain of its responsibilities with respect to the identification, recruitment and nomination of prospective director nominees, and consequently has adopted this charter (the "Charter") to establish the governing principles of the Nominating and Governance Committee.

I. ROLE OF THE NOMINATING AND GOVERNANCE COMMITTEE

The role of the Nominating and Governance Committee is to act on behalf of the Board to ensure that the Board and the Nominating and Governance Committees of the Board are appropriately constituted to meet their fiduciary and corporate governance obligations.

II. COMPOSITION AND OPERATION OF THE NOMINATING AND GOVERNANCE COMMITTEE

- A. The Board shall appoint the members of the Nominating and Governance Committee at the Board's annual organizational meeting or, if such action is not taken at such annual organizational meeting, then as soon as practicable thereafter, by majority vote of the directors present at a meeting of the Board at which a quorum is present, or by unanimous written consent of the entire Board of Directors, and each member of the Nominating and Governance Committee shall serve until his or her successor is duly elected by the Board at the next such annual meeting or thereafter or until such member's earlier death, resignation or removal. Any member of the Nominating and Governance Committee may be removed, with or without cause, by a majority vote of the directors present at a meeting of the Board at which a quorum is present, or by unanimous written consent of the entire Board of Directors.
- B. The Nominating and Governance Committee shall consist of at least three members but not more than six members, each of whom is independent of management and the Corporation. Members of the Nominating and Governance Committee shall be considered independent if they meet the independence requirements of the rules of the principal market or transaction reporting system on which the Corporation's securities are traded or quoted (i.e., the New York Stock Exchange, The American Stock Exchange or the NASDAQ Stock Market) (the "Exchange Rules") and the rules and regulations of the Securities and Exchange Commission (the "SEC Rules").
- C. If a Chairperson has not been selected by the Board of Directors, the members of the Nominating and Governance Committee shall designate a Chairperson by majority vote. The Chairperson shall preside at meetings of the Nominating and Governance Committee at which he or she is present and shall set the agenda for each Nominating and Governance Committee meeting. In the absence of the Chairperson, the members of the Nominating and Governance Committee present at a meeting thereof may designate a Chairperson for such meeting. The Chairman of the Board of Directors or the Chairperson of the Nominating and Governance Committee, and each of them, may call meetings of the Nominating and Governance Committee. Meetings of the Nominating and Governance Committee also may be called by a majority of the directors constituting the whole Nominating and Governance Committee and by such persons, or in such manner, as from time to time may be required by applicable Exchange Rules or SEC Rules. The Nominating and Governance Committee shall cause to be made and shall retain complete and accurate minutes of its meetings and records of its other actions.
- D. Formal action to be taken by the Nominating and Governance Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Nominating and Governance Committee members present (in person or by conference telephone or other electronic means) at a meeting at which a quorum is present. A majority of the authorized number of members of the Nominating and Governance Committee, provided by the resolutions of the Board of Directors then in effect regarding the size of the Nominating and Governance Committee, shall constitute a quorum for the transaction of business, except to adjourn as provided by Sections 4.2 and 3.11 of the Corporation's Bylaws.

III. MEETINGS OF THE NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and Governance Committee shall meet not less than once during each year and more frequently as may be

necessary or appropriate to fulfill its responsibilities under this Charter. The Corporation's chief executive officer and other senior executives may attend meetings of the Nominating and Governance Committee, with the consent of the Chairman of the Nominating and Governance Committee, which consent shall not unreasonably be withheld or conditioned. However, the Nominating and Governance Committee should meet periodically, and no less frequently than once each year, in executive session outside of the presence of management.

IV. AUTHORITY AND RESPONSIBILITIES OF THE NOMINATING AND GOVERNANCE COMMITTEE

- A. The Nominating and Governance Committee shall have the authority to undertake such specific duties and responsibilities as the Board from time to time may prescribe, including, without limitation, to:
- i. Review and recommend to the Board of Directors the size and composition of the Board of Directors;
 - ii. Develop and periodically review criteria for selecting candidates for election as directors in compliance with the Exchange Rules, the SEC Rules and any applicable state laws;
 - iii. Identify and recruit individuals qualified to become directors of the Corporation who meet the requirements of the Exchange Rules, the SEC Rules and any applicable state laws, and evaluate (including inquiring into the background of candidates) Board nominees for all directorships to be filled by the stockholders or by the Board of Directors, including nominees for each Committee of the Board. In choosing candidates for membership on the Board of Directors, the Nominating and Governance Committee shall take into account all factors it considers appropriate, including Board member qualifications, expertise and characteristics, and shall conduct searches for potential Board members with corresponding attributes;
 - iv. Review and determine whether members of the Board of Directors should stand for reelection, considering such incumbent directors as if they were candidates de novo and whether they continue to meet the requirements of the Exchange Rules, the SEC Rules and any applicable state laws;
 - v. Establish and oversee a program for the continuing education of the members of the Board of Directors, and an orientation and training program for new directors, in each case relative to the Corporation's business and the directors' fiduciary duties;
 - vi. Evaluate the current composition and organization of the Board and its Committees, determine future requirements, and make recommendations to the Board for approval;
 - vii. Engage, retain or terminate, at the Corporation's expense, any search firms or other independent advisors or experts as the Nominating and Governance Committee may deem necessary or appropriate to assist the Nominating and Governance Committee with the performance of its duties, including, without limitation, identification of director candidates, and to approve fees payable to such advisors or experts and the terms of their engagement;
 - viii. Inform the Board of the funding needs of the Nominating and Governance Committee with respect to the engagement of advisors as set forth in subsection vii. above or such other administrative expenses of the Nominating and Governance Committee as are necessary or appropriate in carrying out its duties;
 - ix. Regularly report to the Board of Directors on the Nominating and Governance Committee's activities and the matters discussed at each meeting of the Nominating and Governance Committee;
 - x. Annually review the Nominating and Governance Committee's performance of its responsibilities and duties;
 - xi. Obtain the approval of the Board of Directors for any amendments to this Charter;
 - xii. Review periodically, but no less frequently than annually, this Charter, the structure, the processes and membership requirements of the Nominating and Governance Committee and recommend to the Board of Directors any improvements or amendments to the Charter that the Nominating and Governance Committee considers appropriate or necessary; and
 - xiii. Perform any other activities as the Nominating and Governance Committee deems appropriate, or as are requested by the Board of Directors, consistent with this Charter, the Corporation's Bylaws and applicable laws and regulations.
- B. The Nominating and Governance Committee, on behalf of the Board of Directors, shall nominate candidates for directorships and members of standing committees of the Board and/or approve the nominations made by the Board for all directorships to be filled by the stockholders or the Board, including nominees for each standing committee of the Board.