

EPICEPT CORPORATION

Nominating & Corporate Governance Committee Charter

This Nominating & Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of EpiCept Corporation (the "Company"), on May 5, 2005 and re-approved by the Nominating & Corporate Governance Committee of the Board on January 30, 2007.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Nominating and Corporate Governance Committee (the "Committee") shall assist the Board in:

- (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies;
- (ii) overseeing the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board;
- (iii) reviewing and recommending to the Board the approval of, if appropriate, and overseeing implementation of the Supplemental Code of Ethics for the Chief Executive Officer and Senior Officers and the Code of Business Conduct and Ethics; and
- (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with applicable rules of the Nasdaq National Market.

Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee's information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least two times per year, or more frequently as circumstances dictate. The Committee shall meet at least annually with the Audit Committee of the Company.

The Committee shall establish its own schedule and rules of procedure. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purposes, the Committee shall:

1. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nomination to shareholders for election as a director; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;

2. identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including review of incumbent directors for potential re-nomination); and recommend to the Board candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board subject to any rights regarding the selection of directors by holders of preferred shares and any other contractual or other commitments of the Company;

3. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;

4. review periodically the size of the Board and recommend to the Board any appropriate changes;

5. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and management in the governance of the Company;

6. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;

7. review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored;

8. review and recommend to the Board for approval any changes in the compensation of directors;

9. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter;

10. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;

11. review at least annually with management compliance with, the adequacy of and the status of any requests for waivers under the Company's code(s) of business conduct and ethics (including codes that apply to all employees as well as those applicable to directors, senior officers and financial officers and the Company's policies and procedures concerning trading in Company securities and use in trading of proprietary or confidential information); review and address on a timely basis requests for waivers under the Company's code(s) of business conduct and ethics by directors and executive officers; and report to the Board regarding any waiver granted by the committee to any executive officer or director;

12. review and address transactions and conduct of directors and executive officers creating potential conflicts of interest with the Company; and

13. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.