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NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS OF EPICEPT CORPORATION

With this notice, shareholders of EpiCept Corporation are invited to the Annual Meeting of Shareholders (the “Annual Meeting”) on Friday, 26 May 2006 at 11:00am EDT at the offices of Weil, Gotshal & Manges, LLP in New York, New York.

Shareholders who wish to participate in the Annual Meeting must be EpiCept shareholders of record at the close of business on 18 April 2006 (“the Record Date”) and are entitled to vote at the Annual Meeting.

On 28 April 2006, a notice of the Annual Meeting with the 2006 Proxy Statement will be mailed to all EpiCept stockholders of record on the Record Date. Stockholders of record may grant a proxy with respect to their shares on the internet or by mail. Voting instructions appear on the proxy card attached to the 2006 Proxy Statement.

ITEMS TO BE DISCUSSED DURING THE ANNUAL MEETING:

ITEM ONE:

The first item to be discussed is the election of three directors to serve for the ensuing three years until their respective successors are elected and qualified. The three nominees for election at the Annual Meeting are listed below with brief biographies. They are all currently EpiCept directors.

Gert Caspritz, Ph.D., age 57, has been a member of EpiCept's Board since 1999 and served as EpiCept's Chairman from July 2002 until December 2004. Dr. Caspritz joined TVM Capital or "TVM," in 1999 as an Investment Manager in the healthcare and life sciences group and has been a General Partner since 2000. Prior to that, Dr. Caspritz held various positions with Hoechst AG. Most recently he was Vice President, New Technologies Licensing at Hoechst Marion Roussel ("HMR"), the pharmaceutical subsidiary of Hoechst, where he had primary global responsibility for identifying business opportunities in the areas of biotechnology, enabling technologies and early-stage products in both the biotech industry and academia. Additionally, he supervised HMR's various venture capital investments and was a member of their strategy teams for oncology and bone diseases and the oncology opportunity review team. Dr. Caspritz was previously Assistant to the Head of Hoechst's worldwide pharmaceutical research and established or led a number of immuno and neuropharmacology laboratories as well as a drug discovery group. Dr. Caspritz received degrees in Biology and Microbiology from the University of Mainz, Germany where he wrote his doctoral thesis. Dr. Caspritz serves on the board of directors of Altor, Coley Pharmaceuticals, Enanta Pharmaceuticals, Transave and Transmolecular.

Guy C. Jackson, age 64, has been a member of EpiCept's Board since December 2004. In June 2003, Mr. Jackson retired from the Minneapolis office of the accounting firm of Ernst & Young LLP after 35 years with the firm and one of its predecessors, Arthur Young & Company. During his career, he served as audit partner for numerous public companies in Ernst & Young's New York and Minneapolis offices. Mr. Jackson also serves as a director and member of the audit committee of Cyberonics, Inc. and Urologix, Inc., both medical device companies, Digi International Inc., a technology company, and Life Time Fitness, Inc., an operator of fitness centers. Mr. Jackson received a B.S. in Business Administration from Penn State and a M.B.A. from the Harvard Business School.

Wayne P. Yetter, age 60, has served as a member of EpiCept's Board since January 2006, and prior thereto served as a member of the board of directors of Maxim Pharmaceuticals Inc. ("Maxim"). Mr. Yetter has been the Chief Executive Officer of Verispan LLC (healthcare information services) since September 2005. From 2003 to 2005 he was the founder of BioPharm Advisory LLC and served on the Advisory Board of Alterity Partners (mergers and acquisition advisory firm) which is now part of FTN Midwest Securities. Also, from November 2004 to September 2005, Mr. Yetter served as the interim Chief Executive Officer of Odyssey Pharmaceuticals, Inc., the specialty pharmaceutical division of Pliva d.d. From September 2000 to June 2003, Mr. Yetter served as Chairman and Chief Executive Officer of Synavant Inc. (pharmaceutical marketing/technology services). From 1999 to 2000, he served as Chief Operating Officer at IMS Health, Inc. (healthcare information services). He also served as President and Chief Executive Officer of Novartis Pharmaceuticals Corporation, the U.S. Division of the global pharmaceutical company Novartis Pharma AG, and as President and Chief Executive Officer of Astra Merck. Mr. Yetter began his career with Pfizer and later joined Merck & Co., holding a variety of marketing and management positions including Vice President, Marketing Operations, responsible for global marketing functions and

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Vice President, Far East and Pacific. Mr. Yetter serves on the board of directors of Matria Healthcare (disease management) and Noven Pharmaceuticals (drug delivery).

ITEM TWO:

The second item to be discussed is the ratification of the selection of the independent registered public accounting firm. The Board of Directors of EpiCept Corporation (the "Board") and the Audit Committee of the Board have selected Deloitte & Touche LLP as the independent registered public accounting firm to perform the audit of our financial statements for the year ended 31 December 2006. Deloitte & Touche LLP was our independent registered public accounting firm for the year ended 31 December 2005. The Board requests its stockholders to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm.

In addition to the above items, the Board plans to discuss such other business as may properly come before the Annual Meeting or any adjournment thereof.

DOCUMENTS:

Stockholders may obtain copies of the annual and auditors' reports and all complete board proposals for resolution, which will be available on EpiCept's website at www.epicept.com.

These documents will also be available at the Annual Meeting.

About EpiCept Corporation

EpiCept is an emerging pharmaceutical company focused on unmet needs in the treatment of pain and cancer. The Company has a staged portfolio with several pain therapies in late-stage clinical trials, and a lead oncology compound (for AML) with demonstrated efficacy in a Phase III trial; the compound is intended for commercialization in Europe. EpiCept is headquartered in New Jersey; the Company's R&D team in San Diego is pursuing a drug discovery program focused on novel approaches to apoptosis.

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