

CYCLACEL PHARMACEUTICALS, INC.

**SECOND AMENDED AND RESTATED
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

I. Guiding Principles

The Board of Directors ("Board") of Cyclacel Pharmaceuticals, Inc. (the "Company") is committed to establishing and maintaining corporate governance practices designed to aid the long-term success of the Company and effectively enhance and protect stockholder value. Central to effective corporate governance at the Company is the Nominating and Corporate Governance Committee (the "Committee"). This Committee reports to the Board on corporate governance matters and is guided by the following principles:

- Corporate governance transparency, providing stockholders visibility into corporate processes;
- Director competency and commitment (ensuring the competency and commitment of directors); and
- Ensuring Board accountability to stockholders;
- Ensuring conformity to Delaware law;
- Ensuring applicable Nasdaq and similar governance requirements are being met

II. Purpose

The purpose of the Committee of the Board is to assist the Board in discharging the Board's responsibilities regarding:

- (a) the identification of qualified candidates to become Board members;
- (b) the recommendation to the Board of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the recommendation to the Board of candidates to fill any vacancies on the Board;
- (d) the determination of director qualification standards, including independence and other substantive requirements;

- (e) oversight and approval of the membership and composition of the board of directors of the Company and its subsidiaries and their committees;
- (f) oversight of the evaluation of the Board and its committees (including the Committee), including annual evaluations of the Board and Committees, as well as Board and Committee self-evaluations;
- (g) oversight of the Board in assuring that the members of the Board satisfy their applicable duties, including fiduciary duty, duty of loyalty, and the duty of care owed to the Company in their capacity as members of the Board;
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- (h) oversight of the administration of the Company's bylaws relating to security holder recommendations for director nominees and, if appropriate or desirable, the adoption of additional policies relating to security holder recommendations for director nominees;
- (i) oversight and approval of the membership and composition of the boards of directors (and committees thereof) of the Company's subsidiaries, direct and indirect; and
- (j) development and implementation of management succession plans, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

III. Membership

The Committee shall be composed of three (3) or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the Nasdaq and of the Securities and Exchange Commission ("SEC"), and (b) has experience, in the

business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. If one or more members of the Committee are absent from a meeting of the Committee or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two members of the Committee.

IV. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable. In addition, the Committee members shall work to ensure that the independent directors of the Board shall have executive sessions at least two times per year.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee shall invite the CEO and may, at its discretion, include in its meetings other members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

V. Duties and Responsibilities

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 - (a) At an appropriate time prior to each annual or special meeting of stockholders at which directors are to be elected or re-elected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
 - (b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
2. For the purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:
 - (i) personal and professional integrity, ethics and values;
 - (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company;
 - (iii) experience in the Company's industry and with relevant policy concerns;
 - (iv) experience as a board member of another publicly held company;
 - (v) the number of other boards on which such candidate sits, such that adequate time and attention may be devoted to the Board;
 - (vi) professional expertise in the area of the Company's operations; and
 - (vii) practical and mature business judgment.
3. The Committee shall develop and administer a director tenure, retirement and succession policy so as to protect against Board entrenchment, and be mindful of such policy when making recommendations in connection with each annual or special meeting of stockholders in (a) above.
4. The Committee shall be responsible for determining director qualification standards and policies, if any.
5. The Committee shall be responsible for monitoring the independence of Board members under the independence requirements of the Nasdaq and of the SEC and the resolution of potential issues or conflicts.
6. In conjunction with the entire Board, the Committee shall evaluate the Board and its committees on an annual basis and shall oversee the Board and its

committees (including the Committee, as provided below) in their annual self-evaluation of their performance.

7. The Committee shall oversee the administration of the Company's bylaws relating to security holder recommendations for director nominees and, if appropriate or desirable, the Committee shall develop and recommend to the Board additional policies regarding the consideration of director candidates recommended by the Company's security holders and procedures for submission by security holders of direct nominee recommendations.
8. The Committee shall oversee and approve the membership and composition of the Board of Directors of the Company's subsidiaries, direct and indirect.
9. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
10. The Committee shall assist the Board in assuring (with an annual review) that the members of the Board satisfy their applicable duties to the Company in their capacity as members of the Board. This would include, but not be limited to, setting out basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials and assuring that each director:
 - Devotes adequate time to Board and committee activities;
 - Reviews materials prepared for Board and committee meetings in advance of the meetings;
 - Informs fellow directors of relevant information known to the director; and
 - Candidly discusses matters brought before the Board or committee.
11. The Committee shall periodically report to the Board on its findings and actions.
12. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the

Company's certificate of incorporation and bylaws and applicable laws and rules of markets in which the Company's securities then trade.