

ENTREMED, INC.
Nominating and Corporate Governance Committee Charter

Organization and Membership

This charter governs the operations of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Entremed, Inc. (the “Company”). The Nominating and Corporate Governance Committee shall review and reassess the charter at least annually and recommend any necessary changes to the Board. The Committee shall be appointed by the Board and shall be comprised of not less than two Directors, each of whom shall be “independent” as defined by Nasdaq listing standards.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Responsibilities and Processes

The Nominating and Corporate Governance Committee shall have available to it such outside advisers, including outside auditors, attorneys and consultants, as it deems necessary to discharge its responsibilities. In addition, the Committee shall have sole authority to retain and terminate any search firm to be used to identify or evaluate director candidates, including sole authority to approve the search firm’s fees and other retention terms.

The Committee may form and delegate authority to a subcommittee consisting of one or more members to perform any functions of the Committee.

The Committee shall perform the following functions:

- Evaluate from time to time the appropriate size (number of members) of the Board and recommend any increase or decrease;
- Determine the desired skills and attributes of members of the Board taking into account the needs of the business and Nasdaq listing standards;
- Establish criteria for prospective Board members, conduct candidate searches, interview prospective candidates, and conduct programs to introduce the candidate to a Company, its management, and operations;
- Recommend for the Board’s selection the slate of director nominees to be elected at each annual meeting of stockholders;
- Recommend to the Board persons to fill vacancies created by an increase in size of the Board or the death, resignation, disqualification, or removal of a Director;

- Recommend to the Board the members of all standing Committees;
- Develop for Board consideration corporate governance principles and policies, monitor the Company's compliance with those policies and Nasdaq listing standards with respect thereto, and recommend any necessary changes to the Board; and
- Consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.

The Committee will consider stockholder nominees for election to the Board submitted in accordance with the procedures in the Company's Bylaws, if any, and with any other procedures adopted by the Committee.

Other

- The Committee shall meet at least twice each year and at such other times as it deems necessary to fulfill its responsibilities.
- The Committee or its Chair shall report periodically to the Board.