

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS OF  
MEI PHARMA, INC.**

This Charter outlines the purpose, composition and responsibilities of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of MEI Pharma, Inc. (the “*Company*”).

**I. PURPOSE**

The Committee is responsible for: (a) assisting the Board in determining the desired experience, skills and other qualities to provide for appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board; (b) identifying qualified individuals meeting those criteria to serve on the Board; (c) proposing to the Board the Company’s slate of nominees for election by the stockholders at the Annual Meeting of Stockholders and nominees to fill vacancies and newly created directorships; (d) reviewing candidates recommended by stockholders for election to the Board and stockholder proposals submitted for inclusion in the Company’s proxy materials; (e) developing plans regarding the size and composition of the Board and its committees; (f) proposing to the Board, directors to serve as chairpersons and members on committees of the Board; (g) coordinating matters among committees of the Board; (h) reviewing management succession plans; (i) developing, evaluating, recommending to the Board and monitoring all matters with respect to governance of the Company; (j) overseeing compliance by the Company with its legal and regulatory obligations; and (k) such other functions as the Board may from time to time assign to the Committee.

**II. COMPOSITION**

The Committee shall be composed of at least three members (including a Chairperson), all of whom shall be “independent directors,” as determined by the Board in accordance with the listing standards of the NASDAQ Stock Market LLC (“NASDAQ”). The members of the Committee and the Chairperson shall be selected annually by the Board and shall serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interest of the Company.

**III. MEETING REQUIREMENTS**

The Committee shall meet as necessary to enable it to fulfill its responsibilities, but at least once each year.

The Committee may ask members of management, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting on the Committee's activities to the Board. In addition, the Chairperson of the Committee shall seek to ensure and confirm that the independent directors of the Company meet in executive session no less than three times per year, usually in conjunction with the regular Board meetings.

The Committee may form and delegate authority to subcommittees of members of the Committee or the Board as appropriate.

#### **IV. COMMITTEE RESPONSIBILITIES**

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

##### **A. Board Candidates and Nominees**

1. To identify, evaluate, and recommend to the Board for nomination the Company's candidates for election or re-election as directors at the Annual Meeting of Stockholders or by appointment by the Board in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements, including consideration of prospective candidates proposed for the Committee's consideration by any stockholder;
2. To review the desired experience, skills and other qualities to provide for appropriate Board composition, taking into account the current Board members, the specific needs of the Company and the Board, the rules and regulations of the Securities and Exchange Commission ("SEC") and NASDAQ listing standards;
3. To conduct candidate searches, interview prospective candidates and conduct programs to introduce candidates to the Company, its management and operations, and confirm the appropriate level of interest of such candidates;
4. To recommend to the Board qualified candidates for the Board who bring the background, knowledge, experience, skill sets and expertise that would strengthen and increase the diversity of the Board; and
5. To conduct appropriate inquiries into the background and qualifications of potential nominees.

B. Board of Directors

1. To assess and make recommendations to the Board regarding the size and composition of the Board in light of the operating requirements of the Company and a consideration of appropriate areas of expertise to be represented on the Board;
2. To assess and make recommendations to the Board regarding the leadership structure of the Board, taking into consideration the experience of the directors;
3. To recommend to the Board policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors;
4. To review the Directors and Officers questionnaires prepared annually by the Company's directors and officers;
5. To assist the Board in assessing whether directors and prospective directors are "independent directors" within the meaning of the rules and regulations of the SEC and NASDAQ listing standards;
6. To review the suitability for continued service as a director of each Board member when he or she has a significant change in status, such as an employment change, and to recommend whether or not such director should be re-nominated;
7. To approve the service of directors on the board of directors of any other public company;
8. In conjunction with the Compensation Committee, to consider the appropriate levels of director compensation and appropriate director compensation program, and make recommendations to the Board regarding director compensation; and
9. To develop and evaluate periodically orientation and continuing education programs and guidelines for each member of the Board regarding his or her responsibilities as a director and member of the Board or any committee.

C. Committees of the Board

1. To assess and make recommendations to the Board regarding the size, composition, scope of authority, responsibilities, and reporting obligations of each committee of the Board;
2. To annually propose to the Board directors to serve as chairpersons and members of each committee of the Board, and to review and recommend additional committee members as needed;

3. To coordinate matters between the committees of the Board and review and coordinate proposed revisions to committee charters; and
4. To recommend that the Board establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise.

D. Evaluations and Management Development

1. To oversee and make recommendations regarding the Board's performance;
2. To work with senior management to consider, adopt and oversee director orientation and continuing education programs;
3. To recommend to the Board candidates for election as officers of the Company as the Committee may from time to time deem appropriate;
4. To conduct an annual review of the duties, responsibilities and authority of the Chief Executive Officer and the process by which these are evaluated;
5. To periodically receive and consider recommendations from the Company's Chief Executive Officer regarding succession at the Chief Executive Officer and other executive officer levels; and
6. To review existing and proposed directorships in other public companies held by executive officers of the Company.

E. Corporate Governance

1. To develop, evaluate and oversee issues and developments with respect to governance of the Company;
2. To oversee compliance by the Company with its legal and regulatory obligations;
3. To develop and periodically review and recommend changes to the Corporate Governance Guidelines;
4. To periodically review the Company's Code of Conduct and Ethics and its Insider Trading Policy, and such other policies as may be approved by the Board of Directors from time to time; and
5. To periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws.

F. Miscellaneous

1. To evaluate stockholder proposals submitted for inclusion in the Company's proxy materials and recommend to the Board whether the Company shall support or oppose the proposal;
2. To recommend ways to enhance services to and improve communications and relations with the Company's stockholders; and
3. To review, discuss and assess its own performance and review and reassess the adequacy of this Charter at least annually.

#### **V. ADVISORS TO THE COMMITTEE**

The Committee may retain, at the Company's expense, legal, accounting or other advisors as it deems necessary to carry out its duties. The Committee shall have sole authority to retain and terminate any such advisors, including the sole authority to negotiate and approve reasonable fees and retention terms of such advisors. The Committee shall comply with the Company's then-current level review of contracts and budget reservation procedures.