

**GERON CORPORATION**  
**AMENDED AND RESTATED**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Amended and Restated Nominating and Corporate Governance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Geron Corporation (the “Company”) at a meeting held on May 10/11, 2011, and defines the purpose, membership, procedures, and duties of the Nominating and Corporate Governance Committee of the Board (the “Committee”).

**I. Purpose**

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

- (a) the identification of qualified candidates to become Board members consistent with criteria approved by the Board;
- (b) the selection, or recommendation of selection to the Board regarding the selection, 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), provided, that the Committee is comprised solely of directors that satisfy the independence requirements of The NASDAQ Stock Market, LLC (each, an “Independent Director”);
- (c) the selection, or recommendation of selection to the Board regarding the selection, of candidates to fill any vacancies on the Board, provided, that the Committee is comprised solely of Independent Directors;
- (d) the recommendation, for approval by the Board, of the assignment and rotation of Board members to the various Board committees;
- (e) the development and review, and recommendation to the Board, of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); and
- (f) oversight of the evaluation of the Board.

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 the 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.

## **II. Membership**

The Committee shall be comprised of at least two (2) directors as determined by the Board, each of whom 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 chairperson (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. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

## **III. 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 any provisions of the Company’s Bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two (2) times per year or more frequently as the Committee deems necessary or desirable.

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 may, at its discretion, include in its meetings 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, including but not limited to, any non-management director who is not a member of the Committee.

A member of the Committee who is being considered as a candidate for recommendation to the Board for nomination for re-election to the Board shall not participate in the meeting (or portion of a meeting) in which such consideration takes place. If as a result there are fewer than two members of the Committee able to consider the recommendation for nomination, the Chairperson of the Board (or, if the Chairperson of the Board is himself a candidate, the Chairperson of the Audit Committee) will appoint another member of the Board as an acting member of the Committee for purposes of such recommendation for nomination.

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 the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve such search firm’s fees and other retention terms.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee’s satisfaction in the minutes of the Board meetings). If requested, any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board

regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

#### **IV. Duties and Responsibilities**

1. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, 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. In the event that the Committee is not comprised solely of Independent Directors, the recommendation to the Board of candidates for nomination by the Board (or nomination of the candidates for Board membership) shall be made by the majority of the Independent Directors in a vote in which only Independent Directors participate.

(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. In the event that the Committee is not comprised solely of Independent Directors, the recommendation to the Board of candidates for nomination by the Board (or nomination of the candidates for Board membership) shall be made by the majority of the Independent Directors in a vote in which only Independent Directors participate.

(c) For purposes of (a) and (b) above, the Committee, or the Independent Directors, as applicable, may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) diversity of personal background, perspective and experience;
- (ii) personal and professional integrity, ethics and values;
- (iii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
- (iv) experience relevant to the Company's industry and with relevant social policy concerns;
- (v) experience as a board member or executive officer of another publicly held company;
- (vi) relevant academic expertise;
- (vii) proficiency in an area of the Company's operations;
- (vii) practical and mature business judgment, including ability to make independent analytical inquiries;
- (viii) promotion of a diversity of business or career experience relevant to the success of the Company; and
- (ix) any other relevant qualifications, attributes or skills.

2. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or the NASDAQ Stock Market, or otherwise considered to be desirable and appropriate in the discretion of the Committee.

3. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

4. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, Bylaws and Corporate Governance Guidelines.

5. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance.

6. The Committee shall make recommendations to the Board regarding governance matters, including but not limited to, the Company's certificate of incorporation, Bylaws, this Charter and the charters of the Company's other committees.

7. The Committee shall review and assess the composition of the various committees of the Board and recommend, for approval by the Board, the assignment and rotation of Board members to the various committees.

8. The Committee shall develop, review and recommend to the Board the Corporate Governance Guidelines.

9. The Committee shall develop and recommend to the Board a policy regarding the consideration of director candidates recommended by the Company's security holders and procedures for submission by security holders of director nominee recommendations.

10. 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.

11. The Committee shall review the leadership structure of the Board and provide the Board with any recommendation for changes in such leadership structure.

12. The Committee shall periodically report to the Board on its findings and actions.

13. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **V. 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, Bylaws, Corporate Governance Guidelines and applicable law and rules of the NASDAQ Stock Market and other applicable law.