



Nominating and Governance Committee Charter

PURPOSE:

The Nominating and Governance Committee of the Board of Directors of Cell Genesys, Inc. (the "Company") will monitor the composition of the Board of Directors and, when appropriate, seek, screen and recommend for nomination qualified candidates for election to the Board of Directors at the Company's Annual Meeting of Stockholders. In addition, the Nominating and Governance Committee will seek qualified candidates to fill vacancies on the Board of Directors subject to appointment by the Board of Directors. The Nominating and Governance Committee will also evaluate the Board of Director's structure and practices and, when appropriate, recommend new policies to the full Board of Directors. Finally, the Nominating and Governance Committee will periodically review succession planning with respect to the Chief Executive Officer and other key executive officers.

MEMBERSHIP:

The Nominating and Governance Committee will consist of a minimum of two (2) members of the Board of Directors, each of whom shall (i) be an "independent director" within the meaning of Rule 4200(a)(14) of the Manual of the National Association of Securities Dealers, Inc., and (ii) be otherwise free from any relationship that, in the judgment of the Board of Directors, would interfere with his or her exercise of business judgment as a Nominating and Governance Committee member. The members of the Nominating and Governance Committee will be appointed by and serve at the discretion of the Board of Directors.

RESPONSIBILITIES:

The responsibilities of the Nominating and Governance Committee include:

1. Reviewing the Board of Directors structure, composition, and practices, and making recommendations on these matters to the Board of Directors.
2. Monitoring the independence (within the meaning of the Nasdaq listing requirements) of the members of the Board of Directors.
3. Determining, when necessary, whether a member of the Board of Director's other directorships adversely affect his or her ability to serve on the Board of Directors.
4. Identifying, reviewing, and making recommendations to the Board of Directors and stockholders of the Company with respect to candidates for election to the Board of Directors at the Company's Annual Meeting of Stockholders or to fill new positions or vacancies on the Board of Directors.
5. Formulating and making recommendations to the Board of Directors regarding the Company's policy for consideration of nominees for election to the Board of Directors who are nominated by stockholders.

6. Formulating and making recommendations to the Board of Directors regarding the Company's procedures for stockholders to send communications to the Board of Directors.
7. Reviewing and advising the Board of Directors, in consultation with other committees of the Board of Directors as appropriate, with respect to any stockholder proposal received from stockholders holding no less than five percent of the total outstanding shares of the Company in connection with the Company's Annual Meeting of Stockholders. For their proposals to be considered, the stockholders must have held such common stock continuously for at least twelve months prior to the date of the submission of the proposals.
8. Reviewing Board Committee composition and practices and making recommendations on these matters to the Board of Directors.
9. Reviewing succession planning for the Chief Executive Officer and other key executive officers.
10. Establishing retirement policies for members of the Board of Directors.
11. Overseeing compliance by the Board of Directors and its committees with applicable laws and regulations, including the Nasdaq listing standards and SEC regulations.
12. Formulating and making recommendations to the Board of Directors regarding the Company's policy for attendance of directors at meetings.
13. Conducting an annual evaluation of the Board of Directors and its committees.
14. Developing a set of corporate governance principles applicable to the Company and reviewing those principles at least once a year and, if the Committee deems appropriate, to recommend any changes to the Board of Directors for approval.
15. Developing and monitoring the Company's Code of Business Conduct and Ethics.
16. Reviewing and reassessing the adequacy of this charter annually, and recommending any proposed changes to the Board of Directors for approval.
17. Annually reviewing the performance of the Nominating and Governance Committee.
18. Performing such other tasks as may be authorized by the Board of Directors.

The Nominating and Governance Committee shall have the authority to delegate its functions to a subcommittee thereof to the extent permitted by law.

In carrying out these responsibilities, the Nominating and Governance Committee may seek to retain legal counsel or other experts to assist it in its duties.

The Nominating and Governance Committee shall perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

MEETINGS:

Meetings of the Nominating and Governance Committee will be held from time to time, in response to needs of the Board of Directors. Notwithstanding the foregoing, the Nominating and Governance Committee will meet at least once annually to evaluate and make nominations of qualified candidates for election to the Board of Directors at the Annual Meeting of Stockholders.

MINUTES:

The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

The Nominating and Governance Committee will make periodic reports to the Board of Directors of the Company regarding recommendations of the Nominating and Governance Committee.

Nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Nominating and Governance Committee except to the extent otherwise provided under applicable Delaware law, which shall continue to set the legal standard for the conduct of the members of the Nominating and Governance Committee. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Nominating and Governance Committee on reports or other information provided by others.