

IMCLONE SYSTEMS INCORPORATED
(the “Company”)

Nominating and Corporate Governance Committee Charter
Adopted November 20, 2002

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors of the Company to:

- identify and recommend individuals for nomination as members of the Board;
- evaluate Board performance; and
- develop and recommend to the Board Corporate Governance Guidelines and a Code of Business Conduct and Ethics of the Company.

Membership

The Committee shall consist of at least three members and shall be comprised solely of independent directors meeting the independence requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”). The Board shall appoint members of the Committee annually and as vacancies or newly created positions occur. Committee members may be removed by the Board at any time. The Board shall designate the Chairman of the Committee. In the event of a tie vote on any issue, the Chairman’s vote shall decide the issue.

Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Company’s Board of Directors.
- The Committee shall establish criteria for Board membership and shall recommend individuals for membership on the Company’s Board of Directors. In making its recommendations, the Committee shall:
 - review candidates’ qualifications for membership on the Board (including a determination as to the independence of the candidate) based on the criteria established by the Committee;

- in nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience in the biotech/pharmaceutical industry, experience in medical research and/or oncology, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
- in evaluating current directors for re-nomination to the Board, assess the performance of such director;
- periodically review the composition of the Board in light of the current challenges and needs of the Company, the Board and each committee, and determine whether it may be appropriate to add or remove individuals;
- consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

Evaluating the Board

- At least annually the Committee shall lead the Board in a self-evaluation to determine if the Board is functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluation, including any recommendations for proposed changes, to the Board.
- The Committee shall periodically review the size and responsibilities of the Board and recommend any proposed changes to the Board.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board Corporate Governance Guidelines and a Code of Business Conduct and Ethics for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

- The Committee shall review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

Reporting to the Board

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to the Board, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board. The report may take the form of an oral report by the Chair or other Committee member designated by the Committee.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. Such evaluation shall compare the performance of the Committee with the requirements of this charter.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts and consultants, as it deems appropriate, without seeking approval of the Board or management.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.