

SUNESIS PHARMACEUTICALS, INC.

Charter of the Nominating and Corporate Governance Committee Of The Board of Directors

I. Purpose

The Nominating and Corporate Governance Committee (“Committee”) is appointed by the Board of Directors (“Board”) of Sunesis Pharmaceuticals, Inc. (“Company”) to act on behalf of the Board with regard to the matters set forth below. The Committee’s purposes shall be:

- A. To monitor Board size and composition;
- B. To identify, review and evaluate individuals qualified to serve as members of the Board and to recommend to the Board for selection director nominees for the next annual meeting of stockholders and to fill vacancies;
- C. To oversee all aspects of the Company’s corporate governance functions on behalf of the Board and to make recommendations to the Board with respect to corporate governance issues;
- D. To recommend to the Board the responsibilities of each Board committee, the composition and operation of each Board committee, and the director nominees for assignment to each Board committee; and
- E. To oversee the Board’s annual evaluation of its performance and the performance of the Board committees.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth therein.

II. Membership

The Committee shall be composed of at least two members. Each member must satisfy the independence requirements of the Nasdaq Stock Market (“Nasdaq”) and other regulatory requirements applicable to nominating and corporate governance committee members, as they may be in effect from time to time, when and as required by Nasdaq, including any exceptions permitted by these requirements.

The members of the Committee shall serve until their resignation, death, or removal by the Board. The Board shall have the power at any time to change the membership of and fill vacancies in the Committee, consistent with this Charter and subject to the satisfaction of such new member(s) of the membership requirements.

III. Meetings and Procedures

The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in any event, it must meet at least once per year, either in person or telephonically. A majority of the members of the Committee shall constitute a quorum.

The Committee may delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board, but no such delegation shall be permitted if the authority is required by a law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests, subject to the limitations set forth in this Charter or under applicable law or regulations. The Committee also may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

Written minutes of all meetings, including telephone meetings, and copies of all consents in lieu of meeting shall be maintained with the books and records of the Company and furnished to members of the Committee, the Board and the Secretary of the Company.

The Committee shall report to the full Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meeting.

The Committee shall have the authority to obtain advice and assistance from internal and external legal and other advisors. The Company shall provide appropriate funding, as determined by the Committee, to pay for such services and to pay for ordinary administrative expenses of the Committee. In addition, the Committee shall have sole authority to retain and terminate any search firm to assist in the identification of director candidates, including sole authority to approve such consultant's reasonable fees and other retention terms, all at the Company's expense.

IV. Duties and Responsibilities

To implement the Committee's purposes, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

- A. *Monitoring Board Size and Composition; Director Nominations; Stockholder Communications*

The Committee shall consider and recommend to the Board the appropriate size and composition of the Board, taking into account that the Board as a whole should have competency in the following areas: (1) industry knowledge; (2) accounting and finance; (3) business judgment; (4) management; (5) leadership; (6) business strategy; (7)

corporate governance; and (8) risk management. The Committee shall evaluate what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board, taking into account these competencies. This evaluation will take place in the context of the current composition of the Board, the operating requirements of the Company and the interests of the Company and its stockholders.

The Committee shall identify, review and evaluate candidates to serve on the Company's Board including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and recommending to the Board the slate of nominees for directors to be elected by the stockholders at each annual meeting of stockholders and, where applicable, to fill vacancies.

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 Nasdaq, the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

The Committee shall oversee the establishment of the Board's policies, procedures, requirements and criteria for stockholder communications with the Board. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to recommend to the Board appropriate action on any such proposal or recommendation. The Committee shall give the same consideration to candidates for director nominees recommended by Company stockholders as those candidates recommended by others.

B. Oversee Corporate Governance

The Committee shall make recommendations to the Board with respect to corporate governance issues, which issues may include but are not limited to: (1) the structure of Board meetings, including recommendations for the improvement of such meetings; (2) the processes and procedures used by the Company to provide information to the Board and its committees, including the timeliness and adequacy of the information provided, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate; (2) director retirement policies; (3) director and officer insurance policy requirements; (4) policies regarding the number of Boards on which a director may serve; (5) director orientation, continuing education and training; and (6) the roles of the Company's officers and the outside directorships of such officers.

C. Corporate Governance Guidelines

The Committee shall develop a set of corporate governance guidelines to be applicable to the Company, shall review and assess these guidelines and their application at least annually, and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall consider, develop, and recommend to the Board such additional policies and procedures with respect to corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by Nasdaq, the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

D. Board Committees

The Committee shall recommend to the Board the responsibilities and composition of the Board committees.

The Committee shall also evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee, taking into consideration any potential conflicts of interest as well as applicable independence and experience requirements.

E. Committee Self-Assessment; Evaluation of the Board and Board Committees; Director Independence

The Committee shall evaluate the Committee's own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including 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.

The Committee shall also oversee the annual evaluation of the Board, including the Board committees. The evaluation shall include an assessment of the Board's and each committee's contributions as a whole, the Board's effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board's and its committees' contributions can be improved, and the Board's and the committees' compliance with the Corporate Governance Guidelines and their respective charters.

The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq.

The results of these evaluations and assessments shall be provided to the Board for further discussion, as appropriate.

The Committee shall be notified by any director who retires from his or her present employment or who materially changes his or her position and review the continued appropriateness of Board membership under these circumstances.

F. Management Succession

The Committee shall periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's executive officers and, when and as appropriate, make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

G. Charter Review

The Committee shall review and reassess this Charter at least annually and recommend any proposed changes to the Board for its approval.

H. Other Matters

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