



ARNO THERAPEUTICS

CHARTER FOR THE GOVERNANCE/NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted on August 11, 2008)

I. PURPOSE

The Governance/Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Arno Therapeutics, Inc. (the “Company”) shall be responsible for matters relating to the Company’s corporate governance, including selection of candidates for election or appointment to the Board.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors appointed by the Board, a majority of whom shall be independent as such standard is set forth under the federal securities laws, rules and regulations, as amended from time to time, and under the applicable rules of the Nasdaq Stock Market or any exchange on which the Company’s shares are traded. Committee members shall serve until the next annual organizational meeting of the Board, or until their successors are duly elected and qualified. The Chair of the Committee shall be elected by the Board. In the absence of the election of a Chair by the Board, the members of the Committee shall elect a Chair by majority vote of the Committee membership.

III. RESPONSIBILITIES

The responsibilities of the Committee are summarized as, but not limited to, the following:

- Develop, review and revise as appropriate, for adoption by the Board, the codes of ethical conduct and legal compliance by which the Company and its directors, officers, employees and agents will be governed.
- Develop and recommend to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to: policies for evaluation of the Board; the director nomination process, including board membership criteria, minimum qualifications for directors, and stockholder nomination of directors; stockholder-director communications; stockholder communication regarding stockholder proposals; and succession planning for the principal executive officer, the Board chairperson and other Board leaders.

- Annually review the composition of the Board against a matrix of skills and characteristics focused on the governance and business needs and requirements of the Company, and report to the Board regarding suggested changes in Board composition, which will guide the Committee in the selection, recruitment and recommendation of directors.
- Meet as necessary to consider the nomination and screening of Board member candidates, evaluate the performance of the Board and its members, as well as termination of membership of Board members in accordance with corporate policy, for cause or other appropriate reasons
- Oversee organization, membership and evaluation of Board committees and committee members, and make appropriate recommendations to the Board with respect to such matters.

IV. AUTHORITY

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee, to:

- (1) At the expense of the Company, retain counsel (which may be, but need not be, the regular corporate counsel to the Company) and employ one or more recruiting firms to assist in the identification and recruitment of director candidates and other advisors to assist it in connection with its functions;
- (2) Request from the principal executive officer, the principal financial officer, and such other members of the Company's management as the Committee shall deem appropriate, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee; and
- (3) Incur ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

V. MEETINGS AND MINUTES

The Committee shall meet at least once per year, and as many additional times as the Committee deems necessary. A majority of members will constitute a quorum and will be able to conduct the business of the Committee. As necessary or desirable, the Committee may request that members of management and representatives of the Company's independent accountants be present at meetings of the Committee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. COOPERATION OF MANAGEMENT

Management of the Company shall cooperate with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.

VII. DELEGATION

To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities to one or more members of the Committee or a subcommittee comprised of one or more members of the Committee; provided that any such members or subcommittee to which any responsibilities are delegated shall report regularly to the Committee regarding the matters delegated.

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