

CYCLACEL PHARMACEUTICALS, INC.

**COMPENSATION AND ORGANISATION
DEVELOPMENT COMMITTEE CHARTER**

Purpose

The purpose of the Compensation Committee (the “Committee”) established pursuant to this charter is to discharge the responsibilities of the Company’s Board of Directors (the “Board”) with respect to compensation matters for the Company’s executive officers and other employees, reporting annually to the Company’s stockholders on executive compensation matters, administration of the Company’s equity and other compensation plans, and such other actions and matters as the Board may from time to time authorize the Committee to undertake or assume responsibility for.

Membership and Power to Act

The Compensation Committee will be comprised of at least three members of the Board of Directors. Such members will be elected by and serve at the discretion of the Board. Each Committee member will serve on the Committee during his or her respective term as a Board member, subject to earlier removal by a majority vote of the Board. Unless a chair is elected by the Board, the members of the Committee may designate a chair by vote of the Committee.

All members of the Committee shall qualify as “independent directors” for purposes of the listing standards of The Nasdaq Stock Market, as such standards may be changed from time to time. In addition to the general independence standard required for membership on the Committee, the Board must consider all factors specifically relevant to determining whether the director has a relationship to the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to the director and (ii) whether the director is affiliated with the Corporation, any of its subsidiaries or an affiliate of a subsidiary. To the extent that the Board deems practicable and advisable, all members of the Committee shall also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or a subcommittee of the Committee comprised of at least two members who qualify as non-employee directors.

If one or more members of the Committee are absent from a meeting of the Committee or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two members of the Committee. No

member of the Committee shall participate in any discussions or deliberations relating to such person's own compensation or other matters in which such person has a material interest.

Except with respect to matters relating to compensation of the Company's Chief Executive Officer (the "CEO"), with respect to which the Board delegates to the Committee exclusive authority during such period of time that the Committee is impanelled with at least two qualifying members as required above, the Board simultaneously reserves to itself all authority delegated hereunder to the Committee. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it hereunder.

Meetings

The Committee will meet at such times as it deems appropriate to discharge its duties hereunder. The Committee may act by unanimous written consent.

Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion to carry out the intent of the Board in delegating such authority and to fulfil the responsibilities of the Committee hereunder.

1. The Committee shall have the authority and responsibilities to review and approve the Company's strategy, guiding principles, objectives, policies and practices in the areas of compensation, performance evaluation, benefits, management development and human resource planning.
2. The Committee shall have the authority and responsibilities to assist the Board in developing and evaluating potential candidates for executive positions, including the CEO, executive vice presidents and senior vice presidents, and to oversee the development of executive and other senior management succession plans.
3. The Committee has authority to determine the amount and form of compensation paid to the CEO, or to recommend that such amount and form be approved by the Board, and to take such action and direct the company to take such action, or to recommend that the Board take such action, as is necessary and advisable to compensate the CEO in a manner consistent with its determinations. The Committee will review at least annually the CEO's performance, including in light of goals and objectives established for such performance, and in light of such review determine his or her compensation, or recommend that such compensation be approved by the Board. The CEO may not be present during any deliberations or voting with respect to the CEO's compensation.
4. The Company has authority to determine the amount and form of compensation paid to the Company's executive officers, officers, employees, consultants and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general

compensation policies and practices and to administer plans and arrangements established pursuant to such policies and practices. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. It is expected that the Committee will delegate its authority on these matters with regard to non-officer employees and consultants of the Company to officers and other appropriate Company supervisory personnel.

5. The Committee has authority to administer the Company's equity compensation plans, including without limitation, to approve the adoption of such plans, to reserve shares of Common Stock for issuance thereunder, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.
6. The Committee has authority to select, engage, compensate and terminate compensation consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes. Before selecting any such consultants, legal counsel, or other advisors, the Committee shall consider the independence factors required by Nasdaq Rule 5605(d)(3).
7. Except with respect to the responsibilities set forth in paragraph 3 above, the Committee may delegate its authority granted under this charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more officers of the Company the authority to grant stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.
8. The Committee will prepare an annual report to the Company's stockholders on executive compensation that will be included in the Company's proxy statement of the Securities and Exchange Commission.
9. The Committee will make regular reports to the Board.
10. The Committee will review this Charter annually, or more frequently if necessary and make recommendations to the Board as regards any proposed changes to the Charter.

11. The Committee will review its own performance on an annual basis and report on its conclusions in this regard to the Board.
12. The Committee has the authority to perform such other activities and functions as are required by law, applicable Nasdaq (or stock exchange) rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

Reports

The Committee will record its actions and determinations in written form. These records will be incorporated as a part of the minutes and actions of the Board.