

## **MYREXIS, INC.**

### **Policy on Security Holder Recommendation of Candidates for Election as Directors**

1. It is the policy of Myrexix, Inc. (the “Company”) that the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) consider recommendations for the nomination of directors submitted by holders of the Company’s shares entitled to vote generally in the election of directors.
2. In order for the recommendation of a security holder to be considered under this Policy, the recommending shareholder or group of shareholders must have held at least five percent (5%) of the Company's voting common stock for at least one year as of the date the recommendation was made.
3. For each annual meeting of shareholders, the Committee will accept for consideration only one recommendation from any shareholder or affiliated group of shareholders. An affiliated group of shareholders means shareholders constituting a group under SEC Regulation 13D.
4. The Committee will also consider the extent to which the shareholder making the nominating recommendation intends to maintain its ownership interest in the Company.
5. The Committee will only consider recommendations of nominees who satisfy the minimum qualifications prescribed by the Committee for board candidates, including that a director must represent the interests of all shareholders and not serve for the purpose of favoring or advancing the interests of any particular shareholder group or other constituency.
6. Only those recommendations whose submission complies with the procedural requirements adopted by the Committee will be considered by the Committee.
7. All recommendations submitted by shareholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.
8. The Committee will select candidates for nomination for the Board according to the qualification criteria established by the Committee. The Committee is under no obligation to recommend a candidate for nomination.
9. This Policy may be revised or revoked by the Board at any time.