

**INCYTE CORPORATION
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board is to assist the Board in (1) identifying qualified individuals to become Board members, (2) determining the composition of the Board and its committees, and (3) monitoring a process to assess Board effectiveness.

Membership and Procedures

Membership and Appointment. The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board. Members of the Committee shall be appointed and replaced from time to time by the Board.

Independence. The members of the Committee shall meet the independence requirements of the applicable provisions of the federal securities laws and the rules and regulations promulgated thereunder and the applicable rules of The Nasdaq Stock Market.

Authority to Retain Advisors. In the course of its duties, the Committee shall have the sole authority, at the Corporation's expense, to retain and terminate any search firm or other advisor as the Committee may deem appropriate, including the sole authority to approve any such advisor's fees and other retention terms.

Evaluation. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

Duties and Responsibilities

The Committee shall:

1. recommend nominees to the full Board of Directors with respect to filling vacancies on the Board of Directors;
2. determine the composition of committees of the Board of Directors, after consultation with the Chief Executive Officer and with consideration of the desires of individual Board members;
3. evaluate and make recommendations regarding the composition and size of the Board of Directors;

4. review and make recommendations to the Board of Directors with respect to candidates for director proposed by stockholders of the Corporation;
5. review on an annual basis the functioning and effectiveness of the Board of Directors and its committees;
6. develop and recommend to the Board for adoption a code of conduct applicable to members of the Board, officers and employees of the Company;
7. review and make recommendations to the Board regarding the charters of other committees; and
8. review periodically with the Chairman of the Board and the Chief Executive Officer the succession plan relating to the Chief Executive Officer, and make recommendations to the Board with respect to such plan.