

## **INTRA-CELLULAR THERAPIES, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

#### **I. PURPOSE**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Intra-Cellular Therapies, Inc. the (“Corporation”) to: (1) assist the Board by identifying qualified candidates to serve as directors, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) lead the Board in its annual review of the Board’s performance; (3) recommend to the Board director nominees for each Board committee; and (4) develop and recommend to the Board corporate governance guidelines and a Corporate Code of Conduct and Ethics and Whistleblower Policy applicable to the Corporation and any modifications thereto as the Committee may determine necessary or appropriate.

#### **II. MEMBERSHIP AND PROCEDURES**

##### **A. Membership and Appointment**

To assist in carrying out its duties, the Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates to serve as a director, including sole authority to approve the search firm’s fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

All members of the Committee shall qualify as “independent directors” for purposes of the listing standards of The Nasdaq Stock Market LLC, as such standards may be changed from time to time.

##### **B. Removal**

The entire Committee or any individual Committee member may be removed with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon delivery of oral or written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

##### **C. Chairperson**

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least two times per year, or more frequently as circumstances dictate. All Committee members are expected to attend each meeting, in person or via tele- or video-conference.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

E. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F. Authority to Retain Advisors

In the course of its duties, the Committee shall have the authority, at the Corporation’s expense and without needing to seek approval for the retention of such advisors or consultants from the Board, to retain and terminate consultants (including search firms to be used to identify candidates to serve as directors), legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisors’ fees and other retention terms.

### **III. DUTIES AND RESPONSIBILITIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. Evaluate the current composition, organization and governance of the Board and its committees, and make recommendations for changes thereto to the Board for approval.
2. Annually review for each director and nominee, the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director for the Corporation, as well as how the directors' skills and backgrounds enable them to function well together as a Board.
3. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the *Nominating and Governance Committee Policy Regarding Qualifications of Directors* attached as Appendix A hereto. Each nominee will be considered both on his or her individual merits and in relation to existing or other potential members of the Board, with a view to establishing a well-rounded, diverse, knowledgeable, and experienced Board.
4. Administer the annual Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
5. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the slate of directors for election to the Board.
6. Consider bona fide candidates recommended by stockholders for nomination for election to the Board in accordance with the policies set forth in *Policy on Stockholder Recommendation of Candidates for Election as Directors* attached hereto as Appendix B.
7. As necessary in the Committee's judgment from time to time, retain and compensate third party search firms to assist in identifying or evaluating potential nominees to the Board.
8. Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.

9. Oversee the process of succession planning for the Chief Executive Officer and, as warranted, other senior officers of the Corporation.
10. Develop, adopt and oversee the implementation of a Corporate Code of Conduct and Ethics and Whistleblower Policy for all directors, executive officers and employees of the Corporation.
11. Review and maintain oversight of matters relating to the independence of Board and committee members, keeping in mind the independence standards of the Sarbanes-Oxley Act of 2002 and the rules of The Nasdaq Stock Market LLC.
12. If deemed advisable, develop and monitor compliance with a set of corporate governance principles for the Corporation, and periodically recommend any proposed changes to the Board for approval.
13. Oversee and assess the effectiveness of the relationship between the Board and the management of the Corporation.
14. Form and delegate authority to subcommittees when appropriate, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee.
15. Make regular reports to the Board concerning its activities.
16. Annually review and reassess the adequacy of this Charter and the appendices hereto and recommend any proposed changes to the Board for approval.
17. Annually evaluate its own performance.
18. Maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.
19. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.

## APPENDIX A

### **Nominating and Governance Committee Policy Regarding Qualifications of Directors**

The Nominating and Governance Committee (the “Committee”) of Intra-Cellular Therapies, Inc. (the “Corporation”) believes that members of the Corporation’s Board of Directors (the Board”) must possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to stockholders, provide effective oversight of the management of the Corporation and monitor the Corporation’s adherence to principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Corporation should possess at least the minimum qualifications described in this Policy. These are only threshold criteria, however, and the Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate’s credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. This Policy may be modified by the Committee from time to time.

1. Integrity and Ethical Values. Candidates should possess the highest personal and professional standards of integrity and ethical values.
2. Commitment. Candidates must be committed to promoting and enhancing the long term value of the Corporation for its stockholders.
3. Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Corporation and its stockholders.
4. Fair and Equal Representation. Candidates must be able to represent fairly and equally all stockholders of the Corporation without favoring or advancing any particular stockholder or other constituency of the Corporation.
5. Achievement. Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise.
6. Oversight. Candidates are expected to have sound judgment, derived from management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.
7. Diversity. The Committee will consider issues of diversity among its members in identifying and considering nominees for director, and will strive where

appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and country of citizenship on the Board and its committees.

8. Business Understanding. Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Corporation. These include:
  - contemporary governance concerns;
  - regulatory obligations of a public issuer;
  - strategic business planning;
  - competition in a global economy; and
  - basic concepts of corporate accounting and finance.
9. Available Time. Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Corporation's Board and any committees on which they serve, as well as the Corporation's annual meeting of stockholders.
10. Board Policies. The candidate's election must not conflict with any applicable Board policies.
11. Limited Exceptions. Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Corporation and its stockholders.
12. Additional Qualifications. In approving candidates to be recommended for election as director, the Committee will also assure that:
  - at least a majority of the directors serving at any time on the Board are independent, as defined under the rules of The Nasdaq Stock Market LLC;
  - at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of The Nasdaq Stock Market LLC;
  - at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission; and
  - the independent directors should have general familiarity with an industry or industries in which the Corporation conducts a substantial portion of its business or in related industries.

## **APPENDIX B**

### **Policy on Stockholder Recommendation of Candidates for Election as Directors**

1. It is the policy of Intra-Cellular Therapies, Inc. (the “Corporation”) 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 Corporation’s shares entitled to vote generally in the election of directors.
2. The Committee will review and evaluate qualifications of any stockholder proposed director nominees, and conduct any inquiries it deems appropriate.
3. The Committee will only consider recommendations of director nominees who represent the interests of all stockholders and not serve for the purpose of favoring or advancing the interests of any particular stockholder group or other constituency. The Committee will also consider the extent to which the stockholder making the nominating recommendation intends to maintain its ownership interest in the Corporation.
4. All recommendations submitted by stockholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.
5. The Committee will select candidates to be recommended for nomination to the Board according to the above requirements and the qualification criteria set forth in Appendix A to the Corporation’s Nominating and Governance Committee Charter. The Committee is under no obligation to recommend a candidate for nomination.
6. This Policy may be revised or revoked by the Board or the Committee at any time.