

ARRAY BIOPHARMA INC.

Procedures For Consideration of Stockholder Nominations

Array BioPharma will consider nominating directors to the Board of Directors who are recommended by stockholders pursuant to the procedures set forth below.

The Corporate Governance Committee must receive proposals for stockholder nominations on or before the deadline for the submission of stockholder proposals for such annual meeting set forth in the bylaws of the Company and required by the rules of the Securities and Exchange Commission.

Stockholder proposals must include:

- information regarding the stockholder making the proposal, including name, address and number of shares of Array BioPharma stock beneficially owned by such stockholder;
- a representation that the stockholder or the stockholder's nominee is entitled to vote at the meeting at which directors will be elected, and that the stockholder or the stockholder's designee intends to cast its vote for the election of the director, if nominated;
- the name and address of the person being nominated and such other information regarding each nominated person that would be required in a proxy statement filed pursuant to the Security and Exchange Commission's proxy rules, including, but not limited to:
 - a copy of the nominee's current resumé
 - biographical information concerning the nominee for the last five years, including directorships and positions held with other companies
 - the nominee's date of birth
 - a list of references
 - a description of any relationship, arrangement or understanding between the stockholder making the proposal and the nominee and any other person (including names), pursuant to which the nomination is being made
 - a description of any direct or indirect relationship, arrangement or understanding between the stockholder making the proposal or the nominee and Array BioPharma
 - the consent of each nominee to being named in the proxy statement and to serve as a director if elected

Following verification of this information, the Corporate Governance Committee will make an initial analysis of the qualifications of the candidate pursuant to Array's general criteria for director nominations. The Corporate Governance Committee will evaluate all candidates to the Board in the same manner regardless of the source of the nomination.

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Board Membership Criteria

The Corporate Governance Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members and will periodically review and update the criteria as necessary. Each Director and Director candidate will be required to undergo at least one comprehensive background check prior to recommendation for nomination for election or reelection as a Director.

Candidates nominated for election or reelection to the Board of Directors should possess the following qualifications:

- Personal characteristics:
 - highest personal and professional ethics, integrity and values;
 - an inquiring and independent mind, with a respect for the views of others;
 - ability to work well with others;
 - practical wisdom and mature judgment.
- Broad, policy-making experience in business, government, academia or science to understand business problems and evaluate and formulate solutions.
- Expertise that is useful to the Company and complementary to the background and experience of other Board members.
- Willingness to devote the time necessary to carrying out the duties and responsibilities of Board membership and to be an active, objective and constructive participant at meetings of the Board and its Committees.
- Commitment to serve on the Board over a period of several years to develop knowledge about the Company's principal operations.
- Willingness to represent the best interests of all stockholders and objectively appraise management performance.
