

GENTA INCORPORATED
A Delaware corporation (the “Company”)

Corporate Governance Guidelines
Adopted April 16, 2003

1. Composition of the Board and Board Membership Criteria

The Nominating and Corporate Governance Committee shall establish criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines, and shall recommend individuals for membership on the Company’s Board of Directors. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates’ qualifications for membership on the Board (including a determination as to the independence of the candidate under the rules of the Nasdaq Stock Market, Inc.) based on the criteria established by the Nominating and Corporate Governance Committee;
- in evaluating current directors for re-nomination to the Board, assess the performance of such director; and
- periodically review the composition of the Board in light of the current challenges and needs of the Board, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

2. Director Qualifications

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of the Nasdaq Stock Market, Inc. The Board shall make an affirmative determination at least annually as to the independence of each director.

Term Limits

It is the policy of the Board to avoid term limits, which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time.

Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for directors which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

Simultaneous Service on Other Public Company Boards

It is the policy of the Board that every director must notify the Board/Nominating and Corporate Governance Committee prior to accepting any invitation to serve on another corporate or not-for-profit/tax-exempt board or with a government or advisory group. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

Changes in Primary Employment

It is the policy of the Board that every director, including the CEO and any other inside directors, must notify the Nominating and Corporate Governance Committee of his or her retirement, any change in employer and any other significant change in professional roles and responsibilities. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company or a subsidiary, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the Nominating and Corporate Governance Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion, and shall not vote on the matter.

3. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling these roles, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve, and to prepare themselves for these meetings.

Any written materials which would assist directors in preparing for a Board or committee meeting should be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board also periodically reviews the Company's long-term strategy.

4. Board Agenda

The Chairman of the Board and/or the CEO shall determine the frequency and length of Board meetings, and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

5. Lead Director

An independent director shall be designated by the independent members of the Board as the Lead Director. The Lead Director shall assume the responsibility of ensuring that the Board is acting in conformity with good corporate governance practices and in the long term best interests of the Company. The Lead Director shall assume additional responsibilities, including the following:

- Advising the Chairman as to appropriate scheduling for Board meetings and with respect to the agendas of Board and committee meetings;
- Advising the Chairman with respect to the quality, quantity and timeliness of information provided from Company management to the Board;
- Developing agendas for and presiding over executive sessions of the Board's non-management directors; and
- Assisting the Board and the Nominating and Corporate Governance Committee in monitoring and implementing these Corporate Governance Guidelines.

6. Meetings of Non-Management Directors

The Company's non-management directors shall regularly schedule executive sessions in which management does not participate. The Lead Director shall preside at these meetings.

7. Board Size

The Board presently has 8 members. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate an outstanding candidate or candidates, or reducing its size if the Board determines that a smaller Board would be more appropriate. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

8. Chairman of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO.

9. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Only independent directors meeting the independence and, as the case may be, experience requirements of Nasdaq Stock Market, Inc. may serve on these three committees. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee, except for the Nominating and Corporate Governance Committee, which is directly appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

In making its recommendations for committee appointments, the Nominating and Corporate Governance Committee shall:

- review candidates' qualifications for membership on the committee (including a determination as to the independence of the candidate) based on the criteria established by the Nominating and Corporate Governance Committee;
- in evaluating current directors for re-appointment to a committee, assess the performance of such director and of such committee; and
- periodically review the composition of the committee in light of the current challenges and needs of the committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

While the rotation of committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

Each of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for a periodic annual evaluation of each committee's performance.

10. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director in appropriate circumstances with notification of the CEO by the Director.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed. The Board also encourages senior management to include in Board meetings individuals that the senior management believes may become prospective leaders of the Company.

The Board and each of its committees are authorized to hire independent legal, financial or other advisors, as they may consider necessary, without conferring with or obtaining the approval of management.

11. Director Compensation

The Compensation Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for the Company's directors.

12. Charitable and Political Contributions

Proposed charitable and political contributions or pledges of charitable and political contributions, by the Company within any given fiscal year in an aggregate amount of \$25,000 or more, to an entity for which a director or a member of his or her immediate family serves as a director, officer, employee or member of such entity's fund-raising organization or committee, shall be subject to prior review and approval by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall be provided on an annual basis with a report from management of the aforementioned contributions or pledges.

13. Director Orientation and Continuing Education

All new members of the Board and new members of committees are encouraged to participate in an orientation program for directors. All directors will be offered the opportunity and are encouraged to participate in continuing education programs in order to stay current and knowledgeable about the business of the Company and their obligations as directors.

Such orientation and continuing education programs shall be overseen by the Nominating and Corporate Governance Committee of the Board.

14. Management Evaluation and Management Succession

The Compensation Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Board shall review the Compensation Committee's report in order to ensure that management's performance is

satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Compensation Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. The CEO shall provide a periodic report to the Compensation Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals. The CEO shall also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

15. Board Performance

The Board, led by the Nominating and Corporate Governance Committee, shall establish and conduct a periodic self-evaluation to determine whether the Board, its committees and its directors are functioning effectively.

It is also the policy of the Board to have the Nominating and Corporate Governance Committee assess the performance of directors standing for re-election at the next shareholders' meeting, and report to the full Board its conclusions and recommendations for nominations to the Board.