

MEDICINOVA, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of MediciNova, Inc. (the “**Company**”) is to assist the Board in meeting its responsibilities with regard to oversight and determination of executive compensation and to review and make recommendations to the Board with respect to major compensation plans, policies and programs of the Company.

Membership and Procedures

Membership and Appointment. The Committee shall consist of not fewer than two members of the Board, with the exact number being determined by the Board. Members of the Committee shall be appointed from time to time by the Board.

Independence. Each member shall meet the independence and outside director requirements of applicable tax and securities laws and regulations and the applicable rules of The Nasdaq Stock Market. In addition, all Committee members shall qualify as “non-employee directors” within the meaning of SEC Rule 16b-3, and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Authority to Retain Advisors. In the course of its duties, the Committee shall have the sole authority, at the Company’s expense, to retain and terminate compensation consultants, legal counsel and other advisor, and receive advice therefrom, as the Committee may deem appropriate, including the sole authority to approve any such advisor’s fees and other retention terms, only after considering the factors set forth in Rule 10C-1(b)(4) of the Securities Exchange Act of 1934, as amended, as well as any other factors identified by applicable listing standards.

Evaluation. The Committee shall annually review and reassess the adequacy of this Charter and make any changes it deems necessary or appropriate.

Duties and Responsibilities

The following shall be the common recurring duties of the Committee in carrying out its oversight functions. The 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, regulation or listing standard.

The Committee shall:

1. Review and recommend to the Board corporate goals and objectives relevant to the compensation of the Company’s executive officers.

2. Evaluate at least annually the performance of the Chief Executive Officer (the “**CEO**”), and executive officers of the Company (the “**Officers**”), in light of the corporate goals and objectives, and, based on that evaluation, recommend to the Board the compensation levels for the CEO and other Officers, including, as applicable, (i) base salary, (ii) bonus, (iii) long-term incentive and equity compensation, and (iv) any other compensation, perquisites, and special or supplemental benefits. The CEO may be present at any Committee meeting regarding the compensation of any officer other than himself or herself, but may not vote at any such meeting.
3. In consultation with the CEO, review and make recommendations to the Board regarding guidelines for the review of the performance and the establishment of compensation policies for all other employees of the Company and for the delegation to the Officers the determination of compensation for all employees of the Company who are not Officers. The Committee shall review and recommend to the Board (1) any salary increases/adjustments greater than 10%, (2) any promotion or hiring into any position at the level of Vice President or above, (3) the compensation, including salary, bonus and equity awards, of any individual promoted or hired for any position at the level of Vice President or above and (4) the granting to any employee of benefits or other perquisites not generally available to all employees.
4. Review and recommend to the Board the terms and conditions of employment of the CEO and the Officers, by contract or otherwise.
5. Review and recommend to the Board the provisions of any contracts for the CEO and the Officers that will govern the situation in which severance payments will be due upon change in control situations.
6. Review and recommend to the Board the fees and other compensation to be paid to members of the Board for their service as directors and as members of committees of the Board.
7. Review and recommend to the Board the stock and other equity-based compensation plans of the Company in accordance with the terms of such plans.
8. Oversee the administration of the Company’s other employee benefit plans.
9. Maintain sole discretionary authority to interpret provisions of the Company’s executive compensation plans.
10. Review and recommend to the Board all rules necessary or appropriate for implementing and conducting the Company’s executive compensation plans.
11. Grant stock options, restricted stock units and other discretionary awards under the company’s equity incentive plans, and otherwise exercise the authority of the Board with respect to the administration of the company’s stock-based and other incentive compensation plans, or to the extent permitted by the equity incentive plan, make recommendations to the Board with respect to the grant of such equity awards. The Committee may delegate to the CEO the authority to carry out all of the powers of the Committee to grant options and issue awards under the Company’s stock plans to

employees or consultants of the Company or any subsidiary thereof who are not members of the Board, the CEO or the Officers; provided, that no such grant or award shall exceed the maximum number of shares that may be awarded to individuals and/or in the aggregate in any fiscal quarter or year as the Committee shall direct from time to time, and all grants or awards shall be at an exercise or grant price per share at least equal to fair market value on the date of such grant or award. To the extent the CEO is delegated authority, the CEO shall regularly report to the Committee the grants so made, and any such grants, consistent with the policies established by the Committee, shall be ratified by the full Board at its next meeting.

12. Review and recommend to the Board the Company's incentive compensation and other equity-based plans and practices.
13. Review and recommend to the Board equity compensation plans and the grant of equity awards not subject to stockholder approval under applicable listing standards.
14. Prepare the Compensation Committee report on executive compensation as required by rules of the U.S. Securities and Exchange Commission (the .SEC.) for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
15. Perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.