

## **Nasdaq Corporate Governance Exemptions**

On April 12, 2004, Cardiome informed the NASDAQ Stock Market (“NASDAQ”) that, as permitted by Rule 4350(a)(1) of the NASDAQ Marketplace Rules (now NASDAQ Listing Rule 5615(a)(3)), it intended to follow Canadian practice with respect to quorum requirements in lieu of those required by Rule 4350(f) of the NASDAQ Marketplace Rules (now NASDAQ Listing Rule 5620(c)), which provides that a quorum for a shareholder meeting of a NASDAQ-listed company must be at least 33-1/3% of the outstanding common shares of the company. Cardiome’s by-laws provide that the minimum quorum for a meeting of shareholders of Common Shares is two or more shareholders representing at least 20% of the shares entitled to vote at the meeting. Cardiome’s quorum requirements are not prohibited by the requirements of the Business Corporations Act (Canada) and Cardiome intends to continue to comply with the requirements of the Business Corporations Act (Canada). The rules of the Toronto Stock Exchange, upon which the Common Shares are also listed, do not contain specific quorum requirements.

On June 8, 2011, Cardiome informed NASDAQ that, as permitted by NASDAQ Listing Rule 5615(a)(3), it intended to follow Canadian practice with respect the composition of its Nomination Committee in lieu of the requirement under NASDAQ Listing Rule 5605(e), which provides that all members of the Nomination Committee must be “independent directors”, as defined by NASDAQ Listing Rule 5605(a)(2). Mr. Robert W. Reider, a member of the Nomination Committee, is not an independent director under NASDAQ Listing Rule 5605(a)(2) because he was the Executive Chairman of Cardiome until September 2010. Pursuant to the mandate of Cardiome’s Nomination Committee, the Nomination Committee must be comprised of three directors, a majority of which must be independent (the “Nomination Committee Composition Requirement”). The Nomination Committee Composition Requirement is not prohibited by Canadian law.