

**NEPHROS, INC.**  
**PROCEDURES FOR SECURITY HOLDER**  
**SUBMISSION OF NOMINATING RECOMMENDATIONS**

1. **Security Holders Entitled to Make Submissions.** The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nephros, Inc. (the “Company”) will consider submissions from shareholders of recommendations of candidates for director. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. **Manner and Address for Submission.** All shareholder nominating recommendations should be in writing, addressed to “the Nominating and Corporate Governance Committee” c/o the Company’s Chief Financial Officer at the Company’s principal headquarters, 41 Grand Avenue, River Edge, NJ 07661. Submissions should be made by mail, courier or personal delivery.
3. **Information Concerning the Recommending Shareholders and Proposed Nominee.** A nominating recommendation should be accompanied by the following information concerning each recommending shareholder:
  1. The name and address, including telephone number, of the recommending shareholder;
  2. The number and class of the Company’s shares owned (beneficially or of record) by the recommending shareholder and the time period for which such shares have been held;
  3. A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Company’s next annual meeting of shareholders;
  4. Sufficient information about the proposed nominee for the Committee to make an informed decision regarding the qualifications of the proposed nominee;
  5. Any relationship between the proposed nominee and the recommending shareholder; and
  6. Other information as the Committee may reasonably request.
4. **Consent to be interviewed by the Committee and, if nominated and elected, to serve.** The nominating recommendation must be accompanied by the consent of the proposed nominee to be interviewed by the Committee, if the Committee chooses to do so in its discretion (and the recommending shareholder must furnish the nominee’s contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.
5. **Timing for Submission.** A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders should try to ensure that it is received by the Company, as provided herein, not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of shareholders.