

NIVALIS THERAPEUTICS, INC.

Procedures for Stockholder Communications with Members of the Board of Directors

Stockholders and other interested parties may communicate with members of the Board of Directors, as a group or any individual members, by writing to them at the following address:

Board of Directors
Nivalis Therapeutics, Inc.
3122 Sterling Circle, Suite 200
Boulder, CO 80301

or by e-mail at [BoardofDirectors@nivalis.com]

Nivalis' Chief Financial Officer will receive all communications addressed to the Board of Directors and, after copying them for the company's files, will forward each communication (by U.S. mail or other reasonable means determined by the Chief Financial Officer) to the appropriate director or directors and to the director or directors to whom the communication is addressed.

The Chief Financial Officer is not required to forward any communication he determines in good faith to be frivolous, hostile, threatening, illegal or similarly unsuitable or to be unrelated to the duties and responsibilities of the Board. The Chief Financial Officer will retain copies of such communications in the company's files and make them available to any member of the Board of Directors at their request.

Any communication subject to this policy that is addressed to the Chairman of the Audit Committee, the non-management members of the Board of Directors as a group or the independent members of the Board of Directors as a group will be shared with management only upon the instruction of the Chairman of the Audit Committee. All other communications will be shared with management at the time they are forwarded to the Board of Directors.
