

CYPRESS BIOSCIENCE, INC.

**PROCESS FOR
STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS
Adopted by the Board of Directors on December 6, 2005**

Stockholders of Cypress Bioscience, Inc. (the “*Company*”) wishing to communicate with the Company’s Board of Directors (the “*Board*”) or an individual director may send a written communication to the Board or such director c/o Cypress Bioscience, Inc., 4350 Executive Drive, Suite 350, San Diego, California 92121, Attn: Secretary. Each communication must set forth:

- the name and address of the stockholder on whose behalf the communication is sent; and
- the number of shares that are owned beneficially by such stockholder as of the date of the communication.

Each communication will be reviewed by the Company’s Secretary to determine whether it is appropriate for presentation to the Board or such director. Examples of inappropriate communications include advertisements, solicitations or hostile communications.

Communications determined by the Secretary to be appropriate for presentation to the Board or such director will be submitted to the Board or such director on a periodic basis.