

VERSARTIS, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Versartis, Inc. (the “*Company*”) shall be to (i) identify, evaluate and recommend to the Board candidates for appointment to the Board or to serve as nominees for director election at annual meetings of stockholders, (ii) identify, evaluate and recommend to the Board candidates for appointment to committees of the Board, (iii) periodically evaluate the performance of the Board; and (iv) develop and review the Company’s corporate governance policies.

COMPOSITION

The Committee shall consist of at least two members of the Board. The members of the Committee shall satisfy any independence requirements, each as determined by the Board, imposed by applicable law and listing requirements of any stock exchange on which any of the Company’s capital stock is listed, giving effect to any exceptions permitted by such law or requirements. The members of the Committee and the Chair of the Committee shall be appointed by and serve at the discretion of the Board or until their earlier death or resignation. Vacancies occurring on the Committee shall be filled by the Board.

MEETINGS AND MINUTES

The Committee shall hold such meetings as its members shall deem appropriate. Minutes of each meeting of the Committee shall be prepared after each meeting. The Chair of the Committee shall report to the Board as he or she deems appropriate, or whenever so requested by the Board.

AUTHORITY

The Committee shall have access to and have the opportunity to communicate with Board and Board committee members, Company personnel and advisors to the Company as the Committee deems appropriate. The Committee shall have the authority to retain and determine compensation for, at the Company’s expense, advisors or consultants as it deems appropriate in the performance of its duties. In addition, the Committee shall have sole authority to retain and terminate any executive search firm to assist in the identification and evaluation of any potential candidate for Board membership, including sole authority to approve such firm’s reasonable fees and other retention terms, all at the Company’s expense. The Committee shall also have authority to pay, at the Company’s expense, ordinary administrative expenses, including expenditures for external resources that, as determined by the Committee, are appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as appropriate to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any Company personnel or advisors to the Company, the Board and Board committees attend any meeting of the Committee or meet with any member of the Committee or any of its advisors as the Committee deems appropriate.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee may form and delegate

authority to subcommittees as the Committee deems appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and any action by the Committee on any matter so delegated shall not limit or restrict any future action by such subcommittee, unless otherwise determined by the Committee. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

RESPONSIBILITIES

The Committee shall have the following responsibilities, which the Committee may supplement or, except as otherwise required by applicable law or the listing requirements of any stock exchange on which any of the Company's capital stock may be listed, deviate from:

1. *Nomination of Directors.* To identify, evaluate and recommend to the Board candidates to serve on the Board consistent with any criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for making recommendations to the Board regarding the nomination of incumbent members of the Board for re-election to the Board. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders with regard thereto and to establish any policies, requirements, criteria and procedures with regard thereto, including policies and procedures regarding stockholder communications with the Board, and to recommend to the Board appropriate action on any such proposal or recommendation.

2. *Nomination of Committee Members.* To identify, evaluate and recommend to the Board candidates to serve on the committees of the Board consistent with any criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements.

3. *Assessment of Board.* To assess the performance of the Board, as may be directed by the Board, periodically (and at least as frequently as may be required by law or the listing requirements of any stock exchange on which any of the Company's capital stock may be listed).

4. *Development and Review of Corporate Governance Policies.* To develop, recommend to the Board and review as the Committee deems appropriate a set of corporate governance principles applicable to the Company and periodically review these principles, the Company's Code of Business Conduct and Ethics and other governance policies of the Company and make recommendations to the Board with regard thereto as the Committee deems appropriate.

5. *Investigations.* To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is appropriate.

6. *Periodic Charter Review.* To review and assess the adequacy of this charter periodically (and at least as frequently as may be required by law or the listing requirements of any stock exchange on which any of the Company's capital stock may be listed) and recommend any proposed changes to the Board for approval.

7. *Periodic Committee Evaluation.* To conduct an evaluation of the performance of the Committee periodically (and at least as frequently as may be required by law or the listing requirements of any stock exchange on which any of the Company's capital stock may be listed).