

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF TOBIRA THERAPEUTICS, INC.**

Effective as of July 2015

**ARTICLE I
PURPOSE**

The purpose of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tobira Therapeutics, Inc. (the “*Company*”) is to ensure that the Board is properly constituted to meet its fiduciary obligations and to assist the Board with respect to corporate governance matters, including:

- identifying, considering and nominating candidates for membership on the Board;
- recommending corporate governance guidelines and policies on certain topics for the Company;
- overseeing the evaluation of the Board, including an annual evaluation of the Committee;
- advising the Board on other corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees; and
- advising the Board on matters that that may involve members of the Board or corporate officers and may involve a conflict of interest or taking of corporate opportunity.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

**ARTICLE II
MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. All members of the Committee will be appointed by and may be removed by the Board, in its sole discretion. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of The NASDAQ Global Market, as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by the Exchange Rules;
- not have a relationship to the Company which is material to that member’s ability to be independent from the management of the Company in connection with that member’s duties as a member of the Committee; and

- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

ARTICLE III RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Article I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Nominating Duties

1. Develop and recommend policies regarding the director nomination processes, including:
 - whether the Committee will consider any director candidates recommended by stockholders, and any procedures to be followed by stockholders in submitting such recommendations;
 - any specific minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and
 - the Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a stockholder.
2. Determine the desired qualifications, expertise and characteristics of Board members, with the goal of developing a diverse, experienced and highly qualified Board. On an ongoing basis, the Committee will consider Board composition factors, including issues of character, judgment, diversity (including diversity in terms of gender, race and ethnicity), independence, expertise, corporate experience, length of service, other commitments and the like.
3. Identify and recruit qualified candidates for Board membership to fill new or vacant positions on the Board.
4. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board, including annual review of the independence of the non-employee

directors and members of the Committee and the Audit Committee, Compensation Committee and any other independent committees of the Board.

5. Consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.

6. Recommend to the Board for selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board or stockholders to fill interim director vacancies.

7. Consider the desirability of procedures for the retirement or replacement of Board members, and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

8. Review and discuss the narrative disclosure regarding the director nomination process, including any minimum qualifications and diversity consideration implemented by the Committee or the Board and the experience, qualifications, attributes and skills that qualify each of the nominees and continuing Board members to serve as members of the Board to be included in any Securities and Exchange Commission (the "**Commission**") filing, including in response to the requirements of Regulation S-K (or any successor regulation).

Corporate Governance Duties

9. Consider questions of possible conflicts of interest of Board members and of corporate officers. Review actual and potential conflicts of interest (including potential taking of "corporate opportunity" by insiders) of Board members and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest or taking of corporate opportunity.

10. Review and assess the adequacy of this Charter and the corporate governance guidelines at least annually, and recommend revisions for approval by the Board.

11. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

12. Oversee the management of risks associated with director independence, conflicts of interest, composition and organization of our Board, and director succession planning.

13. Consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

14. Review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing in response to the requirements of Regulation S-K (or any successor regulation), and based on such review and discussion recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document.

15. Consider the desirability of establishing formal procedures for stockholder communications with members of the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

16. Review and assess the desirability of a formal policy regarding director attendance at annual and special meetings of stockholders, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

17. Consider the implementation of a continuing education program for all directors, and oversee and implement any such program that is implemented.

18. Consider and develop a process for evaluation of the performance of the Board on an annual basis. Oversee the evaluation of the Board and report to the Board on such evaluation on an annual basis.

19. Evaluate the Committee's composition and performance on an annual basis and submit a report to the Board.

20. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the "*Commission Rules*"), and the Exchange Rules.

ARTICLE IV STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority, at the Company's expense, to retain and terminate any search firm to be used to assist it in identifying director candidates, as well as legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firm, legal and other consultants, accountants, experts and advisers retained by the Committee; and

- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

ARTICLE V MEETINGS AND ACTIONS

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times, places and agenda of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company’s Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephone or video conference. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company’s Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may meet in executive session at its discretion and may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Company will provide the Committee such staff support as it may require.

ARTICLE VI MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee’s responsibilities and the Committee’s deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

ARTICLE VII DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company’s Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

**ARTICLE VIII
COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

**ARTICLE IX
PUBLICATION**

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.

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The Board has formed the Committee to assist the Board in directing the Company's affairs and this Charter has been adopted in furtherance of this purpose. While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.