



Nominating and Governance Committee Charter

Organization

The Nominating and Governance Committee (the "Committee") of the Board of Directors of Cempra, Inc. (the "Company") is established pursuant to Article IV, Section 4.1 of the Bylaws of the Company. The Board of Directors will appoint committee members annually for a term of one year. The Board of Directors may remove or replace any Committee member at any time. The Board of Directors will also appoint a chairperson for the Committee. The Committee will consist of not less than three directors. All Committee members shall meet the independence requirements of the listing standards of the Company's principal stock exchange (subject to any applicable exceptions permitted under such listing standards) and any other applicable laws, rules and regulations governing independence.

Purpose

The purpose of the Committee is to assist the Board in promoting the best interests of the Company and its stockholders through the implementation of sound corporate governance principles and practices.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Nominations and Governance

- Develop and recommend to the Board minimum qualifications for director nominees.
- Identify and evaluate potential candidates for all directorships to be filled by the Board of Directors or by the stockholders, in such manner as the Committee deems appropriate. In evaluating potential director nominees, the Committee shall take into account all factors it considers relevant and appropriate.
- Recommend to the Board a slate of nominees for election as directors at the Company's annual meeting of stockholders.
- Recommend to the Board individuals to be appointed as directors in connection with director vacancies and any newly created directorships.
- Review the size and composition of the Board and its committees, taking into account such factors as the business experience and specific areas of expertise of each director, and make recommendations to the Board as necessary.
- Develop and recommend to the Board appropriate corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary.
- Develop and recommend to the Board an annual self-evaluation process for the Board and its committees. The Committee shall oversee the annual self-evaluation process.

General

- The Committee will meet at least once a year and at such other times and places as it deems appropriate and will regularly update the Board of Directors about committee activities and recommendations.
- To carry out its duties and responsibilities, the Committee may retain a search firm to assist it in identifying director candidates and may also retain outside counsel and other advisors as it deems necessary. The Committee shall have sole authority to approve related fees and retention terms of any such search firm or other advisor.
- A majority of the Committee members will constitute a quorum.
- The Committee will periodically review and assess the adequacy of this charter and recommend changes to the Board. The Board of Directors must approve any amendments to this charter.

Adopted by the Board of Directors on October 11, 2011.