

## **ARENA PHARMACEUTICALS, INC.**

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

#### **A. Composition**

The Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors of Arena Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), shall consist of at least three (3) directors, each of whom must be independent, as determined by the Board of Directors of the Company (the “**Board**”), in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and The NASDAQ Stock Market (“**NASDAQ**”). The Board of Directors of the Company (the “**Board**”) shall appoint the members of the Committee, and may, upon recommendation of the Committee, remove any Committee member at any time. The Committee chairperson shall be appointed by the Board or, if it does not do so, by the Committee.

#### **B. Purpose**

The primary purpose of the Committee shall be to do the following:

1. Oversee all aspects of the Company’s corporate governance functions on behalf of the Board.
2. Make recommendations to the Board and its committees regarding corporate governance issues.
3. Evaluate the composition, performance and other aspects of the Board and its committees.
4. Develop and review from time to time a succession plan for key management.
5. Serve as a focal point for communication between candidates, non-committee directors and the Company’s management.
6. Identify, review and evaluate candidates to serve as directors, including candidates recommended by stockholders, and recommend director nominees for approval by the Board and the stockholders.
7. Make recommendations regarding the agenda for the Board’s strategy discussions.
8. Oversee the Company’s compliance related policies and practices.

#### **C. Authority**

In fulfilling its functions and responsibilities, the Committee shall have the following authority:

1. Powers – The Committee shall have such powers as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

2. Operation – The operation of the Committee will be subject to the provisions of the Company’s Bylaws and the Delaware General Corporation Law. 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.
3. Access and Resources – The Committee shall be authorized to access, at the Company’s expense, such internal and external resources (including records and personnel) as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including independent legal counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources.
4. Committee Meeting Attendees – The Committee shall have authority to require Company employees, including senior management, and to request that any of the Company’s counsel, auditors, investment bankers, consultants or advisors, attend Committee meetings or meet with any member of the Committee.
5. Delegation to Subcommittees – The Committee may form and delegate authority to subcommittees as appropriate or permitted by applicable law or regulation.

**D. Functions**

The Committee may exercise its authority to carry out the following functions. The Committee may supplement and, except as otherwise required by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances:

1. Orientation/Education – Oversee the orientation of new directors and evaluate the need and, if necessary, develop and institute a plan or program for the continuing education of directors and officers.
2. Board Independence – Consider and assess periodically the independence of directors, including whether a majority of the Board are independent of management within the meaning prescribed by NASDAQ and whether the members of the standing committees of the Board meet the independence requirements of NASDAQ applicable to such committees.
3. Criteria for Board and Committee Membership and Chairpersons – Establish criteria for membership on the Board and on committees and for chairpersons.
4. Board and Committees – Periodically review and assess the performance of the Board and each of its committees and recommend any changes to the Board. Evaluate the authority, charter, compositions and chairpersons of each standing committee of the Board and recommend any changes considered appropriate.
5. Information Flow – Oversee and review the processes and procedures used by the Company to provide accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

6. Management Succession – Develop, and periodically review and revise as appropriate, a management succession plan and related procedures and consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer’s recommendations, candidates for successors to the other executive officers, in each case when vacancies shall occur in those offices.
7. Executive Officer Recommendation – Make recommendations to the Board regarding the election of officers.
8. Director Nominations – Identify, evaluate, review and recommend to the Board qualified candidates to serve on the Board.
9. Stockholder Proposals and Nominations – Establish a process for receiving and considering stockholder proposals and suggestions for director nominations. The Committee shall also review and make recommendations to the Board regarding proposals submitted by stockholders that relate to corporate governance matters and director nominations.
10. Company Strategy – Make recommendations, and coordinate with the Chief Executive Officer of the Company, regarding the agenda for the Board’s strategy sessions.
11. Company Compliance – Oversee the Company’s compliance related policies and practices that are not within the purview of the Audit Committee or are referred to the Committee by the Board.
12. Philanthropic and Political Activities – Oversee the Company’s policies and practices, if any, regarding philanthropic and political activities.
13. Reporting to the Board of Directors – Report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.

**E. Meetings**

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. Meetings may be called by the Committee chairperson, the Board chairperson, if any, or the Chief Executive Officer. Unless otherwise designated, the Company’s Secretary shall act as the secretary for the Committee.

*Approved on November 21, 2008.*