

# **AMENDED AND RESTATED CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

## **BIOCRYST PHARMACEUTICALS, INC.**

There shall be a committee of the Board of Directors (the “Board”) of BioCryst Pharmaceuticals, Inc. (the “Company” or “BioCryst”) known as the Corporate Governance and Nominating Committee (the “Committee”), whose purpose, composition, duties, responsibilities, resources and procedures are as follows:

### **Organization**

The Committee shall be composed of not less than three (3) directors who are independent within the meaning of the rules and regulations of the Securities and Exchange Commission and the NASDAQ Stock Market.

Unless a chairman is elected by the full Board, the members of the Committee shall designate a chairman by majority vote of the full committee membership. The chairman shall be entitled to cast a vote to resolve any ties. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

### **Statement of Policy**

The role of the Committee is to (a) identify individuals qualified to become members of the Board of the Company, (b) select, or to recommend to the Board to select, the director nominees for the next annual meeting of shareholders, (c) select, or to recommend to the Board to select, director nominees for filling vacancies on the Board, and (d) provide oversight of the corporate governance affairs and policies of the Board and the Company. The Committee may also have other duties as assigned to it by the Board.

### **Responsibilities**

The primary responsibilities of the Committee are as follows:

- (1) Oversee the evaluation of the Board and management of the Company.
- (2) Develop criteria for the selection of new directors and nominees for vacancies on the Board, which criteria shall be designed to develop a board which provides management with experienced and seasoned advisors in fields related to current or future business

- directions of the Company who possess the mix of skills and other qualities to assure appropriate Board composition, taking into account the current board members and the specific needs of the Company and the Board.
- (3) Develop procedures for reviewing potential nominees to the Board proposed by shareholders.
  - (4) Recommend to the Board qualified candidates for the Board who bring the backgrounds, knowledge, skill sets and experience that would strengthen the board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
  - (5) To review the suitability for continued service as a director of each board member when he or she: (a) is up for re-election or; (b) has a significant change in status, such as an employment change, and recommending to the Board whether to re-nominate such director.
  - (6) To review periodically the size of the Board and recommend to the Board changes as appropriate.
  - (7) To review periodically the Company's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
  - (8) Self-assess the performance of the Committee.
  - (9) Report regularly to the Board on the activities of the Committee.
  - (10) To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
  - (11) To review periodically the Board's leadership structure and recommend changes to the Board as appropriate.
  - (12) To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
  - (13) Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and by-laws for consideration by the stockholders, as applicable.
  - (14) Develop and recommend to the Board a set of corporate governance principles and keep abreast of development with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
  - (15) Review policies relating to meetings of the Board. This may include meeting schedules and locations, executive sessions, meeting agendas and procedures for delivery of materials in advance of meetings.
  - (16) Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
  - (17) Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

## **Meetings**

The Committee will hold at least two (2) regular meetings per year and additional meetings as the Committee deems appropriate. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

This charter was originally adopted March 8, 2004 and was amended and restated on July 18, 2012.