

CYMABAY THERAPEUTICS, INC.

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

PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CymaBay Therapeutics, Inc. (the “*Company*”) shall be to (i) oversee the Company’s corporate governance functions on behalf of the Board, (ii) make recommendations to the Board regarding corporate governance issues, (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board, (iv) review and evaluate the performance of the Board, (v) recommend candidates to the Board for appointment or to serve as nominees for director for the annual meeting of stockholders, (vi) serve as a focal point for communication between director candidates, non-Committee directors and the Company’s management and (vii) make other recommendations to the Board regarding affairs relating to the directors of the Company.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy any independence requirements imposed by the Securities and Exchange Commission (the “*SEC*”) and The Nasdaq Stock Market (“*Nasdaq*”), giving effect to any exceptions permitted by such requirements. In addition, no Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of Nasdaq. The members of the Committee and the Chair of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The Chair of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have authority to retain and determine compensation for, at the Company’s expense, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties, and shall have the authority to establish guidelines and procedures related to the accrual and accounting of such compensation and expenses. 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 necessary or 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 deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company’s personnel, counsel, accountants or investment bankers, or any other consultant

or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

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 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

To implement the Committee's purpose and policy, the Committee shall have the following responsibilities, which the Committee may supplement or, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. *Nomination of Directors.* To identify, review and evaluate candidates to serve on the Company's Board consistent with 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 reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend candidates to the Board for appointment or to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. *Assessment of Management and Board.* To periodically review, discuss and assess the performance of management and the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the re-election of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance and in accordance with the requirements of Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. *Board Committee Nominations.* To oversee the Board's committee structure and operations, which may be delegated to subcommittees and committees reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.

4. *Corporate Governance Principles.* To develop, if it determines appropriate, a set of corporate governance principles to be applicable to the Company, periodically review and assess these principles and their application, and recommend any changes deemed appropriate to the Board for its

consideration. The Committee shall also periodically review Company policies to determine their adherence to the Company's Code of Business Conduct and Ethics and make recommendations to the Board and management for improvement as appropriate.

5. *Procedures for Information Dissemination.* To oversee and review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

6. *Management Succession.* To periodically review with the Chief Executive Officer the plans for succession for the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

7. *Annual Charter Review.* To review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

8. *Annual Committee Evaluation.* To conduct an annual evaluation of the performance of the Committee.

9. *General Authority.* To perform such other functions and to have such other powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.