

CYMABAY THERAPEUTICS, INC.

POLICY REGARDING STOCKHOLDER COMMUNICATION WITH THE BOARD

Stockholders wishing to communicate with the Board of Directors or an individual director regarding any matter, other than concerns or complaints about CymaBay's accounting, internal controls or auditing matters, may send a written communication addressed as follows: Corporate Secretary, CymaBay Therapeutics, Inc., 7575 Gateway Blvd., Suite 110, Newark, California 94560. Communications also may be sent by e-mail to the following address shareholders@cymabay.com.

1. The Company's Corporate Secretary will review each communication. The Corporate Secretary will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication is unduly frivolous, hostile, threatening or similarly inappropriate, in which case, the Corporate Secretary will discard the communication.

2. This process regarding communications with the Board by stockholders shall be posted on CymaBay's website, <http://ir.cymabay.com/governance-docs>.

Stockholders wishing to communicate a concern or complaint about CymaBay's accounting, internal controls or auditing matters should make such report at cymabay.ethicspoint.com or via telephone at (844) 676-1542.