

Nivalis Therapeutics, Inc.
Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Nivalis Therapeutics, Inc. (the “Company”) in fulfilling its responsibilities relating to (1) identifying individuals qualified to become members of the Board; (2) reviewing the qualifications and recommending director nominees to the Board prior to each annual meeting of stockholders; (3) recommending the structure, membership and governance of the various standing committees of the Board; (4) developing and recommending to the Board a set of Corporate Governance Guidelines for the Company; (5) planning for the succession of management and Board members; (6) providing a review function for members of the Board and overseeing an annual review of the Board’s performance; and (7) providing oversight to the development, implementation and enforcement of the Company’s Code of Business Conduct and Ethics.

Composition

The Committee shall be comprised of not less than two members of the Board. Each member of the Committee shall be independent under applicable listing standards of The NASDAQ Global Market (“NASDAQ”), other than in the case of exceptional and limited circumstances as contemplated by applicable NASDAQ listing standards, in which case one member of the Committee need not be independent so long as all other applicable NASDAQ listing standards relating to such Committee member’s appointment are satisfied.

Each member of the Committee shall be appointed and serve at the discretion of the Board, based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death and may be removed by the Board at any time with or without cause. Any vacancies on the Committee shall be filled by the Board. The Board shall designate a Chairperson of the Committee.

Meetings and Operations

The Committee shall meet periodically, and no less frequently than annually, or more frequently as circumstances require. Meetings may be called by the Chairperson of the Committee or at the request of the Board. The Chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee shall report on the meeting to the Board.

Responsibilities and Duties

The following are the responsibilities and duties of the Committee:

Nominating

1. Recommend to the Board for approval the qualifications, qualities, skills, expertise, characteristics, experience and other criteria required for Board membership.
2. Identify potential individuals whose qualifications and skills reflect those desired by the Board, and evaluate and recommend to the Board all nominees for Board membership, including nominees submitted by stockholders and nominees to fill interim vacancies and newly created directorships, pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement. Retain any search firm to be used to identify director candidates, and exercise sole authority to select such search firm and approve its fees and other retention terms, and to terminate such search firm.
3. Annually recommend to the Board nominees for submission to stockholders for approval at the time of the annual meeting of stockholders.
4. Recommend to the Board directors to serve as committee members and a chairperson for each committee.

Corporate Governance

6. Develop and make recommendations to the Board with respect to corporate governance policies and principles, including developing and recommending to the Board a set of Corporate Governance Guidelines for the Company.
7. Oversee compliance with the Company's Corporate Governance Guidelines. Annually review the adequacy of the Company's Corporate Governance Guidelines and recommend proposed changes, if appropriate, to the Board for approval.
8. Periodically review and assess the effectiveness of the Company's compliance programs and recommend improvements where appropriate. In this regard, the Committee may, to the extent necessary or appropriate:

- (i) Receive and review any compliance reports from the Company's executive officers.
 - (ii) Review and address issues that arise with respect to the effectiveness of such programs.
 - (iii) Develop, and from time to time, amend the Company's Code of Business Conduct and Ethics and provide interpretive guidance to the Audit Committee in its enforcement thereof.
 - (iv) Review and assess the effectiveness of the Company's quality program and regulatory filings and recommend improvements where appropriate. Such review may consider and address, without limitation, issues that arise with respect to the effectiveness of such programs and filings, including any inspections or communications from regulatory authorities (e.g., F.D.A., O.S.H.A., etc.).
 - (v) Receive, in its discretion, reports from management on the Company's compliance, quality and regulatory programs, and any activities, actions, communications or disputes arising in connection with such programs.
9. Consider and recommend to the Board the action to be taken with respect to any resignation or offer to resign tendered by a director.
10. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
11. Develop and recommend to the Board for approval director independence standards consistent with those required by the listing standards of NASDAQ. Review any questions regarding the independence of Board members in accordance with the rules of NASDAQ, the Company's Corporate Governance Guidelines and other applicable rules and regulations.
12. Oversee director orientation and continuing education.
13. Develop procedures for stockholders and other interested parties to communicate with the Board.
14. Perform any other activities consistent with this Charter as the Committee considers appropriate and report to the Board the major items covered by the Committee at each meeting thereof.

Evaluations and Other

12. Develop, administer and oversee an annual performance review of the Board that includes input from all directors. Work with the other committees to ensure an effective and consistent process for annual committee performance evaluations.
13. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
14. Annually evaluate the performance of the Committee.
15. Perform any other activities consistent with this Charter, the Company's certificate of incorporation and bylaws, and applicable laws, as the Committee deems appropriate or as requested by the Board.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel or other advisors (including any search firm to be used to identify Board member candidates), as it deems appropriate to carry out its duties, without seeking approval of the Board or management.
