

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF NITROMED, INC.**

**A. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of NitroMed, Inc., a Delaware corporation (the “Company”), will be to (i) evaluate the Company’s corporate governance functions on behalf of the Board, including procedures for compliance with significant applicable legal, ethical and regulatory requirements that affect corporate governance; (ii) advise the Board regarding corporate governance issues; (iii) recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders; and (iv) make such other recommendations to the Board regarding affairs relating to the Directors of the Company.

**B. COMPOSITION**

Committee membership shall consist of at least three (3) Board members who qualify as independent within the meaning prescribed by The Nasdaq Stock Market, Inc. The members of the Committee and the Committee chairperson shall be appointed by the Board.

**C. OPERATING PRINCIPLES AND PROCESSES**

Since “corporate governance” embraces the entire function of the Board, and it cannot be assumed that the best thinking is available solely within the Committee, its role will normally be advisory. Members will work individually and in concert to maintain awareness by Board Members, Board Committees, and management of current governance issues. In the unexpected event that a Committee member sees indications of a failure to meet standards of good corporate governance, appropriate emergency action may transcend the advisory mode.

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. *Communication* – Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons and board members, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
2. *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and

trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

3. *Committee Expectations and Information Needs* – The Committee should communicate to the Chief Executive Officer or his or her designee the expectations of the Committee, and the nature, timing, and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
4. *Resources* – The Committee shall be authorized to access such internal and, in consultation with senior management, external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
5. *Meeting Agendas* – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of senior management and outside advisors.
6. *Committee Meeting Attendees* – The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.
7. *Reporting to the Board of Directors* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

#### **D. FUNCTIONS AND AUTHORITY**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the State of Delaware Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. *Board Assessment* – The Committee shall periodically review and discuss the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The review shall include evaluation of the Board's contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the Directors, both individually and collectively, can and do provide the 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, as well as within the meaning prescribed by The Nasdaq Stock Market, Inc. The results of such reviews shall be provided to the Board for further discussion as appropriate.

2. *Selection of Director Nominees* - Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Board's criteria for selecting directors are as set forth in the Company's Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
3. *Conflicts of Interest Assessment* – In addition, the Committee shall define protocols to expose and review any material conflicts of interest which may from time to time exist for any member of management or any of the Directors. The results of such reviews shall be provided to the Board for further discussion as appropriate.
4. *Committee Self Assessment* – The Committee shall periodically review, discuss and assess its own performance as well as the Committee role and responsibilities, seeking input from senior management, the full Board and others. Changes in the role and/or responsibilities of the committee as outlined in this Charter, if any, shall be recommended to the full Board for approval.
5. *Corporate Governance Principles* – The Committee shall develop a set of corporate governance principles to be applicable to the Company, shall

periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.

6. *Procedures for Information Dissemination* – The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. 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.

#### **E. MEETINGS**

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate.

#### **F. MINUTES AND REPORTS**

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, or whenever so requested by the Board.