

**ADAMS RESPIRATORY THERAPEUTICS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

PURPOSE AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Adams Respiratory Therapeutics, Inc. (the “Company”) shall be responsible for identifying individuals qualified to serve on the Board of Directors and its committees, consistent with criteria approved by the Board of Directors, for recommending a slate of director nominees for approval by the Board of Directors for election by the stockholders of the Company at the annual meeting of the stockholders of the Company and for recommending directors to fill any vacancies on the Board of Directors, in accordance with the Company’s Certificate of Incorporation and Bylaws and with Delaware law. In addition, the Committee shall be responsible for evaluating a set of corporate governance policies and principles to be applicable to the Company and recommending any changes to the corporate governance policies and principles to the Board of Directors. The Committee shall also oversee an annual evaluation of the Board of Directors and Company management.

COMPOSITION OF THE COMMITTEE

The members of the Committee shall be independent directors meeting the requirements of the Nasdaq National Market and appointed by the Board of Directors. The then-current members of the Committee shall make recommendations for future appointments to the Committee, but the final appointment decision shall rest with the Board of Directors. The Chairman of the Committee shall be designated by the Board of Directors. In the absence of the Chairman, the members of the Committee may designate a chairman by majority vote. The Board of Directors may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

NOMINATING FUNCTION OF THE COMMITTEE

The Committee shall review with the Board of Directors the appropriate skills and characteristics required of Board of Directors members. The full Board of Directors shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- Evaluate a candidate’s independence from the Company’s management and other principal service providers, and the effect of any relationships that might impair independence, for example, business, financial or family relationships with the Company’s management or other service providers; and

- Consider candidates proposed by the chief executive officer, by any director or by any stockholder, in accordance with procedures established by the Committee from time to time.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board of Directors. The Committee has the sole authority to retain, at Company expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board of Directors. The Committee shall provide to the full Board of Directors the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board of Directors in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board of Directors, the Committee shall provide its recommendation regarding a replacement committee member to the full Board of Directors.

CORPORATE GOVERNANCE FUNCTION OF THE COMMITTEE

The Committee shall, with the assistance of the Company's outside counsel, evaluate a set of formal, written guidelines for corporate governance. The Committee shall, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board of Directors, shall be incorporated into the written guidelines.

ANNUAL EVALUATION FUNCTION OF THE COMMITTEE

The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall oversee an annual evaluation of the Board of Directors and Company management. The Committee shall have and may exercise all powers and authority of the Board of Directors to the extent permitted under Delaware law.

OTHER ACTIVITIES BY THE COMMITTEE

The Committee shall perform any other activities consistent with this charter, the Company's Certificate of Incorporation and Bylaws and governing law as the Committee or the Board of Directors deems appropriate.

COMMITTEE MEETINGS

The Committee shall meet at least once per year and may meet by telephone or video conference. Other meetings may be held at the discretion of the Chairman of the

Committee. The Committee shall keep minutes of each of these meetings and may take action by written consent.