

## **ADOLOR CORPORATION**

### **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **Purpose**

The Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Adolor Corporation, a Delaware corporation (the “Company”). The purposes of the Committee are: (1) to assist the Board by identifying qualified candidates for director and to recommend to the Board the director nominees; (2) to make recommendations regarding the composition, organization and governance of the Board; and (3) to recommend to the Board corporate governance guidelines applicable to the Company.

To assist in carrying out its duties, the Committee shall have authority to retain and terminate any search firm to be used to identify candidates to serve as members of the Board, including authority to approve the search firm’s fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

#### **Composition**

The Committee shall be comprised of no fewer than two members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. Committee members shall be appointed by the Board and may be removed and/or replaced by the Board at any time.

#### **Meetings**

The Committee shall meet at such times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings.

#### **Authority, Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

1. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board. Conduct appropriate and reasonable inquiries into the backgrounds and qualifications of possible candidates.
2. Review the structure, composition and functions of Board committees and make recommendations to the Board concerning the membership and the chairmanship of each committee.

3. Evaluate and make recommendations to the Board concerning the Board slate for election at each annual meeting of stockholders.
4. Evaluate and consider matters relating to the independence of directors.
5. Recommend to the Board corporate governance guidelines.
6. Consider matters of possible conflicts of interest of Board members and of senior executives.
7. Review and make recommendations to the Board with respect to potential related party transactions.
8. Review the Company's Code of Ethical Conduct and management's process for communicating and enforcing the Code of Ethical Conduct.
9. Review and approve outside civic or charitable boards or committees or other boards or committee activities of senior executives.
10. Form and delegate authority to subcommittees when appropriate.
11. Monitor ongoing developments pertaining to corporate governance practices and initiatives.
12. On an annual basis, review the adequacy of the Charter and recommend any proposed changes to the Board for approval.
13. Fulfill such other duties and responsibilities as the Board may assign to the Committee, from time to time.

### **Minutes and Reports**

The Committee shall make regular reports of its activities to the Board. Minutes of each meeting will be kept and filed in the Minute Books of the Company.