

ATHEROGENICS, INC.
Corporate Governance and Nominating Committee Charter

1. Purpose

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of AtheroGenics, Inc. (the "Company") is appointed by the Board to:

- a. Identify and review the qualifications of and to recommend candidates for Board membership, consistent with criteria set forth herein;
- b. Review annually the composition of the Board and its committee structure and recommend changes, as appropriate;
- c. Develop governance guidelines for the Board and oversee compliance with them;
- d. Monitor Board effectiveness; and to
- e. Perform all other duties required under this Charter or assigned by the Board.

2. Membership and Procedures

- a. The Committee shall be comprised of no fewer than three (3) Directors appointed annually by the Board. Each member shall be an "Independent Director," as defined by the listing standards established by the NASDAQ Stock Market, Inc. ("NASDAQ").
- b. The Committee Chair shall be designated by the Board or, in the absence of such designation, the Committee members. The Committee shall meet when deemed necessary or desirable by the Committee or its Chair, at least two times per year. The Committee may invite such members of management and other persons to its meetings as it may deem appropriate. The Committee will keep minutes of its meetings and report them to the Board.
- c. A Director may be removed, with or without cause, from the Committee by a majority vote of the Board and a Director shall be removed if he or she is no longer an "Independent Director." Committee members may resign by giving written notice to the Chairman of the Board or the Secretary of the Company. Upon the removal or resignation of a member of the Committee, the Board may appoint a successor to serve the remainder of his or her unexpired term.

- d. The Committee may designate one or more subcommittees, each consisting of one or more of its members. A subcommittee shall exercise the powers and authority delegated to it by the Committee. Subcommittees will keep minutes of their meetings and report them to the Committee or the Board.
- e. The Committee has the authority to engage or terminate and approve the terms of engagement and fees for consultants and advisors to assist it in reviewing candidates for directorship, as well as for any other activity the Committee deems necessary or appropriate.
- f. The Committee shall evaluate its performance in regard to its responsibilities established in this Charter no less than annually and will report the results of such evaluation to the Board.

3. Authority and Responsibility

The Committee shall:

- a. Review the structure and membership of the Board and its committees, including Board size and the number of independent directors, no less than annually, including ensuring:
 - i. that a majority of the directors are Independent Directors;
 - ii. that three (3) directors meet the enhanced standards of independence required to be members of an audit committee as set forth by NASDAQ listing standards and Securities and Exchange Commission ("SEC") rules; and
 - iii. compliance with applicable NASDAQ and SEC requirements;
- b. Develop and oversee an annual self-evaluation process for the Board;
- c. Evaluate potential candidates for Director and conduct appropriate inquiries into their backgrounds and qualifications. Selection of candidates will be based on an assessment of the following criteria, as well as any other attributes the Committee deems necessary or appropriate, selecting those whose attributes it believes will be most beneficial to the functioning of the Board and the Company:
 - i. Fulfillment of necessary independence requirements for the composition of the Board;
 - ii. The highest ethical standards and integrity;
 - iii. A willingness to act on and be accountable for Board decisions;
 - iv. An ability to provide wise, informed and thoughtful counsel to senior management on a range of issues;

- v. A history of achievement that reflects superior standards for themselves and others;
 - vi. Loyalty and commitment to driving the success of the Company;
 - vii. Individual backgrounds that provide a diverse portfolio of experience and knowledge commensurate with the Company's needs.
- f. Select a slate of Director nominees for the applicable Class of Directors to be elected at each annual meeting of the shareholders of the Company and recommend such nominees to the Board. Selection of incumbents will be based on an assessment of the criteria listed in Section 3 (c) above.
 - g. Make recommendations on corporate governance and develop a set of corporate governance guidelines. Monitor compliance with the corporate governance guidelines. Periodically review those guidelines and recommend any changes to the Board;
 - h. Monitor compliance with the code of business conduct and ethics, review and approve requests by directors or officers for waivers of the code when it is appropriate in the Committee's judgment, and annually review the code of business conduct and ethics;
 - i. Annually review the Committee's charter for adequacy and make recommendations to the Board for appropriate changes;
 - j. Keep minutes of each meeting and provide regular reports to the Board, promptly informing the Board of any material issues or concerns; and
 - k. Perform any other duties as may be assigned it by the Board.