

INTERMUNE, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS (Amended March 5, 2003, and March 11, 2004)

Purpose:

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of InterMune, Inc., a Delaware corporation (the “Company”), shall be to develop and implement policies and procedures regarding and overseeing corporate governance matters, including the evaluation of Board performance and processes, and to recommend qualified candidates for election to the Board by the shareholders and to perform such other functions as may be deemed necessary or convenient in the efficient and lawful discharge of the foregoing.

Composition:

The Committee shall be comprised of a minimum of two (2) members of the Board, all of whom shall be “independent” directors as such term is defined in Rule 4200(a) of the Marketplace Rules of the Nasdaq Stock Market, as may be amended periodically, and by any applicable SEC regulations. The members of the Committee and its Chairman will be appointed by and serve at the discretion of the Board.

The Secretary of the Company shall be the Secretary of the Committee. The Secretary shall keep minutes and records of all meetings of the Committee. In the event that either the Chairman or the Secretary is absent from any meeting, the members present shall designate any director present to act as Chairman and shall designate any director, officer or employee of the Company to act as Secretary.

Functions and Authority:

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Section 141 of the Delaware General Corporation Law. The Committee shall have the full power and authority to carry out the following responsibilities:

1. monitor and assess the relationship between the Board and management to ensure that the Board is able to function independently of management;
2. review the charters of the Board committees annually and recommend to the Board such amendments as may be necessary or advisable;
3. assess the needs of the Board in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information;

4. review compensation paid to the directors to ensure such compensation properly reflects the responsibilities and risks involved in being a director or Chairman;
5. assess on a regular basis regarding the effectiveness of the Board, as a whole and the committees of the Board;
6. monitor changes in SEC, NASDAQ and investor (including ISS) corporate governance standards;
7. identify minimum qualifications and standards for, solicit and interview prospective nominees to serve as members of the Board;
8. consider recommendations for Board nominees and proposals submitted by the Company's stockholders; establish any policies, requirements, criteria and procedures to facilitate stockholder proposals and communications with the Board; and recommend to the Board appropriate action on any such stockholder proposal or recommendation;
9. recommend to the Board the memberships of the committees of the Board;
10. retain experts and/or attorneys; and
11. make recommendations to the Board concerning the responsibilities set forth above.

Meetings:

The Committee will hold at least two (2) regular meetings per year and additional meetings as the Chairman or Committee deems appropriate. The Committee may invite such officers, directors and employees of the Company as it may see fit from time-to-time to attend a meeting of the Committee and participate in the discussion of matters relating to the Committee.

Minutes and Reports:

Minutes of each meeting of the Committee shall 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 Committee shall report to the Board from time to time, or whenever so requested by the Board.