

RENOVIS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This Nominating and Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Renovis, Inc. (the “Company”), on October 16, 2003, and may be amended by the Board at any time.

Certain provisions of this Charter were prepared with a view towards governance of the Company following an initial public offering of the Company’s common stock. Accordingly, not all provisions of this Charter may be appropriate during such time as the Company remains privately held. The Board reserves the right to waive or not to implement any of the provisions of this Charter which it may determine in its sole discretion to defer until such time as an initial public offering has been effected, without the need for a formal amendment of the Charter.

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to make recommendations to the Board in order to assist the Board with its responsibilities regarding:

- (i) the identification of individuals qualified to become Board members;
- (ii) the selection of the director nominees for the next annual meeting of stockholders;
- (iii) the selection of director candidates to fill any vacancies on the Board; and
- (iv) to develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”).

In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board and management of the Company.

II. Membership

The Committee will be composed of not less than three (3) directors, each of whom, in the business judgment of the Board, has experience that would be valuable to providing broad direction to the Board on matters related to corporate governance, and will be appointed by action of the Board and shall serve at the discretion of the Board. Each member of the Committee will also satisfy the “independence” requirements of the Nasdaq National Market System and the Company’s Corporate Governance Guidelines. The General Counsel of the Company or such other officer as is designated by the Board to do so will provide any member of the Committee with a copy of the current “independence” requirements of the Nasdaq National Market System upon request.

III. Meetings and Procedures

The Chairperson of the Committee (or in his or her absence, a member designated by the Chairperson of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee shall meet at least twice annually and more frequently as the Committee deems desirable or as the Chief Executive Officer of the Company may request.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management or any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, other than any non-management director who satisfies applicable independence criteria.

The Committee shall conduct an annual performance evaluation of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate; provided, that any such subcommittee must be comprised solely of members of the Committee and must publish its charter.

IV. Goals and Responsibilities

The goals and responsibilities of the Committee are to:

- (i) assist in the recruiting of directors, including evaluation of executives recruited or promoted to positions eligible for Board membership;
- (ii) recommend to the Board (as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election annually by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined below;
- (iii) annually review the performance of individual directors and evaluate and recommend to the Board the nomination for re-election of current directors;
- (iv) evaluate and recommend to the Board the termination of individual directors (in accordance with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the Charters of the Company's other committees), for cause or other reasons;
- (v) recommend to the Board director retirement policies;

(vi) recommend to the Board the membership composition of the Board committees, including the size of the Board and Board committees;

(vii) make recommendations to the Board regarding the authority of Board committees (including the Committee) to form and delegate authority to subcommittees;

(viii) recommend to the Board the nomination, for election by the Board, the Chairman of the Board, the Chief Executive Officer, the President, the Chief Operating Officer, the Chief Financial Officer, other executive officers and members of Board-appointed committees;

(ix) review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy those positions;

(x) make recommendations to the Board regarding matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Company's other committees;

(xi) develop and recommend to the Board the Corporate Governance Guidelines;

(xii) annually review the performance of the Committee; and

(xiii) periodically report to the Board on findings and actions.

V. Board Member Selection Criteria

The Committee may consider the following criteria in recommending candidates for election to the Board:

(i) experience in corporate governance, such as an officer or former officer of a publicly held company;

(ii) experience in the Company's industry;

(iii) experience as a board member of another publicly held company; and

(iv) academic expertise in an area of the Company's operations.

VI. Committee Selection Criteria

Each individual nominated to a Board committee will satisfy the following qualifications:

(i) members of the chartered committees must meet the independence requirements of the Nasdaq National Market System and those set forth in the Corporate Governance Guidelines; and

(ii) members of the Committee, Audit Committee and Compensation Committee must satisfy the selection criteria specified in the relevant committee charter.

VII. Committee Resources

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and to retain consultants at the expense of the Company.

VIII. Disclosure of Charter

Following such time as the Company becomes subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, this Charter shall be made available on the Company's website and to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders shall state the foregoing.