

XENOPORT, INC.
CORPORATE GOVERNANCE GUIDELINES

Adopted as of May 1, 2013

The Board of Directors (the “Board”) of XenoPort, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines to assist the Board in following corporate practices that serve the best interests of the Company and its stockholders. The principles set forth in this document should be considered in the context of the particular situations facing the Board from time to time as well as all applicable laws and regulations, the Company’s charter documents and any other applicable legal requirements. The Board reserves the right to modify these guidelines as it deems necessary or advisable to best serve the interests of the stockholders.

BOARD MEMBER RESPONSIBILITIES

1. *Discharge of Duties.* A director is expected to discharge his or her duties, including duties as a member of any committee on which he or she serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders.

2. *Disclose Relationships.* Each director is expected to disclose promptly to the Board any existing or proposed relationships that could affect the independence of the director under the standard of director independence set forth in The Nasdaq Stock Market Listing Standards, as amended from time to time (the “Listing Standards”) or any additional standards as may be established by the Board from time to time. Such relationships include direct relationships between the Company and the director and any indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner, manager, officer or significant stockholder or is otherwise materially financially interested.

3. *Attendance.* Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including undertaking an advance review of any written materials that may be provided by or on behalf of the Company prior to each such meeting.

4. *Reliance on Information.* In discharging his or her responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company’s management, independent auditors, legal counsel and other persons selected with reasonable care by or on behalf of the Company as to matters the director reasonably believes to be within such other person’s professional competence.

5. *Continuing Education.* In accordance with its charter, the Nominating and Corporate Governance Committee of the Board will develop with the Company’s management and participate in a process for systematic review of important corporate governance issues and trends in corporate governance practices. The Nominating and Corporate Governance Committee will educate the Board as to such issues and trends. The Company may sponsor, or make available, a number of educational programs including, accredited directors’ programs, Board education seminars, technical summits and product reviews and training.

6. *Periodic Evaluation of Governance Principles.* In accordance with its charter, the Nominating and Corporate Governance Committee is expected to periodically review and assess the corporate governance principles applicable to the Company, including these guidelines.

7. *Effective Communication.* The Chief Executive Officer (“CEO”) is responsible for establishing effective communications with the Company's stakeholder groups, i.e., stockholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside Directors from meeting with stockholders, but it is suggested that any such meetings be held with management present.

BOARD COMPOSITION AND OTHER GENERAL MATTERS

1. *Selection of Directors.* The Nominating and Corporate Governance Committee will recommend director candidates to the Board for nomination or appointment and will recommend incumbent candidates for reelection. The full Board is responsible for appointing members to fill Board vacancies and for nominating candidates for election or reelection, as applicable, to the Board by the stockholders. Appointments to fill Board vacancies and nominations for election or reelection shall be approved by a majority of the Board’s independent directors.

2. *Board Membership Criteria.* The Board’s policy is to encourage selection of directors who will contribute to the Company’s overall corporate goals. The Board and the Nominating and Corporate Governance Committee will from time to time review the independence, experience and characteristics appropriate for directors and director candidates in light of the Board’s composition at the time and the skills and expertise needed at the Board and committee levels. Further, in determining whether to recommend an incumbent director for reelection to the Board, the Nominating and Corporate Governance Committee shall also consider the director’s past attendance at Board and committee meetings and participation in and contributions to the activities of the Board.

3. *Directors from the Company’s Management.* The Company’s Chief Executive Officer currently serves on the Board. The Board may also appoint or nominate other members of the Company’s management team whose experience and role at the Company, as well as those outside the Company, are expected to help the Board fulfill its responsibilities.

4. *Size of the Board.* The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board will review the appropriate size of the Board from time to time and may increase or decrease the number of directors constituting the Board upon approval of a majority of the directors then in office. Considerations which may be taken into account in determining the size of the Board may include, among other things, changes in the scope and complexity of the Company’s business and the desire to avoid extensive overlap between committees. Directors shall be appointed or elected or reelected at an annual meeting of stockholders, as applicable, to hold office for the term of their class of directors, as provided in the Company’s charter documents.

5. *Majority of Independent Directors.* A majority of the directors serving on the Board shall meet the standard of director independence set forth in the Listing Standards, subject to any exceptions in such Listing Standards. The Board shall affirmatively determine annually, and at other times required by the Listing Standards, that the directors designated as independent have no material relationships to the Company (either directly or with an organization in which the director is a partner, stockholder or officer or is financially interested) that may interfere with the exercise of their independence from the Company’s management and the Company.

6. *Designation of Lead Independent Director.* To the extent that the chairperson of the Board is not independent within the meaning of the Listing Standards, the Board will designate an independent director to serve as lead independent director. Unless otherwise deemed appropriate by the Board, the lead independent director will have the following responsibilities: (i) in conjunction with the

Chief Executive Officer, establish any agenda for meetings of the independent directors; (ii) preside over meetings of the independent directors; (iii) preside over any portions of meetings of the full Board at which the evaluation or compensation of the Chief Executive Officer is presented or discussed; (iv) preside over any portions of meetings of the full Board at which the performance of the Board is presented or discussed; and (v) coordinate the activities of the other independent directors.

7. *Reviewing Directors' Resignation.* Non-employee directors who retire from their executive positions at outside companies, change the position they held when they became a member of the Company's Board or join the board of directors of a private or public company should notify the Nominating and Corporate Governance Committee of such changes. Upon being notified of any such changes in position, the Nominating and Corporate Governance Committee will review the appropriateness of continued Board membership under the circumstances and the affected director will be expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation.

8. *Board Leadership.* The Board may select a chairperson of the Board in the manner and upon the criteria that the Board deems appropriate at the time of selection.

9. *No Fixed Terms.* The Board believes that term limits and mandatory retirement ages for directors are not in the best interests of the Company and its stockholders. Directors who have served on the Board for an extended period of time are able to provide valuable insight about the business and operations of the Company based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that it can continue to include fresh viewpoints through the selection, nomination and assessment processes described in this policy.

10. *Assessing the Board's Performance.* The Nominating and Corporate Governance Committee is responsible to periodically assess the performance of the Board and its committees, seeking input from the Company's management, the full Board and others. The results of these assessments will be provided to the full Board for further discussion as appropriate. The purpose of these assessments is to increase the effectiveness of the Board.

BOARD MEETINGS

1. *Meetings of Independent Directors.* The independent directors will hold at least two regular meetings annually without management present, at such times and for such purposes as the independent directors consider to be appropriate. Such meetings can occur before or after regular meetings of the Board. The independent directors may invite the Company's independent auditors, legal counsel, finance staff and other employees to attend portions of these meetings.

2. *Executive Session.* It is intended that regular Board meetings will include an executive session with only the Chief Executive Officer and the directors present to allow for discussion of personnel and management issues, succession issues and other topics not appropriate for discussion in the presence of others.

3. *Agenda of Meetings.* The Chief Executive Officer, in consultation with the chairperson of the Board (or, in the absence of a chairperson, the lead independent director), will have primary responsibility for preparing any agenda for a Board meeting and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The full Board reserves the authority to discuss sensitive matters not included on the agenda, either in executive session or otherwise.

4. Board Materials Distributed In Advance. Information and data concerning the Company, its financial affairs, operations and strategy is important to the Board's understanding and decision-making process. When appropriate and feasible, written information and background materials relating to the agenda items should be distributed to the Board sufficiently in advance of the meeting to allow time for meaningful review by Board members.

5. Access to Management and Records. The Company's management will afford each Board member access to Company employees, independent auditors, legal counsel and other professional advisors for any purpose reasonably related to the Board's responsibilities. Furthermore, the Board encourages management to bring to Board meetings Company personnel who can (because of their expertise) provide additional insight to the items being discussed. Management is responsible for arranging presentations at Board meetings and otherwise providing reports and other information to the Board on a regular basis that will provide the Board with a meaningful understanding of the financial affairs and operations of the Company. Each director is entitled to inspect the Company's books and records and obtain such other data and information as the director may reasonably request and to inspect Company facilities, in each case as reasonably appropriate for the performance of his or her duties as a director of the Company

6. Retention of Advisors. The Board and its committees may, at the Company's expense, retain outside advisors as deemed necessary or appropriate for the performance of their duties. The Company will afford access to the Company's employees, professional advisors and other resources, if needed, to enable the members of the Board to carry out their responsibilities, including their responsibilities as committee members.

BOARD COMMITTEES

1. Committees. The current committees of the Board are the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall each be comprised entirely of independent directors. Committee composition shall conform to the charter for each committee and all applicable laws and regulations.

2. Committee Member Selection. Upon recommendation by the Nominating and Corporate Governance Committee, the Board will designate the members and the chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee.

3. Committee Functions. Each standing committee will have a written charter approved by the Board. The written charter for each committee shall be in compliance with the Listing Standards and all applicable laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the Board to the committee, and the legal, regulatory, accounting and governance principles applicable to the committee's function. The minutes of the committees will be shared with the full Board.