

POZEN INC.
AMENDED AND RESTATED CHARTER
OF THE
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

A. PURPOSE

The Nominating/Corporate Governance Committee (**the “Committee”**) is appointed by and acts on behalf of the Board of Directors (**the “Board”**) of POZEN Inc. (**the “Company”**). It is responsible for (i) identifying individuals qualified to become Board members, (ii) recommending the director nominees to be selected by the Board for election at the next annual meeting of stockholders, (iii) overseeing compliance with the Company’s Code of Business Conduct and Ethics, (iv) recommending to and advising the Board on other corporate governance matters, and (v) evaluating the Board’s performance.

B. COMPOSITION

The Committee shall consist of two or more independent directors of the Company designated by the Board and approved by a majority of the whole Board by resolution or resolutions. The members of the Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc.

The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chair. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

C. MEETINGS/PROCEDURES

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Committee may request that any director, officer, or employee of the Company, or any person whose advice and counsel is sought by the Committee, attend any meetings to provide such information as the Committee requests. The Committee may delegate to one or more of its members one or more of the responsibilities and duties set forth below.

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee shall report regularly to the Board on the matters discussed at each meeting of the Committee, including all actions taken by the Committee at its meeting.

The Committee shall have the resources and authority appropriate to discharge its responsibilities. Without limiting the foregoing, the Committee shall have the authority: (i) to retain, set compensation for, and terminate a search firm to be used as the Committee deems appropriate to identify director candidates; (ii) to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities, which advisors may be the regular advisors to the Company; and (iii) to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as the Committee may engage.

D. RESPONSIBILITIES

The Committee shall have the following responsibilities:

1. Consider and make recommendations to the Board as appropriate concerning the appropriate size, function, and composition of the Board and Board Committees.
2. Recommend to the Board policies and procedures (including director qualification criteria) for identifying and evaluating candidates for Board membership, including candidates recommended by stockholders, and upon approval by the Board, implement such policies and procedures.
3. Evaluate and recommend candidates for election to the Board by the stockholders or to fill vacancies.
4. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
5. Oversee procedures for stockholder communications with the Board.
6. Evaluate and/or recommend to the Board policies regarding director attendance at annual stockholder meetings.
7. Review and monitor matters of corporate governance and make recommendations to the Board of Directors as appropriate.

8. Oversee compliance with the Company's Code of Business Conduct and Ethics.
9. Review and approve transactions with related persons (as defined in Item 404(a) of Regulation S-K) and administer the Company's Related Person Transactions Policy.
10. Review and evaluate the performance of the Board and at least annually evaluate its own performance and report to the Board members.
11. Review and reassess the adequacy of this Charter from time to time as the Committee deems appropriate and recommend any proposed changes to the Board for its approval.
12. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.