

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Adopted by the Board of Directors of DURECT Corporation  
(updated September 27, 2018)**

## ***Purpose***

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of DURECT Corporation (the “Company”) is to (a) identify individuals qualified to serve as members of the Board of the Company and to recommend to the Board the nominees for election as directors of the Company, (b) review the composition of the Board and its committees, (c) establish and monitor a process of assessing the Board’s effectiveness, (d) evaluate the Board’s performance, (e) develop and recommend to the Board corporate governance guidelines and (f) provide oversight with respect to corporate governance and ethical conduct.

## ***Composition***

The Committee shall be composed of three or more independent directors, as determined by the Board of Directors, each of whom shall satisfy the requirements of Nasdaq. The Committee will meet as appropriate in person or by teleconference.

## ***Responsibilities***

The Committee is charged by the Board with the responsibility to:

1. Review the composition and performance of the Board by:
  - (a) Overseeing/conducting an annual evaluation of the performance of the Board and discussing the evaluation with the full Board.
  - (b) Assessing the Board’s composition on an annual basis, including but not limited to size, diversity, age, skills and experience in the context of the needs of the Board.
  - (c) Recommending to the Board directors for appointment to its committees, and as appropriate, recommending rotation or removal of directors from Board committees.
  - (d) Identifying, evaluating and recommending to the Board individuals, including individuals proposed by stockholders, qualified to serve as members of the Board and the nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identifying, evaluating and recommending to the Board individuals to fill any vacancies or newly created directorships that may occur between such

meetings.

(e) Developing criteria to be used in the selection and evaluation of individuals proposed to be appointed or nominated to the Board.

2. Cause to be prepared and recommend to the Board adoption of corporate governance guidelines, and from time to time, review and assess the guidelines and recommend changes for approval by the Board.

3. From time to time, review and assess the Company's Code of Ethics and recommend changes for approval of the Board.

4. From time to time, review and assess the Board's leadership structure given the then-current specific circumstances and characteristics of the Company and the Board.

5. Make recommendations to the Board regarding issues of management succession.

6. At least annually, review and reassess this Charter and, if appropriate, recommend changes to the Board.

7. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

8. Review and make recommendations to the Board regarding stockholder proposals concerning corporate governance matters.

9. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

### ***Authority***

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.