

## VITAL THERAPIES, INC.

### NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted and approved September 9, 2013.

#### PURPOSE

The principal purposes of the Nominating and Governance Committee of the Board of Directors (the “**Board**”) of Vital Therapies, Inc. (the “**Company**”) shall be to:

- assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders;
- recommend to the Board the structure and membership for each Board committee;
- ensure that the Company follows appropriate governance standards, and develop and recommend to the Board governance principles applicable to the Company; and
- oversee the evaluation of the Board and management.

#### MEMBERSHIP REQUIREMENTS

The Nominating and Governance Committee members will be appointed by, and serve at the discretion of, the Board, upon the recommendation of the Lead Director, if any. Nominating and Governance Committee members may be replaced by the Board. The Nominating and Governance Committee will consist of at least two (2) members of the Board. Members of the Nominating and Governance Committee must meet the independence requirements of The NASDAQ Stock Market, Inc. Marketplace Rules.

The Board may designate one member of the Nominating and Governance Committee as its chair.

#### AUTHORITY AND RESPONSIBILITIES

The Nominating and Governance Committee shall have the full delegated authority of the Board to carry out the following; *provided, however*, that to the extent any stockholders, investors’ rights or similar agreement sets forth procedures governing the nomination of directors to the Board and any committees thereof, the Nominating and Governance Committee must act in accordance with the provisions of any such agreement in performing its duties and responsibilities below.

- The Nominating and Governance Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Nominating and Governance Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes. The Nominating and Governance Committee shall then evaluate and propose nominees for election to the Board. The Nominating and Governance Committee shall consider stockholder nominees for election to the Board.
- The Nominating and Governance Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- The Nominating and Governance Committee shall review and recommend the Board compensation programs for outside directors.
- The Nominating and Governance Committee shall develop and recommend to the Board corporate governance principles applicable to the Company.
- The Nominating and Governance Committee shall periodically review and oversee the Company's Insider Trading Policy and Code of Ethics and Conduct and shall have the authority to recommend to the Board any amendments thereto.
- The Nominating and Governance Committee shall oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- To the extent any stockholders, investors' rights or similar agreement governing the composition of the Board or any of its committees exists, the Nominating and Governance Committee shall act appropriately in accordance with any such agreement.
- The Nominating and Governance Committee shall evaluate and make recommendations to the Board regarding stockholder proposals submitted to the Company for inclusion in the Company's proxy statement.
- The Nominating and Governance Committee shall make regular reports to the Board.
- The Nominating and Governance Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Nominating and Governance Committee shall annually review its own performance.

- The Nominating and Governance Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

## **OPERATIONS**

The Nominating and Governance Committee will set its own schedule of meetings and will meet at least twice a year, with the option of holding additional meetings at such times as it deems necessary. The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. A majority of the members of the Nominating and Governance Committee shall constitute a quorum for the transaction of business. The Nominating and Governance Committee may act only upon approval of a majority of its members. The action of the Nominating and Governance Committee at a meeting at which a quorum is present shall be the act of the Nominating and Governance Committee. The Nominating and Governance Committee may act in writing by the unanimous consent of its members.

The Nominating and Governance Committee shall consult with the Lead Director, if any, on the matters within the Lead Director's authority as specified in the Company's bylaws. The Nominating and Governance Committee may invite the Lead Director, if any, Chairman (or Co-Chairmen) of the Board, if any, the Chief Executive Officer or others to attend all or a portion of its meetings. The Nominating and Governance Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

The Nominating and Governance Committee shall have the authority to engage search firms, legal counsel and other advisers, as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Nominating and Governance Committee, for payment of (i) compensation to any advisers employed by the Nominating and Governance Committee and (ii) ordinary administrative expenses of the Nominating and Governance Committee that are necessary or appropriate for carrying out its duties.

The Nominating and Governance Committee may form subcommittees for any purpose that the Nominating and Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Governance Committee deems appropriate. The Nominating and Governance Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Nominating and Governance Committee as a whole.