



## **Nominating and Governance Committee Charter**

### **Composition and Meetings of the Nominating and Governance Committee**

There shall be a committee of the Board of Directors (the "Board") of EnteroMedics Inc. (the "Company") to be known as the Nominating and Governance Committee (the "Committee"). The Committee will consist of at least three or more members of the Board that are appointed by the Board. Members of the Committee shall meet the independence requirements of the Securities and Exchange Commission ("SEC") and The Nasdaq Stock Market ("Nasdaq"), including any exceptions permitted by these requirements, (as such requirements may be modified or supplemented from time to time).

The members of the Committee shall be appointed and replaced by the Board. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. The term of appointment of each Committee member is at the discretion of the Board.

The Committee shall meet at least once prior to each annual meeting of stockholders, or more frequently as circumstances dictate and at such other times as any member of the Committee may request. The Committee may meet in person or by telephone or videoconference and may take action by written consent. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee shall maintain minutes of each meeting and report to the Board and propose any necessary action to the Board following each Committee meeting. A member of management, normally the Company's Secretary, may be appointed by the Committee to serve as non-voting Secretary to the Committee.

### **Purpose of the Nominating and Governance Committee**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities and to:

1. assist the Board by identifying individuals qualified to become Board members and recommend to the Board the nominees for election as directors at the next annual meeting of the Company's stockholders;
2. adopt and revise, from time to time, corporate governance guidelines applicable to the Company;
3. recommend to the Board the nominees for membership of each committee of the Board;
4. serve in an advisory capacity to the Board on matters of organization, management succession plans, and the conduct of Board activities; and
5. perform such other duties as assigned to it from time to time by the Board.

### **Duties and Responsibilities of the Nominating and Governance Committee**

The policies and procedures of the Committee shall remain flexible in order to best react to changing conditions. In carrying out their responsibilities, the Committee shall have authority and duty to:

1. Review, at least annually, the structure and membership of the Board to assure that the proper skills and experience are represented on the Board.
2. Periodically make recommendations to the Board with respect to the size and composition of the Board and recommend to the Board general criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the stockholders) for the selection of individuals to be considered as candidates for election to the Board.
3. Seek out and evaluate candidates qualified to serve as Board members, and consider candidates submitted by stockholders of the Company in accordance with the notice provisions and procedures set forth in the bylaws of the Company.
4. Recommend to the Board:
  - a. nominees to fill vacancies on the Board as they occur;
  - b. prior to each annual meeting of the Company's stockholders, a slate of nominees for election or reelection as Directors by the stockholders at the annual meeting;

who meet the criteria for directors and corporate governance guidelines of the Company, and any other requirements established by the Committee from time to time.

5. Make all determinations as to whether or not an individual director or nominee for director is independent, taking into account the requirements of Nasdaq and such other factors as the Committee may deem appropriate; provided,

however, that current employees of the Company shall not be deemed independent.

6. Review annually and recommend to the Board the membership of the committees of the Board and a chairperson for each committee, taking into account the independence and experience requirements of Nasdaq and such other factors as the Committee may deem appropriate, including, with respect to members of the Audit Committee, the requirements of the Securities and Exchange Commission (the "SEC") (as such requirements may be modified or supplemented from time to time).
7. Formulate for Board approval, and periodically review and reassess, corporate governance guidelines of the Company, taking into account the applicable requirements of Nasdaq and the SEC (as such requirements may be modified or supplemented from time to time) and recommend any proposed changes to the Board for approval, as necessary.
8. In coordination with the CEO, prepare and recommend to the Board a schedule of Board meetings that is sufficiently frequent and timely to enable the Board to fulfill its responsibilities.
9. Provide oversight of the succession plan for the CEO and recommend to the Board a successor to the CEO when a vacancy occurs.
10. Evaluate stockholder proposals received by the Company. Based on these evaluations, the Committee shall make appropriate recommendations to the Board.
11. Review and recommend to the Board with regard to certificate of incorporation, bylaws or stockholder rights plan issue or changes in fundamental corporate charter provisions.
12. Receive comments from all directors and committees of the Board and report annually to the Board with an assessment of the Board's performance, the performance of each Board committee and the performance of the Company's Chief Executive Officer, each to be discussed with the full Board following the end of each fiscal year.
13. Periodically make recommendations to the Board with respect to the compensation of nonemployee directors.
14. Conduct an annual performance evaluation of the Committee.
15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. Perform such other functions as may from time to time be assigned by the Company's charter or bylaws, or the Board.

### **Other Matters**

1. The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to retain legal counsel and other experts or consultants, and it has direct access to the officers and employees of the Company. It also has authority to engage external search firms to identify director candidates. The Committee will have sole authority to retain and terminate any such search firm and to approve the fees and other retention terms related to the appointment of such firm.
2. The Committee may delegate its authority to subcommittees established by the Committee from time to time (except to the extent such delegation would be inconsistent with the requirements of the SEC or the listing rules of Nasdaq (as such requirements may be modified or supplemented from time to time)), which subcommittees will consist of one or more members of the Committee and will report to the Committee. The Board shall have the authority to amend or modify any provision of this Charter at any time.

Adopted May 24, 2007