



Nominating and Governance Committee Charter

I. Purpose.

The role of the Nominating and Corporate Governance Committee (the "Committee") is to address the issues surrounding the composition and operation of the Board of Directors (the "Board") of Cougar Biotechnology, Inc. (the "Company"). The core function of the Committee is to provide assistance to the Board in the areas of:

- selecting nominees for membership on the Board;
- selecting nominees for membership on committees to the Board;
- monitoring and safeguarding the independence of the Board and its committees;
- overseeing and reviewing the Company's process for providing information to the Board;
- developing and recommending to the Board a set of corporate governance principles; and
- overseeing the evaluation of the Board and the Company's management.

II. Membership and Procedures.

The Committee shall be comprised of not less than three members, each of whom shall be an independent director and free of any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment. Standards of independence and committee composition will meet the requirements of all applicable rules and regulations of the Securities and Exchange Commission ("SEC") and any other appropriate body, including any applicable stock market or exchange.

- Members of the Committee and its Chairman are appointed by the Board of Directors from time to time and may be removed by the Board of Directors at any time.
- Members of the Committee shall be chosen based on their competence and ability to add substance to the deliberations of the Committee.
- Meetings of the Committee shall be held bi-annually, or at least annually, to review nominees for election by stockholders and to monitor the Corporate Governance of the Board. Meetings shall be held upon call by the Board or the Chairman of the Committee.

III. Duties and Responsibilities.

The Committee will discharge the duties of the Board, to the extent delegated to the Committee, and approve or make recommendations to the Board, with respect to the following duties and responsibilities:

- **Stockholder Recommendations:** The Committee shall review and evaluate all director candidates submitted by the Company's stockholders.

- **Director Nominees:** The Committee will select candidates as nominees for election as directors and recommend those candidates to the Board, whether for the slate of directors to be nominated by the Board for election by the Company's stockholders or director nominees to be elected by the Board to fill interim director vacancies. The Committee will select those nominees whose attributes it believes would be most beneficial to the Company. This assessment will include such issues as:
 - experience and background in biotechnology or biopharmaceutical industries;
 - experience and background as a director of a public company;
 - experience and background with respect to capital raising and financing, particularly for small public companies;
 - general business experience;
 - qualification to serve on any committee of the Board, including the audit committee and qualification as a financial expert with respect to such committee, and any other requirements of the Sarbanes-Oxley Act of 2002;
 - involvement in certain legal proceedings, including without limitation: (a) a bankruptcy petition filed by or against any business of which such candidate was a general partner or executive officer at such time of the bankruptcy or within two years prior to such time; (b) a conviction in a criminal proceeding or subsection to a pending criminal proceeding; (c) subsection to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; or (d) being found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated federal or state securities or commodities laws, and that judgment has not been reversed, suspended or vacated;
 - any other facts or occurrences the existence of which cause the Company to reasonably conclude that such candidate's election or service to the Company as a director would be contrary to the goals of the Company; and
 - other criteria deemed relevant and important by the Board, in its discretion.

- **Corporate Governance:** The Committee will monitor and safeguard the independence of the Board to ensure appropriate independence in both fact and appearance. The Committee will oversee and review the Company's process for providing information to the Board, including the channels, quality, and timeliness of the information provided. The Committee will also oversee the evaluation of the Board and the Company's management on a yearly or more regular basis.

IV. Search Firms and Other Advisors

If a search firm is to assist the Company, its management, or the Committee, or the Board in the identification of director candidates, then the Committee shall have the sole authority to retain and terminate such search firm, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors, as it deems necessary and appropriate.

V. Annual Performance Evaluation

The Committee shall conduct an annual review of the Committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.