

Neurocrine Biosciences, Inc.
Nominating / Corporate Governance Committee Charter

*The following
Charter was most recently adopted by the
Board of Directors of Neurocrine Biosciences, Inc.
on December 13, 2019*

I. Purpose.

The purpose of the Nominating / Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Neurocrine Biosciences, Inc. (the “*Company*”) is to provide assistance to the Board in fulfilling their responsibility for Board nominations, composition and responsibilities in accordance with the Company’s Corporate Governance Guidelines.

II. Structure.

A. Membership

The Committee consists of not less than three independent directors, none of whom shall be an employee of the Company and all of whom shall satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), as in effect from time to time.

The members of the Committee shall be appointed by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair by a majority vote of the full Committee membership.

B. Rules of Procedure

The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chair as appropriate to accomplish the purposes of the Committee, but it is anticipated that the Committee will meet at least twice each calendar year. Notice of meetings of the Committee shall be given as provided in the Bylaws of the Company.

C. Committee Secretary

The Committee will appoint a Secretary of the Committee who will attend all meetings; keep minutes of the Committee's proceedings; advise members of all meetings called; arrange with the Chair of the Committee or other convening authority for preparation and distribution of the agenda and supporting material for

each meeting; at the direction of the Chair of the Committee, make the necessary logistical arrangements for each meeting; and carry out other functions as may be assigned from time to time by the Committee.

D. Quorum

A majority of the members of the Committee will constitute a quorum for the transaction of business. The action of a majority of the Committee members present at any meeting at which a quorum is present shall be the action of the Committee.

E. Minutes and Reports.

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

III. Matters Relating to the Board of Directors.

A. In consultation with Company senior management, the Committee will review the qualifications of candidates for the Board from whatever sources received.

B. The Committee, in consultation with Company senior management, may develop guidelines for the composition of the Board. It may include in those guidelines recommendations concerning:

1. Ideal size;
2. The mix of inside/outside directors;
3. Appropriate consideration of diversity, including gender and ethnic diversity;
4. Avoidance of potential conflicts of interest;
5. The scope of geographic representation; and
6. The priority to be given to candidate positions, i.e., CEO or equivalent, etc.

C. On an annual basis the Committee will evaluate the experience, qualifications, attributes and skills of each of the members of the Board whose term as a Director is expiring at the next Annual Meeting of Stockholders, in light of the Company's business and structure, to conclude that each such person should continue to serve as a Director, if such person desires to seek reelection. The Committee annually

will review with the Board the skills and characteristics required of the members in the context of the then current membership of the Board.

A member of the Committee whose term as a Director is expiring at the next Annual Meeting of Stockholders shall recuse himself or herself from all deliberations or recommendations of the Committee regarding the slate of nominees to be recommended by the Committee for consideration. Any recused Committee member may be replaced, solely for purposes of such deliberations and recommendations, by an alternate member selected by the Chairman of the Board from among the other Directors whose terms are not expiring at the next Annual Meeting of Stockholders, *provided* that if the Chairman of the Board's term as a Director is expiring at the next Annual Meeting of Stockholders, the alternate Committee member shall be selected by a majority of the other Directors whose terms are not expiring at the next Annual Meeting of Stockholders.

- D. When vacancies on the Board occur between Annual Meetings of Stockholders, the Committee will consult with Company senior management and consider the size of the Board to determine if a replacement is then appropriate and make a recommendation to the Board.

The Committee will annually formally review and assess the Board's performance and review its findings with the Board.

In addition, each individual Director will be periodically reviewed by the Committee for compliance with the Director Qualifications set forth in the Company's Corporate Governance Guidelines. In connection with the review of the performance of the Board and individual Directors, each Director shall have the opportunity to provide comments and recommendations.

- E. The Committee will consider the diversity of the Board when evaluating candidates for election or reelection to the Board. It is the Committee's policy to have a diversity of skills, professional experience, education, associations, achievements, training, points of view and individual qualities and attributes represented on the Board. Accordingly, as part of its evaluation of Director candidates, the Committee will endeavor to consider gender-diverse and ethnic-diverse candidates who meet the applicable business and search criteria. In furtherance of the foregoing, where a third-party search firm is engaged and requested to furnish an initial list of possible candidates, such firm would be requested to include in such list gender-diverse and ethnic-diverse candidates who meet the applicable business and search criteria.
- F. The Committee annually will consult each incumbent Director whose term expires at the next Annual Meeting of Stockholders to determine if the Director desires to seek reelection. The Committee will determine whether all nominees meet the Director Qualifications set forth in the Company's Corporate Governance Guidelines and determine if incumbents are to be nominated for reelection.

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- G. The Committee annually will submit the slate of director candidates to be proposed for election by the stockholders at the Annual Meeting of Stockholders to the Board for approval.
- H. The Committee annually will review the Company's Corporate Governance Guidelines and may from time to time recommend amendments thereto for consideration by the Board.
- I. The Committee shall consider instituting a plan or program for the continuing education of Directors.

IV. Succession Planning.

In consultation with the Company's Chief Executive Officer, the Committee will review succession planning relating to the Company's Chief Executive Officer as well as other key members of Company senior management. The Committee will require the Chief Executive Officer to prepare and update regularly his or her recommendation of the individuals to succeed him or her as well as other members of senior management.

V. Committees.

On an annual basis the Committee will review the compliance of each committee of the Board with the Company's committee structure, size and composition rules including whether the committee has held the required number of meetings and provided reports to the Board. The Committee will recommend, for consideration by the Board, changes to the composition of the committees as appropriate. In addition, on an annual basis the Committee will review the performance of all of the committees.

VI. Procedures for Information Dissemination.

The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

VII. Stockholder Matters.

The Committee will periodically review the Company's Certificate of Incorporation and Bylaws and make recommendations to the Board with the objective of promoting good corporate governance. The Committee will also review the procedures and communication plans for stockholder meetings to ensure that the rights of stockholders are protected and that required information concerning the Company is adequately presented.

The Committee shall have the power and authority to consider proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications

with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising such power and authority.

VIII. Compliance Matters.

The Committee shall be responsible for oversight of all compliance matters of the Company, other than those matters for whom oversight has been specifically provided to another Committee of the Board.

IX. Resolutions and Written Consents.

All proposed resolutions will be prepared by internal or external counsel and discussed and voted upon at the meetings or adopted by unanimous written consent.

X. Additional Authority.

The Committee shall have the authority, at its discretion, to call upon the Chairman of the Board to provide internal assistance from officers and other employees of the Company and its subsidiaries as may be appropriate to fulfill its duties and responsibilities.

In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace, as needed, outside advisors or consultants to provide independent advice to the Committee. In the event the Committee retains such an advisor or a consultant, the Committee shall have the sole authority to approve such advisor or consultant's fees, to be paid by the Company, and other retention terms.

The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

XI. Evaluation of Performance of Committee.

The Committee shall evaluate its own performance on an annual basis, including its compliance with this charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the charter for consideration by the Board.

XII. Disclosure of Charter.

This charter will be made available on the Company's website. The Company's Annual Report to Stockholders shall state the foregoing.