

AMENDED AND RESTATED CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS OF
HERON THERAPEUTICS, INC.

The Board of Directors (the “Board”) of Heron Therapeutics, Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

Section 1. STATEMENT OF PURPOSE

- 1.1. The primary purpose of the Committee is to:
- (a) identify individuals qualified to become directors;
 - (b) serve as the Company’s nominating committee to recommend a slate of director nominees to be proposed by the Board to the stockholders (and recommend any director nominees to be elected by the Board to fill interim vacancies);
 - (c) recommend directors for membership on Board committees; and
 - (d) review and recommend a set of corporate governance principles applicable to the Company.
- 1.2. If a director believes that a significant issue involving corporate governance at the Company exists, that director shall promptly bring such issue directly to the attention of the Committee. Absent unusual circumstances, discussion of such issues with the Committee should occur prior to raising the matter with other directors or members of management.

Section 2. ORGANIZATION

- 2.1. Independence. The Committee will be comprised of two or more directors as determined by the Board and each such committee member will satisfy the independence requirements of The Nasdaq Stock Market. The Committee will have all independent members.
- 2.2. Election and Removal. The members of the Committee shall be elected by the Board to serve until their successors are elected. The Board shall designate one member as chairperson of the Committee (the “Chairperson”) or delegate the authority to designate the Chairperson to the Committee, in which case the members of the Committee may designate the Chairperson by majority vote. The Board may remove members of the Committee from such Committee at any time, with or without cause. In the event that the removal or resignation of a Committee member, or any other occurrence which renders a member unable to discharge his or her duties with the respect to the Committee, causes the number of members then serving on the Committee to be fewer than two, the Board shall promptly designate a successor.
- 2.3. Subcommittees. The Committee may form and delegate authority to subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. Each subcommittee shall keep minutes of its meetings and report them to the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of the members of the Committee who are (a) “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended or (b) “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and for any other purpose that the Committee deems appropriate.

Section 3. DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee (in addition to any others that the Board may from time to time delegate to the Committee):

- 3.1. Director Nominees. The Committee shall be responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and selecting, or recommending to the Board for selection, nominees for election as directors. The Committee shall set a process for identifying and evaluating nominees, develop a profile of various attributes that a potential member of the Board should possess in order to contribute effectively to the Board and determine and periodically review its criteria for Board membership. In fulfilling its responsibility to nominate directors, the Committee shall have the authority to retain a director search firm.
- 3.2. Policy for Stockholder Recommendations. The Committee shall be responsible for establishing and maintaining a policy under which the Company's stockholders may recommend a candidate to the Committee for consideration for nomination as a director.
- 3.3. Committee Nominees and Term. The Committee shall recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. The Committee shall make recommendations regarding the term of committee members and the committee chairperson.
- 3.4. Board Composition and Evaluation. The Committee shall recommend criteria for assessment of the performance of the Board as a whole, for each Board committee and for individual directors. The Committee shall annually review and evaluate the performance, operations, size and composition of the Board.
- 3.5. Director Assessment upon Change of Circumstances. The Committee shall review and assess any director who: (a) retires, (b) changes from the principal occupation or principal background association held when such director was originally invited to join the Board, (c) joins any new board of directors of a public or private company or (d) joins a governmental commission, and in each case shall determine whether it believes that such director's change in circumstances represents a conflict of interest or otherwise inhibits such director's ability to serve the best interest of the Company and its stockholders.
- 3.6. Director Education. The Committee shall evaluate the need and, if necessary, create a plan for the orientation and continuing education of directors.
- 3.7. Corporate Governance Guidelines and Code of Ethics. The Committee shall oversee the adoption and periodic review and assessment of a set of Corporate Governance Guidelines and the Company's Code of Ethics and Business Conduct.
- 3.8. Committee Self-Evaluation. The Committee shall conduct a periodic performance assessment relative to the Committee's purpose, duties and responsibilities outlined herein, report to the Board on the results of such evaluation and make any appropriate recommendations to further enhance the Committee's performance. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- 3.9. Charter Review. The Committee shall review and assess the adequacy of this Charter periodically and recommend to the Board any necessary amendments. Any changes to this Charter must be approved by the Board and communicated in writing.
- 3.10. Reporting to the Board. The Chairperson shall regularly, and whenever so requested by the Board, report all material activities of the Committee to the Board, with recommendations to the Board as the Committee deems appropriate.

- 3.11. Shareholder Engagement. The Committee shall oversee the Company's shareholder engagement program, and make recommendations to the Board regarding its involvement in shareholder engagement.
- 3.12. Generally. The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment.

Section 4. PROCEDURES AND ADMINISTRATION

- 4.1. Meetings. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. To the extent practicable, such meetings shall be held in conjunction with the regularly scheduled Board meetings. Committee meetings may be held in person or telephonically. The Committee shall fix its own rules of procedure.
- 4.2. Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).
- 4.3. Action. A majority of regular members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of the members of the Committee (or subcommittee). Action may be taken by the Committee (or any subcommittee of the Committee) without a meeting if all of the members of the Committee (or subcommittee) indicate their approval thereof in writing.
- 4.4. Agendas. The Committee meeting agendas shall be the responsibility of the Chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the Chairperson.
- 4.5. Recording Meetings. The Committee shall keep written minutes of its meetings and distribute such minutes to each Board member prior to the subsequent Board meeting.
- 4.6. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting or other advisors as it deems necessary or appropriate to carry out its responsibilities.
- 4.7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 4.8. Access to Information. The Committee shall communicate to the CEO or his or her designee the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations. The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.