

REPROS THERAPEUTICS INC.

Nominating and Corporate Governance Charter

I. STATEMENT OF PURPOSE

The Nominating Committee of Repros Therapeutics Inc. is designated by the Board of Directors (the “Board”) of Repros Therapeutics Inc. (the “Company”) for the purposes of focusing on the issues surrounding the nomination of directors to the Board.

The Nominating Committee is authorized to perform each of the duties enumerated herein and any other duties it considers necessary or advisable in order to carry out its responsibilities.

II. MEMBERSHIP

The Nominating Committee shall be appointed by the Board and shall be comprised of two or more directors as determined by the Board. Each member of the Nominating Committee shall satisfy the independence requirements of the Nasdaq Stock Market or such other national exchange on which the Company may list its securities.

The Board shall appoint the members of the Nominating Committee annually, on the recommendation of the majority of the independent directors of the Board. The members of the Nominating Committee shall serve until their successors are appointed and qualified, and shall designate a Chair of the Nominating Committee who will be responsible for the scheduling of regular and special meetings and the functioning of the Nominating Committee. The Board shall have the power at any time to change the membership of the Nominating Committee and to fill vacancies, subject to such new members satisfying the independence requirements. Except as expressly provided in this Charter or the bylaws of the Company, or as otherwise provided by law or the rules of the Nasdaq Stock Market, or such other national exchange on which the Company may list its securities, the Nominating Committee shall fix its own rules and procedures.

III. MEETINGS

The Nominating Committee shall meet at least annually and at other times, as circumstances require, as determined by the Chairman of the Nominating Committee. The Nominating Committee shall keep regular minutes of its proceedings. For the transaction of any business at any meeting of the Nominating Committee, a majority of the members of the Nominating Committee shall constitute a quorum. The Nominating Committee shall take action by the affirmative vote of a majority of the Nominating Committee members present at a duly held meeting. Unless otherwise restricted by the Corporation's Certificate of Incorporation or Bylaws, any action that may be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and the writing is filed with the minutes of proceedings of such committee.

IV. POWERS, RESPONSIBILITIES AND DUTIES:

To fulfill its responsibilities and duties, the Nominating Committee shall:

1. Make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders or any director nominees to be elected by the Board to fill interim director vacancies.
2. Consider director candidates submitted by stockholders and determine the procedure to be followed by stockholders in submitting such recommendations.
3. Retain and terminate any search firm on behalf of the Company to identify director candidates as the Nominating Committee deems appropriate.
4. Review and reassess the adequacy of this Charter and recommend any changes of the Charter to the Board.
5. Perform any other activities consistent with this Charter, the Corporation's Bylaws, Nasdaq rules and governing law, as the Nominating Committee or the Board deems necessary or appropriate, including, without limitation, the delegation of authority to one or more members of the Nominating Committee of authority to carry out certain activities set forth hereunder.

V. LIMITATIONS:

The Nominating Committee shall not have authority to: (1) adopt, amend, or repeal the Corporation's Bylaws; (2) elect Directors to fill vacancies on the Board; (3) fill vacancies on the Nominating Committee or change its membership; (4) amend the Corporation's Certificate of Incorporation; (5) act on matters assigned to other committees of the Board; or (6) take any action prohibited by the Corporation's Certificate of Incorporation, Bylaws or applicable law.