

## **TREVENA, INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

#### **I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Trevena, Inc., a Delaware corporation (the “Company”). The purposes of the Committee are: (1) to assist the Board by identifying qualified candidates for director and to recommend to the Board the director nominees; (2) to make recommendations regarding the composition, organization and governance of the Board; (3) to develop and recommend to the Board corporate governance guidelines applicable to the Company and (4) together with the Board Chair, to oversee the review and evaluation of the Board.

#### **II. Composition**

The Committee shall be comprised of no fewer than two (2) members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”). Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Committee members shall be appointed by the Board and may be removed and/or replaced by the Board at any time, with or without cause. Members shall serve until their successors are duly elected and qualified or until their earlier death, resignation or removal.

The Committee may form and delegate authority to one or more subcommittees when appropriate.

#### **III. Meetings**

The Committee shall meet at such times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings. A majority of the members of the Committee shall constitute a quorum. Minutes of each meeting will be kept and filed in the Minute Books of the Company.

Unless the Committee by resolution determines otherwise, the Committee may take any action required or permitted to be taken by it without a meeting if all members of the Committee consent thereto in writing.

The Committee shall make regular reports to the Board of the actions taken or issues discussed at its meetings. This will generally take place at the first Board meeting following a Committee meeting.

#### IV. Authority, Responsibilities and Duties

##### 1. Board and Committee Membership

- *Selection of Director Nominees* – The Committee shall be responsible for:
  - (i) determining the desired Board member skills and attributes and conducting searches for prospective directors whose skills and attributes reflect those desired;
  - (ii) evaluating and identifying nominees for election or re-election to the Board, including candidates recommended by the Company’s stockholders; and
  - (iii) recommending to the Board the persons to be nominated by the Board for election at the annual meeting of stockholders and the persons to be appointed by the Board to fill any vacancies on the Board. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board of Directors, recommend to the Board the class of directors in which the director-nominee should serve.
- *Search Firms* – The Committee shall have the authority to retain and terminate any search firms to be used to identify director nominees, including authority to approve the search firm’s fees and other retention terms. The Committee is empowered, without further action by the Board, to pay the compensation of any search firms engaged by the Committee.
- *Composition* – The Committee shall be responsible for considering the composition and size of the Board as a whole to ensure that the Board has the appropriate experience, expertise and perspective.
- *Selection of Committee Members* – The Committee shall consider the structure, composition and functions of Board committees and make recommendations to the Board concerning the membership and the chairmanship of each committee.

##### 2. Corporate Governance

- *Corporate Governance Guidelines* – The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, consider and reassess the adequacy of such guidelines and recommend any material changes to the Board for approval.
- *Other Governance Matters* – The Committee shall generally advise the Board as a whole on other corporate governance matters.

3. Evaluation of the Board and its Committees

- *Regular Evaluation* – The Committee shall, together with the Chair of the Board, oversee an evaluation of the Board on a regular basis, but not less than every two (2) years, to determine whether it and its Committees (including this Committee) are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and present to the Board an assessment of, and recommendations to improve, the performance of the Board.

4. Board Succession Planning

- *Board Members* – The Committee shall plan for continuity on the Board as existing members retire or rotate off the Board.

5. Independence, Conflicts of Interest

- *Review of Other Directorships and Affiliations* – In connection with the Company's filing of its Annual Report on Form 10-K, the Committee shall consider directorships, consulting agreement and other business relationships involving the Company's directors as reported in the directors' questionnaires for potential conflicts of interest.
- *Address Conflict of Interest Situations* – The Committee shall consider, analyze and, if possible, resolve actual or potential conflicts of interest a Board member or executive officer of the Company has or may have.
- *Independence* – The Committee shall evaluate and consider matters relating to the independence of directors.

6. Other Matters

- *Charter and Bylaws* – On a periodic basis, the Committee shall review the Company's Certificate of Incorporation and Bylaws, and all amendments thereto, and recommend any proposed changes to the Board for approval.
- *Charter of the Committee* – On an annual basis, review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- *Disclosure of Charter* – This Charter will be made available on the Company's website at [www.trevenainc.com](http://www.trevenainc.com).
- *Independent Advisors* – The Committee shall have the exclusive authority, at the expense of the Company and without the management approval, to retain such

independent consulting, legal, accounting and other advisors as it shall deem appropriate.

- *Other* – Fulfill such other duties and responsibilities as the Board may assign to the Committee, from time to time.

**Amended and Restated, December 16, 2014**