

ALEXZA PHARMACEUTICALS, INC.

**CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER**

Purposes

The purposes of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Alexza Pharmaceuticals, Inc. (the “Company”) are to: (i) identify, review and recommend to the Board candidates as director nominees for election to the Board and review and evaluate incumbent directors; (ii) to recommend to the Board individuals to fill vacancies occurring between annual meetings of stockholders and (iii) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation. The Committee shall report to the Board on a regular basis and not less than once per year.

Composition

The Committee shall be composed of at least two “independent directors,” i.e., those directors who are neither officers nor employees of the Company or its subsidiaries nor have a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and each of whom is otherwise “independent” under the rules of the Nasdaq Stock Market.

The initial members of the Committee will be chosen by the Board. Candidates to fill subsequent vacancies in the Committee will be appointed by the Board based on nominations by the Committee. The members of the Committee will serve at the discretion of the Board.

Unless a chair is designated by the Board, the Committee members may appoint their own chair by majority vote.

Duties and Responsibilities

The following are the duties and responsibilities of the Committee and may be modified by the Board from time to time:

- 1.** To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
- 2.** To identify individuals believed to be qualified to become Board members, and to recommend to the Board for selection the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the event of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend a nominee to fill such vacancy either through appointment by the Board or through an election by the stockholders. In nominating candidates the Committee shall take into consideration such factors as it deems appropriate. These factors may include the candidate's judgment, skill, diversity, integrity and business experience and the range of business experience and expertise represented by the other members of the Board. The Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates, and has the power and authority to establish any policies and procedures to facilitate stockholder communications with the Board and to recommend to the Board appropriate action on any such proposal or recommendation.
- 3.** To identify Board members qualified to fill vacancies on any committee of the Board, and to recommend to the Board annually the chairmanship and membership of each committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate.
- 4.** To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- 5.** To review and approve any exceptions or waivers made to the Alexza Code of Conduct and its underlying policies involving directors or executive officers.
- 7.** To periodically review the compensation paid to directors for their service on the Board and its committees and recommend any changes considered appropriate to the full Board for its approval.
- 8.** To review with the Chief Executive Officer the plans for succession to the office of the Chief Executive Officer and make recommendations to the

Board with respect to the selection of appropriate individuals to succeed to this position.

9. Any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members or governance issues.

Meetings

The Committee will meet in person or telephonically at least once per year at a time and place determined by the Committee chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chair. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

The Committee will provide minutes of Committee meetings to the Board of Directors and report to the Board of Directors on any significant matters arising from the Committee's work.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants all at the Company's expense, as it deems appropriate, without seeking approval of the Board or management. The authority to select, retain, terminate and approve the fees and other retention terms of any consultants or search firms to identify director candidates shall be vested solely in the Committee.