CHARTER FOR THE

NOMINATING AND GOVERNANCE COMMITTEE

OF

THE BOARD OF DIRECTORS

OF

CYTOKINETICS INCORPORATED

Purpose

The purpose of the Nominating and Governance Committee (the "Nominating and Governance Committee") of the Board of Directors (the "Board of Directors") of Cytokinetics, Incorporated (the "Company") is to focus on issues relating to the composition and operation of the Board of Directors. The Nominating and Governance Committee provides assistance to the Board of Directors in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board of Directors, and review and consideration of developments in corporate governance practices. The Nominating and Governance Committee's goal is to attempt to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to the Company's stockholders and the Company and that the Company has and follows appropriate corporate governance standards. In addition, the Nominating and Governance Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board of Directors may from time to time prescribe.

Membership

The Nominating and Governance Committee should be composed of at least two directors of the Company who are independent as determined in accordance with the rules of the Nasdaq Stock Market and up to one non-independent director under the "exceptional and limited circumstances" exception of the rules of the Nasdaq Stock Market. The members of the Nominating and Governance Committee will be appointed by the members of the Board of Directors who are independent as determined in accordance with the rules of the Nasdaq Stock Market, and the members of the Nominating and Governance Committee will serve at the discretion of the Board of Directors.

Responsibilities

The responsibilities of the Nominating and Governance Committee shall include the following:

A. Nominating

1. Develop a Board of Directors capable of advising the Company's management in fields related to current or future business directions of the Company;

2. Approve all nominees for membership on the Board of Directors, including the slate of director nominees to be proposed by the Board of Directors to the Company's stockholders for election or any director nominees to be elected or appointed by the Board of Directors to fill interim director vacancies on the Board of Directors;

3. Review director nominees submitted by stockholders of the Company;

4. Nominate directors to committees of the Board of Directors and suggest rotations for chairpersons of committees of the Board of Directors as it deems desirable from time to time; and

5. Evaluate and recommend to the Board of Directors the termination of membership of individual directors in accordance with the Board of Directors' corporate governance principles, for cause or other appropriate reasons (including, without limitation, as a result of changes directors' employment or employment status).

B. Corporate Governance

1. Regularly review issues and developments relating to corporate governance issues and formulate and recommend corporate governance standards to the Board of Directors;

2. Review and make recommendations to the Board of Directors regarding the structure and delegated responsibilities of each committee of the Board of Directors to be included in the charter of each such committee of the Board of Directors;

3. Evaluate and recommend any revisions to meeting policies and logistics of the Board of Directors and committees of the Board of Directors;

4. Consider and recommend changes in the size of the Board of Directors; and

5. Periodically solicit input from the Board of Directors and conduct a review and evaluation of the effectiveness of the operation of the Board of Directors and its committees, including reviewing corporate governance and operating practices.

6. Periodically evaluate and recommend to the Board of Directors an appropriate member of the Audit Committee of the Board of Directors to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the Securities and Exchange Commission.

Annual Review

The Nominating and Governance Committee shall annually review its own charter (including the structure, processes and membership requirements of the Nominating and Governance

Committee) and recommend any proposed changes to the Board of Directors for approval. In addition, the Nominating and Governance Committee shall annually review its own performance.

Meetings

The Nominating and Governance Committee will meet a minimum of twice per year and more frequently as circumstances require.

Outside Advisors

The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors.

Minutes

The Nominating and Governance Committee will maintain written minutes of its meetings.

Reports

The Nominating and Governance Committee shall make regular reports to the Board of Directors of actions taken at its regular and/or special meetings.

Compensation

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers, per meeting fees and fees for service as Chair of the Nominating and Governance Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Except as permitted under applicable laws and the rules and regulations of the Securities and Exchange Commission and the National Association of Securities Dealers, Inc., members of the Nominating and Governance Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any committee thereof or as Chairman of the Board of Directors or Chair of any committee of the Board of Directors.

Delegation of Authority

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.

Adopted January 21, 2004

Amended and Approved February 9, 2011

Amended and Approved February 8, 2012