

TARGACEPT, INC.

AUDIT COMMITTEE CHARTER

I. Audit Committee Purpose

The primary purposes of the Audit Committee are to assist the Board of Directors in its duty to oversee the Company's accounting, financial reporting and internal control functions, the audit of the Company's financial statements and internal control over financial reporting and the review of the Company's interim financial statements. The Audit Committee will accomplish its purpose by exercising the authority and performing the responsibilities provided in this Charter.

II. Audit Committee Composition and Procedure

The Audit Committee will consist of at least three directors, each of whom will:

- A. meet the criteria for independence under Rule 10A-3 promulgated by the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended and as may be amended from time to time (the "Exchange Act"), unless an exception to such requirement under any subsection of Rule 10A-3 applies;
- B. be an independent director as defined under applicable NASDAQ rules;
- C. not have participated in the preparation of the Company's financial statements or any current subsidiary of the Company at any time during the past three years; and
- D. be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement.

At least one member of the Audit Committee will have employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background that results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, it is contemplated that at least one member of the Audit Committee will be an "audit committee financial expert" (as such term is defined in Item 407 of Regulation S-K, as may be amended from time to time), as determined by the Board.

Each Audit Committee member will serve until his or her successor is appointed by the Board or until his or her earlier death, removal, resignation or retirement. The Board will designate the chairman of the Audit Committee or, if it does not do so, the members of the Audit Committee will elect a chairman by majority vote. Subject to applicable law and NASDAQ rules, the Board will have the power at any time to change the size and membership of the Audit Committee and to fill any vacancy on the Audit Committee, provided that any new member satisfies the requirements of this Charter and all applicable law and NASDAQ rules. The rules and procedures of the Audit Committee will be governed by this Charter any guidelines adopted by the Board from time to time, the Company's bylaws and applicable law.

The Audit Committee will meet (either in person or by conference telephone or other means by which the Audit Committee is permitted to meet) at least four times annually and such additional times as are necessary to carry out its responsibilities. At least annually, the Audit Committee will meet separately with the Company's independent auditor, with management and with the head of the Company's internal audit function, if any, in discharge of its obligations under Section III of this Charter.

The Audit Committee will record and maintain minutes of its meetings. The chairman of the Audit Committee or an Audit Committee member designated by the chairman will make a report to the Board of the Audit Committee's meetings, actions taken at meetings or by consent and recommendations made since the most recent Board meeting, in each case except to the extent such matter or matters have been addressed in an interim report circulated to the Board by the Audit Committee

III. Audit Committee Authority and Responsibilities

The authority and responsibilities of the Audit Committee are as follows:

Responsibility for this Charter

A. review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board for its approval;

Appointment and Oversight of Independent Auditor and Audit Process

B. be directly responsible for the appointment (which need not be subject to stockholder ratification unless required by law, regulation or NASDAQ rules), compensation, retention and oversight of the work of any independent auditor engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including responsibility for resolving disagreements between the independent auditor and management regarding financial reporting), and each such independent auditor will report directly to the Audit Committee;

C. prior to engaging an independent auditor to perform an audit of the Company's financial statements and internal control over financial reporting: (i) obtain from the independent auditor a formal written statement delineating all relationships between it and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") regarding auditor communications with the Audit Committee regarding independence; (ii) actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact its objectivity and independence; and (iii) take, or recommend that the Board take, appropriate action to ensure the independence of the independent auditor;

D. review with the independent auditor its proposed audit scope and approach, including staffing, locations, reliance on management and coordination of independent audit work with the work of the Company's accounting personnel and the work of the head of its internal audit function, if any;

E. approve each audit and permissible non-audit service to be provided by the

independent auditor in advance, either expressly or in accordance with a pre-approval policy established by the Audit Committee (which policy may include delegation of pre-approval authority to one or more members of the Audit Committee, provided that any approval by such delegate(s) is presented to the full Audit Committee at its next scheduled meeting), and annually review and pre-approve the audit and non-audit services that are to be covered by the pre-approval policy, if applicable;

F. obtain and review a report from the independent auditor at least annually regarding: (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent auditor and the Company;

G. discuss with the independent auditor the matters required to be discussed by PCAOB AU Section 380, including the quality and acceptability of the accounting principles applied in the financial statements and changes in accounting policies, and any other matters required to be discussed with the independent auditor under generally accepted auditing standards;

H. confirm with the independent auditor that it is not aware of any violations of Rule 13b2-2 promulgated under the Exchange Act relating to improper influence on the conduct of audits or any illegal act that would require it to inform management of the Company and the Audit Committee as required by Section 10A(b) of the Exchange Act;

I. discuss at least annually with the independent auditor, management and the head of the Company's internal audit function, if any, the Company's exposure to material risks, the manner in which management assesses, monitors and manages its exposure, the adequacy of the Company's risk management activities and the nature of any unusual transactions;

J. review any management letters or internal control reports prepared by the independent auditor, by the Company's accounting personnel or by the head of the Company's internal audit function, if any, and management's responses to such letters or reports;

K. review management's assessments of the effectiveness of, and the independent auditor's report on, the Company's internal control over financial reporting;

L. following completion of the annual audit and at such other times as the Audit Committee deems appropriate, review separately with the independent auditor, with management and with the head of the Company's internal audit function, if any, any significant problems or difficulties, or disagreements between management and the independent auditor, encountered during the course of the audit and review with the independent auditor management's responses to such problems, difficulties or disagreements;

M. review and evaluate the lead partner of the independent auditor team and, to the extent required by law, ensure the rotation of the audit partners;

Review of Financial Statements and Financial Reporting

N. review with management on at least an annual basis management's analysis of any significant accounting issues, changes, estimates, judgments or unusual items relating to the Company's financial statements and the selection, application and effects of critical accounting policies applied by the Company and review all reports of the independent auditor on such subjects delivered pursuant to Section 10A(k) of the Exchange Act (including, without limitation, its analysis of the effects of alternative treatments of financial information within GAAP and the ramifications of the use of alternative treatments);

O. after each of the first three fiscal quarters and after the fiscal year, review (which review may be conducted by the chairman on behalf of the Audit Committee) with management the financial results, the proposed earnings release, including the use of "pro forma" or "adjusted" non-GAAP financial measures, and the issuance of any earnings guidance;

P. review, prior to filing with the SEC, the Company's quarterly and annual financial statements and related disclosures, including the MD&A portion of the Company's quarterly reports on Form 10-Q and annual report on Form 10-K, and any disclosure to the Audit Committee under Section 302 of the Sarbanes-Oxley Act of 2002; and, following consultation with management and the independent auditor, consider whether to formally recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K;

Q. review with management and, as applicable, the Company's outside counsel on at least a quarterly basis all pending or threatened litigation involving the Company, including any legal matters that may have a material impact on the financial statements and any material reports or inquiries received from regulatory or governmental agencies or authorities;

Oversight of Compliance

R. approve, to the extent required by applicable law or NASDAQ rules or Company policy, all related person transactions (i.e., transactions that are required to be disclosed pursuant to Item 404 of Regulation S-K) and modify, as necessary from time to time, the Company's policy with respect to related person transactions;

S. establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

T. respond to any report of evidence of a material violation of the securities laws or breach of fiduciary duty that the Audit Committee receives from the Company's chief legal officer or from any attorney appearing and practicing before the SEC in the representation of the Company;

U. investigate any matter brought to its attention and, in connection with such investigation, have full access to all books, records, facilities and personnel of the Company;

V. review the Company's hiring policy (if any) for employees or former employees of the independent auditor and approve any such hiring in accordance with such policy;

W. prepare the Audit Committee report required to be included in the Company's annual proxy statement and perform any other activities consistent with this Charter, the Company's bylaws,

any guidelines adopted by the Board from time to time and applicable law as the Audit Committee or the Board deems necessary or appropriate;

Funding and Compensation

X. determine (i) compensation to the independent auditor engaged to prepare or issue an audit report or perform other audit, review or attest services, (ii) compensation to any adviser engaged by the Audit Committee as authorized by this Charter and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties; and

General

Y. have the authority to form subcommittees and delegate authority to any such subcommittee in its sole discretion.

It is not the responsibility of the Audit Committee to plan or conduct audits of the Company's financial statements or internal control over financial reporting or to determine that the Company's financial statements comply with generally accepted accounting principles. Management of the Company is responsible for the preparation, presentation, and integrity of the Company's financial statements, the appropriateness of the accounting principles and reporting policies that are used by the Company and the design and implementation of the Company's internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

IV. Additional Resources

The Audit Committee has the right to utilize the Company's accounting personnel, internal audit personnel, if any, and independent auditor, other internal staff and legal counsel and also has the right to retain at the Company's expense independent accounting experts, lawyers and other consultants as it deems necessary to carry out its responsibilities. The Audit Committee will endeavor to keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside advisers and consultants.

Adopted: June 16, 2004
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