

# TARGACEPT, INC.

## TECHNOLOGY AND INNOVATION COMMITTEE CHARTER

### I. Purpose

The purpose of the Technology and Innovation Committee is to assist the Board of Directors in its oversight of the Company's research and development activities, initiatives, programs and strategies (collectively, "**Company R&D**"). The Technology and Innovation Committee is designed to function as a knowledgeable and objective group of scientists (and, if the Board so determines, non-scientists) to assess and report to the Board on matters related to Company R&D.

### II. Composition and Procedure

The Technology and Innovation Committee will consist of such number of members as the Board may determine from time to time.

The Board will appoint the members of the Technology and Innovation Committee. Committee members do not need to qualify as independent directors under applicable NASDAQ rules. Each member will serve until his or her successor is appointed or until his or her earlier death, retirement, resignation or removal. The Board may designate the chairman of the Technology and Innovation Committee or, if it does not do so, the members of the Technology and Innovation Committee will elect a chairman by majority vote. Subject to any applicable law or NASDAQ rule, the Board will have the power at any time to change the size and membership of the Technology and Innovation Committee and to fill any vacancy on the Technology and Innovation Committee, provided that any new member satisfies the requirements, if any, of applicable law or NASDAQ. The rules and procedures of the Technology and Innovation 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 Technology and Innovation Committee will meet (either in person or by conference telephone or other means by which the Technology and Innovation Committee is permitted to meet) at least two times per year and at such other times as it considers necessary or appropriate to carry out its responsibilities. Any of the chairman of the Technology and Innovation Committee, the chairman of the Board or the Company's chief executive officer may call meetings of the Technology and Innovation Committee.

The Technology and Innovation Committee will record and maintain minutes of actions taken at its meetings. The chairman of the Technology and Innovation Committee or a Technology and Innovation Committee member designated by the chairman will make a report to the Board of the Technology and Innovation 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 by the Technology and Innovation Committee.

### **III. Authority and Responsibilities**

The authority and responsibilities of the Technology and Innovation Committee are as follows:

- A.** review and reassess the adequacy of this Charter from time to time as it considers appropriate and recommend any proposed changes to the Board for approval;
- B.** assess information provided by the Company's management regarding the Company's research and development activities, initiatives and programs and periodically report to the Board on such matters;
- C.** periodically review and report to the Board on the Company's research and development strategies;
- D.** discuss and report to the Board on significant emerging technology issues and trends relevant to the Company's areas of scientific or therapeutic focus;
- E.** form and delegate authority to subcommittees when it considers appropriate; and
- F.** undertake such additional actions within the scope of its primary responsibilities as the Board may determine.

### **IV. Additional Resources**

The Technology and Innovation Committee will have the right to utilize reasonable amounts of the time of the Company's personnel and also will have the right to retain independent consultants and other advisors as it may deem appropriate to assist and advise it in connection with its responsibilities and to approve related fees and engagement terms. The Technology and Innovation Committee will keep the Company's chief financial officer advised as to the general range of anticipated expenses for outside consultants and advisers.

Adopted: December 8, 2011