

Corporate Governance and Nominating Committee Charter
Amended and Restated on September 30, 2016

Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the board of directors (the “Board”) of Corcept Therapeutics Incorporated (the “Company”) is to provide oversight with respect to corporate governance and to identify individuals qualified to serve as members of the Board and, in the event the Committee is comprised solely of directors who satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), to recommend nominees for election as directors of the Company.

Composition

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall satisfy the requirements of Nasdaq, subject to any available exception.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and from time to time review and assess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.
2. Provide oversight of legal and regulatory compliance related matters, including evaluating the effectiveness of compliance programs implemented to meet Federal healthcare program and FDA requirements, but excluding matters of financial oversight and conflicts of interest subject to the Audit Committee Charter.
3. Periodically review and assess the Company’s code of ethics and recommend any proposed changes to the Board for approval, and the Committee shall undertake to cause each officer and director of the Company to execute and deliver a written confirmation of compliance with the Company’s code of ethics on approximately an annual basis.
4. Identify and evaluate individuals, including individuals proposed by stockholders, qualified to serve as members of the Board, to help ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. In the event the Committee is not comprised solely of independent directors, the independent directors of the Company shall select nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate and select individuals to fill any vacancies or newly created directorships that may occur between such meetings.
5. After consultation with the Chair of the Board and the Chief Executive Officer (“CEO”), make recommendations to the Board with respect to assignment of Board members to

committees and for committee chairs and, as appropriate, recommend removal of directors from Board committees.

6. Conduct from time to time a review of the Board and the Board committees in accordance with the Company's corporate governance guidelines and the committee charters and report the evaluation to the Board.
7. Provide minutes of Committee meetings to the Board and report to the Board on any significant matters arising from the Committee's work.
8. From time to time, review and reassess this Charter and, if appropriate, recommend changes to the Board.
9. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless a chair is designated by the Board.
4. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.