IDENIX PHARMACEUTICALS, INC.

Charter of the Nominating and Corporate Governance Committee
of the Board of Directors
Amended and Restated as of February 22, 2011

A. ***Purpose***

The purpose of the Nominating and Corporate Governance Committee is to:

- Identify individuals qualified to become Board members for recommendation to the full Board of Directors (the "Board");
- Select the persons to be recommended to the Board to be considered for nomination for election as directors at the annual meeting of stockholders;
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- Oversee the evaluation of the Board and management.

To the extent this Charter is inconsistent or conflicts with either the certificate of incorporation or bylaws of the Company, such certificate of incorporation or bylaws, as applicable, shall control.

B. ***Structure and Membership***

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.

2. Independence. Except as otherwise permitted by the applicable NASDAQ rules and required by contract, each member of the Committee shall be "independent" as defined by the rules of the NASDAQ Global Market or, if subject to the rules of another regulatory organization, such other organization.

3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.

5. Selection and Removal. Subject to any contractual obligations of the Company, members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. Subject to any contractual obligations of the Company, the Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

C. ***Authority and Responsibilities***

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall have the sole responsibility and authority for identifying and recommending to the Board the nominees for election as directors at the annual meeting of stockholders. Except as otherwise required by contract, the Committee shall also have the responsibility and authority for identifying nominees to fill vacancies on the Board and recommending such nominees for election to the Board. The Committee shall submit its determinations to the Board for consideration and approval. In making such determinations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. Criteria for Selecting Directors. The Board's criteria for selecting directors are as set forth in Attachment A to this Charter. The Nominating and Corporate Governance Committee shall use such criteria to guide its potential director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. Search Firms. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

4. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

Corporate Governance

5. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

Evaluation of the Board; Succession Planning

6. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

7. Resignation Upon Job Change. The Nominating and Corporate Governance Committee shall be responsible for providing the Board with a recommendation as to accept or not accept a resignation by a members of the Board due to a change of job or material level of responsibility.

8. Succession Planning. The Nominating and Corporate Governance Committee shall present a periodic report to the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy.

9. Additional Powers. The Nominating and Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

D. *Procedures and Administration*

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.

4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Annual Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance.

Attachment A

CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.

2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.

3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.

4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.

5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director. In order for the Company to fulfill its contractual obligations, nominees who are designated by Novartis Pharma AG will not be deemed for purposes of these criteria to have a conflict of interest by virtue of Novartis' ownership of capital stock of the Company.

6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education. Existing directors shall submit a resignation to the Nominating and Corporate Governance Committee promptly following a change of job or material level of responsibility.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.