



CAMBREX CORPORATION

CHARTER OF THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The primary purposes of the Committee are (i) to identify individuals qualified to become Board members and (ii) to develop and recommend to the Board corporate governance guidelines for the Corporation.

II. Membership

1. The Committee shall be comprised of three or more directors, as determined by resolution of the Board, all of whom in the judgment of the Board shall be independent in accordance with New York Stock Exchange listing standards.
2. Consistent with the appointment of other Board committees, the members of the Committee shall be appointed by the Board after considering the recommendation of the Committee at the annual organizational meeting of the Board or at such other time as may be determined by the Board.
3. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified.
4. The Chairman of the Committee shall be designated by the Board after considering the recommendation of the Committee, provided that if the Board does not so designate a Chairman, the members of the Committee, by majority vote, may designate a Chairman.

III. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Review, at least annually, the composition of the Board to assure that the proper skills and experience are represented on the Board. The Board shall be composed of a majority of independent directors.
2. Identify candidates qualified to become Board members, and recommend to the Board the nominees to stand for election as directors of the Corporation at the annual meeting of shareholders. In

nominating candidates, the Committee shall take into consideration the criteria set with the concurrence of the full Board and re-evaluated periodically.

3. Recommend annually to the Board director nominees for each Board committee, taking into account the skills and background of such director, as well as the New York Stock Exchange listing standards and applicable laws, rules and regulations, and recommend to the Board the Chairman for each Board committee.
4. Develop and recommend to the Board a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
5. Oversee the annual evaluation of the Board and management.
6. Review the compensation of the members of the Board for service as directors or members of Board committees and make recommendations to the Board concerning the fixing of such compensation.
7. The Committee shall report its actions and any recommendations to the Board after each Committee meeting.
8. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee and recommend to the Board such changes in composition, charter or manner of operation as may be necessary to assure that it carries out its responsibilities effectively.
9. Perform such other activities consistent with this charter, the Corporation's By-Laws, governing law, the rules and regulations of the New York Stock Exchange and such other requirements applicable to the Corporation as the Committee or the Board deem necessary or appropriate.

IV. Meetings

1. The Committee shall meet at least once each year and hold such other meetings from time to time as the Committee or its Chairman deems necessary to carry out its duties and responsibilities. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee shall require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

2. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.
3. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities and make copies of such minutes available to the Board.

V. Delegation

The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more of its members as the Committee may deem appropriate in its sole discretion.

VI. Engaging Consultants

The Committee shall have sole authority to retain and terminate any search firm engaged to assist in identifying director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.