

**NOVEN PHARMACEUTICALS, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**CHARTER**  
**FEBRUARY 10, 2004**

**Organization**

There shall be a committee of the Board of Directors to be known as the Nominating and Corporate Governance Committee (the “Committee”). The Committee shall be comprised of not less than two members of the Board, each of whom shall be “independent directors” as such term is defined in Rule 4200 of the Marketplace Rules of the Nasdaq Stock Market.

**Statement of Policy**

The Committee shall provide assistance to the Board in identifying, screening and recommending qualified candidates to serve as directors of the Corporation. The Committee shall oversee matters of corporate governance and provide counsel to the Board with respect to Board organization, membership and function. The Committee shall meet at least annually to prepare its recommendations to the Board concerning nominations of candidates for election or reelection to the Board by the shareholders of the Corporation, and shall hold additional meetings as the members deem necessary or advisable to perform the responsibilities listed below. The Committee shall review the adequacy of this Charter annually.

**Responsibilities**

The following shall be the principal recurring processes of the Committee in carrying out its responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement or diverge from them as appropriate.

- Propose to the Board nominees for election or reelection to the Board at the Corporation’s Annual Meeting of Shareholders, based upon recommendations of the Chairman, the Chief Executive Officer, other Board members, third parties or shareholders (provided that shareholder recommendations of Board nominees are submitted in accordance with the procedures set forth in the Corporation’s By-Laws);
- Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board, based upon recommendations of the Chairman, the Chief Executive Officer, other Board members or third parties;
- Review potential conflicts of prospective Board members;
- Review at least annually the structure of the Board to assure that the proper skills and experience are represented on the Board;

- Undertake studies and make recommendations to the Board as the Board or the Committee may deem appropriate concerning the size, composition, compensation and functioning of the Board;
- Review and make recommendations to the Board regarding the composition and responsibilities of Board Committees;
- Review the appropriateness and adequacy of information supplied to Board members prior to and during Board meetings;
- Review and approve all related-party transactions between the Corporation and any of its officers, Board members, or any other individual or entity able to exercise control or significant influence over the Corporation, to the extent that the Corporation may be prevented from pursuing its own separate interests;
- Perform such additional duties as the Board from time to time may determine.