

Nominating & Governance Committee

Members

Since August 2003

Larry D. Fredricks, Chairman
Gary M. Cohen
Gary K. Kunkle, Jr.

Function

Assists the Board in identifying qualified individuals to become Board members and recommends to the Board the director nominees for the next annual meeting of shareholders, including consideration of shareholder nominations for election to the Board submitted in accordance with the procedures discussed above under “How do I nominate a director?” Develops and recommends to the Board, Corporate Governance Guidelines applicable to Perrigo. Leads the Board in its annual review of Board performance. Makes recommendations to the Board with respect to assignment of individual directors to various committees.

Compensation

The Chairman of the Compensation Committee is paid \$2,500 for each committee meeting attended in person and \$1,250 for each committee meeting in which he or she participates by telephone. The other members of the Compensation Committee are each paid \$1,250 for each committee meeting attended in person and \$625 for each committee meeting in which he or she participates by telephone.

Charter

Purpose

The purpose of the Nominating & Governance Committee is to:

- assist the Board in identifying qualified individuals to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- develop and recommend to the Board the Corporate Governance Guidelines applicable to Perrigo Company (the “Company”);
- lead the Board in its annual review of the Board’s performance; and
- make recommendations to the Board with respect to assignment of individual directors to various committees.

Composition of the Committee

The Committee shall consist of a minimum of three directors who meet the independence requirements of the National Association of Securities Dealers, Inc. The Chief Executive Officer shall attend meetings of the Committee whenever the Committee is meeting to consider corporate governance issues.

Authority and Responsibilities

1. The Committee shall lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees based on their business and professional accomplishment, integrity, demonstrated ability to make independent analytical inquiries, ability to understand the Company's business and willingness to devote the necessary time to Board duties.
2. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. The Committee shall have the authority to retain and terminate any search firm to assist in identifying director candidates, and to retain other outside advisors as it deems necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
4. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's and individual member's performance, to be discussed with the full Board following the end of each fiscal year.
5. The Committee shall review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board.
6. The Committee shall annually review and assess the independence of the individual directors in light of the requirements of the National Association of Securities Dealers, Inc. and recommend any changes to the Board.
7. The Committee shall annually review and assess any questions regarding potential conflicts of interest and shall suggest any action that they deem necessary or appropriate.
8. The Committee shall annually review and assess Company management's succession planning and report any action they deem necessary or appropriate.
9. The Committee shall report its activities to the full Board of Directors on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.

10. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
11. The Committee shall perform such other functions as assigned by law, the Company's Articles of Incorporation or Bylaws, or the Board.

This Charter was adopted August 7, 2003.