

Governance Committee

The Governance Committee has general responsibility for corporate governance matters regarding Dade Behring. In addition, the role of the Governance Committee is to:

- Make recommendations regarding the size and composition of the Board.
- Set Board and committee performance goals.
- Determine nominees for election and re-election to the Board, insuring that Board nominations are consistent with the company's needs and the Board's performance goals and that each renominated member's attendance record, meeting preparation, and overall contribution merits re-election to the Board. Nominations of Company directors will be determined by the Governance Committee comprised solely of directors that are "independent", as defined under applicable NASD Marketplace rules. See NASD Rule 4350(c)(4).
- Recommend Board committee assignments, taking into account committee performance goals.
- Review and recommend Board and committee policy and procedures.
- Review the Board's, the Chairman's and each non-employee director's performance. (See Board of Directors Evaluation at 4.4(b), Chairman of the Board Evaluation at 4.4(c), Non-Employee Director Annual Performance Appraisal at 4.4(d) and Non-Employee Director Skill Assessment at 4.4(e))
- Review and make recommendations to the Board regarding non-employee director compensation.

Responsibilities of the Governance Committee include:

- Providing performance goals for the Board and the Committees.
- Developing criteria to be used as a guideline in reviewing and selecting candidates for the Board.
- Developing and maintaining a list of potential candidates for the Board.
- Nominating candidates for unfilled directorships.
- Preparing a slate for election or re-election of directors at the annual meeting.
- Reviewing the reasons for the resignation of directors.
- Providing a process for education of new Board members and continuing education for existing board members.
- Proposing, and reviewing with the full Board of Directors, the methods and criteria for the review and evaluation of the independence and performance of all Board

members, including appropriate communication of results of the review to the Board and each member.

- Consulting with the Chairman of the Board (and with the Chief Executive Officer, if not also the Chairman) on proposed assignments as committee chairpersons and members.
- Periodically confirming that the compositions of the Audit Committee, Compensation Committee and the Governance Committee meet applicable independence requirements. See Governance Committee Charter, III.10.
- Periodically studying and reviewing, with other directors and the Chief Executive Officer, the overall effectiveness of the organization and functioning of the Board and the conduct of its business.
- Developing and reviewing the Company's Code of Business Conduct and Ethics, at least annually.
- Reviewing this Corporate Governance Manual, at least annually.
- Reviewing its own performance, at least annually.
- Making any appropriate reports and recommendations to the Board of Directors on the above and other appropriate matters.

In preparing its recommendation to the Board of a slate for the election of directors at each annual stockholder meeting, the Governance Committee, with the participation of the Chairman of the Board (and the Chief Executive Officer, if not also the Chairman) is responsible for evaluating the performance and continued suitability to serve of each individual director. The Chief Executive Officer will not serve on the Governance Committee, but may provide input on director selection. However, it is the responsibility of the Governance Committee to decide on candidates for nomination to the Board.

The Governance Committee should specifically address the past contributions and qualifications for continuation on the Board of those members whose terms end that year. This will also allow each director the opportunity to confirm his or her willingness to continue as a member of the Board. Board members whose terms end that year will generally not serve on the Governance Committee.

The Governance Committee will periodically assess, and report to the Board on, the Board's performance and contribution as a whole, with a specific review of areas in which it believes a better contribution could be made and the effectiveness of the Board increased. The review should include an assessment of the effectiveness of the committees of the Board. A particular time frame is not specified for this review, but it should ordinarily be conducted at least annually. All directors are free to make suggestions to improve the Board's practices at any time and are encouraged to do so.

The Governance Committee has adopted a written charter, which is set out in Section 4.4(a).

Governance Committee Charter

**DADE BEHRING HOLDINGS, INC. (the “Company”)
CHARTER OF THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS (the “Committee”)**

Adopted November, 2002

I. Qualification for Membership

- A. The Committee shall consist of not fewer than three (3) members who shall be designated by the Board from time to time.
- B. Each member of the Committee shall satisfy the independence requirements of the NASD Marketplace Rules.

II. Scope

The Committee has general responsibility for the Company’s corporate governance activities. In addition, the Committee’s role is to:

- A. Make recommendations regarding the size and composition of the Board;
- B. Set Board and committee performance goals;
- C. Determine nominees for election and re-election to the Board, insuring that nominations are consistent with the company’s needs and the Board’s performance goals and that each renominated member’s attendance record, meeting preparation, and overall contribution merits re-election to the Board; NASD Rule 4350(c)(4).
- D. Recommend Board committee assignments taking into account committee performance goals;
- E. Review and recommend Board policy and procedures;
- F. Review the Board’s, the Chairman’s and each non-employee director’s performance; and
- G. Review and make recommendations to the Board regarding the non-employee director compensation policy.

III. Specific Responsibilities

The Committee shall perform the following duties, attending to each as often as it deems appropriate (except as otherwise stated):

1. set performance goals for the Board and its committees;
2. develop criteria to be used as a guideline in reviewing and selecting candidates for the Board. Specifically, the Committee shall identify and periodically review (a) the minimum qualifications that must be met for a nominee to be recommended by the Committee, (b) the material terms of the Company's policy regarding consideration of

shareholder-recommended Board candidates, and (c) the Committee's process for identifying and evaluating potential nominees for the Board, including shareholder recommended candidates; Item 7(d)(2)(ii)(L) of Schedule 14A of the Exchange Act.

3. develop and maintain a list of potential candidates for the Board;
4. determine, or recommend to the Board for determination, new nominees for unfilled directorships;
5. prepare a slate for election or re-election of directors at the annual meeting;
6. review the reasons for the resignation of directors;
7. provide a process for education of new Board members and continuing education for existing Board members;
8. propose, and review with the full Board of Directors, the methods and criteria for the review and evaluation of the independence and performance of all Board members, including appropriate communication of results of the review to the Board and each member;
9. consult with the Chairman of the Board (and with the Chief Executive Officer, if the Chairman is not also the Chief Executive Officer) on proposed assignments as committee chairmen and members;
10. periodically confirm that the compositions of the Audit Committee, Compensation Committee and the Committee meet applicable independence requirements;
11. periodically study and review, with other directors and the Chief Executive Officer, the overall effectiveness of the organization and functioning of the Board and the conduct of its business;
12. develop and review, at least annually, the Company's Code of Business Conduct and Ethics applicable to its directors, officers and employees; NASD Rule 4350(n).
13. review, at least annually, non-employee director compensation;
14. review, at least annually, the Corporate Governance Manual;
15. review, at least annually, this Charter;
16. review annually the performance of the Committee; and
17. make appropriate reports and recommendations to the Board on each of the above and other appropriate matters.

IV. Procedures

The Committee shall meet in accordance with an established schedule and special meetings may be called by the chairman of the Committee or by any two (2) other members as deemed appropriate by them. In addition, but not in lieu of any of the meetings described in the immediately preceding sentence, the Committee may take action through further meetings or

through a written consent in lieu of any special meeting. The Committee shall meet with representatives of the Company, other Board members and prospective Board members as often as the Committee shall determine are necessary or advisable.

A number of members of the Committee equal to at least a majority of the whole Committee shall constitute a quorum for the transaction of any business by the Committee at a meeting. [Written consent must be unanimous, per By-laws].

The Committee shall report its activities to the full Board whenever the approval of the Board is required or when Committee members determine that a matter necessitates deliberation or inquiry by the full Board. In addition, the Board may call for a report of the Committee at any time, as determined by the Board.

The Committee shall utilize adequate Company resources to conduct, or have conducted, such regular and special reviews and examinations as are necessary to fulfill its responsibilities. The Committee may ask members of management, external advisors or others to attend its meetings and provide pertinent information as necessary. The Committee may retain special counsel or experts as the Committee may determine are necessary or advisable. Without limitation, the Committee may retain and terminate any search firm to be used to identify director candidates, such retention to be for such fees and on such other terms as the Committee may, in its sole discretion, approve. The Committee will report promptly to the Chairman of the Board that an independent advisor has been retained.

V. Minutes

The proceedings and decisions of the Committee shall be recorded in minutes, which shall be circulated to all members of the Committee for approval and then circulated to the members of the Board. The General Counsel or other officer shall be the Secretary of the Committee.

Board of Directors Evaluation

DADE BEHRING

Board of Directors Evaluation

Rank answers from 1 to 5: 1 - Weak; 2 - Minimal; 3 - Moderate;
4 - Good; 5 - Outstanding.

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|-----|---|---|---|---|---|---|
| 1. | The Board knows and understands the company's beliefs, values, philosophy, mission, strategic plan, and business plan and reflects this understanding on key issues throughout the year (to include but not be limited to legal/ethical performance and equal opportunity). | 1 | 2 | 3 | 4 | 5 |
| 2. | The Board has, and follows procedures for, effective meetings. | 1 | 2 | 3 | 4 | 5 |
| 3. | Board meetings are conducted in a manner that ensures open communication, meaningful participation and timely resolutions of issues. | 1 | 2 | 3 | 4 | 5 |
| 4. | Directors receive timely and accurate minutes, advance written agendas and meeting notices, and clear and concise background material to prepare in advance of meetings. | 1 | 2 | 3 | 4 | 5 |
| 5. | Directors evaluate their individual and overall Board performance on a periodic basis. | 1 | 2 | 3 | 4 | 5 |
| 6. | The Board reviews and adopts annual capital and operating budgets, which are regularly monitored throughout the year. | 1 | 2 | 3 | 4 | 5 |
| 7. | The Board monitors cash flow, profitability, net revenue and expenses, productivity, and other financially driven indicators to ensure performance as projected. | 1 | 2 | 3 | 4 | 5 |
| 8. | The Board monitors performance with industry comparative data. | 1 | 2 | 3 | 4 | 5 |
| 9. | The Board monitors and understands Dade Behring marketing, public relations, sales, and advertising activities. | 1 | 2 | 3 | 4 | 5 |
| 10. | Directors stay abreast of issues and trends affecting Dade Behring and use this information to assess and guide Dade Behring's performance not just year to year, but in the long term. | 1 | 2 | 3 | 4 | 5 |

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| 11. | Directors comprehend and respect the difference between the Board’s policy-making role and the Chief Executive Officer’s management role. | 1 | 2 | 3 | 4 | 5 |
| 12. | Board goals, expectations, and concerns are honestly communicated with the Chief Executive Officer. | 1 | 2 | 3 | 4 | 5 |
| 13. | The Board is satisfied with its role in management succession matters. | 1 | 2 | 3 | 4 | 5 |
| 14. | The Board composition represents an appropriate balance of skills and diversity for the company’s needs. | 1 | 2 | 3 | 4 | 5 |
| 15. | The various committees of the Board function well, have mandates which are understood and a structure that meets the needs of the Board, and are beneficial to insure proper governance of Dade Behring’s business. | 1 | 2 | 3 | 4 | 5 |

Additional Comments: _____

Prepared By: _____ Date: _____

Chairman of the Board Evaluation

DADE BEHRING

Chairman of the Board Evaluation Form

General Function: Provides leadership to the Board of Directors and works with it to define its structure, agenda and activities in order to fulfill its responsibilities. Works with senior management to help ensure that matters for which management is responsible are appropriately reported to the Board.

Rank answers from 1 to 5: 1--well below minimum requirements; 2--below minimum requirements; 3--meets minimum requirements; 4--above minimum requirements; and 5--well above minimum requirements

Establishes procedures to govern the Board’s work. 1 2 3 4 5

Ensures the Board’s full discharge of its duties. 1 2 3 4 5

Organizes and presents the agenda for regular or special Board meetings based on input from directors. 1 2 3 4 5

Ensures proper flow of information to the Board, reviewing adequacy and timing of documentary materials in support of management proposals. 1 2 3 4 5

Identifies guidelines for the conduct of the directors, and ensures that each director is making a significant contribution. 1 2 3 4 5

Acts as liaison between the Board and management. 1 2 3 4 5

Together with the Chief Executive Officer, if not serving in that role, represents the company to external groups: policyholders, creditors, consumer groups, local communities, and federal, state and local governments. 1 2 3 4 5

Working with the Governance Committee and the Chief Executive Officer, ensures proper Board committee structure, including assignments of members and committee chairs. 1 2 3 4 5

Non-Employee Director Skill Assessment

DADE BEHRING

Skill Assessment

Non-employee director: _____

Rank answers from 1 to 5: 1 - None; 2 - Minimal; 3 - Moderate; 4 - Good; 5 - Strong

FIELD OF KNOWLEDGE

1.	Change management	1	2	3	4	5
2.	Financial expertise	1	2	3	4	5
3.	General management (designated below)	1	2	3	4	5
	– CEO of non-comparable company					
	– CEO of comparable company					
	– CFO					
	– Other					
4.	Healthcare/medical	1	2	3	4	5
5.	Human resources	1	2	3	4	5
6.	International	1	2	3	4	5
7.	Leadership	1	2	3	4	5
8.	Legal affairs	1	2	3	4	5
9.	Marketing	1	2	3	4	5
10.	Organizational design	1	2	3	4	5
11.	Strategic planning	1	2	3	4	5
12.	Teamwork	1	2	3	4	5

(Listed in alphabetical order).

Please Note: In evaluating appropriate skill sets for the Board composition, a potential director’s visibility and prestige in the community should be considered as well as the mix of diversity of directors.

Prepared By: _____ Date: _____