

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
UNITED THERAPEUTICS CORPORATION**

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, and advisors to the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of United Therapeutics Corporation, a Delaware corporation (the “*Company*”).

I. PURPOSE

The Committee is responsible for: (a) assisting the Board in determining the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board; (b) identifying qualified individuals meeting those criteria to serve on the Board; (c) proposing to the Board a slate of nominees for election by the shareholders at the Annual Meeting of Shareholders and prospective director candidates in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements; (d) reviewing candidates nominated by shareholders for election to the Board and shareholder proposals submitted for inclusion in the Company’s proxy materials; (e) developing plans regarding the size and composition of the Board and its committees; (f) proposing to the Board directors to serve as chairpersons and members on committees of the Board; (g) coordinating matters among committees of the Board; (h) reviewing management succession plans; (i) developing, evaluating, recommending to the Board and monitoring all matters with respect to governance of the Company; (j) monitoring compliance by the Company with its legal and regulatory obligations, (k) serving as the Qualified Legal Compliance Committee within the meaning of §307 of the Sarbanes-Oxley Act of 2002, (l) conducting certain independent investigations into allegations of material violations, and (m) such other functions as the Board may from time to time assign to the Committee.

II. COMPOSITION

The Committee shall be composed of at least three, but not more than five, members (including a Chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Securities and Exchange Commission (the “SEC”) and NASDAQ. The members of the Committee and the Chairperson shall be selected annually by the Board and shall serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the SEC or NASDAQ. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interest of the Company.

III. MEETING REQUIREMENTS

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee

may meet in person and by telephone conference call or by any other means permitted by law or the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

IV. COMMITTEE RESPONSIBILITIES

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so as to ensure the Company remains in compliance with applicable legal and regulatory requirements. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

A. Board Candidates and Nominees

1. To identify, evaluate, and recommend to the Board for nomination candidates for election or reelection as directors at the Annual Meeting of Shareholders or by appointment by the Board in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements, including consideration of prospective candidates proposed for consideration by any shareholder;
2. To review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company, the Board and in accordance with the rules and regulations of the SEC or NASDAQ;
3. To conduct candidate searches, interview prospective candidates and conduct programs to introduce candidates to the Company, its management and operations, and confirm the appropriate level of interest of such candidates;
4. To recommend to the Board, with the input of the Chief Executive Officer, qualified candidates for the Board who bring the background, knowledge,

experience, skill sets and expertise that would strengthen and increase the diversity of the Board;

5. To conduct appropriate inquiries into the background and qualifications of potential nominees; and
6. To work with senior management to consider, adopt and oversee director orientation and continuing education programs.

Notwithstanding the provisions set forth in this Section IV, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (*e.g.*, preferred stock rights to elect directors upon a dividend default, shareholder agreements and management agreements), the selection and nomination of such directors need not be subject to the Committee's nominating and review process.

B. Board of Directors

1. To assess and make recommendations to the Board regarding the size and composition of the Board in light of the operating requirements of the Company and a consideration of appropriate areas of expertise to be represented on the Board;
2. To recommend to the Board policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors;
3. To review the Directors and Officers questionnaires prepared annually by the Company's directors and officers;
4. To assist the Board in determining and monitoring whether or not each director and prospective director is an "independent director" within the meaning of the rules and regulations of the SEC or NASDAQ, and to ensure that a majority of the directors are "independent directors";
5. To review the suitability for continued service as a director of each Board member when he or she has a significant change in status, such as an employment change, and recommending whether or not such director should be re-nominated;
6. To evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons;
7. To approve the service of directors on the board of directors of any other public company;
8. In conjunction with the Compensation Committee, to consider the appropriate levels of director compensation and an appropriate director compensation program, and shall make recommendations to the Board; and

9. The Chairperson of the Committee shall convene regular meetings of the independent directors of the Company, no less than once per quarter, usually in conjunction with the regular Board meetings.

C. Committees of the Board

1. To assess and make recommendations to the Board regarding and the size, composition, scope of authority, responsibilities, and reporting obligations of each committee of the Board;
2. To annually propose to the Board directors to serve as chairpersons and members of each committee of the Board, and to review and recommend additional committee members as needed;
3. To review periodically all Board committees and recommend to the Board changes, as appropriate, in the number, responsibilities, membership and chairs of the committees;
4. To coordinate matters between the committees of the Board and review and coordinate proposed revisions to committee charters; and
5. To recommend that the Board establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise.

D. Evaluations and Management Development

1. To monitor and make recommendations regarding the Board's performance;
2. To recommend to the Board candidates for election as officers of the Company as the Committee may from time to time deem appropriate;
3. In conjunction with the Compensation Committee, to conduct an annual review of the performance of the Chief Executive Officer to ensure that it is consistent with the short-term and long-range goals of the Company;
4. To periodically receive and consider recommendations from the Company's Chief Executive Officer regarding succession at the Chief Executive Officer and other executive officer levels; and
5. To review existing and proposed directorships in other public companies held by executive officers of the Company.

E. Corporate Governance

1. To develop, evaluate, recommend to the Board and monitor all issues and developments with respect to governance of the Company;

2. To periodically review the Company's Codes of Conduct, Securities Trades By Company Personnel Policy, the Media and Analyst Communication Policy, the Technology Policy, the Document Retention Policy and such other policies as may be approved by the Board of Directors from time to time;
3. To review and consider possible conflicts of interests and "related party transactions" as that term is defined in the rules or regulations of the SEC or NASDAQ that may arise between the Company and any director or executive officer;
4. To periodically monitor compliance by the Company with its legal and regulatory obligations,
5. To periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws; and
6. To periodically review and make recommendations to the Board regarding the appropriateness of the Company's Shareholder Rights Plan as a whole and its specific terms, and other modifications to the Company's takeover and structural defenses.

F. Miscellaneous.

1. To prepare any reports required by the rules of the SEC or NASDAQ.
2. To serve as the Qualified Legal Compliance Committee within the meaning of §307 of the Sarbanes-Oxley Act of 2002 to consider reports of material violations of the Company referred to the Qualified Legal Compliance Committee by the Company's Chief Legal Officer and, based upon a majority vote, to recommend that the Company implement an appropriate response to reasonable evidence of a material violation.
3. To (i) evaluate each shareholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion based on compliance with substantive and procedural requirements of the Company's Bylaws, Delaware corporate law, and the SEC proxy rules, and (ii) recommend to the Board whether the Company shall support or oppose the proposal.
4. As requested by the Company's management or on the Committee's own initiative, to conduct independent investigations into allegations of material violations of Company policy and laws and regulations by the Company and its officers, directors, employees, vendors, consultants, contractors and other entities with whom the Company and its personnel interact, and to recommend that the Company implement an appropriate response to reasonable evidence of a material violation.

5. To recommend ways to enhance services to and improve communications and relations with the Company's shareholders.

V. ADVISORS TO THE COMMITTEE

The Committee may retain, at the Company's expense, legal, accounting or other advisors as it deems necessary to carry out its duties. The Committee shall have sole authority to retain and terminate any such advisors, including the sole authority to negotiate and approve reasonable fees and retention terms of such advisors. The Committee shall comply with the Company's then-current level review of contracts and budget reservation procedures.

VI. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee and the Qualified Legal Compliance Committee. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.