

Forest Laboratories, Inc.

Nominating and Governance Committee Charter

A. Name

There shall be a committee of the Board which shall be called the Nominating and Governance Committee.

B. Purpose

The Committee shall (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board and recommend that the Board select the director nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) oversee evaluation of the Board and management.

C. Committee Membership and Procedure

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall designate the Chairman of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange. Except as expressly provided in this Charter or the by-laws of the Company, the Committee shall fix its own rules of procedure.

D. Committee Authority and Responsibilities

- The Committee shall oversee the composition and size of the Board, develop qualification criteria for Board members, and, when deemed appropriate, actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines. The Committee shall also oversee the composition of committees of the Board and make recommendations to the Board with respect thereto in accordance with the Corporate Governance Guidelines.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify 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.

- The Committee shall oversee the evaluation of the executive management of the Company and make recommendations to the Board as appropriate.
- The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- The Committee may form and delegate authority to subcommittees when appropriate.

In all of these matters, the Committee will consult with the CEO, the Chairman of the Board, and other Board members, to assure that its decisions are consistent with the sound relationship between the Board and management and among the directors.

E. Minutes and Reports

Minutes of each meeting will be kept and distributed to each member of the Committee and to members of the Board who are not members of the Committee. The Committee will report to the Board from time to time, or whenever so requested by the Board.