

OMNICARE, INC. (the “Company”)

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

I. Statement of Purposes

There shall be a committee of the Board of Directors (the “Board”) to be known as the Nominating and Governance Committee (the “Committee”). The purpose of the Committee is to ensure that the Board and its committees are appropriately constituted so that the Board and directors may effectively meet their fiduciary obligations to the Company and its stockholders. To accomplish these purposes, the Committee shall:

1. Identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of stockholders and candidates to fill vacancies occurring between annual stockholder meetings;
2. Recommend to the Board annually the directors to be appointed to Board committees;
3. Develop and recommend to the Board a set of Corporate Governance Guidelines for the Company;
4. To recommend other activities to the Board relating to corporate governance; and
5. Develop and recommend to the Board, and oversee the administration of, an annual self-evaluation process for the Board and its committees.

II. Organization and Functioning

The Committee shall be comprised of at least three directors who shall be appointed annually by the Board after considering the recommendation of the Committee. The Committee shall include only directors who satisfy the independence requirements of the New York Stock Exchange and have no material relationship with the Company. The Board shall designate one member of the Committee as its Chairman. Members of the Committee shall serve until their resignation, retirement, removal by the Board or until their successors are appointed.

The Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by the Chairman of the Committee, the Chairman of the Board or the Chief Executive Officer of the Company (the “CEO”). A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any matter properly brought before any meeting of the Committee.

The Committee shall keep minutes of its proceedings. The minutes of a meeting shall be subsequently approved by the Committee, shall be signed by the person whom the Chairman designated to act as secretary of the meeting, and shall be filed as permanent records with the

Secretary of the Company.

At each meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

III. Specific Duties and Responsibilities

1. Recommend Nominees for Election as Directors

The Committee shall recommend to the Board the director nominees for the next annual meeting of stockholders and persons to fill vacancies in the Board that occur between meetings of stockholders. In carrying out this responsibility, the Committee shall:

- A. In consultation with the Chairman of the Board and the CEO, develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board and for each committee of the Board and, when appropriate, authorize searches for prospective Board members whose skills and attributes reflect those desired. This assessment should focus on the availability to the Board of various skills, such as understanding of the healthcare industry and practices, the needs of the elderly, technology, finance, accounting, marketing or international backgrounds – all in the context of an assessment of perceived needs of the Board at that point in time;
- B. Consider nominees submitted to the Board by stockholders; and
- C. Prior to recommending a nominee for election, determine that the election of the nominee as a director would effectively further the policies set forth in the Corporate Governance Guidelines.

2. Recommend Appointments to Board Committees

The Committee shall annually recommend to the Board the director nominees for each committee of the Board. The Committee shall consider the desired qualifications for membership of each Committee and the availability of the director to meet the time commitment required for membership on the particular committee.

3. Develop an Annual Board, Committee and Director Evaluation Process

The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process of the Board, Board committees and directors, which evaluation process may include a review of the (A) Board's effectiveness, (B) Board's compliance with the principles set forth in the Corporate Governance Guidelines and (C) composition, organization (including its committee structure, membership and leadership) and practices of the Board. The Committee shall oversee the annual self-evaluation process.

The Committee shall annually evaluate the performance of the Committee and submit a written report to the Board; such evaluation shall include a review of accomplishments of the Committee during the preceding year and a comparison of performance to goals of the Committee.

4. Monitor and Evaluate the Corporate Governance Guidelines

The Committee shall annually review the Corporate Governance Guidelines for the purposes of:

- A. Ensuring that they are appropriate for the Company and comply with applicable laws, regulations and listing standards; and
- B. Recommending any desirable changes in the guidelines to the Board.

In addition, the Committee shall consider any other corporate governance issues that may arise, from time to time, and develop appropriate recommendations to the Board.

5. Board Orientation and Continuing Education

The Committee shall be responsible for developing an orientation program for new directors. The program should include background material, meetings with senior management and visits to Company facilities.

The Committee shall develop a program for the continuing education of directors with respect to the Company's business and financial statements, corporate governance, and other appropriate subjects and periodically evaluate the effectiveness of any such program.

6. Delegation

With regard to all matters described in this Charter as being within the authority of the Committee, the Committee may not delegate its authority.

7. Engagement of Advisors

The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates and to approve such 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.

8. Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

This charter will become effective on May 18, 2004, the date of Omnicare's Annual Meeting of Stockholders.