

W. R. GRACE AND CO.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Committee is appointed by the Board (1) to identify individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders, (2) to develop and recommend to the Board appropriate corporate governance principles applicable to the Company, and (3) to oversee the evaluation of the Board and management.

Committee Membership

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange and any other applicable laws or regulations.

The Board shall appoint the members of the Committee, including the Committee chair. The Board may replace Committee members with or without cause.

Committee Authority and Responsibilities

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 or other advisors.

The Committee shall seek individuals qualified to become board members for recommendation to the Board, consistent with criteria established by the Board. The Committee shall seek candidates with a diversity of experience who are persons of the highest integrity, with the education and experience to understand business problems and evaluate and propose solutions, with the personality to work well with others, with a reasoned commitment to the social responsibilities of the Company, and with the availability of time to assist the Company. The Committee shall also investigate suggestions for Board members made by shareholders of the Company.

The Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and its Committees.

The Committee shall develop and periodically review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval. The Committee shall evaluate any governance-related proposals made by shareholders.

The Committee may form and delegate authority to subcommittees when appropriate; a subcommittee may consist of one or more members.

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.

Approved by the Board of Directors

Date: January 15, 2004