

# Charter of the Nominating and Governance Committee

## I. COMPOSITION

The Board of Directors designates from its ranks not less than three members of the Committee. The Committee shall designate its chairman.

## II. TASKS AND DUTIES

The Nominating and Governance Committee shall have the following tasks and duties:

1. Review considerations relating to board composition, including size of the board and the criteria for membership on the Board of Directors. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills, as well as any other factors set forth in the Committee's policies regarding evaluation of director candidates.
2. Identify qualified candidates to serve as members of the Company's Board of Directors in consultation with the CEO.
3. Review and consider candidates (in consultation with the CEO) who may be suggested by any director or executive officer of the Company, or by any shareholder if made in accordance with applicable law.
4. Recommend to the Company's Board qualified candidates for new or vacant positions on the Company's Board of Directors.
5. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board of Directors.
6. Review directorships and consulting agreements of Board members for conflicts of interest. All members of the Board are required to report directorships and consulting agreements as well as any changes in directorships or consultant ships and when there is a change in their principal employment to the general counsel, who will report this to the Committee.
7. Review and recommend corporate governance policies and principles for the Company, including those relating to the structure and operations of the Board of Directors and its committees.
8. Annually oversee an evaluation of the Board of Directors of the Company, assess the Board's contribution to the Company and consider whether additional powers and responsibilities of the Board are needed to allow it more effectively to oversee the business and affairs of the Company.
9. Maintain an orientation program for new Board members and an ongoing education program for existing Board members.
10. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors, including the engagement of any outside advisor, at the Company's expense, it may deem necessary or appropriate.

### **III. ORGANIZATION**

#### **A. Meetings**

Meetings of the Committee are called by its chairman or upon request of one of its members. The Committee meets at least twice a year.

#### **B. Participants**

The chairman, at his discretion, can invite any person to attend the meetings.

#### **C. Authority**

- The Committee may request information directly or indirectly from all employees of the Actelion group and all employees are requested to cooperate
- The Committee may hire external advisors, at the Company expenses, if it deems that to be useful.

#### **D. Information of the Board**

The Committee shall record its resolutions. The minutes shall be made available to all members of the Board.