



Charter of the Governance and Nominating Committee

Authority:

The Board of Directors (the "Board") of Mylan Laboratories Inc. (the "Company") has established the Governance and Nominating Committee (the "Committee") and has adopted this Charter of the Committee (this "Charter").

This Charter defines the duties and responsibilities of the Committee and specifies the areas in which the Committee will operate.

Purpose and Responsibilities:

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by:

- (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board;
- (b) selecting, and recommending to the Board, the individuals to be nominated for election to the Board at the next annual meeting of shareholders;
- (c) developing, and recommending to the Board, a set of corporate governance principles applicable to the Company;
- (d) overseeing the evaluation of the Board and management; and
- (e) evaluating its performance annually and reporting its findings to the Board.

Membership:

The Board shall elect not less than two (2) Directors to serve on the Committee, all of whom in the judgment of the Board shall be independent in accordance with Nasdaq listing standards and the rules of the Securities and Exchange Commission.

The Committee will elect a chairman. Vacancies on the Committee shall be filled by the vote of the Board. The Board may remove a member of the Committee. Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chairman with a copy to the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chairman; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Resources:

The Committee shall have authority to retain such advisors and employ such resources as are necessary for fulfilling its mandates under this Charter. Without limiting the foregoing, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve any such search firm's fees and other retention terms.

Committee Meeting and Action:

- (a) a majority of all of the members of the Committee may fix its rules of procedure;
- (b) the Committee will meet at such times and places as it deems necessary;
- (c) regular meetings of the Committee shall be scheduled and held with scheduling preference given to those dates upon which there is a regularly scheduled meeting of the Board of Directors;
- (d) the Committee may hold special meetings via telephone or in person;
- (e) a majority of the members of the Committee shall constitute a quorum;

(f) any action adopted by a majority of the Committee members, at a meeting at which a quorum is present, will be an act of the Committee;

(g) the Committee may act through unanimous written consent in lieu of any meeting;

(h) special meetings may be called by the Chairman or a majority of the members of the Committee; and

(i) the Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion.