

**NOMINATION COMMITTEE CHARTER  
of the Nomination Committee  
of Amphastar Pharmaceuticals, Inc.**

This Nomination Committee Charter was adopted by the Board of Directors (the "Board") of Amphastar Pharmaceuticals, Inc. (the "Company") on [date].

**I. Purpose**

The purpose of the Nomination Committee (the "Committee") of the Board of the Company is to assist the Board in discharging the Board's responsibilities regarding:

- (a) the identification of qualified candidates to become Board members;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board; and
- (d) oversight of the evaluation of the Board.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws.

**II. Membership**

The Committee shall be comprised of three or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the NASDAQ, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee; provided that the Committee may have one member who is not independent until the date that is one year from the initial listing of the Company's common stock on NASDAQ as permitted by NASDAQ.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee or any currently effective Board minutes

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

#### **IV. Duties and Responsibilities**

1. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(i) (c) For purposes of (a) and (b) above, the Committee shall utilize the criteria and guidelines set forth in the attached Annex A.

2. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. The Committee shall assist the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance.

4. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

5. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

6. The Committee will make recommendations to the Board regarding Board size and composition and committee composition.

7. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation and bylaws and applicable law and rules of NASDAQ.

## Annex A

### **Criteria for Membership on the Board of Directors; Consideration by Nomination Committee**

1. Directors of the Company shall:

- Be of the highest ethical character;
- Exhibit sound business judgment;
- Preserve the confidentiality of confidential material given or presented to the Board, and shall not use any such information for personal advantage;
- Have demonstrated leadership and significant experience in an area of endeavor relevant to the Company's business;
- Comprehend the role of a public company director, particularly the fiduciary obligations owed to the Company and its stockholders;
- Understand the Company's business and industry, and keep informed on its operations;
- Disclose to the other directors any potential conflicts of interest he or she may have with respect to any matter under discussion and, if appropriate, refrain from voting on such matter;
- Dedicate sufficient time to the Company's business, including attendance at meetings of the Board, the Committees on which they serve, and meetings of shareholders, and also including preparation for each such meeting as required and appropriate;
- Be independent of any particular constituency and not engaged in any activity adverse to the Company or in conflict with the Company's interests (including without limitation service on the board or in the management of a competing company), and thus able to represent all the shareholders of the Company; and,
- Demonstrate a willingness toward free and open exchange of ideas and opinions, and exercise balance, fitness, care, and due and independent deliberation in the decision-making process.

2. Any non-management director who has a significant change in occupation or employment, or retires from his or her principal employment or position will promptly notify the Nomination Committee. Directors shall advise the Nomination Committee of the other boards on which they serve at least yearly in connection with the Nomination Committee's annual review of director performance. Directors must also advise the Nomination Committee in advance of accepting an invitation to serve on any other company's board. The Nomination Committee shall review the aforesaid information, and any conflicts of interest, as needed, but in no event less frequently than yearly, and shall make recommendations to the Board as appropriate.

3. The Nomination Committee shall consider the following, in addition to the criteria set forth above, when considering candidates for membership on the Board, whether as new nominations or for renomination at the expiration of any existing term:

- The size and existing composition of the Board;
- The number and qualifications of candidates;
- The benefit of continuity on the Board;
- The relevance of the candidate's background and experience to issues facing the Company

Qualification and backgrounds of the directors as a whole should provide the proper breadth of knowledge, abilities and experience to appropriate composition of the Board. Renomination of existing directors shall not be viewed as automatic, but rather should be based on continuing qualification using the criteria set forth above.