NOMINATING COMMITTEE CHARTER

I. Purpose

The Nominating Committee (the "Committee") is a committee of, and reports to, the Board of Directors (the "Board") of Cumberland Pharmaceuticals Inc. (the "Company"). The Committee shall be primarily responsible for the oversight of the Company's director nominations process, including recommending nominees to the Board for approval.

II. Authority

Except as restricted by law, the Company's charter, or its bylaws, and except for such activities as the Board may specifically reserve for consideration or approval by the Board, the Committee shall have, and may exercise, all authority that is vested in the Board with respect to nomination related matters that may reasonably be considered or approved by the Committee.

The Committee shall be given the resources and assistance necessary to discharge its responsibilities. The Committee shall also have the authority to engage outside advisers as it deems necessary or appropriate and as approved by the Board.

III. Composition

The Committee shall be appointed by the Board. It shall consist of a minimum of one director and be composed solely of independent directors.[1] Each Committee member shall be appointed annually and shall serve until his or her Committee service is completed. The Committee Chairperson (the "Chair") shall also be appointed by the Board. Committee members must have an understanding of, and interest in, Board composition and nomination issues.

IV. Meetings

The Committee shall meet at least once per year by teleconference or in person and as often as it determines is appropriate to carry out its responsibilities under this Charter. Meetings may be called by the Chair or by the Chairman of the Board of the Company. Committee Meetings may be held at any time, in any place and in any manner permitted by applicable law and the bylaws of the Company.

The presence in person or by telephone of a majority of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent. Any member of the Board who is not a member of the Committee may attend any Committee meeting with the concurrence of the Chair. The Committee will maintain minutes or other records of its meetings and activities. The results of the meetings shall be reported to the full Board by the Chair.

To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to members of the Committee prior to each meeting to allow time for review. The Committee shall have authority to create and delegate specific tasks to such standing or ad hoc subcommittees as it may determine to be necessary or appropriate for the discharge of its responsibilities, as long as the subcommittee contains at least the minimum number of directors necessary to meet any regulatory requirements.

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[1] "Independent Director" is defined in accordance with NASDAQ listing standards and Securities and Exchange Commission regulations.

V. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Establish criteria for the selection of new directors to become members of the Board. Criteria shall include factors relating to whether the candidate would meet the definition of independence and the candidate's business or professional experience, integrity and judgment, records of public service, ability to devote sufficient time to the affairs of the Company, diversity, age, skills, occupation, understanding of financial statements and financial reporting systems, and experience, all in the context of the needs of the Board.

2. Approve the search for individuals qualified to become members of the Board including the necessary and appropriate inquiries into the backgrounds and qualifications of possible nominees.

3. Consider questions of independence and possible conflicts of interest of directors, director candidates, and executive officers.

4. Review and consider recommendations for director nominees from current directors and executive officers, and other parties they deem appropriate.

5. Review and consider recommendations for director nominees from shareholders, submitted in accordance with the procedures set forth in the Company's bylaws.

6. Have the authority to retain and terminate a search firm to help identify director candidates at the Company's expense.

7. Consult with the Chief Executive Officer and Chairman of the Board during the process of identifying director nominees.

8. Make recommendations to the Board regarding the size of the Board.

9. Monitor the performance of the Board and directors including attendance at Board and Committee meetings.

10. Recommend director nominees for approval by the Board, annually or as vacancies or newly created positions occur.

11. Make recommendations to the Board on the composition of Board committees to ensure that the members have the relevant skills attributes and personal and professional backgrounds needed for service on the committee.

12. Conduct an annual review regarding Independent Director status.

13. Consider succession plans for the directors and Chief Executive Officer of the Company.

14. Review and approve any report of the Committee for inclusion in any external report as required by the relevant stock exchange or federal Securities and Exchange Commission (the "SEC") regulation. The Chair shall assume this responsibility for the Committee.

15. Review this Charter periodically for adequacy and recommend to the Board any necessary changes.