



EURAND N.V.

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

AS OF MARCH 7, 2007

EURAND N.V.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

This Nominating and Corporate Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Eurand N.V. (the “Company”) on March 7, 2007.

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

(a) the identification and review of qualified candidates to become Board members;

(b) the assessment of the size and composition of the Board and the recommendation to the Board of nominees for election as directors at each annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected);

(d) the recommendation to the Board of directors to serve on each Board committee and a chairperson for such committee;

(e) the development and recommendation to the Board of a set of corporate governance guidelines (the “Corporate Governance Guidelines”) and a corporate code of business conduct and ethics (the “Code of Ethics”) applicable to the Company; and

(f) oversight of the evaluation of the Board and the Company’s executive management.

II. MEMBERSHIP

The Committee shall be composed of at least two (2) non-executive directors as determined by the Board. The selection of the members of the Committee shall be made in accordance with the applicable corporate governance rules of the Nasdaq Global Market (“Nasdaq”), subject to any election by the Company to be treated as a “controlled company” within the meaning of the Nasdaq rules, or such other national securities exchange or stock market on which the Company’s securities may be listed and the independence requirements of the Dutch Corporate Governance Code (the “Code”).

The first Committee members, including the Chair of the Committee (the “Chair”), shall be appointed by the Board upon the recommendation of its non-executive members and thereafter appointments shall be made on the recommendation of the serving members of the Committee. Vacancies on the Committee may be filled by the Board, and members of the Committee may be removed, with or without cause, only 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 meet as often as it determines is appropriate to carry out its responsibilities and shall establish reasonable rules to govern the timing of meeting notices. The presence in person or by telephone of at least two Committee members shall constitute a quorum for any meeting of the Committee. All actions of the Committee shall require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

All non-executive 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, request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-executive director who is not a member of the Committee.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's responsibilities, and the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by the Committee to discharge its responsibilities hereunder.

The Committee shall have the authority to obtain, at the Company's expense, advice and assistance from independent legal, financial or other advisors or consultants, including any search firm to be used to identify director candidates on behalf of the Company, as it deems necessary or appropriate in the performance of its duties. The Committee shall have the sole authority to retain or terminate any such advisor or consultant, including sole authority to approve the fees and other retention terms of such advisor or consultant, with such fees to be borne by the Company.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board. The Committee shall keep written minutes of its meetings.

IV. DUTIES AND RESPONSIBILITIES

In furtherance of the Committee's purpose, and in addition to any other responsibilities that may be properly assigned by the Board, the Committee shall have the following authority and responsibilities:

- The Committee may establish or approve the criteria for Board membership, which criteria shall cover such areas as diversity, experience and skill. The Committee shall identify and recommend to the Board director for proposal to the shareholders director nominees with the highest degree of personal and

professional integrity. Director nominees shall have demonstrated strong personal and professional qualities, and shall be selected with the primary goal of ensuring that the entire Board collectively serves the interests of the shareholders. Due consideration shall be given to assessing the qualifications of potential director nominees and any potential conflicts with the Company's interests. The Committee shall also assess the contributions of the Company's incumbent directors and report on this to the Board. In identifying and recommending director nominees, the Committee members may take into account such factors as they determine appropriate, including any recommendations made by the Chief Executive Officer and shareholder of the Company.

- The Committee shall advise the Board on the appropriate structure and operations of all committees of the Board, including committee membership qualifications. The Committee may review and recommend to the Board committee assignments and additional committee members drawn from among the independent and/or non-executive members of the Board to fill any vacancies that arise.
- The Committee shall supervise the policy of the Board on the selection criteria and appointment procedures for senior management.
- The Committee shall periodically review the Corporate Governance Guidelines and Code of Ethics as it deems appropriate and shall recommend any changes or modifications to the Board for approval.
- The Committee shall develop, implement, review and monitor an orientation program for new directors.
- The Committee shall monitor developments, trends and best practices in corporate governance, and take such actions in accordance therewith as it deems appropriate.
- The Committee shall implement and oversee, as it deems appropriate, an evaluation process of each of the Company's committees as well as an annual self-performance appraisal, and shall present its findings to the Board.

The Committee shall perform such other activities consistent with this Charter, the Articles, governing law, the rules and regulations of Nasdaq or such other national securities exchange or stock market on which the Company's securities may be listed, the Securities and Exchange Commission (the "SEC") and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

V. LIMITATIONS ON AUTHORITY

If the Company is legally required by contract or otherwise to provide any third party with the ability to nominate a director for election to the Board (e.g. rights of preferred shareholders to elect directors, shareholders' agreements or management agreements), the selection and nomination of such director is not subject to the requirements set forth herein.

VI. EVALUATION OF THE COMMITTEE

The Committee will periodically review this Charter and will recommend any changes or amendments to the Board as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of Nasdaq, the SEC, the Code and any other legal or regulatory requirements.

A copy of this Charter will be made available on the Company's website at www.eurand.com. Copies of this Charter are also available in print to any shareholder who otherwise requests a copy. Shareholders may request such information by writing to: Eurand N.V., Attention: Secretary, Olympic Plaza, Fred. Roeskestraat 123, 1076 EE Amsterdam, The Netherlands.
