

SAVIENT PHARMACEUTICALS, INC.

Nominating and Corporate Governance
Committee of the Board of Directors Charter

Adopted April 12, 2005, amended February 22, 2011

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to recommend to the Board the persons to be nominated for election as directors and to oversee corporate governance matters.

II. Responsibilities and Duties

Board Selection, Composition and Evaluation

1. Identify candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all open directorships. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board of Directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the SEC), local or community ties and (b) individual qualifications, including strength of character, mature judgment, familiarity with the Company’s business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors. The Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.
2. Review and make recommendations to the full Board of Directors as to whether incumbent directors should stand for re-election. Consider matters relating to the retirement of directors.
3. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
4. Consider questions of independence and possible conflicts of interest of directors, and whether a director candidate has special interests that would impair his or her ability to effectively represent the interests of all stockholders.

5. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
6. Develop and make recommendations to the Board of Directors for approval standards and processes for determining the independence of Board members that meet the requirements of Nasdaq and applicable law. In addition, in accordance with such processes and using such standards, the Committee shall conduct a preliminary review of the independence of each Board member and provide its findings and make recommendations to the Board of Directors regarding the independence of each Board member.
7. Conduct an annual Board self-evaluation process to determine whether the Board and its committees are functioning effectively. Conduct an annual evaluation of each individual director to determine contributions to the Board. The Committee shall determine the nature and depth of the evaluation, supervise the conduct of the evaluation and prepare a summary report of the Board's performance, to be discussed with the Board.
8. Recommend for adoption by the Board of Directors the member to serve as the non-executive Chairperson of the Board and the members to serve on its committees, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
9. Recommend members of the Board of Directors to serve as the Chairperson of the committees of the Board of Directors.
10. Periodically review the charter of each committee of the Board of Directors and, after consultation with the respective committee chairpersons, make recommendations to the Board of Directors if any changes are necessary in such charters.

Corporate Governance

11. Develop and recommend to the Board of Directors corporate governance principles, including all subjects required to be addressed by SEC and Nasdaq rules, and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.

12. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Management

13. Review with the CEO the CEO's recommendations regarding the election of the executive officers of the Company and make recommendations to the Board of Directors regarding such election.

Board Continuity / Succession Planning Process

14. Evaluate and manage the continuity and succession planning process of the Board of Directors, and in particular the non-executive Chairperson of the Board.

Stockholder Proposals

15. Review and make recommendations on stockholder proposals to the Board of Directors.

Reports

16. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

The Committee, in discharging its corporate governance oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee also shall have authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including authority to approve the fees payable to such search firm and any other terms of retention.

III. Structure and Operations

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with the rules of The Nasdaq Stock Market.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors, taking into account the recommendations of the Committee, and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson is elected by the full Board of Directors, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson of the Committee shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and, in consultation with the other members of the Committee, set meeting agendas.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee, subject to approval of the Board.

IV. Meetings

The Committee shall meet at least two times annually. The Chairperson of the Board of Directors or any member of the Committee may call for meetings of the Committee. Meetings of the Committee may be held telephonically. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate. Written minutes of each meeting shall be prepared and filed with the records of the Company and shall be available to any and all directors of the Company.

V. Annual Performance Evaluation

The Committee shall implement an evaluation process, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.