

# VWR CORPORATION

## Nominating and Governance Committee Charter

As adopted by the Board  
September 9, 2014

This charter (“Charter”) sets forth the purpose, composition, operations, responsibilities, duties and powers of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of VWR Corporation (the “Corporation”).

**A. Purpose.** The Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified and suitable to be nominated as members of the Board and its committees and by recommending the Director nominees for each annual meeting of shareholders, (2) to develop and recommend to the Board a set of corporate governance principles for the Corporation (the “Corporate Governance Guidelines”) and (3) to oversee the evaluation of the Board and management.

**B. Committee Membership.** The Committee shall consist of two or more members who shall be appointed by the Board. So long as the Corporation is a “controlled company” as defined in the listing standards of the NASDAQ Stock Market, the Committee is not required to be comprised solely of independent directors. At such time as the Corporation is no longer a “controlled company,” and after any permissible phase-in period, each member of the Committee shall be “independent” within the meaning of the applicable listing rules of the NASDAQ Stock Market.

The members of the Committee shall be elected by the Board annually at a meeting, when a vacancy exists or at such other time as the Board may determine, in accordance with the Corporation’s Certificate of Incorporation. Committee members shall serve until their successors shall be duly elected and qualified or until their earlier death, disability, resignation or removal. The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

**C. Committee Duties and Responsibilities.** The Committee’s duties and responsibilities shall include the following and such other matters as may be delegated to the Committee by the Board from time to time:

(1) The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board, consistent with criteria for selection of new Directors as set forth in the Corporate Governance Guidelines; and recommend to the Board the nominees to stand for election as Directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a Director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Corporation’s Directors.

(2) The Committee shall screen and recommend to the Board nominees for election as directors of the Corporation and consider the performance of incumbent directors in

determining whether to recommend them to stand for reelection at the annual meeting of stockholders. The Committee shall consider director candidates timely submitted by the Corporation's stockholders in accordance with the notice provisions and procedures set forth in the Corporation's Bylaws, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.

(3) The Committee shall oversee the organization of the Board to discharge the Board's duties and responsibilities properly and efficiently. The Committee shall review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership. The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.

(4) The Committee shall receive comments from all Directors and report annually to the Board with an assessment of the Board's and management's performance, and shall discuss such report with the full Board following the end of each fiscal year.

(5) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In making a recommendation for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Corporate Governance Guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.

(6) The Committee shall identify best practices and recommend corporate governance principles to the Board. The Committee shall review and reassess annually the adequacy of the Corporate Governance Guidelines, the Code of Ethics and Conduct, the Code of Ethics for Senior Financial Officers, insider trading policies and any similar Corporation codes and policies and recommend any proposed changes to the Board for approval.

(7) The Committee shall oversee the Corporation's compliance with ethics policies and consider matters of corporate governance.

(8) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

(9) The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board, including annual group, peer and self-appraisals.

(10) The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.

(11) The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee shall make periodic reports to the Board on all matters for which the Committee has been delegated responsibility.

These reports may take the form of an oral report by the Committee chairperson or any other member of the Committee designated by the Committee to make such reports.

(12) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(13) The Committee shall establish procedures for, and administer, annual performance evaluations of the Board, its committees and individual Board members.

(14) The Committee shall review and approve any “related party transaction” between the Corporation and any of its directors, executive officers and other insiders (as defined in applicable securities laws, rules and regulations) in accordance with the Corporation’s Related Party Transactions Policy.

(15) The Committee shall exercise such other powers and perform such other duties and responsibilities as are consistent with this Charter, the Corporation’s Bylaws and applicable law, rules and regulation, and as the Committee or the Board deems necessary or appropriate.

**D. Operations.** The Board shall designate one member of the Committee as its chairperson. The affirmative vote of a majority of the members of the Committee is necessary for the adoption of any resolution. The Committee shall meet when deemed necessary or desirable by a majority of the Committee members or the Committee chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may invite any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, to its meetings as it may deem desirable or appropriate. The Committee may meet in executive session outside the presence of the Corporation’s executive officers.

The agenda of each Committee meeting shall be established by the chairperson with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

The Committee may create one or more subcommittees of members of the Committee and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

**E. Committee Authority and Resources.** The Committee shall have the sole authority, without further approval by the Board, to select, retain, compensate, oversee and terminate any consultant, search firm or compensation consultant to be used to identify Director candidates, to assist in the evaluation of Director compensation and to approve any compensation payable by the Corporation to such consultant, search firm or compensation consultant, including

the fees and terms. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from internal or external legal, accounting or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder and shall have the direct responsibility to appoint, compensate and oversee such advisors. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Corporation for any other purpose. The Corporation shall pay to any consultant, search firm or outside advisor retained by the Committee such compensation as shall be approved by the Committee. The Corporation also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.