

## VENTIV HEALTH, INC.

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

This charter is intended as a component of the flexible framework within which the Board of Directors (the “Board”) of Ventiv Health, Inc. (the “Company”), assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s certificate of incorporation and bylaws, it is not intended by its own force to establish any legally binding obligations on the members of the Nominating and Corporate Governance Committee (the “Committee”) or other Board members or to establish any rights in any stockholder or other person.

#### **1. PURPOSE**

The focus of the Committee is on the broad range of issues surrounding the composition and operation of the Board. The Committee is appointed by the Board to (i) provide assistance to the Board in the areas of recruitment and nomination for election of Board candidates, committee selection and rotation practices, including overseeing the Company’s policies and procedures for the receipt of stockholder suggestions regarding Board size and composition and recommendations of candidates for nomination by the Board, (ii) lead the Board’s annual evaluation of its performance and overall effectiveness and (iii) recommend corporate governance standards to the Board, including overseeing the Company’s policies for communication by shareholders and other interested parties with Board members on corporate governance matters. The Committee’s goal is to assure that the composition, practices and operation of the Board are structured and designed to achieve effective representation of the Company’s stockholders.

#### **2. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of a minimum of three directors each of whom will be independent as required by the rules of the National Association of Securities Dealers, Inc. Members shall be appointed and may be removed by the Board.

#### **3. RESPONSIBILITIES AND DUTIES**

The Committee shall have the following responsibilities:

1. Lead the search for individuals qualified to become members of the Board. Make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders or any director nominees to be elected by the Board to fill interim director vacancies.

2. Develop policies and procedures for considering and evaluating nominees. Establish any minimum qualifications a prospective nominee must possess in order to be recommended by the Committee for nomination and identify any qualifications or skills the Committee believes are desirable.

3. Develop policies and procedures for submission of director candidates by stockholders and review director candidates submitted by stockholders.

4. Make recommendations to the Board regarding committee structure and designated responsibilities to be included in the charter of each committee.
5. Make recommendations to the Board regarding committee appointments and suggest rotations of chairmen of committees.
6. Consider and recommend changes in the size of the Board.
7. Assist in developing a Board which is diverse in nature and provides management with experienced and seasoned advisors in fields related to current or future business directions of the Company.
8. Review developments related to corporate governance issues, oversee the Company's policies for communications by stockholders and other interested parties with directors regarding corporate governance matters and make recommendations to the Board regarding corporate governance guidelines or standards.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The foregoing responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances.

#### **4. COMMITTEE MEETINGS**

The Committee will meet on a regular basis at least twice each year, and will hold special meetings as determined by the Chairman.