

SYNTHETECH, INC.  
NOMINATING AND GOVERNANCE  
COMMITTEE CHARTER

Adopted by the  
Board of Directors  
May 20, 2004  
(Amended on June 2, 2009)

**SYNTHETECH, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

The Board of Directors shall appoint the Nominating and Governance Committee (the "Committee"). The Committee shall have the purpose, responsibilities and functions described below. Members of the Committee shall serve at the will of the Board of Directors and may be removed by the Board at any time with or without cause.

**A. Composition.** The Committee shall be comprised of not less than two non-employee directors. Each member shall be "independent" in accordance with the listing standards of Nasdaq. The Board, in its exercise of independent business judgment, shall determine the "independence" of directors for this purpose. The Board shall appoint the members of the Committee annually following the Company's annual meeting or as necessary to fill vacancies in the interim. The Board shall designate a Chair of the Committee. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

**B. Responsibilities and Functions.** The responsibilities and functions of the Committee shall be to:

1. Identify individuals qualified to become members of the Board, consistent with Director Selection Guidelines attached to this Charter as **Exhibit A** and make recommendations to the Board with respect to candidates for nomination for election at the next annual meeting of shareholders or at such other times deemed appropriate by the Committee and, in connection therewith, consider suggestions properly submitted by shareholders of the Company.
2. Make recommendations to the Board with respect to the Director Selection Guidelines attached to this Charter as **Exhibit A** and periodically review, approve and recommend appropriate revisions to such Guidelines.
3. Oversee the annual process of evaluation of the performance of the Company's Board and committees.
4. Make recommendations to the Board concerning the membership of committees of the Board and the Chairs of the respective committees, including committee member qualifications.
5. Make recommendations to the Board concerning the composition, organization and operations of the Board and its committees, including the orientation of new members and the flow of information.
6. Evaluate any Board and committee tenure policies as well as any limitations on the Board or its committees, including the potential establishment of term limits or retirement guidelines or policies.

7. Monitor process and scope of director access to and communication with Company management and employees.
8. Monitor compliance with the Company's Code of Conduct and Code of Ethics.
9. Determine procedures for selection of the Chief Executive Officer and other senior management.
10. Review and discuss with the Board and senior officers, plans for officer development and corporate succession plans for the CEO and other executives.

**C. Meetings; Review Procedures.**

1. The Committee shall hold at least one meeting each year and others as determined by the Committee or by its Chair. The Chair, in consultation with the appropriate members of the Committee and Company management, will develop the Committee's agenda.
2. The Committee shall perform its functions, to the extent it deems appropriate, in consultation with the Chair, management and other members of the Board.
3. The Committee shall have the authority to develop, recommend to the Board and implement a process for a periodic review and evaluation of the overall performance of the Board, its committees and members.
4. The Committee shall monitor developments generally regarding corporate governance and keep the Board apprised of developments it deems relevant to the Company. The Committee shall review and reassess the adequacy of the Company's corporate governance guidelines, if any, and recommend any proposed changes to the Board for approval.
5. The Committee may, in its discretion, form and delegate authority to subcommittees when appropriate.
6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. The Committee shall annually review its own performance and make appropriate recommendations.
8. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
10. The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants as it deems appropriate.
11. The Committee will report to the Board on major items covered and make recommendations to the Board as it considers appropriate.

## **EXHIBIT A**

### **SYNTHETECH, INC. DIRECTOR SELECTION GUIDELINES**

The Charter of the Nominating and Governance Committee (the "Committee") of the Board requires the Committee to develop and periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. Upon the recommendation of the Committee, the Board has adopted the following guidelines.

#### **Director Qualifications**

When considering potential director candidates for nomination or election, directors should consider the following qualifications, among others, of each director candidate:

1. High standard of personal and professional ethics, integrity and values;
2. Training, experience and ability with respect to making and overseeing policy in business, technology, government or education sectors;
3. Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;
4. Willingness and ability to devote the required time and effort to fulfill effectively the duties and responsibilities related to Board and committee membership;
5. Willingness and ability to serve on the Board for multiple terms if nominated and elected, which will enable the development of a deeper understanding of the Company's business affairs;
6. Willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to the Company and its constituents; and
7. Willingness to act in the best interests of the Company and its constituents, and objectively assess Board, committee and management performance.

#### **Board Composition Selection Criteria**

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its directors. Accordingly, the following factors, among others, relating to overall Board composition should be considered when determining Board needs and evaluating director candidates to fill such needs:

1. Independence;
2. Diversity (*e.g.*, age, geography, professional, other);
3. Professional experience;
4. Industry knowledge (*e.g.*, relevant industry or trade association participation);
5. Skills and expertise (*e.g.*, accounting or financial);
6. Leadership qualities;
7. Public company board and committee experience;

8. Non-business-related activities and experience (*e.g.*, academic, civic, public interest);
9. Board size;
10. Number and type of committees, and committee sizes; and
11. Legal and other applicable requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

### **Selection Procedures**

Potential director candidates should be referred to the Committee for its consideration and possible recommendation to the Board. The Committee will maintain a list of director candidates to consider and propose to the Board, as required. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any outside consultants to assist the Committee in the identification of director candidates.

The Committee will consider candidates properly recommended by shareholders. Shareholders wishing to suggest director candidates should submit their suggestions in writing to the Committee via the Corporate Secretary, providing the candidate's name, biographical data and other relevant information.

The Committee will decide on the appropriate means for the review and approval of individual director candidates, including current directors, and the recommendation of director candidates to the Board. In the event of a vacancy on the Board, the Committee will initiate the effort to identify appropriate director candidates unless the vacancy is eliminated by action of the Board or shareholders.