

**Charter
of the
Governance Committee
of the
Board of Directors
of
Cambrex Corporation**

I. Purpose

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) for the purpose of assisting the Board in fulfilling its responsibility to oversee (i) the identification of individuals qualified to become Board members; (ii) the design and implementation of an orientation program for new Board members; (iii) the monitoring of orientation and training needs of directors; (iv) the selection and evaluation of the CEO and CEO succession planning in conjunction with the Compensation Committee and the Chairman of the Board; and (v) the development of corporate governance guidelines for the Corporation.

II. Membership

1. The Committee shall be comprised of three or more directors, as determined by resolution of the Board, all of whom in the business judgment of the Board shall be independent in accordance with New York Stock Exchange listing standards.
2. Consistent with the appointment of other Board committees, the members of the Committee shall be appointed by the Board after considering the recommendation of the Committee at the annual organizational meeting of the Board or at such other time as may be determined by the Board.
3. The members shall serve until their resignation, retirement, removal, with or without cause, by the Board or until their successors shall be appointed and qualified.
4. Consistent with the designation of the other Chairs of the other Board committees, the Chairperson of the Committee shall be designated by the Board, after considering the recommendation of the Committee, provided that if the Board does not so designate a Chairperson, the members of the Committee, by majority vote, may designate a Chairperson.

III. Duties and Responsibilities

The Committee shall have the following powers, duties and responsibilities:

1. Review, at least annually, the composition of the Board to assure that the proper skills and experience are represented on the Board. The Board shall be composed of a majority of independent directors.

2. Identify candidates qualified to become Board members, and recommend to the Board the nominees to stand for election as directors of the Corporation at the annual meeting of shareholders. The Committee shall consider any director candidates recommended by the shareholders pursuant to the procedures described in the Corporation's proxy statement. In nominating candidates, the Committee shall take into consideration the criteria set with the concurrence of the full Board and re-evaluated periodically.
3. Recommend annually to the Board director nominees for each Board committee, taking into account the skills and background of such director, as well as the New York Stock Exchange listing standards and applicable laws, rules and regulations, and recommend to the Board the Chairperson for each Board committee.
4. Monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management as may be appropriate; periodically report to the Board on continuing education of directors with respect to their duties and obligations, the Company's business, corporate governance, and other appropriate subjects.
5. Develop, maintain and periodically review a succession plan for the Company's Chief Executive Officer, evaluate candidates for the position of CEO, and recommend to the Board for its consideration and evaluation the individual(s) who are candidates for position of CEO.
6. Review the organizational structure and responsibilities of officers and key business unit managers, as needed.
7. Develop and recommend to the Board a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
8. Oversee the annual evaluation of the Board, its committees and management. The Committee Chairperson will review with the Chairman of the Board, once per year, individual director performance.
9. Review the compensation of the members of the Board for service as directors or members of Board committees and make recommendations to the Board concerning the fixing of such compensation.
10. The Committee shall report its actions and any recommendations to the Board after each Committee meeting.
11. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee and recommend to the Board such changes in composition, charter or manner of operation as may be necessary to assure that it carries out its responsibilities effectively.
12. Review the adequacy of this Charter on an annual basis and recommend any proposed changes

to the Board for its approval.

13. Perform such other activities consistent with this charter, the Corporation's By-Laws and Certificate of Incorporation, governing law, the rules and regulations of the New York Stock Exchange and such other requirements applicable to the Corporation as the Committee or the Board deem necessary or appropriate.

IV. Meetings

1. The Committee shall meet at least once each year and hold such other meetings from time to time as the Committee or its Chairperson deems necessary to carry out its duties and responsibilities. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency). The presence in person or by telephone of a majority of the Committee's 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. Action may be taken without a meeting if all of the members of the Committee indicate their approval thereof in writing. The Chairperson of the Committee will preside at each meeting of the Committee and shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson will ensure that the agenda for each meeting, together with any other relevant materials, are circulated as soon as reasonably practicable in advance of the meeting.

2. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

3. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities and make copies of such minutes available to the Board.

V. Delegation

The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more of its members as the Committee may deem appropriate in its sole discretion.

VI. Engaging Consultants

The Committee shall have sole authority to retain and terminate any search firm engaged to assist in identifying director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.