



GENTIUM S.P.A.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Gentium S.p.A. (the “Company”) to help ensure that the Board is appropriately constituted to meet its fiduciary obligations to the Company and its shareholders. The Committee shall monitor and safeguard the independence of the Board by identifying individuals qualified to become Board members and recommending to the Board director nominees for election at the Company’s annual meetings of shareholders. Using the same criteria, the Committee shall recommend to the Board candidates for filling vacancies on the Board occurring between shareholder meetings. The Committee shall also recommend directors for appointment to committees of the Board.

In addition, the Committee shall provide a leadership role in shaping the corporate governance of the Company. The Committee shall develop and recommend to the Board a set of corporate governance principles and a code of ethics applicable to the Company’s chief executive officer, chief financial officer, principal accounting officer and all other persons performing similar functions. In addition, the Committee shall periodically review and assess the adequacy of the Company’s corporate governance principles and code of ethics and make recommendations to the Board regarding any amendments, modifications or waivers of the provisions thereof. The Committee shall also evaluate the performance of the Board.

Membership

The Committee shall be composed of at least two members of the Board, who shall be appointed by the Board and serve until their successors are duly appointed and qualified. The Board shall appoint the members of the Committee annually, considering the recommendation of the Committee and, as appropriate, the views of the Company’s Chairman of the Board and the Chief Executive Officer (“CEO”). The Board shall have the power at any time to change the membership and fill vacancies in the Committee, subject to the satisfaction of such new member(s) of the membership requirements. The members of the Committee shall designate the chairperson of the Committee.

Each member of the Committee shall satisfy the applicable independence requirements of the Nasdaq Stock Market or such other exchanges as the Company’s securities may be traded upon and other regulatory requirements, as they may be in effect from time to time.

Responsibilities

The Committee shall perform the core function of monitoring and safeguarding the independence of the Board. In particular, the Committee shall identify, review the qualifications of, and approve all director nominees. The Committee shall also recommend directors for appointment to committees of the Board. In performing these core functions, the Committee shall, on an ongoing basis:

- develop and recommend to the Board criteria for Board membership to assist the Board in identifying and attracting candidates to become directors;



GENTIUM S.P.A.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

- monitor the independence of directors under Nasdaq's or other exchanges' listing requirements;
- annually present to the shareholders a list of individuals recommended for election as directors at the annual meeting of shareholders;
- conduct the appropriate and necessary inquiries into the backgrounds, qualifications and skills of potential candidates and select and approve potential candidates for election as directors;
- before recommending an incumbent director for election, review his or her qualifications, including capability, availability to serve, conflicts of interest, past performance and other relevant factors;
- review any potential conflicts between the directors and director candidates and the interests of the Company;
- from time to time, as desired, retain and terminate search firms to identify director candidates, and approve such firms' fees and other terms of engagement;
- review and evaluate shareholder submissions for director nominees in accordance with procedures set out in this charter, monitor regulatory developments concerning shareholder access to director nominations and recommend amendments or modifications to the Company's policies and procedures concerning shareholder access to director nominations, as required; and
- annually review the qualifications, requirements, membership, structure (including authority to delegate) and performance of Board committees, including this Committee, and make recommendations to the Board regarding committee memberships.

The Committee shall also perform the core function of shaping the Company's corporate governance policies and procedures. Specifically, the Committee shall:

- provide recommendations for the conduct of Board meetings, with a view to maximizing the Board's effectiveness;
- oversee and review the Company's processes for providing information to the Board and the continuing education of directors;
- assess the reporting channels through which the Board receives information, and the quality and timeliness of information received, so that the Board obtains appropriately detailed information in a timely fashion;
- review and assess the Board's corporate governance principles, including the need for each director to be a fully engaged and active participant in Board matters. The Committee shall also determine whether these principles should be made available to



GENTIUM S.P.A.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

the Company's shareholders, prospective investors and other interested persons, and, if applicable, oversee the public dissemination of such principles and updates thereto;

- periodically review and assess the adequacy of the Company's Code of Ethics applicable to the Company's CEO, chief financial officer, principal accounting officer and other employees, and make recommendations to the Board regarding any proposed modifications or waivers of such code of business conduct; and
- evaluate the performance of the Board.

To monitor the continued effectiveness of the Committee itself, the Committee shall review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.

Meetings; Procedure

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person, telephonically or by written consent in lieu of a meeting. In cases of written consents in lieu of meetings, the members shall be permitted to vote in favor, against or abstain from voting. The majority of the members of the Committee shall constitute a quorum.

Except as expressly provided in this charter or the bylaws or corporate governance principles of the Company, the Committee shall fix its own rules of procedure.

Minutes of all meetings, including telephone meetings, shall be maintained and furnished to members of the Committee, the Board and the Secretary of the Company. In addition, all materials relating to Committee meetings shall be circulated to all members of the Board in advance of Board meetings.

The Committee shall report to the full Board with respect to its meetings and shall periodically report to the Board with respect to significant results of its activities. In addition, the members of the Committee shall meet without management in regular executive sessions with other independent directors.

The Committee may form and delegate authority to subcommittees when appropriate.

Outside Advisors

The Committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist in the full performance of its functions.



GENTIUM S.P.A.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

Budget

The Committee may require the Company to provide it with such funds as it requires from time to time to perform its duties.

Shareholder Nominees

In accordance with applicable law, recommendations for nominations for directors may be made by any shareholder of record entitled to vote for the election of directors at shareholder meetings held for such purpose.

If a shareholder complies with the appropriate procedures for recommending persons for election as directors, the Committee will conduct the appropriate and necessary inquiries into the backgrounds, qualifications and skills of the recommended candidates and, in the exercise of the Committee's independent judgment in accordance with the policies and procedures adopted in this charter, will determine whether to recommend the candidates recommended by the shareholders for inclusion in the list of candidates for election as directors at the next shareholder meeting held for such purpose.