

**AMENDED AND RESTATED NOMINATING AND GOVERNANCE COMMITTEE
CHARTER
of
ELAN CORPORATION, PLC**

Adopted 26 May 2010

The Nominating and Governance Committee (the “Committee”) of Elan Corporation, plc (the “Company”) is responsible for, among other things, overseeing the needs and requirements of the Board of Directors of the Company (the “Board”) and the committees thereof, reviewing the performance of the Board, the Chairman of Board (the “Chairman”) and the Chief Executive Officer of the Company (the “Chief Executive Officer”) and administering the Corporate Governance Guidelines of the Company (the “Guidelines”).

Terms of Reference

The Committee will:

1. In consultation with the Chairman and the Chief Executive Officer, consider and make recommendations to the Board concerning the appropriate size and needs of the Board.
2. Review with the Board, on an annual basis, the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and in light of anticipated needs.
3. The Committee should create, for Board discussion and approval, a chart or matrix of the skill sets, character attributes, geographic and other considerations desired to assure a high-value Board.
4. Identify and screen, after consultation with the Chairman and the Chief Executive Officer and consistent with criteria approved by the Board, and recommend to the Board, candidates for election and re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board.
5. The Board should thoroughly discuss and approve a tentative offer to a potential Director with the understanding that the potential new Director should meet, either in person or telephonically, with each of the current Directors prior to receiving an invitation to join the Board.
6. Develop an appropriate orientation program for new directors as well as a program of ongoing education for all directors with an emphasis on enhancing their knowledge of corporate directors’ responsibilities and the businesses in which the Company is engaged
7. As an alternative to term limits and mandatory retirement, and in addition to the review conducted in connection with a director’s nomination to serve on the Board, review, in conjunction with the Chairman and the Chief Executive Officer, each director’s continued service on the Board before such director’s third nomination to serve on the Board.

8. Review, as appropriate, the continued Board membership of directors who retire from or change the principal responsibility they held when they were selected for the Board, recognizing that the Board does not believe directors under such circumstances should necessarily leave the Board.
9. Consider policies relating to the Board and directors, including committee structure and size, share ownership, retirement and resignation.
10. Subject to Paragraph 2 of the Rules of Procedure, recommend to the Board, after consultation by the Chair of the Committee (the “Chair”) with the Chairman and the Chief Executive Officer and consideration of the desires of individual Board members and appropriate skills and characteristics, directors to serve as members and chairs of the Board committees.
11. Review and, if appropriate, recommend changes in respect of the functions of the various committees of the Board.
12. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer.
13. On behalf of the Board, conduct separate annual evaluations of the Chairman and of the Chief Executive Officer, the results of which will be reviewed with the other independent directors. The evaluation will be communicated to the Chairman and to the Chief Executive Officer by the Lead Independent Director. The CEO will evaluate his performance for the previous year against the agreed upon goals. This memorandum will also contain the CEO’s goals for the coming year, including metrics. The CEO memorandum will be sent to each independent director who will then evaluate the CEO’s performance. At the next board meeting, the CEO will meet in executive session with the independent directors who will discuss his view of his performance and respond to the feedback. The Lead Independent Director will take the lead in this process, assisted by the Chairman of the LDCC.
14. Assess the Board’s performance on an annual basis and submit a report to the full Board at the end of each review. The assessment should be of the Board’s contribution as a whole and include the specific review of areas in which the Committee believes the Board’s contribution could be improved.
15. Advise the Board with respect to its compliance with the Guidelines and applicable laws and regulations and make recommendations to the Board regarding any corrective action to be taken as the Committee may deem appropriate.
16. Establish guidelines for the performance evaluation of the Committee and annually assess the performance of the Committee in light of those guidelines.
17. Review and reassess the adequacy of this Charter and the Guidelines on an annual basis and recommend any proposed changes to the Board for approval.

Rules of Procedure

1. The Committee will comprise not fewer than three directors, each of whom will be independent, as such term is defined in the Guidelines.
2. The Chair will be selected in accordance with the Guidelines. The Chair will also serve as the Lead Independent Director with the duties set forth in the Guidelines.
3. Each member, including the Chair, will be appointed to the Committee for a three-year term, subject, except in the case of the Chair, to a maximum of two terms of continuous service. The Committee will monitor issues of tenure on the Board and Committees. The membership will automatically end at such time as a member ceases to be a Board member. The Board will have the authority to remove any Committee member at any time without cause.
4. The Chair will develop and set the Committee's agenda, in consultation with the other members of the Committee.
5. The Company Secretary will act as secretary of Committee meetings. In his or her absence, or if the Committee deems it appropriate, the Committee may appoint a secretary for the meeting.
6. Quorum for Committee meetings will be a majority of Committee members.
7. Any member of the Committee may participate in a meeting thereof conducted wholly or in part by telephonic means whereby all persons participating in the meeting can hear each other speak (and participation in a meeting in this manner will be deemed to constitute presence in person at such meeting).
8. No resolution proposed at any Committee meeting will be deemed adopted unless a majority of the Committee present and voting at such meeting will have voted in favor of such resolution.
9. A resolution in writing signed by all members of the Committee will be valid as if it had been passed at a meeting thereof duly convened and held and may consist of several documents in like form each signed by one or more members of the Committee including facsimile or telex messages in like form signed in the name of such members.
10. Reasonable notice will be required to be given of any meeting of the Committee.
11. The chair of the Committee will report the decisions made at Committee meetings to the next face-to-face Board meeting and the Company Secretary will distribute the agendas and minutes of the Committee meetings to the Board.
12. The Committee will have the authority to retain legal counsel or other consultants to advise it. Generally, such independent advice should be sought with the knowledge of the Chief Executive Officer. The Committee will have the sole authority to retain and

terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend any of its meetings or to meet with any of its members or consultants.