

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER OF ELAN CORPORATION, plc

The Science and Technology Committee (the “Committee”) of Elan Corporation, plc (the “Company”) is appointed by the Board of Directors of the Company (the “Board”). The Committee advises the Board in its oversight of matters pertaining to the company’s research and technology strategy and provides a perspective on those activities to the Board.

Terms of Reference

The Committee will:-

1. Review the discovery activity / approaches within our internal research effort.
2. Review the discovery activity / approaches within our external innovation network.
3. Review internal and current technology capabilities vs. long-term trends and external advancements.
4. Carry out such other functions as may be agreed by the Board from time to time

Rules of Procedure

1. The Committee will comprise no fewer than three directors, a majority of whom shall be independent, as such terms are defined in the Company’s Corporate Governance Guidelines (“the Guidelines”).
2. The members and the chair will be appointed to the Committee in accordance with the procedures set forth in the Guidelines. The Board will have authority to remove any Committee member at any time without cause.
3. A majority of members must have expertise in one of the following areas: medicine, discovery research or technology.
4. Each member, including the chair will be appointed to the Committee for a 3-year term subject to a maximum of two terms of continuous service. The membership will automatically end at such time as a member ceases to be a Board member.
5. The quorum for Committee meetings will be a minimum of two Committee members.
6. The Committee will hold at least two meetings per year.
7. The Company Secretary will act as secretary of Committee meetings. In his or her absence, the Committee may appoint a secretary for the meeting.
8. The minutes of the Committee meetings will be circulated to the Board and the Committee chair will report its findings and recommendations directly to the Board.
9. 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).
10. Reasonable notice will be required to be given for any meeting of the Committee.

11. The chief scientific officer and the global head of research of the Company will be entitled to attend all meetings of the Committee, except when the Committee meets in executive session.
12. Additionally, the Chairman and the Chief Executive Officer will be entitled to attend meetings of the Committee.
13. The Committee will have the authority to retain external consultants/experts to advise it. Generally, such independent input should be sought with the knowledge and agreement of both the Chairman and the Chief Executive Officer.

Last updated: August 22, 2006