

UNIGENE LABORATORIES, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

June 15, 2007

Purpose

The primary functions of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Unigene Laboratories, Inc. (the “**Company**”) are (i) to identify, evaluate and recommend for Board approval potential candidates for election or re-election to the Board, including when necessary the filling of any vacancies on the Board, (ii) to review candidates for election to the Board recommended by Company stockholders, (iii) to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for election to the Board, and (iv) to develop and maintain a process for evaluating Board and Committee effectiveness and assist the Board in developing and implementing the Company’s and ethics business conduct policy.

Composition

The Committee’s membership shall meet the requirements of applicable law and all rules set forth in the Company’s Bylaws or promulgated by the Securities and Exchange Commission (“**SEC**”), the NASDAQ Global Market (“**NASDAQ**”) and any other stock exchange or trading market on which the Company’s securities may be listed or approved for quotation. The Committee shall consist of two or more members of the Board who are “independent,” as that term is defined by applicable SEC and NASDAQ rules; provided that if the Committee consists of three or more Directors, two of whom are independent, the Committee may include one member who is not independent, to the extent permitted by, and in accordance with, applicable NASDAQ rules.

The members of the Committee shall be elected by the Board at the Company’s annual organizational meeting or at any regular or special meeting of the Board, and such members shall serve until their successors shall be duly elected and qualified, or until such member’s removal from the Committee by the Board or until such member ceases to be a member of the Board or meet the independence or other membership requirements set forth in this Charter. Vacancies on the Committee shall be filled by the Board, and any member of the Committee may be removed, with or without cause, by the action of a majority of the whole Board. Unless a Chairman of the Committee is elected by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once per year and shall meet at the call of the Chairman of the Committee or of any two members of the Committee (or if there shall be only one other member, then at the call of that member). The Committee should meet at least annually with the Chief Executive Officer of the Company. A majority of the Committee membership shall constitute a quorum for the transaction of business (or if there shall be only two members, then both must be present), and the act of a majority of those present at any meeting at which a quorum is present (or if there shall be only two members, then they must act unanimously) shall be the act of the Committee. Those Committee members present in person or by means of telephone conference or other communications equipment through which all persons participating in the meeting can hear each other shall be counted to determine whether a quorum is present.

The Committee shall keep regular minutes of its proceedings, which minutes shall be recorded in the Minute Book of the Company. The Secretary or Assistant Secretary of the Company may act as Secretary of the Committee, if requested, or the Committee may appoint one of its members to act as Secretary of a meeting. The Committee may also act by unanimous written consent without a meeting in accordance with the Company's Bylaws and applicable law, and any such action taken by written consent also shall be recorded in the Minute Book of the Company.

Responsibilities and Duties

A. Director Nominations. To fulfill its responsibilities and duties related to director nominations, the Committee, in consultation with the Chairman of the Board and the Company's Chief Executive Officer, shall:

1. Identify, evaluate and recommend to the Board for its approval potential candidates for election or re-election to the Board or for appointment to the Board to fill a vacancy.
2. Consider candidates recommended by members of the Committee or the Board, officers or employees of the Company, the Company's stockholders and other business contacts. Candidates recommended by stockholders will be considered by the Committee if such recommendations are made in accordance with the procedures set forth in the Company's most recently filed proxy statement.
3. Review and make recommendations on the range of skills, qualifications and expertise which should be represented on the Board, and the eligibility criteria for individual Board and committee membership. In the case of potential independent director candidates, such eligibility criteria shall be in accordance with applicable SEC and NASDAQ rules.
4. Consider one or more of the following factors, as well as any other factors determined by the Committee, in evaluating new candidates for Board nomination: independence, integrity, knowledge, judgment, character, leadership skills, education, experience, financial literacy, technical background and standing in the community. In

evaluating incumbent directors for re-election, the Committee shall consider that director's overall service to the Company, including the number of meetings attended, level of participation, quality of performance, annual self-evaluations of the Board and its committees (as relevant) and other factors deemed relevant by the Committee.

5. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm, fees and other retention terms.

6. Review and recommend to the Board for its approval the appropriate structure of the Board.

7. Review and recommend to the Board for its approval the appropriate structure of Board committees, recommend committee assignments and the position of chairman of each committee.

The Committee's authority and responsibilities under this Section IV.A shall not deprive the right to determine nominations where that right legally belongs to a third party.

B. Corporate Governance. To fulfill its responsibilities and duties related to corporate governance matters, the Committee shall:

1. Develop and recommend to the Board for its approval a code of business conduct and ethics and procedures for the implementation thereof. The Committee shall review the ethics and business conduct policy on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

2. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

3. Assess succession planning for management and leadership of the Company.

C. Other Matters. To fulfill any of its duties and responsibilities, the Committee shall:

1. Have authority to delegate any of its responsibilities to subcommittees or individuals as the Committee deems appropriate.

2. Have authority to retain and obtain advice and assistance from internal and external legal or other advisers.

3. Review and reassess the adequacy of this Charter annually, recommend any proposed changes to the Board for approval and have this Charter posted on the Company's website and/or published in accordance with applicable SEC regulations.

4. Annually evaluate its own performance, including a review of the Committee's compliance with this Charter.

5. Perform such other activities as the Committee deems necessary, consistent with the terms of this Charter, the Company's Bylaws and applicable laws, rules and regulations, including any rules of the NASDAQ Global Market or any other stock exchange or trading market on which the Company's securities may be listed or approved for quotation.

Reporting Responsibility

The minutes of the Committee reflecting, among other things, all actions taken by the Committee, shall be reported to the Board at the next Board meeting following the meeting of the Committee that is the subject of such minutes. In addition, matters within the responsibility of the Committee may be discussed by the full Board from time to time during the course of the year.