

CHARTER OF THE COMPENSATION COMMITTEE

I. Purpose and Scope

The primary function of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CryoPort, Inc. (the “**Company**”) is to exercise the responsibilities and duties set forth below, including but not limited to determining and/or making recommendations with respect to all forms of compensation to be granted to the Company’s “officers” (as defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and Rule 16a-1 promulgated thereunder (the “**Section 16 Officers**”)), and to review the equity and incentive plans for the Company.

II. Composition

A. The Committee shall be comprised of a minimum of three (3) members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission (the “**SEC**”) (including Rule 16b-3 promulgated pursuant to the Exchange Act), the NASDAQ Stock Market, the Internal Revenue Service (including the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended), or any governmental or regulatory body exercising authority over the Company (each a “**Regulatory Body**”), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

B. The members of the Committee shall be elected by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings and Minutes

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company. The Chief Executive Officer of the Company shall not be present during voting or deliberations regarding the compensation of the Chief Executive Officer.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Evaluate the performance of the Chief Executive Officer and establish the appropriate level of compensation for such officer.

B. Review and make recommendations to the Board regarding the salaries, bonus, and other compensation for all Section 16 Officers.

C. Review the Company's equity and incentive plans.

D. Make and approve stock option grants and other discretionary awards under the Company's equity and incentive plans to all eligible participants. The foregoing authority of the Committee is in addition to the granting authority otherwise specified in any equity incentive plan of the Company, including the Company's 2009 Stock Incentive Plan, as each may be amended from time to time.

E. Review and assess the adequacy of this charter periodically as conditions dictate to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend to the Board for its approval any modifications to this charter, if and when appropriate.

F. Oversee the Company's compliance with any laws or rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Company.

G. Review and assess the adequacy of the annual report of the Committee to be included in the Company's proxy statement.

H. Perform such other duties and functions consistent with this charter and applicable law as may be deemed necessary or appropriate by the Board or this Committee.

V. Independent Advice

The Committee may conduct or authorize investigations into, or studies of matters within, the Committee's scope of responsibilities and duties as described above, and may seek and retain accounting, legal, consulting, or other expert advice from a source independent of management, at the expense of the Company, with the knowledge of the Chairman of the Board and the Chief Executive Officer of the Company. The Committee shall have sole authority to retain and terminate the accounting, legal, consulting, or other expert in this regard.