

CHARTER OF THE NOMINATION AND GOVERNANCE COMMITTEE

I. Purpose

The purpose of the Nomination and Governance Committee (“**Committee**”) of the Board of Directors (the “**Board**”) of CryoPort, Inc. (the “**Company**”) shall be to (i) make recommendations to the Board regarding the size of the Board, (ii) make recommendations to the Board regarding criteria for the selection of director nominees, (iii) identify and recommend to the Board for selection as director nominees individuals qualified to become members of the Board, (iv) recommend committee assignments to the Board, (v) recommend to the Board corporate governance principles and practices appropriate to the Company, and (vi) lead the Board in an annual review of its performance.

II. Composition

The Committee will consist of not less than two directors, each of whom will satisfy the definition of “independent” under the listing standards of the NASDAQ Stock Market. Each Committee member shall also be both a “non-employee director” within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission (the “**SEC**”) and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended. Members of the Committee will be elected by majority vote of the Board and elected annually to one-year terms. If a Committee Chair is not designated or present, the members may designate a Chair by majority vote. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy.

III. Authority

A. The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority and resources to retain a search firm to be used to identify director candidates, outside counsel, and other experts or consultants, as deemed appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications by the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

B. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such pertinent information as the Committee requests.

IV. Functions

The Committee shall have the following specific responsibilities and such other responsibilities as from time to time may be prescribed by the Board:

Board of Directors and Committee Membership and Functions

- A. Identify and review candidates for the Board and recommend to the full Board candidates for election to the Board.
- B. Develop and periodically review the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, including such factors as business expertise, diversity, and personal skills in the Company's industries, finance, marketing, international business, financial reporting, and other areas that are expected to contribute to an effective Board.
- C. Identify, evaluate and recommend to the Board slates of director nominees for election or re-election at each annual meeting of the stockholders of the Company, including those recommended by stockholders. Identify, evaluate and recommend to the Board nominees for election to the Board when Board vacancies arise. In each case nominations will be consistent with the developed nomination criteria, including nominees' qualifications, capability and availability to serve, conflicts of interests, and other relevant factors as determined by the Committee.
- D. Make recommendations to the Board regarding director retirement age, tenure, and removal for cause.
- E. Make recommendations to the Board regarding the size and composition of the Board.
- F. Review and make recommendations to the Board regarding committee assignments.
- G. Retain and terminate any search firm to be used to identify director candidates, and approve the fees and retention terms of any such search firm.
- H. Review proposed activities of directors with the Company or other entities that may diminish such director's effectiveness or be inconsistent with the criteria established by the Committee for Board membership.

Corporate Policies and Procedures

- A. Develop and recommend for adoption by the full Board a set of corporate governance policies and practices, addressing at least the following matters:
 - 1. Board membership standards, including policies regarding director qualifications, tenure, retirement and succession;
 - 2. director responsibilities, including basic duties and responsibilities with respect to attendance at Board and Board committee meetings and advance review of meeting materials;

3. director access to management and, as necessary or appropriate, independent advisors;
4. director orientation and continuing education;
5. policies for the avoidance of conflicts of interest between directors and management and the Company;
6. blackout, short-swing trading, transaction disclosure and other policies related to trading of Company securities by directors, management and employees; and
7. management succession, including policies and principles for Chief Executive Officer selection and performance review, as well as policies regarding succession in the event of an emergency or retirement of the Chief Executive Officer.

B. Monitor and evaluate the performance of the Board, including its compliance with the Company's corporate governance policies and practices, and lead the Board in an annual self-assessment of its practices and effectiveness.

C. Draft and recommend for adoption by the Board a code of ethical conduct for the Company's directors, officers and employees, and ensure that management has established a system to monitor and enforce compliance with such code, all as necessary to promote, among other things, (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (ii) full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company, and (iii) compliance with applicable governmental rules and regulations.

Other Responsibilities

A. Review and reassess the adequacy of this charter annually, or more often as circumstances dictate, and recommend any changes to the Board.

B. 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. Meetings

The Committee will hold at least two regular meetings per year and additional meetings as the Chairperson or Committee deems appropriate. A majority of the total number of members of the Committee shall constitute a quorum at all meetings. The President, Chief Executive Officer, and Secretary may attend any meeting of the Committee, except for portions of the meetings where such person's presence would be inappropriate, as determined by the Committee Chairperson.

VI. Minutes and Reports

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company. The Chairperson of the Committee shall report to the Board from time to time or whenever so requested by the Board.

VII. General

The powers of the Committee shall be limited, and all activities of the Committee shall be governed, by the provisions of the Bylaws of the Company.