

KENSEY NASH CORPORATION EXECUTIVE COMMITTEE CHARTER

A. PURPOSE

The Executive Committee (the "Committee") of the Board of Directors (the "Board") of Kensey Nash Corporation (the "Company") is empowered to act on behalf of the full Board, to the fullest extent permitted under Delaware law, in circumstances where prompt action is considered necessary or advisable and it is not reasonably feasible to convene a meeting of the Board.

Notwithstanding the foregoing, the Committee shall not have the authority to:

1. approve or recommend to stockholders actions or proposals required by the Delaware General Corporation Law to be approved by stockholders;
2. fill vacancies on the Board of Directors or any committee of the Board of Directors;
3. adopt, amend or repeal the Bylaws;
4. authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the Board of Directors;
5. authorize or approve the issuance or sale or contract for the sale of shares, or determine the designation and relative rights, preferences, and limitations of a voting group except to the extent and within limits specifically authorized by the Board of Directors;
6. exercise powers or authority delegated exclusively to another committee of the Board (i.e., the Audit Committee, the Compensation Committee or the Corporate Governance and Nominating Committee).

Except as otherwise required by applicable laws, regulations or listing standards, all major decisions are considered by the Board of Directors as a whole.

B. COMPOSITION AND MEMBERSHIP

The Committee is a committee of the Board that shall consist of between three and five directors, a majority of whom shall be, in the judgment of the Board, "independent" in accordance with listing standards of The NASDAQ Stock Market and the Company's Corporate Governance Guidelines and one of whom shall be the Chief Executive Officer of the Company (the "CEO").

The Board of Directors appoints the members of the Committee, on the recommendation of the Corporate Governance and Nominating Committee. The Board may, upon recommendation by the Corporate Governance and Nominating Committee, remove any Committee member at any time with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance within its business judgment.

1. Corporate Governance. The Committee shall provide assistance to the CEO to fulfill corporate governance functions.
2. Reports. The Committee shall provide assistance to the CEO to establish regular reports of the Committee to the full board.
3. Outside Services. The Committee shall provide guidance and approval to the Board and to management with respect to significant outside services.
4. Management Succession. The Committee shall, at the request of the Board of Directors, periodically review and make recommendations to the Board of Directors relating to management succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO. A Board approved CEO succession plan is in place.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as circumstances dictate. Meetings may be called by any member of the Committee or the CEO. The Committee shall operate pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waivers of notice, the number of Committee members required to take actions at meetings and by written consent, and other related matters.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittee as it deems appropriate from time to time.
3. Reports to the Board. The Committee shall maintain minutes of its meetings and report its findings to the Board after each Committee meeting but not later than the next Board meeting.
4. Resources and Advisors. The Committee shall have the authority, to the extent required between Board meetings, to use reasonable amounts of time of the Company's internal staff and to retain outside advisors, including independent experts, lawyers and other consultants, to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the CEO advised as to the general range of anticipated expenses for outside consultants.

5. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
6. Annual Self-evaluation. At least annually, the Committee shall evaluate its own performance and report its evaluation to the Board.
7. Chairperson. The CEO shall serve as Chairperson of the Committee unless the Board designates another director as Chairperson of the Committee.

Adopted: April 27, 2004
Revision **A**