

KENSEY NASH CORPORATION CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

A. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Kensey Nash Corporation (the "Company") is to:

1. identify persons qualified to become members of the Board consistent with the criteria established by the Committee and approved by the Board, and recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders;
2. develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
3. oversee the evaluation of the Board and management.

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. STRUCTURE AND MEMBERSHIP

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine, but in no event less than three.
2. Independence. Except as otherwise permitted by the applicable rules of The NASDAQ Stock Market ("NASDAQ"), each member of the Committee shall be an "independent director" as defined by such rules and the Company's Corporate Governance Guidelines.
3. Chairperson. Unless the Board elects a Chairperson of the Committee (the "Chairperson"), the Committee shall elect a Chairperson by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Compensation Committee and approved by the Board
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

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

2. Board and Committee Membership.

- a. Composition of the Board. The Committee shall be responsible for reviewing the appropriate size, function and needs of the Board, developing the Board's policy involving tenure and retirement of directors and establishing specific criteria for evaluating and selecting new Board members, subject to Board approval thereof.
- b. Selection of Director Nominees. Except where the Company is legally required by contract, by law or otherwise, to provide third parties with the ability to nominate directors, the Committee shall be responsible for recommending to the Board the persons to be nominated for election as directors, including any candidates recommended by stockholders, at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall recruit candidates to fill new positions and shall conduct appropriate inquiries into the background and qualifications of possible candidates. The Committee shall review the independence and potential conflicts of interest of prospective directors.
- c. Criteria for Selecting Directors. The Committee shall use the criteria established by the Committee to guide its director selection process. The Committee shall be responsible for reviewing with the Board, the requisite skills and criteria for new Board members, as well as the membership of the Board as a whole and the Board committee, to ensure that the proper skills and experiences are represented on the Board and such committees and that the composition of the Board satisfies all applicable laws, rules, regulations and listing standards. The Committee shall adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates recommended by stockholders.
- d. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Committee shall keep the CEO advised as to the general range of anticipated expenses.
- e. Selection of Committee Members. The Committee shall be responsible for recommending to the Board committee member appointment and removal, and appointment of committee chairs.
- f. Director Orientation and Continuing Education. The general counsel and the Company's Chief Financial Officer shall be responsible for providing an orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Each new director shall, within six months of election to the board, receive a personal briefing by senior management at the Company's offices on

the Company's strategic plans, financial statements, and key policies and practices. Directors are expected to attend director continuing education institutes and programs offered by certain national associations, universities and other third parties, and the Company has established an annual allowance to pay reasonable expenses and fees incurred for attendance at these programs.

3. Corporate Governance.

- a. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- b. Policies and Practices. The Committee shall monitor and make recommendations to the Board on other matters or Board policies and practices relating to corporate governance.
- c. Stockholder Proposals. The Committee shall review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.
- d. Related Party Transactions and Conflicts of Interest. A director's business or family relationships may occasionally give rise to that director's material personal or financial interest on a particular transaction or issue. Each director is responsible for disclosing to the Committee situations that he or she reasonably believes give rise to a potential related party transaction or conflict of interest. In addition, the Committee shall ask directors about potential related party transactions or potential conflicts of interest at least annually. The Board, upon recommendation of the Committee and after consultation with the Company's outside counsel, shall determine on a case-by-case basis whether a conflict of interest exists. The Committee shall review and approve any "related party transactions" (as defined in Item 404 of Securities and Exchange Commission Regulation S-K).

4. Evaluation of the Board and Related Matters.

- a. Evaluation of the Board and Committees. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's and committees' performance, to be discussed with the Board.
- b. Succession of Senior Executives. The Committee shall present an annual report to the Board on senior executive succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy.

- c. Additional Powers. The Committee shall have such other duties and responsibilities as may be delegated from time to time by the Board.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities but in no event shall the Committee meet less than twice per year. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board. All minutes of Committee meetings will be presented to the Board at each subsequent Board meeting.
4. 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.
5. Resources and Independent Advisors. The Committee shall have the authority to use reasonable amounts of time of the Company's internal staff and to engage independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self Evaluation. At least annually, the Committee shall evaluate its own performance and report its results to the board.

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