

**Charter of the Nominating and Corporate Governance Committee
of the
Board of Directors
of
VIACELL, INC.**

1. Organization and Governance of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee (the “**Committee**”) of ViaCell, Inc. (the “**Company**”) shall consist of not less than two board members appointed by the Board of Directors (the “**Board**”), and all members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be appointed and removed by the Board;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members; provided, however, at any time the Committee consists of two members, if one member recuses himself or herself due to a potential conflict of interest, action may be taken by the other member;
- Any two members or the Chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice);
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee may delegate any of its authority or responsibilities to a subcommittee.

2. Statement of Purpose.

The purposes of the Committee are to (i) identify individuals qualified to become members of the Board, (ii) select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Company and (iv) oversee the evaluation of the Board and its dealings with management and appropriate committees of the Board.

3. Goals and Responsibilities of the Committee.

The responsibilities of the Committee shall include the following:

- Except to the extent the Company is otherwise legally obligated, identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals, select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
- Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- Recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
- Clearly articulate to each director what is expected, including reference to the Company's corporate governance principles and directors' basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;
- Develop and recommend to the full Board a set of corporate governance principles applicable to the Company. Such principles shall address the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) annual performance evaluation of the Board. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- Review the Company's practices and policies with respect to directors, including retirement policies and compensation for non-employee directors, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- In concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
- Recommend to the Board or to the appropriate committee thereof processes for annual evaluations of the performance of the Board, its standing Audit Committee and Compensation Committee, the Chairman of the Board and the Chief Executive Officer of the Company;
- Consider and report to the Board any questions of possible conflicts of interest of Board members;

- Provide for new director orientation and continuing education for existing directors on a periodic basis;
- Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company, including the position of Chief Executive Officer;
- Review and assess the adequacy of this Charter and submit any changes to the Board for approval;
- Annually evaluate the Company's Code of Business Conduct and Ethics and, if appropriate, recommend changes to that code;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

4. Powers of the Committee on Directors and Corporate Governance.

In order to fulfill its role, the Committee shall have authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.