

**NOMINATING COMMITTEE CHARTER
OF
THE BOARD OF DIRECTORS
OF RADIATION THERAPY SERVICES, INC.**

I. PURPOSE AND GENERAL RESPONSIBILITIES

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to assist the Board by making recommendations regarding proposed candidates for election to the Board, and to lead the Board in its annual self-evaluation process and share the results thereof with the Board for discussion and deliberation.

To perform this function, the Committee shall have the authority to perform the specific duties enumerated in this Charter and, upon the direction or approval of Board of Directors (the “Board”), to undertake other activities on behalf of the Board. The Committee is authorized to request reports on matters related to its authority, its duties as described in this Charter and on any subject that it deems related to its responsibilities. The Committee may recommend to the Board any extensions or changes in the authority or duties of the Committee that it deems appropriate.

II. COMPOSITION

The Committee shall consist of that number of directors as the Board shall determine from time to time, such number not to be less than two members. The members of the Committee shall be appointed and replaced by the Board.

III. MEETING ATTENDANCE

The Committee shall meet at such times as the Committee shall designate and notice of such meetings shall be given to Committee members, all in accordance with the bylaws of the Company. Directors not on the Committee may attend meetings at their discretion. One third of the Committee, but not less than two members, shall constitute a quorum for the transaction of business. The Committee shall report to the Board periodically or as required by the nature of its duties on all of its activities and shall make such recommendations to the Board as the Committee decides are appropriate.

IV. DUTIES

The Committee shall make recommendations to the Board regarding the criteria for the selection of individuals to be considered as candidates for election to the Board. Criteria applied in the search for potential Director candidates may include: (i) integrity, honesty and accountability; (ii) successful leadership experience and strong business acumen; (iii) forward-looking, strategic focus; (iv) collegiality; (v) independence and absence of conflicts of interests; (vi) ability to devote necessary time to meet director responsibilities; and (vii) current needs of

the Board. The Committee shall administer the procedures for shareholder submissions of director nominations set forth on the attached Exhibit "A".

The Committee shall receive suggestions concerning possible candidates for election to the Board, including all self-nominations, shareholder and third-party nominations. The Committee shall review and evaluate the qualifications of all individuals identified as possible candidates for director and recommend to the Board individuals for election as directors. This function shall include but not be limited to making recommendations regarding:

- individuals for vacancies occurring from time to time, including vacancies resulting from an increase in the size of the Board; and
- the slates of directors proposed on behalf of management at annual meetings of shareholders.

The Committee shall, on an annual basis, review and evaluate the performance of each Director and the Board, share the evaluation results with the full Board and lead Board discussions and analysis thereof. In addition, the Committee shall on an annual basis review and evaluate its own performance.

“Exhibit A”

PROCEDURES FOR SHAREHOLDER SUBMISSION OF DIRECTOR NOMINATIONS

1. *Security Holders Entitled to Make Submissions.* The Nominating Committee of the Company’s Board of Directors will accept for consideration submissions from shareholders of recommendations for the nomination of directors. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. *Manner and Address for Submission.* All shareholder nominating recommendations must be in writing, addressed to the Nominating Committee care of the Company’s corporate secretary at the Company’s principal headquarters, 2234 Colonial Boulevard, Fort Myers, Florida 33907. Submissions must be made by mail, courier or personal delivery. E-mailed submissions will not be considered.
3. *Information Concerning the Recommending Shareholders.* A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
 - The name and address, including telephone number, of the recommending shareholder;
 - The number of the Company’s shares owned by the recommending shareholder and the time period for which such shares have been held;
 - If the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. (Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held); and
 - A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Company’s next annual meeting of shareholders.
4. *Information Concerning the Proposed Nominee.* A nominating recommendation must be accompanied by the following information concerning the proposed nominee:
 - The information required by Item 401 of SEC Regulation S-K (generally providing for disclosure of the name, address, any arrangements or understanding regarding nomination and five year business experience of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);
 - The information required by Item 403 of SEC Regulation S-K (generally providing for disclosure regarding the proposed nominee’s ownership of securities of the Company); and

- The information required by Item 404 of SEC Regulation S-K (generally providing for disclosure of transactions between the Company and the proposed nominee valued in excess of \$60,000 and certain other types of business relationships with the Company).

5. *Relationships Between the Proposed Nominee and the Recommending Shareholder.* The nominating recommendation must describe all relationships between the proposed nominee and the recommending shareholder and any agreements or understandings between the recommending shareholder and the nominee regarding the nomination.

6. *Other Relationships of the Proposed Nominee.* The nominating recommendation shall describe all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.

7. *Qualifications of the Proposed Nominee.* The recommending shareholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Nominating Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Company.

8. *Ability to Represent All Shareholders.* The recommending shareholder must state whether, in the view of the shareholder, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Company.

9. *Consent to be interviewed by the Committee and, if nominated and elected, to serve.* The nominating recommendation must be accompanied by the consent of the proposed nominee to be interviewed by the Committee, if the Committee chooses to do so in its discretion (and the recommending shareholder must furnish the proposed nominee's contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.

10. *Timing for Submissions Regarding Nominees for Election at Annual Meetings.* A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders must ensure that it is received by the Company, as provided above, not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of shareholders. In the event that the date of the annual meeting of shareholders for the current year is more than 30 days following the first anniversary date of the annual meeting of shareholders for the prior year, the submission of a recommendation will be considered timely if it is submitted a reasonable time in advance of the mailing of the Company's proxy statement for the annual meeting of shareholders for the current year.

11. *Shareholder Groups.* If a recommendation is submitted by a group of two or more shareholders, the information regarding recommending shareholders must be submitted with respect to each shareholder in the group.