

**CHARTER OF THE NOMINATIONS AND
CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
DATASCOPE CORP.**

I. Nominations and Corporate Governance Committee Purpose

The primary objectives of the Nominations and Corporate Governance Committee (the “Nominations and Corporate Governance Committee”) of Datascope Corp. (the “Company”) are to assist the Board of Directors of the Company (the “Board of Directors”) by: (i) developing and recommending to the Board of Directors a set of effective corporate governance policies and procedures applicable to the Board of Directors; (ii) identifying individuals qualified to become members of the Board of Directors and its committees and recommending to the Board of Directors the nominees to stand for election as directors, whether at the annual meeting of shareholders or in the event of a vacancy on the Board of Directors; and (iii) review and recommend compensation of the Board of Directors and its committees.

II. Nominations and Corporate Governance Committee Membership Composition and Meetings

Appointment

Nominations and Corporate Governance Committee members shall be appointed by the Board of Directors. The chairperson (“Chair”) of the Nominations and Corporate Governance Committee shall be designated by a vote of the Board of Directors. If a Nominations and Corporate Governance Committee Chair is not designated, the members of the Nominations and Corporate Governance Committee may select a chairperson by majority vote of the Nominations and Corporate Governance Committee members.

Term

Each member of the Nominations and Corporate Governance Committee shall serve until his or her successor has been duly elected and qualified or his or her death, resignation or removal, if earlier.

Qualifications

The members of the Nominations and Corporate Governance Committee shall meet the requirements of the Securities and Exchange Commission and the Nasdaq Stock Market, Inc. or such other exchange on which the Company’s securities are listed (the “Exchange”).

The Nominations and Corporate Governance Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom, subject to the following paragraph, shall be “independent” as defined under the rules of the Exchange.

One director who is not “independent” under the rules of the Exchange, may be appointed to the Nominations and Corporate Governance Committee, if the Board of Directors, under certain exceptional and limited circumstances and pursuant to the requirements of the Exchange, determines that membership on the committee by the individual is in the best interests of the Company and its shareholders. A member appointed under this exception may not serve longer than two years.

III. Nominations and Corporate Governance Committee Structure and Operations

The Nominations and Corporate Governance Committee shall meet in person or telephonically at least once a year, or more frequently as circumstances dictate. The time and place of the meeting shall be determined by the Nominations and Corporate Governance Committee Chair. The Nominations and Corporate Governance Committee Chair shall prepare and/or approve an agenda in advance of each meeting. If the Nominations and Corporate Governance Committee Chair is not present for the meeting, the members of the Nominations and Corporate Governance Committee may designate a Chair for the meeting by majority vote. The Nominations and Corporate Governance Committee should consult privately with management and as a committee to discuss any matters that the Nominations and Corporate Governance Committee or management believes should be discussed.

The Nominations and Corporate Governance Committee shall maintain minutes of meetings and periodically report its actions to the Board of Directors. Nominations and Corporate Governance Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

IV. Nominations Committee Responsibilities and Duties

Corporate Governance

1. Develop and recommend to the Board of Directors a set of corporate governance principles and standards applicable to the Company. Annually review and reassess the adequacy and appropriateness of such principles and recommend to the Board of Directors any changes deemed appropriate.
2. Regularly review issues and developments related to corporate governance and generally advise the Board of Directors on corporate governance matters.
3. Regularly review and make recommendations about changes to the charters of other Board of Directors’ committees after consultation with respective committee chairs.

Director Nominations

1. Identify and interview individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors and recommend to the Board of Directors the nominees to stand for election as directors whether at the annual meeting of shareholders or in the event of a vacancy on the Board of Directors.
2. Consider, develop, and recommend to the Board of Directors policies regarding the size and composition of the Board of Directors and a process for director selection and nomination.

Assess and recommend to the Board of Directors the appropriate skills and characteristics required of members of the Board of Directors in the context of the strategic direction of the Company including such factors as business experience, diversity, personal skills in technology, finance, marketing, financial reporting and other areas that are expected to contribute to an effective Board of Directors.

3. Identify members of the Board of Directors qualified to fill vacancies on any committee of the Board of Directors and recommend that the Board of Directors appoint the identified member or members to the respective committee.

4. Review and assess the qualifications of the members of the Company's other committees and recommend to the Board of Directors changes that the Nominations and Corporate Governance Committee believes to be desirable.

5. Establish procedures for the Nominations and Corporate Governance Committee to exercise oversight of the evaluation of the Board of Directors.

Director Compensation

Periodically review the compensation paid to non-employee directors for annual retainers (including Board of Directors' and committee Chairs) and meeting fees, if any, and make recommendations to the Board of Directors for any adjustments.

Other Committee Responsibilities

1. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Nominations and Corporate Governance Committee.

2. Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board of Directors for approval and recommend any changes to the Board of Directors.

3. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Nominations and Corporate Governance Committee or the Board of Directors deems appropriate.

4. Annually perform a self-assessment of the Nominations and Corporate Governance Committee's performance.

V. Committee Resources

The Nominations and Corporate Governance Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board of Directors or management. The expense of retaining such experts or consultants shall be borne by the Company. The Nominations and Corporate Governance Committee shall have full access to the Company's executives as necessary to carry out the responsibilities outlined in this Charter.