

CRYOLIFE, INC.
CHARTER
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

November 1, 2005

STATEMENT OF POLICY

Corporate governance is a structure within which directors and management can pursue effectively the objectives of the Corporation for the benefit of all its stakeholders (shareholders, employees, customers, and suppliers).

ORGANIZATION

There shall be a committee of the Board of Directors to be known as the Nominating and Corporate Governance Committee. The Committee shall consist of a minimum of three directors. The Committee shall recommend for Board approval actions that enhance the Board's effectiveness in fulfilling its responsibilities. The Committee shall present recommendations to the full Board with respect to Board composition, oversight processes and qualified candidates for election and re-election as directors. The composition of the Committee shall at all times comply with the then-applicable rules of the New York Stock Exchange ("NYSE") regarding independence.

RESPONSIBILITIES

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and to ensure the directors and shareholders that the nominating and corporate governance practices of the Corporation are in accordance with all requirements and are of the highest quality. The Committee shall meet at least four times annually, and shall meet with management on a regular basis.

In carrying out its responsibilities, the Committee will:

- Identify, evaluate and recommend to the Board, consistent with criteria approved by the Board, nominees for election as directors at each annual meeting of shareholders of the Corporation, and as otherwise required, whose experience and expertise will provide added value to the Board's oversight capabilities. In consultation with the Chairman of the Board, the Presiding Director and the Chief Executive Officer, the Committee will consider candidates to fill vacant Board positions with candidates being selected for their character, judgment, business experience, time commitment, and acumen and with final approval of a candidate being determined by the full Board. In identifying and considering candidates, the Committee will be mindful of the importance of a diversely composed Board.

- Consider individuals whose names are submitted by shareholders as candidates for election to the Board.
- Determine whether to set minimum qualifications, qualities or skills to be met by nominees recommended by the Committee, and apply them.
- Establish procedures for consideration of candidates for recommendation to the Board, including candidates put forward by shareholders, and specifying any differences in evaluating candidates whose names were submitted by shareholders.
- In consultation with the Chairman of the Board, the Presiding Director and the Chief Executive Officer, consider and make recommendations to the Board concerning the appropriate size and needs of the Board, as well as its composition.
- Recommend officers for election by the Board and identify those officers who are subject to Section 16 of the Securities Exchange Act of 1934.
- Oversee the periodic evaluation of the performance of management, including an annual joint evaluation, with the Compensation Committee, of the CEO's performance.
- Assist the Board in establishing performance criteria for itself and evaluating itself and individual members on a regular basis which evaluation to include (i) an assessment of whether the Board has the necessary diversity of skills, backgrounds, and experiences to meet the Company's ongoing needs, and (ii) high standards for in-person attendance at Board and committee meetings and consideration of absences.
- Annually evaluate the performance of the Committee and its members.
- In consultation with the Chairman of the Board, the Presiding Director and the Chief Executive Officer, conduct periodic reviews and interpretations of the Company's Corporate Governance Policies and the Nominating and Corporate Governance Committee Guidelines, with such reviews to include consideration of other corporate governance issues that may, from time to time, merit consideration by the entire Board.
- Review and make recommendations to the full Board regarding:
 - The organization and effectiveness of the Board, including its composition and processes;
 - Committee membership standards and qualifications;
 - The selection of the various committee members of the Board, as well as the selection of committee chairs;
 - Responsibilities of the committees of the Board;
 - The rules of order for the Board meetings, committee meetings and shareholder meetings;
 - Succession planning for senior management positions and reviewing plans for management development;
 - The Corporation's Certificate of Incorporation and Bylaws;
 - Shareholders proposals;

- Oversight of development of and compliance with the governance principles applicable to the Corporation, including its Corporate Governance Guidelines;
- Processes by which shareholders may communicate with the Board;
- Policies relating to the Board and directors, including committee structure and size, share ownership, and retirement and resignation;
- A policy with respect to directors' attendance at the annual meeting of shareholders; and
- A code of business conduct and ethics.

PROCESS

- Committee members shall be appointed by the full Board and shall serve until the earlier of their resignation or removal by the Board.
- Committee meetings shall be led by a Chairman appointed by the Board, and if no Chairman is present at a meeting of the Committee at which a quorum is present, a majority of the members of the Committee may elect an acting chairman of the meeting. The Committee shall have authority to delegate any decisions to a subcommittee of the Committee, provided that a full report of any action taken is promptly made to the full Committee.
- The Committee shall submit the minutes of all meetings of the Committee to, and discuss the matters discussed at each Committee meeting with, the Board.
- The Committee shall have sole authority to retain, determine the terms of engagement and compensation of, and terminate, any search firm that will be used to identify director candidates, at all times taking into account the Corporation's financial position and budget.
- The Committee shall submit to the Board an annual budget of its expected expenditures.