

CYTORI THERAPEUTICS, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose

The purposes of the Governance and Nominating Committee (the “*Committee*”) are to identify individuals qualified to become Board members consistent with criteria approved by the Board and to evaluate such individuals using relevant selection criteria; to recommend that the Board select the director nominees for the next annual meeting of stockholders; to recommend changes to Board committee composition, structure and responsibilities; to develop and recommend to the Board a set of Corporate Governance Guidelines and similar corporate policies and procedures impacting corporate governance; to oversee the evaluation of the Board; and to take such other actions and make such other recommendations pertaining to corporate governance matters as it deems necessary or appropriate.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Candidates to fill vacancies on the Committee shall be appointed by the Board based on nominations by the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify, recruit and evaluate individuals qualified to become members of the Board. The Committee will ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The Committee will develop and recommend to the Board from time to time the criteria to be used by the Committee in recommending directors and by the Board in nominating directors, including the criteria set forth in the Company's Corporate Governance Guidelines and such other criteria as it deems appropriate.

3. *Board Committee Structure and Membership.* The Committee will review the Board committee structure from time to time and recommend to the Board for its approval changes to such committee structure. The Committee will also recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board and Board committees.

6. *Determination of Director Independence.* The Committee will assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

7. *Code of Conduct.* The Committee will recommend to the Board for adoption a Code of Business Conduct and Ethics ("**Code**") which meets the requirements of the U.S. Securities and Exchange Commission's Regulation S-K and the NASDAQ rules. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Code and recommend any proposed changes to the Board for approval.

8. *Succession Planning.* The Committee will oversee succession planning and processes for the Chief Executive Officer of the Company.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation and bylaws, and the charters of the Company's other committees.

10. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee will annually perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee will periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.