

REGENERATION TECHNOLOGIES, INC.
NOMINATING & GOVERNANCE COMMITTEE

CHARTER

Purpose

The Nominating & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Regeneration Technologies, Inc. (the “Company”) is established for the purpose of (i) assisting the Board in its selection of individuals as nominees for election to the Board at annual meetings of the Company’s stockholders and/or to fill any vacancies or newly created directorships on the Board and (ii) assisting the Board in its oversight of the corporate governance of the Company.

The Committee will exercise its business judgment in carrying out the responsibilities described in this charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this charter.

Committee Membership

The Committee shall consist of no fewer than two (2) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”). The members of the Committee shall be appointed by the Board. Committee members shall serve at the pleasure of, and may be replaced at any time by, the Board.

Committee Authority and Responsibilities

A. Authority and Responsibilities Relating to Nominations

1. The Committee shall develop and revise as appropriate, selection criteria for Board nominees which reflect the Company’s commitment to recruiting directors who have personal and professional integrity, demonstrated exceptional ability and judgment, and who shall be effective, in conjunction with other nominees and directors, in collectively serving the long-term interests of the Company and its stockholders. The Company believes that having directors with relevant experience in business and other organizations of comparable size or in related industries is beneficial to the Board as a whole. Directors with such backgrounds can provide useful perspectives on significant risks and competitive advantages and understanding the challenges the Company faces.

2. The Committee shall actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board and to evaluate such individuals using the Committee’s selection criteria.

3. The Committee shall develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

4. The Committee shall recommend to the Board, for its selection, those qualified individuals, consistent with criteria approved by the Committee, as the Committee shall deem appropriate (i) as nominees for election by the stockholders to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee will endeavor to assure that the Board contains a majority of Independent Directors (as such term is defined by the Nasdaq listing standards).

5. The Committee shall develop a process for stockholders to submit nominees and evaluate qualifications of nominees submitted by the Company's stockholders (using the same selection criteria the Committee uses to evaluate other potential nominees).

6. The Committee shall annually review the performance and contributions made by each director to the overall goals and objectives of the Company prior to the time such directors normally would be nominated for reelection. Members of the Committee, however, will not participate in deliberations about their own performance.

7. The Committee shall have the sole authority to retain and terminate, on behalf of the Company, any search firm for the purpose of assisting the Committee in identifying candidates for Board membership and to approve the fees and other retention terms of any search firm. The Committee also shall have the authority to retain at the Company's expense, and to obtain advice and assistance from legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

B. Authority and Responsibilities Relating to Corporate Governance

1. The Committee shall review and comment on the performance of all members of the Board and other committees of the Board and report annually to the Board with an assessment of the Board's overall performance, which assessment shall be discussed with the full Board.

2. The Committee shall advise the Board with respect to the Company's compliance with applicable laws and regulations and its policies and procedures relating to the governance of the Company.

3. The Committee shall develop, implement and annually review and assess the adequacy of the Company's Code of Conduct and recommend changes to the Board for approval and adoption by the Company.

4. The Committee shall review periodically with management the provisions of the Company's Code of Conduct applicable to directors and senior officers (including financial officers) or others, including any waivers sought under such code. Any waiver granted by the Committee shall be reported by the Committee to the Board and approval of the Board shall be required to grant any such waiver to any officer who is a member of the Board.

5. The Committee shall consider the necessity and establishment of new committees of the Board and recommend to the Board the general responsibilities of such new committees.

6. The Committee shall consider and recommend methods to improve director and management communication systems and develop requirements for information to be made available to the Board in order to more efficiently and effectively govern the Company.

7. The Committee shall review and report to the Board regarding any questions of possible conflicts of interest and related transactions involving Board members or members of senior management of the Company, including, but not limited to related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission.

C. Other Authority and Responsibilities

1. The Committee shall report at least annually to the Board.

2. The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for its consideration as and where appropriate.

3. The Committee shall annually review and evaluate the Committee's own performance.

4. The Committee shall perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

5. So long as in compliance with applicable law and Nasdaq rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who meet the independence requirements of Nasdaq.

6. The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

Amendment

This Charter may be amended from time to time.

March 5, 2004