

CRYO-CELL INTERNATIONAL, INC.

**CHARTER OF THE
GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on September 25, 2008

Purpose

The Governance Committee (the "Committee") shall oversee, review and make periodic recommendations concerning CRYO-CELL International, Inc.'s (the "Company") corporate governance practices and recommend candidates for election to the Company's Board of Directors.

Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of The Nasdaq Stock Market, whether or not the Company is then subject to such requirements.

Committee members shall be appointed by the Board and shall serve until their successors are duly elected and qualified. Committee members may be removed for any reason or no reason at the discretion of the Board, and the Board may fill any Committee vacancy that is created by such removal or otherwise. One member of the Committee will be appointed by the Board to serve as Chair of the Committee.

Structure and Meetings

The Committee will meet periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. The Committee shall report its actions and recommendations to the Board.

Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Identify and review candidates for Board membership, as needed, and recommend candidates for election to the Board;
2. Evaluate from time to time the composition of the Board and its committees, including the desired skills and characteristics of Board members, and make recommendations to the Board as deemed appropriate;
3. Review the Company's corporate governance practices from time to time and recommend to the Board any changes deemed appropriate;

4. Have full access to the Company's executives as necessary to carry out the responsibilities contained in this charter;
5. Perform any other activities consistent with this charter, the Company's bylaws and governing law as the Committee or the Board deems necessary or appropriate;
6. Review this charter from time to time for adequacy and recommend any changes to the Board; and
7. Report to the Board on the major items covered at each Committee meeting.

Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the 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.