

## Charter for the Governance and Nominating Committee of the Board of Directors

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The Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of CYTORI THERAPEUTICS, INC. (the "Company") shall consist of at least two members of the Board and shall be charged with the following functions:

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### Director Qualifications and Assessment

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To develop and maintain a current list of the functional needs and qualifications for directors.

To evaluate, and when appropriate, make a recommendation to the Board as to whether a member of the Board meets the criteria to qualify as an "independent" director under the applicable rules of NASDAQ, if the Company's common stock is traded on one of NASDAQ's markets, or The New York Stock Exchange, if the Company's common stock is listed on such exchange, or the applicable rules of any other national securities exchange or other self-regulatory organization (within the meaning of such term in the Securities Exchange Act of 1934) on which the Company's common stock may then be listed.

To interview, evaluate, nominate and recommend individuals for membership on the Board as required.

To recommend the structure, responsibility and composition of the committees of the Board.

To retain as necessary and appropriate search firms to assist the Committee in identifying candidates for membership on the Board.

To evaluate nominations by stockholders of candidates for election to the Board and to make recommendations to the Board with respect to such candidates.

To evaluate no less often than annually the effectiveness of the Board, its committees and individual directors, including whether to nominate those directors for re-election by the stockholders.

To evaluate no less often than annually and make a recommendation to the Board with respect to the compensation of the non-employee members of the Board.

To oversee the orientation of new members upon election to the Board.

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### Board Policies and Planning

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To prepare, recommend and establish a process for monitoring compliance with a code of business conduct and ethics, and other policies, for adoption by the Board.

To prepare, recommend and establish guidelines regarding directors' service on additional boards of directors for adoption by the Board.

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To evaluate, and when appropriate, make a recommendation to the Board on succession planning with respect to the office of chief executive officer.

To recommend guidelines and policies for corporate governance for adoption by the Board, including policies furthering open communications among members of the Board, senior management and outside advisors, requiring regular meetings of the independent directors in executive session and requiring mandatory continuing education of directors in compliance with the applicable rules of NASDAQ (or such other self-regulatory organization as is applicable at the time).

To provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work. Board Policies and Planning

To perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

To report on matters concerning the Committee to the Board from time to time, or whenever it shall be called upon to do so. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company promptly after each meeting.

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#### Authority

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By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

Perform each of the responsibilities of the Committee described above.

Appoint a chair of the Committee, unless a chair is designated by the Board.

Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.

The operation of the Committee shall be subject to the Bylaws as in effect from time to time and Section 141 of the Delaware General Corporation Law.

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