

CRYOPORT, INC.

CHARTER OF THE COMPENSATION COMMITTEE

I. Purpose and Scope

The primary function of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Cryoport, Inc. (the “**Company**”) is to exercise the responsibilities and duties set forth below, including but not limited to determining and/or making recommendations with respect to all forms of compensation to be granted to the Company’s “officers” (as defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and Rule 16a-1 promulgated thereunder (the “**Section 16 Officers**”), and to review the equity and incentive plans for the Company.

II. Composition

A. The Committee shall be comprised of a minimum of three (3) members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission (the “**SEC**”) (including Rule 10C-1(b)(1) promulgated pursuant to the Exchange Act) and the rules of the NASDAQ Stock Market, or any governmental or regulatory body exercising authority over the Company (each a “**Regulatory Body**”). In addition, each member of the Committee shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act, and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

B. The members of the Committee shall be appointed by the Board based on recommendations from the Nomination and Governance Committee of the Board and shall serve until their successors shall be duly appointed and qualified or until their earlier resignation or removal. The Board may remove any member from the Committee at any time with or without cause. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Vacancies on the Committee shall be filled by appointment by the Board following the occurrence of the vacancy.

III. Meetings and Minutes

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company. The Chief Executive Officer of the Company shall not be present during voting or deliberations regarding the compensation of the Chief Executive Officer.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Evaluate the performance of the Chief Executive Officer and determine and approve the appropriate level of compensation for such officer. In evaluating and determining the Chief Executive Officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“**Say on Pay Vote**”) required by Section 14A of the Exchange Act. The Chief Executive Officer cannot be present during any voting or deliberations by the Committee on such officer’s compensation.

B. Review and approve the salaries, bonus, and other compensation for all Section 16 Officers. In making recommendations regarding officer compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

C. Review, approve and, when appropriate, recommend to the Board for approval the Company’s equity and incentive plans. In reviewing the equity and incentive plans, the Committee shall consider the results of the most recent Say on Pay Vote.

D. Make and approve stock option grants and other discretionary awards under the Company’s equity and incentive plans to all eligible participants, considering the results of the most recent Say on Pay Vote. The foregoing authority of the Committee is in addition to the granting authority otherwise specified in any equity incentive plan of the Company, as each may be amended from time to time.

E. Review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and other executive officers, including adopting, amending and terminating such agreements, arrangements or plans.

F. Review and assess the adequacy of this charter annually as conditions dictate to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend to the Board for its approval any modifications to this charter, if and when appropriate.

G. Oversee the Company’s compliance with any laws or rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Company.

H. Review and discuss with management the Company’s Compensation Discussion and Analysis (“**CD&A**”), recommend that the CD&A be included in the Company’s annual report on Form 10-K and proxy statement, and produce the report of the Committee required to be included in the Company’s proxy statement.

I. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be include in the Company’s proxy statement.

J. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

K. Develop and recommend for adoption by the full Board corporate governance policies and practices regarding stock ownership guidelines for the Chief Executive Officer and other executive officers, and to periodically review such policies and practices and recommend any changes to the Board.

L. Review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

M. Perform such other duties and functions consistent with this charter and applicable law as may be deemed necessary or appropriate by the Board or this Committee.

V. Independent Advice

The Committee may conduct or authorize investigations into, or studies of matters within, the Committee's scope of responsibilities and duties as described above, and may seek and retain accounting, legal, consulting, or other expert advice from a source independent of management, at the expense of the Company, with the knowledge of the Chairman of the Board and the Chief Executive Officer of the Company. The Committee shall have sole authority to retain and terminate the accounting, legal, consulting, or other expert in this regard. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel, and any other advisors. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any compensation or other human resource matters.