

CHARTER
COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS OF CRYO-CELL INTERNATIONAL, INC.

1. Purpose

- a. The purpose of the Compensation Committee is to assist the Board of Directors in establishing and overseeing compensation policies and programs to attract, retain and motivate executives for the Company's current and long-term success.

2. Membership/Organization

- a. The Compensation Committee shall consist of at least three members of the Board of Directors appointed by the Board on an annual basis. All members of the Committee shall be non-management, independent directors, one of whom shall be appointed by the Board to serve as the Chair of the Committee.
- b. The Committee Chair will preside at each meeting of the Committee and shall set the agenda, frequency and length of each meeting. The Chair will also ensure the agenda for each meeting is circulated in advance of the meeting.
- c. The Committee shall meet at least three times annually or more frequently if circumstances or agenda items dictate.
- d. At the invitation of the Committee Chair, members of management and outside consultants may attend Committee meetings.
- e. The Committee may form and delegate authority to subcommittees when appropriate.

3. Responsibilities /Duties – The Committee shall have the authority of the Board to perform the following duties and to fulfill the following responsibilities:

- a. Establish a compensation philosophy and strategy for senior executives (i.e. Chairman, CEO, CEO's direct reports) that is consistent with Cryo-Cell International's values and aligns senior executive compensation with the performance and shareholder value of the Company.
- b. Annually review and approve goals and objectives relevant to the Chairman and CEO's compensation, evaluate their performance in light of those goals and objectives, and approve their compensation level and structure based on this evaluation, subject to any employment contracts that may be in effect. In determining the Chairman and CEO's compensation, including long-term incentives, the Committee will consider the Company's performance and total shareholder return, the value of similar awards to the Chairman and CEO's as seen in appropriate competitive market data, the awards given to the Chairman and CEO in past years, and such other factors as the Committee may consider relevant.
- c. Annually review and approve the Company's senior executives' (i.e., direct reports of the CEO) compensation, including annual base salaries, annual incentive plans, long-term incentive plans/awards, employment agreements, severance arrangements, and

change in control agreements or provisions, when and if appropriate, and any supplemental or special benefits unique to the senior executives of the Company. This process includes review of appropriate competitive market data for senior executive positions.

- d. Annually review and approve the structure of the Company's annual management incentive plan for Board consideration.
- e. Annually review and approve the structure, eligible positions and goals of any long-term performance plan.
- f. Periodically review and make recommendations to the Board with respect to the compensation of Directors, including Board retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.
- g. Recommend to the Board of Directors the adoption of any executive incentive compensation plans (e.g., short-term, long-term, equity-based, cash-based) that the Committee believes are necessary or desirable.
- h. Administer the Company's equity-based plan, including review and approval of periodic (e.g., annual) stock awards recommendations for senior executives and other key personnel, and the timing, pricing, amount, and other terms of such awards. With respect to such awards to other executives and key personnel, the Committee shall delegate to the CEO, the authority to determine such stock-based awards.
- i. Monitor and recommend additional shares/replenishment of any of the Company's equity-based plans as needed.
- j. Report to the Board periodically, or as required by the nature of its duties, on all of its activities, and make such recommendations to the Board as the Committee decides are appropriate. The Committee shall publish minutes for each meeting. The Committee Chair shall review and approve the Committee minutes and they shall be filed with the Secretary of the Company for retention with the records of the Company. Copies of such minutes shall be presented to each Board member. The Committee shall also provide any required report to stockholders regarding compensation policies or practices involving senior executives.
- k. Conduct an annual evaluation of the Committee's performance as compared to the requirements of its Charter.
- l. Periodically review and reassess this Charter and submit any recommended changes to the Board for review and approval.

4. Resources

The Committee shall have the authority to obtain advice and seek assistance from internal and external human resources, compensation, legal, accounting, and other advisors. The Committee shall determine the extent of funding necessary for the payment of compensation to any consultant retained to advise the Committee.