

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF ORTHOVITA, INC.**

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (“Board”) of Orthovita, Inc. (the “Company”) is appointed by, and generally acts on behalf, of the Board. The Committee’s purposes shall be:

- A. To advise the Board regarding the operations of the Board;
- B. To identify individuals qualified to serve as members of the Board, to recommend to the Board the nominees for election as directors at the next annual meeting of shareholders and to recommend to the Board individuals to fill vacancies on the Board;
- C. To recommend to the Board the responsibilities of each Board committee, the structure and operation of each Board committee, and the directors for assignment to each Board committee;
- D. To oversee the Board’s annual evaluation of its performance and the performance of other Board committees; and
- E. To develop and recommend to the Board corporate governance guidelines for the Company and to periodically review such guidelines.

II. Membership

- A. The Committee shall be composed of at least three directors, each of whom must be independent. A director shall qualify as independent if the Nominating and Corporate Governance Committee and the Board have affirmatively determined, consistent with the independence criteria set forth in the Company’s Corporate Governance Guidelines, that the director is independent.
- B. The members of the Committee shall be nominated by the Committee and appointed by a majority of the Board for one-year terms or until their successors shall be appointed, subject to their earlier resignation, retirement or removal. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson.

III. Meetings, Procedures and Funding

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than two times per year. A majority of the members of the Committee shall constitute a quorum. The Committee may meet by phone conference call and may act by unanimous written consent in lieu of a meeting in carrying out its duties and responsibilities.
- B. The agenda for each Committee meeting will be prepared in conjunction with the Committee Chairperson (with input from other Committee members) and the appropriate members of the Company's management.
- C. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- D. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.
- E. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- F. The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this Charter.
- G. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. The Committee may request the Company's in-house or outside legal counsel to act as secretary to the Committee for purposes of preparing the minutes which shall be submitted to the Committee for approval in a reasonably expeditious manner following each meeting.
- H. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the Committee at the meetings.
- I. The Committee shall have access to internal advisors and such other resources within the Company as it may request to assist it in carrying out its duties and responsibilities.

- J. The Committee shall have the authority to obtain advice and assistance from internal and external legal and other advisors, and the Company shall provide appropriate funding, as determined by the Committee, for the Committee to retain any such advisors without requiring the Committee to seek Board approval. The Committee shall have the sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate any consultants, legal counsel or other advisors, including any search firm to be used to identify director candidates, that the Committee determines to employ to assist it in the performance of its duties.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Board Size and Composition
 - 1. Consider and recommend to the Board the appropriate size, function, and needs of the Board, so that the Board as a whole collectively possesses a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company's business.
 - 2. Determine what types of backgrounds, skills, and attributes of Board members are needed to help strengthen and balance the Board, and actively seek individuals qualified to become Board members.
 - 3. Recommend to the Board one member of the Board to serve as Chairperson of the Board.
 - 4. Evaluate potential directors and recommend to the Board the director nominees of the Board to be elected by the shareholders at the Company's next annual meeting of shareholders and, where applicable, recommend to the Board individuals to fill vacancies on the Board. In recommending nominees, the Committee shall consider individuals recommended by Company shareholders. Such recommendations should be submitted to the Company in accordance with the Company's Bylaws. In considering nominees, the Committee should address the performance and contribution of incumbent directors, as well as the qualifications of new nominees.
- B. Board Committees
 - 1. Recommend to the Board the responsibilities of the Board committees, including each committee's structure, operations and authority to delegate to subcommittees.

2. Review and recommend to the Board the charter of each of the Board committees.
3. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairperson of each committee. In making its evaluations and recommendations, the Committee should consider: (i) the qualifications for membership on each committee; (ii) the extent to which there should be a policy of periodic rotation of directors among the committees; (iii) any limitations on the number of consecutive years a director should serve on any one committee; and (iv) the number of boards and other committees on which the directors serve.
4. Determine that each of the audit committee members satisfies all independence and financial literacy criteria under all applicable internal and external requirements, including listing standards and rules and regulations of the U.S. Securities and Exchange Commission.

C. Evaluation of the Board and Board Committees

1. Oversee the annual evaluation of the Board and the other Board committees, and deliver reports to the Board setting forth the results of such evaluations.
2. Annually review and assess the performance of the Committee and deliver a report to the Board setting forth the results of its evaluation. In conducting this review, the Committee shall address matters that it considers relevant to its performance, including, at a minimum, the adequacy, appropriateness and quality of the information and recommendations presented to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

D. General Corporate Governance Matters

1. Periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any changes to the Board for its approval.

2. Recommend other corporate governance related matters for consideration by the Board, including but not limited to: (i) the structure of Board meetings, including recommendations for the improvement in the conduct of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of Boards on which a director may serve; (v) director orientation and training; and (vi) the service of the Company's senior executives as directors of other companies.
3. Review and make recommendations to the Board regarding senior management succession planning.
4. Recommend to the Board individuals to be elected by the Board as officers of the Company.
5. Review and make recommendations to the Board regarding senior management organization and responsibilities.
6. Review and make recommendations to the Board regarding shareholder proposals for inclusion in the proxy statement, including nominations of directors, and the Board's responses thereto.
7. Review annually and make recommendations to the Board regarding the Company's Code of Conduct.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
9. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

Revised April 29, 2009