

ATHERSYS, INC.

NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE CHARTER

ADOPTED BY THE BOARD OF DIRECTORS ON NOVEMBER 12, 2007

Purposes

The Nominations and Corporate Governance Committee ("**Committee**") of the Board of Directors (the "**Board**") of the Company (a) identifies individuals qualified to become Board members, consistent with criteria approved by the Board, (b) recommends that the Board select the director nominees for the next annual meeting of stockholders, (c) develops and recommends Board members to the Board for committee membership, (d) develops and recommends to the Board corporate governance principles applicable to the Company and (e) oversees the evaluation of the Board and management.

Composition

Size. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company's certificate of incorporation or by-laws. The Board believes that the Committee should always have at least three but no more than six members.

Qualifications. Each Committee member shall meet the independence criteria of the listing rules of the Nasdaq Stock Market LLC, as such rules are interpreted by the Board in its business judgment, subject to the exceptions permitted under such rules. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Selection. The Board selects Committee members based on recommendations of the Committee. The Committee will select a Committee Chair from among its members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. **Identify New Director Candidates.** The Committee shall identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

2. Stockholder Recommendations. The Committee shall adopt a formal policy regarding the consideration of director nominations submitted by stockholders. The Committee shall also review and evaluate any director nominations submitted by stockholders, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by stockholders.
3. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board based on criteria established by the Committee or otherwise.
4. Develop Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. At least annually, the Committee shall review those guidelines and recommend changes, as appropriate.
5. Oversee Evaluations of the Board and Management. The Committee shall oversee the evaluation of the Board and management in accordance with the Company's corporate governance guidelines.
6. Assist in Succession Planning. The Committee shall assist the Board in evaluating potential successors to the Chief Executive Officer.
7. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
8. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders. The Committee shall evaluate and recommend the processes and practices by which the Board shall conduct its business, including (a) the structure, charter and membership of committees of the Board and (b) committee membership qualifications, appointment and removal.
9. Board Reports. At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate. This report shall include the Committee's assessment of the Board's performance and procedures.
10. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet, in person or telephonically, as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with

the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its by-laws. The Committee may also take any action permitted hereunder by unanimous written consent. The Committee Chair will supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate. At least annually, the Board shall independently evaluate the performance of the Committee.