



NOMINATING COMMITTEE CHARTER

I. Purpose

(a) The Board of Directors (the "Board") of Osiris Therapeutics, Inc. (the "Corporation") has constituted and established a Nominating Committee (the "Committee") with authority, responsibility, and specified duties as described in this Nominating Committee Charter (the "Charter"). The Committee is responsible for developing and implementing policies and procedures that are intended to assure that the Board will be appropriately constituted and organized to meet its fiduciary obligations to the Corporation and the shareholders on an ongoing basis. The Nominating Committee shall be guided by the Corporate Governance Principles as approved and adopted by the Board from time to time.

II. Organization

(a) Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (1) be replaced by the Board; (2) resign from the Committee; or (3) resign from the Board.

(b) The Committee shall have at least two (2) members and shall be comprised solely of independent directors (except as otherwise permitted by applicable law, rule or regulation).

(c) As used in this Charter, "independent director" means independent as defined from time to time by NASDAQ.

(d) The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.

III. Responsibilities

In furtherance of its purpose, the Committee shall have the authority to:

(a) Make recommendations to the Board regarding matters and practices concerning the Board, its committees and individual directors;

(b) Evaluate the current composition and governance structure of the Board and determine its future requirements;

(c) Make recommendations concerning the qualifications, compensation and retirement age of directors;

(d) Recommend nominees for election to the Board, and establish and administer a Board evaluation process;

(e) Make recommendations to the Board about the appointment of directors to Board committees and the selection of the Chairperson of Board committees; and

(f) Review timely nominations by shareholders for the election of directors and ensure that such shareholders are advised of any action taken by the Board with respect thereto.

IV. Reporting

(a) The Nominating Committee may prepare and, through its Chairperson, submit periodic reports of the Committee's work and findings to the Board. Said report will contain recommendations for Board actions when appropriate.