

PSIVIDA CORP.

STOCKHOLDER NOMINATION POLICY

This policy does not supersede or modify any law, any organizational document of pSivida Corp. (the “Company”) or any other policies or provisions relating to the Company’s Board of Directors (the “Board”), including, without limitation, any law, policy or provision relating to the nomination or election of directors or the proposal of matters for consideration by stockholders.

A Company stockholder entitled to vote on the election of directors generally may propose a candidate for consideration by the Company’s Nomination Committee as a nominee for election to the Board by written notice delivered or mailed, postage prepaid, to the Company Secretary, and received at the principal executive offices of the Company at 400 Pleasant Street, Watertown, MA 02472, United States.

To be considered timely, a stockholder’s notice must be received at the Company’s principal executive offices:

- (a) at least 60 days in advance of the Company’s annual meeting, if that annual meeting is to be held on a day within 30 days preceding the anniversary of the previous year’s annual meeting;
- (b) at least 90 days in advance of the Company’s annual meeting, if that annual meeting is to be held on or after the anniversary of the previous year’s annual meeting; or
- (c) not later than the close of business on the 15th day following the earliest date on which the date of the Company’s annual meeting is publicly disclosed, with public disclosure being deemed to include a press release reported by the Dow Jones News Services, Associated Press or a comparable national news service, or a document publicly filed by the Company with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) (or the rules and regulations thereunder) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

To be considered, a stockholder’s notice must set forth:

- (a) as to each proposed nominee:
 - (i) the name, age, business address and, if known, residence address of each such nominee;
 - (ii) the principal occupation or employment of each such nominee;
 - (iii) the number of shares of stock of the Company that are beneficially owned by each such nominee; and
 - (iv) any other information concerning each such nominee that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Exchange Act, including such person’s written and signed consent to be named as a nominee and to serve as a director if elected; and
- (b) as to the stockholder giving the notice:
 - (i) the name, age and business and residential address of such stockholder;
 - (ii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder;

- (iii) a representation that such stockholder is a holder of record of Company stock entitled to vote at the annual meeting, and the class and number of shares of stock of the Company that are beneficially owned by such stockholder;
 - (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the person(s) named in the stockholder's notice; and
 - (v) a representation as to whether the stockholder intends, or is part of a group that intends:
 - (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee; and/or
 - (2) to otherwise solicit proxies from stockholders in support of such nomination; and
- (c) as to the beneficial owner, if any, on whose behalf the nomination is being made:
- (i) such beneficial owner's name and address;
 - (ii) the class and number of shares of stock of the Company that are beneficially owned by such beneficial owner;
 - (iii) a description of all arrangements or understandings between such beneficial owner and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made; and
 - (iv) a representation as to whether the beneficial owner intends, or is part of a group that intends:
 - (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee; and/or
 - (2) to otherwise solicit proxies from stockholders in support of such nomination.

The Nomination Committee will evaluate candidates recommended by stockholders on the same basis as candidates recommended by other sources, including evaluating the candidates against the standards and qualifications set forth in the Company's corporate governance principles and criteria approved by the Board from time to time. The Nomination Committee will determine whether to interview any candidate.