

VISION-SCIENCES, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER
AMENDED AS OF SEPTEMBER 2, 2010

I. PURPOSE

The Governance and Nominating Committee (the “**Committee**”) is appointed by the Company’s Board of Directors (the “**Board**”) to: (1) oversee all aspects of the corporate governance functions on behalf of the Board; (2) make recommendations to the Board regarding corporate governance issues; (3) oversee implementation of the Company’s Code of Ethics; (4) assist the Board by identifying individuals qualified to become Board members, and to recommend for selection by the Board the Director nominees to stand for election at the next annual meeting of the Company’s shareholders; and (5) recommend to the Board Director nominees for each committee of the Board (other than this Committee).

II. MEMBERSHIP

The Committee shall consist of no fewer than three members. Each member of the Committee shall be a member of the Board and shall meet the independence requirements of The NASDAQ Stock Market (“**NASDAQ**”) and applicable rules and regulations.

The members of the Committee shall be appointed and replaced by the Board and shall serve until such member’s earlier resignation or removal. Members may be removed by a majority vote of the Board at any time, with or without cause. The Board shall designate one member of the Committee to serve as the Committee’s Chairperson.

III. COMMITTEE RULES OF PROCEDURE

The Committee shall meet at least once annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Except in extraordinary circumstances as determined by the Chairperson of the Committee, notice shall be delivered to all Committee members at least 24 hours in advance of the scheduled meeting. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth

the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

IV. RESPONSIBILITIES AND AUTHORITY OF THE COMMITTEE

- A. The Committee shall develop a set of governance principles to be applicable to the Company, shall periodically review and assess these principles and their application and shall recommend any changes deemed appropriate to the Board for its consideration. Further the Committee shall periodically review Company policy statements to determine their adherence to the Company's Code of Ethics.
- B. The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- C. The Committee shall review and make recommendations to the Board with respect to the independence of Board members; consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and the manner in which any such conflicts are to be monitored; and report to the Board any activities of Board members or management which it is concerned could interfere with such individuals' duties to the Company.
- D. The Committee shall oversee and approve the management continuity planning process. It shall review and evaluate the succession plans for the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- E. The Committee shall periodically review with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills diversity and other desired qualities. The Committee shall recommend to the Board for its approval criteria for the selection of new Directors. The Committee shall comply with the criteria approved by the Board in exercising its responsibilities under this Charter.
- F. The Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, and shall consider candidates to fill vacant positions on the Board. The Committee shall conduct the appropriate and necessary inquiries (as determined by the Committee) with respect to the backgrounds and qualifications of candidates. The Committee shall recommend to the Board for its consideration candidates to fill vacant positions on the Board and to fill vacant positions on each committee of the Board (other than the Committee).

- G. If the Board determines a search firm should be retained, the Committee shall have the sole authority to retain and terminate any search firm used to identify Director candidates to fill vacancies on the Board caused by the death, resignation or removal of a Director or an increase in the size of the whole Board (“**vacant positions**”), and to approve the fees and other terms of retention of any such search firm.
- H. The Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to obtain advice and assistance from, and to retain and terminate internal or external legal, accounting or other consultants, and to approve the fees and other terms of retention of any such advisers.
- I. Notwithstanding anything to the contrary in this Charter, if the Company is required by contract or otherwise to provide third parties with the ability to nominate one or more Directors, the selection and nomination of such Directors shall not be subject to review by the Committee.
- J. The Committee may form and delegate authority to subcommittees, in each case consisting only of Directors who are members of the Committee and only to the extent the Committee deems necessary or appropriate.
- K. The Committee may designate any member of the Committee to execute documents on its behalf, as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.
- L. The Committee shall report regularly to the Board, not less frequently than annually.
- M. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to the Company’s certificate of incorporation and by-laws and the applicable provisions of the Delaware General Corporation Law.
- N. The Committee annually shall review its own performance.
- O. In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in its opinion under and subject to, applicable law, the Company’s Certificate of Incorporation and by-laws, and the resolutions and other directives of the board of directors.

The Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. This Charter may be amended from time to time by the Board.