

BioLife Solutions, Inc. Compensation Committee Charter

(as amended December 9, 2013)

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) reports directly to the Board and assists it in fulfilling its oversight responsibilities.

1. **Statement of Purpose.** The purpose of the Committee is to provide guidance to management and to assist the Board in the discharge of its fiduciary responsibilities relating to:
 - a. the compensation of the CEO and the officers of the Company who are subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended (the “Executive Officers”), as well as such other employees who are members of the Company’s senior management as the Committee shall determine from time to time;
 - b. the organizational structure of senior management;
 - c. the succession, retention and training of senior management;
 - d. the Company’s overall succession, retention and training programs;
 - e. the review and oversight of the Company’s compensation and benefits programs, including approval and oversight of grants pursuant to the Company’s equity compensation plans;
 - f. the review and oversight of the Company’s retirement, health and welfare benefit plans; and
 - g. any such other matters that directly impact the success of the human resources of the Company.

The Committee’s actions will generally be related to approving material compensation and benefit matters as well as setting high-level policy and strategy. The day-to-day administration of the human resource function will be the responsibility of management.

2. Membership and General Operation.

A. Membership.

1. The Committee shall have a minimum of two directors.
2. The members of the Committee shall be appointed and removed at the discretion of the Board.
3. All Committee members shall meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, (ii) an “independent director” as such term is defined in applicable NASDAQ rules, and (iii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.
4. The Committee members may appoint one member as the Chairperson of the Committee. The Chairperson shall not serve as the Chairperson of any other standing committee of the Board.
5. In determining whether a director is eligible to serve on the Committee, the Board also must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

B. Meetings. The business of the Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. Special meetings may be called by any Committee member, by the Chairman of the Board, or by the Presiding Director of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

C. Consultants.

1. The Committee shall have, in its sole discretion, authority to retain compensation consultants, legal counsel, accountants and other advisers of its selection to advise the Committee with respect to any matter relevant to the discharge of its responsibilities, as it deems appropriate.
2. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
3. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
4. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the six factors outlined in Rule 10C-1 of the Securities Exchange Act of 1934, as amended.
5. The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.
6. The Committee, to the extent it deems necessary or appropriate, may consult with management and seek advice and assistance from Company employees or others.

D. Regular Reports. The Committee shall regularly report to the Board following meetings of the Committee and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

E. Committee Charter. The Committee shall review this charter annually and, if appropriate, recommend changes to the Board.

3. Duties & Responsibilities – Compensation

A. Compensation Philosophy. The Committee shall provide guidance; periodically review the Company's general total rewards philosophy and its philosophy regarding executive compensation; and counsel the CEO and the CFO regarding alternative total reward approaches.

- B. Executive Compensation.** The Committee shall review recommendations made by the CEO and the CFO, and make recommendations to the Board regarding, the compensation of Executive Officers of the Company and ensure the total compensation paid to such Executive Officers is reasonable and competitive, and does not promote excessive risk taking. In evaluating and determining compensation of Executive Officers of the Company, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Securities Exchange Act of 1934, as amended.
- C. Say on Pay.** The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Securities Exchange Act of 1934, as amended, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s annual proxy statement.
- D. Incentive Compensation Plans.**
- 1. Bonus Plans.** The Committee shall approve and have oversight over all bonus plans for Executive Officers and, subject to the terms of each plan, have the authority to:
 - a. designate employees eligible to participate in such plan(s);
 - b. approve the financial metrics and performance goals under such plan(s);
 - c. approve the total bonus pool/plan payout;
 - d. approve individual payouts for Executive Officers; and
 - e. delegate authority to management for the day-to-day non-material administration of the
 - f. plan(s).
 - 2. Stock-Related Plans.** The Committee shall approve and have oversight over all stock-based-compensation plans for employees and directors and, subject to the terms of each plan, have the authority to:
 - a. effect or make recommendations to the Board regarding the adoption, amendment, design
 - b. parameters, and termination of such plans;
 - c. approve grant guidelines, grant provisions, and ongoing share utilization;
 - d. approve individual grants to Executive Officers;
 - e. make or delegate authority to management to make grants to non-Executive Officers (including new hires, promotions, annual awards, and for retention purposes);
 - f. interpret plan provisions when appropriate;
 - g. designate employees eligible to participate in the plans; and
 - h. delegate authority to management for the day-to-day non-material administration of the plan(s)
 - 3.** The Committee shall ensure that any payments or grants made under the incentive compensation plans conform to the terms of the plans and any restrictions placed thereon by the Board and/or stockholders.

E. CEO Performance and Compensation.

1. **Annual CEO Performance Goals.** Prior to the start of each fiscal year, the Committee and the CEO will discuss the metrics and performance goals for the CEO during the upcoming fiscal year. This information will also be reviewed with the Board for additional input so that the final metrics and goals will be measurable and based on financial results, strategic imperatives, and other matters deemed appropriate by the Committee and Board. Thereafter, the Committee shall establish the metrics and performance goals for the CEO for the upcoming fiscal year, which shall be ratified by the Board's non-executive directors.
2. **Performance Evaluation.** The Committee shall develop and present to the Board for approval an annual process for evaluating the performance of the CEO. The performance evaluation may include a self evaluation by the CEO, input from the CEO's direct reports, and input from all directors. Performance feedback is provided to the CEO on an ongoing basis throughout the year. In addition, a formal performance evaluation will be provided to the CEO annually following the fiscal year end and after the performance of the CEO has been reviewed by the Committee.
3. **CEO Compensation.** Based on the Performance Evaluation, the Committee will recommend to the non-employee members of the Board for discussion and approval CEO compensation actions, and will ultimately be responsible for communicating final actions to the CEO. The CEO may not be present during voting or deliberations on his or her compensation.

F. Board Compensation. The Committee will review annually the total compensation package paid by the Company to its directors for providing services to the Company's stockholders. This review will include a competitive assessment of director compensation relative to benchmark data from peer companies and other relevant data. The Committee will recommend to the full Board for discussion and approval any such compensation actions it determines are appropriate.

G. Stock Ownership. The Committee may establish and periodically review and recommend stock ownership guidelines for directors and executives.

H. Employee Retirement and Health and Welfare Benefit Plans. The Committee shall discharge the ultimate fiduciary responsibilities that reside with the Board for pension and welfare benefit plans (as defined by the Employee Retirement Income Security Act of 1974, as amended) sponsored by the Company and all majority-owned domestic subsidiaries and render appropriate reports to the Board.

4. Duties & Responsibilities – Organizational Development.

A. Organizational Structure. The Committee shall consult with the CEO regarding the establishment of senior management positions and provide direction for management in the recruitment for such positions. The hiring and firing of corporate officers, however, shall remain in the discretion of the Board.

B. Chief Executive Officer. The Committee shall provide input to the Board from time to time relating to the employment and disengagement of the CEO, and shall, as appropriate, assist the Board in recruiting candidates for the CEO position.

- C. Succession Planning.** The Committee shall oversee management succession (including CEO succession), management development at all levels, and management retention at all levels. The Committee shall ensure that back-up and succession plans for each Executive Officer are current and viable and that there are specific development programs in place to minimize any loss of time or effectiveness in transitions from a current officer to a successor. The Committee shall review such plans at least once a year and provide guidance to management regarding any weaknesses identified by the Committee.
- 5. Duties & Responsibilities—Annual Report.** The Committee will produce an annual report on executive compensation for the Company's annual proxy statement in compliance with, and to the extent required by, applicable Securities and Exchange Commission rules and regulations and the relevant listing authorities.