

**ORASURE TECHNOLOGIES, INC.  
BOARD OF DIRECTORS**

**Nominating and Corporate Governance Committee Charter**

**As Revised November 9, 2015**

**I. PURPOSE**

The primary functions of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of OraSure Technologies, Inc. (the “Company”) are (i) to identify, evaluate and recommend for Board approval potential candidates for election or re-election to the Board, including, when necessary, the filling of any vacancies on the Board, (ii) to review candidates for election to the Board recommended by Company stockholders, (iii) to conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for election to the Board, and (iv) to develop and maintain a process for evaluating Board and Committee effectiveness and assist the Board in developing and implementing the Company’s corporate governance guidelines and code of business conduct and ethics.

**II. COMPOSITION**

The Committee’s membership shall meet the requirements of applicable law and all rules set forth in the Company’s Bylaws or promulgated by the Securities and Exchange Commission (“SEC”), the NASDAQ Global Market (“NASDAQ”) and any other stock exchange or trading market on which the Company’s securities may be listed or approved for quotation. The Committee shall consist of two or more members of the Board who are, in the judgment of the Board, “independent,” as that term is defined by applicable SEC and NASDAQ rules.

The members of the Committee shall be appointed by the Board at the Board meeting held immediately following the Company’s annual meeting of stockholders or at any regular or special meeting of the Board, and each member shall serve until his or her successor shall be duly elected and qualified, until such member’s removal from the Committee by the Board or until such member ceases to be a member of the Board or ceases to meet the independence or other membership requirements set forth in this charter (the “Charter”). Vacancies on the Committee shall be filled by the Board, and any member of the Committee may be removed, with or without cause, by the action of a majority of the whole Board. Unless a Chairman of the Committee is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

**III. MEETINGS**

The Committee shall meet at least once per year and shall meet at the call of the Chairman of the Committee or of any two members of the Committee (or if there shall be only one other member, then at the call of that member). The Committee should meet at least annually with the Chief Executive Officer of the Company. A majority of the Committee membership shall constitute a quorum for the transaction of business (or if there shall be only two members, then both must be present), and the act of a majority of those present at any meeting at which a quorum is present (or if there shall be only two members, then they must act unanimously) shall

be the act of the Committee. If there shall be only one member, then that member shall constitute a quorum and may act for the Committee. Those Committee members present in person or by means of telephone conference or other communications equipment through which all persons participating in the meeting can hear each other shall be counted to determine whether a quorum is present.

The Committee shall keep regular minutes of its proceedings, which minutes shall be recorded in the Minute Book of the Company. The Secretary or Assistant Secretary of the Company may act as Secretary of the Committee, if requested, or the Committee may appoint one of its members to act as Secretary of a meeting. The Committee may also act by unanimous written consent without a meeting, and any such written consent also shall be included in the Minute Book of the Company.

The Committee is authorized and empowered to adopt its own rules of conduct and procedure not inconsistent with this Charter, the Company's Bylaws and applicable law. Except as otherwise prohibited by law, the Company's Certificate of Incorporation or the Company's Bylaws, the Committee may delegate its responsibilities to subcommittees or individual members of the Committee.

#### **IV. RESPONSIBILITIES AND DUTIES**

A. Director Nominations. To fulfill its responsibilities and duties related to director nominations, the Committee, in consultation with the Chairman of the Board and the Company's Chief Executive Officer, shall:

1. Identify, evaluate and recommend to the Board for its approval potential candidates for nomination for election or re-election to the Board or for appointment to the Board to fill a vacancy.

2. Consider candidates recommended by members of the Committee or the Board, officers or employees of the Company, the Company's stockholders and other business contacts. Candidates recommended by stockholders will be considered by the Committee if such recommendations are made in accordance with the procedures set forth in the Company's Bylaws and within timeframes provided in the Company's proxy statement.

3. Review and make recommendations on the range of skills, qualifications and expertise which should be represented on the Board, and the eligibility criteria for individual Board and committee membership. In the case of potential independent director candidates, such eligibility criteria shall be in accordance with applicable SEC and NASDAQ rules.

4. Consider one or more of the following factors, as well as any other factors determined by the Committee, in evaluating new candidates for Board nomination: independence, integrity, knowledge, judgment, character, leadership skills, education, experience, financial literacy, technical background, possible conflicts of interest, specific industry or market experience and standing in the community. The Committee will also consider the benefits of diversity in evaluating potential Board nominees, including differences in backgrounds, qualifications and personal characteristics. In evaluating incumbent directors for re-election, the Committee shall consider that director's overall service to the Company,

including the number of meetings attended, level of participation, quality of performance, annual self-evaluations of the Board and its committees (as relevant) and other factors deemed relevant by the Committee.

5. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm, fees and other retention terms.

6. Review and recommend to the Board for its approval the appropriate structure of the Board.

7. Review and recommend to the Board for its approval the appropriate structure of Board committees, recommend committee assignments and the position of chairman of each committee.

The Committee's authority and responsibilities under this Section IV.A shall not deprive the right to determine nominations where that right legally belongs to a third party.

B. Corporate Governance. To fulfill its responsibilities and duties related to corporate governance matters, the Committee shall:

1. Develop and recommend to the Board for its approval a set of corporate governance guidelines and a code of business conduct and ethics and procedures for the implementation thereof. The Committee shall review the guidelines and the code of business conduct and ethics on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

2. Review and provide recommendations on potential conflicts of interest involving members of the Board and executive officers of the Company.

3. Periodically review and recommend to the Board for its approval the Board's leadership structure, including whether the same person should serve as both Chief Executive Officer and Chairman of the Board, and if so, whether the Board should have an independent lead director, or whether two individuals should serve in the positions of Chief Executive Officer and Chairman of the Board, and provide recommendations to the Board regarding such structure.

4. Assist the Board with the development of succession plans for the Company's Chief Executive Officer and other executives.

5. Assist the Board in evaluating the independence of individual directors for purposes of Board and Committee service.

6. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

C. Other Matters. To fulfill any of its duties and responsibilities, the Committee shall:

1. Have authority to delegate any of its responsibilities to subcommittees or individuals as the Committee deems appropriate.

2. Have sole authority to retain and obtain advice and assistance from internal and external legal or other advisers, including the sole authority to determine the fees and other terms of engagement. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

3. Review and reassess the adequacy of this Charter annually, recommend any proposed changes to the Board for approval and have this Charter posted on the Company's website and/or published in accordance with applicable SEC regulations.

4. Annually evaluate its own performance, including a review of the Committee's compliance with this Charter.

5. Perform such other activities as the Committee deems necessary, consistent with the terms of this Charter, the Company's Bylaws and applicable laws, rules and regulations, including any rules of NASDAQ or any other stock exchange or trading market on which the Company's securities may be listed or approved for quotation.

## V. REPORTING RESPONSIBILITY

At the Board's request, the minutes of the Committee reflecting, among other things, all actions taken by the Committee, shall be distributed to the Board at the next Board meeting following the meeting of the Committee that is the subject of such minutes. In addition, matters within the responsibility of the Committee may be discussed by the full Board from time to time during the course of the year.