HAEMONETICS CORPORATION

NOMINATING/GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating/Governance Committee has been created by the Board of Directors for the purposes of (i) assisting the Chairman of the Board, or the full Board by identifying individuals qualified to become Chief Executive Officer (CEO) or Board members (ii) recommending nominees for employment as CEO or election as directors to the full Board of Directors (iii) recommending to the Board nominees for each Board committee (iv) developing and recommending to the Board a set of corporate governance principles applicable to the Company (v) periodically reviewing such guidelines and recommending appropriate changes thereto and (vi) overseeing an annual evaluation of the Board and management. If the Chairman of the Board does not meet the independence standards of the New York Stock Exchange, or is otherwise not a member of the Nominating/Governance Committee, the Chairman of the Nominating/Governance Committee will regularly update and solicit feedback from the Chairman of the Board on the Committee's activities.

Membership

The Nominating/Governance Committee is appointed annually by the Board of Directors and shall consist of no fewer than three members. The members of the Nominating/Governance Committee shall meet the independence requirements set forth in the Company's Corporate Governance Guidelines and of the New York Stock Exchange as they exist from time to time.

Members of the Nominating/Governance Committee shall serve at the pleasure of the Board of Directors. The Board of Directors shall designate one member of the Nominating/Governance Committee to serve as Chairman of the Committee.

Meetings

The Nominating/Governance Committee shall meet at least two (2) times per year in person or by conference telephone. A majority of the members of the Nominating/Governance Committee shall constitute a quorum for purposes of holding a meeting and the Nominating/Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating/Governance Committee may act by unanimous written consent.

Committee Authority and Responsibilities

1. The Nominating/Governance Committee shall identify and evaluate candidates for Chief Executive Officer against requirements established by the Committee and endorsed by the full Board of Directors.

2. The Nominating/Governance Committee shall review with the full Board of Directors, not less frequently than annually, the skills and characteristics that should be reflected in the composition of the Board as a whole. The review should include an examination of the extent to which the requisite skills and characteristics are reflected in the then current Board members, and should identify any particular qualifications that should be sought in new directors for the purpose of augmenting the skills and experience represented on the Board. The assessment should include issues of judgment, diversity, age, and experience in aspects of business or technology relevant to the Company's business, all in the context of the perceived needs of the Board at that time. If the Nominating/Governance Committee or Board determines, in light of the review described above, that there are gaps in the skills or experience ideally represented on the Board, then the Nominating/Governance Committee shall actively seek to identify individuals qualified to become Board members.

   The Nominating/Governance Committee shall ensure that a majority of the Board is comprised of directors who meet the independence requirements set forth in the Company's Corporate Governance Guidelines and of the New York Stock Exchange.

3. The Nominating/Governance Committee shall consider recommendations for nominees for directorships submitted by stockholders, directors and members of management.

4. The Nominating/Governance Committee shall collaborate with the Compensation Committee to annually review and determine the compensation of all directors. Said review may be delegated by the Committees to the chairpersons of the respective Committees, who shall report their findings and recommendations to the full Committees.

5. The Nominating/Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify CEO or director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

6. The Nominating/Governance Committee shall make regular reports to the Board.

7. The Nominating/Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

8. The Nominating/Governance Committee shall annually review its own performance

9. The Nominating/Governance Committee may form and delegate authority to subcommittees in its discretion.

10. The Nominating/Governance Committee shall annually review the adequacy of the Company's corporate governance guidelines and recommend any necessary changes to the full Board for approval.

11. The Nominating/Governance Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisers.

12. The Nominating/Governance Committee shall receive comments from all directors and report annually to the full Board with an assessment of the Board's performance. Such assessment shall be discussed with the full Board.

13. The Nominating/Governance Committee shall assure that directors receive new director orientation and continuing education, as needed, on (i) the Company's business, (ii) relevant policies, procedures and practices of the Company and Board, and (iii) director fiduciary responsibilities, sufficient for directors to understand and discharge their duties as director .

14. The Nominating/Governance Committee may perform such other functions as may be requested by the Board of Directors from time to time.

ADOPTED: January 21, 2003

AMENDED: July 27, 2004

AMENDED: March 30, 2006

AMENDED: January 28, 2009