

CESCA THERAPEUTICS INC.
BOARD OPERATING & GOVERNANCE GUIDELINES
REAFFIRMED JULY 27, 2007

The Cesca Therapeutics Inc. Board of Directors (the “Board”) believes that the primary responsibility of the directors is to provide effective governance over the Company’s affairs for the benefit of its shareholders. To that end, the Board has adopted these Board Operating and Governance Guidelines. These guidelines are not rigid rules. These guidelines are reviewed periodically and revised as appropriate to reflect the dynamic and evolving processes related to the operation of the Board. The Corporate Governance & Nominating Committee assesses the appropriateness and efficacy of these guidelines.

Role of the Board. The Board of Directors selects the Chief Executive Officer and shall approve the selection of the other executive officers of the Company, who are charged with directing the Company's business. The primary function of the Board of Directors is therefore oversight – defining and enforcing standards of accountability that enable the Company's executive officers to execute their responsibilities fully and in the interests of shareholders, and establishing strategic development. For purposes of these Guidelines, the term "executive officers" shall have the meaning given to such term by the Securities Exchange Act and the rules and regulations promulgated thereunder.

Directors shall exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In discharging that obligation, directors may rely on the honesty and integrity of the Company's executive officers and its outside advisors and auditors.

The Board’s specific responsibilities include:

- evaluate compensation for the Chief Executive Officer and provide counsel and oversight in the selection, evaluation and compensation of other members of senior management;
- develop and periodically review and revise, as appropriate, a management succession plan and related procedures, and consider and recommend to the Board succession plans for the Chief Executive Officer, and review succession plans for other members of senior management;
- review and approve significant financial and business transactions;
- adopt policies of corporate conduct and ethics, including compliance with applicable laws and regulations and maintenance of accounting, financial and other controls, and review the adequacy of compliance systems and controls;
- evaluate periodically the overall effectiveness of the Board;
- review the work and effectiveness of the Board’s committees; and
- decide on matters of corporate governance.

The Board will have at all times an Audit Committee, a Compensation Committee and a Corporate Governance & Nominating Committee. The members of these three committees will be independent directors under the criteria established by Nasdaq. The Board may have such other committees as may from time to time be deemed appropriate and the membership of such additional committees shall be determined by the Board.

GUIDELINES ON GOVERNANCE

BOARD STRUCTURE AND MEMBERSHIP

1. **MAJORITY OF THE MEMBERS OF THE BOARD SHOULD BE INDEPENDENT DIRECTORS.** The Board believes that a majority of the members of the Board should be independent directors. Each independent director must meet the independence requirements of Nasdaq and applicable state and federal law, including the rules and regulations of the Securities and Exchange Commission (“SEC”).

The definition of independence and compliance with these guidelines will be reviewed periodically by the Corporate Governance and Nominating Committee. The Board believes that directors who are also employees of the Company should be limited only to those officers whose positions make it appropriate for them to sit on the Board.

2. **SIZE OF THE BOARD.** The Board believes that, optimally, the Board should number between five and nine members. The Board will consider revising the size of the Board to accommodate the availability of qualified candidates based on recommendations of the Governance & Nominating Committee, and consistent with the Company’s bylaws.

3. **SERVICE OF FORMER EMPLOYEES ON THE BOARD.** When an employee director resigns or retires from his or her employment, he or she should submit his or her resignation from the Board at the same time, unless continuation is part of succession planning. Whether the person will be invited to remain or rejoin the Board will be a decision considered by the Corporate Governance & Nominating Committee and approved by the Board.

4. **DIRECTOR QUALIFICATION STANDARDS.** The Corporate Governance & Nominating Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members in the context of the perceived needs of the Board or any of its committees at a given point in time and will periodically review and update the criteria as deemed necessary. The Corporate Governance & Nominating Committee will evaluate the qualifications of each director candidate against criteria outlined herein, as well as any additional criteria it sees fit to consider in making its recommendation to the Board concerning a candidate’s nomination for election or reelection as a director. Candidates nominated for election or reelection to the Board should possess a high degree of personal and professional ethics, integrity and values, an independent mind and mature judgment. Candidates should be involved only in activities

or interests that would not create a conflict with potential directorial responsibilities to the Company and its shareholders.

5. SELECTION OF DIRECTORS. The Board is ultimately responsible for nominating members to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Corporate Governance & Nominating Committee is responsible for identifying and screening candidates for Board membership.

DIRECTOR RELATIONS WITH MANAGEMENT

1. BOARD ACCESS TO SENIOR MANAGEMENT AND INDEPENDENT ADVISORS. Directors will have open access to the Company's management, subject to reasonable time constraints. Any director or committee that wishes to meet with an employee, including any officer of the Company must arrange such meeting through the Chief Executive Officer, General Counsel or other officer in charge of legal affairs of the Company. In addition, members of the Company's senior management will, at the request of the Board or the appropriate committee, attend Board and committee meetings. Directors shall have the resources and authority appropriate to discharge their duties and responsibilities, including the authority to retain special counsel or other experts or consultants as they deem appropriate without seeking approval of Company management.

2. ROLE OF CHIEF EXECUTIVE OFFICER. The Chief Executive Officer is responsible to the Board for the overall management and functioning of the Company. The Board will assist the Chief Executive Officer in complying with his or her obligations under the rules of the Securities and Exchange Commission and the rules of the Nasdaq.

3. FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER. Annually, the Compensation Committee should evaluate the compensation package of the Chief Executive Officer and will consider the performance of the Chief Executive Officer in the course of its deliberations.

4. RELIANCE ON SENIOR MANAGEMENT. In discharging its obligations, the Board will be entitled to rely on the honesty and integrity of the Company's senior management and its outside advisors and auditors.

OPERATIONS OF THE BOARD – MEETINGS

1. EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS. The independent directors may meet in executive session outside the presence of the Chief Executive Officer and other Company personnel prior to or after each regularly scheduled Board meeting. The Chairman of each executive session will be designated by vote of the independent directors, will function as the presiding director each time such group meets in executive session outside the presence of the Chief Executive Officer and other Company personnel and will serve as the interface between the independent directors and the Chief Executive Officer in communicating the matters discussed during the executive sessions.

2. REGULAR ATTENDANCE OF NON-DIRECTORS AT BOARD MEETINGS. The Corporate Secretary Chief Financial Officer and the General Counsel will be present or otherwise available during Board meetings. In addition, with the concurrence of the Board, the Chairman of the Board may invite one or more members of management to be in regular attendance at Board meetings and may include other officers and employees from time to time as appropriate under the circumstances.

3. FREQUENCY AND LENGTH OF BOARD MEETINGS. The Board shall meet at least four (4) times a year. Special meetings are called as necessary. It is the responsibility of the directors to attend all of the meetings either in person or by telephone. If a director is unable to attend a scheduled meeting of the Board, he or she is expected to notify the Chairman of the Board prior to the meeting date. Directors are expected to attend at least seventy-five percent (75%) of the regularly scheduled Board meetings. The Chairman of the Board establishes the agenda for each Board meeting.

4. INFORMATION FLOW; PRE-MEETING MATERIALS. In advance of each Board or Committee meeting, a proposed agenda will be distributed to each member. In addition, to the extent feasible or appropriate, information and data important to the members' understanding of the matters to be considered will be distributed in advance of the meeting. Directors should review the materials in advance prior to each meeting and should come prepared to discuss the items on the agenda.

COMMITTEES OF THE BOARD

1. TYPES OF COMMITTEES. The Board has established the following Committees: Audit, Compensation, Corporate Governance and Nominating, and such other committees as the Board may approve from time to time. Annually, each Committee will review and evaluate its own performance. The Corporate Governance & Nominating Committee is charged with reviewing the qualifications of the members of each Committee to ensure that each member meets the criteria set forth in applicable SEC and Nasdaq rules and regulations, as well as each Committee's charter.

2. FREQUENCY AND LENGTH OF COMMITTEE MEETINGS. Each Committee will meet as frequently and for such length of time as may be required to carry out its assigned duties and responsibilities. In addition, the Chairman of a Committee may call a special meeting at any time.

3. INDEPENDENT ADVISORS. Each Committee will have the power to hire independent legal, financial, or other advisors as they deem necessary to assist them in fulfilling the Committee's responsibilities.

OTHER BOARD PRACTICES

1. DIRECTOR ORIENTATION AND CONTINUING EDUCATION. An orientation program has been developed for new directors, which includes comprehensive information about the Company's business and operations, general information about the Board and its Committees, a review of director duties and responsibilities, and a review of the Company's policies and its Code of Business Conduct and Ethics. The Corporate Governance & Nominating Committee will review and update the program as necessary. In addition, the Board believes continuing education is important for its directors. Each director shall pursue and maintain the highest levels of competency in their given field or specialty through ongoing development and training.

2. BOARD INTERACTION WITH INSTITUTIONAL INVESTORS AND OTHER INTERESTED PARTIES. The Board believes that it is senior management's responsibility to speak for the Company.

3. PERIODIC REVIEW OF THESE GUIDELINES. The operation of the Board is a dynamic and evolving process. Accordingly, these guidelines will be reviewed periodically by the Corporate Governance & Nominating Committee and any recommended revisions will be submitted to the full Board for consideration.

4. DIRECTOR COMPENSATION REVIEW. It is appropriate for senior management of the Company to report periodically to the Board on the status of the Company's director compensation practices in relation to other companies of comparable size and the Company's competitors. The form and amount of director compensation shall be determined by the Board. The Board should consider and be aware that questions as to a director's independence may be raised when directors fees and emoluments exceed what is customary, and that similar concerns may be raised when the Company makes charitable contributions to organizations in which a director is affiliated or enters into a consulting contract with a director or provides other indirect compensation to a director.

5. EVALUATION OF BOARD PERFORMANCE. The Corporate Governance & Nominating Committee is responsible for overseeing an annual assessment of the Board's performance. Its purpose is to increase the effectiveness of the Board, not to target individual Board members.

6. CONFLICTS OF INTEREST. If an actual or potential conflict of interest develops because of a change in the business operations of the Company or a subsidiary, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the Chairman of the Board for evaluation. A significant conflict must be resolved or the director must resign from the Board. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the full Board and excuse himself or herself from participation in the discussion and cannot

vote on the matter. Directors also are required to follow the Code of Business Conduct and Ethics described below.

7. SUCCESSION PLANNING. The Board shall approve and maintain a succession plan for the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or retirement of the Chief Executive Officer.

8. INSURANCE AND INDEMNIFICATION. The Board will be entitled to have the Company purchase reasonable directors' and officers' liability insurance on its behalf. Directors will be entitled to the benefits of indemnification to the fullest extent permitted by law, the Company's Charter and Bylaws and to the extent provided in any indemnification agreements. Directors will be entitled to the benefits of exculpation provided by state law, as well as provided in the Company's Certificate of Incorporation and Bylaws.

9. CODE OF BUSINESS CONDUCT AND ETHICS. The Board will adopt a Code of Business Conduct and Ethics for the directors, officers, and employees of the Company. The Corporate Governance & Nominating Committee will periodically review the Code of Business Conduct and Ethics and make recommendations with respect to any changes, amendments and modifications that it deems desirable.

10. INSIDER TRADING POLICY. The Board will periodically review the Company's Insider Trading Policy, which governs appropriate periods during which executives and affiliates have trading windows within which to purchase or sale Company securities.

11. DISCLOSURE POLICY. The Board will review and approve filing the Company's annual and quarterly reports upon advice of the Audit Committee, and will review and approve the Company's Disclosure Policy.

Adopted: July 28, 2006