

GTC BIOTHERAPEUTICS, INC.

Nominating and Governance Committee Charter

Purpose.

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors of GTC Biotherapeutics, Inc. (the "Company") is to:

- Identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of shareholders and candidates to fill vacancies on the Board;
- Recommend to the Board the directors to be appointed to Board committees;
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Board and the Company;
- Oversee the effectiveness of the Company's corporate governance in accordance with the guidelines; and
- Carry out the specific responsibilities set forth below in furtherance of this stated purpose.

Committee Membership and Procedures.

The Committee shall have at least three directors who satisfy the independence requirements of the The Nasdaq Stock Market. Committee members shall be appointed by the Board. The Board shall designate one member of the Committee as its Chair.

The Committee shall meet at least once each year and hold such other meetings from time to time as may be called by its Chair or any two members of the Committee.

The Committee shall conduct its meetings in accordance with this Charter, the procedures of the Board set forth in the by-laws for the Board's meetings and such other procedures as the Committee may adopt.

Committee Authority and Responsibilities.

Nominees for Election as Directors. The Committee shall recommend to the Board the director nominees for the next annual meeting of shareholders and persons to fill vacancies on the Board that occur between meetings of shareholders. In carrying out this responsibility, the Committee shall:

- Develop criteria for selecting directors and, when appropriate, conduct searches for prospective Board members whose skills and attributes meet those criteria;
- Consider nominees submitted to the Board by shareholders; and
- Prior to recommending a nominee for election, determine that the election of the nominee as a director would effectively further the policies set forth in the corporate governance guidelines.

Appointments to Board Committees. At least annually, the Committee shall review and recommend to the Board the directors to be appointed to the various committees of the Board and the Chair of each committee. The Committee shall consider the desired qualifications for membership on each committee, the availability of each director to meet the time commitment required for membership on the particular committee, and the extent to which there should be a policy of periodic rotation of committee members.

Evaluations. The Committee shall oversee the process of evaluations of the Board, its committees and executive management of the Company, and make recommendations to the Board as appropriate.

Corporate Governance Guidelines. The Committee shall recommend to the Board a set of corporate governance guidelines that are appropriate for the Company and in compliance with applicable laws, regulations and listing requirements. The Committee shall periodically review the Company's corporate governance guidelines for the purposes of:

- Determining whether the guidelines are being effectively adhered to and implemented;
- Ensuring that they continue to be appropriate for the Company and comply with applicable laws, regulations and listing requirements; and
- Recommending any desirable changes in the guidelines to the Board.

In addition, the Committee shall consider any other corporate governance issues that may arise from time to time, and develop appropriate recommendations to the Board.

Code of Business Conduct and Ethics. The Committee shall develop and recommend to the Board a code (or separate codes) of business conduct and ethics, and shall consider any requests for waivers thereunder or recommend to the Board delegation of authority to another committee of the Board to consider such requests. The Company shall make disclosure of such waivers as required by applicable law, regulations or listing requirements.

Director Compensation. The Committee shall advise the Board with respect to compensation of non-employee directors.

Orientation and Education. The Committee shall oversee the orientation and education of directors with respect to the Company's business and financial matters, corporate governance and other appropriate subjects.

Engagement of Advisors. The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates and shall have sole authority to approve such search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

Charter. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.