

Cyanotech Corporation
Nominating and Governance Committee Charter
(As amended through January 7, 2010)

I. Organization

The Nominating and Governance Committee (the “Nominating Committee”) shall consist of two or more Directors as designated by the Cyanotech Board of Directors (“Board”). All members of the Nominating Committee shall satisfy the independence requirements as defined in Nasdaq Rule 5605. The Members of the Nominating Committee shall select a Chairperson annually. Members of the Committee may be removed by the Board at any time.

Meetings of the Nominating Committee shall be called by the Chairman of the Board, the Corporate Secretary, the Chairperson of the Nominating Committee or any two Committee members. The determination of quorum for the transaction of business at any meeting of the Nominating Committee shall be made in accordance with the By-Laws of Cyanotech Corporation (“Cyanotech” or the “Company”), and all matters shall be determined by a majority vote of the members present.

The Nominating Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Nominating Committee.

II. Purpose of the Nominating Committee

The purpose of the Nominating Committee shall be to assist the Board in identifying individuals qualified to serve as members of the Board, recommending Nominating Committee assignments and responsibilities of the Board, evaluating Board and management effectiveness, developing, monitoring, and recommending to the Board corporate governance principles applicable to the Company, and generally taking a leadership role in shaping, and advising the Board on, corporate governance and related matters.

III. Responsibilities & Duties

In furtherance of the Nominating Committee’s purpose, and in addition to any other responsibilities that may be assigned to it from time to time by the Board, the Nominating Committee shall have the following responsibilities and duties:

Corporate Governance Guidelines

Develop and recommend to the Board a set of corporate governance guidelines, which shall reflect at a minimum any requirements of applicable law of listing standards, and review such guidelines on a periodic basis and recommend changes as the Nominating Committee deems necessary or advisable.

Director Nomination

Identify individuals qualified to serve as members of the Board consistent with criteria approved by the Board and corporate governance guidelines and select, or recommend, that the Board select Director nominees for the annual meetings of stockholders. The Nominating Committee shall also consider any candidate recommended by Company management or the stockholders in light of the criteria for selection of new directors.

Consider and make recommendations to the Board concerning candidates to fill positions on the Board, including as a result of removal, resignation, or retirement of any Director, an increase in the number of seats on the Board, or otherwise.

Director Compensation

Make recommendations to the Board concerning the compensation of independent Directors consistent with the Corporate Governance Guidelines.

Committees

Advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members.

Conflicts of Interest

Consider possible conflicts of interest of members of the Board and executive officers, including review and approval of executive officers serving as directors of other companies.

Evaluation of Board

Review Board procedures and practices, including the functioning and effectiveness of the Board, its Committees, and its individual members.

The Nominating Committee shall report its activities to the full Board on a regular and timely basis to keep the Board informed of the Nominating Committee's activities.

IV. Consultants

The Nominating Committee may obtain advice and assistance from such internal and external advisors as it deems appropriate in connection with the discharge of its duties, including assisting it in the evaluation of Director compensation and the identification of Director candidates. The Nominating Committee shall have authority to retain and terminate any external advisors, including authority to approve such advisor's fees and other retention terms with approval of the Board. The Corporation shall provide for appropriate funding, as determined by the Executive Committee of the Board, for payment of compensation to such external advisors and for ordinary administrative expenses of the Nominating Committee that are deemed necessary and appropriate in carrying out its duties.

V. Performance Evaluation

The Nominating Committee is subject to annual evaluation of performance by the entire Board.

VI. Charter Review

The Nominating Committee shall review and reassess the adequacy of this Charter on an annual basis.

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