

**STRATEGIC DIAGNOSTICS INC.
NOMINATING COMMITTEE CHARTER**

This Corporation shall have a Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) with duties and responsibilities described in this Charter.

Purpose

The purpose of the Committee is to:

1. identify individuals qualified to become members of the Board,
2. select and recommend to the Board the director nominees for the Board for the next annual meeting of shareholders,
3. oversee the evaluation of the Board

Composition

1. The Committee members shall be appointed by the Board with regard to relevant experience.
2. The Committee shall consist of at least two (2) Directors, each of whom meets the independence requirements defined by the SEC and the Nasdaq.
3. Members of the Committee shall be elected for a one (1) year term.
4. The Board may remove any member of the Committee.

Responsibilities and Authority

The Committee shall hold at least 2 regular meetings per year. The Committee is responsible for selecting directors and overseeing the evaluation of the Board of Strategic Diagnostics Inc. The Board shall retain the overall responsibility to ensure that management functions effectively in the execution of Company strategy. The Committee shall report regularly to the Board, including on issues related to the selection of director nominees, Board and committee roles and functions and the performance of the Board and the Committee.

The Committee has the sole authority, without seeking approval from the Board, to retain and terminate any search firm used to identify director nominees, which authority includes approval of such search firm’s fees and other retention terms.

Specific Duties

It shall be the duty and responsibility of the Committee to:

1. Recommend director candidates to the entire Board adhering to the following procedures:
2. Identify potential candidates for election to the Board.
3. Evaluate existing Directors eligible for reelection to the Board.
4. Consider and make recommendations to the Board regarding the appropriate size and composition of the Board.
5. Make recommendations to the Board of individuals to be presented to the Shareholders of the Corporation for election to the Board.
6. When an interim vacancy occurs on the Board, make recommendations to the Board of an individual to fill such vacancy. When an individual is to be recommended for a directorship, to cause to be circulated to all Board members a resume of the individual's capabilities and experience, prior to the meeting at which the recommendation will be presented.
7. Periodically re-examine mandatory retirement age and consider desirability of additional factors.
8. Periodically review, approve and recommend to the Board appropriate revisions to the board selection criteria.
9. Determine procedures for the review, approval and recommendation of director candidates, as appropriate.
10. Collect and review reports and other information submitted by the Directors relating to new or changes in each Director's affiliations, relationships, employment, other board or public service positions or transactions that may impact the Director's independence and make recommendations to the Board regarding responsive action, if any, with respect to such Director in light of such reports and information.

11. Oversee the evaluation of the Directors in such areas as attendance, preparedness, candor and participation and consider recommendations to increase Board effectiveness.
12. Develop procedures and programs for orientation of new directors.
13. Develop Board education and development programs as necessary.
14. Recommend guidelines to Board of frequency of regular meetings of independent, non-management directors, develop format for such meetings, including selection of presiding director at such meetings.
15. Recommend to Board, as appropriate, number, type, functions, structure and independence of committees and oversee compliance of the Board committees with their respective charters.
16. Annually recommend to Board director membership on Board committees and advise Board and/or committees with regard to selection of Chairmen of committees.
17. Determine criteria and procedures for selection of committee members and Chairmen, as appropriate.

Evaluation

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.