



Director Nominations Policy

1. The Corporate Governance and Nominating Committee (the “Nominating Committee”), will evaluate and recommend to the Board of Directors (the “Board”) director nominees for each election of directors.
2. In fulfilling its responsibilities, the Nominating Committee considers the following factors:
 - a. The appropriate size of the Company’s Board and its committees;
 - b. The needs of the Company with respect to the particular talents and experience of its directors;
 - c. The nominee’s interest in becoming an effective, collaborative Board member, and the nominee’s ability to work in a collegial style with other Board members.
 - d. The knowledge, skills and experience of nominees, including experience in the life sciences industry, medical products, medical research, medicine, business, finance, administration or public service;
 - e. Experience with accounting rules and practices;
 - f. Experience with regulatory requirements applicable to the Company’s industry;
 - g. Experience with regulatory and Securities Exchange Commission requirements applicable to public companies;
 - h. Appreciation of the relationship of the Company’s business to the changing needs of society; and
 - i. A balance between the benefit of continuity and the desire for a fresh perspective provided by new directors.
3. The Nominating Committee’s goal is to assemble a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. In doing so, the Nominating Committee also considers candidates with appropriate non-business backgrounds.
4. Other than the foregoing, there are no stated minimum criteria for director nominees. However, the Nominating Committee may also consider such other factors as it may deem are in the best interests of the Company and its shareholders. The Nominating Committee does, however, recognize that under applicable regulatory requirements at least one member of the Board must, and believes that it is preferable that more than one member of the Board should, meet the criteria for an “audit committee financial expert” as defined by the U.S. Securities and Exchange Commission rules, and that at least a majority of the members of the Board must meet the definition of “independent director” under the NASDAQ listing standards or the listing standards of any exchange or the other applicable self-regulatory organization that the Company is subject to or governed by.

The Nominating Committee also believes it appropriate for at least one member of the Company's management to participate as members of the Board.

5. The Nominating Committee identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to the Company's business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board up for re election at an upcoming annual meeting of shareholders does not wish to continue in service, the Nominating Committee identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the Nominating Committee and Board will be polled for suggestions as to individuals meeting the criteria of the Nominating Committee. Research may also be performed to identify qualified individuals. If the Nominating Committee believes that the Board requires additional candidates for nomination, the Nominating Committee may explore alternative sources for identifying additional candidates. This may include engaging, as appropriate, a third party search firm to assist in identifying qualified candidates.
6. The Nominating Committee will evaluate any recommendation for director nominee proposed by a shareholder who (i) has continuously held at least 1% of the outstanding shares of the Company's common stock entitled to vote at the annual meeting of shareholders for at least one year by the date the shareholder makes the recommendation and (ii) undertakes to continue to hold the common stock through the date of the meeting. In order to be evaluated in connection with the Company's established procedures for evaluating potential director nominees, any recommendation for director nominee submitted by a qualifying shareholder must be received by the Company no later than 120 days prior to the anniversary of the date proxy statements were mailed to shareholders in connection with the prior year's annual meeting of shareholders. Any shareholder recommendation for director nominee must be submitted to the Company's Corporate Secretary, in writing at 64 Sidney Street, Cambridge, Massachusetts, 02139 and must contain the following information:
 - a. A statement by the shareholder that he/she is the holder of at least 1% of the Company's common stock and that the stock has been held for at least a year prior to the date of the submission and that the shareholder will continue to hold the shares through the date of the annual meeting of shareholders;
 - b. The candidate's name, age, contact information and current principal occupation or employment;
 - c. A description of the candidate's qualifications and business experience during, at a minimum, the last five years, including his/her principal occupation and employment and the name and principal business of any corporation or other organization in which the candidate was employed; and
 - d. The candidate's resume.

7. The Nominating Committee evaluation and selection process generally includes:
 - a. Circulation to Committee members of a potential candidates' resume and preliminary discussion by the Committee;
 - b. An interview by a member, or members of the Committee (and the CEO, if desired);
 - c. A background check by an independent source;
 - d. Discussion by the Committee and, if desirable, recommendation to the Board; and
 - e. Upon decision by the Board, extension of an invitation to join the Board by the CEO or Chairman of the Nominating Committee.

The Nominating Committee and/or the Board may modify or vary the forgoing process as they deem to be appropriate from time to time.

The Nominating Committee will evaluate recommendations for director nominees submitted by directors, management or qualifying shareholders in the same manner, using the criteria stated in this policy. The process will include interviews, and may also include background and reference checks, at the discretion of the Nominating Committee. All directors and director nominees will submit a completed form of directors' and officers' questionnaire as part of the nominating process.

This Director Nomination Policy was approved by the Board on January 23, 2012.