

SEROLOGICALS CORPORATION
CHARTER OF AUDIT COMMITTEE OF BOARD OF DIRECTORS

Amended and Restated on March 8, 2005

A. Purpose

The Committee provides oversight for the Company's programs that are intended to ensure that Company activities, primarily as they relate to financial matters, are conducted in a legal and ethical manner. In so doing, the Committee oversees all material aspects of the Company's financial reporting, control, and audit functions, except those specifically related to the responsibilities of another committee of the Board. The Committee's role includes a particular focus on the qualitative aspects of financial reporting to shareholders on Company processes for the management of business/financial risk and for compliance with significant applicable legal, ethical, and regulatory requirements as they relate to the Company's financial statements and financial reporting obligations. Specifically, the Committee's purpose includes assisting the Board in its oversight of:

- the integrity of the financial statements of the Company;
- the qualifications, independence and performance of the Company's external auditor;
- the performance of the Company's internal audit function; and
- compliance by the Company with legal and regulatory requirements.

B. Membership

The Committee will consist of no fewer than three members, all of whom must be independent directors, as defined by applicable guidelines, including (1) being independent as defined under Rule 4200 of The Nasdaq Stock Market Rules and (2) meeting the criteria for independence set forth in Section 301 of the Sarbanes-Oxley Act of 2002 and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934. Committee members will have:

1. Knowledge of the primary industries in which the Company operates,
2. The ability to read and understand fundamental financial statements including a balance sheet, income statement, statement of cash flow, and key performance indicators, and
3. The ability to understand key business and financial risks and related controls and control processes.

C. Meetings

The Committee will have regular meetings at least quarterly, at times and places decided by the chair after consultation with Committee members, the chair of the Board and other persons scheduled to attend all or part of the meeting. Additional meetings may be called at the request of two or more members of the Committee, or the chair of the Board, or the CEO. The Committee may hold meetings by conference telephone and may take action without a meeting by execution of a written consent.

D. Operating Principles

1. *Communications* - The chair and others on the Committee will, to the extent appropriate, have contact throughout the year with senior management, other Committee chairmen, and other key Committee advisors, including external and internal auditors, as applicable, to strengthen the Committee's knowledge of relevant current and prospective business issues.
2. *Committee Educational Orientation* - The Committee, with management, will develop and participate in a process for review of important financial and operating topics that present potential significant risk to the Company. Additionally, individual Committee members are encouraged to participate in relevant and appropriate self-study education to assure understanding of the business and environment in which the Company operates. Members who participate in such self-study will be reimbursed for expenses incurred in accordance with the Board's Statement of Policy Regarding Attendance of Industry Meetings, adopted in August 2004.
3. *Annual Plan* - The Committee, with input from management and other key Committee advisors, will develop an annual plan for approval by the full Board.
4. *Meeting Agenda* - Committee meeting agendas will be the responsibility of the Committee chair, with input from Committee members and other interested parties.
5. *Expectations and Information Needs* - The Committee will communicate expectations and the nature, timing, and extent of Committee information needs to management, internal audit, and external parties, including external auditors. Written materials, including key performance indicators and measures related to key business and financial risks, will be received from management, auditors, compliance managers, and others at least one week in advance of meeting dates to allow adequate time for committee members to study the information.

6. *Advisors; Funding* – The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as deemed appropriate to perform its duties and responsibilities. The Company will provide appropriate funding, as determined by the Committee, for compensation to the external auditor, to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
7. *Meeting Attendees* - The Committee will request members of management counsel, internal audit, and external auditors, as applicable, to participate in Committee meetings, as necessary, to carry out the Committee responsibilities. Periodically and at least annually, the Committee will meet in private session with only the Committee members. It is understood that either internal or external auditors, or counsel, may, at any time, request a meeting with the audit Committee or Committee chair with or without management attendance. In any case, the Committee will meet in executive session separately with internal and external auditors, at least annually.
8. *Reporting to the Board of Directors* - The Committee, through the Committee chair, will report after each Committee meeting to the Board of directors. In addition, minutes of audit Committee meetings, separately identifying monitoring activities from approvals, will be available to each Board member.
9. *Committee Self Assessment* - The Committee annually will review, discuss, and assess its own performance as well as the Committee role and responsibilities, seeking input from senior management, the full Board, external auditors, and others. Changes in role and/or responsibilities, if any, will be recommended to the Board of directors for approval.

E. Reporting to Shareholders

The Committee will prepare a report for inclusion in the Company's public filings such as proxy statements, as required or recommended by the SEC.

F. Committee's Relationship with External and Internal Auditors

1. The Committee shall appoint, compensate, retain and oversee the work performed by the external auditor for the purpose of preparing or issuing an audit report or related work. The Committee shall also review the performance of the external auditor, and shall remove the external auditor if circumstances warrant. The external auditor will report directly to the

Committee. The Committee will oversee the resolution of disagreements between management and the external auditor if they arise.

2. As the external auditors review financial reports, they will be reporting to the Committee. They will report all relevant issues to the Committee responsive to the information needs identified by the Committee. The Committee will review the work of external auditors.
3. The Committee will annually review the performance (effectiveness, objectivity, and independence) of the external and internal auditors. The Committee will ensure receipt of a formal written statement from the external auditors consistent with standards set by the Independence Standards Board. Additionally, the Committee will discuss with the auditor relationships or services that may affect auditor objectivity or independence. If the Committee is not satisfied with the auditors' assurances of independence, it will take or recommend to the full Board appropriate action to ensure the independence of the external auditor.
4. The internal audit function will be responsible to the Board of directors through the Committee.
5. If either the internal or external auditors identify significant issues relative to the overall Board responsibility that have been communicated to management but, in their judgment, have not been adequately addressed, they will communicate these issues to the Committee chair.
6. The Committee will establish policies for the Company's hiring of current or former employees of the external auditors.
7. The Committee will review and discuss with the external auditor any audit problems, difficulties or significant disagreements with management, and management's response thereto, including those matters required to be discussed with the Audit Committee by the external auditor pursuant to Statement on Auditing Standards No. 61, as amended by SAS 90 and as may be further amended.
8. The Committee shall approve all auditing services and permitted non-audit services, including the fees therefor, to be provided to the Company by the external auditors, and shall consider whether any permitted non-audit assignments are compatible with maintaining the general independence of the external auditor.
9. The Committee shall confirm with the external auditor that the partners of the external auditor have been rotated from the Company engagement as required by Regulation S-X and shall consider whether, in order to assure

continuing public accountant independence or for other reasons, there should be regular or periodic rotation of the audit firm itself.

G. Primary Duties

1. The Committee will review and assess:
 - a) *Risk Management* - The Company's business risk management process, including the adequacy of the Company's overall control environment and controls in selected areas representing significant financial and business risk unless such areas are related to the responsibilities of another committee of the Board.
 - b) *Financial Reports and Filings* - All earnings press releases and major financial reports, including quarterly and annual reports filed with the SEC, in advance of filings or distribution. The Committee shall make a recommendation to the Board of Directors as to whether the annual audited financial statements of the Company should be included in its Annual Report on Form 10-K.
 - c) *Internal Controls and Regulatory Compliance* - The Company's system of internal controls for detecting accounting and reporting financial errors, fraud and defalcations, legal violations, and noncompliance with the corporate code of conduct.
 - d) *Internal Audit Responsibilities* - The annual audit plan and the process used to develop the plan. Status of activities, significant findings, recommendations, and management's response.
 - e) *Regulatory Examinations* - SEC inquiries and the results of examinations by other regulatory authorities (other than those that are the responsibility of the Regulatory Compliance Committee) in terms of important findings, recommendations, and management's response.
 - f) *External Audit Responsibilities* - Auditor independence and the overall scope and focus of the annual and interim audits, including the scope and level of involvement with unaudited quarterly or other interim-period information.
 - g) *Financial Reporting and Controls* - Key financial statement issues and risks, their impact or potential effect on reported financial information, the processes used by management to address such matters, related auditor views, and the basis for audit conclusions. Important conclusions on interim and/or year-end audit work in advance of the public release of financials.

- h) *Auditor Recommendations* - Important internal and external auditor recommendations on financial reporting, controls, other matters, and management's response. The views of management and auditors on the overall quality of annual and interim financial reporting, including the quality of the Company's financial and audit personnel.
 - i) *Charter Adequacy* - The adequacy of this Charter at least annually and have it published at least every three years in accordance with Securities and Exchange Commission regulations.
2. The Committee will review the critical accounting policies and practices of the Company with management, internal auditors and the external auditor, as appropriate.
 3. The Committee will at least annually discuss with the CEO and CFO of the Company the Company's internal controls and disclosure controls and procedures, including whether there are any significant deficiencies in the design or operation of such controls and procedures, material weaknesses in such controls and procedures, any corrective actions taken with regard to such deficiencies and weaknesses and any fraud involving management or other employees with a significant role in such controls and procedures.
 4. The Committee will establish procedures for:
 - a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
 - b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee will review any significant complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

5. The Committee will review, assess, and approve:
 - a) The Company's code of ethical conduct.
 - b) The internal auditor charter.
 - c) Changes in important accounting principles and the application thereof in both interim and annual financial reports.
 - d) Significant conflicts of interest and related-party transactions.

- e) Internal auditor and compliance performance and changes in internal audit leadership, key financial management, and or compliance leadership.
- 6. The Committee shall authorize and oversee investigations into any matters within the Committee's scope of responsibility as described in this Charter or as otherwise may be subsequently delegated to the Committee by the Board of Directors, with the power to retain independent counsel, accountants and other advisors and experts to assist the Committee if deemed appropriate.

H. Limitations Inherent In The Audit Committee's Role

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the external auditor.