

Corporate Governance Guideline

Accentia's system of corporate governance emphasizes that the Board of Directors have responsibility for oversight of management and the company's business results. The Board has the responsibility to ensure that the long-term interests of the stockholders are advanced by the Company's management in the operation of the business and that the conduct of the business be in the highest accordance with business ethics.

The membership of the Audit Committee, Compensation Committee and the Governance and Nominating Committee qualify as "independent directors" in compliance with the applicable provisions of the Securities and Exchange Act of 1934 and the listing standards of the Nasdaq Stock Exchange.

The company provides each Director and Committee with complete and ready access to the management of the company. The independent Directors and Committees have the authority to retain independent advisors and counsel on issues or areas that they deem advisable at the expense of the company.

The membership of the Audit Committee will consist of independent directors (i.e. independent of management of Accentia). The members of the audit committee are able to read and understand fundamental financial statements, including the balance sheet, income statement and cash flow statements.

The membership of the Compensation Committee will be comprised of independent directors and will be responsible for reviewing corporate goals and objectives relative to executive compensation.

The membership of the Governance and Nomination Committee will be comprised of independent directors and will be responsible for developing criteria for director selection; evaluating and ensuring the independence of each member of each committee of the Board of Directors; recommending the corporate governance principles and a code of conduct for our company's directors, officers and employees.