

# ANGIODYNAMICS, INC.

## Compensation Committee Charter

As approved by the Board of Directors on July 20, 2004

*Revised 08/16/04 based on comments from the Board at the July 20, 2004 board meeting*

### **Purpose**

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to executive compensation.

### **Committee Membership**

The Committee will be composed of at least two directors, each of whom satisfies the definition of "independent" under the listing standards of The Nasdaq Stock Market ("Nasdaq"). All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and "outside directors" as defined by Section 162(m) of the Internal Revenue Code. The Committee members will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

### **Committee Authority and Responsibilities**

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve the fees and other retention terms of any such consultants or advisors, provided, that any such fees shall not exceed \$100,000 per fiscal year without the Board's prior approval.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee will conduct and present to the Board an annual performance evaluation of the Committee.

The Committee shall have the following specific authority and responsibilities:

1. To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer.
2. To review and recommend to the Board for approval on an annual basis the corporate goals and objectives with respect to compensation for the chief

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executive officer. The Committee shall evaluate at least once a year the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations shall recommend to the Board for approval the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation.

3. To review with the Chief Executive Officer matters relating to the compensation of Company Officers and approve the evaluation process and compensation structure for these officers. The Committee shall evaluate annually the recommendations of the Chief Executive Officer as to the performance of the Company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee shall also oversee management's decisions concerning the performance and compensation of other Company officers.
4. To review the Company's compensation plans including salary administration plans, cash incentive compensation plans, and stock-based compensation plans to ensure that those compensation plans support organizational objectives and shareholder interests, and to ensure that senior management, particularly, is rewarded appropriately for its contributions to Company growth and profitability, taking into account the compensation practices in the market where the Company competes for senior management personnel. Recommend changes in such plans to the Board as needed.
5. To assure that the Company's compensation plans including salary administration plans, cash incentive compensation plans, and stock-based compensation plans are administered in a manner consistent with the terms of those compensation plans as to participation, target annual cash and stock-based incentive awards, corporate financial goals, and actual awards paid to senior management under the compensation plans. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
6. To prepare an annual executive compensation report for inclusion in the Company's proxy statement including the factors and criteria on which the Chief Executive Officer's compensation for the last year was based, including the relationship of the Company's performance to the Chief Executive Officer's compensation.
7. To perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board, or as designated in plan documents.