

# **THERAGENICS CORPORATION®**

## **COMPENSATION COMMITTEE CHARTER**

### **Purpose of the Committee**

The Board of Directors has established the Compensation Committee of the Board to comply with the rules of the New York Stock Exchange (“NYSE”) and to assist the Board in fulfilling its oversight responsibilities relating to compensation of the Company’s executives, specifically including the CEO, CFO, Executive Vice Presidents and General Counsel (“Executives”).

### **Members of the Committee**

The Committee shall be comprised of at least three members of the Board. The Committee shall meet at least annually and may from time to time require specially called meetings as deemed necessary by the Chair of the Committee. The Committee shall maintain written minutes of all meetings and consent actions, which shall be filed with the records of the Company and made available to the Board. The Committee will make regular reports to the Board with respect to its activities.

Only independent directors will serve on the Committee. An independent director is a director that is not an officer or employee of the Company or its subsidiaries, and that the Board has determined does not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable membership requirements set out in the rules of the NYSE. In addition, as long as the Company’s stock incentive plans and incentive bonus plans are intended to comply with the requirements of Section 162(m) of the Internal Revenue Code, all directors who serve on the Committee must be “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code. No Committee member shall have an interest in the Company that would preclude his or her ability to act on behalf of all the shareholders of the Company.

The members and chair of the Committee shall be nominated by the Corporate Governance Committee and elected by the Board. Each member of the Committee shall serve until such member’s successor is elected and qualified or until such director’s earlier resignation or removal.

### **Responsibilities of the Committee**

The Committee is responsible to the Board for the following activities:

- Producing a Committee report on executive compensation as required by the Securities and Exchange Commission to be included in the Company’s proxy statement or annual report;

- Reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer's ("CEO") compensation, evaluating the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determining and approving the CEO's compensation level based on this evaluation and consistent with shareholder interests;
- Making recommendations to the Board consistent with shareholder interests with respect to compensation of the Company's Directors and Executives, incentive-based compensation plans and equity-based plans, as permitted;
- Approving for submission to stockholders all new equity-related management incentive plans; and
- Preparing and presenting to the Board performance evaluations as described below.

The responsibilities of a member of the Committee are in addition to those responsibilities set out for a member of the Board. In addition to the matters set forth herein, the Committee will perform such other functions as required by law, the listing requirements of any stock exchange on which the Company's securities are listed, the Company's Certificate of Incorporation or Bylaws, and Board resolution.

#### **Assistance from Others**

The Committee may engage external advisors and compensation consultants, to the extent determined appropriate by the Committee, to facilitate the performance of the functions of the Committee. All external advisors engaged by the Committee shall report directly to the Committee. Specifically, the Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of Director, CEO or Executive compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee has the same authority to retain other experts to advise or assist it, including independent counsel, accountants, financial analysts or others. The Committee shall have full, unrestricted access to Company personnel and records and will be provided the necessary resources to accomplish its purpose and objective.

#### **Performance Evaluation**

Each year the Committee shall review and assess the adequacy and appropriateness of this charter and the Committee's own performance. The results of such evaluation and any proposed changes shall be presented to the Board.

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