

## **AngioDynamics, Inc. Corporate**

### **Governance Principles**

Adopted by the AngioDynamics, Inc. Board of Directors on May 1, 2007,  
and amended on October 29, 2014, and May 29, 2018

These principles have been adopted by the Board of Directors of AngioDynamics, Inc. (the “Company”) to assist the Board of Directors in its duties to the Company and the Company’s shareholders. These principles are intended to provide flexible guidelines for the Board of Directors and are intended to be interpreted in connection with all applicable laws, the Company’s Certificate of Incorporation and Bylaws, and all other governance documents or policies of the Company. These principles may be modified by the Board of Directors from time to time, and the Board shall be able to deviate from these principles as it deems appropriate or as required by applicable laws, rules and regulations.

#### I. Director Qualifications and Election

Nominees for directorship will be presented by the Nominating and Corporate Governance Committee to the full Board of Directors. The Board of Directors will seek to identify and select director candidates who represent a mix of backgrounds and experience that will enhance the quality of its discussions, deliberations and decisions. The Board of Directors endeavors to have a membership representing diverse backgrounds (including with respect to gender, race and ethnicity) and experience (including significant skills and experience in business or healthcare or other professional fields or governmental or regulatory agencies that are relevant to the Company’s business and objectives). The Nominating and Corporate Governance Committee will establish specific selection criteria and qualifications for prospective directors in light of the foregoing considerations, and will, from time to time, review such criteria and qualifications with the Board of Directors. Nominees for directorships shall be selected by the Nominating and Corporate Governance Committee in accordance with the policies and principles set forth in its Charter.

A majority of the directors on the Board shall meet the criteria for independence established by NASDAQ. The actual election and/or appointment of directors shall be made by

the shareholders (or, as appropriate, the Board of Directors) in accordance with the Company's Certificate of Incorporation, Bylaws and these Corporate Governance Principles.

If none of the Company's shareholders provides the Company notice, in accordance with the Company's Bylaws, of an intention to nominate one or more candidates in opposition to the Board of Directors' nominees in a Director election, or if the Company's shareholders have withdrawn all such nominations by the tenth (10th) day before the Company mails its notice of meeting to its shareholders, then a candidate who does not receive a Majority Vote, as defined herein, shall tender his or her resignation to the Board of Directors with such resignation expressly stating that it is contingent upon the acceptance of the resignation by the Board Board of Directors in accordance with these Corporate Governance Principles. For the purposes of these Corporate Governance Principles, "Majority Vote" shall mean that the number of votes cast "for" a Director's election or re-election exceeds 50% of the number of votes cast with respect to that Director's election or re-election. The Board of Directors shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive a Majority Vote at the next annual meeting at which they face election or re-election and (ii) Board of Directors acceptance of such resignation. In addition, the Board of Directors shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board of Directors, the same form of resignation tendered by other Directors in accordance with this Board of Directors Practice.

If an incumbent Director fails to receive a Majority Vote, the Company's Nominating and Corporate Governance Committee, or another duly authorized committee of the Board of Directors, will consider whether to accept the Director's resignation and will submit a recommendation for prompt consideration by the Board of Directors. The Board of Directors shall act on the resignation, taking into account such committee's recommendation, within ninety (90) days following certification of the shareholder vote. The Board of Directors expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The members of the Nominating and Corporate Governance Committee (or such other duly authorized committee) and the Board of Directors may consider any factors they deem relevant in deciding whether to accept a Director's

resignation.

The Board of Directors shall contain between one (1) and fifteen (15) directors, the exact number to be determined by a majority vote of the Board of Directors; this number shall be small enough so that the Board can function efficiently as a whole. All directors shall inform the Chair of the Nominating and Corporate Governance Committee of any change in their principal occupation or business association or any other change which may affect their designation as an independent director during the term of their service on the Board; the Nominating and Corporate Governance Committee shall recommend to the Board of Directors whether such directors should be re-nominated and/or asked to resign from the Board. Directors shall also notify the Chair of the Nominating and Corporate Governance Committee prior to accepting an offer to serve on another board of directors; directors may serve on other boards unless the Board of Directors determines that such service would impair the director's performance of his or her obligations to the Company. If the Chair of the Nominating and Corporate Governance Committee incurs a change in his or her principal occupation or business association or any other change which may affect his or her designation as an independent director or wishes to serve on another board of directors, he or she shall disclose these facts to the other members of the Nominating and Corporate Governance Committee.

## II. Director Responsibilities

The basic responsibility of each director shall be to exercise his or her business judgment in good faith and in a manner that he or she reasonably believes to be in the best interests of the Company and its shareholders consistent with his or her duties of loyalty and care.

The specific duties and responsibilities of the Board of Directors shall include, but shall not be limited to, the following: overseeing the management of the Company; recommending nominees for the Board of Directors to the shareholders; reviewing the Company's major business and financial objectives and strategies, including the Company's annual Strategic Plan; evaluating the Board of Directors' processes, performance, and effectiveness; evaluating the performance of the Company as a whole; evaluating the performance of senior management; overseeing the Company's plans for succession; providing effective auditing procedures; and reviewing the Company's policies to ensure that they are complying with all applicable laws, rules and regulations.

The Company will maintain an orientation program for new directors which will include familiarizing new directors with the Company's annual Strategic Plan, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics and other relevant policies, its principal officers, and its internal and independent auditors. In addition, each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company may, from time to time, offer continuing education programs or reimburse directors for attending continuing education programs to assist the directors in maintaining such level of expertise.

Directors will be expected to perform service on committees of the Board of Directors. Directors are also expected to regularly attend Board meetings and the meetings of any committees on which they serve. Directors shall expend sufficient time and effort in their service to the Company to meet their obligations to the Company and its shareholders. An agenda and other materials will be distributed to all directors prior to each regular Board meeting, which shall be held at least quarterly. Directors are expected to review these materials prior to each meeting.

Executive sessions of the Board of Directors shall be scheduled regularly. Each executive session will be attended only by the directors deemed to be independent under NASDAQ criteria, with legal counsel present at the independent directors' discretion. Relevant feedback from such sessions will be provided to the Chief Executive Officer.

Directors shall have appropriate access to members of management and employees of the Company and, as necessary and appropriate, may consult with independent legal, financial, or accounting advisors to assist them in their duties to the Company. Directors are entitled to rely upon the honesty and integrity of the Company's senior management and its outside advisors and auditors, as appropriate.

The Nominating and Corporate Governance Committee annually reviews director compensation. Changes in Board compensation, if any, will come at the suggestion of the Nominating and Corporate Governance Committee but with full discussion and concurrence by the Board. The Nominating and Corporate Governance Committee may consider, amongst other factors, the director compensation of other comparable companies, the workload of directors and the service on committees by various directors. The Board of Directors shall determine the compensation of directors for service on the Board in accordance with all applicable legal and

regulatory guidelines.

The Board of Directors may conduct regular self-evaluations to determine if its committees are functioning effectively and whether the Board as a whole is meeting its obligations.

### III. Committees

The Board of Directors shall have an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The Board of Directors may also create other committees from time to time as it deems necessary or appropriate.