



Nominating, Compliance, and Corporate Governance Committee Charter

I. PURPOSE

The purposes of the Nominating, Compliance, and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of AngioDynamics, Inc. (the “Company”) shall be: (i) to identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) to advise the Board with respect to the Board composition, procedures and committees; (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; (iv) to oversee the evaluation of the Board; and (v) to oversee the Company’s compliance with, and process for monitoring compliance with, legal and regulatory requirements, in coordination with the Audit Committee.

II. COMPOSITION

The Committee shall consist of two or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. All determinations of the Committee shall be by a majority of the members present at a meeting duly called or held.

An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee.

IV. RESPONSIBILITIES AND DUTIES

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

1. To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. In this regard, the Committee will seek to identify from a wide field of candidates, including women and individuals from minority groups, those individuals believed to be qualified to serve as members of the Board. The Committee shall seek qualified Board candidates from, among other areas, the traditional corporate/business environment, healthcare providers and other professional fields and governmental and regulatory agencies that are relevant to the Company's business and objectives. The Committee shall, if it deems appropriate and as required by applicable law, rules and regulations, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.
2. To review and assess the background and qualifications of individuals being considered as director candidates. In the course of its review and assessment, the Committee shall take into account such factors as it deems appropriate, which shall include, but shall not be limited to: the relevance of the candidate's skills and experience to the business and objectives of the Company; the current composition of the Board; the candidate's potential contribution to the diversity of the Board (including gender, race, ethnicity and sexual orientation) and the range of perspectives brought to the Board; the candidate's personal and professional integrity, character, and business judgment, and reputation for working constructively in a collegial environment; the candidate's time availability in light of other commitments; and the candidate's ability to meet any required independence criteria and avoid conflicts of interest with the Company.
3. To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-laws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.
4. To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

1. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity (including with respect to gender, race, ethnicity and sexual orientation) required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq.
2. To review periodically the size of the Board and to recommend to the Board any appropriate changes.
3. To make recommendations on the frequency and structure of Board meetings.
4. To make recommendations on the Chairperson of the Board.
5. To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

1. After consultation with the Chairman and Chief Executive Officer and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
2. To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
3. To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.
4. To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

1. To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:
 - i. Director qualification standards;
 - ii. Director responsibilities;
 - iii. Director access to management and, as necessary and appropriate, independent advisors;
 - iv. Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate;
 - v. Director orientation and continuing education;
 - vi. Management succession, including policies and principles for the selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer; and;
 - vii. Annual performance evaluation of the Board.
2. To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they (i) are appropriate for the Company; (ii) comply with any applicable requirements of Nasdaq and/or applicable federal or state law; and (iii) in the Committee's judgment, constitute the best corporate governance practices reasonably available to the Company, and to recommend any desirable changes to the Board.
3. To review periodically the Company's other governing documents, including its certificate of incorporation and by-laws.
4. Oversee environmental, social and corporate governance policies and initiatives.
5. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board

The Committee shall have the following duties and responsibilities with respect to evaluation of the Board:

1. The Committee shall be responsible for overseeing the evaluation of the Board as a whole and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

2. The Committee shall consider questions of possible conflicts of interests of members of the Board and the President and Chief Executive Officer; provided that all related party transactions¹ will be reviewed by the Audit Committee.

F. Compliance

The Committee shall have the following duties and responsibilities with respect to compliance with significant legal and regulatory requirements, as well as compliance with the Company's Code of Business Conduct and Ethics ("Code of Conduct"). The Committee Chair may, as he or she deems necessary or prudent, designate one or more compliance matters addressed in this Charter to be presented directly to the full Board without prior Committee review.

1. Oversee, review, and receive updates on the Company's significant legal and regulatory compliance matters, provided that matters with financial implications² will be referred to and reviewed by the Audit Committee. Matters within the Committee's oversight responsibilities may include, without limitation, compliance with laws, fair dealing, employee health and safety, data privacy, employment, anti-bribery, work environment, interactions with health care professionals and product quality, provided product and manufacturing quality and compliance matters may be discussed and reviewed by the Board.
2. Oversee and review emerging regulatory issues or trends which could affect the Company's legal and regulatory compliance practices, including the consideration and implementation of identified and appropriate industry best practices.
3. Review compliance with the Company's Code of Conduct and recommend to the full Board for approval any waivers of the Code of Conduct provisions applied to officers or directors of the Company, if appropriate.
4. Ensure the ethics and compliance function's staffing, expenditures and budget with the Corporate Compliance Officer.
5. Oversee, review, and receive updates regarding the Company's ethics and compliance issue reporting mechanisms and significant investigations. This will include reviewing reports on (i) the process for how ethics and compliance issues are identified and reported to the Corporate Compliance Officer; and (ii) all significant investigations directed by the Corporate Compliance Officer pursuant to the hotline or other reporting mechanisms maintained by the Company. The Committee will reinforce the need for independence, objectivity, professionalism, and confidentiality as guiding principles in the investigative process.
6. Oversee the periodic review and make recommendations to the Board regarding any proposed revisions of the Company's Code of Conduct.

¹ See Audit Committee Charter, Section IV.E.5, "Audit Committee Responsibilities and Duties: Legal/Compliance/General".

² See Audit Committee Charter, Section IV.E, "Audit Committee Responsibilities and Duties: Legal/Compliance/General".

7. Review the adequacy and effectiveness of the Company's information security policies and procedures related to information security and cybersecurity.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the authority to retain or terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of retained advisors and other fees.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.