

Licensing and Acquisition Committee Charter

I. PURPOSE OF THE COMMITTEE

The purposes of the Licensing and Acquisition Committee (the "Committee") of the Board of Directors (the "Board") of AngioDynamics, Inc., a Delaware corporation (the "Corporation"), shall be to evaluate and/or provide guidance to management regarding possible licensing and/or acquisition opportunities for the Corporation and, in certain cases, authorize licensing and/or acquisition transactions for the Corporation.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors, as determined from time to time by the Board, and who also comply with any other qualification 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 AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as its members deem necessary to carry out the Committee's duties and responsibilities. The Committee, in its discretion, may ask members of management, other Board members, and/or other advisors to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

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.

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.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following specific duties and responsibilities:

- To evaluate and/or provide guidance to management regarding possible licensing and/or acquisition opportunities for the Corporation.
- The Committee is authorized, on its own initiative, and only upon a unanimous vote of all of the members of the Committee, to authorize management of the Corporation to enter into licensing and/or acquisition transactions on behalf of the Corporation, provided that the total investment by the Corporation pursuant to each such transaction will not exceed \$5,000,000 (exclusive of any consulting, legal, or filing fees to be incurred due to the transaction) (hereinafter, an "Approved Transaction").
- The form of the consideration to be paid by the Corporation to the seller pursuant to any Approved Transaction shall be cash, regardless of whether such consideration is to be paid as initial payments or is to be paid upon the occurrence of certain milestones, or a combination thereof.
- In no event shall Corporation stock be issued as consideration for an Approved Transaction, unless the Approved Transaction and the issuance of Corporation stock have been approved by the full Board.
- The Committee is empowered to authorize an Approved Transaction which requires consideration to be paid by the Corporation, at least in part, by the Corporation's assumption of the seller's liabilities ("Liabilities Assumption"), assumption of the seller's debt obligations or the purchase by the Corporation of debt securities of the seller (the latter two collectively to be referred to as a "Debt Assumption or Debt Securities Purchase") provided that:
 - a. the full amount of the Liabilities Assumption, Debt Assumption, and Debt Securities Purchase can be definitively determined at the time of the authorization of the Approved Transaction; and
 - b. the total investment by the Corporation with respect to the Approved Transaction (including, collectively, all cash and the total amount of the Liabilities Assumption, Debt Assumption, and Debt Securities Purchase, but excluding any consulting, legal, or filing fees to be incurred due to the transaction) does not exceed \$5,000,000.

V. EVALUATION OF THE COMMITTEE

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 Committee's ability to effectively assess and act upon proposed transactions; the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which issues 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, timely, 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 this Committee or to the Corporation's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. Any such fees and expenses (including the retention of counsel, consultants, or advisers) shall not exceed, in the aggregate, \$100,000 per fiscal year without the Board's prior consent.

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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.