



GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE CHARTER

Membership & Administration

The Governance, Nominating and Compensation Committee (the "Committee") of Angiotech will be composed of at least three directors, each of whom shall satisfy the independence and non-employee director requirements of securities exchanges and of securities related legislation and regulations relevant to the Company. Committee members will be appointed by the Board annually. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members and a Committee chair will be appointed and removed by the Board;
- A majority of the members of the Committee shall constitute a quorum for meeting purposes;
- Action may be taken by the Committee upon the affirmative vote of a majority of the quorum;
- Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice);
- The Committee will meet as often as the Committee deems necessary to fulfill its duties and responsibilities; and
- The Committee may request any members of management to make recommendations and to attend its meetings as it deems appropriate, provided that the Chief Executive Officer may not be present during voting or deliberations concerning his or her own compensation.

Statement of Purposes

The purposes of the Committee shall include assisting the Board of Directors by:

- Overseeing the development of all policies and practices relating to senior executive and director remuneration and the Company's benefit and equity plans, including the relationship of employee compensation to risk;
- Identifying and nominating qualified individuals to become Board members and serve on its committees, including consideration of nominees recommended by the shareholders;
- Assisting the Board in its determinations regarding the independence of each director;
- Reviewing and recommending corporate governance policies and guidelines and reassessing them annually; and
- Assisting the Board in its evaluation of the effectiveness of the Board and its Committees.

Compensation Duties and Responsibilities

The responsibilities of the Committee include all of the obligations of an independent compensation committee under applicable laws, regulations and stock exchange requirements, and shall include the following:

- a. Evaluate the competitiveness of compensation levels for senior executives and whether the compensation structure provides appropriate incentives without encouraging excessive or unreasonable risk-taking;
- b. Evaluate the competitiveness of compensation levels of the Board and Board Committees, recommend changes, if applicable, to the Board for approval;
- c. Review and approve the corporate goals and performance targets to be used in determining corporate performance for bonus payment purposes;

- d. Review and approve the goals and objectives relevant to the CEO's compensation; evaluate the CEO's performance in light of those objectives; determine and approve the CEO's compensation awards based on this evaluation; and review the Committee's decisions with the Board;
- e. Review and approve the performance results and the CEO's recommendations regarding compensation awards to other senior executives based on achievement of goals and objectives;
- f. Evaluate the competitiveness of general compensation and benefit programs made available for non-executive employees;
- g. Review and approve the adoption of new health and welfare programs;
- h. Review and approve the annual salary increase budget;
- i. Review and approve the adoption of new incentive compensation plans;
- j. Review and recommend for Board approval the adoption of new equity-based incentive plans and retirement plans and discharge any responsibilities imposed on the Committee by any of these plans;
- k. Review and evaluate potential risk associated with compensation programs and incentive plans;
- l. Administer the Company's incentive compensation plans and equity-based plans, including reviewing and approving equity grants and participants;
- m. Review and approve the compensation arrangements of senior executives proposed for hire;
- n. Review and approve the form of Executive Employment Agreement provided to the Company's executives, including benefits provided upon retirement or other termination of employment scenarios and exceptions thereto; and
- o. Review and approve the compensation discussion and analysis required to be included in the Company's filings with the Securities and Exchange Commission and recommend to the Board of Directors its inclusion in the Company's proxy statement, annual report or other regulatory filings.

In carrying out these responsibilities, the Committee recognizes its obligation to balance (1) the Company's interest in conserving cash, minimizing shareholder dilution and avoiding incentives for excessive or unnecessary risks, and (2) the Company's interest in using compensation to attract, retain and motivate Company management and employees.

Governance and Nominating Duties and Responsibilities

The Committee shall periodically review and recommend to the Board appropriate revisions to the director nomination criteria included in the Company's Corporate Governance Guidelines. These criteria include, among other things, an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Committee will consider these criteria in the context of an assessment of the perceived needs of the Board as a whole and will seek to achieve diverse occupational and personal backgrounds on the Board.

The responsibilities of the Committee include the following:

- a. Identify, receive, screen and recommend to the Board, qualified nominees for election to serve on the Board at each annual general meeting, including evaluation of any potential nominees recommended by the shareholders;
- b. Recommend to the Board, qualified individuals to fill vacancies on the Board as needed between annual general meetings;
- c. Recommend to the Board, directors for appointment to or removal from Board committees;
- d. Provide for new director orientation;
- e. Develop and recommend to the Board the adoption and periodic review of corporate governance guidelines to include topics such as:
 - a. Codes of Ethics
 - b. Guide of Business Conduct

- c. Corporate Governance Guidelines and Committee Charters;
- f. Develop and recommend to the Board CEO and key executive succession plans;
- g. Review and report to the Board on any question of possible conflicts of interest or misconduct involving Board members or senior executives of the Company and, if applicable, oversee any resulting investigation;
- h. Promote effective relationships between senior executives and the Board; and
- i. Evaluate the effectiveness of the Board and its committees and review:
 - a. Size and composition of the Board and its committees
 - b. The structure, agenda and frequency of Board and committee meetings

General Duties

The responsibilities of the Committee include the following:

- a. Review and assess the adequacy of this charter and submit any changes to the Board for approval;
- b. Provide the Board with minutes from Committee meetings and updates on matters of relevance as required;
- c. Review such other matters or initiatives as the Board or the Committee shall deem appropriate; and
- d. Perform such functions as may be required by law, the Company's certificate of incorporation, memorandum, articles, or by the Board.

Powers of the Committee

In order to fulfill its role, the Committee shall have the following powers:

- To delegate to subcommittees of the Committee or to the Company's management any of the responsibilities of the full Committee; and
- To retain, compensate with Company funds, and terminate outside consultants or advisors as the Committee determines necessary to carry out its duties and responsibilities.

Updated April 27, 2010

Committee Planning Calendar R = Review A = Approve

Compensation Responsibilities	J	N	D	F	A
a. Evaluate the competitiveness of compensation levels for senior executives and whether the compensation structure provides appropriate incentives without encouraging excessive or unreasonable risk-taking	R	A			
b. Evaluate the competitiveness of compensation levels of the Board and Board Committees, recommend changes, if applicable, to the Board for approval	A				R
c. Review and approve the corporate goals and performance targets to be used in determining corporate performance for bonus payment purposes		R	A		
d. Review and approve the goals and objectives relevant to the CEO's compensation; evaluate the CEO's performance in light of those objectives; determine and approve the CEO's compensation awards based on this evaluation; and review the Committee's decisions with the Board			R	A	
e. Review and approve the performance results and the CEO's recommendations regarding compensation awards to other senior executives based on achievement of goals and objectives			R	A	
f. Evaluate the competitiveness of general compensation and benefit programs made available for non-executive employees		R			
g. Review and approve the adoption of new health and welfare programs (<i>as required</i>)					
h. Review and approve the annual salary increase budget		R		A	
i. Review and approve the adoption of new incentive compensation plans (<i>as required</i>)					
j. Review and recommend for Board approval the adoption of new equity-based incentive plans and retirement plans (<i>as required</i>)					
k. Review and evaluate potential risk associated with compensation programs and incentive plans			R		
l. Administer the Company's incentive compensation plans and equity-based plans, including reviewing and approving equity grants and participants		R		A	
m. Review and approve the compensation arrangements of senior executives proposed for hire (<i>as required</i>)					
n. Review and approve the form of Executive Employment Agreement provided to the Company's executives, including benefits provided upon retirement or other termination of employment scenarios and exceptions thereto (<i>as required</i>)					
o. Review and approve the compensation discussion and analysis required to be included in the Company's filings with the Securities and Exchange Commission and recommend to the Board of Directors its inclusion in the Company's proxy statement, annual report or other regulatory filings				R	A
Governance & Nominating Responsibilities	J	N	D	F	A
a. Identify, receive, screen and recommend to the Board, qualified nominees for election to serve on the Board at each annual general meeting, including evaluation of any potential nominees recommended by the shareholders					A
b. Recommend to the Board, qualified individuals to fill vacancies on the Board as needed between annual general meetings (<i>as required</i>)					
c. Recommend to the Board, directors for appointment to or removal from Board committees	A				
d. Provide for new director orientation (<i>as required</i>)					
e. Develop and recommend to the Board the adoption and periodic review of corporate governance guidelines to include topics such as: a. Codes of Ethics b. Guide of Business Conduct c. Corporate Governance Guidelines and Committee Charters					A
f. Develop and recommend to the Board CEO and key executive succession plans;			R		
g. Review and report to the Board on any question of possible conflicts of interest or misconduct involving Board members or senior executive of the Company, if applicable, oversee resulting investigation (<i>as required</i>)					
h. Promote effective relationships between senior executives and the Board (<i>as required</i>)					
i. Evaluate the effectiveness of the Board and its committees, review: a. Size and composition of the Board and its committees b. The structure, agenda and frequency of Board and committee meetings	A				R
General Duties	J	N	D	F	A
a. Review and assess the adequacy of this charter and submit any changes to the Board for approval					A
b. Provide the Board with minutes from Committee meetings and updates on matters of relevance (<i>as required</i>)					
c. Review other matters or initiatives as the Board or the Committee shall deem appropriate (<i>as required</i>)					
d. Perform such functions as may be required by law, the Company's certificate of incorporation, memorandum, articles, or by the Board (<i>as required</i>)					