

ENDOCARE, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

(As Adopted by the Board of Directors on November 10, 2005;
amended May 18, 2006 and February 22, 2007)

I. Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Endocare, Inc. (the "Company") to assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company's Bylaws and by applicable law.

II. Committee Membership

Committee members shall be elected by the Board, based on the recommendation of the Nominating and Corporate Governance Committee, at the annual meeting of the Board. Unless otherwise directed by the Board, each member shall serve until his or her successor shall be duly elected and qualified or until his or her earlier resignation or removal from the Board or the Committee.

The Committee shall consist of no fewer than three members. Unless otherwise approved by the Board consistent with applicable laws and regulatory requirements, each member of the Committee shall meet the independence requirements of the Nasdaq Stock Market LLC, as determined by the Board, the definition of a "Non-employee Director" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and the requirements of Section 162(m) of the Internal Revenue Code for "outside directors," as amended.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee.

The Committee shall meet at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the length of each meeting and the agenda of items to be addressed at each meeting. The agenda for each meeting will be circulated to each Committee member in advance of the meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson's absence) shall

regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The CEO may not be present during voting or deliberations on his compensation.

IV. Committee Authority and Responsibilities

The Committee shall:

- a. Oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- b. Annually review and approve the Company's corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation.
- c. Annually review and approve non-CEO executive officer compensation, incentive-compensation plans and equity based-plans. The Committee shall attempt to ensure that the Company's compensation program is effective in attracting and retaining key employees, reinforces business strategies and objectives for enhanced stockholder value, and is administered in a fair and equitable manner consistent with established policies and guidelines.
- d. Administer the Company's incentive-compensation plans and equity based-plans.
- e. Approve or recommend to the Board approval of any new equity compensation plan or any material change to an existing plan.
- f. Approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Committee or the Board.
- g. Set appropriate overall corporate performance measures and goals for executive officers and determine the extent that established goals have been achieved and any related compensation earned.
- h. Review and approve for the Company's executive officers employment agreements, severance agreements, and change of control agreements/provisions.

- i. Review and discuss with management the Company's Compensation Discussion and Analysis and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the Compensation Discussion and Analysis should be included in the annual report and proxy statement, and prepare the Committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
- j. Prepare and issue the evaluation required under "Performance Evaluation" below.
- k. Annually reassess the form and amount of director compensation and approve any changes thereto, with input as appropriate from the Nominating and Corporate Governance Committee.

V. Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this Charter.

VI. Committee Resources

The Committee shall be empowered, without the approval of the Board or management, to engage and compensate outside legal, compensation, accounting and other advisers, as it determines necessary to carry out its duties. The Committee shall have the sole authority to retain and terminate any consultant that it uses to assist in the Committee's evaluation of CEO or executive compensation and shall have the sole authority to approve that consultant's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (a) compensation to any adviser employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form and delegate authority to subcommittees when appropriate.