

# ENDOCARE, INC.

## AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As Adopted by the Board of Directors on November 10, 2005;  
amended November 15, 2007)

### **I. Purpose**

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Endocare, Inc. (the "Corporation"), is appointed by the Board for the following purposes: (i) to oversee the size and composition of the Board; (ii) to assess the performance and effectiveness of the Board; (iii) to make recommendations regarding nominees for election to the Board; and (iv) to establish, implement and oversee the Company's Corporate Governance Guidelines.

### **II. Committee Membership**

Committee members shall be elected by the Board, 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 death, resignation or removal from the Board or the Committee.

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market LLC, as determined by the Board.

### **III. Structure and Meetings**

The Committee shall conduct its business and meetings in accordance with this Charter, the Company's Bylaws and any direction set forth by the Board. The Committee chairperson shall be designated by the Board and shall be the Lead Independent Director.

The Committee shall meet as often as the chairperson, in consultation with the other members, determines necessary and appropriate. A majority of the appointed members, but not less than two (2) members, shall constitute a quorum for the transaction of business.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

The Committee chairperson shall preside at each meeting and, in consultation with the other members, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The agenda for each meeting will be distributed to each member in

advance of the applicable 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 shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

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 as appropriate. The CEO may not attend any meeting where the CEO's performance or compensation is discussed.

#### **IV. Committee Authority and Responsibilities**

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe. Further, the Committee shall:

##### *Nominations-Related Matters*

- a. Oversee the size and composition of the Board to assess whether the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company, as determined by the Committee;
- b. Oversee the Company's director nominations process;
- c. Implement procedures for identifying and evaluating candidates for the Board;
- d. Implement a policy regarding whether the Committee will consider director candidates recommended by stockholders and, if such candidates will be considered, implement procedures to be followed by stockholders in submitting such recommendations;
- e. Develop and periodically review any specific qualifications and skills that candidates for the Board should possess;
- f. Consider and make recommendations to the Board with respect to the nomination or election of directors of the Company, including recommendations respecting directors proposed for reelection;
- g. Review and recommend to the Board an appropriate course of action upon the death, resignation or removal of any Board member or any expansion of the Board;
- h. Review and recommend to the Board the appointment of (i) Board members to committees of the Board, (ii) the Chairperson of the Board and (iii) a chairperson for each committee of the Board;

### *Governance-Related Matters*

- i. Review the Company's Corporate Governance Guidelines annually and recommend changes to the Board as appropriate;
- j. Oversee an evaluation of the performance and effectiveness of the Board and its committees at least annually;
- k. Annually evaluate each director's individual performance when considering whether to nominate the director for reelection to the Board;
- l. Annually review the CEO's performance and report to the Board regarding the results of the performance review;
- m. Upon request of the Compensation Committee, provide input regarding the form and amount of director compensation, with any changes to be approved by the Compensation Committee as appropriate; and
- n. Perform such other functions and have such other powers consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board may deem appropriate.

### **V. Performance Evaluation**

The Committee shall, at least, 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 third party consultants and advisers, as it determines necessary to carry out its duties, and the power to take any other necessary or proper action to fulfill the purposes and intent of this Charter. The Committee shall also have sole authority to retain and terminate any search firm to be used to identify potential directors of the Company, including sole authority to approve any such search firm'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.