

**CHARTER FOR THE ORGANIZATION AND COMPENSATION
COMMITTEE OF THE BOARD OF DIRECTORS
OF
SURMODICS, INC.**

I. PURPOSE

The Organization and Compensation Committee (the “Committee”) of the Board of Directors of SurModics, Inc. (the “Company”) shall be responsible for matters relating to (1) executive compensation programs, (2) key employee compensation programs, (3) director compensation programs, (4) corporate culture programs, and (5) organizational planning and changes at the executive level.

II. MEMBERSHIP

The Committee shall consist of at least three directors elected by the Board, each of whom shall meet the independence requirements of the Nasdaq Stock Market, Inc. The Chair of the Committee shall be elected by the Board or, if not elected by the Board, then by the majority of the members of the Committee.

III. RESPONSIBILITIES

The functions of the Committee, on behalf of the Board, shall include having responsibility to:

- (a) Review periodically the Company’s compensation philosophy and major compensation programs, benefit plans, and equity-based award programs for all categories of employees.
- (b) Review and approve, at least annually, the Company’s goals and objectives relevant to the Chief Executive Officer (“CEO”) and all other executive officers of the Company, and to determine, or recommend to the Board for determination, the overall compensation for the CEO and all other executive officers of the Company. In determining the compensation for the CEO and other executive officers, the Committee shall consider the Company’s performance and relative stockholder return, and other specific issues as identified from year to year.
- (c) Review and approve, at least annually, the annual base salaries and annual incentive opportunities of the CEO and all other executive officers of the Company. In addition, periodically and as and when appropriate, the Committee shall review and approve the following as they affect the CEO and all other elected officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits. The Committee shall also review and approve any special or supplemental compensation and benefits for the CEO, all other executive officers, and persons who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

- (d) Review periodically all components of compensation for directors and recommend any proposed changes to the Board.
- (e) Review and recommend succession and organizational planning, as well as changes to the executive level.
- (f) Periodically review the Company's employee organizational and corporate culture plans and strategies to ensure that there is an alignment with the beliefs and philosophies of the Company. At least annually, management will present to the Committee an overview of the key initiatives that are designed to reinforce and strengthen the Company's core cultural values. Management will also report to the Committee concerning employee surveys, employee relations programs, employee lawsuits, employee turnover, summaries of significant human resource issues, employee complaints and compliance with policies and practices.
- (g) Prepare the report or other such information as required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
- (h) Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- (i) To act as a resource to the full Board and the CEO to provide advice and recommendations on issues related to compensation, organization and general human resource matters.

IV. AUTHORITY

The Organization and Compensation Committee shall have the authority, as and when it shall determine to be necessary or appropriate to carry out its responsibilities to::

- (a) at the expense of the Company, if required, (1) conduct such studies, analyses and evaluations necessary to perform the duties and fulfill the responsibilities assigned to it by the Board of Directors, (2) identify and engage such compensation and other consulting assistance as it deems necessary to fulfill its responsibilities.
- (b) have full and independent access to (1) the Company's outside counsel and to Company personnel, after first notifying the Chief Executive Officer or the Chief Financial Officer of the intention to interview Company personnel, and (2) the Company's business and financial information.
- (c) take all action appropriate to the performance of the Committee's duties.

V. MEETINGS/MINUTES

The Committee shall meet not less than once per year, and as many additional times as the Committee deems necessary. A majority of members will constitute a quorum and will be able to conduct the business of the Committee. As necessary or desirable, the Committee may request that members of management and representatives of the Company's independent accountants be present at meetings of the Committee.

The Organization and Compensation Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. MANAGEMENT COOPERATION

Management of the Company shall cooperate with the Organization and Compensation Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.