

KENSEY NASH CORPORATION COMPENSATION COMMITTEE CHARTER

A. PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Kensey Nash Corporation (the "Company") is to assist the Board in the discharge of its responsibilities relating to compensation of the Company's executive officers and the Board, and to generally review the Company's compensation policies and practices for the Company's employees.

B. COMPOSITION AND MEMBERSHIP

1. Number. The Committee shall consist of at least three independent members of the Board.
2. Independence. Each member of the Committee shall be an "independent director" as defined by the applicable rules of the NASDAQ Stock Market ("NASDAQ") and the Company's Corporate Governance Guidelines.
3. Compensation. The compensation of Committee members and the chairperson of the Committee shall be recommended by the Committee and approved by the Board.
4. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Corporate Governance and Nominating Committee. The Board may remove members of the Committee, with or without cause.
5. Chairperson. The Chairperson of the Committee shall be appointed by the Board, upon the recommendation of the Corporate Governance and Nominating Committee.

C. AUTHORITY AND RESPONSIBILITIES

1. Compensation Guidelines:
 - a. Chief Executive Officer and Executive Officer Compensation. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of both those goals and personal goals and objectives, and review and recommend for approval by the Board the CEO's compensation based on these evaluations. The Committee shall also review and recommend for approval by the Board the compensation of the Company's other executive officers.

Compensation subject to review and recommendation to the Board for approval shall include salary, bonus and incentive compensation; deferred compensation; executive perquisites; equity compensation, including equity awards to induce employment (subject to paragraph (d) of this Section C); severance arrangements; change-in-control benefits and any other forms of executive officer compensation. In determining the long-term incentive component of the executive officers' compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to executive officers at comparable companies, the CEO's recommendation for such awards (in the case of awards to executive

officers other than the CEO), and the awards given to the executive officers in past years. The Committee shall meet without the presence of any executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.

In making such recommendations to the Board, the Committee shall endeavor to understand and analyze the full compensation picture, utilizing tools such as tally sheets, internal pay equity audits and peer group benchmarking.

The Committee shall periodically review the effectiveness and competitiveness of the Company's compensation program for its executive officers, and consider such factors when determining compensation of its executive officers.

- b. Compensation of Non-Executive Employees. The Committee shall annually review, and, as appropriate, discuss with the CEO and other members of senior management, the Company's compensation policies and practices for non-executive employees of the Company.
- c. Review of Compensation Related Risk. The Committee shall annually review and assess the Company's compensation policies and practices for all employees, considering factors such as the general design philosophy of the Company's compensation policies and practices, the Company's assessment as to any material risks of the Company that result from the Company's compensation policies and practices (including how such policies and practices relate to risk management and risk taking incentives), and the extent to which the Company monitors its compensation policies and practices to determine whether its risk management objectives are being met with respect to incentivizing employees. To the extent the Committee identifies any risks in such policies or practices, the Committee shall discuss with management any actions the Company may take to mitigate such risks.
- d. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. In addition to any recommendation provided by the Committee to the full Board, the Committee shall approve any tax-qualified, non-discriminatory employee benefit plans and any amendments thereto (and any parallel nonqualified plans) for which stockholder approval is not required (under NASDAQ rules or otherwise) and pursuant to which stock may be acquired by officers, directors, employees or consultants of the Company.
- e. Incentive Plan Administration. The Committee shall exercise all rights, authority and functions of the "Committee," as defined in the Seventh Amended and Restated Kensey Nash Corporation Employee Incentive Compensation Plan, as may be amended, restated or otherwise modified and in effect from time to time, or otherwise under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make other stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. The Committee shall also approve any options and other stock awards made outside of the Company's plans (e.g., as an award to induce an individual to join the Company

as an employee), to the extent permitted by applicable law and the rules of NASDAQ. All grants of options and other stock awards shall be made in accordance with the Company's equity awards policy. The Committee shall periodically review the Company's equity awards policy and recommend any changes to the Board for approval. The Company shall not authorize or approve the "repricing" of any options or stock appreciation rights.

- f. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to non-employee director compensation. Outside information comparing the procedures of similar companies will be information taken into account by the Committee.
- g. Committee Report on Executive Compensation. The Committee shall review and discuss with management the Compensation Committee Report to be included in the Company's proxy statement for its annual meeting of stockholders and/or the Company's Annual Report on Form 10-K, and any other compensation-related disclosure in the Company's filings with the Securities and Exchange Commission (the "SEC") or otherwise required by applicable securities laws, rules and regulations or by the rules of NASDAQ.
- h. Additional Powers. The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws, or the Board, or as are required by the SEC or NASDAQ.

D. COMPENSATION DISCUSSIONS AND ANALYSIS

- 1. The Compensation Committee. The Committee shall review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement for its annual meeting of stockholders and/or the Company's Annual Report on Form 10-K.

E. PROCEDURES AND ADMINISTRATION

- 1. Meetings. In order to perform its responsibilities, the Committee shall meet as often as it deems necessary, but in no case less than twice per year. A majority of the members of the Committee shall constitute a quorum at a meeting of the Committee for the transaction of business by the Committee. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
- 2. Reports to Board. The Committee shall maintain minutes of its meetings and report its findings to the Board after each Committee meeting, but not later than the first Board meeting following such Committee meeting.
- 3. Other Reports. The Committee shall annually evaluate the performance of the CEO and, together with the CEO all other senior executives of the Company, and shall report its conclusions and recommendations to the Board. In the preparation of such report, the Committee may consider recommendations submitted to it by Company management, the Board or other committees of the Board.
- 4. Consulting Arrangements.

- a. General. The Committee shall have the authority to appoint, retain, evaluate and terminate any compensation consultant (any such consultant, a "Compensation Consultant") to be used to assist in the evaluation of executive officer and director compensation. The Committee shall also have authority to commission compensation surveys or studies as the need arises. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such Compensation Consultants as established by the Committee. The Committee shall keep the CEO advised as to the general range of anticipated expenses for Compensation Consultants and any other experts.
 - b. Compensation Consultant. In the event that the Committee retains a Compensation Consultant to provide advice or recommendations on the amount or form of executive and director compensation, the Committee shall pre-approve all service fees related to such compensation services and terms with such Compensation Consultants (including any of its affiliates), as well as all services unrelated to such compensation services to be performed by such Compensation Consultants (including any of its affiliates) (collectively, "Pre-Approval Rights"). In the event that management retains a consultant to provide advice or recommendations on the amount or form of executive and director compensation, and the Committee has not retained its own Compensation Consultant for such purposes, the Committee shall have Pre-Approval Rights with respect to such consultants of management. The Committee may delegate, subject to any rules or limitations it deems appropriate, to one or more designated members of the Committee the authority to grant such pre-approvals; provided, however, that the decisions of any member to whom authority is so delegated to pre-approve an activity shall be presented to the full Committee for ratification at its next meeting.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal, accounting, and other advisors, as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee. The Committee shall keep the CEO advised as to the general range of anticipated expenses for outside consultants and experts.
 6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
 7. Review of Charter. The Committee shall, from time to time as it deems appropriate and at least annually, review and reassess the adequacy of this Charter and recommend any changes to the Board for approval.
 8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and report its evaluation to the Board.

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