

 <b>STAAR SURGICAL</b>		
		<b>Last Updated:</b> October 28, 2024
<b>Audit Committee Charter</b>		

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### **1. PURPOSE**

**1.1** The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of STAAR Surgical Company (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements, as well as any related matters required by the U.S. federal securities laws. This charter (this “Charter”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

**1.2** The Committee has overall responsibility for monitoring the integrity of the Company’s financial statements, the independent auditor’s qualifications, independence and performance, the performance of the Company’s internal audit function, and compliance by the Company with applicable laws, rules, and regulations. The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with U.S. generally accepted accounting principles (“GAAP”) and for preparing the Company’s financial statements and disclosures that are complete and accurate and in accordance with GAAP and applicable laws, rules, and regulations, including the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

### **2. MEMBERSHIP AND ORGANIZATION**

**2.1** Committee Composition. The Committee shall be comprised of no fewer than three members, with the exact number determined by the Board. The members of the Committee will be appointed annually by the Board on the recommendation of the Committee and will serve at the Board’s discretion. Committee members may be replaced or removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board on the recommendation of the Committee. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee.

**2.2** Committee Independence and Qualifications. Each member of the Committee shall meet the independence requirements under applicable NASDAQ rules and any other applicable laws, rules, and regulations (including the rules and regulations of the SEC) or other qualifications as are established by the Board from time to time. Further, each member shall be free of any relationship that, in the

opinion of the Board, would interfere with his or her individual exercise of independent judgment. All members of the Committee shall be able to read and understand fundamental financial statements. No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years. At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC.

**2.3** Committee Chair. The Board will appoint one member of the Committee to serve as the chairperson (the “Committee Chair”). The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee Chair shall participate in the preparation of the agenda for each meeting. The Committee Chair shall determine the frequency and length of each meeting and shall have the authority to call interim meetings and seek Committee action by written consent as necessary or appropriate to carry out its responsibilities.

### **3. MEETINGS, PROCEDURES, AND AUTHORITY**

**3.1** Meetings. The Committee shall hold no fewer than four regularly scheduled meetings each year and shall meet at least quarterly. In addition, special meetings of the Committee may be called from time-to-time as necessary, appropriate, or advisable in accordance with the Company’s bylaws. Committee meetings may be conducted in person or remotely by telephone or Internet. The Committee shall meet separately, and periodically, with management and the independent auditor. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s bylaws.

**3.2** Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

**3.3** Minutes and Records. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and it will file such minutes and copies of written consents with the minutes of the meetings of the Board.

**3.4** Reports. The Committee will report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee. The Committee will also report to the Board at least annually regarding the Committee’s performance against the responsibilities set forth in this Charter.

**3.5** Advisors. The Committee may, in its sole discretion, retain or obtain the advice of outside legal counsel or other advisors (each, an “Advisor”). The Committee will have sole authority to approve the Advisor’s fees (the expense of which will be borne by the Company) and other terms and conditions of the Advisor’s retention. To the extent required under applicable NASDAQ rules and any other applicable laws, rules, and regulations, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the Advisor’s independence from management.

**3.6** Authority. The Committee is authorized to exercise the responsibilities set forth in this Charter and to perform such other functions as are consistent with its purpose and applicable laws, rules, and regulations and as the Board may request or as the Committee deems necessary or appropriate. Delegation by the Board to the Committee of the authority and responsibilities set forth in this Charter shall not preclude the Board from taking any action permitted to be taken under applicable laws, rules,

and regulations, provided that the Committee shall have sole authority to retain and terminate any Advisor. The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules, and regulations, form and delegate authority to subcommittees consisting of one or more members of the Committee.

#### **4. RESPONSIBILITIES REGARDING FINANCIAL STATEMENTS AND DISCLOSURE MATTERS**

**4.1 Annual Financial Statements.** The Committee will review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

**4.2 Quarterly Financial Statements.** The Committee will review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including disclosures made in management's discussion and analysis and the results of the independent auditor's review of the quarterly financial statements.

**4.3 Financial Reporting Issues and Judgments.** The Committee will discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.

**4.4 Internal Controls.** The Committee will review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting. The Committee will review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Company's Annual Report on Form 10-K.

**4.5 Independent Auditor Reports.** The Committee will review and discuss quarterly reports from the independent auditors on: (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

**4.6 Conduct of the Audit.** The Committee will discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

**4.7 Earnings Press Releases.** The Committee will discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

**4.8**     Accounting Initiatives. The Committee will discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements. The Committee will proactively engage with management and the independent auditor in the implementation of new accounting standards, including assessing whether sufficient time and resources have been devoted to develop sound accounting policies and whether appropriate controls and procedures have been established for the transition to the new standards.

**4.9**     Financial Risk Exposures. The Committee will discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. The Committee will review and approve the Company's policies governing the use of swaps and other derivatives transactions.

**4.10**    Management Certifications. The Committee will review the Company's disclosure controls and procedures, including disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls.

**4.11**    Going Concern. The Committee will ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

## **5. RESPONSIBILITIES REGARDING THE INDEPENDENT AUDITOR**

**5.1**     Appointment. The Committee shall have the sole authority to appoint, replace, determine funding for, and oversee the independent auditor (subject, if applicable, to shareholder ratification). The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

**5.2**     Services. The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee may delegate authority to a subcommittee the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

**5.3**     Independence. Before the engagement of the independent auditor and at least annually thereafter, the Committee will review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the Committee that the auditor is independent.

**5.4**     Audit Scope. The Committee shall meet with the independent auditor prior to the audit to review the scope, planning, and staffing of the audit. The Committee will engage in a dialogue with the independent auditor on the responsibilities of the auditor in relation to the audit, terms of the audit engagement, overview of the overall audit strategy and timing of the audit, and observations arising from the audit that are significant to the financial reporting process.

**5.5**     Audit Quality. The Committee will obtain and review a report from the independent auditor at least annually regarding: (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor; and (c) any steps taken to deal with any such issues. The Committee will evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board.

**5.6**     Relationships with the Company. The Committee will obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company. It is the responsibility of the Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for purposes of taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor. The Committee will recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor.

**5.7**     Audit Partner. The Committee will review and evaluate the lead partner of the independent auditor team and ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law. The Committee will consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditor on a regular basis.

**5.8**     Critical Audit Matters. The Committee will engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.

**5.9**     Illegal Acts. The Committee will obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

## **6. OTHER RESPONSIBILITIES**

**6.1**     Internal Audit Function. The Committee will review the appointment and replacement of the senior internal audit executive and discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit. The Committee will review the results of significant reports to management prepared by the internal auditing department and management's responses.

**6.2**     Related Party Transactions. The Committee will review all related person transactions which are required to be reported under applicable SEC regulations on an ongoing basis and all such transactions shall be approved by the Committee in accordance with the Company's Related Person Transaction Policy and Procedures. The Committee shall periodically review such policy and recommend any changes to the Board, as appropriate.

**6.3**     Complaints. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

**6.4**     Regulators. The Committee will discuss with management and the independent auditor any correspondence with regulators or governmental agencies, and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

**6.5**     Legal and Compliance. The Committee will advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations. The Committee will review and discuss (a) the overall adequacy and effectiveness of the Company's legal and compliance programs, and (b) any legal or compliance matters that may have a material impact on the Company's financial statements.

**6.6**     Risk Assessment and Risk Management. The Committee will discuss the Company's approach to risk assessment and risk management and monitor the Company's enterprise risk management activities. In addition, the Committee shall oversee the Company's management of risks related to cybersecurity and data privacy, including data security risk mitigation efforts.

**6.7**     Code of Ethics. The Committee will have the authority to recommend to the Board the adoption of, and any proposed changes to, a code of business conduct and ethics (the "Code of Ethics") applicable to the Company's Chief Executive Officer, Chief Financial Officer, and principal accounting officer, as well as other employees and directors. The Committee will review requests for waivers under the Code of Ethics sought with respect to any executive officer or director.

**6.8**     Audit Committee Report. The Committee will prepare the annual Audit Committee Report for inclusion in the Company's Annual Report on Form 10-K or annual proxy statement, as applicable.

**6.9**     Assessment. At least annually, the Committee will review and evaluate the performance of the Committee. The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. Any proposed changes to this Charter shall be subject to review and approval by the Board.