

 <b>STAAR SURGICAL</b>		
		<b>Last Updated:</b> October 3, 2024
<b>Compensation Committee Charter</b>		

## **TABLE OF CONTENTS**

1. Purpose
2. Membership and Organization
3. Meetings, Procedures, and Authority
4. Responsibilities

### **1. PURPOSE**

**1.1** The purpose of the Compensation 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 compensation of the Company’s executive officers and directors. 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 all plans, policies and programs of the Company as they affect executive compensation, including compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee shall support the Board’s efforts to attract, retain, and incentivize Company management and plan for the succession of Company management. In carrying out its responsibilities, the Committee shall seek to compensate the Executive Officers in a manner that conforms to the compensation strategy of the Company, that addresses the Company’s need to effectively compete in recruiting and retaining qualified Executive Officers, and that conforms to the requirements of applicable laws, rules, and regulations.

### **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 Nominating and Governance Committee (the “Nominating 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 Nominating 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. 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 U.S. Securities and Exchange Commission) or other qualifications as are established by the Board from time to time. At least two Committee members will also qualify as a “non-employee” director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. 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.



**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 two regularly scheduled meetings each year. 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 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 compensation consultants, 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**

**4.1** Compensation Philosophy. The Committee will periodically review and approve the Company’s philosophy, strategy, and practices with respect to the compensation of Company



Executive Officers that support and reinforce the Company's long-term strategic goals, organizational objectives, and shareholder interests.

**4.2 Compensation of CEO.** The Committee will annually review corporate goals and objectives relevant to CEO compensation and recommend annual performance goals for the CEO to the Board for approval. The Board shall be responsible for reviewing and approving all elements of compensation for the CEO (including but not limited to salary, bonus, and awards under the Company's long-term incentive plans), based on the recommendation of the Committee. The CEO may not be present during voting on or discussion of his or her compensation. The Committee shall oversee the annual performance review of the CEO and shall report on the Committee's review to the Board, which shall be considered by the Board in approving CEO compensation.

**4.3 Compensation of Other Executive Officers.** The Committee will annually review and approve goals and objectives relevant to Executive Officer compensation (other than the CEO). The Committee shall be responsible for reviewing and approving all elements of Executive Officer compensation (other than the CEO) (including but not limited to salary, bonus, and awards under the Company's long-term incentive plans). The Committee shall consider the performance of the Executive Officers (other than the CEO) relative to such goals and objectives in making its compensation determinations.

**4.4 Compensation of Management.** The Committee shall be responsible for reviewing and approving all elements of compensation to members of Company management serving on the Executive Committee (including but not limited to salary, bonus, and awards under the Company's long-term incentive plans). Members of management may report on the performance of such employees and make compensation recommendations to the Committee with respect thereto.

**4.5 Compensation of Board of Directors.** The Committee will have the authority to review and make recommendations to the Board regarding compensation for members of the Board.

**4.6 Compensation Benchmarking.** The Committee shall review and approve the selection of the Company's peer companies for purposes of compensation benchmarking, including assessing compensation levels, equity usage, incentive plan design and compensation practices.

**4.7 Incentive and Equity Compensation Plans.** The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "Plans"). The Committee will have full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

**4.8 Incentive and Equity Compensation Awards.** The Committee will have the authority to review and approve the Company's incentive and equity compensation strategy with respect to the total number and amount of awards to be granted, the relative participation of senior management and other employees, and the types of awards to be granted. The Committee will also have authority to determine eligibility for awards under Company Plans and the terms under which awards are granted. Such authority may be delegated by the Committee for grants of awards to employees that are not Executive Officers, as the Committee deems appropriate.

**4.9 Employment and Other Agreements.** The Committee will periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) any employment and severance arrangements; (b) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly



served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

**4.10 Recoupment Policy.** The Committee will have the authority to recommend to the Board the adoption of, and any proposed changes to, a recoupment or similar policy or agreement between the Company and the Executive Officers, or other employees, which includes standards for seeking the return, or “clawback,” of bonus compensation, including any such policy required under applicable NASDAQ rules and any other applicable laws, rules, and regulations.

**4.11 Stock Ownership Guidelines.** The Committee will have the authority to recommend to the Board the adoption of, and any proposed changes to, stock ownership guidelines or any similar policy or agreement between the Company and the Company’s directors, Executive Officers, or other employees, which includes guidelines for the ownership of shares of the Company’s common stock to align interests with the Company’s shareholders.

**4.12 Employee Benefit Plans.** The Committee will review the Company’s employee benefit plans and programs and approve changes subject, where appropriate, to shareholder or Board approval.

**4.13 Compensation Discussion and Analysis.** The Committee will review and discuss with management the “Compensation Discussion and Analysis” (“CD&A”) to be included in the Company’s Annual Report on Form 10-K or annual proxy statement, as applicable, and will consider whether to recommend to the Board that the Company’s CD&A be included in the appropriate filing.

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

**4.15 Compensation Risk Assessment.** The Committee will periodically review whether the Company’s compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company and the steps management has taken, or should consider taking to monitor or mitigate such risks.

**4.16 Human Capital Management.** The Committee will have the authority to review the Company’s human capital management and social responsibility policies and practices, as well as the Company’s public reporting on these topics. This oversight shall include periodic review of the Company’s policies, programs, and initiatives consisting of, among other things, the Company’s demographics, talent development, employee retention and employee compensation. The Committee shall also periodically review the Company’s employee diversity and inclusion recruitment, retention, and compensation efforts, and shall assist management with implementation of its diversity strategy.

**4.17 Succession Planning.** The Committee will review and make recommendations to the Board for Executive Officer development and retention and corporate succession plans for the Company’s Executive Officers. The Committee will periodically review with management the Company’s general management succession plans.

**4.18 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.