

 <b>STAAR SURGICAL</b>		
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<b>Nominating and Governance 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 Nominating and Governance 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 director nominations process and procedures, developing and maintaining the Company's corporate governance policies, and any related matters required by the 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 identifying and recommending to the Board potential director candidates, advising and making recommendations to the Board on matters of corporate governance, overseeing the Board evaluation and assessment process, and recommending the composition and leadership of the Board's committees. In carrying out its responsibilities, the Committee shall seek to advance the functioning and effectiveness of the Board and the Board's committees and further good corporate governance practices to meet the Board's fiduciary obligations to shareholders, 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 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. 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. 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 director search firms, 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 Director Candidates.** The Committee will identify and evaluate potential candidates for Board membership and make recommendations to the Board for the nomination of candidates for election to the Board or to fill vacancies on the Board. The Committee shall be responsible for evaluating each candidate's qualifications and checking relevant references. The Committee shall seek to complete

customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.

**4.2**     Director Qualifications. The Committee will periodically review and recommend to the Board director selection criteria, including general criteria, skills, experience and qualifications for potential director candidates, to assist the Board in identifying and evaluating potential candidates for Board membership.

**4.3**     Continuing Directors. The Committee will review and make recommendations to the Board for the nomination of continuing directors for re-election to the Board. The Committee will consider the results of Board self-evaluations and individual director performance in making its recommendation.

**4.4**     Director Independence. The Committee shall assist the Board in determining and monitoring whether or not continuing directors and potential director candidates qualify as independent directors under applicable NASDAQ rules and meet the independence standards set forth in the Securities Exchange Act of 1934, as amended.

**4.5**     Directors Who Change Their Principal Occupation or Business Association. In the event a director changes his or her principal occupation or business association, or publicly announces a future change in his or her principal occupation or business association, the Committee will evaluate the appropriateness of continued Board service under the new circumstances. The Committee will consider the impact on the director's time and attention for effective Board service, as well as the potential for conflicts with the Company's interests, and make a recommendation to the Board as to what action to take, if any.

**4.6**     Board Orientation and Continuing Education. The Committee shall monitor orientation needs for newly elected directors and support the Company's efforts to effectively onboard new directors. The Committee will also monitor continuing education and training needs for continuing directors and make recommendations to the Board where appropriate.

**4.7**     Board Evaluation. The Committee will oversee the performance evaluation process for the Board and its committees. The Committee is responsible for establishing the evaluation criteria and evaluation process, including any surveys of director observations, suggestions and preferences.

**4.8**     Board Organization. The Committee will review the composition, size and organization of the Board and its committees and make recommendations to the Board with respect thereto. The Committee will make recommendations to the Board regarding the appointment of directors to serve as members of each Board committee and committee chairpersons.

**4.9**     Corporate Governance Guidelines. The Committee will have the authority to recommend to the Board the adoption of, and any proposed changes to, a set of corporate governance guidelines applicable to the Company. The Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the corporate governance guidelines and recommend any proposed changes to the Board for approval.

**4.10**    Insider Trading Policy. The Committee will have the authority to recommend to the Board the adoption of, and any proposed changes to, an insider trading policy applicable to the Company, Company employees, directors and other designated Company insiders.

**4.11** Governance Matters and Policies. The Committee will oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any new, or proposed changes to existing, documents, policies, and procedures in the Company's corporate governance framework.

**4.12** Environmental and Sustainability Policies. The Committee will review and discuss with management the Company's environmental and sustainability policies and practices, as well as its public reporting with respect thereto.

**4.13** 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.