

 STAAR SURGICAL		
		Last Updated: October 3, 2024
Corporate Governance Guidelines		

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1. PURPOSE AND POLICY

1.1 The purpose of these Corporate Governance Guidelines (these “Guidelines”) is to promote the functioning of the Board of Directors (the “Board”) of STAAR Surgical Company (the “Company”) in furtherance of its fiduciary duties and to serve the interests of the Company and its shareholders. These Guidelines reflect the Board’s commitment to building long-term shareholder value with an emphasis on corporate governance.

1.2 These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. These Guidelines are intended to serve as a framework within which the Board performs its functions and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem necessary, appropriate or advisable.

2. ROLE AND COMPOSITION OF THE BOARD

2.1 Board Role. The Board, which is elected by the Company’s shareholders, oversees the long-term health of the Company’s business and its financial strength on behalf of the shareholders. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management. The Board is the ultimate decision-making body of the Company, except with respect to those matters reserved for the shareholders by the laws of Delaware, the Company’s certificate of incorporation or any regulation or listing standard that may be applicable to the Company.

2.2 Board Size. The Company’s certificate of incorporation provides that the Board shall have no fewer than five and no more than nine members, but the Board may review its own size from time-to-time and determine the size that is most effective for its operations within the limitations specified in the certificate of incorporation.

2.3 Board Chair. The Board shall elect from among its members a chairperson to serve in accordance with the Company’s bylaws (the “Board Chair”). The Board Chair is the chief steward of the Company’s corporate governance and leads the activities of the Board . The Chief Executive Officer (the “CEO”) is in charge of the management of the Company. The Board determines whether to have a joint CEO-Chair position or whether to separate these offices. The CEO will be nominated to serve

on the Board, if he or she does not already serve as a director, and if elected by the shareholders will participate fully in all Board activities except those reserved for Independent Directors (as defined below). The Board has no policy requiring either that the positions of the Board Chair and the CEO be separate or that they be occupied by the same individual. The Board believes that it is important to retain flexibility to allocate the responsibilities of the Board Chair and CEO in a way that is in the best interests of the Company's shareholders at a given point in time. The Board annually reviews its leadership structure to evaluate whether the structure remains appropriate for the Company.

2.4 Lead Independent Director. Whenever the offices of the Board Chair and the CEO are held by the same person, or if the Board Chair is not an Independent Director, the Independent Directors shall elect from among themselves an Independent Director to serve as the Lead Independent Director (the "Lead Independent Director"). The Lead Independent Director shall be elected annually, and may be replaced or removed from such position, by the majority vote of the Independent Directors. The Lead Independent Director's responsibilities include: (a) presiding at meetings of the Board at which the Board Chair is not present, including executive sessions of the Independent Directors; (b) approving information sent to the Board; (c) approving the agenda and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items; (d) serving as liaison between the Board Chair and the Independent Directors; and (e) being available for consultation and communication with major shareholders upon request. The Lead Independent Director also has the authority to call executive sessions of the Independent Directors.

2.5 Board Standing Committees. The Board shall have no fewer than three standing committees. Currently, these are: the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee (the "Nominating Committee"). Each of these committees shall operate pursuant to a written charter approved by the Board, which is posted to the Company's public website. All standing Board committees shall be comprised of and chaired by Independent Directors. Members of all standing Board committees shall also satisfy the qualifications applicable to committee membership and any other requirements pertaining to committee membership under applicable laws, rules and regulations, including under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and applicable NASDAQ rules. The Board shall have the authority to create a new Board committee, rename an existing Board committee, and to modify the duties and responsibilities of a Board committee, subject to compliance with the Exchange Act and applicable NASDAQ rules.

2.6 Director Independence. The Board shall be comprised of a majority of directors who qualify as independent directors (the "Independent Directors") under the applicable NASDAQ rules as determined by the Board. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating Committee.

2.7 Director Qualifications. The Board believes that all directors and potential director candidates should possess characteristics and bring experience to the Board that include the following:

- high standards for personal and professional ethics, integrity and values;
- the ability to think strategically and make decisions with a forward-looking focus, with the ability to assimilate relevant information on a broad range of complex topics;
- respect for the views of others and an open-minded approach to problem-solving;
- independence of thought and willingness to deal directly with difficult issues; and
- broad business and/or professional skills, with an understanding of business and financial affairs, and the complexities of business organization.

2.8 Director Candidates. The Nominating Committee shall be responsible for identifying and evaluating potential candidates for Board membership. When evaluating potential director candidates, the Nominating Committee shall take into consideration input and recommendations from members of the Board, Company shareholders, and if the Nominating Committee deems appropriate, a third-party search firm. The Nominating Committee shall also consider candidates, if any, properly proposed by the Company's shareholders. The Nominating Committee shall be responsible for evaluating each candidate's qualifications and checking relevant references. In addition, the Nominating Committee shall be responsible for interviewing candidates, and for candidates meriting serious consideration, coordinating interviews with other members of the Board. Based on this input, the Nominating Committee will evaluate which of the prospective candidates is qualified to serve as a director and whether the Nominating Committee should recommend to the Board that a candidate be appointed to fill a Board vacancy, or nominated for election by the shareholders, as appropriate.

2.9 Director Selection Criteria. In identifying and evaluating potential candidates for Board membership, the Nominating Committee shall consider the appropriate balance of experience, skills and characteristics required of the Board, including that which is complementary to the experience, skills and characteristics of other Board members, so that an appropriate balance on the Board can be achieved and maintained. The Nominating Committee will assist the Board in determining the appropriate director selection criteria for potential director candidates, including any specialized experience, such as public-company experience, medical device industry experience, other similar regulated industry experience, and financial and accounting experience. The Board believes that it is also important to consider a potential director candidate's contribution to overall Board diversity, including diversity of occupational and personal backgrounds, perspectives, and experiences as well as diversity with respect to demographics such as gender, race, ethnic and national background, veteran status, geography, age and sexual orientation. Further, the Nominating Committee will consider the issue of continuing director tenure and take appropriate steps to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo.

2.10 Board Responsibilities. The core responsibility of the Board is to exercise its business judgment to act in a manner it reasonably believes is in the best interests of the Company and the shareholders. Directors must fulfill their responsibilities consistent with their fiduciary duties to the shareholders in compliance with applicable laws and regulations. Consistent with the oversight function of the Board, the core responsibilities of the Board, some of which may be carried out by one or more committees of the Board, include, without limitation:

- overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing the Company's strategies and monitoring implementation and results;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company, or the entry of the Company into any major new line of business;
- reviewing the performance of the CEO and the other executive officers and setting their compensation

- succession planning for the positions of CEO and the other executive officers;
- overseeing the integrity of the Company's financial statements and the Company's financial reporting process;
- nominating the Company's director candidates and appointing committee members and shaping effective corporate governance; and
- setting the "tone at the top" for standards of ethical and responsible conduct and compliance with applicable laws and regulations.

In addition, the Board shall be responsible for reviewing these Guidelines at least annually, based upon input and recommendations from the Nominating Committee.

2.11 Risk Oversight. The Board is responsible for the oversight of the Company's risk management framework and activities. The Board executes its risk management oversight responsibility directly and through its three standing committees, who regularly report back to the Board. The committee charters provide additional insight on specific areas of risk oversight delegated to each committee. The Board exercises direct oversight of risks not delegated to a committee. The Board and its committees also receive regular reports and presentations from management and, on occasion outside consultants, regarding the Company's risk management framework, specific risk exposures and risk mitigation efforts.

2.12 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, during his or her tenure as a director, that director shall promptly provide notification of such change to the Board Chair and the Chair of the Nominating Committee. The Board does not believe that a director should necessarily be required to leave the Board upon such a change, but that continued service on the Board should be considered under these circumstances. Accordingly, the Nominating Committee will evaluate the appropriateness of continued Board service under the new circumstances, including 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. The Nominating Committee will then make a recommendation to the Board as to what action to take, if any. The Board believes that directors who are also employees of the Company should retire from the Board at the same time they relinquish their corporate officer title, unless the Board requests that such director continue. In appropriate circumstances, the Board may request that the director submit his or her resignation from the Board, in which case the director is expected to submit his or her resignation from the Board.

2.13 Other Board Service. Directors are expected to devote adequate time to their Board duties and to avoid other commitments that could impact the directors' ability to effectively carry out their Board duties. Accordingly, directors should ordinarily not serve on more than four other boards of public companies in addition to the Board. Failure to comply with this limit may result in the Board not re-nominating that director. In addition, each director who is an executive officer of a public company should not serve on more than one other public company board in addition to the Board. In addition, a director seeking to serve on another Board, whether for-profit or not-for profit, should notify the Board Chair and the Chair of the Nominating Committee in advance of accepting such service.

3. FUNCTIONING OF THE BOARD OF DIRECTORS

3.1 Frequency of Meetings. The Board shall hold no fewer than four regularly scheduled meetings each year. In addition, special meetings of the Board may be called from time-to-time as necessary, appropriate or advisable in accordance with the Company's bylaws. Each director is expected to attend no fewer than 75 percent of the total of all Board meetings and meetings of Board committees on which he or she serves. Board and Board committee meetings may be conducted in person or remotely by telephone or Internet. For Board and Board committee meetings conducted in person, each director is expected to participate at such meetings in person, other than in the event of illness or other extenuating circumstances.

3.2 Regularly Scheduled Executive Sessions. Independent Directors shall meet in regular executive sessions, without participation by management or any non-Independent Directors, at least twice per year. Either the Board Chair, if an Independent Director, or the Lead Independent Director, if the Board Chair is not an Independent Director, as applicable at the time, will preside at executive sessions of Independent Directors.

3.3 Selection of Agenda Items for Board Meetings; Meeting Materials. The Board Chair, the Lead Independent Director if one is designated, and the CEO shall participate in the preparation of the agenda for each Board meeting and align on appropriate topics to be covered. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. Each Board member is free to suggest the inclusion of items on the agenda. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. To the extent feasible, the executive officers of the Company are to distribute the meeting agenda and any written materials relating to each Board and Board committee meeting to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

3.4 Board Access to Management. Board members shall have direct access to Company management. Board members shall use sound business judgment to ensure that such contact does not distract management from performing its duties. Furthermore, the Board encourages the CEO to bring members of management into Board meetings who: (a) can provide additional insight concerning the items being discussed, and/or (b) represent members of management with future potential that the CEO believes should be given exposure to the Board.

3.5 Board Access to Independent Advisors. The Board and each Board committee has complete authority to engage, retain and set and approve the compensation of independent consultants, counselors, or advisors as it shall deem necessary, appropriate, or advisable, at the expense of the Company and without consulting or obtaining the approval of any officer of the Company in advance.

3.6 Board Interaction with Institutional Investors, Press and Customers; Shareholder Engagement. The Board believes that management speaks for the Company. In general, directors shall refer inquiries from institutional investors, the press or customers to the CEO or the head of the Company's investor relations function, as appropriate. Directors may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Board Chair. In addition, the Board oversees the Company's shareholder engagement efforts, with assistance from the Nominating Committee and the Compensation Committee, which oversees shareholder engagement on the subject of executive compensation.

3.7 Board Orientation and Continuing Education. Each newly elected director will work with (a) Company management to learn about the Company's business and operations, including the Company's strategy, finances, risk management processes, compliance program and governance practices, and (b) the Company's General Counsel to learn about the duties and responsibilities of a director and the functions and operations of the Board and its committees. Further, directors are encouraged to periodically attend seminars or conferences regarding director duties, responsibilities, and continuing education topics.

3.8 Board Evaluation. The Board shall conduct an annual self-evaluation of its performance, and the performance of each of the Board committees. As part of the evaluation process, individual director performance will also be assessed. The Nominating Committee is responsible for establishing the evaluation criteria and overseeing the evaluation processes. In addition, the Nominating Committee shall be responsible for evaluating continuing directors and determining whether to recommend that the Board nominate a continuing director for re-election to the Board. As part of its evaluation, the Nominating Committee will consider a director's individual performance and contributions to overall Board effectiveness.

3.9 Board Compensation. Compensation for non-employee directors should allow the Company to recruit and retain qualified directors with the background and skills appropriate for membership on the Board. The Compensation Committee of the Board, with input from the Compensation Committee's independent compensation consultant, shall review the principles for setting the form and amount of such compensation and shall recommend a non-employee compensation program to the Board for approval. Such compensation program may include, but is not limited to, retainers for service as a Board member, service as a Board committee member or chair, service as Board chair, and service as Lead Independent Director, as well as equity incentive awards with respect to such service. Any Company executive that serves on the Board shall not receive additional compensation for such service.

3.10 Attendance at Annual Meeting of Stockholders. It is the Company's policy that directors attend the annual meeting of shareholders, if practicable.

4. FUNCTIONING OF BOARD COMMITTEES

4.1 Assignment and Rotation of Committee Members. The Nominating Committee shall be responsible, after consultation with the Board Chair, the CEO, and the Lead Independent Director if one is designated, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating Committee's recommendations, the Board shall be responsible for appointing members and chairpersons of the Board committees. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

4.2 Committee Chairs. The chair of each Board committee shall participate in the preparation of the agenda for each such Board committee meeting. The chair shall determine the frequency and length of each committee meeting and shall have the authority to call interim committee meetings or seek committee action by written consent as necessary or appropriate to carry out the responsibilities of the committee.

5. CONFLICTS OF INTEREST, POLICIES, AND GUIDELINES

5.1 Director Conflicts of Interest. Directors are expected to avoid any action, position or interest that may give rise to an actual or potential conflict of interest with the Company or the appearance of

a conflict of interest. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board Chair. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, recuse himself or herself from any Board discussion on the matter and not vote on the matter. If the nature of the conflict of interest is such that it cannot be resolved through recusal or in any other reasonable matter, then the director is expected to offer to submit his or her resignation to the Chair of the Nominating Committee. The Nominating Committee shall determine whether to accept or reject such offer.

5.2 Code of Ethics. The Board shall periodically review and approve any changes to the Company's Code of Business Conduct and Ethics (the "Code"), which is intended to advance a climate of ethical and responsible conduct and compliance with applicable laws and regulations throughout the organization. The Code shall apply to all Company employees, including the CEO, Chief Financial Officer, and principal accounting officer, as well as the directors. The Company shall implement, maintain, and monitor an ethics hotline that is designed to receive anonymous reports of any known or suspected violations of the Code or any applicable laws and regulations.

5.3 Insider Trading Policy. The Board shall periodically review and approve any changes to the Company's Insider Trading Policy (the "Insider Trading Policy"), which is designed to protect the Company, Company employees, directors and other designated Company insiders from insider trading violations, or allegations of such violations. All directors are expected to comply with the Insider Trading Policy, including by seeking pre-clearance of transactions in shares of the Company's common stock in accordance therewith.

5.4 Disclosure Policy. The Board shall periodically review and approve any changes to the Company's Confidential Information and Disclosure Policy (the "Disclosure Policy"), which establishes guidelines and procedures regarding the protection of Company confidential information, addresses how and when such confidential information may be shared with third parties and disclosed externally, and supports the Company's efforts to comply with Federal securities laws, including Regulation FD. All directors are expected to maintain in strict confidence all confidential information shared with the Board and to otherwise comply with the Disclosure Policy.

5.5 Recoupment Policy. The Compensation Committee shall periodically review and recommend to the Board any proposed changes to the Company's Compensation Recoupment (Clawback) Policy (the "Recoupment Policy"), which is applicable to the Company's executive officers and intended to comply with applicable NASDAQ rules related to the clawback of erroneously awarded executive compensation implementing Rule 10D-1 under the Exchange Act. The Compensation Committee is responsible for administering the Recoupment Policy. Any right of recoupment or recovery pursuant to the Recoupment Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to any other policy, any employment agreement or plan or award terms, and any other legal remedies available to the Company; provided that the Company shall not recoup amounts pursuant to such other policy, terms or remedies to the extent it is recovered pursuant to the Recoupment Policy.

5.6 Stock Ownership Guidelines. The Board shall periodically review and approve any changes to the Company's Stock Ownership Guidelines (the "Ownership Guidelines"), which establish guidelines for directors and the Company's executive officers to acquire and maintain ownership of shares of the Company's common stock to further align their interests with those of the Company's shareholders. Non-employee directors are expected to achieve the minimum ownership level set forth in the Ownership Guidelines within four years of first joining the Board.

6. MANAGEMENT OVERSIGHT

6.1 Management Role. The Board is responsible for setting the overall strategy and direction of the Company, and fulfilling the responsibilities set forth in these Guidelines, while management is responsible for the day-to-day operations and implementation of that strategy. The Board selects the Company's corporate officers, who are charged with the conduct of the Company's business. Having selected the Company's corporate officers, the Board acts in both an advisory role, serving as an advisor and counselor to the corporate officers and senior management, and in an oversight role.

6.2 Management Compensation. 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 Compensation Committee. The CEO may not be present during voting on or discussion of his or her compensation. Final determination of CEO compensation shall be made by the Independent Directors. The Compensation Committee shall be responsible for reviewing and approving all elements of compensation for the Company's corporate officers, other than the CEO, in accordance with its charter.

6.3 Management Performance. The Board shall be responsible for reviewing and approving annual performance goals for the CEO and monitoring his or her progress with respect thereto. The Compensation Committee shall oversee the annual performance review of the CEO and shall report on the Compensation Committee's review to the Board.

6.4 Succession Planning. The Board (including through one or more of its committees) will work on a periodic basis with the CEO to evaluate and develop the Company's succession plans for the Company's corporate officers (including the CEO), as may be needed should any such officer retire and/or or should unexpected occurrences necessitate a change.