

 <b>STAAR SURGICAL</b>		
		<b>Last Updated:</b> October 28, 2024
<b>Related Person Transaction Policy</b>		

## **TABLE OF CONTENTS**

1. Purpose and Policy
2. Definitions
3. Review and Approval of Related Person Transactions
4. Administration

### **1. PURPOSE AND POLICY**

**1.1** The purpose of this Related Person Transaction Policy (this “Policy”) is to assist the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of STAAR Surgical Company (the “Company”) in evaluating and approving, disapproving or ratifying Related Person Transactions (as defined below).

**1.2** This Policy is intended to establish a framework whereby such Related Person Transactions will be reviewed and approved or ratified by the Committee. Under this Policy, a Related Person Transaction shall be consummated or continued only if the Committee shall approve or ratify such transaction as in, or not inconsistent with, the best interests of the Company and its shareholders. This Policy should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation and bylaws, and is intended to augment and work in conjunction with other Company policies having code of conduct and/or conflict of interest provisions. This Policy is intended to serve as a framework within which the Committee exercises its responsibilities and not as a set of legally binding obligations. This Policy is subject to modification from time to time by the Board as the Board may deem necessary, appropriate or advisable.

### **2. DEFINITIONS**

**2.1** Director. For purposes of this Policy, a “Director” is a member of the Board.

**2.2** Executive Officer. For purposes of this Policy, an “Executive Officer” means an employee of the Company that is covered by Section 16a-1(f) of the Securities Exchange Act of 1934, as amended and in effect from time to time.

**2.3** Related Person. For purposes of this Policy, a “Related Person” is:

- 2.3.1** Any Director or Executive Officer (as such terms are defined below) of the Company, and any individual who was a Director or Executive Officer of the Company at any time since the beginning of the last fiscal year.
- 2.3.2** Any nominee for election as a Director of the Company.
- 2.3.3** Any individual or entity known to the Company to be the beneficial owner of more than five percent (5%) of any class of the Company’s voting securities.

- 2.3.4** Any immediate family member of an individual identified in Items 2.3.1 through 2.3.3 above. An immediate family member means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such individual, and any individual (other than a tenant or employee) sharing the household of such individual.

**2.4** Related Person Transaction. For purposes of this Policy, a “Related Person Transaction” is any transaction, arrangement or relationship (or series of similar transactions, arrangements or relationships) in which the Company (or any of its subsidiaries) is, was or will be a participant and the amount involved exceeds \$120,000, and in which the Related Person had, has or will have a direct or indirect material interest, other than:

- 2.4.1** Employment relationships or transactions involving an Executive Officer and any related compensation solely resulting from such employment if (i) the compensation is required to be reported in the Company’s annual proxy or (ii) the Executive Officer is not an immediate family member specified in Item 2.3.4 above and such compensation was approved, or recommended to the Board for approval, by the Compensation Committee of the Company.
- 2.4.2** Compensation for serving as a Director of the Company.
- 2.4.3** Payments arising solely from the ownership of the Company’s equity securities in which all holders of that class of equity securities received the same benefit on a pro rata basis.
- 2.4.4** Indebtedness arising from ordinary-course transactions such as the purchases of goods and services at market prices, and indebtedness transactions with any individual or entity that is a Related Person only by virtue of Item 2.3.3 above.
- 2.4.5** Transactions where the rates or charges are determined by competitive bids.
- 2.4.6** Transactions where the rates or charges are fixed in conformity with law or governmental authority in connection with the provision of services as a common or contract carrier or public utility.
- 2.4.7** Ordinary course transactions involving the provision of certain financial services (e.g., by a bank depository, transfer agent, registrar, trustee under a trust indenture or similar services).

### **3. REVIEW AND APPROVAL OF RELATED PERSON TRANSACTIONS**

**3.1** Committee Review. Management shall present to the Committee for its review the following information, to the extent relevant, with respect to actual or potential Related Person Transactions:

- 3.1.1** A general description of the transaction(s), including material terms and conditions.
- 3.1.2** The name of the Related Person and the basis on which such individual or entity is a Related Person.
- 3.1.3** The Related Person’s interest in the transaction(s), including the Related Person’s position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction(s).

- 3.1.4** The approximate dollar value of (i) the transaction(s) and (ii) the Related Person's interest in the transaction(s), without regard to amount of profit or loss.
- 3.1.5** In the case of a lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments expected to be made.
- 3.1.6** In the case of indebtedness, the aggregate amount of principal to be outstanding and the rate or amount of interest to be payable on such indebtedness.
- 3.1.7** Any other material information regarding the transaction(s) or the Related Person's interest in the transaction(s).

**3.2** Committee Determination. The Committee shall review the information provided by management in accordance with Item 3.1, and after reviewing such information, the disinterested members of the Committee shall approve or disapprove such transaction, subject to the following:

- 3.2.1** No member of the Committee shall participate in the review, consideration or approval of any Related Person Transaction with respect to which such member or any member of his or her immediate family is a Related Person.
- 3.2.2** Approval of such transaction shall be given only if it is determined by the Committee that such transaction is in, or not inconsistent with, the best interests of the Company and its shareholders.
- 3.2.3** If any material information with respect to such transactions shall change subsequent to the Committee's review of such transactions, management shall provide the Committee with updated information at its next scheduled meeting.
- 3.2.4** In the event management becomes aware of a Related Person Transaction that has not been previously approved or ratified under this Policy, it shall be submitted to the Committee promptly, and the Committee shall review the Related Person Transaction in accordance with the criteria set forth in this Policy, taking into account all of the relevant facts and circumstances available to the Committee. Based on the conclusions reached, the Committee shall evaluate all options, including, without limitation, approval, ratification, amendment or termination of the Related Person Transaction or, with respect to any Related Person Transaction that is no longer pending or ongoing, rescission and/or disciplinary action. Any such determination by the Committee shall be reported to the full Board.

#### **4. GENERAL**

**4.1** Interim Determinations. In the event management determines it is impractical or undesirable to wait until the next meeting of the Committee to approve a Related Person Transaction, the Committee Chair may review and approve the Related Person Transaction in accordance with the criteria set forth herein. The Committee Chair will report any such approval to the Committee at its next regularly scheduled meeting.

**4.2** Reporting. The Committee shall report all material Related Person Transactions it has reviewed to the full Board.

**4.3** Assessment. The Committee will periodically review and reassess this Policy and recommend any proposed changes to the Board for approval. Any proposed changes to this Policy shall be subject to review and approval by the Board.