

 <b>STAAR SURGICAL</b>		
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<b>Stock Ownership Guidelines</b>		

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

**1.1** The purpose of these Stock Ownership Guidelines (these “Guidelines”) is to align the interests of the Covered Individuals (as defined in Section 4.1) with the interests of the shareholders STAAR Surgical Company (the “Company”) by establishing guidelines for the Covered Individuals to acquire and maintain ownership of shares of the Company’s common stock (“Common Stock”).

**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 further promote the Company’s commitment to sound corporate governance, and not create a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board based on the recommendation of the Compensation Committee, as the Board may deem necessary, appropriate or advisable.

### **2. STOCK OWNERSHIP GUIDELINES FOR BOARD OF DIRECTORS**

**2.1** Ownership. Non-employee directors are expected to acquire and maintain ownership of a number of shares of Common Stock with a value equal to at least three times (3x) the annual cash retainer for service as a Board member (excluding retainers that may be provided for additional service, such as Board Chair, Lead Independent Director, or member or chair of a Board committee).

**2.2** Timeframe. Non-employee directors are expected to achieve the minimum Common Stock ownership level established hereby within four years of joining the Board. In the event of an increase in the annual cash retainer for service as a Board member, directors shall have two (2) years from the time of the increase to acquire additional shares needed to meet the applicable minimum Common Stock ownership level.

### **3. STOCK OWNERSHIP GUIDELINES FOR MANAGEMENT**

**3.1** Ownership. The Company’s Chief Executive Officer (“CEO”) is expected to acquire and maintain ownership of a number of shares of Common Stock with a value equal to at least three times (3x) his or her annual base salary. Each member of Company management (other than the CEO) who is designated as an “executive officer” of the Company as such term is defined in Rule 3b-7 promulgated under the Securities and Exchange Act of 1934, as amended, (an “Executive Officer”) is

expected to acquire and maintain ownership of a number of shares of Common Stock with a value equal to at least one times (1x) his or her annual base salary.

**3.2 Timeframe.** The CEO and each other Executive Officer are expected to achieve the applicable minimum Common Stock ownership level established hereby within four years of the date on which such Covered Individual becomes subject to these Guidelines (including where the individual becomes subject to a higher multiple due to a promotion).

#### **4. SATISFACTION OF GUIDELINES**

**4.1 Shares Counted.** Shares of Common Stock that count toward satisfaction of these Guidelines include:

- shares that are owned outright by the director, CEO, or Executive Officer (each, a “Covered Individual”), including through open market purchases, shares owned as the result of exercises of stock options or issuance of shares upon vesting of restricted stock unit awards or performance stock unit awards, and shares held through any Company-sponsored plan such as a qualified retirement plan and/or a supplemental executive retirement plan;
- shares owned by immediate family members of a Covered Individual who reside in the same household of the Covered Individual, whether held individually or jointly;
- shares held in a trust for the benefit of a Covered Individual or his or her immediate family members who reside in the same household of the Covered Individual;
- shares earned and/or vested pursuant to stock-based awards granted to the Covered Individual under the Company’s equity incentive plans, for which the Covered Individual has elected to defer delivery of such shares; and
- shares subject to vested and unvested time-based restricted stock and restricted stock unit awards granted to the Covered Individual under the Company’s equity incentive plans.

**4.2 Shares Not Counted.** Shares of Common Stock that do not count toward satisfaction of these Guidelines include:

- shares subject to vested and unvested stock options, whether or not such stock options are “in-the-money”; and
- shares subject to performance stock unit awards for which performance has not yet been determined or certified.

**4.3 Assessment of Compliance.** The Compensation Committee of the Board shall be responsible for monitoring the application of these Guidelines. Compliance with these Guidelines shall be assessed at least annually, typically in the second calendar quarter of the year. Minimum ownership levels shall be calculated based on the Covered Individual’s retainer or base salary rate, as applicable, in effect on such assessment date. The share price used to calculate share ownership value will be the higher of (i) the average daily closing stock price for the thirty (30) calendar days prior to the assessment date and (ii) the average daily closing stock price for the three hundred sixty-five (365) calendar days prior to the assessment date. For the avoidance of doubt, once compliance is established as of the

measurement date, the Covered Individual will be deemed to be in compliance with these Guidelines as long as the Covered Individual continues to own at least the same number of shares of Common Stock as of the original measurement date even if the fair market value of Common Stock declines.

## **5. ADMINISTRATION**

**5.1** Further Actions. The Compensation Committee of the Board has the authority to review each Covered Individual's compliance (or progress towards compliance) with these Guidelines from time to time and, in its sole discretion, to impose such conditions, restrictions or limitations on any Covered Individual as the Compensation Committee determines to be necessary or appropriate in order to achieve the purposes of these Guidelines. For example, the Compensation Committee may mandate that a Covered Individual retain (and not transfer) all or a portion of any shares delivered to the Covered Individual through the Company's compensation plans or limit future equity grants under the long-term incentive plan or annual equity retainers to the Covered Individual until the applicable ownership guideline is achieved or another agreement is reached with the Board.

**5.2** Exceptions. There may be instances where these Guidelines would place a severe hardship on a Covered Individual or where unforeseen circumstances make compliance with these Guidelines impracticable or impossible, although it is expected that these instances will be rare. In such instances, a Covered Individual may enter into a remediation plan, on terms and conditions approved by the Compensation Committee, which may include additional time to gain compliance, impose different stock retention requirements, or provide for other obligations on the Covered Individual until compliance with these Guidelines is achieved. The Compensation Committee, in its sole discretion, shall have the authority to approve a remediation plan for a Covered Individual and to take such other actions that may be necessary or appropriate to reflect the intention of these Guidelines and the Covered Individual's personal circumstances. Each Covered Individual will be notified periodically as to the status of his or her compliance with these Guidelines.