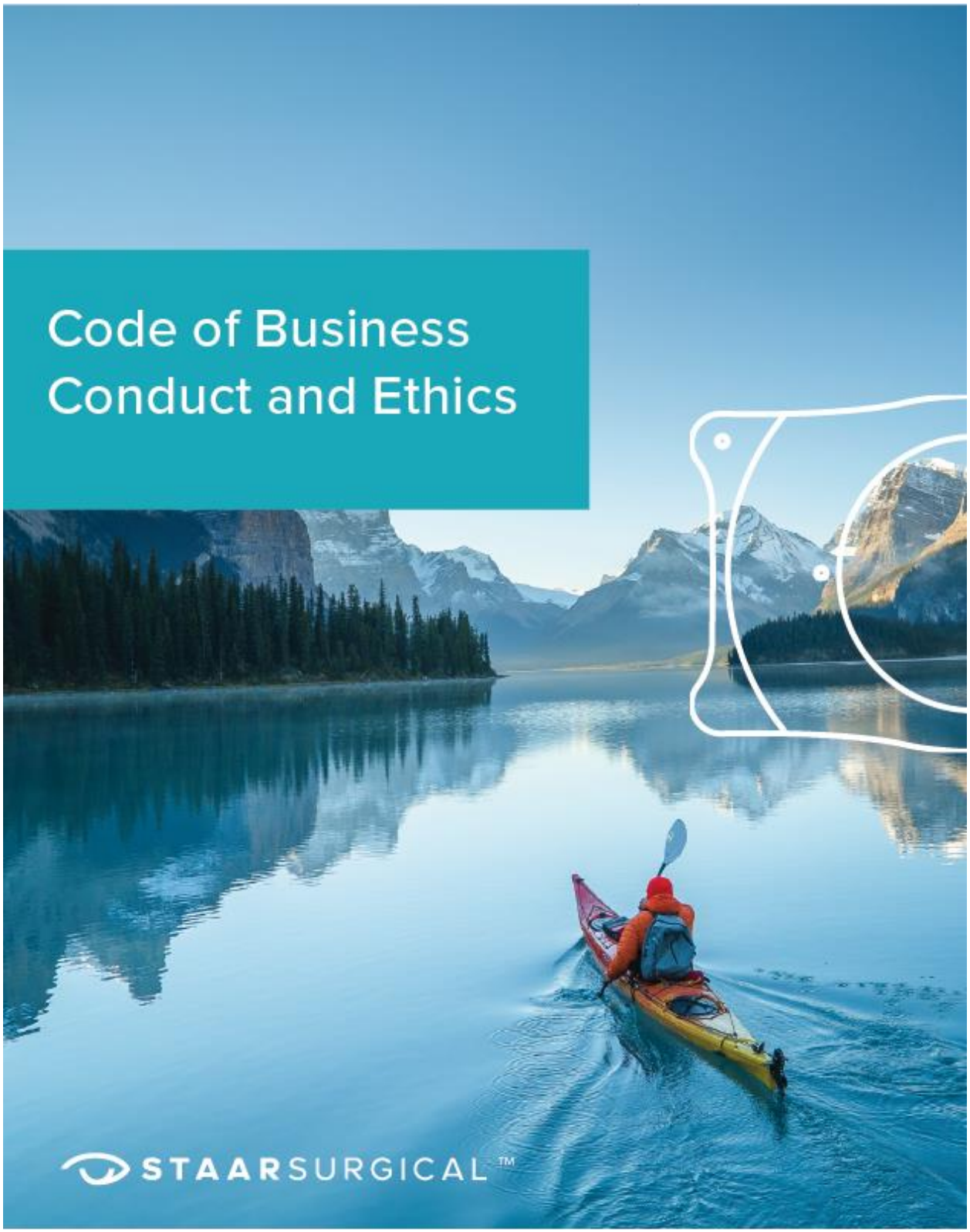
Code of Business Conduct and Ethics



STAARSURGICAL™

Table of Contents

	Page
Policy	4
Compliance with Laws and Internal Policies	5
No Retaliation	5
Conflicts of Interest	6
Related Party Transactions	6
Outside Business Interests	7
Acceptance of Costly Entertainment or Gifts	8
Improper Payments, Gifts and Gratuities	9
Political Contributions	11
Honest and Ethical Conduct and Fair Dealing	12
Insider Trading	13
Accuracy of Books and Records and Public Reports	14
Concerns Regarding Accounting or Auditing Matters	15
Dealings with Independent Auditors	16
Confidential Business Information	17
Protection of Intellectual Property	18
Protection and Proper Use of Corporate Assets	19
The Government as a Customer	20
Export/Import Control Awareness	21
Maintaining Free Competition	22
Health and Safety	23
Alcohol and Drugs	23

Table of Contents (continued)

Health and Safety (continued)

- Firearms or Other Weapons 25
- Harassment and Discrimination 25
- Reporting of Personal Injuries or Property Damage 25

Equal Employment Opportunity 26

Environmental Protection 27

Personal Privacy 28

Administration and Interpretation 29

Business Ethics 30

Manager Responsibilities 31

Disabled Employees and Job Applicants 32

Safe Driving Practices 33

Waivers of this Code of Business Conduct and Ethics 34

Other Company Policies and Programs 35

Employee Hotline 36

Examples 37

Appendix A: Compliance Hotline 38

Certification 40

Supplement to “The Government as a Customer” Section 41

POLICY

It is the policy of STAAR Surgical Company. ("STAAR" or the "Company") to (i) require high standards of business ethics and integrity on the part of all employees and (ii) comply with all applicable laws and regulations in the conduct of its business. To that end, STAAR has adopted and implemented this Code of Business Conduct and Ethics (the "Code").

This Code is also available on the Company's intranet linked here: STAAR Intranet. All directors, officers and employees of the Company are responsible for reviewing this Code and certifying annually that he or she has reviewed and is in compliance with this Code. A copy of the certification is available on portal.staar.com and through your Human Resources representative.

Failure by an employee to comply with this Code will result in appropriate disciplinary action, which may include termination of employment. Unless the context requires otherwise, all references to "employees" in this Code shall also refer to officers of the Company.

SCOPE

This Code applies to all of STAAR's directors, officers and employees worldwide, including employees of STAAR's subsidiaries.

NOTICE

This Code does not create a binding agreement between STAAR and any employee, director or officer, or other person or entity. This Code (as well as all other policies that the Company may adopt from time to time) may be amended unilaterally by the Company at any time.

COMPLIANCE WITH LAWS AND INTERNAL POLICIES

The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of, or have reason to believe there has been, a violation of any law, rule or regulation by the Company, whether by its officers, employees or directors, you are expected to promptly report the matter to your supervisor, a member of the Company's Legal Department, or contact the Employee Hotline (In the US telephone toll-free at 1-800-299-6012. For employees located outside of the U.S., toll-free telephone numbers for the Employee Hotline may be found at www.staar.ethicspoint.com, as described further in Appendix A).

In addition to laws and regulations imposed by local governments and regulatory bodies, the Company from time to time adopts its own policies and procedures. As in the case of laws and regulations, you are also required to comply with the Company's internal policies and procedures.

NO RETALIATION

Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she in good faith reports any such violation or belief.

CONFLICTS OF INTEREST

- Avoid any relationship that might impair, or even appear to impair, the proper performance of your STAAR-related responsibilities.

- Avoid any situation that might affect your independence of judgment with respect to any business dealings between STAAR and any other organization or individual.

- If you believe that you may have a conflict of interest, whether actual or potential, you must report all pertinent details to STAAR's General Counsel.

- If you become aware of a conflict involving anyone at STAAR, whether actual or potential, you should report it to your supervisor, Human Resources, or to STAAR's General Counsel.

A conflict of interest situation can arise in many ways, such as the following:

A. Related-Party Transactions

- Means transactions where people do not deal with one another at arm's length.
- Includes any STAAR employee who is in a position to influence a business transaction between STAAR and:
    - (1) an individual who is his or her spouse, child, sibling, parent, partner, present or former close business associate;
    - (2) a non-STAAR organization for which he or she currently serves as an officer, trustee or partner, or for which he or she has recently served in such capacity; or
    - (3) any individual or organization with whom he or she is negotiating, or with whom he or she has an arrangement, concerning prospective employment.
- Avoid related-party transactions.
- If you believe that a related-party transaction exists or might occur, you must make full disclosure to your supervisor.

- After such full disclosure, the existing or potential conflict will be reviewed by your supervisor, and a decision will be made about whether the related-party transaction is appropriate, and whether STAAR should proceed with the transaction.

- In the case of a material related-party transaction, a supervisor must report the matter to STAAR's General Counsel.

B. Outside Business Interests

- Employees are expected to give their full and undivided attention to their Company duties.

- We should not use Company facilities or their association with the Company to carry on a private business or profession.

- We must not engage in a profit-making business, or become involved with a nonprofit organization, outside of our employment with STAAR, if such business or organization:

  (a) Provides goods, services or assistance to a competitor, customer or supplier of STAAR; or

  (b) Interferes with the employee's assigned duties at STAAR.

- No employee shall have a financial interest in a competitor, customer or supplier of STAAR, other than (x) less than 1% of the outstanding shares of a publicly-held company (with respect to a customer, supplier or competitor) or (y) less than 5% of the outstanding shares of a privately-held company (with respect to a customer or supplier only).

- No director may perform services as a consultant, employee, officer, director or advisor or in any other capacity for a competitor of STAAR. No director shall have a financial interest in a competitor of the STAAR, other than an investment representing less than 1% of the outstanding shares of a publicly-held company.

ACCEPTANCE OF COSTLY ENTERTAINMENT OR GIFTS

In general, STAAR employees, officers and directors, and their relatives, may not request or accept payments of money or anything of value from any government officials, customers, suppliers or others with whom STAAR does business, has done business, or may have occasion to do business.

Restricted payments include, but are not limited to, any and all of the following:

- Compensation in any form (cash, kind, credit, etc.).
- Travel, transportation or lodging.
- Entertainment including, but not limited to, tickets to sporting and other events, business meals, and other business-related entertainment activity (golf, tennis, etc.) unless approved in advance by your supervisor or STAAR's General Counsel or ancillary to a legitimate business meeting attended by the person or company providing the entertainment.
- Gifts of any kind, nature or description, including discounts, coupons and other offers not available to the public in general, provided, however, that employees may accept branded promotional items and annual holiday gifts (other than cash) having a reasonably estimated fair-market value of $100.00 or less, provided the gifts are consistent with customary industry practices and applicable law and could not reasonably be construed as a bribe or payoff. For guidance on gifts that do not meet these criteria, please contact STAAR's General Counsel.

IMPROPER PAYMENTS, GIFTS AND GRATUITIES

1. Customers and Suppliers

- We prohibit using STAAR funds or assets for gifts, gratuities or other favors to employees of other businesses, particularly customers or suppliers, to obtain an improper advantage.

- A business courtesy, such as a gift or entertainment, should never be offered under circumstances that might create the appearance of an impropriety.

- You may not furnish or offer to furnish any gift that is of more than token value or that goes beyond the common courtesies associated with accepted business practices.

- Our suppliers and customers may have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy.

- Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

- For our U.S – based Health Care Professional customers (generally, people involved in medical device purchase decisions) our interactions with Health Care Professional Supplement, attached as Appendix B, applies to your conduct.

IMPROPER PAYMENTS, GIFTS AND GRATUITIES

2. Government Officials

- Never offer incentives to foreign or domestic government officials or agents in the hopes of influencing that individual.

- Never give gifts, gratuities or other payments directly or indirectly to domestic or foreign government officials in an effort to obtain or retain business for STAAR or to obtain any special or unusual treatment in connection with a business transaction.

- Because the reason for a gift, gratuity, favor, or payment may be subject to misinterpretation, STAAR prohibits any expenditures of any kind involving government officials without the prior explicit permission of STAAR's General Counsel.

- Physicians and other healthcare professionals employed by government-controlled institutions, such as hospitals located outside the U.S., can be "foreign officials" under the Foreign Corrupt Practices Act (FCPA) and you must comply with our Anti-Corruption Policy, available online at https://sites.google.com/a/staar.com/staar-intranet/, or from your HR representative.

- Any expenditure or transaction must be accurately recorded in the books and records of STAAR, in accordance with the requirements of STAAR's Chief Financial Officer.

POLITICAL CONTRIBUTIONS

- Political contributions to U.S. federal election campaigns made directly or indirectly from STAAR funds are prohibited.

- The legality of political contributions to state, local or foreign campaigns or causes must be determined on a jurisdiction-by-jurisdiction basis and, therefore, must be approved in advance by the STAAR's General Counsel.

- Political contributions include any donation, gift, or loan of Company funds, assets, or property, directly or indirectly, to or for the benefit of any political party, committee, or candidate, and any use of STAAR funds, assets, or property, directly or indirectly to oppose or support any Government or subdivision thereof, or to oppose or to support any candidate or office-holder.

This includes:

- (a) donations, gifts, or loans of funds, assets or property which are made by employees or third persons, such as agents, or consultants, who are reimbursed in any way by STAAR;

- (b) the uncompensated use of STAAR services, facilities, or property; and

- (c) loans, loan guarantees or other extensions of credit.

HONEST AND ETHICAL CONDUCT AND FAIR DEALING

- We should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees.

- Statements regarding STAAR's products and services or otherwise must not be untrue, misleading, deceptive or fraudulent.

- You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

INSIDER TRADING

- We are prohibited from engaging, or assisting others in engaging, in any transactions involving STAAR securities, or the securities of any other entity with whom the STAAR is engaged (such as suppliers or customers), or with whom STAAR will be engaged, in a business transaction, while you are in possession of any material confidential information about STAAR or the other entity (meaning information that significantly affects, or would reasonably be expected to have an effect on, the market price or value of STAAR's securities).

- You are also prohibited from communicating such confidential information to others who might trade securities on the basis of that information.

- Such acts may constitute violations of the law and could result in criminal prosecution of the individual and STAAR, or result in serious fines or penalties. (See STAAR's Insider Trading Policy.)

- If you are uncertain about the constraints on your purchase or sale of any STAAR securities or the securities of any other company that you are familiar with by virtue of your relationship with the STAAR, you should consult with STAAR's General Counsel before making any such purchase or sale.

ACCURACY OF BOOKS AND RECORDS AND PUBLIC REPORTS

- We must honestly and accurately report all business transactions.
- You are responsible for the accuracy of your records and reports. Accurate information is essential to STAAR's ability to meet legal and regulatory obligations.
- All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of STAAR must conform to generally accepted accounting rules and STAAR's accounting policies.
- No undisclosed or unrecorded account or fund shall be established for any purpose.
- You must not make any false or misleading entries in STAAR 's books or records for any reason.
- No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.
- It is STAAR's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission ("SEC") and in other public communications.

CONCERNS REGARDING ACCOUNTING OR AUDITING MATTERS

- If you have concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters then you may confidentially (to the extent legally permitted), and anonymously if they wish, submit such concerns or complaints in writing to STAAR's General Counsel or STAAR's Compliance Hotline (within the U.S. at 1-800-299-6012; toll-free numbers for use outside the U.S. may be found at https://sites.google.com/a/staar.com/staar-intranet/). See "Compliance Hotline".

- All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors for evaluation and follow-up actions, as it deems appropriate to address the substance of the concern or complaint.

- STAAR will not discipline, discriminate against or retaliate against any employee who reports in good faith a complaint or concern regarding accounting or auditing matters.

DEALINGS WITH INDEPENDENT AUDITORS

- None of us may make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of STAAR's financial statements or the preparation or filing of any document or report with the SEC.

- None of us may take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of STAAR's financial statements.

CONFIDENTIAL BUSINESS INFORMATION

- We all must maintain the confidentiality of confidential information (defined as nonpublic information from which STAAR or a third party derives value - "Confidential Information") entrusted to them by STAAR or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated.

- Unauthorized disclosure of any Confidential Information is prohibited.

- You may receive inquiries from third parties for information concerning STAAR. You must not discuss or disseminate STAAR's Confidential Information to any third party, such as customers, suppliers or potential competitors, except as required in the performance of your duties and after an appropriate confidentiality agreement is in place.

- If you receive inquiries from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) or security holders, you must decline to comment and refer the inquirer to one of STAAR's authorized spokespersons (the CEO, the CFO or General Counsel).

- Remember to abide by any lawful obligations that you have to any former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at STAAR and non-competition obligations.

PROTECTION OF INTELLECTUAL PROPERTY

- We value new product and business ideas, concepts, and other information we produce. When we do not identify or otherwise protect this "intellectual property", we risk losing rights to it and the competitive advantages it offers.

- Protect intellectual property from illegal or other misuse by making sure it is affixed with or identified by appropriate trademark or patent marking, and noted as “Company Confidential,” when appropriate.

- Disclose to management any innovation developed on STAAR time or using Company information or resources, so that STAAR can decide whether to seek formal protection.

- Licenses must be obtained to use intellectual property belonging to someone else or we must purchase the outright ownership of the property. In the case of property rights with an expiration date, such as patents, you must be sure that this date has passed if licensing or outright purchase is not feasible.

- Avoid infringing on the intellectual property (“IP”) rights of others.

PROTECTION AND PROPER USE OF CORPORATE ASSETS

- We should all protect STAAR's assets.
- Theft, carelessness and waste have a direct impact on STAAR's financial performance.
- We must use STAAR's assets and services solely for legitimate business purposes of STAAR and not for any personal benefit or the personal benefit of anyone else.
- We all must advance STAAR's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with STAAR or through the use of property or information of STAAR.

THE GOVERNMENT AS A CUSTOMER

- In addition to the provisions of this Code and other STAAR policies, employees working with the U.S. government, state or local governments, or governments of those countries where we operate or sell, have an additional obligation to know, understand and abide by the laws, regulations and ethical standards of those governments that may be stricter than those that apply to our non-government customers and suppliers.

- Making or receiving payments in the form of bribes, kickbacks or payoffs to or from government officials, customers, suppliers or others with whom STAAR does business is strictly prohibited. Any such payments are improper, whether made or received directly or indirectly.

- Any arrangements, which aid or abet another party in making or receiving such a payment, are improper.

- Improper payments need not be in the form of money. They may include nonmonetary gifts or the provision of services.

See also the “Supplement” to this Section at the end of the Code.

EXPORT/IMPORT CONTROL AWARENESS

- Exports and imports are a significant part of STAAR's operations.
- Adherence to export/import control laws and regulations is important to maintaining the privilege of engaging in international commerce.
- Failure to comply may subject STAAR and its employees to penalties, fines, imprisonment, and loss of export privileges, as well as adverse publicity.
- It is important that we comply with all export/import control laws and regulations pertaining to our operations. STAAR must conduct all of its export-related and import-related activities, including sales and shipments of products and transfers of technology, in a manner intended to satisfy its obligations under export/import laws and regulations of the United States and of other countries in which it is engaged in business.
- Export control laws apply to more than simply shipping products to different countries.
- Export control laws also apply to technology and information communicated to people in or from other countries, or who represent organizations located in certain countries.
- An export may occur not only when items are shipped or carried to another country, but also via a telephone conversation, fax, or email, or during a sales or technical presentation, a facility visit, or any other access to technology by a citizen of another country (including our own employees).
- If you have any questions, contact your supervisor, appropriate export/import compliance personnel or STAAR's General Counsel.

MAINTAINING FREE COMPETITION

- U.S. federal and state antitrust laws, as well as international competition laws, prohibit various practices that could limit competition or restrict fair trade.

- Companies may not enter into agreements with other companies, however informally, that unreasonably restrict competition.

- Examples of prohibited agreements include: an agreement with competitors to charge customers the same price for products or to divide markets or service territories (i.e., to divide customers); an agreement with suppliers not to sell to the company's competitors; or forcing any customer to buy an item or service as a condition of buying another item or service.

- You are expected to be sensitive to the possibility of legal concerns under competition laws and direct any questions or concerns to either your supervisor or STAAR's General Counsel.

HEALTH AND SAFETY

- The safety and health of employees and the public are of prime importance to STAAR. Safety rules and work practices are developed to help preserve the safety and health of employees and the public and to comply with applicable regulations.

- We all are expected to know the safety rules pertaining to our job assignments, and to comply with these rules in the performance of our jobs.

- STAAR does not tolerate any conduct by employees that jeopardizes the safety of the workplace, other employees, or the public.

- Subject to applicable law, employees convicted of any crime involving drugs, fraud, dishonesty, violence or sexual related offenses must notify the Company within five days of conviction.

A. Alcohol and Drugs

- STAAR does not tolerate any employees, officers or directors becoming impaired by alcohol either before or during any work-related activity.

- Alcohol should not be provided at STAAR sponsored events except as authorized by STAAR's General Counsel and STAAR's Vice President for Human Resources, and then subject to such conditions as they may impose.

- Any person who STAAR has a good faith basis to suspect is violating this policy may be subject to medical testing, including blood alcohol testing, to the extent permitted by applicable law.

- Violation of this policy or refusal to cooperate with testing under this policy will result in discipline, up to and including immediate termination.

HEALTH AND SAFETY

A. Alcohol and Drugs (continued)

- STAAR will not tolerate the use of illegal drugs or other mind-altering substances by any person.

- Subject to applicable law, persons may be required to submit to drug screens, blood tests, and other medical examinations as a condition of employment, on a random basis following any accident, or at any time in the event STAAR has a good faith basis to suspect a possible violation of this policy or a reasonable interest in conducting such test for the safety of its employees.

- The presence of any illegal drug or other mind-altering substance in the body is a violation of this policy. Refusal of an employee to undergo testing or to cooperate fully with any of these tests is also a violation of this policy.

- You are also prohibited from possessing, using, selling or purchasing illegal drugs or other mind-altering substances on STAAR property, in STAAR vehicles and on STAAR business. Off-premises possession, use, sale or purchase of illegal drugs or mind-altering substances outside of working hours may reflect unfavorably on STAAR's reputation and is also prohibited.

- STAAR does not prohibit the proper use of medication under the direction of a physician or the use of over the counter medication in accordance with directions for its use and for legitimate medical purposes. However, the misuse or abuse of such drugs on STAAR property, in STAAR vehicles and on STAAR business is prohibited.

- If you are taking prescription or nonprescription drugs then you must consult with your physician to determine if such use could affect your ability to perform your job in a safe and efficient manner.

- If using a prescription or nonprescription drug could affect your ability to perform your job, you must inform your supervisor of that fact, and you may request a reasonable accommodation in order to continue working while using such drug. If STAAR is unable to provide you a reasonable accommodation, then you will not be permitted to work while using the drug.

HEALTH AND SAFETY

B. Firearms or Other Weapons

- STAAR will not tolerate any level of violence in the workplace or in any work-related setting.

- You must not possess a Firearm or other weapon while on STAAR premises or STAAR property or when in STAAR vehicles, or when engaged in STAAR business regardless of whether or not a person is licensed to carry such weapons, unless authorized in advance by STAAR's General Counsel.

C. Harassment and Discrimination

- STAAR is committed to maintaining a work environment that is free of harassment and discrimination based on race, color, gender, religion, age, national or ethnic origin, disability, sexual orientation or other classification protected by applicable law.

- Any such harassment of our employees, applicants or customers by other employees, customers, suppliers or others conducting business with STAAR, regardless of whether the harassment occurs directly or indirectly, is prohibited by this policy, whether or not it also violates applicable law.

- For additional information and guidance, please see STAAR's Policy Against Harassment contained in the U.S. Employee Handbook.

D. Reporting of Personal Injuries or Property Damage

- You should report any condition at a STAAR facility or workplace that has resulted in or may be expected to result in (i) personal injury to an employee or visitor or (ii) property damage to the facility manager, or through the Compliance Hotline.

EQUAL EMPLOYMENT OPPORTUNITY

- STAAR will comply with all applicable laws and regulations regarding pre- and post-employment activity including, without limitation, compensation decisions, benefits, discipline, recruitment, hiring, promotions, demotions, transfers, discipline, layoffs, terminations and training, and any other terms and conditions, without regard to gender, race, color, religion, national origin, ancestry, pregnancy, age, sexual orientation, gender identity, marital or family status, veteran status, medical condition, disability, political belief or any other characteristics protected by federal, state or local law.

ENVIRONMENTAL PROTECTION

- STAAR is committed to satisfying all environmental regulatory compliance requirements.

- We all are expected to comply with environmental regulations and maintain STAAR's standards of full compliance with the law.

- Any questions regarding environmental issues should be directed to the STAAR's General Counsel.

PERSONAL PRIVACY

- STAAR has the right to inspect employees, their personal possessions and property, personal vehicles parked on STAAR property and work areas, subject to applicable law.
- This includes lockers, desks, file cabinets, workstations, computers, personal mail sent to STAAR, voice mail and e-mail. Such searches may be conducted any time, without advance notice.
- If deemed necessary by management and the Legal Department and subject to applicable law, employees themselves may be asked to submit to a search.
- At no time will any employee be searched by, or in the presence of, a member of the opposite sex.
- If an employee does not consent to an inspection, STAAR may take disciplinary action, up to and including termination.
- STAAR reserves the right to request visitors to agree to an inspection of their person, personal possessions and property while on STAAR premises, subject to applicable law.
- In order to effectively evaluate performance and ensure consistency in the message to existing and prospective customers, random call monitoring may be part of the ongoing performance review process for persons in customer contact departments such as Customer Service. Call monitoring affords supervisors the opportunity to provide immediate, specific performance feedback, as well as assist with the coaching and development of employees. Any information will be used for internal purposes only. Any call monitoring will be conducted in accordance with all applicable laws.
- STAAR will comply with applicable laws governing wiretapping, eavesdropping, and other forms of electronic surveillance.
- STAAR reserves the right to engage in surveillance of employees and STAAR premises.
- It is a violation of this Code and the laws of most states for a person to use any electronic, mechanical or other device to intercept or record the contents of any telegraphic, telephonic, facsimile, modem-transmitted electronic mail or other electronic communication unless one (or in certain jurisdictions all) of the parties to the communication consent to the interception. This includes the use of telephone extensions to overhear other individuals' conversations.

ADMINISTRATION AND INTERPRETATION

- Considering the complexity of this Code, and the determination of the Company's management and Board of Directors to comply with both the letter and spirit of all applicable laws and regulations, it is recognized that questions of interpretation will arise.

- All questions relating to this Code are to be addressed to your supervisor who shall consult with members of management or STAAR's General Counsel, as appropriate.

BUSINESS ETHICS

- STAAR will strive to meet its objectives, but will never compromise its ethics.
- Each of us must promote honest and ethical conduct.
- Upon entering into your employment with STAAR, you are required to read our Code of Business Conduct and Ethics policy, sign the related Certification, and thereafter recertify and acknowledge the Code on an annual basis. The information above is not intended to supersede or amend the terms of your agreement but is provided as additional information.

MANAGER RESPONSIBILITIES

- All STAAR business leaders and managers must show a commitment to our culture of integrity through their actions.
- All STAAR business leaders and managers also must promote an environment where compliance is expected and ethical behavior is the norm.
- All employees must comply with STAAR's policies and principles.
- No one should ask a STAAR employee to break the law, or go against STAAR's principles, policies and procedures.

DISABLED EMPLOYEES AND JOB APPLICANTS

- The employment related provisions of the Americans with Disabilities Act (ADA) apply to all employees and job applicants seeking employment with STAAR.

- Under the ADA, a qualified individual with a disability is an individual who, with or without reasonable accommodation, can perform the essential functions of the employment position which the individual holds or desires.

- STAAR will attempt to provide reasonable accommodation or know physical or mental limitations, if a job applicant or employee is otherwise qualified, consistent with its legal obligations to do so. In general, a disabled individual is one who currently has, is regarded as having, or has had a record of physical or mental impairment that limits one or more of the major life activities of such an individual. Such major life activities include walking, seeing, hearing, speaking, breathing, learning, working, performing manual tasks and caring for oneself.

- As part of its commitment to make reasonable accommodations, STAAR also wishes to participate in a timely, good faith, interactive process with the disabled applicant or employee to determine effective reasonable accommodations, if any, that can be made in response to a request for accommodations. Applicants and employees are invited to identify reasonable accommodations that can be made to assist them to perform the essential functions of the position they see or occupy. They should contact the Human Resources department.

SAFE DRIVING PRACTICES

- If you are required to operate a motor vehicle while driving on STAAR business, you must do so safely and in accordance with all applicable laws.

- For example, various jurisdictions enforce laws that prohibit the operation of motor vehicles in excess of applicable speed limits, while under the influence of alcohol, controlled substances, or medication that impairs driving abilities, or speaking on a hand-held cell phone while driving and from using any electronic wireless communications device to write, send, or read text messages, instant messages, or emails while driving, or in any other unsafe manner.

- "Distracted driving" has been identified as a leading cause of automobile accidents.

- While driving on company business for STAAR, employees may not:

    - use a cell phone under any circumstance that would distract you from the duty to drive in a safe and non-negligent manner;

    - use a cell phone unless it allows hands-free listening and talking operations, the use is safe, and the use is permitted under local laws; and

    - write, send, or read text messages, instant messages, or emails while driving.

    - Like all drivers, STAAR employees who drive on company business have a duty to keep informed of the applicable laws and to follow them.

WAIVERS OF THIS CODE OF BUSINESS CONDUCT AND ETHICS

- While some of the regulations contained in this Code must be strictly adhered to and no exceptions can be allowed, in certain cases exceptions may be possible.

- If you believe that an exception to any of these policies is appropriate and in STAAR's best interest in your case, then you should first contact your supervisor.

- If your supervisor agrees that an exception is appropriate, the approval of STAAR's General Counsel must be obtained.

- Any officer or director who seeks an exception to any of these policies should contact the STAAR's General Counsel. Any waiver of this Code for officers or directors or any change to this Code that applies to officers or directors may be made only by the Board of Directors of STAAR and will be disclosed as required by law or stock exchange regulation.

OTHER COMPANY POLICIES AND PROGRAMS

- In addition to this Code of Business Conduct and Ethics, you are expected to familiarize yourself with, and comply with, STAAR's other policies and programs that are available at https://sites.google.com/a/staar.com/staar-intranet/.

- Those policies and programs include:

  Approval Authority Matrix

  Compliance Program for Interactions with Healthcare Professionals

  Computer, Email, and Internet Policy

  Confidentiality Policy

  Corporate Communications Policy

  Data Privacy and Security Program

  Employee Safety Handbook

  Insider Trading Policy

  Records Management Policy

  Social Media Policy

  U.S. Employee Handbook

EMPLOYEE HOTLINE

- Any employee of STAAR who observes or suspects a violation of any law, regulation, this Code of Business Conduct and Ethics, or any of STAAR's policies or procedures should contact STAAR's General Counsel or use STAAR's Compliance Hotline.

- Specific information related to the Compliance Hotline may be found in the Compliance Hotline Policy attached to this Code as Appendix A.

EXAMPLES OF STAAR's
CODE OF BUSINESS CONDUCT AND ETHICS

1. Situation: A potential customer asks an employee to share the names of other customers who buy from STAAR. Should the employee reveal this information to close the deal?

   Practicing Policy: Have the "other customers" consented to STAAR sharing their names with third parties? If not, then we do not have permission to do so. If we are authorized to share the customer's name, then sharing one or two names is permissible. If a potential customer asks for more than one or two 'references' then consider whether they may share the data with a competitor of ours. We must always protect STAAR and our business partner's non-public data.

2. Situation: An employee meets with a representative of a potential supplier and the representative offers to treat the employee to lunch. Should the employee accept?

   Practicing Policy: Would anyone consider the lunch 'lavish' or an attempt to obtain an unfair advantage in gaining STAAR's business? If so, then the employee should pay for their own meal. Could it be perceived as a subtle bribe by your supervisor? If the cost is modest and the employee is confident it would not influence their decision-making, then it's likely ok.

3. Situation: With respect to government officials, are gifts and gratuities allowed?

   Practicing Policy: No, gifts and gratuities to government officials are prohibited unless expressly authorized by a member of the Company's Legal Department. Examples of prohibited gifts to public officials include meals, golf outings and tickets to events.

4. Situation: An employee overhears a male co-worker joke about performing a sexual act with a female employee. The female employee becomes upset, but she does not want to report it. Should the eavesdropping employee report the incident?

   Practicing Policy: We are committed to maintaining a work environment that is free of harassment. For the benefit of everyone at STAAR, the eavesdropping employee should report the incident to H.R.

Appendix A

COMPLIANCE HOTLINE

POLICY

STAAR is committed to compliance with the laws that affect the conduct of our business and to high standards of business ethics and integrity. In order to help ensure compliance with the law and STAAR policies, including its Code of Business Conduct and Employee STAAR has instituted a "hot-line" for all STAAR employees to use to report conduct that might involve illegality or other violations of STAAR Policies and Procedures.

SCOPE

This policy applies to all of STAAR's worldwide employees, where applicable.

PROCEDURES

If an employee observes or suspects a violation of a law or regulation or other elements of STAAR's Policies and Procedures, the employee should contact the Employee Compliance. The Compliance Hotline may be reached any time by telephone toll-free in the United States at 1-800-299-6012. For employees located outside of the U.S., toll-free telephone numbers for the Compliance Hotline may be found at www.staar.ethicspoint.com. If you prefer to contact the Compliance Hotline in writing, the address is:

STAAR Surgical Company

Attn: Compliance Hotline

1911 Walker Avenue

Monrovia, CA 91016

All calls will be documented, and then the subject will be referred to appropriate reviewing personnel, who will determine whether an investigation is required. Callers may remain anonymous. Those persons who identify themselves and request confidentially will be treated confidentially to the extent it is legally permissible to do so.

Callers to the Compliance Hotline should be prepared to describe the situation as completely as they can, including dates, names, facilities and/or departments involved,

and names of other employees who would provide additional information. Callers should contact the Compliance Hotline even if they do not have all of the facts or if they are unsure if there is a problem. The Compliance Hotline staff, in conjunction with the Company's Legal Department, will look into the information provided, attempt to verify it, and take appropriate action.

All concerns and complaints about accounting or auditing matters will also be forwarded to the Audit Committee of the Board of Directors. The Audit Committee will evaluate the merits of the concern or complaint and authorize such follow up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

Contact the Compliance Hotline to report possible violations related to, among other things:

Accounting or Auditing Matters

Antitrust Laws

Conflicts of Interest

Environmental Laws

Export/Import Laws

Food and Drug Laws

Fraudulent Transactions

Health and Safety Laws

Government Contracts Laws

Political Contributions

Insider Trading and Other Securities Laws

Theft, Bribes, and Kickbacks

STAAR's Code of Business Conduct and Ethics

CERTIFICATION

I, _____ (please print or type your name), hereby acknowledge that I have reviewed and understand STAAR Surgical Company's Code of Business Conduct and Ethics, a copy of which was distributed to me.

I further confirm that I have complied with the policies described in the Code of Business Conduct and Ethics and will do so in the future. I do not have any personal knowledge of any code violations by others. I understand that the failure to follow the policies and procedures contained therein may subject me to disciplinary action, including discharge from STAAR Surgical Company or its subsidiaries.

_____

Signature

_____

Name (Please Print)

_____

Date

SUPPLEMENT TO "THE GOVERNMENT AS A CUSTOMER" SECTION

STAAR at times conducts business with U.S. government entities. While integrity is the foundation for all dealings with clients, special rules apply when the federal government is a client. Violations can result in criminal and civil penalties as well as exclusions from bidding on future government contracts. This Supplement provides additional detail to the section of STAAR's Code of Business Conduct and Ethics entitled, "The Government as a Customer."

GUIDELINES:

Those involved in bidding on or providing service under a government contract need to know these rules:

- Never seek or accept confidential bid information or government sensitive information related to a competitor;
- Never give or authorize the giving of any cash payment from STAAR funds to any government official;
- Never give or authorize the giving of payments in goods to any government official;
- Never offer or provide gifts, gratuities or entertainment to any government official without prior written approval by STAAR's Chief Compliance Officer;
- Be familiar with the contract you are working under and conform strictly to the contract's terms and conditions;
- Billings must always be accurate, complete, and in full compliance with all rules and regulations;
- Be truthful, accurate, and complete in all invoices, representations and certifications;
- Know your government client's specific rules and regulations; and
- Do not initiate any discussions about employment with any current or former government employee or agency with whom you have had a business relationship without first consulting STAAR's Chief Compliance Officer. This includes employment with STAAR or with a government agency.

If you have any further questions or concerns, please consult STAAR's Chief Compliance Officer.

FALSE CLAIMS ACT:

The False Claims Act prohibits the knowing submission of false or fraudulent claims to the federal government to obtain payment from the federal government or to decrease an obligation owed to the federal government. The False Claims Act also prohibits knowingly making false statements whether made to the federal government or another contractor, or subcontractor to

obtain a false or fraudulent claim paid by the federal government or to decrease an obligation owed to the federal government.

Ensure that all statements made to government officials are accurate and to the best of your knowledge. If you are aware of the potential of a significant government overpayment, bring it to the attention of STAAR's Chief Compliance Officer.

Preparing or submitting documents to the U.S. Government or a higher-tier contractor that an employee or employees know, or should have known, to be false is strictly prohibited. False means factually untrue statements, or omissions of information required to ascertain the truth or falsity of the information. Fraud is intentional misrepresentation or concealment of the truth in order to secure something of value from another. While there are many different kinds of fraud, common examples include: theft, bribery, forgery, extortion, embezzlement, misappropriation, false representations, and concealment of material facts.

Specific examples of false claims include but are not limited to: the falsification of invoices to the government, certain false certifications, other claims for payment that are based upon false information, and other forms of misconduct.

Fraudulent and false claims by STAAR employees are strictly prohibited, whether dealing with the U.S. Government, or others with whom STAAR does business.

MANDATORY DISCLOSURE:

STAAR may be suspended and/or debarred as a government contractor for a knowing failure by a principal to timely disclose to the government, in connection with the award, or performance, credible evidence of:

- a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code;
- a violation of the civil False Claims Act; or
- credible evidence of a significant overpayment, other than overpayments resulting from contract financing payments as defined in FAR 32.001.

If you have any questions relating to these requirements seek the guidance of STAAR's Compliance Officer. If you believe one of the various offenses detailed in this subsection have occurred, this Supplement requires you to report the matter to STAAR's Compliance Officer and cooperate with any subsequent action taken.

PROHIBITION ON HIRING GOVERNMENT EMPLOYEES:

There are legal prohibitions on certain government employees that generally prevent them from "switching sides" after leaving the government. STAAR and its employees are prohibited from soliciting or discussing post-government employment with government officials unless authorized to do so in writing by STAAR's Compliance Officer. Any unauthorized communications with government employees should be referred to STAAR's Compliance Officer.