

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
STAAR SURGICAL COMPANY**

1. PURPOSE

The purpose of the Nominating and Governance Committee (the "Committee") of STAAR Surgical Company (the "Company") is to help to ensure that the Board of Directors (the "Board") is appropriately constituted to meet its fiduciary obligations to stockholders and the Company, and that the Company has, and follows, appropriate governance standards.

2. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than three members. Each member of the Committee shall be "independent" as defined by the rules of the National Association of Securities Dealers ("NASD") and the Securities and Exchange Commission ("SEC"). Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. The members of the Committee shall be appointed by and replaced by the Board. The Board shall appoint one of the members as Chair. The Committee shall communicate with and work closely with the Board. To foster this communication, the Chief Executive Officer of the Company may be invited to attend meetings on a non-voting basis.

3. COMMITTEE RESPONSIBILITIES AND AUTHORITY

To carry out its purposes, the Committee shall have the following responsibilities and authority. Delegation by the Board of responsibilities to the Committee shall not preclude the Board from taking any action permitted to be taken under governing law, rules or regulations applicable to the Company, provided that the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

A. Fundamental Role. The members of the Committee are authorized and directed to perform the following duties on behalf of the Board:

- (1) Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
- (2) Recommend the director nominees to be selected by the Board for the next annual meeting of stockholders.
- (3) Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- (4) Oversee the evaluation of the Board and management.

B. Specific Duties and Responsibilities. The Committee shall have the following specific duties and responsibilities with respect to the composition of the Board:

(1) Evaluate the current composition, organization, size and governance of the Board and its committees; determine future requirements; make recommendations to the Board concerning the appointment of directors to committees of the Board; and recommend the selection of chairs of committees of the Board.

(2) Determine the desired qualifications, expertise and characteristics for potential directors and conduct searches for director candidates that have corresponding attributes. Evaluate, propose and approve nominees for election to the Board, and consider and evaluate stockholder nominees for election to the Board.

(3) Oversee the Board's performance evaluation process, including conducting surveys of director observations, suggestions and preferences. The Committee shall also evaluate the participation of members of the Board in continuing education activities.

(4) Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons.

(5) Review annually the Company's corporate governance guidelines and make recommendations to the Board with respect to any proposed changes.

(6) Annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

(7) Obtain advice, assistance, reports or opinions from internal or external legal, accounting or other advisors, including director search firms.

4. ADMINISTRATION OF THE COMMITTEE

(1) The Committee will meet at least twice annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill its responsibilities.

(2) The Committee may form and delegate authority to subcommittees, or delegate authority to Committee members, when appropriate, provided that such subcommittees will be composed exclusively of members of this Committee and will operate pursuant to a published charter.

(3) The Committee will review and re-examine this Charter at least annually and make recommendations to the Board with respect to any proposed changes.

(4) The Committee will annually report to the full Board regarding its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

(5) The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.