

## **STAAR Surgical Company – Director Resignation Policy**

The Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of STAAR Surgical Company (the “Corporation”) provide that directors shall be elected by a plurality of the votes of the shares that are represented in person or by proxy at an annual meeting of stockholders and entitled to vote on the election of directors. It is the policy of the Board of Directors of the Corporation (the “Board”), however, that except in the case of a contested election, any director nominee who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation to the Board following certification of the election results. (For purposes of this policy, an election is a “contested election” if, as of the tenth (10<sup>th</sup>) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees for election as directors at such meeting exceeds the number of directors to be elected at such meeting.) Within 60 days following the certification of the election results, the Board will decide, through a process managed by the Nominating and Governance Committee and excluding the nominee or director in question, whether to accept the resignation. Absent a compelling reason for the director to remain on the Board, the Board shall accept the resignation. The Board will promptly disclose its decision to accept or reject the tendered resignation, which disclosure shall include, if the tendered resignation is rejected, a summary of the reasons underlying the Board’s decision to reject the tendered resignation. For purposes of this policy, a “compelling reason” could include, without limitation, a situation in which a director nominee was the target of a “vote no” campaign on an illegitimate basis, such as racial discrimination, or the resignation would cause the Corporation to be in violation of its organizational documents or regulatory requirements.