

Compensation Committee Charter

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Presbia PLC (the "Company") is to assist the Board in fulfilling its responsibility to oversee (a) the evaluation, performance and compensation of the Company's Executives, as hereafter defined, (b) Executive development and succession, (c) the administration of the compensation plans of the Company and its subsidiaries (collectively, the "Group"), (d) the review and determination of appropriate director compensation and (e) the preparation of any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and the listing standards of the NASDAQ Stock Market ("NASDAQ"). For purposes of this Charter, "Executive" means the Company's chief executive officer (the "CEO"), the other officers of the Company elected by the Board and such other persons as shall be designated from time to time by the Board.

Composition

The Committee shall be composed of three or more directors, as determined by the Board. At such time as the Company ceases to be a controlled company, members of the Committee shall satisfy the independence standards set forth in the applicable listing rules of NASDAQ and any applicable independence requirements set forth in the applicable rules and regulations of the SEC in accordance with the following "phase in" schedule: at least one member of the Committee shall satisfy such standards by the date that the Company ceases to be a controlled company (the "Change in Status Date"); at least a majority of the members of the Committee shall satisfy such standards by the 90th day after the Change in Status Date; and all members of the Committee shall satisfy such standards by the 365th day after the Change in Status Date.

The Board shall retain the authority to remove members from and appoint members to the Committee from time to time, subject to the membership requirements applicable to the Committee.

Responsibilities and Processes

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the responsibility to:

- In consultation with senior management of the Company, establish, and periodically review, a general compensation strategy for the Group. The Committee will also oversee the development and implementation of the Group's compensation plans, including any pension, welfare, incentive and equity-based plans, to ensure that these plans are consistent with this general compensation strategy. The Committee will oversee and monitor all of the Group's equity-based plans and such other plans as shall be designated from time to time by the Board.
- At least annually (a) review and assess the corporate goals and objectives upon which the compensation of the CEO is based, (b) evaluate the CEO's performance in light of these goals and objectives and (c) report its assessment of the CEO's performance and make a recommendation to the Board of appropriate compensation levels or other terms of employment for the CEO. In recommending the level of CEO compensation, the Committee will consider all factors it deems relevant, including, without limitation, the Group's performance, relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's CEO in past years. The Committee will review and make a recommendation regarding the approval of any employment agreements, consulting arrangements, severance and retirement arrangements involving the CEO.
- With input from the CEO (who shall not participate in deliberations regarding his or her own compensation), at least annually review and make a recommendation to the Board of appropriate compensation levels or other terms of employment for each of the other Executives. In recommending the level of compensation for the Executives, the Committee will consider all factors it deems relevant. The Committee will review and make a recommendation regarding the approval of any employment agreements, consulting arrangements, severance and retirement arrangements involving the Executives.
- Review, discuss with senior management of the Company and approve the Compensation Discussion and Analysis (the "CD&A") when and if a CD&A is required to be included in the Company's annual proxy statement by the SEC and/or applicable listing standards of NASDAQ. The Committee will provide a Compensation Committee Report for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the SEC.
- At least annually, review and recommend to the Board the form and amount of compensation (including perquisites and other benefits) to be paid for service on the Board and Board committees and for service as a chairperson of the Board or a Board committee. In making its determinations, the Committee will give due consideration to what is customary

compensation for directors of comparable companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in this Charter.

- Review and approve the adoption of, or amendments to, any incentive compensation plans for the Group (subject, if necessary, to shareholder approval).
- Approve all individual awards of shares, share options and other benefits pursuant to the Company's (and to the extent consistent with the applicable plans, the Company's subsidiaries') equity-based plans. The Committee will approve the form of all award documents utilized in connection with the Company's (and to the extent consistent with the applicable plans, the Company's subsidiaries') equity-based plans.
- In consultation with senior management of the Company, oversee regulatory compliance with respect to compensation matters affecting the Group.
- At least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- At least annually, conduct and present to the Board a performance evaluation of the Committee.
- Subject to NASDAQ rules:
 1. The Committee shall have the right, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. Such responsibility shall include the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding (which shall be provided by the Company) necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisers retained by the Committee.
 2. In selecting a compensation consultant, legal counsel or other adviser providing advice to the Committee, the Committee shall, after the Change in Status Date, take into consideration all factors relevant to such person's independence from management, including the following:
 - i. the provision of other services to the Group by the person that employs the compensation consultant, legal counsel or other adviser;
 - ii. the amount of fees received from the Group by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with any member of the Committee;
 - v. any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - vi. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

For purposes of this Charter, the above-mentioned independence assessment shall not apply with respect to any compensation consultant, independent legal counsel or other adviser (i) who is an in-house legal counsel, (ii) whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of the SEC's Regulation S-K: consulting on broad-based plans that do not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that are available generally to all salaried employees of the Group or (iii) who provides information that either is not customized for a particular entity or that is customized based on parameters that are not developed by such consultant, counsel or other advisor and about which such consultant, counsel or other advisor does not provide advice. It is understood that, when applicable, this paragraph requires the Committee to consider the enumerated factors before selecting or receiving advice from compensation consultants, independent legal counsel and other advisers. Once it considers these factors, the Committee may select or receive advice from any compensation consultants, independent legal counsel and other advisers that the Committee prefers, including one that is not independent.

- Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Authority

By adopting this Charter, the Board delegates to the Committee authority to:

- Investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Group.
- Delegate such of its authority and responsibilities as the Committee deems proper to subcommittees thereof, subject to all applicable laws and regulations (including without limitation NASDAQ's listing standards).
- Appoint a chair of the Committee, unless a chair is designated by the Board.

The Committee shall have available appropriate funding from the Company, as determined by the Committee, for payment of:

- compensation to any advisors employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Committee Structure and Operations

- The Committee shall meet in person or telephonically at such times and places as shall be determined by the Committee chairperson. The chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.
- The Committee shall maintain minutes containing a summary of the actions taken at each Committee meeting and shall make regular reports to the Board with respect to actions taken by the Committee and areas of the Committee's responsibilities.
- This Charter shall be made available on the Group's website at www.presbia.com and to any shareholder who otherwise requests a copy, and the Company's annual proxy statement shall describe such availability.