



## Nominating and Corporate Governance Committee Charter

### Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Presbia PLC (the "Company") is to exercise general oversight with respect to the governance of the Board by (a) identifying, reviewing the qualifications of, and recommending to the Board, proposed nominees for election to the Board, consistent with criteria approved by the Board, (b) selecting, or recommending that the Board select, the director nominees for each meeting of shareholders at which directors will be selected and for the purpose of filling vacancies on the Board of Directors and (c) overseeing the annual evaluation of the Board and management. The Committee serves a Board-level oversight role in which it will provide advice, counsel and direction to management on the basis of the information it receives, discussions with management and the experience of the Committee members.

### 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 Stock Market ("NASDAQ") and any applicable independence requirements set forth in the applicable rules and regulations of the Securities and Exchange Commission (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 as defined by NASDAQ (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:

- Make recommendations to the Board regarding the size of the Board, the composition of the Board and the process for filling vacancies on the Board.
- Make recommendations to the Board regarding the criteria for Board and committee membership, which shall include a description of any specific minimum qualifications that the Committee believes must be met by a director nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and periodically reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Establish procedures to be followed by shareholders in submitting recommendations for director candidates.
- To the extent not provided for in the Company's Articles of Association, establish a process for identifying and evaluating nominees for the Board, including nominees recommended by other board members, executive officers or shareholders.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each meeting of shareholders at which directors are to be elected and for purposes of filling vacancies on the Board; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election to the Board, the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.
- Review any shareholder proposals and proposed responses.
- Develop and recommend to the Board corporate governance principles and policies and any proposed changes to such principles and policies.
- Review and discuss with management of the Company the disclosure regarding the operations of the Committee and director independence to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- 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.
- Oversee the annual evaluation of the Board and its committees.
- 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 Corporation.
- 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.
- Select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall have available appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, 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 Company's website at [www.presbia.com](http://www.presbia.com) and to any shareholder who otherwise requests a copy, and the Company's annual proxy statement shall describe such availability.