

**LENSAR, INC.**  
**COMPENSATION COMMITTEE CHARTER**

(As of December 05, 2023)

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of LENSAR, Inc. (the “Company”) is to, among other things, oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

The provisions herein are subject to any applicable exemptions and transition periods under the Nasdaq Stock Market LLC (the “Nasdaq”) and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

**II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of Nasdaq, except as otherwise permitted by applicable Nasdaq rules. Committee members must be appointed to the Committee, and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Committee will meet with such frequency and at such intervals as it deems necessary or advisable to carry out its duties and responsibilities. The Committee will meet at such times as determined by its Chair or as requested by any of its members. Notice of all meetings will be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s bylaws. The Chair of the Committee will preside, when present, at all meetings of the Committee. The Committee may meet in person, or by telephone or video conference.

Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers, provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee has the authority to retain any other advisers that the Committee believes is necessary or advisable to carry out its duties and responsibilities. The Committee will be directly responsible for the appointment, compensation and

oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers, carry out any other responsibilities and conduct any other activities consistent with this Charter, the purposes of the Committee, the Company's bylaws, applicable Nasdaq rules and applicable law.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
2. *Other Executive Officer Compensation.* The Committee will review and set, or make recommendations to, the Board regarding the compensation of the executive officers other than the Chief Executive Officer.
3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.
4. *Incentive and Equity Compensation.* The Committee will review and approve, or make recommendations to the Board, regarding the Company's incentive compensation and equity-based plans, policies and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the Board), and to make grants of cash-based and equity-based awards under the Plans.
5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
6. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.
7. *Human Capital Management.* The Committee will oversee and periodically review with management the Company's strategies, policies and practices regarding human capital management and talent development, including with respect to matters such as diversity,

equity and inclusion, workplace environment and culture, talent recruitment, retention, development, and training.

8. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report for inclusion in the Company's proxy statements as are required by applicable rules and regulations.
9. *Annual Meeting Matters.* To the extent required, the Committee will (a) review and discuss the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Votes") and (b) review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account such results.
10. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
11. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.
12. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.
13. *Risk Management.* The Committee will periodically review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company by encouraging excessive risk-taking.
14. *Peer Group.* The Committee must review and approve the composition of any peer group used for executive compensation comparison purposes.
15. *General.* The Committee shall perform such other activities consistent with this Charter, the Company's bylaws, applicable Nasdaq rules and applicable law as the Committee or the Board deems necessary or appropriate.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.