



**CHARTER OF THE
GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE
OF THE BOARD OF DIRECTORS OF
CUTERA, INC.**

(As amended February 22, 2023)

PURPOSE

The purpose of the Governance and Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Cutera, Inc. (the “Company”) shall be to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; Board committees; Board compensation and conflicts of interest. The Committee also has oversight on key environmental policies such as those relating to sustainability (and climate change), and social issues such as the Company’s progress on diversity, equity, and inclusion initiatives.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and may perform other duties that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chairperson. The Committee may form and delegate authority to subcommittees, or the chairperson of the Committee, when appropriate. Members of the Committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, shall comply with any independence qualifications established by the Board from time to time, and shall otherwise be deemed “Independent Directors” as defined by the listing standards of the Nasdaq Stock Market, LLC (the “Nasdaq Rules”).

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

Governance and Corporate Responsibility Generally

- Reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with, recommending changes to the Board as necessary;
- Reviewing proposed changes to the Company’s Amended and Restated Certificate of Incorporation and Bylaws and making recommendations to the Board;

- Determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and recommending what the Board's response, if any, should be;
- If the Board or Committee establishes stock ownership guidelines for the executive officers and non-employee members of the Board, the Committee shall monitor compliance with those guidelines and periodically review such guidelines and recommend any proposed changes to the Board;
- Reviewing periodically the succession planning for the Chief Executive Officer and other executive officers, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to these executive management positions;
- Reviewing governance-related stockholder proposals and recommending Board responses;
- Overseeing compliance by the Board and its committees with laws and regulations applicable to corporate governance and listing agencies, including but not limited to those promulgated by the Securities and Exchange Commission and the Nasdaq Rules;
- The processes and reporting systems in place to support the Company's compliance with anti-corruption, sanctions, competition, and ethical compliance programs, including the Company's Vendor Code of Conduct;
- Company's environmental and social policies, including those related to the area of climate change and sustainability;
- Oversight of progress in the Company's diversity, equity, and inclusion initiatives;
- Establishing and executing the Board's annual self-evaluation process, and reporting results to the Board; and
- Reviewing its own charter and processes on an annual basis.

Board Composition, Evaluation, Nominating Activities, and Compensation

- Overseeing the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole and each Board committee and evaluating the performance of Board members eligible for re-election;
- Reviewing and making recommendations to the Board regarding the composition and size of the Board and determine the relevant criteria (including any minimum qualifications) for Board membership which may include issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and other time commitments as well as other individual qualities and attributes;
- Establishing procedures for the submission of candidates for election to the Board (including director nominee recommendations by stockholders of the Company that are validly made and in accordance with applicable laws, rules and regulations and the provisions of the Company's Amended and Restated Certificate of Incorporation and Bylaws);
- Establishing procedures for identifying and evaluating nominees for director;
- Reviewing and recommending candidates for election to the Board at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board candidates;

- Identifying, considering and recommending candidates to fill new positions or vacancies on the Board; in performing these duties, the Committee shall have the authority, at the Company's expense, to retain, oversee and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms;
- Reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process;
- Making recommendations for orientation and continuing education of Board members; and
- Reviewing and making recommendations to the Board regarding director compensation, including the issuance of equity incentives to directors, and consulting with outside consultants and/or with the Human Resources department when appropriate regarding such recommendations.

Board Committees

- Periodically reviewing the charter and composition of each Board committee and making recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees; and
- Identifying directors for various Board committees and recommending such persons to the Board.

Conflicts of Interest

- Reviewing and approving the Company's Code of Business Conduct & Ethics;
- Considering questions of possible conflicts of interest of Board members and of corporate officers; and
- Reviewing actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

MEETINGS

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically or by videoconference, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

MINUTES



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

REPORTS

The Chairperson of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.