



## **CHARTER OF THE ENTERPRISE RISK COMMITTEE OF THE BOARD OF DIRECTORS OF CUTERA, INC.**

*(As amended, April 21, 2022)*

### **PURPOSE**

The primary purpose of the Enterprise Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Cutera, Inc. (the “Company”) is to assist the Board and the Audit Committee in supervising the enterprise risk management activities of the Company and its subsidiaries and advise the Board with respect to the enterprise risk management framework of the Company. The Committee’s function is one of oversight solely, and its members will not provide any expert advice as to the Company’s risk management. Each member of the Committee is entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and on the accuracy and completeness of the information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

### **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 chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee must not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and must be deemed “Independent Directors” as defined by the listing standards of the Nasdaq Stock Market, Inc. (the “*Nasdaq Rules*”).

No member of the Committee may receive, directly or indirectly, any compensation from the Company other than fees paid to Board members for service on the Board or a committee thereof.

The Committee shall have the authority to retain outside counsel, consultants or other experts, including the authority to approve the fees payable to such counsel, consultants or experts and any other terms of retention.

### **RESPONSIBILITIES AND DUTIES**

The following goals and responsibilities are to serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate.



The following are the goals and responsibilities of the Committee:

1. To periodically review the enterprise risk management framework of the Company including but not limited to:
  - a. The risk governance structure;
  - b. The risk competencies of the Company;
  - c. The risk tolerance of the Company;
  - d. The risk management strategy and associated risk management initiatives and how both support the business strategy and business model of the Company;
  - e. The coordination of risk management activities of the Company; and
  - f. The Company's approach to cyber and information security.
2. To review the Company's risk exposure as it relates to business activities, earnings, and compliance with Company risk policies covering all risks of the Company;
3. With the Audit Committee, review, assess and discuss with the General Counsel, the Chief Financial Officer, and the Company's Independent Auditor any significant risks or exposures, management's risk assessments, steps management has taken or should consider taking to minimize such risks or exposures, and the Company's underlying policies with respect to risk assessment and risk management;
4. To assess the Company's monitoring, prioritizing and reporting frameworks to support effective management of risks;
5. With the Audit Committee, overseeing compliance with the "whistleblower policy" and control investigations of any reports made thereunder;
6. With the Audit Committee, overseeing management's responsibility for quality and safety of the Company's products and the Company's compliance with applicable global clinical and regulatory requirements, including the periodic review of:
  - a. product quality and patient safety;
  - b. the effectiveness of the risk management program;
  - c. important quality issues including those related to compliance with FDA quality systems, regulations, and any issue resulting in regulatory reporting (i.e. medical device reports, corrections, removals & recalls, and inspections by government authorities);
  - d. important clinical safety updates and/or new safety information;
  - e. remedial measures designed to address regulatory compliance quality assurance and patient safety matters; and
  - f. periodically evaluate and assess the organizational structure and current human resources of the company to fulfill the regulatory duties of the company.
7. With the Audit Committee, providing oversight and review (at least annually) of the Company's risk management policies, including its investment policies;



8. With the Audit Committee, to provide oversight of the company's cyber and information security risks including the Company's plans to mitigate these risks and respond to data breaches. In addition, the Committee will meet with senior leaders of the company no less frequently than twice annually;
9. To periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
10. To carry out any other responsibilities and duties delegated to it by the Board from time to time related to the responsibilities outlined above;
11. To report to the Board on a regular basis and make such recommendations with respect to any of the above or other matters as the Committee deems necessary or appropriate; and
12. To evaluate its own performance annually and report its findings and recommendations to the Board.

In performing its duties, the Committee has 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, 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.