

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CUTERA<sup>®</sup>**

**CUTERA, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



**NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON**

**June 15, 2022**

**at 9:00 A.M. Pacific Time**

*To our Stockholders:*

You are cordially invited to attend the 2022 Annual Meeting of Stockholders of Cutera, Inc. (the "Company"). The meeting will be held on June 15, 2022, at 9:00 a.m. Pacific Time, virtually by visiting [www.virtualshareholdermeeting.com/CUTR2022](http://www.virtualshareholdermeeting.com/CUTR2022), where you will be able to listen to the meeting live, submit questions and vote online. The meeting is being held for the following purposes:

1. Elect nine directors, constituting the entire Board of Directors, to each serve a one-year term that expires at the 2023 Annual Meeting of Stockholders and until their successors have been duly elected and qualified;
2. Ratify the selection of BDO USA, LLP as the independent registered public accounting firm of the Company (the "Independent Registered Public Accounting Firm") for the fiscal year ending December 31, 2022;
3. Hold a non-binding advisory vote on the compensation of Named Executive Officers;
4. Approve the amendment and restatement of our 2019 Equity Incentive Plan to increase the total number of shares available for issuance under the 2019 Equity Incentive Plan; and
5. Transact such other business as may properly come before the Annual Meeting, including any motion to adjourn to a later date to permit further solicitation of proxies, if necessary, or before any adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice of Annual Meeting ("Proxy Statement").

To help conserve resources and reduce printing and distribution costs, we will be mailing a notice electronically to our stockholders, instead of a paper copy of this Proxy Statement, our 2021 Annual Report and a form of proxy card or voting instruction card (collectively referred to as "Proxy Materials"). The notice will have instructions on how to access our Proxy Materials over the internet and instructions on how stockholders can receive a paper copy of our Proxy Materials if so desired. Your vote is important, regardless of the number of shares that you own. Whether or not you intend to attend the Annual Meeting of Stockholders, please vote as soon as possible to make sure that your shares are represented. The meeting will begin promptly at 9:00 a.m., local time. Only holders of record of shares of our common stock (NASDAQ: CUTR) at the close of business on April 18, 2022 will be entitled to notice of, and to vote at, the meeting and any postponements or adjournments of the meeting.

By order of the Board of Directors,

*/s/ David H. Mowry*

Brisbane, California  
May 2, 2022

Chief Executive Officer & Director

**YOUR VOTE IS IMPORTANT!**

**You are cordially invited to attend the ANNUAL meeting OF STOCKHOLDERS virtually by visiting [www.virtualshareholdermeeting.com/CUTR2022](http://www.virtualshareholdermeeting.com/CUTR2022). Whether or not you expect to attend the meeting, please complete, date, sign and return the enclosed proxy, or vote over the telephone or the internet as instructed in these materials, as promptly as possible in order to ensure your representation at the meeting. A return envelope (which is postage prepaid if mailed in the United States) has been provided for your convenience. Even if you have voted by proxy, you may still vote at the meeting by attending the meeting virtually. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.**

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**PROXY STATEMENT  
FOR  
2022 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 15, 2022**

The Board of Directors ("Board") of Cutera, Inc., a Delaware corporation, is soliciting your proxy to vote at our 2022 Annual Meeting of Stockholders to be held on June 15, 2022, beginning at 9:00 a.m., Pacific Time, which is the local time, virtually by visiting [www.virtualshareholdermeeting.com/CUTR2022](http://www.virtualshareholdermeeting.com/CUTR2022), and at any postponements or adjournments thereof.

We are sending the Notice of Internet Availability of Proxy Materials (the "Notice") on or prior to May 2, 2022, to all stockholders of record at the close of business on April 18, 2022 (the "Record Date"). There were 18,142,553 shares of Cutera common stock outstanding on the Record Date.

**Internet Availability of Proxy Materials.** If you are a shareholder of record at the close of business on April 18, 2022, you will receive the Notice directing you to a website where you can access our 2022 Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2021. Our 2021 Form 10-K was filed with the Securities and Exchange Commission (the "SEC") on March 1, 2022. If you prefer to receive a paper copy of the proxy materials, please follow the instructions on the Notice and the Proxy Materials will be mailed to you.

**Attending the Annual Meeting Online.** We will host the 2022 Annual Meeting live via the internet only. You will attend the meeting virtually by visiting [www.virtualshareholdermeeting.com/CUTR2022](http://www.virtualshareholdermeeting.com/CUTR2022), including to vote and/or submit questions online. Whether or not you attend the meeting, we encourage you to vote by internet or to complete, sign and mail your voting instruction form or proxy prior to the meeting.

**Virtual Meeting Philosophy.** We have held our annual meeting of stockholders as a virtual meeting via the Internet since 2020. We also offer stockholders the option to ask questions live via telephone. The Board believes that holding the annual meeting of stockholders in a virtual format provides the opportunity for participation by a broader group of stockholders while reducing the costs associated with planning, holding, and arranging logistics for in-person meeting proceedings. This balance allows the meetings to remain focused on matters directly relevant to the interests of stockholders in a way that recognizes the value to stockholders of an efficient use of company resources. The Board intends that the virtual meeting format provide stockholders a level of transparency as close as possible to the traditional in-person meeting format and takes the following steps to ensure such an experience:

- providing stockholders with the ability to submit appropriate questions in advance of the meeting to ensure thoughtful responses from management and the Board;
- providing stockholders with the ability to submit appropriate questions in real-time either via telephone or the meeting website, limiting questions to one per stockholder unless time otherwise permits;
- answering as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting without discrimination; and
- offering separate engagement opportunities with stockholders on appropriate matters of governance or other relevant topics as outlined under the section titled "Communications with the Board by Stockholders" below.

**Submit Your Questions.** We invite you to submit any questions of general stockholder interest to the Vice President, General Counsel & Corporate Secretary via email at [cutera-shareholders@cutera.com](mailto:cutera-shareholders@cutera.com). You may also submit live questions during the meeting.

**Voting.** You may vote via the internet or, if you have received a printed version of these proxy materials, by mail.

For more information, see "Questions And Answers Regarding This Solicitation And Voting At The Annual Meeting" in this Proxy Statement which contains important information regarding the meeting. Specifically, the Proxy Statement identifies the matters upon which you are being asked to vote, provides information that you may find useful in determining how to vote and describes the voting procedures.

In this Proxy statement, the terms "we", "our", "Cutera" and the "Company" each refer to Cutera, Inc.; the term "Board" means our Board of Directors; the term "proxy materials" means this Proxy statement, the enclosed proxy card, and our

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Annual Report on Form 10-K for the year ended December 31, 2021, filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 1, 2022, and the term “*Annual Meeting*” means our 2022 Annual Meeting of Stockholders.



## QUESTIONS AND ANSWERS REGARDING THIS SOLICITATION AND VOTING AT THE ANNUAL MEETING

***What is a proxy statement and what is a proxy?***

A proxy statement is a document that the rules and regulations of the United States, including the SEC, require us to give to you when it asks you to give a proxy designating individuals to vote on your behalf. A proxy is your legal designation to another person to vote shares that you own. That other person is called a proxy. If you delegate someone as your proxy in a written document, that document is also called a proxy or proxy card.

***Why am I receiving these proxy materials?***

You are receiving these proxy materials from us because you were a stockholder of record at the close of business on the Record Date. As a stockholder of record, you are invited to attend the meeting virtually and are entitled to and requested to vote on the items of business described in this Proxy Statement.

***Why did I receive a notice in the mail regarding the internet availability of the proxy materials instead of a paper copy of the proxy materials?***

Pursuant to SEC rules, we have elected to provide access to our proxy materials over the internet. Accordingly, we are sending a Notice of internet Availability of Proxy Materials (the "Notice") to our stockholders. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials on the internet or to request a printed copy may be found on the Notice, along with instructions regarding procedures designed to ensure the authenticity and correctness of your proxy vote.

Stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual stockholders' meetings on the environment. If you chose prior to the Record Date to receive future proxy materials by email, you should receive an email this year with instructions containing a link to those materials and a link to the proxy voting site. In connection with our upcoming Annual Meeting, if you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

***What is the purpose of the Annual Meeting?***

At our Annual Meeting, stockholders of record will vote upon the items of business outlined in the notice of meeting (on the cover page of this Proxy Statement), each of which is described more fully in this Proxy Statement. In addition, management will report on the performance of the Company and respond to questions from stockholders.

***Who is entitled to attend the meeting?***

You are entitled to attend the meeting virtually only if you owned our common stock (or were a joint holder) as of the Record Date, or if you hold a valid proxy for the meeting.

Please also note that if you are not a stockholder of record, but hold shares in street name (that is, through a broker or nominee), you will need to provide proof of beneficial ownership as of the Record Date, such as your most recent brokerage account statement, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership.

The meeting will begin promptly at 9:00 a.m., local time.

***Who is entitled to vote at the meeting?***

All stockholders of record at the close of business on the Record Date are entitled to notice of and to vote at the meeting, and at any postponements or adjournments thereof. As of the Record Date, 18,142,553 shares of our common stock were outstanding. Each outstanding share of our common stock entitles the holder to one vote on each matter properly brought before the meeting. Accordingly, there are a maximum of 18,142,553 votes that may be cast at the meeting.

***How many shares must be present or represented to conduct business at the meeting (that is, what constitutes a quorum)?***

The presence at the meeting virtually or by proxy, of the holders of a majority of the shares of our common stock entitled to vote at the meeting constitutes a quorum. A quorum is required to conduct business at the meeting. Accordingly, the presence of the holders of our common stock representing at least 9,071,277 votes will be required to establish a quorum at the meeting. Both abstentions and broker non-votes are counted for the purpose of determining the presence of a quorum.

***What items of business will be voted on at the meeting?***

The items of business scheduled to be voted on at the meeting are as follows:

1. Elect nine nominees to serve as directors on our Board;
2. Ratify BDO USA, LLP (“BDO”) as the Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2022;
3. Non-binding advisory vote on the compensation of our Named Executive Officers;
4. Approve the amendment and restatement of our 2019 Equity Incentive Plan to increase the total number of shares available for issuance under the 2019 Equity Incentive Plan; and
5. Transact any other business as may properly come before the Annual Meeting, including any motion to adjourn to a later date to permit further solicitation of proxies, if necessary, or before any adjournment thereof.

These proposals are described more fully in this Proxy Statement. As of the date of this Proxy Statement, the only business that our Board intends to present, or knows of that others will present at the meeting, is set forth in this Proxy Statement. If any other matter or matters are properly brought before the meeting, it is the intention of the persons who hold proxies to vote the shares they represent in accordance with their best judgment.

***Will any other matters be decided at the Annual Meeting of Stockholders?***

At the date of this Proxy Statement, the Company does not know of any other matters to be raised at the Annual Meeting of Stockholders other than those described in this Proxy Statement. If any other matters are, in accordance with the Delaware General Corporation Law, other applicable law, or the Company’s Amended and Restated Certificate of Incorporation (“Articles”), properly presented for consideration at the Annual Meeting of Stockholders, such matters will, subject to the Delaware General Corporation Law, the Articles and applicable law, be considered at the Annual Meeting of Stockholders and the individuals named in the proxy card will vote on such matters in their discretion.

***How does the Board recommend that I vote?***

Our Board recommends that you vote your shares (i) “FOR” each of the nine director nominees, (ii) “FOR” the ratification of BDO as the Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2022, (iii) “FOR” the non-binding advisory vote on the compensation of our Named Executive Officers, and (iv) “FOR” approval of the amendment and restatement of our 2019 Equity Incentive Plan to increase the total number of shares available for issuance under the 2019 Equity Incentive Plan.

***What shares can I vote at the meeting?***

You may vote all shares owned by you as of the Record Date, including (1) shares held directly in your name as the *stockholder of record*, and (2) shares held for you as the *beneficial owner* through a broker, trustee or other nominee such as a bank.

***What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

Most of our stockholders hold their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

**Stockholders of Record.** If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, Inc., you are considered, with respect to those shares, the *stockholder of record*, and these proxy materials are being sent directly to you by us. As the *stockholder of record*, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote at the virtual meeting. We have enclosed a proxy card for your use.

**Beneficial Owner.** If your shares are held in a brokerage account or by another nominee, you are considered the *beneficial owner* of shares held in street name, and these proxy materials are being forwarded to you together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote and are also invited to attend the meeting virtually. Please note that since a beneficial owner is not the *stockholder of record*, you may not vote these shares at the virtual meeting unless you obtain a “legal proxy” from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

***How can I vote my shares without attending the meeting?***

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without virtually attending the meeting. Stockholders of record of our common stock may submit proxies by completing, signing, and dating their proxy cards and mailing them in the accompanying pre-addressed envelope. Our stockholders who hold shares beneficially in street name may vote by mail by completing, signing and dating the voting instruction cards provided by the broker, trustee or nominee and mailing them in the accompanying pre-addressed envelope. Further, you may vote by internet as instructed in the Notice. Please have your proxy card in hand when visiting the website, as you will need your Proxy number to vote your shares.

***How can I vote my shares virtually at the meeting?***

Shares held in your name as the stockholder of record may be voted at the meeting if you attend virtually. At the meeting, you will be instructed how to submit your vote. Shares held beneficially in street name may be voted at the meeting virtually only if you obtain a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the meeting virtually, we recommend that you also submit your proxy card or voting instructions as described above so that your vote will be counted if you later decide not to, or are unable to, attend the meeting.

***Can I change my vote?***

You may change your vote at any time prior to the vote at the meeting. If you are the stockholder of record, you may change your vote by granting a new proxy bearing a later date (which automatically revokes the earlier proxy), by entering a new vote by internet, by providing a written notice of revocation to our Vice President, General Counsel & Corporate Secretary prior to your shares being voted, or by attending the meeting virtually. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee or nominee, or, if you have obtained a legal proxy from your broker, trustee or nominee giving you the right to vote your shares, by attending the meeting virtually.

***Is my vote confidential?***

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Cutera or to third parties, except: (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, and (3) to facilitate a successful proxy solicitation. Occasionally, stockholders provide written comments on their proxy card, which are then forwarded to our management.

***What vote is required to approve each item and how are votes counted?***

The vote required to approve each item of business and the method for counting votes is set forth below:

**Election of Directors.** Each director nominee receiving affirmative “FOR” votes in excess of “AGAINST” votes at the meeting (a majority of votes cast) will be elected to serve as a director. You may vote either “FOR” or “AGAINST”, or “ABSTAIN” from voting for, the director nominees. A properly executed proxy marked “ABSTAIN” with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

**Ratification of BDO as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2022.** The affirmative “FOR” vote of a majority of the shares personally represented or by proxy and entitled to vote on the item will be required for approval. You may vote “FOR,” “AGAINST” or “ABSTAIN” for this item of business. If you “ABSTAIN,” your abstention has the same effect as a vote “AGAINST.”

**Non-binding advisory vote on the compensation of our Named Executive Officers.** The affirmative “FOR” vote of a majority of the shares personally represented or by proxy and entitled to vote on the item will be required for approval. You may vote “FOR,” “AGAINST” or “ABSTAIN” for this item of business. If you “ABSTAIN,” your abstention has the same effect as a vote “AGAINST.”

**Approval of the amendment and restatement of our 2019 Equity Incentive Plan to increase the total number of shares available for issuance under the 2019 Equity Incentive Plan.** The affirmative “FOR” vote of a majority of the shares personally represented or by proxy and entitled to vote on the item will be required for approval. You may vote “FOR,” “AGAINST” or “ABSTAIN” for this item of business. If you “ABSTAIN,” your abstention has the same effect as a vote “AGAINST.”

If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items. If you sign your proxy card, voting instruction card or voting online without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board (“FOR” all of the Company’s nominees to the Board, “FOR” ratification of BDO as our Independent Registered Public Accounting Firm, “FOR” the approval, by non-binding vote, of executive compensation, “FOR” the approval of the amendment and restatement of our 2019 Equity Incentive Plan to increase the total number of shares available for issuance under the 2019 Equity Incentive Plan, and in the discretion of the proxy holders on any other matters that may properly come before the meeting).

***What is a “broker non-vote”?***

A “*broker non-vote*” occurs when a broker expressly instructs on a proxy card that it is not voting on a matter, whether routine or non-routine. Under the rules that govern brokers who have record ownership of shares that are held in street name for their clients who are the beneficial owners of the shares, brokers have the discretion to vote such shares on routine matters, which includes ratifying the appointment of an independent registered public accounting firm but does not include the election of directors, the non-binding vote on executive compensation or the approval of the amendment and restatement of our 2019 Equity Incentive Plan. Therefore, if you do not otherwise instruct your broker, the broker may turn in a proxy card voting your shares “FOR” ratification of BDO as the Independent Registered Public Accounting Firm.

However, if you do not instruct your broker how to vote with respect to the election of directors, the non-binding vote on executive compensation and the approval of the amendment and restatement of our 2019 Equity Incentive Plan, your broker may not vote with respect to such proposal and your shares will not be counted as voting in favor of these matters.

***How are “broker non-votes” counted?***

Broker non-votes will be counted for the purpose of determining the presence or absence of a quorum for the transaction of business, but they will not be counted in tabulating the voting result for any particular proposal.

***How are abstentions counted?***

If you return a proxy card that indicates an abstention from voting on all matters, the shares represented will be counted for the purpose of determining the presence of a quorum, but they will not be voted on any matter at the meeting. In the absence of controlling precedent to the contrary, we intend to treat abstentions in this manner. Accordingly, abstentions will have the same effect as a vote “*AGAINST*” a proposal.

***What happens if additional matters are presented at the meeting?***

Other than the four proposals described in this Proxy Statement, we are not aware of any other business to be acted upon at the meeting. If you grant a proxy, the persons named as proxy holders, David H. Mowry, our Chief Executive Officer, and J. Daniel Plants, our Executive Chairperson, with full power of substitution, will have the discretion to vote your shares on any additional matters that may be properly presented for a vote at the meeting. If, for any unforeseen reason, any of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by our Board.

***Who will serve as inspector of election?***

A representative of Broadridge Financial Services, Inc., an independent tabulator, will count the vote and act as the inspector of elections.

***What should I do in the event that I receive more than one set of proxy/voting materials?***

You may receive more than one set of these proxy solicitation materials, including multiple copies of this Proxy Statement and multiple proxy cards or voting instruction cards or you may receive more than one email including these proxy solicitation materials. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. In addition, if you are a stockholder of record and your shares are registered in more than one name, you may receive more than one proxy card. Please complete and return each proxy card, and voting instruction card that you receive, or vote your shares online to ensure that all your shares are voted.

***Who is soliciting my vote and who will bear the costs of this solicitation?***

Your vote is being solicited on behalf of the Board, and the Company will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this Proxy Statement. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone, by electronic mail or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners. In addition, the Company has retained Okapi Partners LLC to assist in the solicitation of proxies at a solicitation fee of \$12,500, plus related reasonable out-of-pocket expenses.

***Where can I find the voting results of the meeting?***

We intend to announce preliminary voting results at the Annual Meeting and file a Form 8-K with the SEC within four business days after the end of our Annual Meeting to report the voting results.

***What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?***

As a stockholder, you may be entitled to present proposals for action at a future meeting of stockholders, including director nominations.

**Stockholder Proposals:** For a stockholder proposal to be considered for inclusion in our Proxy Statement for the Annual Meeting to be held in 2023, the written proposal must be received by our Vice President, General Counsel & Corporate Secretary at our principal executive office no later than January 2, 2023, which is the date 120 calendar days before the anniversary of the mailing date of the Notice of Internet Availability of Proxy Materials. If the date of next year's Annual Meeting is moved more than 30 days before or after the anniversary date of this year's Annual Meeting, the deadline for inclusion of proposals in our Proxy Statement is instead the close of business on the later of 120 calendar days in advance of such annual meeting and 10 days following the date on which public announcement of the date of the meeting is first made. Such proposals also must comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any other applicable rules established by the SEC. Stockholders interested in submitting such a proposal are advised to contact knowledgeable legal counsel with regard to the detailed requirements of applicable securities laws. Proposals should be addressed to:

Cutera, Inc.  
Vice President, General Counsel & Corporate Secretary  
3240 Bayshore Blvd.  
Brisbane, California 94005-1021

**Nomination of Director Candidates:** You may propose director candidates for consideration by our Board. Any such recommendations should include the nominee's name and qualifications for Board membership and should be directed to the "Vice President, General Counsel & Corporate Secretary" at the address of our principal executive office set forth above. In addition, our bylaws permit stockholders to nominate directors for election at an Annual Meeting of stockholders. To nominate a director, the stockholder must provide the information required by our bylaws, as well as a statement by the nominee consenting to being named as a nominee and to serve as a director if elected. In addition, the stockholder must give timely notice to our Vice President, General Counsel & Corporate Secretary no later than January 2, 2023 unless the date of next year's Annual Meeting is moved more than 30 days before or after the anniversary date of this year's Annual Meeting.

**Copy of Bylaw Provisions:** Our bylaws are available on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com). You may also contact our Vice President, General Counsel & Corporate Secretary at our principal executive office for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

## STOCK OWNERSHIP

### Security Ownership of Certain Beneficial Owners and Current Management

The following table provides information relating to the beneficial ownership of our common stock as of March 31, 2022, by:

- each stockholder known by us to own beneficially more than 5% of our common stock;
- each of our current named executive officers (including our Chief Executive Officer, our Chief Financial Officer and Executive Chairperson);
- each of our current directors; and
- our current directors and executive officers as a group.

The number of shares beneficially owned by each entity, person, director or executive officer is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which the individual has the sole or shared voting power or investment power and any shares that the individual has the right to acquire within 60 days of March 31, 2022, through the exercise of any stock option or other right. The number and percentage of shares beneficially owned is computed on the basis of 18,132,949 shares of our common stock outstanding as of March 31, 2022 plus, for each beneficial owner, the amount of shares issuable to such beneficial owner upon the exercise of warrants and options that are exercisable within 60 days. The information in the following table regarding the beneficial owners of more than 5% of our common stock is based upon information supplied by principal stockholders or Schedules 13D/A, 13G and 13G/A filed with the SEC.

Shares of our common stock that a person has the right to acquire within 60 days of the Record Date are deemed outstanding for purposes of computing the percentage ownership of the person holding such rights, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group. To our knowledge, except as set forth in the footnotes to this table and subject to applicable community property laws, each person or entity named in the table has sole voting and disposition power with respect to the shares set forth opposite such person's or entity's name. The address for those persons for which an address is not otherwise provided is c/o Cutera, Inc., 3240 Bayshore Blvd., Brisbane, California 94005-1021.



Beneficial Owner	Number of Shares Beneficially Owned	Warrants and Options Exercisable Within 60 Days	Approximate Percent Owned
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	2,635,306	(1)	14.5 %
GAMCO Investors, Inc. One Corporate Center Rye, NY 10580	1,981,099	(2)	10.9 %
Pura Vida Investments, LLC 887 7th Avenue, 6th Floor New York, NY 10106	1,608,211	(3)	8.9 %
RTW Investments, LP 40 10th Avenue, 7th Floor New York, NY 10014	1,397,063	(4)	7.7 %
Voce Capital Management LLC 600 Montgomery Street, Suite 4400 San Francisco, CA 94111	1,210,224	(5)	6.7 %
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	1,138,961	(6)	6.3 %
David H. Mowry	100,057		4,210 *
Joseph E. Whitters	96,093		*
Gregory A. Barrett	73,771		*
Michael A. Karavitis	53,293		22,500 *
Timothy J. O'Shea	51,932		*
J. Daniel Plants	42,381	(7)	*
Katherine S. Zanotti	21,485		*
Rohan R. Seth	22,726		23,368 *
Charles G. Thier	9,435		1,842 *
Sheila A. Hopkins	2,735		*
Janet L. Widman	—		*
Juliane T. Park	—		*
All current directors and executive officers as a group (12 persons)	473,908		51,920 2.9 %

\* Less than 1%.

(1) As reported in Amendment No. 7 to Schedule 13G filed by BlackRock, Inc. on January 28, 2022 with the SEC.

(2) As reported in Amendment No. 12 to Schedule 13D filed by GAMCO Investors, Inc. on October 7, 2021 with the SEC. The aggregate number of shares reported relates to 1,981,099 shares owned as follows: 532,606 by Gabelli Funds, LLC ("Gabelli Funds"), 1,169,900 by GAMCO Asset Management Inc. ("GAMCO"), 277,703 by Teton Advisors, Inc. and 800 by Gabelli Foundation, Inc. Mario Gabelli is deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing persons. Gabelli & Company Investment Advisers, Inc. ("GCIA") is deemed to have beneficial ownership of the shares owned beneficially by G.research, LLC. Associated Capital Group, Inc. ("AC"), GAMCO Investors, Inc. ("GBL") and GGCP, Inc. ("GGCP") which are deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing persons other than Mario Gabelli and the Gabelli Foundation, Inc. Each of the foregoing persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the shares reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 12,500 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Company held by the Funds so long as the aggregate

voting interest of all joint filers does not exceed 25% of their total voting interest in the Company and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, AC, GBL, and GGCP is indirect with respect to shares beneficially owned directly by the other persons.

- (3) As reported in Amendment No.1 Schedule 13G filed by Pura Vida Investments, LLC on February 14, 2022 with the SEC. The aggregate number of shares reported relates to shares held in one or more private funds (the "Pura Vida Funds") managed by Pura Vida Investments, LLC ("Pura Vida"). Pura Vida in its capacity as the investment manager of the Pura Vida Funds, has the power to vote and the power to direct the disposition of all shares held by the Pura Vida Funds  
Pura Vida Investments, LLC on February 14, 2022 with the SEC. The aggregate number of shares reported relates to shares held in one or more private funds (the "Pura Vida Funds") managed by Pura Vida Investments, LLC ("Pura Vida"). Pura Vida in its capacity as the investment manager of the Pura Vida Funds, has the power to vote and the power to direct the disposition of all shares held by the Pura Vida Funds.
- (4) As reported in Amendment No. 1 to Schedule 13G filed by RTW Investments, LP on February 14, 2022 with the SEC. The aggregate number of shares reported relates to shares held in one or more private funds (the "RTW Funds") managed by RTW Investments, LP. ("RTW"). RTW in its capacity as the investment manager of the RTW Funds, has the power to vote and the power to direct the disposition of all shares held by the RTW Funds.
- (5) As reported in Schedule 13D filed by Voce Capital Management LLC on May 27, 2021 with the SEC.
- (6) As reported in Amendment No. 3 to Schedule 13G filed by The Vanguard Group on February 9, 2022 with the SEC. Such beneficial owner reported that it has sole power to vote or direct the vote over 0 shares of our common stock, the shared power to vote or direct the vote over 33,016 shares of our common stock, the sole power to dispose or direct the disposition of 1,089,576 shares of our common stock, and the shared power to dispose or direct the disposition of 49,385 shares of our common stock.
- (7) Mr. Plants is the Managing Partner of Voce Capital Management LLC, the holder of 1,210,224 shares (approximately 6.7%) of our outstanding common stock as of March 31, 2022. Mr. Plants has disclaimed beneficial ownership of the shares owned by Voce Capital Management LLC, except to the extent of his pecuniary interest therein, however he has the sole or shared voting power of the shares reflected in this table.

**Delinquent Section 16(a) Reports**

Section 16(a) of the Exchange Act requires our directors, certain officers, and beneficial owners of more than 10% of our common stock to file reports of ownership and reports of changes in the ownership with the SEC. Such persons are required by SEC regulations to furnish us with copies of all Section 16(a) Statement of Changes of Beneficial Ownership of Securities forms they file (SEC Forms 3, 4, and 5).

Based solely on our review of the copies of such forms received by us, or written representations from our executive officers, directors and 10% stockholders, we believe that during our fiscal year ended December 31, 2021, all Section 16(a) filing requirements were satisfied on a timely basis, with the exception of the following reports:

<b>Name</b>	<b>Transaction date</b>	<b>Filing Date</b>
David H. Mowry	January 1, 2021	March 25, 2021
David H. Mowry	February 12, 2021	April 27, 2021
Rohan R. Seth	February 12, 2021	April 27, 2021

## **CORPORATE GOVERNANCE AND BOARD MATTERS**

### **Director Independence**

Our common stock is listed on the NASDAQ Stock Market (“NASDAQ”). Under the NASDAQ listing standards, independent directors must comprise a majority of a listed company’s board of directors. In addition, the NASDAQ listing standards require that, subject to specified exceptions, each member of a listed company’s audit, compensation, and nominating and corporate governance committees be independent. Under the NASDAQ listing standards, a director will only qualify as an “independent director” if, in the opinion of that listed company’s board of directors, that director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Audit committee members must also satisfy the additional independence criteria set forth in Rule 10A-3 under the Exchange Act and the NASDAQ listing standards. Compensation committee members must also satisfy the additional independence criteria set forth in Rule 10C-1 under the Exchange Act and the NASDAQ listing standards.

Our Board has undertaken a review of the independence of each of our directors. Based on information provided by each director concerning his or her background, employment and affiliations, our Board has determined that each of the directors, other than David H. Mowry, our Chief Executive Officer, and J. Daniel Plants, our Executive Chairperson, satisfy the current “independent director” standards established by NASDAQ. In 2021, the Governance and Corporate Responsibility Committee indicated that all directors other than our Chief Executive Officer and Executive Chairperson be independent as defined by NASDAQ listing rules.

### **Board Leadership Structure**

The roles of Executive Chairperson of the Board (Executive Chairperson) and Chief Executive Officer are filled by separate individuals. We believe that it is important that the Board retain flexibility to determine whether these roles should be separate or combined based upon the Board’s assessment of our needs and our leadership at a given point in time. As such, the Board does not have a policy mandating the separation of the roles of Executive Chairperson and Chief Executive Officer, though one can be established by the Board. In May of 2021, Mr. Plants became the Executive Chairperson of the Board where he had previously been the non-executive Chairperson of the Board. Our Board believes that the separation of the offices of the Executive Chairperson and Chief Executive Officer is appropriate at this time because it allows our Chief Executive Officer to focus primarily on our business strategy, operations and corporate vision. Our Board elects our Executive Chairperson and Chief Executive Officer, and each of these positions may be held by the same person or by different people.

We believe that independent and effective oversight of our business and affairs is essential. With the shift from non-executive Chairperson to Executive Chairperson, the Board appointed a lead independent director. Independent and effective oversight of our business and affairs is maintained through the composition of our Board, the leadership of our independent directors and the committees and our governance structures and processes already in place. The Board currently consists entirely of seven independent directors, other than David H. Mowry, our Chief Executive Officer, and J. Daniel Plants, our Executive Chairperson, and the committees of our Board are composed solely of independent directors.

Our Executive Chairperson is J. Daniel Plants. We believe Mr. Plants’ qualifications to serve as our Executive Chairperson include his substantial experience as a strategic advisor and corporate attorney, as well as his role as the founder of a successful investment management firm and status as a significant Company stockholder, which bring valuable skills and perspective to the Company in the areas of finance, capital markets, strategy and corporate governance.

Our Lead Independent Director is Gregory A. Barrett. Mr. Barrett has been a member of our Board for over 11 years and has gained extensive knowledge serving on our Board, as chair of its Compensation Committee, and as a member of its Governance and Corporate Responsibility Committee. Also, Mr. Barrett has served on the boards of, and as President and Chief Executive Officer of, several other medical device companies where he was in position of leadership. Mr. Barrett is not an employee of the Company and not related to any employee of the Company, and as a result, is free from the conflict of interest that exists in non-independent directors. Based on the above, we believe Mr. Barrett has the experience and leadership skills to effectively fulfill the duties and responsibilities of the Lead Independent Director role.

As described in more detail below, the Board currently has four standing committees: an Audit Committee, a Compensation Committee, a Governance and Corporate Responsibility Committee, and an Enterprise Risk Committee. As deemed advisable by the Board, various ad hoc committees may be established from time to time to accomplish a specific goal or purpose and cease to exist when that goal or purpose is realized. The Lead Independent Director and each member of all committees is an independent director. The Board delegates substantial duties and responsibilities to each committee. The committees make recommendations to the Board and report regularly to the Board on their activities and any actions they have taken. We believe

that our independent Board committees and their chairpersons are an important aspect of our Board leadership and governance structure.

### **Lead Independent Director's Role**

The lead independent director's responsibilities include:

- Presiding at meetings of the Board at which the Executive Chairperson is not present, including executive sessions of the independent directors;
- Convening executive sessions of the independent Directors to assess Executive Chairperson and Chief Executive Officer performance;
- Organizing and leading the Board's evaluation of the Executive Chairperson and Chief Executive Officer; and
- Having the authority to call meetings of the independent directors.

### **Risk Oversight and Analysis**

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, political, regulatory, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Our management team is responsible for managing the risks we face in the ordinary course of operating our business. The Board oversees potential risks and our risk management activities by receiving operational and strategic presentations from management which include discussions of key risks to our business.

Our Board believes that open communication between management and our Board is essential for effective risk management and oversight. Our Board meets with our Chief Executive Officer, Executive Chairperson and other members of the senior management team at meetings of our Board, where, among other topics, they discuss strategy and risks facing the Company, as well as at such other times as they deem appropriate.

While our Board has the ultimate responsibility for risk management and oversight, various committees of the Board also support the Board in its fulfillment of this responsibility. For example, our Audit Committee assists the Board in its risk oversight function by reviewing and discussing with management our system of disclosure controls and our internal controls over financial reporting risks associated with our cash investment policies, risks related to regulatory matters, and evaluating and advising on other matters. Our business is run conservatively and excessive risk-taking has been discouraged. As a result, risk analysis has not been a significant factor for our Compensation Committee in establishing compensation. The Governance and Corporate Responsibility Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, governance, membership and structure. The Enterprise Risk Committee, assists the Board in supervising the enterprise risk management activities of the Company and its subsidiaries, and advises the Board with respect to the enterprise risk management framework of the Company. The Enterprise Risk Committee further assists the Board in its oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks.

### **Committees of the Board**

Our Board has four standing committees: the Audit Committee, the Compensation Committee, the Governance and Corporate Responsibility Committee, and the Enterprise Risk Committee. The membership during the last fiscal year, and the function of each of the committees, are described below.

Name of Director	Audit Committee	Compensation Committee	Governance and Corporate Responsibility Committee	Enterprise Risk Committee
<b>Non-Employee Directors:</b>				
Gregory A. Barrett		X *		
Sheila A. Hopkins	X	X		
Timothy J. O'Shea	X		X *	
Juliane T. Park			X	X
Joseph E. Whitters	X *			
Janet L. Widmann			X	X
Katherine S. Zanotti		X		X *
<b>Employee Director:</b>				
David H. Mowry				
J. Daniel Plants				
Number of Meetings Held During the Last Fiscal Year	8	14	5	5

X = Committee member

\* = Chairperson of Committee

**Audit Committee.** The Audit Committee oversees the Company's accounting and financial reporting processes and the audits of its financial statements. The Audit Committee operates under a written charter adopted by the Board and a copy of the charter can be found on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com). In this role, the Audit Committee monitors and oversees the integrity of the Company's financial statements and related disclosures, the qualifications, independence, and performance of the Company's Independent Registered Public Accounting Firm, and the Company's compliance with applicable legal requirements and its business conduct policies. Our Board has determined that each member of the Audit Committee meets the independence and financial literacy requirements of the NASDAQ rules and the independence requirements of the SEC. Joseph E. Whitters serves as a member of the Board and Chairperson of the Audit Committee. Our Board has determined that Mr. Whitters qualifies as an "audit committee financial expert" as defined in the SEC rules. The report of the Audit Committee appears on page 24 of this Proxy Statement.

**Compensation Committee.** The Compensation Committee establishes compensation for our Chief Executive Officer, Executive Chairperson and the other executive officers and administers the Company's 2019 Equity Incentive Plan, which is an amendment and restatement of 2004 Equity Incentive Plan. Each member of the Compensation Committee meets the requirements for independence for compensation committee members under the NASDAQ listing standards and SEC rules and regulations, including Rule 10C-1 under the Exchange Act. Each member of our Compensation Committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. The Compensation Committee has a written charter, which was adopted by our Board, and can be found on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com). The report of the Compensation Committee appears on page 64 of this Proxy Statement.

**Governance and Corporate Responsibility Committee.** The Governance and Corporate Responsibility Committee reviews and makes recommendations to the Board on matters concerning environmental, social, corporate governance, Board composition, identification, evaluation and nomination of director candidates, Board committees, Board compensation<sup>1</sup>, 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. Each member of our Governance and Corporate Responsibility Committee meets the requirements for independence under the NASDAQ listing standards and SEC rules and regulations. The Governance and Corporate Responsibility Committee has a written charter, which was adopted by our Board and can be found on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com).

**Enterprise Risk Committee.** The Enterprise Risk Committee assists the Board and the Audit Committee, where applicable, 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 primarily one of oversight, and its

<sup>1</sup> The Governance and Corporate Responsibility Committee amended its charter to include Board compensation in 2022.

members do not provide any expert advice as to the Company's risk management. This includes oversight of cyber and information security risks, including the Company's plans to mitigate these risks and respond to data breaches. In addition, the Enterprise Risk Committee will meet with senior leaders no less frequently than twice annually. Each member of our Enterprise Risk Committee meets the requirements for independence under the NASDAQ listing standards and SEC rules and regulations. The Enterprise Risk Committee has a written charter which was adopted by our Board and can be found on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com).

### **Meetings Attended by Directors**

Each of the directors attended at least 75% of the meetings of the Board or committee(s) on which he or she served during 2021.

The directors of the Company are encouraged to attend the Company's Annual Meeting of Stockholders. In 2021, all of our directors at the time attended the meeting virtually through the internet or telephonically.

### **Director Nomination Process**

*Director Qualifications.* The Governance and Corporate Responsibility Committee considers the appropriate balance of experience, skills and characteristics required of members of the Board. While the Governance and Corporate Responsibility Committee has not formalized specific minimum qualifications they believe must be met by a candidate to be recommended by the independent members, the Governance and Corporate Responsibility Committee believes that candidates and nominees must reflect a Board that is comprised of directors who will increase overall Board effectiveness and enhance long-term stockholder value, and meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to Audit Committee members. Candidates and nominees should have the highest professional and personal ethics and values, and conduct themselves consistent with our Code of Ethics.

On August 6, 2021, the SEC approved Nasdaq's proposed board diversity and disclosure rules, which require Nasdaq listed companies to have at least two diverse members by August 2022. The Company is currently in compliance with all applicable laws, and rules related to diversity, and the Governance and Corporate Responsibility Committee will continue to monitor the Company's compliance. The Board's diversity data is discussed below under Board Diversity, as required by the NASDAQ rules.

*Stockholder Nominations and Recommendations.* As described above in the Question and Answer section of this Proxy Statement under "What is the deadline to propose actions for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?," our bylaws set forth the procedure for the proper submission of stockholder nominations for membership on our Board. In addition, the Governance and Corporate Responsibility Committee may consider properly submitted stockholder recommendations (as opposed to formal nominations) for candidates for membership on the Board. A stockholder may make such a recommendation by submitting the following information to our Vice President, General Counsel & Corporate Secretary at 3240 Bayshore Blvd., Brisbane, California 94005-1021 no later than January 2, 2023:

- the candidate's name;
- home and business contact information;
- detailed biographical data, relevant qualifications, professional and personal references;
- information regarding any relationships between the candidate and Cutera within the last three years; and
- evidence of ownership of Cutera stock by the recommending stockholder.

*Identifying and Evaluating Director Nominees.* Typically new candidates for nomination to the Board are suggested by existing directors or by our executive officers, although candidates may initially come to our attention through professional search firms, stockholders, or other persons. The Governance and Corporate Responsibility Committee carefully reviews the qualifications of any candidates who have been properly brought to its attention. Such a review may, in the Governance and Corporate Responsibility Committee's discretion, include a review solely of information provided to the Governance and Corporate Responsibility Committee or may also include discussion with persons familiar with the candidate, an interview with the candidate, or other actions that the Governance and Corporate Responsibility Committee deems proper. The Governance and Corporate Responsibility Committee considers the suitability of each candidate, including the current members of the Board, in light of the current size and composition of the Board. In evaluating the qualifications of the candidates, the Governance and Corporate Responsibility Committee considers many factors, including, experience, issues of character, judgment, diversity, independence, integrity, expertise, length of service, and other commitments. In addition, the Governance and Corporate Responsibility Committee takes into account professional experience, skills and background in considering and evaluating candidates. Although diversity is one factor considered in the nomination process, the Company does not have a formal policy relating to diversity except as required by applicable law. The Governance and Corporate Responsibility Committee and the

Board consider diversity (including gender, race, and ethnicity) among other qualifications, experience, attributes or skills in its process of identifying and evaluating candidates to be nominees to the Board. The Governance and Corporate Responsibility Committee evaluates such factors, among others, and does not assign any particular weighting or priority to any of these factors. Candidates properly recommended by stockholders are evaluated by the Governance and Corporate Responsibility Committee using the same criteria as other candidates. Candidates are not discriminated against on the basis of race, gender, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

*Director Nominees at our 2022 Annual Meeting.* Our Governance and Corporate Responsibility Committee recommended the 2022 director nominees for nomination to our Board.

### **Director Compensation**

We use a combination of cash and equity compensation to attract and retain qualified candidates to serve on our Board.

The following table sets forth a summary of the cash compensation paid, and the grant date fair value of shares of Cutera common stock awarded to our non-employee directors in the fiscal year ended December 31, 2021.



**2021 Director Compensation Table**

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
J. Daniel Plants <sup>(4)</sup>	\$ 51,250	\$ —	\$ 629	\$ 51,879
Gregory A. Barrett	101,000	194,063	2,757	297,820
Sheila A. Hopkins <sup>(5)</sup>	37,250	247,307	4,486	289,043
Timothy J. O'Shea	75,500	194,063	4,620	274,183
Juliane T. Park <sup>(6)</sup>	—	222,980	—	222,980
Joseph E. Whitters	81,000	194,063	2,673	277,736
Janet L. Widmann <sup>(6)</sup>	—	222,980	—	222,980
Katherine S. Zanotti	68,500	194,063	1,964	264,527

- (1) The amounts reported in this column were earned in connection with serving on our Board and its various committees and include service as Board or Committee Chairperson.
- (2) The amounts reported in this column represent the aggregate grant date fair value of restricted shares of Cutera common stock awarded during the fiscal year ended December 31, 2021 to each of the non-employee directors, calculated in accordance with ASC Topic 718. See Note 6 of the Consolidated Notes to Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 1, 2022 for a discussion of the valuation assumptions for stock-based compensation.
- (3) The amounts reported in this column represent fees for services provided for other than serving on our Board or its committees.
- (4) Ceased serving as a non-employee director as of May 19, 2021.
- (5) Appointed to the Board on May 17, 2021.
- (6) Appointed to the Board on December 10, 2021.

**Outstanding Equity Awards Held by Non-Employee Directors as of December 31, 2021**

Name	Grant Date	Stock Awards	
		Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested (\$)
Gregory A. Barrett	6/15/2021	4,267	\$176,312
Sheila A. Hopkins	5/17/2021	8,208	\$339,155
Timothy J. O'Shea	6/15/2021	4,267	\$176,312
Juliane T. Park	12/13/2021	5,970	\$246,680
Joseph E. Whitters	2/19/2019	3,316	\$137,017
	6/15/2021	4,267	\$176,312
Janet L. Widmann	12/13/2021	5,970	\$246,680
Katherine S. Zanotti	2/19/2019	3,316	\$137,017
	6/15/2021	4,267	\$176,312

**Cash Compensation Paid to Non-Employee Directors in 2021**

Effective as of April 29, 2021, on the recommendation of the Compensation Committee after consultation with the Compensation Committee's external compensation consultant, Compensia, and its review of our peer Board compensation market practices and Board member roles, duties and time commitments, the Board approved certain revisions to Board

compensation effective starting at our 2021 Annual Meeting of Stockholders (the "April 2021 Director Compensation Revisions"). Following the effectiveness of these revisions, each non-employee director received annual cash retainer payments, paid quarterly in arrears on a prorated basis, in the same amounts as set forth below in the section titled "*Outside Director Compensation Policy – Cash Compensation*".

On May 19, 2021, J. Daniel Plants became the Executive Chairperson and became an employee of the Company effective as of the same date. Mr. Plants had previously been the non-executive Chairperson of the Board. Mr. Plants' base salary is \$250,000 and he is not be entitled to receive any Board compensation during the period of his employment. The annual cash compensation of Mr. Plants will be as follows:

Name	Position	Salary	Target Cash Bonus Opportunity	Target Cash Compensation
J. Daniel Plants	Executive Chairperson	\$250,000	\$100,000 <sup>(1)</sup>	\$350,000

(1) *The annual Target Cash Bonus Opportunity is based on achievement of certain corporate performance measures as determined by the Compensation Committee and the Board. For 2021, Mr. Plants' Target Cash Bonus Opportunity will be a prorated amount to reflect the period during 2021 that he is employed with the Company.*

#### *Equity Awards Granted to Non-Employee Directors in 2021*

Pursuant to the April 2021 Director Compensation Revisions, each non-employee director received an annual grant of shares of restricted stock pursuant to the Company's Amended and Restated 2019 Equity Incentive Plan, (as amended the "2019 Plan"), with a value of \$150,000, each of which will vest at the Annual Meeting of Stockholders in 2022. Additionally, pursuant to the April 2021 Director Compensation Revisions, Sheila Hopkins, Juliane T. Park and Janet L. Widman each received an initial award in the form of shares of restricted stock with a value of \$250,000, each of which will vest as to one-third of such shares on each of the first three anniversaries of the date such non-employee director was appointed by the Board or elected by the stockholders, as applicable. The quantity of restricted shares granted was determined by dividing the award amount by the fifty (50)-day moving average stock price ending on the day of the award.

On November 23, 2021, in connection with the adoption of our Outside Director Compensation Policy, as discussed immediately below, the Board amended the 2019 Plan to remove the provisions regarding the annual grant of shares of restricted stock to our non-employee directors.

#### **Outside Director Compensation Policy**

Effective November 23, 2021, the Board approved a new compensation policy for our non-employee directors to codify our standard compensation practices with respect to non-employee directors. It is designed to provide a total compensation package that enables us to attract and retain qualified and experienced individuals to serve as directors and to align our directors' interests with those of our stockholders.

Under this compensation policy, each non-employee director will receive the cash and equity compensation for Board services described below. We will continue to reimburse our non-employee directors for reasonable, customary and documented travel expenses to Board or Board committee meetings.

The compensation policy and the 2019 Plan include a maximum annual limit of \$400,000 of equity awards that may be paid, issued, or granted to a non-employee director in any fiscal year. For purposes of this limitation, the value of equity awards is based on the grant date fair value (determined in accordance with GAAP). Any equity awards or other compensation provided to a person for their services as an employee, or for their services as a consultant (other than as a non-employee director), will not count for purposes of the limitation. The maximum limit does not reflect the intended size of any potential compensation or equity awards to our non-employee directors.

#### *Cash Compensation*

Each non-employee director will be entitled to receive the following annual cash retainer payments for their services under the outside director compensation policy, payable quarterly in arrears on a prorated basis:

- \$55,000 for service as the Chairperson of the Board;

- \$60,000 for service as a Board member;
- \$40,000 for services as the Lead Independent Director;
- \$25,000 additionally for service as Chairperson of the Audit Committee;
- \$7,500 additionally for service as an Audit Committee member;
- \$20,000 additionally for service as Chairperson of the Compensation Committee;
- \$7,000 additionally for service as a Compensation Committee member;
- \$10,000 additionally for service as Chairperson of the Governance and Corporate Responsibility Committee;
- \$7,000 additionally for service as a Governance and Corporate Responsibility Committee member;
- \$10,000 additionally for service as Chairperson of the Enterprise Risk Committee; and
- \$7,000 additionally for service as an Enterprise Risk Committee member.

For clarity, each non-employee director who serves as the chair of a committee will receive only the additional annual fee as the chair of the committee and not the additional annual fee as a member of such committee while serving as such chair, provided that the non-employee director who serves as the Chairperson of the Board or the Lead Independent Director will receive the annual fee as non-employee director and the additional annual fee as the Chairperson of the Board or the Lead Independent Director, as applicable.

#### *Election to Receive Stock Options or Restricted Stock Units in lieu of Cash Compensation*

Each non-employee director may elect to convert 100% or 50% of his or her annual cash retainer payments into either an option to purchase a number of shares of our common stock, or an award covering a number of restricted stock units (either such award, a Retainer Award), with a grant date fair value (determined in accordance with GAAP) equal to the amount of the applicable annual cash retainer payment to which the Retainer Award relates (such election, a Retainer election).

Each non-employee director must make a Retainer Election with respect to annual cash retainer payments relating to services to be performed in a fiscal year following the calendar year in which the Retainer Election is made by no later than December 31 of such calendar year, or such earlier deadline as established by our Board or the compensation committee of our Board, or the applicable election deadline.

If a non-employee director makes a Retainer Election with respect to a fiscal year, but, after the applicable Retainer Award is granted, (i) the non-employee director's cash retainers are increased during such fiscal year, the non-employee director must receive the increased amount of cash retainers in cash on the applicable payment dates, or (ii) the non-employee director's cash retainers are decreased during such period, no change will be made to the applicable Retainer Award.

Retainer Awards will be granted on the first trading day of the fiscal year to which they relate. Each Retainer Award will vest in full on the twelve (12) month anniversary of the applicable grant date, subject to the non-employee director remaining a non-employee director through such vesting date.

#### *Initial Awards*

Each person who first becomes a non-employee director after the date of the effective date of the policy will receive, on the first trading date on or after the date on which the person first becomes a non-employee director, an initial award of restricted stock units, or an Initial Award, covering a number of shares of our common stock having a grant date fair value (determined in accordance with GAAP, and incorporating the moving average price of a share of our common stock for the fifty (50) trading days immediately prior to the applicable date of grant) equal to \$250,000; provided that any resulting fraction will be rounded down to the nearest whole share. The Initial Award will vest in three (3) equal installments on each of the one (1), two (2) and three (3) year anniversaries of the grant date, subject to the non-employee director continuing to be a non-employee director through the applicable vesting date. If the person was a member of our Board and also an employee, becoming a non-employee director due to termination of employment will not entitle them to an Initial Award.

Before the date an individual first becomes a non-employee director, such individual may elect to receive the Initial Award in the form of a stock option with a grant date fair value of \$250,000, instead of in the form of restricted stock units.

#### *Annual Awards*

Each non-employee director automatically will receive, on the date of each annual meeting of our stockholders following the effective date of the policy, an annual award of restricted stock units, or an Annual Award, covering a number of shares of our common stock having a grant date fair value (determined in accordance with GAAP, and incorporating the moving average price of a share of our common stock for the fifty (50) trading days immediately prior to the applicable date of grant); provided

that any resulting fraction will be rounded down to the nearest whole share. Each Annual Award will vest in its entirety on the earlier of (x) the one (1) year anniversary of the Annual Award's grant date, or (y) the day immediately before the date of the next annual meeting of our stockholders that follows the grant date of the Annual Award, subject to the non-employee director continuing to be a non-employee director through the applicable vesting date.

Before the applicable annual election deadline, each individual who otherwise is eligible to receive an Annual Award for the next calendar year may elect to receive the Annual Award to be granted to him or her in the immediately following calendar year in the form of a stock option with a grant date fair value of \$150,000, instead of in the form of restricted stock units.

#### *Deferral of Settlement of Restricted Stock Units*

Each non-employee director may elect to defer the delivery of the shares subject to any restricted stock units granted under our outside director compensation policy pursuant to a Retainer Award, Initial Award or Annual Award that would otherwise be delivered to such non-employee director on or following the date such award vests, or the Deferral Election. Any Deferral Election will be irrevocable, and will be subject to such rules, conditions and procedures as shall be determined by the Board or the compensation committee of the Board, in its sole discretion.

#### *Change in Control*

Upon a change in control of Cutera, each equity award granted under our outside director compensation policy will be treated as set forth in the 2019 Plan.

#### **Code of Business Conduct and Ethics**

The Board has adopted a Corporate Code of Business Conduct and Ethics (the "Code") for all executive officers and other employees, agents and representatives. The Code is designed to deter wrongdoing and to promote honest, ethical, and socially and environmentally responsible conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in other public communications made by us; compliance with applicable governmental laws, rules and regulations; the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and accountability for adherence to the Code. A copy of the Code is available on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com). Any change to, or waiver from, the code will be disclosed as required by applicable securities laws.

#### **Hedging Policy**

According to our Insider Trading Compliance Program, employees of the Company, including, but not limited to, our executive officers and directors, are strongly discouraged from investing in derivatives of the Company's securities. This includes, but is not limited to, trading in put or call options related to securities of the Company or otherwise hedging or offsetting any decrease in the market value of securities.

#### **Compensation Committee Interlocks and Insider Participation**

Currently, our Compensation Committee consists of Gregory A. Barrett, Sheila A. Hopkins and Katherine S. Zanotti. No current or expected member of the Compensation Committee, nor any of our Named Executive Officers, has a relationship that would constitute an interlocking relationship with executive officers or directors of another entity.

No current or expected member of our Compensation Committee is or has been an officer or employee of the Company. None of our executive officers currently serves, or in the past year has served, as a member of the Board or Compensation Committee (or other Board committee performing equivalent functions) of any entity that has one or more of its executive officers serving on our Board or Compensation Committee.

#### **Family Relationships**

There are no family relationships among any of our directors or executive officers.

## **Communications with the Board by Stockholders**

Stockholders wishing to communicate with the Board or with an individual Board member concerning the Company may do so by writing to the Board, or to the particular Board member, and mailing the correspondence to: Attention: Board, c/o Vice President, General Counsel & Corporate Secretary, Cutera, Inc., 3240 Bayshore Blvd., Brisbane, California 94005-1021. The envelope should indicate that it contains a stockholder communication. All such stockholder communications will be forwarded to the director or directors to whom the communications are addressed, unless the communication is unduly hostile, threatening, illegal or does not reasonably relate to us or our business. The Corporate Secretary has the authority to discard or disregard any inappropriate communications or to take other appropriate actions with respect to any such inappropriate communications. The Board will endeavor to promptly respond to all appropriate communications and encourages all stockholders and interested persons to use the aforementioned email and mailing address to send communications relating to our business to the Board and its members.

## **Succession Planning**

Succession planning is a top priority for the Board and our management team, with the objective of having a pipeline of leaders for the immediate and long-term future. The Board and management take a proactive approach to achieve this objective. The Board has delegated to the Governance and Corporate Responsibility Committee, pursuant to the committee's charter, the responsibility for Chief Executive Officer and senior management succession planning. The committee is tasked with doing so in the context of the challenges and opportunities facing us, of the skills and expertise likely to be required by us in the future and of the benefits of diversity in its widest sense. These processes enable the Board to address both long-term, planned occurrences, such as retirement or change in roles, as well as short-term unexpected events.

## **Environmental, Sustainability and Corporate Social Responsibility**

Corporate responsibility and sustainability are important to Cutera and guide our actions as a company. We have always focused on delivering strong financial results, but we are committed to doing so in a way that respects the communities and environments in which we operate. In 2021, we engaged in a wide dialogue with investors on a variety of matters, including among other things, around their growing interest in environmental, social and governance ("ESG") performance and the impact on financial results. Since our last annual meeting, we have formalized, updated, and disclosed several new initiatives, including our Anti-Corruption Employee Attestation, Enterprise-Level Environmental Policy, Enterprise-Level Human Rights Policy, Occupational Health and Safety Policy, Supplier Environmental Policy, and Vendor Code of Conduct, which can all be found on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com). We believe these policies help codify and provide additional transparency into our commitment to corporate social responsibility and our environmental and sustainability initiatives. In addition to directly positively impacting Cutera and our employees, some of these policies relate to our suppliers and vendors. We feel this helps ensure our impact in the communities and environments in which we operate is positive.

## **Cyber and Information Security and Data Protection**

Cyber and information security are key considerations for our enterprise risk management framework. To reflect this, we updated our Enterprise Risk Committee charter to explicitly highlight its role in overseeing and reviewing the enterprise risk management framework for cyber and information risks. The Enterprise Risk Committee, will meet with senior management no less frequently than twice annually to discuss matters relating to cyber and information security including plans to mitigate these risks and respond to data breaches. We have also adopted a cyber and information security policy. We also maintained our cyber security training program that all employees and contractors must complete twice annually.

## **Stock Ownership Guidelines**

To enhance our overall corporate governance practices and director compensation program, our Board adopted Stock Ownership Guidelines on July 28, 2017, which were amended and restated in their entirety by the Amended and Restated Stock Ownership Guidelines adopted by our Board on June 11, 2019. The Amended and Restated Stock Ownership Guidelines are applicable to our non-employee directors, as well as certain members of our senior management. These guidelines are designed to align our non-employee directors' interests with our stockholders' long-term interests by promoting long-term ownership of Cutera common stock. Our non-employee Directors are required to own the lesser of either (i) 5,200 shares of the Company's common stock, or (ii) a number of shares of the Company's common stock equal in value to at least three times the director's annual compensation for Board membership (however paid, and exclusive of Committee membership compensation). Each

director has five years from the date of his or her initial election to the Board to attain the required level of ownership. Once attained, the level of ownership must be maintained.

Our Named Executive officers are required to own a number of shares of the Company's common stock equal in value to at least one times their base salary. In the case of the Chief Executive Officer, the requirement is three times annual base salary.

The Board also recognizes the importance of fostering a culture of ownership and aligning the broader employee population with stockholders. In 2021 we implemented an employee equity ownership initiative to ensure that all our U.S. employees were granted equity in our Company to share in our success and long-term value creation. In addition to creating alignment between stockholders and employees, we believe this recognizes and reflects the importance of our employees to our continued success.

As of March 31, 2022 the non-employee directors' holdings and target guidelines were as follows:

<b>Non-Employee Directors</b>	<b>Stock Beneficial Ownership as of March 31, 2022</b>	<b>Minimum Stock Ownership Required</b>
Gregory A. Barrett	73,771	5,200
Sheila A. Hopkins	—	5,200
Timothy J. O'Shea	51,932	5,200
Juliane T. Park	—	5,200
Joseph E. Whitters	96,093	5,200
Janet L. Widmann	—	5,200
Katherine S. Zanotti	21,485	5,200

On January 6, 2015, we entered into an agreement with Voce Capital Management LLC and Mr. Plants (the "Voce Agreement"), which was filed with the SEC on January 8, 2015. The Voce Agreement states the terms and understandings concerning the nomination and election of Mr. Plants to our Board of Directors and other matters. Among other things, the Agreement provides that if, at any time Voce's ownership in our common stock (subject to adjustment for stock splits, reclassifications, combinations and similar adjustments) falls below 140,000 shares, then Mr. Plants will immediately resign from our Board.

## REPORT OF THE AUDIT COMMITTEE

In accordance with its written charter, the Audit Committee of the Board is responsible for assisting the Board to fulfill its oversight of the integrity of the Company's financial statements and internal controls, the Company's compliance with legal and regulatory requirements, the independent auditors' qualifications and independence, and the performance of the Company's internal audit function and independent auditors. It is the responsibility of the Company's management to prepare the Company's financial statements, and develop and maintain adequate systems of internal accounting and financial controls, facilitating the internal audit intended to evaluate the adequacy and effectiveness of the Company's financial and operating internal control systems.

BDO USA, LLP ("BDO"), the Company's independent registered public accounting firm for fiscal year 2021 (the "independent auditors"), was responsible for performing independent audits of the Company's consolidated financial statements and internal control over financial reporting and issuing an opinion on the conformity of those audited financial statements with generally accepted accounting principles in the United States of America ("GAAP") and on the effectiveness of the Company's internal control over financial reporting. The independent auditors also review the Company's interim financial statements in accordance with applicable auditing standards.

In evaluating the independence of BDO, the Audit Committee has reviewed the written disclosures and the letter from BDO regarding independence, required by applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") regarding the audit firm's communications with the Committee concerning independence. The Audit Committee has concluded that BDO was independent from the Company and its management. The Audit Committee has reviewed with the independent auditors and the Company's internal auditors the overall scope and specific plans for their respective audits, and the Committee regularly monitored the progress of both in assessing the Company's compliance with Section 404 of the Sarbanes-Oxley Act, including their findings, required resources and progress.

In 2021, the Audit Committee held eight meetings. At every regular quarterly meeting, the Committee reviews the results of the independent auditor's examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's accounting and financial reporting. Following the regular quarterly meeting, the Audit Committee meets separately with the independent auditors, without management present, and also meets separately with the Company's management.

The Audit Committee met with management and the independent auditors and discussed the fair and complete presentation of the Company's financial statements. The Audit Committee also discussed and reviewed with the independent auditors, all communications required, including those matters required to be discussed by the applicable requirements of the PCAOB and the Securities and Exchange Commission. The Audit Committee discussed significant accounting policies applied in the financial statements, as well as alternative treatments. Management represents that the consolidated financial statements have been prepared in accordance with GAAP and the Audit Committee reviewed and discussed the audited consolidated financial statements with both management and the Company's independent auditors.

Relying on the foregoing reviews and discussions, the Audit Committee recommended to the Board, and the Board approved, inclusion of the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, for filing with the Securities and Exchange Commission.

The foregoing report is provided by the undersigned members of the Audit Committee.

Joseph E. Whitters, Chairperson  
Timothy J. O'Shea  
Sheila A. Hopkins

*The material in this report is not deemed soliciting material or filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Proxy Statement and irrespective of any general incorporation language in those filings.*

**PROPOSAL ONE-ELECTION OF DIRECTORS**

Each of our current directors was elected or appointed to serve on the Board for a term ending at the 2022 Annual Meeting of stockholders and until his or her successor is duly elected and qualified or until such director’s earlier death, resignation or removal. Each nominee for election at the Annual Meeting, if elected, will serve for a one-year term ending at the 2023 annual meeting of stockholders and until his or her successor is duly elected and qualified or until such director’s earlier death, resignation or removal.

The name of each current member of the Board (each of which is a nominee for election to the Board) and his or her age as of March 31, 2022, the principal occupation and length of service on the Board are as follows:

<b>Name</b>	<b>Age</b>	<b>Principal Occupation</b>	<b>Director Since</b>
David H. Mowry	59	Chief Executive Officer	2019
J. Daniel Plants	55	Executive Chairperson, Cutera’s Board of Directors; Managing Partner, Voce Capital Management LLC	2015
Gregory A. Barrett <sup>(1)</sup>	68	Former President and Chief Executive Officer, DFINE, Inc.	2011
Sheila A. Hopkins <sup>(1)(2)</sup>	66	Former President, Global Vision Care for Bausch + Lomb	2021
Timothy J. O’Shea <sup>(2)(3)</sup>	69	Former Managing Director, Oxo Capital	2004
Juliane T. Park <sup>(3)(4)</sup>	47	Chief Transformation Officer, Olaplex Inc	2021
Joseph E. Whitters <sup>(2)</sup>	64	Former Executive Vice President and Chief Financial Officer, First Health Group Corp.	2019
Janet L. Widmann <sup>(3)(4)</sup>	55	Former Chief Executive Officer, Kids Care Dental & Orthodontics	2021
Katherine S. Zanotti <sup>(1)(4)</sup>	67	Former Chief Executive Officer, Arbonne International	2019

*(1) Member of the Compensation Committee.*

*(2) Member of the Audit Committee.*

*(3) Member of Governance and Corporate Responsibility Committee.*

*(4) Member of the Enterprise Risk Committee.*

**Board Diversity**

**Board Diversity Matrix (As of March 31, 2022)**

	Female	Male	Did Not Disclose Gender
<b>Part I: Gender Identity</b>			
Directors	4	4	1
<b>Part II: Demographic Background</b>			
White	2	4	—
African American or Black	1	—	—
Asian	1	—	—
Did Not Disclose Demographic Background	—	—	1



## Director Biographies

### Executive Directors

**David H. Mowry** was appointed as the Company's Chief Executive Officer and a member of the Board on July 8, 2019. Prior to joining Cutera, from May 2016 to October 2018, Mr. Mowry served as President and Chief Executive Officer, as well as a member of the Board of Directors, of Vyaire Medical, a global leader in the respiratory diagnostics, ventilation, and anesthesia delivery and patient monitoring market segments. Prior to his assignment at Vyaire, Mr. Mowry served as Executive Vice President and Chief Operating Officer and member of the Board of Directors of Wright Medical Group N.V., a global medical device company focused on extremities and biologics products, from October 2015 to May 2016, and during this time period he was also a member of the Board of Directors of EndoChoice Holdings, Inc., a company focused on the manufacturing and commercialization of platform technologies relating to the treatment of gastrointestinal conditions. Prior to Mr. Mowry's assignment at Wright Medical Group, he served as President and Chief Executive Officer and member of the Board of Directors of Tornier N.V. from February 2013 until October 2015, at which time Tornier and Wright Medical Group merged, and prior to that, as Chief Operating Officer of Tornier from 2011 to 2013. Within the spine industry, Mr. Mowry served as Vice President of Operations and Logistics at Zimmer Spine from February 2002 until October 2006. Mr. Mowry has held executive leadership positions over his thirty-year medical device career at Covidien plc, ev3, Inc. and Zimmer Spine, Inc. Mr. Mowry is on the Board of directors of Alphatec Holdings, Inc., a public medical technology company that designs, develops, and markets products for the surgical treatment of spine disorders. Mr. Mowry received a B.S. degree in Engineering from the United States Military Academy at West Point. We believe Mr. Mowry's qualifications to serve on our Board include his prior education and training, leadership qualities, and his 30 years of medical device industry experience, including 12 years of executive experience in managing major divisions and companies.

**J. Daniel Plants** was appointed Executive Chairman of the Company's Board of Directors in May 2021. He previously served as Independent Chairman from October 2016 through May 2021 and has been a member of the Board since January 2015. Mr. Plants has been Managing Partner of Voce Capital Management LLC since 2009. Prior to founding Voce Capital Management, Mr. Plants held a number of positions at leading Wall Street firms, including executive roles in investment banking at Goldman Sachs and JPMorgan Chase, and as a corporate attorney with Sullivan & Cromwell. Mr. Plants co-founded The Bay Area Urban Debate League and served as its Vice Chairman from 2008 to 2012. Mr. Plants holds a Juris Doctorate degree from University of Michigan Law School and an undergraduate degree from Baylor University.

### Non-Executive Directors

**Gregory A. Barrett** has served as a member of our Board since October 2011. Mr. Barrett also serves on the Board of Global Kinetics, Inc and Aqua Medical, Inc. From September 2013 to October 2016, Mr. Barrett was the President and Chief Executive Officer of DFINE, Inc., a private medical device company that was acquired by Merit Medical. Mr. Barrett was the Chairperson, President and Chief Executive Officer of BARRX Medical, Inc., a private medical device company that was acquired by Covidien. Prior to joining BARRX Medical in February 2004, from January 2001 through August 2003, Mr. Barrett served as President and Chief Executive Officer of ACMI Corporation, Group Vice President at Boston Scientific Corporation; Vice President, Global Sales and Marketing at both Orthofix Corporation and Baxter Healthcare. Mr. Barrett holds a B.A. in Marketing from the University of Texas, Austin. We believe Mr. Barrett's qualifications to serve on our Board include his more than 44 years of diverse experience in the medical device industry, including time as president and Chief Executive Officer of several medical device companies. Mr. Barrett has held various Board positions with BTG Ltd, Softscope Medical, BaroSense, Monteris Medical, as well as Board positions with the companies in which he was employed.

**Sheila A. Hopkins** has served as a member of our board of directors since May 2021. Ms. Hopkins currently serves as a director for Prestige Consumer Healthcare, a role she has held since 2015, where she also serves on the Audit, Nominating & Corporate Governance and Compensation and Talent Management Committees. Prior to 2015, Ms. Hopkins served as EVP and President, Global Vision Care for Bausch + Lomb, a healthcare company, from 2011 until her retirement in 2013. Prior to that, Ms. Hopkins spent 14 years at Colgate-Palmolive, a consumer products company, where she held several senior management positions including Vice President and General Manager, Personal Care, and Vice President, Global Business Development from 1997 to 2011. Ms. Hopkins previously served on the board of directors of Warnaco Inc., a leading apparel company, from 2003 to 2013, and on the board of directors of the Consumer Healthcare Products. Ms. Hopkins has also held senior marketing and sales positions at Procter & Gamble and Tambrands. Ms. Hopkins earned a B.A. in History from Wellesley College.

**Timothy J. O'Shea** has served as a member of our Board since April 2004. Mr. O'Shea was with OXO Capital from 2008 to 2014 serving as managing director. From 1995 to 2008, he served in a variety of management positions at Boston Scientific, including Corporate Vice President of Business Development from 2000 to 2008. Mr. O'Shea currently is an advisor or board member to several private healthcare companies. Mr. O'Shea holds a B.A. in history from the University of Detroit. We believe

Mr. O'Shea's qualifications to serve on our Board include his corporate marketing knowledge as well as his diverse experience in the medical device industry working for a large medical device company.

**Juliane T. Park** has served as a member of our board of directors since December 2021. Ms. Park currently serves as Chief Transformation Officer of Olaplex Holdings, Inc., a role she has held since March 2021, and was previously the Chief Strategy Officer at Hudson's Bay Company, a global retailer from October 2018 to March 2020. She served as the Head of Merchandising at Bluemercury, a premium specialty beauty retailer from April 2016 to September 2018 and held various leadership roles in Merchandising at CVS Health, including Chief Merchant, Hispanic Formats and DMM, Front Store Healthcare from 2013 to 2016. Prior to CVS, Ms. Park served as a strategy consultant at McKinsey & Company, focusing on growth strategy within the consumer and retail sectors. Ms. Park earned an M.B.A. from the Tuck School of Business at Dartmouth, a J.D. from the University of Toronto, and a B.A. in Commerce from the University of Toronto.

**Joseph E. Whitters** has served as a member of our Board since February 2019. He has been an advisor/consultant to Frazier Healthcare, a private equity firm, since 2005. From 1986 to 2005, Mr. Whitters served in various capacities with First Health Group Corp., a publicly traded managed care company, and for most of his tenure he served as the company's Chief Financial Officer before his last role as an Executive Vice President. He also previously served as the Controller for United Healthcare Corp. from 1984 to 1986. Prior to that, Mr. Whitters served as the Manager of Accounting and Taxation for Overland Express, a publicly traded trucking company, and he began his career in public accounting with Peat Marwick (now KPMG). Mr. Whitters currently serves as a member of the board of directors of publicly-traded Accuray, Inc., where he serves as Chairperson of the Board. Previously, Mr. Whitters served on the boards of directors and audit committees of various public companies, including Analogic Corporation, Air Methods Corporation, Infusystems and PRGX Global, Inc. Mr. Whitters has also been an advisor or board member of several private companies. Mr. Whitters holds a B.A. in Accounting from Luther College. We believe Mr. Whitters' business leadership skills and experience in building and running global financial organizations at listed companies will bring valuable expertise and perspective to the Board.

**Janet L. Widmann** has served as a member of our board of directors since December 2021. Ms. Widmann is a member of the board of directors for Avista Corporation, a role she has held since July 2014, and Delta Dental of California, a role she has held since February 2020, and is an advisor to Vida Health since September 2015. She served as President and Chief Executive Officer of Kids Care Dental and Orthodontics from June 2016 to June 2021. Prior to that, she was the Executive Vice President and Chief Executive, Blue Shield of California from 2003 to 2015. Ms. Widman previously served on the board of directors of Versant Health, from December 2016 to December 2020 and the Bay Area Business Council, from 2013 to 2015, and on the California Health Professions Education Foundation board of trustees from January 2016 to December 2019. She was also the Chief Operations Officer of Health Net's dental and vision subsidiaries. Ms. Widmann earned an MHA from the University of Southern California, and a B.S. in Health Administration from California State University, Northridge.

**Katherine S. Zanotti** has served as a member of our Board since February 2019. She previously served as chief executive officer of Arbonne International from August 2009 until June 2018. Ms. Zanotti has also served as Chairman of Natural Products Group (the holding company of Arbonne, Natures Gate, and Levlad) from March 2010 to June 2018. From July 2002 to March 2006, she served as senior vice president of marketing at McDonald's Corporation. Ms. Zanotti is a retired vice president of the Procter & Gamble Company and most recently served as vice president and general manager of the North American pharmaceutical business and the corporate women's health platform. Ms. Zanotti currently serves on the Board of Exact Sciences, on the Board of Diversay, and as a member of the Board of Trustees of Xavier University. She previously served as a director of Hill-Rom Holdings, Inc., a worldwide manufacturer and provider of medical technologies and related services; Mentor Corporation, a medical device company; Alberto Culver Company, a personal care products company; and Third Wave Technologies, Inc., a molecular diagnostics company. She earned a bachelor's degree in economics and studio fine arts from Georgetown University and an MBA in marketing and finance from Xavier University. We believe Ms. Zanotti's qualifications to serve on our Board include her years of diverse experience, including experience in the aesthetics industry, and her experience serving as president and Chief Executive Officer of Arbonne International.

For terms beginning with our 2022 Annual Meeting of Stockholders, the Board nominated Gregory A. Barrett, David H. Mowry, Timothy J. O'Shea, J. Daniel Plants, Joseph E. Whitters, Katherine S. Zanotti, Sheila A. Hopkins, Janet L. Widmann, and Juliane T. Park for re-election as directors. The nominees were recommended to the Board by the Governance and Corporate Responsibility Committee. The Governance and Corporate Responsibility Committee recommended to the Board that all directors other than our Chief Executive Officer and Executive Chairperson be independent as defined by NASDAQ listing rules.

#### **Board of Directors' Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE NINE NOMINEES FOR DIRECTOR LISTED ABOVE.**

**PROPOSAL TWO-RATIFICATION OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has selected BDO USA, LLP (“BDO”) as the Independent Registered Public Accounting Firm to perform the audit of the Company’s consolidated financial statements for the fiscal year ending December 31, 2022. BDO audited the Company’s consolidated financial statements for the fiscal years 2014 through 2021.

The Board is asking the stockholders to ratify the selection of BDO as the Company’s Independent Registered Public Accounting Firm for 2022. Although not required by law, by rules of NASDAQ, or by the Company’s bylaws, the Board is submitting the selection of BDO to the stockholders for ratification as a matter of good corporate practice. Even if the selection is ratified, the Audit Committee in its discretion may select a different Independent Registered Public Accounting Firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

We have requested that representatives of BDO be present at the Annual Meeting. They will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from the Company’s stockholders.

**Board of Directors’ Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE SELECTION OF BDO AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2022.**

**Principal Accountant Fees and Services**

To help ensure the independence of the Independent Registered Public Accounting Firm, the Audit Committee has adopted a policy for the pre-approval of all audit and non-audit services to be performed for the Company by its Independent Registered Public Accounting Firm. Pursuant to this policy, all audit and non-audit services to be performed by the Independent Registered Public Accounting Firm must be approved in advance by the Audit Committee. The Audit Committee may delegate to one or more of its members the authority to grant the required approvals, provided that any exercise of such authority is presented to the full Audit Committee at its next regularly scheduled meeting.

All of the services provided by BDO described in the table below were approved by the Audit Committee.

The aggregate fees incurred by the Company for audit and non-audit services in 2021 and 2020 were as follows:

Service Category	2021 (\$)	2020 (\$)
<b>BDO USA, LLP:</b>		
Audit Fees <sup>(1)</sup>	\$ 1,409,381	\$ 1,097,376
Audit-Related Fees	—	—
Tax Fees	—	—
Non-Audit Fees	—	—
Total BDO USA, LLP	\$ 1,409,381	\$ 1,097,376

(1) *In accordance with the SEC’s definitions and rules, audit fees are comprised of billed fees and fees expected to be billed for professional services related to the audit of financial statements and internal control over financial reporting for the Company’s 2021 and 2020 fiscal years as included in the annual report on Form 10-K; and the review of financial statements for interim periods included in the quarterly reports on Form 10-Q within those years.*

## PROPOSAL THREE-NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS

### General

As required pursuant to Section 14A of the Exchange Act, the Board is asking you to approve, on an advisory and non-binding basis, the executive compensation programs and policies and the resulting 2021 compensation of our Named Executive Officers listed in the 2021 Summary Compensation Table on page 54 (our “Named Executive Officers”) as described in this Proxy Statement.

This proposal, commonly known as a “Say-on-pay” proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific Named Executive Officer, but rather the overall compensation of all of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement. Because the vote is advisory, the result will not be binding on our Compensation Committee and it will not affect, limit or augment any existing compensation or awards. The “Say-on-pay” vote will, however, provide information to the Compensation Committee and our Board regarding investor sentiment about our executive compensation philosophy, policies and practices, which they will take into account when considering future compensation arrangements. Our Board and the Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the compensation of the Named Executive Officers as disclosed in this Proxy Statement, they will consider our stockholders’ concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. We recommend that you read the Compensation Discussion and Analysis and compensation tables in determining whether to approve this proposal.

We believe that the information provided within the Executive Compensation section of this Proxy Statement demonstrates that our executive compensation program has been designed appropriately and is working to ensure our Named Executive Officers’ interests are aligned with our stockholders’ interests to support long-term value creation. Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

*“RESOLVED*, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby *APPROVED*.”

Consistent with the preference of our stockholders, as reflected in the advisory vote on the frequency of future “Say-on-pay” votes, so-called “Say When on Pay,” conducted at our 2017 Annual Meeting of Stockholders, the Board has adopted a policy providing for annual advisory votes on the compensation of the Named Executive Officers.

### Board of Directors’ Recommendation

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE ADVISORY (NON-BINDING) VOTE APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.**

## PROPOSAL FOUR-APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR 2019 EQUITY INCENTIVE PLAN

### General

We are asking our stockholders to approve the amendment and restatement of our 2019 Equity Incentive Plan (the “Amended and Restated Plan”). Our Board has approved the Amended and Restated Plan, subject to approval from stockholders at the 2022 Annual Meeting. We are asking our stockholders to approve the Amended and Restated Plan because we have insufficient shares available to continue to make equity grants, which we believe are necessary to be able to recruit new employees and continue to provide long-term incentives to existing employees and directors. Outstanding awards will remain outstanding and shall continue to be subject to the terms of the Amended and Restated Plan and the respective award agreements, until the expiration of such awards in accordance with their terms.

The Amended and Restated Plan includes increasing the number of shares available for future grants by 600,000 shares.

Approval of the additional shares under the Amended and Restated Plan will allow us to continue to provide incentives to attract, retain and motivate eligible persons whose present and potential contributions are important to our success by offering them an opportunity to participate in our future performance. We believe that the Amended and Restated Plan is in the best interests of the Company because of the continuing need to provide stock options, restricted stock, restricted stock units, performance stock units, and other equity-based incentives to attract and retain qualified personnel and to respond to relevant market changes in equity compensation practices. The use of equity compensation has historically been a significant part of our overall compensation philosophy and is a practice that we plan to continue. In addition, equity awards granted to employees under the Amended and Restated Plan will provide our eligible employees with an opportunity to acquire or increase their ownership stake in the Company, and we believe this aligns their interests with those of our stockholders, creating strong incentives for our employees to work hard for our future growth and success.

We firmly believe that a broad-based equity program is a necessary and powerful employee incentive and retention tool that benefits all of our stockholders. Equity ownership programs put employees’ interests directly into alignment with those of other stockholders, as they reward employees based upon stock price performance. Without the ability to grant market-based equity incentives to our employees, we believe we would be at a disadvantage against other companies — both competitors in our commercial market, and those companies with whom we compete for talent — to provide the total compensation packages necessary to attract, retain and motivate the employee talent critical to our future success. Without equity incentives, we would be forced to consider cash replacement alternatives to provide a market-competitive total compensation package necessary to attract, retain and motivate the employee talent critical to our future growth and success. These cash replacement alternatives could, among other things, reduce the cash available for investment in growth and development of new and existing products, cause a loss of motivation by employees to achieve superior performance over the longer term, and reduce the incentive of employees to remain employed with us during the equity award vesting period.

Our current practice is to provide equity awards to all employees, non-employee directors, and other key contributors. We believe that equity compensation is an important component of our long-term employee incentive and retention plan and has been very effective in enabling us to attract and retain the talent critical for an innovative and growth-focused company. Our practice has evolved following discussions with our compensation consultant to primarily grant only non-qualified stock options (“NQs”), restricted stock units (“RSUs”) and performance stock units (“PSUs”).

If the Company’s stockholders do not approve the Amended and Restated Plan, then the current share limit will continue in effect, and we will continue to make awards, subject to such share limit. However, the Company’s plans to operate its business could be adversely affected as reduced equity awards could increase employee turnover, make it more difficult to motivate and retain existing employees, make us less competitive in hiring new talent into the Company to grow our business. Additionally, as a consequence, we may need to increase the cash-based compensation incentives in hiring and retaining top talent, which could adversely impact our financial results of operations, cash flows and balance sheet.

## Design of our Amended and Restated Plan and Grant Practices

Our Amended and Restated Plan design is set-up to conform to best current compensation practices and implement strong governance-related protections for our stockholders, which include:

- ✓ *Administration*- Our Amended and Restated Plan is administered by the Compensation Committee of the Board, which is comprised entirely of independent non-employee directors.
- ✓ *No evergreen provision*- Stockholder approval is required for additional shares. Our Amended and Restated Plan does not contain an annual “evergreen” provision so that stockholder approval is required to increase the maximum number of securities that may be issued under the Amended and Restated Plan.
- ✓ *Exchange or repricing programs* are not allowed without stockholder approval. The Amended and Restated Plan prohibits the repricing or other exchange for plan awards or cash of underwater stock options and stock appreciation rights without prior stockholder approval.
- ✓ *No discount stock options or stock appreciation rights*. Any stock options and stock appreciation rights will have an exercise price equal to at least the fair market value of our common stock on the date the stock option or stock appreciation right is granted.
- ✓ *No “liberal” share recycling features* - *The Amended and Restated Plan deducts the shares available for issuance under the Amended and Restated Plan by the gross number of shares for which an award is exercised or vests, not the net number of shares actually issued upon exercise (in the event the exercise price is paid in shares of the Company’s common stock or shares are withheld to satisfy tax withholding obligations).*
- ✓ *Does not provide for the automatic full “single trigger” acceleration* of outstanding equity awards in the event of a change in control if such equity awards are assumed by the successor corporation.
- ✓ *No dividend payments on unvested shares*. No dividend payments will be made on unvested shares subject to grants, but instead any dividends will be deferred until awards become vested and are exercised / settled.
- ✓ *No tax gross-ups*. The Amended and Restated Plan does not provide for any tax gross-ups.

## Considerations of the Board in Determining the Number of Shares to be Added

In determining the number of shares to be added under the Amended and Restated Plan, the Board considered a number of factors, including the following:

### *Historical Equity Awards Data as of the Record Date (April 18, 2022)*

As of April 18, 2022, we had 484,706 outstanding stock options with a weighted average exercise price of \$26.34 per share and a weighted average remaining contractual term of 6.8 years. We also had 971,996 outstanding RSUs and PSUs with a weighted average remaining contractual term of 2.0 years.

There were 1,167,733 shares available for grant in the Amended and Restated Plan as of April 18, 2022 (including the 600,000 shares that we are requesting stockholders to approve at the 2022 Annual Meeting).

### *Burn Rate and Overhang*

The following table summarizes the Company’s gross burn rate over the prior three fiscal years (2019-2021):

Fiscal Year	Option Grants	RSU Grants	PSUs Earned <sup>(1)</sup>	WASO <sup>(2)</sup>	Burn Rate <sup>(3)</sup>
2019	—	517,402	204,140	14,096,091	5.12 %
2020	71,088	650,964	—	16,691,016	4.33 %
2021	172,139	260,987	34,623	18,361,840	2.55 %

(1) *The Company granted 387,172 PSUs in 2019, 98,580 PSUs in 2020 and 483,962 PSUs in 2021.*

(2) *WASO means the weighted average common shares outstanding for each fiscal year.*

(3) *Burn Rate is calculated by dividing:*

- a. The period’s number of shares subject to stock options granted, plus RSU awards ‘granted,’ plus PSU awards ‘earned’ in each fiscal year during the period; divided by*
- b. The weighted-average number of shares outstanding for each fiscal year during the period.*

The Company's burn rate for fiscal year 2021 was 2.55%, and for the three-year period from 2019 to 2021, was 3.89%.

*Post-Increase Total Overhang as of Record Date (April 18, 2022)*

The following table summarizes, as of April 18, 2022, the Company's issued and total equity overhang.

	<b>Issued Overhang<sup>(1)</sup></b>	<b>Total Overhang<sup>(2)</sup></b>
Cutera (no additional share authorization)	8.03 %	11.16 %
Cutera (with additional share authorization)	8.03 %	14.47 %

(1) Issued overhang is calculated by dividing (a) the number of shares subject to equity awards outstanding at the end of the period by (b) the number of shares outstanding at the end of the period.

(2) Total overhang is calculated by dividing:

- a. the sum of (x) the number of shares subject equity awards outstanding at the end of the period and (y) the number of shares available for future grant under equity plans, by;
- b. the number of shares outstanding at the end of the period.

Our Compensation Committee carefully considers the impact of potential dilution on our stockholders from equity-based awards, as well as the ability to maintain an equity incentive plan that can attract and retain employee talent, while keeping the rate of dilution low. After carefully forecasting our anticipated growth rate for the next few years and considering our historical forfeiture rates, we currently believe that the share reserve, which will include the additional 600,000 shares, will be sufficient for us to make anticipated grants of equity incentive awards under our current compensation program for more than one year but likely less than two years. However, a change in business conditions or our strategy, one or more acquisitions, or equity market performance could alter this projection. The Compensation Committee and the Board believe that approving the current share request will likely enable stockholders to continue to provide input on share increases to the equity plan on an annual basis.

Our directors and Named Executive Officers have an interest in this proposal as they are eligible to receive equity awards under the Plan.

#### **What Happens if Stockholders Do Not Approve the Amended and Restated Plan**

If the Company's stockholders do not approve the Amended and Restated Plan, then the current share limit will continue in effect, and we will continue to make awards, subject to such share limit. However, the Company's plans to operate its business could be adversely affected as reduced equity awards could increase employee turnover, make it more difficult to motivate and retain existing employees and make Cutera less competitive in hiring new talent into the Company to grow our business. Additionally, as a consequence, we may need to increase the cash-based compensation incentives in hiring and retaining top talent, which could adversely impact our financial results of operations, cash flows and balance sheet.

#### **Vote Required**

Approval of the Amended and Restated Plan requires the affirmative vote of a majority of the shares of our Common Stock that are present in person or proxy and entitled to vote at the Annual Meeting.

#### **Board of Directors' Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF THE AMENDED AND RESTATED PLAN.**



## Summary of the Amended and Restated Plan

The following is a summary of the principal features of the Amended and Restated Plan and its operation. It is qualified in its entirety by reference to the Amended and Restated Plan set forth in this Proxy Statement as [Appendix A](#).

The Amended and Restated Plan provides for the grant of the following types of incentive Awards: (i) stock options, (ii) restricted stock, (iii) restricted stock units, (iv) stock appreciation rights (v) performance units and performance shares, and (vi) and other stock or cash awards. Each of these is referred to individually as an “Award.” Those eligible for Awards under the Amended and Restated Plan include members of the Board and employees and consultants who provide services to us or any parent or subsidiary of ours. As of April 18, 2022, we had approximately 503 employees, 22 consultants, and 7 outside directors who were eligible to participate in this Amended and Restated Plan. As stated, the Amended and Restated Plan allows us to grant Awards to consultants, and in certain circumstances, we have granted Awards to individual consultants of the Company performing a critical function.

*Number of Shares of Common Stock Available Under the Amended and Restated Plan.* The Company’s Board of Directors approved on April 21, 2022 the addition of an incremental 600,000 shares to the Plan subject to stockholder approval at the 2022 Annual Meeting on June 15, 2022. As of April 18, 2022, a total of 11,451,192 shares were authorized for issuance under the Plan, of which 567,733 shares remained available for future awards. Upon stockholder approval of the Amended and Restated Plan at the 2022 Annual Meeting on June 15, 2022, a total of 12,051,192 shares will be authorized for issuance under the Amended and Restated Plan, of which approximately 1,167,733 shares will be available for future awards. The shares may be authorized, but unissued or reacquired common stock.

Any shares subject to Awards granted before June 14, 2019 with an exercise price less than fair market value per share of our common stock on the date of grant of such Awards will be counted against the numerical limit in the previous paragraph as 2.12 shares for every one share subject thereto. Further, if shares acquired through any such Award are forfeited or repurchased by us and would otherwise return to the Amended and Restated Plan as described in the following paragraph, 2.12 times the number of shares so forfeited or repurchased will return to the Amended and Restated Plan and will again become available for issuance.

If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to restricted stock, restricted stock units, performance shares or performance units, is forfeited to or repurchased by us, the unpurchased shares (or for Awards other than options and stock appreciation rights, the forfeited or repurchased shares) which were subject thereto will become available for future grant or sale under the Amended and Restated Plan. Upon exercise of a stock appreciation rights settled in shares, the gross number of shares covered by the portion of the stock appreciation right will cease to be available under the Amended and Restated Plan. If the exercise price of an option is paid by tender to us, or attestation to the ownership, of shares of our common stock owned by the participant, the number of shares available for issuance under the Amended and Restated Plan will be reduced by the gross number of shares for which the option is exercised. Shares that have actually been issued under the Amended and Restated Plan under any Award will not be returned to the Amended and Restated Plan and will not become available for future distribution under the Amended and Restated Plan; provided, however, that if shares of restricted stock, restricted stock units, performance shares or performance units are repurchased by us or are forfeited to us, such shares will become available for future grant under the Amended and Restated Plan as described above. Shares used to pay the exercise price of an Award and/or used to satisfy tax withholding obligations will not become available for future grant or sale under the Amended and Restated Plan. To the extent an Award is paid out in cash rather than shares of our common stock, such cash payment will not reduce the number of shares available for issuance under the Amended and Restated Plan.

If we declare a stock dividend or engage in reorganization or other change in our capital structure, including a merger, the Administrator will adjust the (i) number and class of shares available for issuance under the Amended and Restated Plan, (ii) number, class and price of shares subject to outstanding Awards, and (iii) specified per-person limits on Awards to reflect the change.

*Administration of the Amended and Restated Plan.* Our Board, or its Compensation Committee, or a committee of directors or of other individuals satisfying applicable laws and appointed by our Board (the “Administrator”), administers the Amended and Restated Plan. To make grants to certain of our officers and key employees, the members of the committee must qualify as “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934 (the “Exchange Act”).

Subject to the terms of the Amended and Restated Plan, the Administrator has the sole discretion to select the employees, consultants, and directors who will receive Awards, to determine the number of shares to be covered by each Award, to determine the terms and conditions of Awards, to modify or amend each Award (subject to the restrictions of the Amended and Restated Plan), to approve the forms of Award agreement for use under the Amended and Restated Plan, to interpret the



provisions of the Amended and Restated Plan and outstanding Awards, to allow participants to satisfy withholding tax obligations by electing to have us withhold from the shares to be issued upon exercise that number of shares having a fair market value equal to the minimum amount required to be withheld, and to allow participants to defer the receipt of payment of cash or the delivery of shares of our common stock that would otherwise be due under an Award according to such procedures as the Administrator determines.

The Administrator may, but only with stockholder approval, implement an exchange program under which (i) outstanding Awards may be surrendered or cancelled in exchange for Awards of the same type, Awards of a different type, and/or cash, (ii) participants would have the opportunity to transfer any outstanding Awards to a financial institution or other person or entity selected by the Administrator, and/or (iii) the exercise price of an outstanding Award could be reduced.

The Administrator has the authority to make all other determinations necessary or advisable for administering the Amended and Restated Plan, and the Administrator's decisions, determinations, and interpretations will be final and binding on all participants and any other holders of Awards.

*Options.* The Administrator is able to grant non-statutory stock options and incentive stock options under the Amended and Restated Plan. The Administrator determines the number of shares subject to each option, although the Amended and Restated Plan provides that a participant may not receive options for more than 1,000,000 shares in any fiscal year, except in connection with his or her initial service with us, in which case he or she may be granted an option covering up to an additional 1,000,000 shares.

The Administrator determines the exercise price of options granted under the Amended and Restated Plan, provided the per share exercise price must be at least equal to, and not less than, the fair market value of a share of our common stock on the date of grant. In addition, the per share exercise price of an incentive stock option granted to any participant who owns more than 10% of the total voting power of all classes of outstanding stock of ours or any parent or subsidiary of ours must be at least 110% of the fair market value of a share of our common stock on the grant date.

The term of each option will be stated in the Award agreement. The term of an option may not exceed seven years, except that, with respect to any participant who owns more than 10% of the voting power of all classes of outstanding stock of ours or any parent or subsidiary of ours, the term of an incentive stock option may not exceed five years.

After a termination of service with us, a participant will be able to exercise the vested portion of his or her option for the period of time stated in the Award agreement. If no such period of time is stated in the participant's Award agreement, the participant will generally be able to exercise his or her option for (i) three months following his or her termination for reasons other than death or disability, and (ii) twelve months following his or her termination due to death or disability. In no event may an option be exercised beyond its maximum term.

*Restricted Stock.* Awards of restricted stock are rights to acquire or purchase shares of our common stock, which vest in accordance with the terms and conditions established by the Administrator in its sole discretion. For example, the Administrator may set restrictions based on the achievement of specific performance goals. The Administrator, in its discretion, may accelerate the time at which any restrictions will lapse or be removed. The Award agreement generally will grant us the right to repurchase or reacquire the shares upon the termination of the participant's service with us for any reason (including death or disability). During the period during which the transfer of a participant's shares of restricted stock are subject to restrictions, (i) the participant may exercise full voting rights with respect to those shares, unless the Administrator determines otherwise, but (ii) the participant will not be entitled to receive dividends or other distributions paid with respect to such shares. The Administrator will determine the number of shares granted pursuant to an Award of restricted stock, but no participant will be granted a right to purchase or acquire more than 300,000 shares of restricted stock during any fiscal year, except that a participant may be granted up to an additional 300,000 shares of restricted stock in connection with his or her initial employment with us.

*Restricted Stock Units.* Awards of restricted stock units result in a payment to a participant only if the vesting criteria the Administrator establishes is satisfied. For example, the Administrator may set vesting criteria based on the achievement of specific performance goals. The restricted stock units vest at a rate determined by the Administrator; provided, however, that after the grant of restricted stock units, the Administrator, in its sole discretion, may reduce or waive any restrictions for such restricted stock units. Upon satisfying the applicable vesting criteria, the participant will be entitled to the payout specified in the Award agreement. The Administrator, in its sole discretion, may pay earned restricted stock units in cash, shares, or a combination thereof. Restricted stock units that are fully paid in cash will not reduce the number of shares available for grant under the Amended and Restated Plan. On the date set forth in the Award agreement, all unearned restricted stock units will be forfeited to us. The Administrator determines the number of restricted stock units granted to any participant, but no participant

may be granted more than 300,000 restricted stock units during any fiscal year, except that the participant may be granted up to an additional 300,000 restricted stock units in connection with his or her initial employment with us.

*Stock Appreciation Rights.* The Administrator will be able to grant stock appreciation rights (“SARs”), which are the rights to receive the appreciation in fair market value of common stock between the exercise date and the date of grant. We can pay the appreciation in cash, shares of common stock, or a combination thereof. The Administrator, subject to the terms of the Amended and Restated Plan, will have complete discretion to determine the terms and conditions of SARs granted under the Amended and Restated Plan, provided, however, that the exercise price may not be less than 100% of the fair market value of a share on the date of grant and the term of a SAR may not exceed seven years. No participant will be granted SARs covering more than 1,000,000 shares during any fiscal year, except that a participant may be granted SARs covering up to an additional 1,000,000 shares in connection with his or her initial service with us.

The Administrator may grant “affiliated” SARs, “freestanding” SARs, “tandem” SARs, or any combination thereof. An “affiliated SAR” is a SAR that is granted in connection with a related option and which automatically will be deemed to be exercised at the same time that the related option is exercised. However, an affiliated SAR will not require a reduction in the number of shares subject to the related option. A “freestanding” SAR is one that is granted independent of any options. A “tandem” SAR is a SAR granted in connection with an option that entitles the participant to exercise the SAR by surrendering to us an equivalent portion of the unexercised related option. A tandem SAR may be exercised only with respect to the shares for which its related option is then exercisable. With respect to a tandem SAR granted in connection with an incentive stock option, the tandem SAR will expire no later than the expiration of the underlying incentive stock option, the value of the payout with respect to the tandem SAR will be for no more than 100% of the difference between the exercise price of the underlying incentive stock option and the fair market value of the shares subject to the underlying incentive stock option at the time the tandem SAR is exercised, and the tandem SAR will be exercisable only when the fair market value of the shares subject to the incentive stock option exceeds the exercise price of the incentive stock option.

After termination of service with us, a participant will be able to exercise the vested portion of his or her SAR for the period of time stated in the Award agreement. If no such period of time is stated in a participant’s Award agreement, a participant will generally be able to exercise his or her vested SARs for the same period of time as applies to stock options.

*Performance Units and Performance Shares.* The Administrator may grant performance units and performance shares, which are Awards that will result in a payment to a participant only if the performance goals or other vesting criteria the Administrator may establish are achieved or the Awards otherwise vest. Earned performance units and performance shares will be paid, in the sole discretion of the Administrator, in the form of cash, shares, or in a combination thereof. The Administrator will establish performance or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. The performance units and performance shares will vest at a rate determined by the Administrator; provided, however, that after the grant of a performance unit or performance share, the Administrator, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such performance unit or performance share. On the date set forth in the Award agreement, all unearned or unvested performance units or performance shares will be forfeited to us. During any fiscal year, no participant will receive more than 300,000 performance shares and no participant will receive performance units having an initial value greater than \$2,000,000, except that a participant may be granted performance shares covering up to an additional 300,000 shares in connection with his or her initial service with us. Performance units will have an initial value established by the Administrator on or before the date of grant. Performance shares will have an initial value equal to the fair market value of a share of our common stock on the grant date.

*Performance Goals.* Awards of restricted stock, restricted stock units, performance shares, performance units and other incentives under the Amended and Restated Plan may be made subject to the attainment of performance goals relating to one or more business criteria and may provide for a targeted level or levels of achievement including, but not limited to: (i) cash position, (ii) earnings per Share, (iii) net income, (iv) operating cash flow, (v) operating income, (vi) operating expenses, (vii) product revenues, (viii) profit after-tax, (ix) revenue, (x) revenue growth, and (xi) total stockholder return. The performance goals may differ from participant to participant and from Award to Award, may be used alone or in combination, may be used to measure our performance as a whole or the performance of one of our business units, and may be measured relative to a peer group or index. Before the latest possible date established by the Administrator for the calculation of a performance goal, the Administrator will determine whether any significant element(s) will be included in or excluded from the calculation of any performance goal with respect to any participant.

*Limits on Awards Granted to Non-Employee Directors.* No non-employee/ outside director may be granted, in any fiscal year, Awards under this Amended and Restated Plan with a value of greater than \$400,000. The quantity of units granted is determined by dividing the award amount by the fifty (50)-day moving average stock price ending on the day of the award.

Any Awards granted to an individual while he or she was an employee, or while he or she was a consultant but not an outside director, do not count for purposes of this limitation.

*Transferability of Awards.* Awards granted under the Amended and Restated Plan are generally not transferable other than by will or by the laws of descent and distribution and may be exercised during a participant's lifetime only by the participant.

*Dividends on Awards.* To the extent an Award permits the payment of dividends or other distributions on the shares underlying the Award, Participants will not be entitled to receive such dividends or other distributions until such Award vests.

*Dissolution or Liquidation.* In the event of the proposed dissolution or liquidation of the Company, the Administrator will notify each participant as soon as practicable before the effective date of such proposed transaction. To the extent it has not been previously exercised, an Award will terminate immediately before the consummation of such proposed action.

*Change in Control.* In the event we experience a change in control (as defined in the Amended and Restated Plan), each outstanding Award will be assumed or an equivalent option or right substituted by the successor corporation or a parent or subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Award, the participant will fully vest in and have the right to exercise all of his or her outstanding options and stock appreciation rights, including shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on restricted stock will lapse, and, with respect to restricted stock units, performance shares and performance units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met. In addition, if an option or stock appreciation right is not assumed or substituted for in the event of a change in control, the Administrator will notify the participant in writing or electronically that the option or stock appreciation right will be fully vested and exercisable for a period of time determined by the Administrator in its sole discretion, and the option or stock appreciation right will terminate upon the expiration of such period.

With respect to Awards granted to an outside director that are assumed or substituted for, if on the date of or following such assumption or substitution the participant's status as a member of our Board or a director of the successor corporation, as applicable, is terminated other than upon a voluntary resignation by the participant not at the request of the successor, then the participant will fully vest in and have the right to exercise his or her options and/or stock appreciation rights as to all of the shares subject to the Award, including shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on restricted stock shall lapse, and, with respect to restricted stock units, performance shares and performance units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met.

*Company Policies.* Any Awards granted under the Amended and Restated Plan on or after June 14, 2019 are subject to the Company's Amended and Restated Stock Ownership Guidelines. In addition, any amounts (whether in cash or shares of our common stock) received by a participant under an Award granted on or after June 14, 2019, will, to the extent applicable, be subject to our right of recoupment under the terms of the Company's Clawback Policy.

*Term of Amended and Restated Plan.* The Amended and Restated Plan will become effective upon its adoption by the Board, subject to approval by our stockholders at the 2022 Annual Meeting of Stockholders. It will continue in effect until the date of the Annual Meeting in 2031, unless our Board terminates it earlier.

*Amendment and Termination of the Amended and Restated Plan.* The Administrator has the authority to amend, alter, suspend or terminate the Amended and Restated Plan, except that stockholder approval will be required for any amendment to the extent required by applicable laws. No amendment, alteration, suspension or termination of the Amended and Restated Plan will impair the rights of any participant, unless mutually agreed otherwise between the participant and the Administrator and which agreement must be in writing and signed by the participant and us.

## **Federal Tax Aspects**

The following paragraphs are a summary of the general federal income tax consequences to U.S. taxpayers and us of Awards granted under the Amended and Restated Plan. Tax consequences for any particular individual may be different.

*Nonstatutory Stock Options.* No taxable income is reportable when a nonstatutory stock option with a per share exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares purchased over the exercise price for those shares. Any taxable income recognized in connection with an option exercise by one of our employees is subject to tax withholding by us. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss to the participant.

*Incentive Stock Options.* No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax). If the participant exercises the option and then later sells or otherwise disposes of the shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares before the end of either of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the option.

*Stock Appreciation Rights.* No taxable income is reportable when a stock appreciation right with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the amount of cash received and the fair market value of any shares received. Any taxable income recognized in connection with a stock appreciation right exercise by one of our employees is subject to tax withholding by us. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss to the participant.

*Restricted Stock, Restricted Stock Units, Performance Units and Performance Shares.* A participant generally will not have taxable income at the time an Award of restricted stock, restricted stock units, performance shares or performance units are granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the Award becomes either (i) freely transferable, or (ii) no longer subject to substantial risk of forfeiture. If the participant is an employee, such ordinary income generally is subject to tax withholding by us. However, the recipient of a restricted stock Award may elect to recognize income at the time he or she receives the Award in an amount equal to the fair market value of the shares underlying the Award (less any cash paid for the shares) on the date the Award is granted.

*Medicare Surtax.* A participant's annual "net investment income," as defined in Section 1411 of the Code may be subject to a 3.8% federal surtax (generally referred to as the "Medicare Surtax"). Net investment income may include capital gain and/or loss arising from the disposition of shares subject to a participant's Awards under the Amended and Restated Plan. Whether a participant's net investment income will be subject to the Medicare Surtax will depend on the participant's level of annual income and other factors.

*Section 409A.* Section 409A of the Code ("Section 409A") provides certain requirements for non-qualified deferred compensation arrangements with respect to an individual's deferral and distribution elections and permissible distribution events. Awards granted under our Amended and Restated Plan with a deferral feature will be subject to the requirements of Section 409A, including stock options and stock appreciation rights granted with an exercise price below the fair market value of the underlying stock. If an Award is subject to and fails to satisfy the requirements of Section 409A, the recipient of that Award may recognize ordinary income on the amounts deferred under the Award, to the extent vested, which may be prior to when the compensation is actually or constructively received. Also, if an Award that is subject to Section 409A fails to comply with Section 409A's provisions, Section 409A imposes an additional 20% federal income tax on compensation recognized as ordinary income, as well as interest on such deferred compensation. Some states may also apply a similar additional tax (for instance, California imposes a 5% additional tax in addition to the 20% federal additional tax).

*Tax Effect for Us; Section 162(m).* We generally will be entitled to a tax deduction in connection with an Award under the Amended and Restated Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to our Chief Executive Officer, Chief Financial Officer and to each of our three most highly compensated executive officers for the taxable year. Under Section 162(m), the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed \$1,000,000.

**THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND US WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE AMENDED AND RESTATED PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A PARTICIPANT'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE PARTICIPANT MAY RESIDE**

## Plan Benefits

The number of awards that an employee, director, or consultant may receive under the Amended and Restated Plan is in the discretion of the administrator and therefore cannot be determined in advance. The following table sets forth: (i) the aggregate number of shares of common stock subject to options granted under the Cutera, Inc. 2019 Equity Incentive Plan during the fiscal year 2021 to each of our named executive officers; executive officers, as a group; directors who are not executive officers, as a group; and all employees who are not executive officers, as a group; (ii) the average per share exercise price of such options; (iii) the aggregate number of shares subject to RSUs and PSUs (at target) granted under the Cutera, Inc. 2019 Equity Incentive Plan during the fiscal year 2021 to each of our named executive officers; executive officers, as a group; directors who are not executive officers, as a group; and all employees who are not executive officers, as a group; and (iv) the grant-date value of shares subject to such RSUs and PSUs.

Name of Individual or Group	Number of Shares Subject to Options Granted	Average Per Share Exercise Price of Options Grants	Number of Shares Subject to RSUs and PSUs Granted	Dollar Value of Shares Subject to RSUs and PSUs Granted (\$) <sup>(1)</sup>
David H. Mowry <i>Chief Executive Officer</i>	12,629	\$ 32.87	57,772	2,393,961
J. Daniel Plants <i>Executive Chairperson</i>	—	—	18,170	772,382
Rohan R. Seth <i>Chief Financial Officer</i>	7,104	\$ 32.87	35,968	1,512,265
Michael A. Karavitis <i>Chief Technology Officer</i>	7,499	\$ 32.87	64,511	2,862,977
Charles G. Thier <i>Chief Information Officer</i>	5,525	\$ 32.87	27,359	1,146,795
All executive officers, as a group	32,757	\$ 32.87	203,780	8,688,380
All directors who are not executive officers, as a group	—	—	37,216	1,469,519
All employees who are not executive officers, as a group	139,382	\$ 29.63	463,215	18,124,223

(1) Reflects the aggregate grant date fair value of awards computed in accordance with ASC 718.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following table sets forth certain information with respect to the Company's executive officers during fiscal year 2021 as of March 31, 2022.

Name	Age	Position
David H. Mowry	59	Chief Executive Officer and Director
J. Daniel Plants	55	Executive Chairperson
Rohan R. Seth	44	Chief Financial Officer
Michael A. Karavitis	52	Chief Technology Officer
Charles G. Thier	59	Chief Information Officer

*Please refer to Proposal 1 above for David H. Mowry's and J. Daniel Plants' biographies.*

**Rohan Seth** has served as our Chief Financial Officer since August 10, 2020. Prior to serving as CFO, from February 2019 to February 2020, Mr. Seth served as Vice-President of Finance for the Global Orthopaedics Franchise at Smith and Nephew. Prior to his assignment at Smith & Nephew, from July 2015 to January 2019, Mr. Seth was the Head of Finance for the U.S. Surgical division of Alcon Labs, a global leader in cataract, vitreoretinal and lasik surgery. Prior to Alcon, Mr. Seth held several positions of increasing responsibility at Stryker Corporation, a global medical device leader, over a period of nine years from July 2006 to July 2015, including Sr. Director, Financial Planning and Analysis and Controller, Stryker Europe. Prior to his roles at Stryker, Mr. Seth worked at Whirlpool Corporation from June 2003 to July 2006. Mr. Seth received his Master of Business Administration degree from the University of Notre Dame after graduating from the University of Mumbai as a Bachelor of Commerce. He is also Chartered Accountant from the Institute of Chartered Accountants of India.

**Michael Karavitis** has served as our Chief Technology Officer since August, 2017. Mr. Karavitis directs research and development activities ranging from early phase R&D all the way through product development. Previous to this role, Mr. Karavitis served as Vice President of Research and Development of Cutera from 2012 to 2015. Under his leadership, Cutera released multiple innovative platforms, as well as product line extensions including Enlighten (the world's first dual wavelength, dual pulse duration picosecond aesthetic laser) and Excel HR. In addition to starting his own company, Femtoblanc Inc., Mr. Karavitis has led various teams of engineers and scientists at a number of successful early to mid-stage companies, including LenSx (acquired by Alcon), Newport Corporation and Intralase Corporation (acquired by Advanced Medical Optics). Mr. Karavitis graduated with a B.S. in Chemistry from Indiana University, and completed his M.S. and Ph.D. in Chemical and Material Physics at the University of California, Irvine. He is the named inventor in 10 U.S. patents, and is the author of 17 publications in peer-reviewed journals.

**Guy Thier** has served as the Chief Information Officer since October, 2019. Mr. Thier has over 30 years of experience from public, private and private equity ownership business models in global companies with extensive experience as Chief Information Officer, Chief Digital Officer and Chief Operations Officer. Mr. Thier has a multifaceted and unique background as the functional leader of IT, Digital Marketing, Social Selling, Retail, Contact Center, Wholesale, Manufacturing, Supply Chain, Distribution and R&D. Mr. Thier's work history includes SVP, CIO, CDO and COO at Arbonne International, SVP, CIO, CDO and COO at Bally Total Fitness and technology roles at Sears, Culligan, Jay's Potato Chips, and the Department of Energy. Guy has an EMBA from Kellogg School of Management and a BA in Computer Science from Lewis University.

## COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis ("CD&A") explains our executive compensation program and philosophy, the decisions the Compensation Committee of our Board made under this program during 2021 and the factors considered in making those decisions. The Compensation Committee has the principal responsibility for establishing, implementing and continually monitoring adherence to our compensation philosophy and objectives. The Compensation Committee's duties include evaluating the performance and advising the Board on the compensation of our Chief Executive Officer and setting the compensation of our other executive officers. This Compensation Discussion and Analysis focuses on the compensation of our Named Executive Officers for 2021:

- David H. Mowry, our Chief Executive Officer (our "CEO")
- J. Daniel Plants, our Executive Chairperson
- Rohan R. Seth, our Chief Financial Officer (our "CFO")
- Michael Karavitis, our Chief Technology Officer
- Charles G. Thier, our Chief Information Officer

### Compensation Philosophy and Objectives

Our Compensation Committee reviews the compensation of our executive officers, including our Named Executive Officers and strikes a balance between fixed base pay and pay-for-performance programs that tie compensation directly to specific business goals and management objectives. Our Compensation Committee designs our executive compensation program to support our near-term financial and strategic objectives and promote the long-term growth of our Company.

Our executive compensation program aims to recruit and retain key executive officers responsible for our success and to help motivate these executive officers to enhance long-term stockholder value. To achieve these ends, the Compensation Committee's executive compensation decisions are based on the following principal objectives:

- Supporting our key financial and strategic goals that relate to our corporate performance;
- Aligning the interests of our executive officers with the interests of our stockholders;
- Providing a total compensation package that is competitive and enables us to attract, motivate, reward and retain talented executive officers and employees;
- Based, in large part, on pay-for-performance principles, such that changes in our revenue, operating results, product launches, and stock price, all significantly affect the compensation of our executive officers; and
- Balancing the components of compensation so that both short-term (annual) and long-term performance objectives are recognized.

We believe the compensation of our executive officers and employees should reflect our performance as an organization, and their performance as individuals, in attaining key financial and operating objectives established by our Board. In addition, we strive to promote an ownership mentality among our employees, including our executive officers, which we believe is best achieved through our equity incentive program and the Employee Stock Purchase Plan. Also, as our Company matures and we lay the foundation for longer term growth and sustained profitability, we endeavor to conserve our cash resources. To that end, one important aspect of our overall compensation philosophy is to set base salaries that are competitive relative to compensation in a peer group of companies (the "Peer Group"), in addition to equity and performance-based incentive compensation, which we believe best aligns the interests of our employees and our stockholders.



## Key Features of Our Executive Compensation Program

### WHAT WE DO

- ✓ **Pay for Performance:** We link the cash compensation of our executive officers to our performance and stockholder interests by heavily weighting their target total cash compensation opportunities to the achievement of strong financial performance tied to a balanced mix of pre-established performance measures and long-term equity awards that align their interests with those of our stockholders.

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- ✓ **Independent Compensation Advisor:** The Compensation Committee selects and engages its own independent advisor to evaluate compensation on an annual basis.

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- ✓ **Stock Ownership Guidelines:** Our Named Executive Officers, members of senior management, and the non-employee members of our Board are subject to stock ownership guidelines equal to a multiple of their respective annual base salaries (3x for our Chief Executive Officer and 1x for other Named Executive Officers and members of senior management) or Board service retainers (3x for directors).

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- ✓ **Competitive and market based compensation:** We pay fair and reasonable compensation that allows us to attract, motivate, retain and reward the key employees whose knowledge, skills and performance are necessary for our future growth and success.

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- ✓ **Compensation Recovery (“Clawback”) Policy:** Our Clawback Policy, which covers all executive officers, allows for recovery of performance-based compensation if a Named Executive Officer’s intentional misconduct.

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### WHAT WE DON’T DO

- ☒ **No Special Perquisites or Benefits:** We do not ordinarily provide special perquisites or other personal benefits to our executive officers, such as company cars\*, club memberships, supplemental executive retirement plans or supplemental executive health benefits.  
  
\* We provide our sales executives with a car allowance given their extended use of a vehicle other than simply commuting to and from the office in Brisbane.

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- ☒ **No Guaranteed Bonuses:** We do not provide guaranteed minimum bonuses. Bonuses are contingent on the achievement of key strategic Company goals.

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- ☒ **No Excise Tax Gross-Ups:** We do not provide any tax reimbursement payments or “gross-ups” payments in connection with any excise taxes that are imposed in connection with any change in control payments or benefits.

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## 2021 Compensation Overview

When designing our 2021 executive compensation program, the Compensation Committee considered the program philosophy and objectives set forth above and the intense competition for executive talent within the medical device industry and the broader technology industry in Silicon Valley, California.

### Summary of the Key Features of our 2021 Executive Compensation Program.

- Our Named Executive Officers are compensated with a base salary (cash), incentive cash bonuses, equity awards, and other customary employee benefits.
- The compensation of our Named Executive Officers is reviewed annually (or more frequently as circumstances may dictate) by the Compensation Committee, and adjustments are made to reflect performance-based factors and competitive conditions.
- We evaluate and reward our Named Executive Officers based on the comparable industry specific and general market compensation for their respective positions in the Company, and an evaluation of their contributions to the achievement of short-term and long-term organizational goals.
- Our Compensation Committee engages an outside compensation consultant to review our executive compensation program on an “as needed” basis, in comparison to the Peer Group, and recommend modifications at reasonable intervals when warranted.
- Our employment agreements with our Named Executive Officers include Change of Control and Severance Agreements (“COC Agreements”).
- We have stock ownership guidelines equal to a multiple of their respective annual base salaries (3x for our Chief Executive Officer and 1x for our other Named Executive Officers).

### Financial Highlights for 2021

We are a global medical device company focused on the design, development, manufacture and commercialization of laser and other energy-based aesthetic systems for practitioners worldwide. We sell systems, system upgrades, hand pieces, hand piece refills and other disposable products, and distribute third-party manufactured skincare products. In addition, we have a recurring service business that includes the selling of post-warranty service contracts, parts, hand piece replacements, and generating revenue from the servicing of products that are out of warranty.

- The spread of the coronavirus, which caused a broad impact in 2020 and 2021 globally, including restrictions on travel, shifting our work force to work remotely, and quarantine policies put into place by businesses and governments, had a material economic effect on our business. Notably, healthcare facilities in many countries effectively banned elective procedures. Many of our products are used in aesthetic elective procedures and as such, the bans on elective procedures substantially reduced our sales and marketing efforts in the early months of the pandemic and led us to implement cost control measures. Although our operation and results of operations have significantly improved as the economic outlook due to the COVID-19 pandemic improved in 2021, the COVID-19 pandemic continues to be fluid and the aftermath of the business and economic disruptions due to the COVID-19 are still uncertain. In 2021, revenue was \$231.3 million, compared to \$147.7 million in the year ended December 31, 2020. System revenue in North America increased by \$35.4 million, or 70%, and system revenue in the rest of the world increased by \$13.5 million, or 34%, compared to the year ended December 31, 2020.
- Throughout the year, our sales from skincare products in Japan remained strong, increasing by \$24.6 million, or 98%, compared to 2020. The increase was due primarily to increased marketing and promotional efforts, as well as changes in customers behavior due to the COVID-19 pandemic as some customers opted to purchase skincare products rather than go to a doctor’s office for treatment, a trend which began in 2020.
- Gross profit as a percentage of revenue for the year ended December 31, 2021, increased from 51.3% to 57.6%, compared to the same period in 2020. The increase in gross profit as a percentage of revenue was primarily driven by an increase in volume as a result of the economic recovery. The increase in sales volume improved the Company’s leveraging of fixed costs, which improved the Company’s gross margin.
- As of December 31, 2021, we had \$175.8 million of working capital. Cash and cash equivalents increased by \$117.1 million to \$164.2 million as of December 31, 2021, from \$47.0 million as of December 31, 2020, primarily due to net proceeds from the issuance of the convertible notes, partially offset by \$16.1 million in premiums paid for separate capped call transactions related to the issuance of the convertible notes.

- We had a net increase in cash and cash equivalents during 2021, which consisted of \$1.2 million increase from operating activities and \$117.5 million increase from financing activities, partially offset by \$0.9 million decrease from investing activities.

## Corporate Governance Highlights

We endeavor to maintain good corporate governance standards consistent with our executive compensation policies and practices. The following policies and practices were in effect during 2021:

- *Independent directors* oversee each of our Board's committees, including our Compensation Committee. Our Compensation Committee establishes our executive compensation and administers our equity plans.
- *The Compensation Committee* conducts an annual review and approval of our compensation strategy. We ensure that our compensation practices remain current with market conditions by having them reviewed by the Compensation Committee's compensation consultant from time to time. Our compensation philosophy and related corporate governance features are complemented by several elements that are designed to align our executive compensation with long-term stockholder interests. Please refer to the "Compensation Philosophy and Objectives" section above.

## Compensation-Setting Process Committee's Roles and Responsibilities

### *Role of the Compensation Committee in Setting Executive Compensation*

- Provide oversight of our compensation programs, policies, practices and benefit plans;
- Assist our Board in discharging its responsibilities relating to (i) the oversight of the compensation of our CEO, our CFO and the other members of executive management, and (ii) approving and evaluating our Executive Management compensation programs, policies, practices and plans; and
- Assist our Board in administering our equity compensation plans for our employees.

### *Compensation Committee Members*

The members of the Compensation Committee are appointed by our Board. The chairperson of the committee is Gregory A. Barrett and the other members are Sheila A. Hopkins and Katherine S. Zanotti. Each member of the Compensation Committee is a "non-employee director" for purposes of Exchange Act Rule 16b-3, and satisfies the independence requirements imposed by the NASDAQ listing standards.

### *Compensation Committee Charter*

The Compensation Committee has a written charter, which can be found on the Investors page, under the Corporate Governance section of our website at [www.cutera.com](http://www.cutera.com).

### *Duties of the Compensation Committee*

The responsibilities of the Compensation Committee include:

- (i) Establishing the following compensation elements for our executive officers as appropriate:
  - (a) annual base salary;
  - (b) annual incentive bonus, which may include the setting of specific goals and target amounts;
  - (c) equity compensation;
  - (d) agreements for employment, severance and change-of-control payments and benefits; and
  - (e) any other benefits, compensation or arrangements, other than benefits generally available to our employees.
- (ii) Reviewing, at such intervals as may be decided by the Compensation Committee from time to time, regarding:
  - (a) general compensation goals and guidelines for our employees and the criteria by which bonuses and equity awards to our employees are determined; and
  - (b) other policies and plans for the provision of compensation to our employees and consultants.

- (iii) Acting as Administrator of our 2019 Equity Incentive Plan, our 2004 Employee Stock Purchase Plan, and any other equity compensation plans adopted by our Board;
- (iv) Reviewing our policies relating to the issuance of equity compensation to our employees and consultants;
- (v) Preparing the report that accompanies this Compensation Discussion and Analysis.

#### *Advisory Vote on Named Executive Officer Compensation*

We believe that it is important for our stockholders to have an opportunity for an advisory vote on Named Executive Officer compensation on an annual basis as a means to express their views regarding our executive compensation program and philosophy, our compensation policies and programs, and our decisions regarding executive compensation, all as disclosed in our Proxy Statement. The Compensation Committee considers the outcome of the annual “Say-on-Pay” advisory vote when making decisions regarding our executive compensation program. At the Company’s 2021 annual meeting of stockholders, approximately 89% of the votes cast on the “Say-on-Pay” advisory vote were cast in favor of approving the compensation of our Named Executive Officers. The Board and the Compensation Committee viewed the outcome of the “Say-on-Pay” vote as indicative that a significant majority of our stockholders view that the Compensation Committee’s approach to executive compensation favorably.

Our stockholder engagement efforts, including ongoing conversations between management and Board members and stockholders on a variety of matters, reflect our commitment to strong corporate governance and our goal of seeking input directly from our stockholders, which we believe allows us to better understand our stockholders’ perspectives. As a result of the Compensation Committee’s evaluation of the results of the “Say-on-Pay” vote, the feedback received from stockholders and the advice from the Compensation Committee’s compensation consultant, the Compensation Committee determined that significant changes to the design of our executive compensation and equity programs were not warranted at this time.

#### *Compensation Consultant*

The Compensation Committee engages a compensation consultant periodically based on the need for additional guidance resulting from changes in our Named Executive Officers’ roles and responsibilities, our corporate profile relative to our peers (e.g., type of business, market capitalization, annual revenue, profitability, etc.), Named Executive Officer turnover, and other factors as determined by our Compensation Committee. Beginning in 2011, the Compensation Committee engaged Compensia, a national compensation consulting firm, periodically to advise it on various compensation matters related to our Named Executive Officers, the Board, and other members of senior management.

In 2020 and 2021, in connection with the Company’s development of recommended pay levels and structures for our Named Executive Officers, the Compensation Committee directed Compensia to perform the following activities:

- Evaluate and develop a group of public companies that would be suitable to use as a Peer Group;
- Gather competitive market data with respect to the compensation of both directors and executive officers of the Peer Groups and at comparably sized/valued companies in the broader technology and life science markets;
- Assess elements of our Named Executive Officers’ compensation including base salary, target annual cash bonus, target total cash compensation and annual equity grant values relative to the practices at the Peer Group and in the broader competitive market; and
- Review and provide input to the Compensation Committee on the Company’s recommended adjustments for cash-based and equity-based compensation for our directors and Named Executive Officers, including pay levels and pay structures (such as short-term and long-term variable compensation components).

Based on the consideration of the factors specified in the rules of the SEC and the listing standards of Nasdaq, and a review of these factors for 2021, the Compensation Committee determined that its relationship with Compensia and the independent work of Compensia on behalf of the Compensation Committee does not raise any conflict of interest. The Compensation Committee reviews the compensation consultant’s independence annually.

#### *Role of our Executives in Setting Compensation*

In developing the compensation of our Named Executive Officers, the Compensation Committee meets with members of our management team, including our CEO, our CFO, and other management employees as required. The purpose of these meetings is primarily to gather financial data, obtain their input on proposed compensation programs, establish mechanisms for implementing and monitoring incentive and performance targets, and gather other information on practices and packages for our Named Executive Officers, other employees, and non-employee directors.

Management may make recommendations to the Compensation Committee on some or all elements of compensation. The Compensation Committee considers, but is not bound to, and does not always accept, management's recommendations with respect to these matters. The Compensation Committee has the ultimate authority to make decisions with respect to the compensation of our Named Executive Officers and does not delegate any of its compensation functions to others.

### *Competitive Positioning*

In developing, reviewing, and approving the annual compensation for our Named Executive Officers, the Compensation Committee, with the assistance of its compensation consultant, develops and maintains the Peer Group from which to gather competitive market data. After consulting with Compensia, the Compensation Committee approved the following set of selection criteria for determining the companies to comprise the Peer Group:

- (i) U.S.-based companies with a primary focus on health care equipment and supplies;
- (ii) Annual revenue generally between 0.4 times to 2.5 times that of Cutera;
- (iii) Market capitalization generally between 0.25 times to 4.0 times that of Cutera; and
- (iv) Secondary focus on parameters including peer business model and complexity, international presence, headcount and location.

In November 2020, in connection with the development of additional compensation assessments that the Compensation Committee requested related to executive compensation and our Named Executive Officer compensation levels, the Compensation Committee, after consulting with Compensia, updated the Peer Group based on the selection criteria referenced above to include the following companies:

Accuray	Conformis	SeaSpine Holdings
Alphatec Holdings	CryoLife	SI-BONE
AngioDynamics	Intersect ENT	Sientra
Anika Therapeutics	IntriCon	Surgalign Holdings
AtriCure	Lantheus Holdings	Tactile Systems Technology
AxoGen	LeMaitre Vascular	ViewRay
Cardiovascular Systems	NanoString Technologies	

The Compensation Committee also reviewed a separate competitive market analysis for our Executive Chairperson, which analyzed how Executive Chairpersons in the broader technology and life science market are paid relative to Chief Executive Officers at their companies.

We do not believe that it is appropriate to make compensation decisions, whether regarding base salaries or short-term or long-term incentive compensation, solely based upon benchmarking to a peer or other representative group of companies. However, the Compensation Committee believes that information regarding the compensation practices at other companies is useful in at least two respects. First, the Compensation Committee recognizes that our compensation policies and practices must be competitive in the marketplace. Second, this information is useful in assessing the reasonableness and appropriateness of individual executive compensation elements and of our overall executive compensation packages. This information is only one of several factors that the compensation committee considers, however, in making its decisions with respect to the compensation of our executive officers.

### *Executive Compensation Actions*

Effective July 8, 2019, Mr. Mowry became our CEO. Mr. Seth became our CFO effective August 10, 2020.

Leading up to, and during 2021, our Compensation Committee, after consultation with its compensation consultant, re-evaluated the compensation of some of our Named Executive Officers and approved the following cash compensation adjustments and new equity award allocations to their compensation arrangements:

#### 1) **Cash Compensation**

- (a) Effective July 8, 2019, as CEO, Mr. Mowry's annual base salary was set at \$650,000 and he was not entitled to receive any compensation for service as a member of our Board during the period of his employment. Effective July 1, 2021, Mr. Mowry's annual base salary was increased to \$670,000. Mr. Mowry is also

eligible to participate in our Management Bonus Program and his target cash bonus opportunity was equal to 80% of his annual base salary.

- (b) Effective May 19, 2021, as Executive Chairperson, Mr. Plants annual base salary was set at \$250,000 and he was not entitled to receive any compensation for service as a member of our Board during the period of his employment. Mr. Plants is also eligible to participate in our Management Bonus Program and his target cash bonus is equal to \$100,000, which will be prorated for the time he spent as Executive Chairperson in 2021.
- (c) Effective August 10, 2020, as CFO, Mr. Seth's annual base salary was set at \$350,000. Effective July 1, 2021, Mr. Seth's annual base salary was increased to \$360,500. Mr. Seth is also eligible to participate in our Management Bonus Program and his target cash bonus opportunity was equal to 50% of his annual base salary.
- (d) In 2021, Mr. Karavitis' salary was set at \$431,600.
- (e) In 2021, Mr. Thier's salary was set at \$327,600.

## 2) **Equity Awards<sup>(2)</sup>**

- (a) Mr. Mowry was granted equity awards with a grant date fair value of \$2,593,961 in 2021, compared to \$673,024 in 2020. The equity awards were comprised of stock options, performance stock units ("PSUs") and restricted stock units ("RSUs") with a grant date fair value of \$200,000, \$2,126,202, and \$267,759, respectively.
- (b) Mr. Plants was granted equity awards with a grant date fair value of \$772,382. The equity awards were comprised of PSUs and RSUs with a grant date fair value of \$624,791 and \$147,591, respectively.
- (c) Mr. Seth was granted equity awards with a grant date fair value of \$1,624,767 in 2021, compared to \$995,089 in 2020. The equity awards were comprised of stock options, PSUs and RSUs with a grant date fair value of \$112,503, \$1,361,655, and \$150,610, respectively.
- (d) Mr. Karavitis was granted equity awards with a grant date fair value of \$2,981,734. The equity awards were comprised of stock options, PSUs and RSUs with a grant date fair value of \$118,758, \$2,703,984, and \$158,992, respectively.
- (e) Mr. Thier was granted equity awards with a grant date fair value of \$1,234,292. The equity awards were comprised of stock options, PSUs and RSUs with a grant date fair value of \$87,497, \$1,029,647, and \$117,149, respectively.

## 3) **Established the Performance Metrics for PSUs.** The performance metrics established for the PSU awards are described below in the section titled "Equity Awards."

The Compensation Committee concluded that the changes to the compensation of our Named Executive Officers strengthened the alignment of their interests with those of our stockholders, were sufficient to maintain competitiveness with the executives in comparable positions at the companies in our Peer Group, promoted retention and achieved the motivation and continuity desired. Further, the Compensation Committee also took into consideration the fact that, consistent with our compensation objectives, the equity awards granted to our Named Executive Officers' increased their stake in the Company, thereby reinforcing their incentive to manage our business as owners and subjected a significant portion of their target total direct compensation to fluctuations in the market price of our common stock in alignment with stockholder interests.

### *Compensation Components*

Our Named Executive Officers are compensated with cash, short-term incentives and long-term incentive in the form of equity awards, and other customary employee benefits.

### *Cash Compensation*

Cash compensation consists of:

- Base salary;
- Discretionary spot bonus; and
- Participation in a Management Bonus Program for non-sales employees ("the Management Bonus Program").

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<sup>2</sup> The equity awards granted in 2021 include a one-time PSU grant related to the AviClear launch as outlined in section "Performance Stock Unit Awards - AviClear-related" on page 51.

Our cash compensation goals for our Named Executive Officers are based upon a number of principles, including:

- Although we do not use a formal benchmarking process, total cash compensation should generally be set at or above the 50th percentile of the Peer Group subject to various considerations:
  - Base salary should reflect the individual's experience (in both the role he or she is performing, and the aesthetics industry more broadly), performance, and potential;
  - The amount of bonuses payable to our Named Executive Officers should be based on corporate performance measures established by the Compensation Committee and approved by our Board that align the bonus payment with the achievement of specified goals contained in our annual operating plan that are intended to enhance long-term stockholder value.

### *Base Salary*

We believe that a competitive base salary is a necessary element of our executive compensation program, so that we can attract and retain a world class management team that is focused on building a sustainable enterprise for the future. The Compensation Committee seeks to set competitive base salaries, comparable to market standards, that are equitable across the executive team based on level of impact and contributions.

The Compensation Committee reviews the base salaries of our executive officers, including our Named Executive Officers, annually and makes adjustments to their base salaries as it determines to be necessary or appropriate.

In 2021, the Compensation Committee reviewed the base salaries of our executive officers, including our Named Executive Officers, taking into consideration a competitive market analysis performed by Compensia, as well as the other factors described above. Following this review, the Compensation Committee set the base salaries of our executive officers for 2021 at levels that it believed were appropriate to maintain their competitiveness.

The base salaries paid to our named executive officers were as follows:

<b>Named Executive Officer</b>	<b>2020 Base Salary (\$)</b>	<b>2021 Base Salary (\$)</b>	<b>Percentage Adjustment</b>
Mr. Mowry	\$650,000	\$670,000	3.1%
Mr. Plants <sup>(1)</sup>	N/A	\$250,000	N/A
Mr. Seth	\$350,000	\$360,500	3.0%
Mr. Karavitis	\$415,000	\$431,600	4.0%
Mr. Thier	\$283,500	\$327,600	15.6%

*(1) Mr. Plants was appointed Executive Chairperson in May 2021. Please see the section above titled "Director Compensation - Compensation of the Board of Directors for their Position on the Board and its Committees."*

The base salaries paid to our named executive officers for 2021 are also set forth in the "2021 Summary Compensation Table" below.

### *Management Bonus Plan*

We use annual cash bonuses to motivate our executive officers, including our Named Executive Officers, to achieve our short-term financial and operational objectives while making progress towards our longer-term growth and other goals. Consistent with our executive compensation philosophy, these annual cash bonuses are intended to help us to deliver a competitive total direct compensation opportunity to our executive officers. Annual cash bonuses are entirely performance-based, are not guaranteed, and may vary materially from year-to-year.

Typically, the Compensation Committee establishes target cash bonus opportunities pursuant to a formal cash bonus plan that measures and rewards our executive officers for our actual corporate performance over our fiscal year. The cash bonus plan is designed to pay above-target cash bonuses when we exceed our annual corporate objectives and below-target cash bonuses when we do not achieve these objectives.

In 2021, the Compensation Committee, determined to award cash bonus opportunities to our executive officers, including our Named Executive Officers, pursuant to the 2021 Management Bonus Plan. Under the 2021 Management Bonus Plan, our Board had the authority to select the performance measures and related target levels applicable to the target cash bonus opportunities for our executive officers.

*Target Cash Bonus Opportunities*

For 2021, the target cash bonus opportunities were designed to reward our Named Executive Officers based on our overall financial and operational performance and were established after the Compensation Committee consulted with its compensation consultant. As in prior years, the Compensation Committee determined that the target cash bonus opportunities for the Named Executive Officers should be determined as a percentage of their base salary. The target cash bonus opportunities are reviewed annually by the Compensation Committee and are based on several factors, including the scope of the Named Executive Officers' performance, contributions, responsibilities, experience, prior years' target cash bonus and market conditions. In 2021, the Compensation Committee did not make any changes to our Named Executive Officers' target cash bonus opportunities.

For 2021, the target cash bonus opportunities for each of our Named Executive Officers under the 2021 Management Bonus Plan were as follows:

<b>Named Executive Officer</b>	<b>2021 Target Cash Bonus Opportunity (as a percentage of base salary)</b>	<b>2021 Target Cash Bonus Opportunity (\$)</b>
Mr. Mowry	80%	528,000
Mr. Plants <sup>(1)</sup>	—	61,742
Mr. Seth	50%	177,625
Mr. Karavitis	60%	253,980
Mr. Thier	40%	128,520

*(1) Mr. Plants' target cash bonus opportunity was set as a fixed dollar amount of \$100,000 per his employment agreement. The target cash bonus opportunity for 2021 was prorated for the portion of the calendar year during which Mr. Plants was employed.*

The target cash bonus opportunities of our executive officers, including our Named Executive Officers, were weighted 100% on corporate performance objectives. The Compensation Committee determined this allocation to be appropriate to focus our executive officers on our short-term financial objectives as reflected in our annual operating plan.

*Corporate Performance Measures-related:*

For 2021, the Compensation Committee established the following corporate performance measures for determining the bonuses payable to our Named Executive Officers, and the overall weighting of each corporate performance measure, as follows:

1) 2021 Revenue measured against a pre-established target amount	40 %
2) 2021 Non-GAAP Gross Margin measured against a pre-established target amount <sup>(1)</sup>	30 %
3) 2021 Non-GAAP Adjusted EBITDA measured against a pre-established target amount <sup>(1)</sup>	30 %

<sup>(1)</sup>For a full reconciliation for Non-GAAP Gross Margin and Non-GAAP Adjusted EBITDA to the most directly comparable financial measure stated in accordance with GAAP, please see our Current Report on Form 8-K filed with the SEC on February 22, 2022

Our Board believed that these corporate performance measures aligned the Named Executive Officers' bonus payment with the achievement of our annual operating goals, which would enhance long-term stockholder value creation.

The Compensation Committee weighted each corporate performance measure as set forth above, such that the given percentage of the bonus was "at risk" based on the level of achievement of the specific performance measure. Performance achievement of each of the specific performance measures was based on a sliding scale. With respect to the Revenue performance measure, the applicable payout scaled linearly from 50% to 100% between 90% of the target Revenue attainment goal and 100% of the target Revenue attainment goal, and the applicable payout scaled linearly between 100% and 200% between 100% of the target Revenue attainment goal and 140% of the target Revenue attainment goal. With respect to the Gross Margin performance measure, the applicable payout scaled linearly from 50% to 100% between 95% of the target Gross Margin attainment goal and 100% of the target Gross Margin attainment goal, and the payout scaled linearly between 100% to 200% between 100% of the target Gross Margin attainment goal and 117% of the target Gross Margin attainment goal. With respect to the Adjusted EBITDA performance measure, the applicable payout scaled linearly from 50% to 100% between 80% of the target Adjusted



EBITDA attainment goal and 100% of the target Adjusted EBITDA attainment goal, and the payout scaled linearly from 100% to 200% between 100% of the target Adjusted EBITDA attainment goal and 250% of the Adjusted EBITDA attainment goal. No payout would be issued with respect to a corporate performance measure if the level of achievement of the applicable attainment goal was 50% or below.

### *2021 Performance Results and Bonus Decisions*

In 2021, the Compensation Committee determined that our actual achievement with respect to the corporate performance measures under the 2021 Management Bonus Plan was as follows:

<b>Corporate Performance Measure</b>	<b>Degree of Achievement of Performance Measure</b>	<b>Weighted Payout based on Degree of Achievement of Performance Measure</b>
<b>Revenue</b>	125 %	163 %
<b>Gross Margin</b>	99 %	93 %
<b>Adjusted EBITDA</b>	322 %	200 %

As a result of our performance in 2021 with respect to each corporate performance measure, the overall payout under the 2021 Management Bonus Plan with respect to each Named Executive Officer was equal to 153% of the applicable annual target cash bonus opportunity. Accordingly, bonuses under the 2021 Management Bonus Plan were paid in March 2022 in the following amounts to each of our Named Executive Officers:

<b>Named Executive Officers</b>	<b>Annual Cash Bonus Paid for 2021(\$)</b>
Mr. Mowry	807,840
Mr. Plants	94,466
Mr. Seth	271,766
Mr. Karavitis	388,590
Mr. Thier	196,636

### *Long-Term Incentive Compensation*

We believe that equity-based compensation promotes and encourages long-term successful performance by our Named Executive Officers that is aligned with the organization's goals and the generation of stockholder value. Our equity compensation goals for our Named Executive Officers are based upon the following principles:

- Stockholder and Named Executive Officer interests should be aligned;
- Key and high-performing employees, who have a demonstrable impact on our performance or stockholder value, should be compensated in this manner;
- The program should be structured to provide meaningful retention incentives to participants;
- The equity awards should reflect each individual's experience, performance, potential and be comparable to the Peer Group awards for the respective position; and
- Actual awards should be tailored to reflect individual performance and attraction/retention objectives.
- Actual awards also tie to recommendations from our Chief Executive Officer and other management, competitive compensation market data (as described above), internal pay equity based on the impact on our business and performance; and existing equity holdings including unvested equity for each Named Executive Officer.

There is no predetermined formula or weighting of these factors. Instead, our Compensation Committee considers all of this information in light of our business objectives.

### *Equity Awards*



Under our 2019 Equity Incentive Plan, we generally grant RSU awards, PSU awards, and options to our executive officers, employees and the non-employee members of our Board. We grant annual equity awards to our Named Executive Officers and certain members of management with a vesting start date of January 1. Aside from our annual equity awards practices, the Compensation Committee approves equity awards to new and recently hired or promoted employees once each quarter at the Compensation Committee meeting with the grant date fair value to be calculated as of the date of the award.

*Performance Stock Unit Awards - Corporate Performance Measures-related:*

In February 2021, our Compensation Committee granted PSU awards to our Named Executive Officers and other members of management and selected performance targets for these awards. The number of units subject to the PSU awards granted to our Named Executive Officers vest in equal amounts on January 1, 2022, based on the performance targets being met and subject to approval by our Board, and December 31, 2022, subject to the Named Executive Officer continuing to provide service through to this vesting date.

Metric	Weighting of Goal	Achievement Timeframe
(1) Complete pivotal study for AviClear device	40%	July 2021
(2) Obtain CE mark approval for AviClear device	10%	February 2021
(3) Increase number of sales accounts as well as revenue per account to pre-established targets	20%	December 2021
(4) Increase gross margin rate through cost management to a pre-established target	30%	December 2021

On February 20, 2022, the Board approved the achievement of these targets and the first tranche of these grants was released to the recipient.

The following table presents the quantities of the Corporate Performance Measure-related PSU grants awarded to the Named Executive Officers:

Name	Grant Quantity	Grant Date Value <sup>(1)</sup>
Mr. Mowry	16,293	\$ 535,551
Mr. Plants	4,085	\$ 147,591
Mr. Seth	9,164	\$ 301,221
Mr. Karavitis	9,674	\$ 317,984
Mr. Thier	7,128	\$ 234,297

*(1) For purposes of this table, "Grant Date Value" generally means the aggregate grant date fair value of the PSU award granted to the applicable Named Executive Officer during 2021 calculated in accordance with ASC Topic 718. See Note 6 of the Consolidated Notes to Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 1, 2022 for a discussion of the valuation assumptions used for calculating the grant date fair value of our calculating the grant date fair value of our stock-based compensation.*

The following table sets forth the number of units that potentially could have vested for our Named Executive Officers on January 1, 2022, subject to our Board's certification that the performance criteria were met based on the level of achievement (or failure to achieve) each of the performance targets discussed above, and upon our timely filing of our Annual Report on Form 10-K:

Number of Shares of Performance-Based Common Stock that Vested on January 1, 2022

Name	If Minimum Thresholds are Not Met	At 100% of Target Performance	Actual Vested Shares
Mr. Mowry	—	8,146	8,146
Mr. Plants	—	—	—
Mr. Seth	—	4,582	4,582
Mr. Karavitis	—	4,837	4,837
Mr. Thier	—	3,564	3,564

Each unit granted pursuant to the PSU awards represents a contingent right to receive one share of our common stock for each unit that was earned and vested. All vested shares were released upon our Board's affirmative finding that the performance measures were met based on the level of achievement (or failure to achieve) each of the performance targets, and upon our timely filing of our Annual Report on Form 10-K.

*Performance Stock Unit Awards - AviClear-related:*

In July 2021, our Compensation Committee granted PSU awards to our Named Executive Officers and certain other individuals and selected performance targets for these awards. These PSU awards relate to the commercialization of our AviClear energy-based device, which will provide laser treatment for acne and are designed to incentivize and retain the key individuals involved in this program. The performance targets of these PSU awards will facilitate the commercialization and success of our AviClear device and create shareholder value.

The following table shows the performance targets applicable to our AviClear incentive program:

Metric	Weighting of Goal	Achievement Timeframe
(1) FDA approval and first US placement of the AviClear device	10%	FDA approval received in March 2022 and first placement in April 2022.
(2) Placing a predetermined quantity of devices	20%	April 2023
(3) Achieving a predetermined number of average treatments per device	30%	October 2024
(4) Exceeding a predetermined trailing 12-month revenue target	40%	October 2025

The shares of our common stock that are earned upon the successful achievement of a performance target will vest one year from the achievement date, subject to the Named Executive Officer continuing to provide service to us through the vesting date. The following table sets forth the target number of units subject to the AviClear-related PSU awards granted to our Named Executive Officers in July 2021:

Name	Grant Quantity	Grant Date Value <sup>(1)</sup>
Mr. Mowry	33,000	\$ 1,574,760
Mr. Plants	10,000	\$ 477,200
Mr. Seth	22,000	\$ 1,049,840
Mr. Karavitis	50,000	\$ 2,386,000
Mr. Thier	16,667	\$ 795,349

*(1) For purposes of this table, "Grant Date Value" generally means the grant date fair value of the PSU award granted to the applicable Named Executive Officer during 2021 calculated in accordance with ASC Topic 718. See Note 6 of the Consolidated Notes to Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 1, 2022 for a discussion of the valuation assumptions used for calculating the grant date fair value of our calculating the grant date fair value of our stock-based compensation.*

### *Health and Welfare Benefits*

We provide the following health and welfare benefits to our Named Executive Officers generally on the same basis as the health and welfare benefits provided to all employees. These benefits are consistent with those offered by other companies and specifically with those companies with which we compete for employees:

- Health, dental and vision insurance;
- Life insurance;
- Short-term and long-term disability insurance;
- A Section 401(k) plan with 25% employer matching contributions, capped at 6% of total employee eligible contributions;
- ESPP participation eligibility (see below); and
- Flexible Spending Accounts.

### *Employee Stock Purchase Plan*

We maintain a 2019 Employee Stock Purchase Plan (ESPP) that provides eligible employees with the opportunity to purchase shares of our common stock at a 15% discounted price to the lower of the fair market value at either the beginning or the end of the applicable offering period.

### *Post-Employment Compensation*

Our employment agreements with our Named Executive Officers include Change of Control and Severance Agreements. The purpose of these COC Agreements is to provide incentives to our Named Executive Officers to continue their employment with the Company and not be distracted by the possibility of loss of employment as a result of a potential acquisition of the Company. For a summary of the material terms and conditions of these COC Agreements, see “Potential Payments Upon Termination or Change in Control” below.

### **Internal Revenue Code Section 162(m) and Limitations on Executive Compensation**

For federal income tax purposes, publicly-traded companies may be prohibited under Section 162(m) of the Code from deducting employee enumeration in excess of \$1 million paid to their chief executive officer, chief financial officer, any other executive officer whose total compensation is required to be reported to stockholders under the Exchange Act by reason of such individual being among the three highest compensated executive officers for the tax year, and any executive officer who was subject to the deduction limit in any tax year beginning after December 31, 2016.

The Compensation Committee believes that, in establishing the cash and equity incentive compensation plans and arrangements for our executive officers, the potential deductibility of the compensation payable under those plans and arrangements is one relevant factor to consider. For that reason, the Compensation Committee may deem it appropriate to provide one or more of our executive officers with the opportunity to earn incentive compensation, whether through cash incentive awards tied to our financial performance or equity incentive awards tied to the executive officer’s continued service, which may be in excess of the amount deductible by reason of Section 162(m) of the Code. The Compensation Committee believes it is important to maintain cash and equity incentive compensation at the requisite level to attract and retain the individuals essential to our financial success, even if all or part of that compensation may not be deductible by reason of the Section 162(m) limitation.

### **Accounting for Stock-Based Compensation**

We follow Financial Accounting Standard Board Accounting Standards Codification Topic 718 (“ASC 718”) for our stock-based compensation awards. ASC 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executive officers may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based awards in their income statements over the period that an employee is required to render service in exchange for the award.

## Executive Stock Ownership Guidelines

We maintain Amended and Restated Stock Ownership Guidelines for our non-employee directors and officers (as defined by Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended) (“Executives”). These guidelines are designed to align our non-employee directors’ and Executives’ interests with our stockholders’ long-term interests by promoting long-term ownership of our common stock, which our Board believes reduces the incentive for excessive short-term risk taking. These guidelines provide that our Chief Executive Officer and our other Executives must hold shares of our common stock having a value not less than three times and one time, respectively, of their annual base salary. Each Executive has five years from the date of his or her appointment, or if an Executive at the time of the adoption of the Stock Ownership Guidelines, four years from the adoption of the Stock Ownership Guidelines (July 28, 2017), to attain such level of ownership.

In addition, our Executives must hold at least 50% of any shares received pursuant to stock options, stock appreciation rights, vested restricted stock awards, restricted stock unit awards, performance share or performance stock unit awards (net of taxes) for a minimum of one year following vesting and delivery.

As of March 31, 2022, our Named Executive Officers’ equity holdings and target guidelines were as follows:

Named Executive Officer	Stock Ownership as of March 31, 2022	Minimum Stock Ownership Required <sup>(1)</sup>
Mr. Mowry	69,246	29,130
Mr. Plants	41,020	3,623
Mr. Seth	12,492	5,225
Mr. Karavitis	49,595	6,255
Mr. Thier	9,287	4,748

(1) Based on the closing stock price of \$69.00 per share on March 31, 2022.

## Insider Trading Compliance Program

According to our Insider Trading Compliance Program, all employees of the Company, including, but not limited to, our executive officers and the non-employee members of our Board, are strongly discouraged from investing in derivatives of the Company’s securities. This includes, but is not limited to, trading in put or call options related to securities of the Company or otherwise hedging or offsetting any decrease in the market value of securities.

## Compensation Recovery (“Clawback”) Policy

Our Clawback Policy, which covers all executive officers, allows for recovery of performance-based compensation if a Named Executive Officer’s intentional misconduct:

- violates the law, our Code of Business Conduct and Ethics, or any significant Company ethics or compliance policy; and
- results in material financial or reputational harm, or results in a need for a restatement of our consolidated financial statements.

The compensation elements that are subject to recovery under this policy include:

- all amounts paid under the Management Bonus Program which were awarded on or after June 14, 2019; and
- all awards under the 2019 Equity Incentive Plan and any successor equity incentive plans, whether exercised, vested, unvested, or deferred, which were awarded on or after June 14, 2019.

All recoveries are determined in the sole discretion of the Compensation Committee.

## 2021 Summary Compensation Table

The following table sets forth summary compensation information for the fiscal years ended December 31, 2021, 2020 and 2019 for our Named Executive Officers.

Name, Principal Position, and Year	Salary (\$)	Bonus <sup>(1)</sup> (\$)	Option Awards (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	All Other Compensation (\$)	Total (\$)
David H. Mowry, <i>Chief Executive Officer</i>							
2021	660,000	—	200,000	2,393,961	807,840	3,825 (4)	4,065,626
2020	557,917	100,000	—	673,024	—	3,641 (4)	1,334,582
2019 <sup>(5)</sup>	310,227	100,000	—	2,741,681	—	2,109 (4)	3,154,017
J. Daniel Plants, <i>Executive Chairperson</i>							
2021 <sup>(6)</sup>	154,356	—	—	772,382	94,466	—	1,021,204
Rohan R. Seth, <i>Chief Financial Officer</i>							
2021	355,250	—	112,503	1,512,265	271,766	1,531 (4)	2,253,315
2020 <sup>(7)</sup>	144,375	118,207	442,374	316,164	—	1,313 (4)	1,022,433
Michael A. Karavitis, <i>Chief Technology Officer</i>							
2021	423,300	—	118,758	2,862,976	388,590	—	3,793,624
Charles G. Thier, <i>Chief Information Officer</i>							
2021	321,300	100,000	87,497	1,146,795	196,636	2,906 (4)	1,855,134

(1) The amounts reported in this column represent the discretionary bonus paid for each of the years covered in the table in accordance with a discretionary Management Bonus Program for our Named Executive Officers.

(2) The amounts reported in this column represent the aggregate grant date fair value of equity awards granted during the applicable fiscal year calculated in accordance with ASC Topic 718. See Note 6 of the Consolidated Notes to Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 1, 2022 for a discussion of the valuation assumptions used for calculating the grant date fair value of our calculating the grant date fair value of our stock-based compensation.

(3) The amounts reported in this column represent the amounts earned in 2021 in accordance with our 2021 Management Bonus Program (see section above describing our 2021 Management Bonus Program) for our Named Executive Officers.

(4) Amounts represent vested Section 401(k) plan employer-matching contributions.

(5) Mr. Mowry was appointed as our Chief Executive Officer on July 8, 2019. The amounts reported, in the columns titled “Salary (\$)” and “Bonus (\$)” represent prorated amounts based on the start date of Mr. Mowry’s employment with the Company.

(6) Mr. Plants was appointed as our Executive Chairman on May 19, 2021. The amounts reported, in the columns titled “Salary (\$)” and “Bonus (\$)” represent prorated amounts based on the start date of Mr. Plants’ employment with the Company.

(7) Mr. Seth has served as our Chief Financial Officer since August 10, 2020. The amounts reported in the columns titled “Salary (\$)” and “Bonus (\$)” represent prorated amounts based on the start date of Mr. Seth’s employment with the Company.

**2021 Grants of Plan-Based Awards Table**

The following table lists grants of plan-based option, RSU, and PSU awards made to our Named Executive Officers during the fiscal year ended December 31, 2021.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards	Stock Awards: Number of Shares of Stock or Units	Option Awards: Number of Securities Underlying Options	Base Price of Awards (\$)	Grant Date Fair Value of Awards (\$) <sup>(2)</sup>
		Threshold	Target	Maximum					
Mr. Mowry	2/12/2021	—	—	—	—	8,146	—	\$ 32.87	\$ 267,759
	2/12/2021	—	—	—	—	—	12,629	\$ 15.84	\$ 200,000
	2/12/2021	—	—	—	16,293	—	—	\$ 32.87	\$ 535,551
	7/20/2021	—	—	—	33,333	—	—	\$ 47.72	\$ 1,590,651
	—	\$ 264,000	\$ 528,000	\$ 1,056,000					
Mr. Plants	5/20/2021	—	—	—	—	4,085	—	\$ 36.13	\$ 147,591
	5/20/2021	—	—	—	4,085	—	—	\$ 36.13	\$ 147,591
	7/20/2021	—	—	—	10,000	—	—	\$ 47.72	\$ 477,200
	—	\$ 30,871	\$ 61,742	\$ 123,485					
Mr. Seth	2/12/2021	—	—	—	—	4,582	—	\$ 32.87	\$ 150,610
	2/12/2021	—	—	—	—	—	7,104	\$ 15.84	\$ 112,503
	2/12/2021	—	—	—	9,164	—	—	\$ 32.87	\$ 301,221
	7/20/2021	—	—	—	22,222	—	—	\$ 47.72	\$ 1,060,434
	—	\$ 88,813	\$ 177,625	\$ 355,250					
Mr. Karavitis	2/12/2021	—	—	—	—	4,837	—	\$ 32.87	\$ 158,992
	2/12/2021	—	—	—	—	—	7,499	\$ 15.84	\$ 118,758
	2/12/2021	—	—	—	9,674	—	—	\$ 32.87	\$ 317,984
	7/20/2021	—	—	—	50,000	—	—	\$ 47.72	\$ 2,386,000
	—	\$ 126,990	\$ 253,980	\$ 507,960					
Mr. Thier	2/12/2021	—	—	—	—	3,564	—	\$ 32.87	\$ 117,149
	2/12/2021	—	—	—	—	—	5,525	\$ 15.84	\$ 87,497
	2/12/2021	—	—	—	7,128	—	—	\$ 32.87	\$ 234,297
	7/20/2021	—	—	—	16,667	—	—	\$ 47.72	\$ 795,349
	—	\$ 64,260	\$ 128,520	\$ 257,040					

- (1) *Amounts in the “Estimated Payouts Under Non-Equity Incentive Plan Awards” columns relate to cash incentive opportunities under our 2021 Management Bonus Plan based upon the achievement of corporate performance goals over fiscal year 2021. Under the 2021 Management Bonus Plan, payments are determined by multiplying each participant’s target cash bonus by a factor determined by the achievement of the corporate performance goals, capped at 200%. The actual amounts paid to our named executive officers are set forth in the “2021 Summary Compensation Table” above, and the calculation of the actual amounts paid is discussed more fully in the section titled “Compensation Discussion and Analysis – 2021 Performance Results and Bonus Decisions.”*
- (2) *The amounts reported in this column reflect the fair value of equity awards calculated in accordance with ASC Topic 718. See Note 6 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 1, 2022 for a discussion of the valuation assumptions used for calculating the grant date fair value of our stock-based compensation.*

**2021 Outstanding Equity Awards at Fiscal Year-End Table**

The following table lists the outstanding equity awards held by our Named Executive Officers as of December 31, 2021.

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Earned Options Exercisable	Number of Securities Underlying Unexercised Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Mr. Mowry	7/8/2019					—		40,738	1,683,294
	7/8/2019					33,948 (1)	1,402,731		
	2/24/2020					9,774 (2)	403,862		
	2/12/2021							16,293 (3)	673,227
	2/12/2021					8,146 (4)	336,593		
	2/12/2021		12,629 (5)	32.87	2/12/2028				
	7/20/2021							33,333	1,377,320
Mr. Plants	5/20/2021							4,085	168,792
	5/20/2021					4,085	168,792		
	7/20/2021							10,000	413,200
Mr. Seth	8/4/2020							13,452 (6)	555,837
	8/4/2020	16,000	44,000 (7)	14.10	8/4/2027				
	2/12/2021		7,104 (5)	32.87	2/12/2028				
	2/12/2021							9,164 (3)	378,656
	2/12/2021					4,582 (4)	189,328		
	7/20/2021							22,222	918,213
Mr. Karavitis	2/13/2018					820	33,882		
	3/11/2019					6,060	250,399		
	5/20/2019					7,062	291,802		
	2/24/2020					5,498	227,177		
	2/12/2021		7,499 (5)	32.87	2/12/2028				
	2/12/2021							9,674 (3)	399,730



	2/12/2021			4,837 (4)	199,865		
	7/20/2021					50,000	2,066,000
Mr. Thier	12/15/2019			4,208	173,875		
	2/24/2020			4,276	176,684		
	2/12/2021	5,525 (5)	32.87				
	2/12/2021		2/12/2028			7,128 (3)	294,529
	2/12/2021			3,564 (4)	147,264		
	7/20/2021					16,667	688,680

- (1) *One-fourth of the units awards underlying this RSU Award vest in equal amounts on each July 8 of 2020, 2021, 2022 and 2023, subject to the Named Executive Officer remaining employed on each such vesting date.*
- (2) *These RSUs awarded on February 24, 2020 included 3,258 shares which vested on January 1, 2021. One-fourth of the RSU awards underlying this award vest in equal amount on each January 1 of 2021, 2022, 2023 and 2024, subject to the Named Executive Officer remaining employed on each such vesting date.*
- (3) *These PSU awards are subject to performance-based criteria relating to the achievement of the Company's operational goals in 2021. 50% of the achieved shares vest on January 1, 2022 and the remaining would vest on January 1, 2023. 50% of these PSUs awarded on February 12, 2021 vested on March 7, 2022.*
- (4) *One-fourth of the RSU awards, vested on January 1, 2022, and the remaining 1/36 of the units subject to the awards vest each month thereafter, subject to the Named Executive Officer continuing as a service provider through each such date.*
- (5) *One-fourth of the shares underlying each of these stock options vest on the first anniversary of the vesting commencement date of February 12, 2022 and 1/36th of the remaining underlying shares vest each month thereafter, subject to the Named Executive Officer remaining employed on each such vesting date.*
- (6) *This PSU award is subject to performance-based criteria relating to the achievement of certain goals with 40% based on achievement of Finance department goals, and 60% based on the Company's achievement of the annual operating budget for non-GAAP operating margins in 2021 and 2022.*
- (7) *One-fifth of the shares underlying each of these stock options vest on the first anniversary of the vesting commencement date of August 10, 2020 and 1/60th of the underlying shares vest each month thereafter, subject to the Named Executive Officer remaining employed on each such vesting date.*

**2021 Options Exercised and Stock Vested Table**

The following table lists the stock options exercised and stock awards that vested for our Named Executive Officers in the fiscal year ended December 31, 2021.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting	Value Realized Upon Vesting (\$)
Mr. Mowry	—	—	39,162	1,433,828
Mr. Plants	14,000	452,620	7,147	325,046
Mr. Seth	—	—	8,971	256,840
Mr. Karavitis	—	—	11,565	357,373
Mr. Thier	—	—	4,385	153,958

*Pension Benefits*

We did not sponsor any defined benefit pension or other actuarial plan for our executive officers, including our Named Executive Officers, during 2021.

*Nonqualified Deferred Compensation*

We did not maintain any nonqualified defined contribution or other deferred compensation plans or arrangements for our executive officers, including our Named Executive Officers, during 2021.

*Executive Equity Award Election Program*

On November 23, 2021, our Board approved a program permitting certain of our executive officers, including each of our Named Executive Officers, to make an annual election, or the Executive Equity Election, to (i) receive any annual equity awards subject to time-based vesting in the form of stock options or RSU awards, and (ii) defer settlement of these RSU awards that would otherwise be delivered to such executive officer on or following the date such award vests. Each Executive Equity Election will cover equity awards granted to the applicable executive officer for services performed in the fiscal year following the calendar year in which the Executive Equity Election is executed. An executive officer must execute an Executive Equity Election prior to December 31 of a calendar year, or such earlier deadline as established by our Board or the Compensation Committee. Any Executive Equity Election will be irrevocable, and will be subject to such rules, conditions and procedures as are determined by our Board or the Compensation Committee.

*Employment Agreements*

Our employment agreements or offer letters with our Named Executive Officers include Change of Control and Severance Agreements.

**Potential Payments Upon Termination or Change in Control***Termination of Employment Not Involving a Change of Control*

In 2017, after consulting with its compensation consultant, the Compensation Committee recommended that we enter into revised Change of Control (“COC”) Agreements with our Named Executive Officers. With respect to Messrs. Mowry, Seth and Plants, each revised COC Agreements provide that if the applicable Named Executive Officer’s employment with the Company is terminated by the Company without “cause” (as defined in the applicable COC Agreement) or by the Named Executive Officer for “good reason” (as defined in the applicable COC Agreement) not in connection with a COC (either prior to three months before or after 12 months following a COC, as defined in the applicable COC Agreement) of the Company, the Named Executive Officer will receive, subject to signing and not revoking a release of claims in favor of the Company, the following severance payment and benefits:

<b>Named Executive Officer</b>	<b>Lump Sum Severance Payments</b>
Mr. Mowry	100% of base salary; 100% of actual bonus paid in the prior fiscal year; and 12 months of COBRA reimbursement
Mr. Seth	50% of base salary; and 6 months of COBRA reimbursement
Mr. Plants	50% of base salary; and 6 months of COBRA reimbursement

*Termination of Employment Involving a Change of Control*

With respect to each of our Named Executive Officers, each COC Agreement provides that if the applicable Named Executive Officer’s employment with the Company is terminated by the Company without “cause” or by the Named Executive Officer for “good reason” and such termination occurs within the period beginning three months before, and ending 12 months following, a COC of the Company and in connection with a COC (commonly referred to as “double trigger” arrangement), the Named Executive Officer will receive, subject to signing and not revoking a release of claims in favor of the Company:

- (I) A severance payment based on the annual base salary as in effect immediately prior to such termination of employment or, if greater, at the level in effect immediately prior to the COC, as follows:

<b>Named Executive Officer <sup>(1)</sup></b>	<b>Lump Sum Severance Payments</b>
Mr. Mowry	100% of base salary; 100% of actual bonus paid in the prior fiscal year; and 12 months of COBRA reimbursement
Mr. Plants	100% of base salary; 100% of target cash bonus in the fiscal year in which the termination date occurs; and 12 months of COBRA reimbursement
Mr. Seth	50% of base salary; 50% of target cash bonus in the fiscal year in which the termination date occurs; and 6 months of COBRA reimbursement
Mr. Karavitis	50% of base salary; 50% of target cash bonus in the fiscal year in which the termination date occurs; and 6 months of COBRA reimbursement
Mr. Thier	50% of base salary; 50% of target cash bonus in the fiscal year in which the termination date occurs; and 6 months of COBRA reimbursement

and

- (II) (1) Automatic vesting in full of all outstanding and unvested equity awards that solely vest on a time basis held by each Named Executive Officer as of the date of the COC. If, however, such equity awards are to vest and/or the amount of the awards to vest is to be determined based on the achievement of performance criteria (e.g. a PSU award), then any portion of such awards for which the performance period is ongoing as of the COC will have the performance period shortened and performance measured based on the shortened period, and to the extent performance has been achieved, will vest.

The COC Agreements are for an initial term of three years, and will extend for an additional year unless the Company or the applicable Named Executive Officer provides written notice at least 60 days prior to the third anniversary of the COC Agreement. The COC Agreements of our Named Executive Officers expire as follows:

<b>Named Executive Officer</b>	<b>COC Expiration Date</b>
Mr. Mowry	July 9, 2022
Mr. Plants	May 19, 2024
Mr. Seth	August 10, 2023
Mr. Karavitis	May 13, 2024
Mr. Thier	October 7, 2022

For purposes of the COC Agreements, “cause” means a Named Executive Officer’s termination of employment only upon:

- (i) His willful failure to substantially perform his or her duties (subject to notice and a reasonable period to cure), other than a failure resulting from his or her complete or partial incapacity due to physical or mental illness or impairment;
- (ii) His willful act which constitutes gross misconduct and which is injurious to the Company;
- (iii) His willful breach of a material provision of the agreement (subject to notice and reasonable period to cure); or

- (iv) His knowing, material and willful violation of a federal or state law or regulation applicable to the business of the Company.

For purposes of the COC Agreements, “good reason” means a Named Executive Officer’s termination of employment within 90 days following the expiration of any cure period following the occurrence of one or more of the following, without his or her consent:

- (i) a material reduction in his authority, duties, or responsibilities relative to duties, position or responsibilities in effect immediately prior to such reduction;
- (ii) a material reduction in his cash compensation as in effect immediately prior to such reduction; or
- (iii) a material change in the geographic location at which he must perform services (in other words, the relocation of the Named Executive Officer to a facility that is more than 50 miles from his then-current location).

The following table lists our Named Executive Officers and the estimated payments and benefits that each of them would have received had their employment with the Company been terminated without “cause” or had they resigned for “good reason” on March 31, 2022 not in connection with a change of control of the Company.

Name	Estimated Total Value of Cash Payment (\$)	Estimated Total Value of Health Coverage Continuation (\$)
Mr. Mowry	1,477,840	24,015
Mr. Plants	125,000	5,754
Mr. Seth	180,250	13,089

The following table lists our Named Executive Officers and the estimated payments and benefits that each of them would have received had their employment with the Company been terminated without “cause” or had they resigned for “good reason” in connection with a change of control of the Company on March 31, 2022.

Name	Estimated Total Value of Cash Payment (\$)	Estimated Total Value of Health Coverage Continuation (\$)	Value of Accelerated Equity (\$) <sup>(1)</sup>
Mr. Mowry	1,477,840	24,015	\$ 13,454,379
Mr. Plants	344,466	11,508	\$ 2,248,739
Mr. Seth	316,133	13,089	\$ 6,878,199
Mr. Karavitis	410,095	5,754	\$ 7,225,391
Mr. Thier	262,118	5,732	\$ 3,468,737

(1) We estimated the value of acceleration of any outstanding and unvested stock option and RSU awards held by each of our current Named Executive Officers based on a market price of \$69.00 per share for our common stock at the close of the market on March 31, 2022. We assumed 100% of goals for unvested PSU awards had been achieved for the purpose of this calculation.

The COC Agreement does not provide for an excise tax gross-up. Rather, in the event of a change of control, our Named Executive Officers are entitled to receive either (i) the full benefits payable in connection with a change of control or (ii) a reduced amount which would result in no portion of such benefits being subject to the excise tax under Section 4999 of the Internal Revenue Code, whichever amount generates the greater after-tax value for the executive.

Severance payments upon a termination of employment or change in control would be payable to the recipient only if the Named Executive Officer signs and does not revoke a release of claims in favor of the Company (in a form reasonably acceptable to the Company) and provided that such release of claims becomes effective no later than 60 days following the termination date. In addition, the Named Executive Officer would need to have complied and agreed to comply with the terms of any confidential information agreement executed by Named Executive Officer in favor of the Company and the provisions of the severance agreements.

## Securities Authorized for Issuance Under Equity Compensation Plans

Our stockholders have approved 2019 Equity Incentive Plan, which is an amendment and restatement of 2004 Equity Incentive Plan.

The following table provides information regarding the shares of our common stock that may be issued upon the exercise of stock options, RSUs, PSUs, and the projected ESPP contributions under our equity compensation plans as of December 31, 2021.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	287,185	25.89 (1)	1,375,239
Equity compensation plan not approved by security holders	—	—	—
Total	287,185	25.89 (1)	1,375,239

(1) The weighted average exercise price does not take into account outstanding RSUs or PSUs, which have no exercise price.

## Principal Executive Officer Pay Ratio Disclosure

Pursuant to Item 402(u) of Regulation S-K, we are providing the following information about the relationship between the median of the annual total compensation of all our employees (other than our Chief Executive Officer, Mr. Mowry) and the annual total compensation of our Chief Executive Officer.

For 2021:

- the median of the annual total compensation of all our employees (other than our Chief Executive Officer) was \$94,766;
- the annual total compensation of our Chief Executive Officer, as reported in the 2021 Summary Compensation Table included in this Proxy Statement, was \$4,065,626; and
- the ratio of our Chief Executive Officer's annual total compensation to the median of the annual total compensation of all our employees was 43:1<sup>3</sup>.

This pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

To identify our median employee, we used the following methodology:

- To determine our total employee population, we included all full-time, part-time, temporary, and seasonal employees as of December 31, 2021, exclusive of our Chief Executive Officer. As of December 31, 2021, we and our consolidated subsidiaries employed approximately 461 individuals. We did not include any contractors or other non-employee workers in our employee population.
- To identify our median employee from our employee population, we calculated the aggregate amount of each employee's base salary or wages and 2021 cash bonus or sales commission, as appropriate, for the period from January 1, 2021 through December 31, 2021, which compensation measures were consistently applied. We elected not to include

<sup>3</sup> The ratio is impacted by the one-time AviClear-related PSU awards granted, representing 39% or \$1,590,651 of the CEO's total compensation.

the grant date fair value of equity awards granted in 2021 in determining the median employee because we determined that equity awards are not widely granted throughout the organization.

- We annualized the base salary or wages of all permanent (full-time and part-time) employees who were employed by us for less than the entire calendar year.
- All compensation not paid in U.S. dollars was converted to U.S. dollars using the historic exchange rate made available by the United States Federal Reserve System as of December 31, 2021.

Using this approach, we identified our median employee. Once the median employee was identified, we then calculated the annual total compensation of this employee for 2021 using the same methodology we use for calculating the annual total compensation of our Named Executive Officers in accordance with the requirements of the Summary Compensation Table.

We determined our Chief Executive Officer's annual total compensation for 2021 as reported in our 2021 Summary Compensation Table.

## COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of SEC Regulation S-K with management. Based on such review and discussion, the Compensation Committee has recommended that the Compensation Discussion and Analysis be included in Cutera's Proxy Statement.

The foregoing report is provided by the undersigned members of the Compensation Committee.

Gregory A. Barrett, Chairperson  
Sheila A. Hopkins  
Katherine S. Zanutti

*(1) The material in this report is not deemed soliciting material or filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Proxy Statement and irrespective of any general incorporation language in those filings.*

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There were no transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

- the amounts involved exceeded or are expected to exceed \$120,000; and
- any of our directors, nominees for director, executive officers or beneficial holders of more than 5% of our outstanding common stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities (each, a related party), had or will have a direct or indirect material interest.

We have entered into change of control and severance agreements with our Named Executive Officers. See “Named Executive Officers and Executive Compensation—Potential Payments Upon Termination or Change in Control.”

We have entered into indemnification agreements with our directors and executive officers. The indemnification agreements and our certificate of incorporation and bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law.

### **Policies and Procedures for Related Party Transactions**

Our Board has adopted a written policy that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related person transaction with us without the prior consent of our Audit Committee. Any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our common stock or any member of the immediate family of any of the foregoing persons in which the amount involved exceeds \$120,000 and such person would have a direct or indirect interest must first be presented to our Audit Committee for review, consideration and approval. In approving or rejecting any such proposal, our Audit Committee is to consider the material facts of the transaction, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related person’s interest in the transaction. There were no related party transactions entered into after presentation, consideration and approval by our Board and/or our Audit Committee.



## OTHER MATTERS

### Fiscal Year 2021 Annual Report and SEC Filings

Our financial statements for our fiscal year ended December 31, 2021 are included in our Annual Report on Form 10-K. This Proxy Statement and our annual report are posted on our website and are available from the SEC at its website at [www.sec.gov](http://www.sec.gov). A copy of our annual report may be obtained, without charge, by sending a written request to Cutera, Inc., Attention: Legal department, 3240 Bayshore Boulevard, Brisbane, California 94005.

We are not aware of any other business to be presented at the meeting. As of the date of this Proxy Statement, no stockholder had advised us of the intent to present any business at the meeting. Accordingly, the only business that our Board intends to present at the meeting is as set forth in this Proxy Statement.

If any other matter or matters are properly brought before the meeting, the proxies will use their discretion to vote on such matters in accordance with their best judgment.

By order of the Board of Directors,

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/s/ Jeremy Livianu  
Vice President, General Counsel & Corporate Secretary  
Brisbane, California  
May 2, 2022

**APPENDIX - A**

**CUTERA, INC.**

**2019 EQUITY INCENTIVE PLAN**  
(As Amended and Restated June 15, 2022)

The Cutera, Inc. 2019 Equity Incentive Plan is hereby amended and restated effective as of June 15, 2022, subject to stockholder approval on June 15, 2022.

1. **Purposes of the Plan.** The purposes of this Plan are:
  - to attract and retain the best available personnel for positions of substantial responsibility,
  - to provide additional incentive to Employees, Directors and Consultants, and
  - to promote the success of the Company's business.

The Plan permits the grant of Incentive Stock Options, Nonstatutory Stock Options, Restricted Stock, Restricted Stock Units, Stock Appreciation Rights, Performance Units, Performance Shares and other stock or cash awards as the Administrator may determine.

2. **Definitions.** As used herein, the following definitions will apply:

- a. "**Administrator**" means the Board or any of its Committees as will be administering the Plan, in accordance with Section 4 of the Plan.
- b. "**Affiliated SAR**" means an SAR that is granted in connection with a related Option, and which automatically will be deemed to be exercised at the same time that the related Option is exercised.
- c. "**Applicable Laws**" means the requirements relating to the administration of equity-based awards under U.S. state corporate laws, U.S. federal and state securities laws, the Code, any stock exchange or quotation system on which the Common Stock is listed or quoted and the applicable laws of any foreign country or jurisdiction where Awards are, or will be, granted under the Plan.
- d. "**Award**" means, individually or collectively, a grant under the Plan of Options, SARs, Restricted Stock, Restricted Stock Units, Performance Units, Performance Shares and other stock or cash awards as the Administrator may determine.
- e. "**Award Agreement**" means the written or electronic agreement setting forth the terms and provisions applicable to each Award granted under the Plan. The Award Agreement is subject to the terms and conditions of the Plan.
- f. "**Board**" means the Board of Directors of the Company.
- g. "**Change in Control**" means the occurrence of any of the following events:
  - i. Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becomes the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities; or
  - ii. The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
  - iii. A change in the composition of the Board occurring within a two-year period, as a result of which less than a majority of the directors are Incumbent Directors. "Incumbent Directors" means directors who either (A) are Directors as of the effective date of the Plan, or (B) are elected, or nominated for election, to the Board with the affirmative votes of at least a majority of the Incumbent Directors at the time of such election or nomination (but will not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of directors to the Company); or

- iv. The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.
- h. “Code” means the Internal Revenue Code of 1986, as amended. Any reference to a section of the Code herein will be a reference to any successor or amended section of the Code.
- i. “Committee” means a committee of Directors or of other individuals satisfying Applicable Laws appointed by the Board in accordance with Section 4 hereof.
- j. “Common Stock” means the common stock of the Company.
- k. “Company” means Cutera, Inc., a Delaware corporation, or any successor thereto.
- l. “Consultant” means any person, including an advisor, engaged by the Company or a Parent or Subsidiary to render services to such entity.
- m. “Determination Date” means the latest possible date established by the Administrator, in its discretion, for the calculation of a Performance Goal.
- n. “Director” means a member of the Board.
- o. “Disability” means total and permanent disability as defined in Section 22(e)(3) of the Code, provided that in the case of Awards other than Incentive Stock Options, the Administrator in its discretion may determine whether a permanent and total disability exists in accordance with uniform and non-discriminatory standards adopted by the Administrator from time to time.
- p. “Employee” means any person, including Officers and Directors, employed by the Company or any Parent or Subsidiary of the Company. Neither service as a Director nor payment of a director’s fee by the Company will be sufficient to constitute “employment” by the Company.
- q. “Exchange Act” means the Securities Exchange Act of 1934, as amended.
- r. “Exchange Program” means a program under which (i) outstanding Awards are surrendered or cancelled in exchange for Awards of the same type (which may have lower exercise prices and different terms), Awards of a different type, and/or cash, (ii) Participants would have the opportunity to transfer any outstanding Awards to a financial institution or other person or entity selected by the Administrator, and/or (iii) the exercise price of an outstanding Award is reduced. The Administrator will determine the terms and conditions of any Exchange Program in its sole discretion.
- s. “Fair Market Value” means, as of any date, the value of Common Stock determined as follows:
  - i. If the Common Stock is listed on any established stock exchange or a national market system, including without limitation the Nasdaq Global Market, the Nasdaq Global Select Market or the Nasdaq Capital Market, its Fair Market Value will be the closing sales price for such stock (or the closing bid, if no sales were reported) as quoted on such exchange or system on the day of determination, as reported in The Wall Street Journal or such other source as the Administrator deems reliable;
  - ii. If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of a Share of Common Stock will be the mean between the high bid and low asked prices for the Common Stock on the day of determination, as reported in The Wall Street Journal or such other source as the Administrator deems reliable;
  - iii. In the absence of an established market for the Common Stock, the Fair Market Value will be determined in good faith by the Administrator.

- t. “Fiscal Year” means the fiscal year of the Company.
- u. “Freestanding SAR” means a SAR that is granted independently of any Option.
- v. “Incentive Stock Option” means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code and the regulations promulgated thereunder.
- w. “Inside Director” means a Director who is an Employee.
- x. “Nonstatutory Stock Option” means an Option that by its terms does not qualify or is not intended to qualify as an Incentive Stock Option.
- y. “Officer” means a person who is an officer of the Company within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.
- z. “Option” means a stock option granted pursuant to the Plan.
- aa. “Outside Director” means a Director who is not an Employee.
- ab. “Parent” means a “parent corporation,” whether now or hereafter existing, as defined in Section 424(e) of the Code.
- ac. “Participant” means the holder of an outstanding Award.
- ad. “Performance Goals” will have the meaning set forth in Section 12 of the Plan.
- ae. “Performance Period” means any Fiscal Year or such other period as determined by the Administrator in its sole discretion.
- af. “Performance Share” means an Award denominated in Shares which may be earned in whole or in part upon attainment of Performance Goals or other vesting criteria as the Administrator may determine pursuant to Section 10.
- ag. “Performance Unit” means an Award which may be earned in whole or in part upon attainment of Performance Goals or other vesting criteria as the Administrator may determine and which may be settled for cash, Shares or other securities or a combination of the foregoing pursuant to Section 10.
- ah. “Period of Restriction” means the period during which the transfer of Shares of Restricted Stock are subject to restrictions and therefore, the Shares are subject to a substantial risk of forfeiture. Such restrictions may be based on the passage of time, the achievement of target levels of performance, or the occurrence of other events as determined by the Administrator.
- ai. “Plan” means this 2019 Equity Incentive Plan, as amended and restated.
- aj. “Restricted Stock” means Shares issued pursuant to an Award of Restricted Stock under Section 7 of the Plan, or issued pursuant to the early exercise of an Option.
- ak. “Restricted Stock Unit” means a bookkeeping entry representing an amount equal to the Fair Market Value of one Share, granted pursuant to Section 8. Each Restricted Stock Unit represents an unfunded and unsecured obligation of the Company.
- al. “Rule 16b-3” means Rule 16b-3 of the Exchange Act or any successor to Rule 16b-3, as in effect when discretion is being exercised with respect to the Plan.
- am. “Section 16(b)” means Section 16(b) of the Exchange Act.
- an. “Service Provider” means an Employee, Director or Consultant.

- ao. “Share” means a share of the Common Stock, as adjusted in accordance with Section 17 of the Plan.
- ap. “Stock Appreciation Right” or “SAR” means an Award, granted alone or in connection with an Option, that pursuant to Section 9 is designated as a SAR.
- aq. “Subsidiary” means a “subsidiary corporation”, whether now or hereafter existing, as defined in Section 424(f) of the Code.
- ar. “Tandem SAR” means a SAR that is granted in connection with a related Option, the exercise of which will require forfeiture of the right to purchase an equal number of Shares under the related Option (and when a Share is purchased under the Option, the SAR will be canceled to the same extent).
- as. “Unvested Awards” will mean Options or Restricted Stock that (i) were granted to an individual in connection with such individual’s position as an Employee and (ii) are still subject to vesting or lapsing of Company repurchase rights or similar restrictions.

3. Stock Subject to the Plan.

- a. Stock Subject to the Plan. Subject to the provisions of Section 17 of the Plan, as of June 15, 2022, the maximum aggregate number of shares of common stock that may be awarded and sold under the Plan is 12,051,192, of which 1,167,733 shares remained available for future awards.
- b. Full Value Awards. Any Shares subject to Awards granted prior to June 14, 2019 with an exercise price less than Fair Market Value on the date of grant of such Awards will be counted against the numerical limits of this Section 3 as 2.12 Shares for every one Share subject thereto. Further, if Shares acquired pursuant to any such Award are forfeited or repurchased by the Company and would otherwise return to the Plan pursuant to Section 3(c), 2.12 times the number of Shares so forfeited or repurchased will return to the Plan and will again become available for issuance. This Section 3(b) shall not apply to Awards granted on or after June 14, 2019.
- c. Lapsed Awards. If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to Restricted Stock, Restricted Stock Units, Performance Shares or Performance Units, is forfeited to or repurchased by the Company, the unpurchased Shares (or for Awards other than Options and Stock Appreciation Rights, the forfeited or repurchased Shares) which were subject thereto will become available for future grant or sale under the Plan (unless the Plan has terminated). Upon exercise of a Stock Appreciation Right settled in Shares, the gross number of Shares covered by the portion of the Award so exercised will cease to be available under the Plan. If the exercise price of an Option is paid by tender to the Company, or attestation to the ownership, of Shares owned by the Participant, the number of Shares available for issuance under the Plan will be reduced by the gross number of Shares for which the Option is exercised. Shares that have actually been issued under the Plan under any Award will not be returned to the Plan and will not become available for future distribution under the Plan; provided, however, that if unvested Shares of Restricted Stock, Restricted Stock Units, Performance Shares or Performance Units are repurchased by the Company or are forfeited to the Company, such Shares will become available for future grant under the Plan. Shares used to pay the tax and/or exercise price of an Award will not become available for future grant or sale under the Plan. To the extent an Award under the Plan is paid out in cash rather than Shares, such cash payment will not result in reducing the number of Shares available for issuance under the Plan. Notwithstanding the foregoing provisions of this Section 3(c), subject to adjustment provided in Section 17, the maximum number of Shares that may be issued upon the exercise of Incentive Stock Options will equal the aggregate Share number stated in Section 3(a), plus, to the extent allowable under Section 422 of the Code, any Shares that become available for issuance under the Plan under this Section 3(c).
- d. Share Reserve. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as will be sufficient to satisfy the requirements of the Plan.

4. Administration of the Plan.

- a. Procedure.
  - i. Multiple Administrative Bodies. Different Committees with respect to different groups of Service Providers may administer the Plan.

- ii. Rule 16b-3. To the extent desirable to qualify transactions hereunder as exempt under Rule 16b-3, the transactions contemplated hereunder will be structured to satisfy the requirements for exemption under Rule 16b-3.
  - iii. Other Administration. Other than as provided above, the Plan will be administered by (A) the Board or (B) a Committee, which committee will be constituted to satisfy Applicable Laws.
- b. Powers of the Administrator. Subject to the provisions of the Plan, and in the case of a Committee, subject to the specific duties delegated by the Board to such Committee, the Administrator will have the authority, in its discretion:
- i. to determine the Fair Market Value;
  - ii. to select the Service Providers to whom Awards may be granted hereunder;
  - iii. to determine the number of Shares to be covered by each Award granted hereunder;
  - iv. to approve forms of agreement for use under the Plan;
  - v. with the approval of the Company's stockholders, to institute an Exchange Program;
  - vi. to determine the terms and conditions, not inconsistent with the terms of the Plan, of any Award granted hereunder. Such terms and conditions include, but are not limited to, the exercise price, the time or times when Awards may be exercised (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any Award or the Shares relating thereto, based in each case on such factors as the Administrator will determine;
  - vii. to construe and interpret the terms of the Plan and Awards granted pursuant to the Plan;
  - viii. to prescribe, amend and rescind rules and regulations relating to the Plan, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws;
  - ix. to modify or amend each Award (subject to Section 22(c) of the Plan), including the discretionary authority to extend the post-termination exercisability period of Awards longer than is otherwise provided for in the Plan;
  - x. to allow Participants to satisfy withholding tax obligations by electing to have the Company withhold from the Shares to be issued upon exercise of an Award that number of Shares having a Fair Market Value equal to the minimum amount required to be withheld (the Fair Market Value of the Shares to be withheld will be determined on the date that the amount of tax to be withheld is to be determined and all elections by a Participant to have Shares withheld for this purpose will be made in such form and under such conditions as the Administrator may deem necessary or advisable);
  - xi. to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted by the Administrator;
  - xii. to allow a Participant to defer the receipt of the payment of cash or the delivery of Shares that would otherwise be due to such Participant under an Award pursuant to such procedures as the Administrator may determine; and
  - xiii. to make all other determinations deemed necessary or advisable for administering the Plan.
- c. Effect of Administrator's Decision. The Administrator's decisions, determinations and interpretations will be final and binding on all Participants and any other holders of Awards.

5. Eligibility and Minimum Vesting.

- a. Eligibility. Nonstatutory Stock Options, Restricted Stock, Restricted Stock Units, Stock Appreciation Rights, Performance Units, Performance Shares, and such other cash or stock awards as the Administrator determines may be granted to Service Providers. Incentive Stock Options may be granted only to Employees.
- b. Minimum Vesting. Except as provided below, all Awards granted on or after June 14, 2019 that are designated to be settled in Shares shall be subject to the following minimum vesting requirements. All such time-based Awards shall vest over a period of at least one year from the date the Award was granted. All such performance-based Awards shall vest over a Performance Period of not less than one year, which may include the Fiscal Year during which the Award is granted. The foregoing minimum vesting requirements shall not apply: (i) with respect to 5% of the Shares which remain available for future awards as set forth in Section 3(a) (such 5% being the “Carve-Out Exception”), and (ii) to the vesting of an Award that is accelerated as a result of a Participant’s death or Disability, a Change in Control under terms consistent with this Plan or the Administrator’s exercise of discretion in accordance with the terms of this Plan. To the extent Section 3(a) is amended to increase the number of Shares reserved therein, then 5% of the Shares subject to such increase shall be added to, and increase, the number of Shares subject to the Carve-Out Exception.

6. Stock Options.

- a. Limitations.
  - i. Each Option will be designated in the Award Agreement as either an Incentive Stock Option or a Nonstatutory Stock Option. However, notwithstanding such designation, to the extent that the aggregate Fair Market Value of the Shares with respect to which Incentive Stock Options are exercisable for the first time by the Participant during any calendar year (under all plans of the Company and any Parent or Subsidiary) exceeds \$100,000 (U.S.), such Options will be treated as Nonstatutory Stock Options. For purposes of this Section 6(a), Incentive Stock Options will be taken into account in the order in which they were granted. The Fair Market Value of the Shares will be determined as of the time the Option with respect to such Shares is granted.
  - ii. The following limitations will apply to grants of Options:
    1. No Service Provider will be granted, in any Fiscal Year, Options to purchase more than 1,000,000 Shares.
    2. In connection with his or her initial service, a Service Provider may be granted Options to purchase up to an additional 1,000,000 Shares, which will not count against the limit set forth in Section 6(a)(ii)(1) above.
    3. The foregoing limitations will be adjusted proportionately in connection with any change in the Company’s capitalization as described in Section 17.
    4. If an Option is cancelled in the same Fiscal Year in which it was granted (other than in connection with a transaction described in Section 17), the cancelled Option will be counted against the limits set forth in subsections (1) and (2) above.
- b. Term of Option. The term of each Option will be stated in the Award Agreement, but in no event will the term be greater than seven (7) years from the date of grant. In the case of an Incentive Stock Option, the term will be seven (7) years from the date of grant or such shorter term as may be provided in the Award Agreement. Moreover, in the case of an Incentive Stock Option granted to a Participant who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the Incentive Stock Option will be five (5) years from the date of grant or such shorter term as may be provided in the Award Agreement.
- c. Option Exercise Price and Consideration.
  - i. Exercise Price. The per share exercise price for the Shares to be issued pursuant to exercise of an Option will be determined by the Administrator, subject to the following:
    1. In the case of an Incentive Stock Option

- a. granted to an Employee who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the per Share exercise price will be no less than 110% of the Fair Market Value per Share on the date of grant.
  - b. granted to any Employee other than an Employee described in paragraph (A) immediately above, the per Share exercise price will be no less than 100% of the Fair Market Value per Share on the date of grant.
  - c. Notwithstanding the foregoing, Incentive Stock Options may be granted with a per Share exercise price of less than 100% of the Fair Market Value per Share on the date of grant pursuant to a transaction described in, and in a manner consistent with, Section 424(a) of the Code.
2. In the case of a Nonstatutory Stock Option, the per Share exercise price will be determined by the Administrator, but the per Share exercise price will be no less than 100% of Fair Market Value per Share on the date of grant. Notwithstanding the foregoing, Nonstatutory Stock Options may be granted with a per Share exercise price of less than 100% of the Fair Market Value per Share on the date of grant pursuant to a transaction described in, and in a manner consistent with, Section 424(a) of the Code.
  3. Waiting Period and Exercise Dates. At the time an Option is granted, the Administrator will fix the period within which the Option may be exercised and will determine any conditions that must be satisfied before the Option may be exercised.
  4. Form of Consideration. The Administrator will determine the acceptable form(s) of consideration for exercising an Option, including the method of payment. In the case of an Incentive Stock Option, the Administrator will determine the acceptable form of consideration at the time of grant. Such consideration may consist entirely of: (1) cash; (2) check; (3) promissory note; (4) other Shares, provided that such Shares have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which said Option will be exercised and provided that accepting such Shares, in the sole discretion of the Administrator, shall not result in any adverse accounting consequences to the Company; (5) consideration received by the Company under a cashless exercise program implemented by the Company in connection with the Plan; (6) a reduction in the amount of any Company liability to the Participant, including any liability attributable to the Participant's participation in any Company-sponsored deferred compensation program or arrangement; (7) such other consideration and method of payment for the issuance of Shares to the extent permitted by Applicable Laws; or (8) any combination of the foregoing methods of payment.
- d. Exercise of Option.
    - i. Procedure for Exercise; Rights as a Stockholder. Any Option granted hereunder will be exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Administrator and set forth in the Award Agreement. An Option may not be exercised for a fraction of a Share.

An Option will be deemed exercised when the Company receives: (i) written or electronic notice of exercise (in accordance with the Award Agreement) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised. Full payment may consist of any consideration and method of payment authorized by the Administrator and permitted by the Award Agreement and the Plan. Shares issued upon exercise of an Option will be issued in the name of the Participant or, if requested by the Participant, in the name of the Participant and his or her spouse. Until the Shares are issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder will exist with respect to the Shares, notwithstanding the exercise of the Option. The Company will issue (or cause to be issued) such Shares promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the Shares are issued, except as provided in Section 17 of the Plan.



Exercising an Option in any manner will decrease the number of Shares thereafter available, both for purposes of the Plan and for sale under the Option, by the number of Shares as to which the Option is exercised.

- ii. Termination of Relationship as a Service Provider. If a Participant ceases to be a Service Provider, other than upon the Participant's termination as the result of the Participant's death or Disability, the Participant may exercise his or her Option within such period of time as is specified in the Award Agreement to the extent that the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option will remain exercisable for three (3) months following the Participant's termination. Unless otherwise provided by the Administrator, if on the date of termination the Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will revert to the Plan. If after termination the Participant does not exercise his or her Option within the time specified by the Administrator, the Option will terminate, and the Shares covered by such Option will revert to the Plan.
- iii. Disability of Participant. If a Participant ceases to be a Service Provider as a result of the Participant's Disability, the Participant may exercise his or her Option within such period of time as is specified in the Award Agreement to the extent the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option will remain exercisable for twelve (12) months following the Participant's termination. Unless otherwise provided by the Administrator, if on the date of termination the Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will revert to the Plan. If after termination the Participant does not exercise his or her Option within the time specified herein, the Option will terminate, and the Shares covered by such Option will revert to the Plan.
- iv. Death of Participant. If a Participant dies while a Service Provider, the Option may be exercised following the Participant's death within such period of time as is specified in the Award Agreement to the extent that the Option is vested on the date of death (but in no event may the option be exercised later than the expiration of the term of such Option as set forth in the Award Agreement), by the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator. If no such beneficiary has been designated by the Participant, then such Option may be exercised by the personal representative of the Participant's estate or by the person(s) to whom the Option is transferred pursuant to the Participant's will or in accordance with the laws of descent and distribution. In the absence of a specified time in the Award Agreement, the Option will remain exercisable for twelve (12) months following Participant's death. Unless otherwise provided by the Administrator, if at the time of death Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will immediately revert to the Plan. If the Option is not so exercised within the time specified herein, the Option will terminate, and the Shares covered by such Option will revert to the Plan.

## 7. Restricted Stock.

- a. Grant of Restricted Stock. Subject to the terms and provisions of the Plan, the Administrator, at any time and from time to time, may grant Shares of Restricted Stock to Service Providers in such amounts as the Administrator, in its sole discretion, will determine.
- b. Restricted Stock Agreement. Each Award of Restricted Stock will be evidenced by an Award Agreement that will specify the Period of Restriction, the number of Shares granted, and such other terms and conditions as the Administrator, in its sole discretion, will determine. Notwithstanding the foregoing sentence, during any Fiscal Year no Participant will receive more than an aggregate of 300,000 Shares of Restricted Stock. Notwithstanding the foregoing limitation, in connection with his or her initial service as an Employee, an Employee may be granted an aggregate of up to an additional 300,000 Shares of Restricted Stock. Unless the Administrator determines otherwise, Shares of Restricted Stock will be held by the Company as escrow agent until the restrictions on such Shares have lapsed.
- c. Transferability. Except as provided in this Section 7, Shares of Restricted Stock may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated until the end of the applicable Period of Restriction.

- d. Other Restrictions. The Administrator, in its sole discretion, may impose such other restrictions on Shares of Restricted Stock as it may deem advisable or appropriate.
  - e. Removal of Restrictions. Except as otherwise provided in this Section 7, Shares of Restricted Stock covered by each Restricted Stock grant made under the Plan will be released from escrow as soon as practicable after the last day of the Period of Restriction. The Administrator, in its discretion, may accelerate the time at which any restrictions will lapse or be removed.
  - f. Voting Rights. During the Period of Restriction, Service Providers holding Shares of Restricted Stock granted hereunder may exercise full voting rights with respect to those Shares, unless the Administrator determines otherwise.
  - g. Dividends and Other Distributions. During the Period of Restriction, Service Providers holding Shares of Restricted Stock will not be entitled to receive dividends or other distributions paid with respect to such Shares. Following the lapse of the Period of Restriction, Service Providers will be entitled to receive all dividends or other distributions paid with respect to such Shares that accrue after the lapse of the Period of Restrictions. If any such dividends or distributions are paid in Shares, the Shares will be subject to the same restrictions on transferability as the Shares with respect to which they were paid.
  - h. Return of Restricted Stock to Company. On the date set forth in the Award Agreement, the Restricted Stock for which restrictions have not lapsed will revert to the Company and again will become available for grant under the Plan.
  - i. Performance Restrictions. The Administrator, in its discretion, may set restrictions based upon the achievement of Performance Goals. The Performance Goals will be set by the Administrator.
8. Restricted Stock Units.
- a. Grant. Restricted Stock Units may be granted at any time and from time to time as determined by the Administrator. Each Restricted Stock Unit grant will be evidenced by an Award Agreement that will specify such other terms and conditions as the Administrator, in its sole discretion, will determine, including all terms, conditions, and restrictions related to the grant, the number of Restricted Stock Units and the form of payout, which, subject to Section 8(d), may be left to the discretion of the Administrator. Notwithstanding anything to the contrary in this subsection (a), during any Fiscal Year of the Company, no Participant will receive more than an aggregate of 300,000 Restricted Stock Units. Notwithstanding the limitation in the previous sentence, in connection with his or her initial service as an Employee, an Employee may be granted an aggregate of up to an additional 300,000 Restricted Stock Units.
  - b. Vesting Criteria and Other Terms. The Administrator will set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of Restricted Stock Units that will be paid out to the Participant. After the grant of Restricted Stock Units, the Administrator, in its sole discretion, may reduce or waive any restrictions for such Restricted Stock Units. Each Award of Restricted Stock Units will be evidenced by an Award Agreement that will specify the vesting criteria, and such other terms and conditions as the Administrator, in its sole discretion will determine. The Administrator, in its discretion, may accelerate the time at which any restrictions will lapse or be removed.
  - c. Earning Restricted Stock Units. Upon meeting the applicable vesting criteria, the Participant will be entitled to receive a payout as specified in the Award Agreement.
  - d. Form and Timing of Payment. Payment of earned Restricted Stock Units will be made as soon as practicable after the date(s) set forth in the Award Agreement. The Administrator, in its sole discretion, may pay earned Restricted Stock Units in cash, Shares, or a combination thereof. Shares represented by Restricted Stock Units that are fully paid in cash again will be available for grant under the Plan.
  - e. Cancellation. On the date set forth in the Award Agreement, all unearned Restricted Stock Units will be forfeited to the Company.
  - f. Performance Restrictions. The Administrator, in its discretion, may set restrictions based upon the achievement of Performance Goals. The Performance Goals will be set by the Administrator.

9. Stock Appreciation Rights.

- a. Grant of SARs. Subject to the terms and conditions of the Plan, a SAR may be granted to Service Providers at any time and from time to time as will be determined by the Administrator, in its sole discretion. The Administrator may grant Affiliated SARs, Freestanding SARs, Tandem SARs, or any combination thereof.
- b. Number of Shares. The Administrator will have complete discretion to determine the number of SARs granted to any Service Provider; provided, however, no Service Provider will be granted, in any Fiscal Year, SARs covering more than 1,000,000 Shares. Notwithstanding the limitation in the previous sentence, in connection with his or her initial service a Service Provider may be granted SARs covering up to an additional 1,000,000 Shares. The foregoing limitations will be adjusted proportionately in connection with any change in the Company's capitalization as described in Section 17. In addition, if a SAR is cancelled in the same Fiscal Year in which it was granted (other than in connection with a transaction described in Section 17), the cancelled SAR will be counted against the numerical share limits set forth above.
- c. Exercise Price and Other Terms. The Administrator, subject to the provisions of the Plan, will have complete discretion to determine the terms and conditions of SARs granted under the Plan; provided, however, that the per Share exercise price of a SAR will be no less than 100% of the Fair Market Value per Share on the date of grant. However, the exercise price of Tandem or Affiliated SARs will equal the exercise price of the related Option.
- d. Exercise of Tandem SARs. Tandem SARs may be exercised for all or part of the Shares subject to the related Option upon the surrender of the right to exercise the equivalent portion of the related Option. A Tandem SAR may be exercised only with respect to the Shares for which its related Option is then exercisable. With respect to a Tandem SAR granted in connection with an Incentive Stock Option: (a) the Tandem SAR will expire no later than the expiration of the underlying Incentive Stock Option; (b) the value of the payout with respect to the Tandem SAR will be for no more than one hundred percent (100%) of the difference between the exercise price of the underlying Incentive Stock Option and the Fair Market Value of the Shares subject to the underlying Incentive Stock Option at the time the Tandem SAR is exercised; and (c) the Tandem SAR will be exercisable only when the Fair Market Value of the Shares subject to the Incentive Stock Option exceeds the Exercise Price of the Incentive Stock Option.
- e. Exercise of Affiliated SARs. An Affiliated SAR will be deemed to be exercised upon the exercise of the related Option. The deemed exercise of an Affiliated SAR will not necessitate a reduction in the number of Shares subject to the related Option.
- f. Exercise of Freestanding SARs. Freestanding SARs will be exercisable on such terms and conditions as the Administrator, in its sole discretion, will determine.
- g. SAR Agreement. Each SAR grant will be evidenced by an Award Agreement that will specify the exercise price, the term of the SAR, the conditions of exercise, and such other terms and conditions as the Administrator, in its sole discretion, will determine.
- h. Maximum Term/Expiration of SARs. An SAR granted under the Plan will expire upon the date determined by the Administrator, in its sole discretion, and set forth in the Award Agreement. Notwithstanding the foregoing provisions of this Section 9, the rules of Section 6(b) relating to the maximum term, (i.e., that an SAR may not have a term longer than seven (7) years from the date of grant) and Section 6(d) relating to post-termination exercise also will apply to SARs.
- i. Payment of SAR Amount. Upon exercise of an SAR, a Participant will be entitled to receive payment from the Company in an amount determined by multiplying:
  - i. The difference between the Fair Market Value of a Share on the date of exercise over the exercise price; times
  - ii. The number of Shares with respect to which the SAR is exercised.

At the discretion of the Administrator, the payment upon SAR exercise may be in cash, in Shares of equivalent value, or in some combination thereof.

10. Performance Units and Performance Shares.

- a. Grant of Performance Units/Shares. Performance Units and Performance Shares may be granted to Service Providers at any time and from time to time, as will be determined by the Administrator, in its sole discretion. The Administrator will have complete discretion in determining the number of Performance Units and Performance Shares granted to each Participant provided that during any Fiscal Year, (i) no Participant will receive Performance Units having an initial value greater than \$2,000,000, and (ii) no Participant will receive more than 300,000 Performance Shares. Notwithstanding the foregoing limitation, in connection with his or her initial service, a Service Provider may be granted up to an additional 300,000 Performance Shares.
- b. Value of Performance Units/Shares. Each Performance Unit will have an initial value that is established by the Administrator on or before the date of grant. Each Performance Share will have an initial value equal to the Fair Market Value of a Share on the date of grant.
- c. Performance Objectives and Other Terms. The Administrator will set performance objectives or other vesting provisions in its discretion which, depending on the extent to which they are met, will determine the number or value of Performance Units/Shares that will be paid out to the Service Providers. Each Award of Performance Units/Shares will be evidenced by an Award Agreement that will specify the Performance Period, and such other terms and conditions as the Administrator, in its sole discretion, will determine. The Administrator may set vesting criteria based upon the achievement of Company-wide, business unit, or individual goals (including, but not limited to, continued employment), or any other basis determined by the Administrator in its discretion.
- d. Earning of Performance Units/Shares. After the applicable Performance Period has ended, the holder of Performance Units/Shares will be entitled to receive a payout of the number of Performance Units/Shares earned by the Participant over the Performance Period, to be determined as a function of the extent to which the corresponding performance objectives or other vesting provisions have been achieved. After the grant of a Performance Unit/Share, the Administrator, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Performance Unit/Share.
- e. Form and Timing of Payment of Performance Units/Shares. Payment of earned Performance Units/Shares will be made as soon as practicable after the expiration of the applicable Performance Period. The Administrator, in its sole discretion, may pay earned Performance Units/Shares in the form of cash, in Shares (which have an aggregate Fair Market Value equal to the value of the earned Performance Units/Shares at the close of the applicable Performance Period) or in a combination thereof.
- f. Cancellation of Performance Units/Shares. On the date set forth in the Award Agreement, all unearned or unvested Performance Units/Shares will be forfeited to the Company, and again will be available for grant under the Plan.
- g. Performance Restrictions. The Administrator, in its discretion, may set restrictions based upon the achievement of Performance Goals. The Performance Goals will be set by the Administrator.

11. Reserved.

12. Performance Goals. The granting and/or vesting of Awards of Restricted Stock, Restricted Stock Units, Performance Shares and Performance Units and other incentives under the Plan may be made subject to the attainment of performance goals relating to one or more business criteria and may provide for a targeted level or levels of achievement (“Performance Goals”) including: (i) cash position, (ii) earnings per Share, (iii) net income, (iv) operating cash flow, (v) operating income, (vi) operating expenses, (vii) product revenues, (viii) profit after-tax, (ix) revenue, (x) revenue growth, and (xii) total stockholder return. Prior to the Determination Date, the Administrator will determine whether any significant element(s) will be included in or excluded from the calculation of any Performance Goal with respect to any Participant. Any Performance Goals may be used to measure the performance of the Company as a whole or a business unit of the Company and may be measured relative to a peer group or index. With respect to any Award, Performance Goals may be used alone or in combination. The Performance Goals may differ from Participant to Participant and from Award to Award. Prior to the Determination Date, the Administrator will determine whether any significant element(s) will be included in or excluded from the calculation of any Performance Goal with respect to any Participant.

13. Outside Director Limitations. No Outside Director may be granted, in any Fiscal Year, Awards with a grant date fair value (determined in accordance with U.S. generally accepted accounting principles) of greater than \$400,000. Any Awards granted to an individual while he or she was an Employee, or while he or she was a Consultant but not an Outside Director, will not count for purposes of the limitations under this Section 13.
14. Leaves of Absence. Unless the Administrator provides otherwise, vesting of Awards granted hereunder will be suspended during any unpaid leave of absence. A Service Provider will not cease to be an Employee in the case of (i) any leave of absence approved by the Company, or (ii) transfers between locations of the Company or between the Company, its Parent, or any Subsidiary. For purposes of Incentive Stock Options, no such leave may exceed three (3) months, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, then six (6) months and one day following the commencement of such leave any Incentive Stock Option held by the Participant will cease to be treated as an Incentive Stock Option and will be treated for tax purposes as a Nonstatutory Stock Option.
15. Transferability of Awards. Unless determined otherwise by the Administrator, an Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Participant, only by the Participant. If the Administrator makes an Award transferable, such Award will contain such additional terms and conditions as the Administrator deems appropriate.
16. Dividends. To the extent an Award permits the payment of dividends or other distributions on the Shares underlying the Award, Participants will not be entitled to receive such dividends or other distributions until such Award vests. For the avoidance of doubt, Participants will never be entitled to receive dividends or other distributions paid with respect to Shares underlying an Award that accrue prior to the vesting of such Award.
17. Adjustments; Dissolution or Liquidation; Merger or Change in Control.
  - a. Adjustments. In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of the Company, or other change in the corporate structure of the Company affecting the Shares occurs, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, shall appropriately adjust the number and class of Shares that may be delivered under the Plan and/or the number, class, and price of Shares covered by each outstanding Award, and the numerical Share limits set forth in Sections 3, 6, 7, 8, 9, 10 and 13.
  - b. Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator will notify each Participant as soon as practicable prior to the effective date of such proposed transaction. To the extent it has not been previously exercised, an Award will terminate immediately prior to the consummation of such proposed action.
  - c. Change in Control. In the event of a Change in Control, each outstanding Award will be assumed or an equivalent option or right substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Award, the Participant will fully vest in and have the right to exercise all of his or her outstanding Options and Stock Appreciation Rights, including Shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on Restricted Stock shall lapse, and, with respect to Restricted Stock Units, Performance Shares and Performance Units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met. In addition, if an Option or Stock Appreciation Right is not assumed or substituted for in the event of a Change in Control, the Administrator will notify the Participant in writing or electronically that the Option or Stock Appreciation Right will be fully vested and exercisable for a period of time determined by the Administrator in its sole discretion, and the Option or Stock Appreciation Right will terminate upon the expiration of such period.

With respect to Awards granted to an Outside Director that are assumed or substituted for, if on the date of or following such assumption or substitution the Participant's status as a Director or a director of the successor corporation, as applicable, is terminated other than upon a voluntary resignation by the Participant not at the request of the successor, then the Participant will fully vest in and have the right to exercise Options and/or Stock Appreciation Rights as to all of the Shares subject to the Award, including Shares as to which such Awards would not otherwise be vested or exercisable, all restrictions

on Restricted Stock shall lapse, and, with respect to Restricted Stock Units, Performance Shares and Performance Units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met.

For the purposes of this subsection (c), an Award will be considered assumed if, following the Change in Control, the Award confers the right to purchase or receive, for each Share subject to the Award immediately prior to the Change in Control, the consideration (whether stock, cash, or other securities or property) or, in the case of a Stock Appreciation Right upon the exercise of which the Administrator determines to pay cash or a Restricted Stock Unit, Performance Share or Performance Unit which the Administrator can determine to pay in cash, the fair market value of the consideration received in the merger or Change in Control by holders of Common Stock for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Shares); provided, however, that if such consideration received in the Change in Control is not solely common stock of the successor corporation or its Parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of an Option or Stock Appreciation Right or upon the payout of a Restricted Stock Unit, Performance Share or Performance Unit, for each Share subject to such Award (or in the case of Performance Units, the number of implied shares determined by dividing the value of the Performance Units by the per share consideration received by holders of Common Stock in the Change in Control), to be solely common stock of the successor corporation or its Parent equal in fair market value to the per share consideration received by holders of Common Stock in the Change in Control.

Notwithstanding anything in this Section 17(c) to the contrary, an Award that vests, is earned or paid-out upon the satisfaction of one or more Performance Goals will not be considered assumed if the Company or its successor modifies any of such Performance Goals without the Participant's consent; provided, however, a modification to such Performance Goals only to reflect the successor corporation's post-Change in Control corporate structure will not be deemed to invalidate an otherwise valid Award assumption.

1. Tax Withholding

- a. Withholding Requirements. Prior to the delivery of any Shares or cash pursuant to an Award (or exercise thereof), the Company will have the power and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy federal, state, local, foreign or other taxes (including the Participant's FICA obligation) required to be withheld with respect to such Award (or exercise thereof).
  - b. Withholding Arrangements. The Administrator, in its sole discretion and pursuant to such procedures as it may specify from time to time, may permit a Participant to satisfy such tax withholding obligation, in whole or in part by (without limitation) (i) paying cash, (ii) electing to have the Company withhold otherwise deliverable cash or Shares having a Fair Market Value equal to the minimum amount required to be withheld, (iii) delivering to the Company already-owned Shares having a Fair Market Value equal to the amount required to be withheld, or (iv) selling a sufficient number of Shares otherwise deliverable to the Participant through such means as the Administrator may determine in its sole discretion (whether through a broker or otherwise) equal to the amount required to be withheld. The amount of the withholding requirement will be deemed to include any amount which the Administrator agrees may be withheld at the time the election is made, not to exceed the amount determined by using the maximum federal, state or local marginal income tax rates applicable to the Participant with respect to the Award on the date that the amount of tax to be withheld is to be determined. The Fair Market Value of the Shares to be withheld or delivered will be determined as of the date that the taxes are required to be withheld.
2. No Effect on Employment or Service. Neither the Plan nor any Award will confer upon a Participant any right with respect to continuing the Participant's relationship as a Service Provider with the Company, nor will they interfere in any way with the Participant's right or the Company's right to terminate such relationship at any time, with or without cause, to the extent permitted by Applicable Laws.
  3. Date of Grant. The date of grant of an Award will be, for all purposes, the date on which the Administrator makes the determination granting such Award, or such later date as is determined by the Administrator. Notice of the determination will be provided to each Participant within a reasonable time after the date of such grant.
  4. Term of Plan. Subject to Section 25 of the Plan, the Plan will become effective upon its adoption by the Board. It will continue in effect until the date of the annual meeting of the stockholders of the Company in 2030, unless terminated earlier under Section 22 of the Plan.

5. Amendment and Termination of the Plan.
  - a. Amendment and Termination. The Administrator may at any time amend, alter, suspend or terminate the Plan.
  - b. Stockholder Approval. The Company will obtain stockholder approval of any Plan amendment to the extent necessary and desirable to comply with Applicable Laws.
  - c. Effect of Amendment or Termination. No amendment, alteration, suspension or termination of the Plan will impair the rights of any Participant, unless mutually agreed otherwise between the Participant and the Administrator, which agreement must be in writing and signed by the Participant and the Company. Termination of the Plan will not affect the Administrator's ability to exercise the powers granted to it hereunder with respect to Awards granted under the Plan prior to the date of such termination.
6. Conditions Upon Issuance of Shares.
  - a. Legal Compliance. Shares will not be issued pursuant to the exercise of an Award unless the exercise of such Award and the issuance and delivery of such Shares will comply with Applicable Laws and will be further subject to the approval of counsel for the Company with respect to such compliance.
  - b. Investment Representations. As a condition to the exercise of an Award, the Company may require the person exercising such Award to represent and warrant at the time of any such exercise that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required.
  - c. Company Policy. Any Shares received by a Participant pursuant to an Award granted on or after June 14, 2019, shall, to the extent applicable, be subject to the terms of the Company's Stock Ownership Guidelines, as amended. Further, any amounts, whether in cash or Shares, received by a Participant pursuant to an Award granted on or after June 14, 2019 shall, to the extent applicable, be subject to a right of recoupment by the Company under the terms of the Company's Clawback Policy adopted by the Board and as further amended from time to time hereafter.
7. Inability to Obtain Authority. The inability of the Company to obtain authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, will relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority will not have been obtained.
8. Stockholder Approval. The Plan will be subject to approval by the stockholders of the Company within twelve (12) months after the date the Plan is adopted. Such stockholder approval will be obtained in the manner and to the degree required under Applicable Laws.



**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF CUTERA, INC.**

**2022 ANNUAL MEETING OF STOCKHOLDERS**

The undersigned stockholder of Cutera, Inc., a Delaware corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement each dated May 2, 2022 and hereby appoints David H. Mowry (our Chief Executive Officer) and J. Daniel Plants (our Executive Chairperson), each as proxy and attorney-in-fact, with full power of substitution, on behalf and in the name of the undersigned to represent the undersigned at the 2022 Annual Meeting of Stockholders of Cutera, Inc. to be held on June 15, 2022 at 9:00 a.m., local time, at Cutera's offices located at 3240 Bayshore Blvd., Brisbane, California 94005-1021, and at any postponement or adjournment thereof, and to vote all shares of common stock which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below:

SEE REVERSE SIDE

**FOLD AND DETACH HERE**

**The Board of Directors of Cutera, Inc. recommends a vote "FOR" the following proposals:**

Please mark your votes as indicated:





**THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED AS FOLLOWS: (1) FOR THE ELECTION OF THE NOMINATED DIRECTORS; (2) FOR THE RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022; (3) FOR THE APPROVAL BY NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS; (4) FOR THE APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR 2019 EQUITY INCENTIVE PLAN TO INCREASE THE TOTAL NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 2019 EQUITY INCENTIVE PLAN; AND (5) AS THE PROXY HOLDERS DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY BE BROUGHT PROPERLY BEFORE THE ANNUAL MEETING.**

PLEASE SIGN EXACTLY AS YOUR NAME APPEARS HEREON. IF THE STOCK IS REGISTERED IN THE NAME OF TWO OR MORE PERSONS, EACH SHOULD SIGN. EXECUTORS, ADMINISTRATORS, TRUSTEES, GUARDIANS AND ATTORNEYS-IN-FACT SHOULD ADD THEIR TITLES. IF SIGNER IS A CORPORATION, PLEASE GIVE FULL CORPORATE NAME AND HAVE A DULY AUTHORIZED OFFICER SIGN, STATING TITLE. IF SIGNER IS A PARTNERSHIP, PLEASE SIGN IN PARTNERSHIP NAME BY AUTHORIZED PERSON.

PLEASE SIGN, DATE AND PROMPTLY RETURN THIS PROXY IN THE ENCLOSED RETURN ENVELOPE, WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES.

SIGNATURE(S)

SIGNATURE(S)

DATE:

NOTE: This Proxy should be marked, signed by the stockholder(s) exactly as his or her name appears hereon, and returned promptly in the enclosed envelope. Persons signing in fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.