



CUTERA, INC. CORPORATE GOVERNANCE GUIDELINES

(As amended April 28, 2023)

1. DIRECTOR QUALIFICATION STANDARDS

The Board of Directors (the “**Board**”) of Cutera, Inc. (the “**Company**”) will have a majority of directors who meet the criteria for independence required by the rules of the NASDAQ Stock Market LLC (“**NASDAQ**”). In accordance with NASDAQ rules, a director who has been appointed as an executive officer on an interim basis shall not be disqualified from being considered an independent director following such employment, provided the interim employment does not last longer than one year. The Governance and Corporate Responsibility Committee is responsible for establishing criteria for selecting new directors and actively seeking individuals to become board members for recommendation to the Board. This assessment will include candidates’ qualification as independent, as well as consideration of the entirety of each candidate’s credentials, which may include, but need not be limited to, a high ethical character, accomplishments within his or her respective field, relevant business or financial expertise or experience, skills (such as an understanding of technology, finance, sales, human capital and marketing), ability to exercise sound business judgment and diversity. The Governance and Corporate Responsibility Committee is committed to actively seek out highly qualified candidates and will include candidates with a diversity of ethnicity, race, gender, age, sexual orientation and/or gender identity in the pool of candidates from which Board nominees are chosen. The Governance and Corporate Responsibility Committee may also seek to include, in the candidate pool, individuals from non-executive corporate positions and non-traditional environments. The Governance and Corporate Responsibility Committee has also deemed it appropriate for at least one, and preferably several, members of the Board to meet the criteria for an “Audit Committee Financial Expert” as defined by Securities and Exchange Commission rules. Nominees for directorship will be selected by the Governance and Corporate Responsibility Committee in accordance with the policies and principles in its charter and then recommended to the Board. The Governance and Corporate Responsibility Committee’s goal is to assemble a Board that brings together a variety of perspectives and skills. All directors, other than the Company’s current or former Chief Executive Officer (“**CEO**”), if he or she is a director, or the current or former Executive Chairperson, will be independent directors under the criteria established by NASDAQ or applicable securities laws. The invitation to join the Board should be extended by the Board itself and by the Executive Chairperson, or Chairperson, or the Chairperson of the Governance and Corporate Responsibility Committee.

The Board consists of eight members as of [April 28], 2023. Consistent with the Company’s bylaws, the number of directors constituting the Board may be increased or decreased by resolution of the Board, however the authorized number of directors must always consist of at least one member. Additionally, no reduction of the authorized number of directors can have the effect of removing any director before that director’s term of office expires. The Governance and Corporate Responsibility Committee is responsible for reviewing, on an annual basis, the advisability or need for any change in the number of directors or in the persons comprising the Board.



Directors may not serve on the boards of other companies if the service impedes the director's ability to effectively serve on the Company's Board or creates any potential material conflicts. No director may serve on the boards or committees of other public companies if such service impairs the director's ability to serve effectively on the Company's Board or its committees. The Governance and Corporate Responsibility Committee will take into account service on outside boards or committees, and the extent, if any, to which such director's service affects his or her ability to effectively serve on the Board when considering the slate of directors nominated for election annually.

The Board does not believe it should establish term or age limits. While term limits could help ensure that fresh ideas and viewpoints are available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing valuable contribution to the Board as a whole. As an alternative to term limits, the Governance and Corporate Responsibility Committee reviews each director's continuation on the Board every year.

2. DIRECTOR RESPONSIBILITIES

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors are also entitled to (i) have the Company purchase reasonable directors' and officers' liability insurance on their behalf, (ii) the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation, bylaws and any indemnification agreements, and (iii) exculpation as provided by state law and the Company's certificate of incorporation.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed in writing to the directors before the meeting, and directors are expected to review these materials in advance of the meeting. Attendance at Board and committee meetings is considered by the Governance and Corporate Responsibility Committee in assessing each Board member's performance.

The roles of Executive Chairperson, or Chairperson, and Chief Executive Officer are filled by separate individuals. The Board believes that it is important that it retain flexibility to determine whether these roles should be separate or combined based upon the Board's assessment of the Company's needs and its leadership at any given point in time. As such, the Board does not have a policy mandating the separation of the roles of Executive Chairperson, or Chairperson, and Chief Executive Officer, though one can be established by the Board. The Board believes that the separation of the offices of the Executive Chairperson, or Chairperson, and Chief Executive Officer is appropriate at this time because it allows the Chief Executive Officer to focus primarily on our business strategy, operations and corporate vision. The Board elects the Executive Chairperson, or Chairperson, and Chief Executive Officer, and each of these positions may be held by the same person or by different people.



The Executive Chairperson, or Chairperson, will establish the agenda for each Board meeting in consultation with the CEO. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting, subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The independent directors will meet in executive session at least quarterly. The Lead Independent Director will be responsible for conducting the meeting of independent directors in executive sessions.

3. BOARD COMMITTEES

The Board will have at all times an Audit Committee, a Compensation Committee and a Governance and Corporate Responsibility Committee. All of the members of these committees will be independent directors under the criteria established by NASDAQ or applicable securities laws. Committee members will be appointed by the Board upon the recommendation of the Governance and Corporate Responsibility Committee, in accordance with all other such criteria as may be established by NASDAQ from time to time, with consideration given to the desires of individual directors.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting to the Board.

The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings, consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

The Board and each committee have the power to hire independent legal, financial, or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, include the CEO on any written communications between a director and an officer or employee of the Company. If the CEO, Chief Financial Officer or Secretary wishes to have additional Company personnel attendees at Board or committee meetings on a regular basis, this



suggestion should be approved by the Executive Chairperson, or Chairperson, as to Board meetings, or the chairperson of the committee, as to committee meetings.

5. DIRECTOR COMPENSATION

The Governance and Corporate Responsibility Committee will make a recommendation to the Board regarding the form and amount of director compensation in accordance with the policies and principles set forth in its charter, and the Governance and Corporate Responsibility Committee will conduct an annual review of director compensation.

6. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board will take such measures as it deems appropriate to ensure that its members may act on a fully informed basis. Each new Board member will be provided with information regarding and the opportunity to fully review the Company's business, personnel and operations in conjunction with accepting a seat on the Board, subject to execution of an appropriate confidentiality agreement. In addition, the officers of the Company, as well as the Board, will take steps to ensure that Board members remain fully informed as to the operation of the Company, as well as their duties and responsibilities as members of the Board. To that end, the Board recommends that each member of the Board participate in at least one director education program every three fiscal years. The Governance and Corporate Responsibility Committee is responsible for facilitating compliance with this standard. Additional steps with respect to director orientation and continuing education will be taken as necessary to comply with securities laws and NASDAQ rules.

7. CEO EVALUATION AND MANAGEMENT SUCCESSION

The Compensation Committee will annually review and approve corporate goals and objectives relevant to the compensation of the Executive Chairperson, CEO, the Chief Financial Officer ("CFO"), other Named Executive Officers ("NEOs"), and senior executives of the Company. The Compensation Committee will evaluate the performance of the CEO in light of those goals and objectives and approve the compensation of all senior executives based on this evaluation.

The Governance and Corporate Responsibility Committee will periodically review succession planning. The entire Board will work with the Governance and Corporate Responsibility Committee to evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.



8. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board will conduct an annual self-evaluation to facilitate an assessment of whether it and its committees are functioning effectively. The Governance and Corporate Responsibility Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board. The self-assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

9. CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS

Each of the Company's officers, agents and employees, as well as each of its directors, is expected to act in accordance with the principles set forth in the Company's Code of Business Conduct & Ethics. This Code reflects the Company's expectation of high ethical, moral, and legal principles in every aspect of business conduct.

10. CONFIDENTIALITY

All meetings and deliberations of the Board and its committees are confidential. Each director must maintain confidentiality of information and shareholder voting throughout and after service as a director. If any disclosure is mandated by law, directors must inform the Board of their actions.