

SIGHT SCIENCES, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Sight Sciences, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

I. THE BOARD

A. Size of the Board

The Company’s certificate of incorporation provides that the number of directors will be fixed from time to time by the Board. The Nominating and Corporate Governance Committee will periodically review the size of the Board and may make recommendations to the Board regarding the size that is most effective in relation to future operations.

B. Independence of the Board

Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“**Nasdaq**”), the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under Nasdaq rules.

C. Separate Sessions of Independent Directors and with Outside Auditors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis, but no less than twice per year. Each executive session of the Independent Directors will be presided over by the Chair of the Board. In addition, the Audit Committee should meet periodically with the Company’s outside auditors without management present at such times as it deems appropriate.

D. Chair of the Board and Lead Independent Director

The Board shall fill the Chair of the Board and CEO positions based upon the Board’s view of what is in the best interests of the Company at any point in time, provided that it is the Company’s policy that the positions of Chair of the Board and CEO must be held by separate persons and the Chair of the Board must be independent, as determined in accordance with the Nasdaq Rules (as defined herein).

The Board may elect a “Lead Independent Director” in order to facilitate communication between management and the outside directors, who will have the responsibility to schedule and prepare agendas for meetings of outside Directors. The Lead Independent Director, if applicable, will communicate with the CEO/Chair of the Board, disseminate information to the rest of the Board in a timely manner and raise issues with management on behalf of the outside Directors when appropriate. All members of the Board are encouraged to communicate with the CEO/Chair of the Board. Because the current Chair of the Board is a non-employee director, he shall also serve as the Lead Independent Director. The Board may modify its leadership structure in the future as it deems appropriate.

E. Director Qualification Standards

In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, may take into account many factors, including:

- personal and professional integrity, ethics and values;
- experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- strong finance experience;
- relevant social policy concerns; experience relevant to the Company’s industry;
- experience as a board member or executive officer of another publicly held company;
- relevant academic expertise or other proficiency in an area of the Company’s operations;
- diversity of expertise and experience in substantive matters pertaining to the Company’s business relative to other board members;
- diversity of background and perspective, including, but not limited to, with respect to age, gender, race, place of residence and specialized experience;
- practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries;
- skills that are complementary to the existing Board;
- proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment;
- an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities;
- and any other relevant qualifications, attributes or skills.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee may also consider the director’s past attendance at meetings and participation in and contributions to the activities of the Board.

F. Board Diversity Policy

The Board believes that it is critical that membership of the Board includes a diverse mixture of skills, professional and industry backgrounds, geographical experience and expertise, gender, tenure, ethnicity and diversity of thought, as outlined in our director qualification standards.

The Board aspires to maintain a balance so that:

- a. female / male parity on the Board is the ultimate goal, with a commitment to have no less than 40% female representation on the Board; and
- b. at least one director is from an underrepresented minority background, as defined by the Equal Employment Opportunity Commission (“EEOC”),

while recognizing that periods of change in Board composition may result in temporary periods when this balance is not achieved.

G. Selection of New Directors

The Board is divided into three (3) classes. As a result, approximately one-third (1/3) of the Board will stand for election by the stockholders of the Company each year at the Company’s annual meeting for three (3) year terms. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

It is our policy to consider recommendations for director candidates from stockholders holding no less than 1% of the outstanding shares of our common stock continuously for at least 12 months prior to the date of the submission of the recommendation.

H. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

I. Limitations on Other Board Service

The Board believes that where a director serves on a number of boards, it will necessarily limit the director's capacity to appropriately focus on each board's needs. However, the Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's (i) service as the Chief Executive Officer (or other senior executive) of another public company, and (ii) service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. The Board has identified the maximum number of public-company boards on which a director may serve, before it considers the director to be over-committed.

	Total Number of Public Boards
Public Company Chief Executive Officers	3
All other Directors	4

Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors and officers are encouraged to notify the Chair of the Board and the Chief Executive Officer or otherwise make the Company aware of such position. The Chief Executive Officer shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

J. Changes in Circumstances

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

K. Term and Age Limits

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term or age limits at this time. Additionally, such term or age limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

L. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- overseeing the conduct of the Company's business, to evaluate whether the business is being managed properly and in conformity with applicable laws and regulations;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing and, where appropriate, approving major changes in, and determinations under, the Board's Guidelines, the Company's Code of Business Conduct and Ethics and other Board-approved policies of the Company;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and
- setting a "tone at the top" that emphasizes compliance with the highest standards of ethical conduct.

M. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. This review may be conducted with the assistance of outside compensation advisors and/or the Company's senior management, as appropriate. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. Ownership of stock by the directors is encouraged. The Company's executive officers shall not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable Nasdaq rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

N. Stock Ownership

The Company encourages directors to own shares of the Company's stock. The number of shares of the Company's stock owned by any director is a personal decision; provided, however, that such stock ownership must be in compliance with the Company's stock ownership policies as in effect from time to time.

O. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board. Any significant conflict must be resolved or the director should resign.

P. Interaction with Institutional Investors, the Press and Customers

The Board believes, as a general principle, that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers regarding the Company's operations to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chair of the Board.

Q. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, the Chair of the Board or Lead Independent Director, or if none is available or none is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

R. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors, whether retained by the Company, or directly by the Board, that the Board considers necessary to discharge its responsibilities.

S. Board and Committee Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees. This assessment should focus on areas in which the Board or management believes contributions can be made going forward to increase the effectiveness of the Board and each committee. As part of this process directors will conduct an evaluation to review the progress and effectiveness of the Board and its committees. The Nominating and Governance Committee will then report back to the Board. Each the full Board and each committee will consider and discuss the committee's report.

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

C. Attendance of Non-Directors

The Board encourages the Chair of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to: (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

A. Number, Name, Responsibilities and Independence of Committees

The Board currently has four (4) committees: (i) the Audit Committee, (ii) the Compensation Committee, (iii) the Nominating and Corporate Governance Committee, and (iv) the Commercial Strategy Committee. Each Committee is composed entirely of Independent Directors, subject to any exceptions provided by the Nasdaq rules and applicable laws and regulations. From time to time and depending upon the circumstances, the Board may form a new committee or disband a current committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

B. Appointment and Rotation of Committee Members

Committee members and committee chairs will be recommended by the Nominating and Corporate Governance Committee and appointed by the Board according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

IV. SUCCESSION PLANNING

The Board (or a committee delegated by the Board) will work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans for the Chief Executive Officer and other executive officers, including an emergency succession plan for the Chief Executive Officer.

V. RISK MANAGEMENT

The role of our Board in overseeing the management of our risks is performed by the Board, as a whole, and by committees of our Board, as disclosed in the descriptions of each of the committees below. Our Board focuses on our general risk management strategy, the most significant risks facing us, and implementation of attendant risk mitigation strategies, and receives regular reports from the Board committees with respect to their risk oversight activities. As provided in the Audit Committee Charter, the Audit Committee is responsible for discussing the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled. In accordance with those policies, the Board and the Board committees shall have an active role in overseeing management of the Company's risks. The Board shall regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Company's Compensation Committee shall be responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Company's Audit Committee shall oversee management of financial and accounting-related risk assessment and risk management, including guidelines and policies to govern the process by which our exposure to risk is handled, and for overseeing management of our financial risks and potential conflicts of interest. The Nominating and Corporate Governance Committee shall manage risks associated with the independence of the Board and shall oversee the Company's non-financial compliance practices and programs, including our healthcare compliance program, cybersecurity program, and environmental, social and governance (ESG) program. Our Compensation Committee is responsible for overseeing the management of risks relating to our executive and director compensation plans and arrangements. Our Commercial Strategy Committee is responsible for overseeing our product commercialization strategies and identification and mitigation of attendant risks. While each committee shall be responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks. All members of committees overseeing risk management functions should be independent members of the Board.

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