

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

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 under §240.14a-12

Sight Sciences, 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
-
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NOTICE & PROXY STATEMENT

2024 Annual Meeting of Stockholders

Thursday, June 6, 2024
9:00 a.m. Pacific Time

SIGHT SCIENCES, INC.
4040 CAMPBELL AVE, SUITE 100
MENLO PARK, CA 94025

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April 26, 2024

To Our Stockholders:

You are cordially invited to attend the 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of Sight Sciences, Inc. at 9:00 a.m. Pacific Time, on Thursday, June 6, 2024. The Annual Meeting will be held virtually via live webcast at www.virtualshareholdermeeting.com/SGHT2024.

The Notice of Annual Meeting of Stockholders and Proxy Statement on the following pages describe the matters to be presented at the Annual Meeting. Please see the section of this Proxy Statement titled “*Who may attend the Annual Meeting?*” for more information about how to attend the Annual Meeting online.

Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented and voted at the Annual Meeting. We encourage you to read this Proxy Statement and promptly submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail, the section of this Proxy Statement titled “*Questions and Answers About the 2024 Annual Meeting of Stockholders,*” or, if you requested to receive printed proxy materials, your printed proxy card. If you decide to attend the Annual Meeting, you will be able to vote online, even if you have previously submitted your proxy.

Thank you for your support.

Sincerely,

/s/ Paul Badawi

Paul Badawi

President and Chief Executive Officer



SIGHT SCIENCES, INC.
4040 Campbell Ave, Suite 100
Menlo Park, CA 94025

**NOTICE OF VIRTUAL ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD THURSDAY, JUNE 6, 2024**

To Our Stockholders:

We are pleased to invite you to virtually attend the 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of Sight Sciences, Inc., a Delaware corporation (the “Company,” “our,” or “us”), which will be held at 9:00 a.m. Pacific Time on Thursday, June 6, 2024. The Annual Meeting will be held virtually via live webcast. You will be able to attend the Annual Meeting online, submit your questions and vote your shares during the meeting by visiting www.virtualshareholdermeeting.com/SGHT2024 and entering your 16-digit control number included on your Notice of Internet Availability of Proxy Materials, on your proxy card, or on the instructions that accompanied your proxy materials. The Annual Meeting will be held for the following purposes:

- To elect David Badawi, M.D., Tamara Fountain, M.D. and Donald Zurbay as Class III Directors to serve until the 2027 Annual Meeting of Stockholders and until each such director’s respective successor is elected and qualified or until each such director’s earlier death, resignation or removal;
- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- To transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment of the Annual Meeting.

Holders of record of our common stock as of the close of business on April 9, 2024 are entitled to notice of and to vote at the Annual Meeting, or any continuation, postponement or adjournment of the Annual Meeting. A complete list of such stockholders will be open to the examination of any stockholder for a period of ten days prior to the Annual Meeting for a purpose germane to the Annual Meeting by sending an email to Jeremy Hayden, Chief Legal Officer, at jhayden@sightsciences.com, stating the purpose of the request and providing proof of ownership of our common stock. The list of these stockholders will also be available on your screen during the Annual Meeting after entering the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, on your proxy card, or on the instructions that accompanied your proxy materials. The Annual Meeting may be continued or adjourned from time to time without notice other than by announcement at the Annual Meeting.

It is important that your shares be represented at the Annual Meeting regardless of the number of shares you may hold. Whether or not you plan to attend the Annual Meeting online, we urge you to vote your shares via the toll-free telephone number or over the Internet, as described in the enclosed materials. If you received a copy of the proxy card by mail, you may sign, date and mail the proxy card in the enclosed return envelope. Promptly voting your shares will ensure the presence of a quorum at the Annual Meeting and will save us the expense of further proxy solicitation. Submitting your proxy now will not prevent you from voting your shares at the Annual Meeting if you desire to do so, as your proxy is revocable at your option.

By Order of the Board of Directors

/s/ Paul Badawi

Paul Badawi

President and Chief Executive Officer

Menlo Park, California
April 26, 2024

Approximate Date of Mailing of Notice of Internet Availability of Proxy Materials: April 26, 2024

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Proxy Statement contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements may relate to our future financial performance, results of operations, business outcomes, governance decisions, executive compensation, or other future events. You can identify forward-looking statements by the use of words such as “may,” “will,” “could,” “anticipate,” “expect,” “intend,” “believe,” “continue,” or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to such statements. We have based these forward-looking statements on our current expectations and projections about future events that we believe may affect our business, results of operations and financial condition.

The outcomes of the events described in these forward-looking statements are subject to risks, uncertainties and other factors described in Item 1A, “Risk Factors,” and elsewhere, in our Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Annual Report”), as well as the other reports we file with the Securities and Exchange Commission (the “SEC”) from time to time. We cannot assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results could differ materially from those expressed in or implied by the forward-looking statements. The forward-looking statements made in this Proxy Statement relate only to events as of the date of this Proxy Statement. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made.



SIGHT SCIENCES, INC.
4040 Campbell Avenue, Suite 100
Menlo Park, CA 94025

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the “Board”) of Sight Sciences, Inc. of proxies to be voted at our Annual Meeting of Stockholders to be held at 9:00 a.m. Pacific Time, on Thursday, June 6, 2024 (the “Annual Meeting”), and at any continuation, postponement or adjournment of the Annual Meeting. The Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/SGHT2024 and entering your 16-digit control number included on your Notice of Internet Availability of Proxy Materials, on your proxy card or on the instructions that accompanied your proxy materials.

Holders of record of our common stock as of the close of business on April 9, 2024 (the “Record Date”) will be entitled to notice of and to vote at the Annual Meeting and any continuation, postponement or adjournment of the Annual Meeting, and will vote together as a single class on all matters presented at the meeting. Each share of our common stock entitles its holders to one vote per share on each matter presented to our stockholders. As of the Record Date, there were 49,745,926 shares of common stock outstanding and entitled to vote at the Annual Meeting.

This Proxy Statement and the 2023 Annual Report will be made available on or about April 26, 2024 to our stockholders on the Record Date.

In this Proxy Statement, “Sight,” “Sight Sciences,” “Company,” “we,” “us,” and “our” refer to Sight Sciences, Inc.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON THURSDAY, JUNE 6, 2024

This Proxy Statement and the 2023 Annual Report are available at <http://www.proxyvote.com>

Proposals

At the Annual Meeting, our stockholders will be asked:

- To elect David Badawi, M.D., Tamara Fountain, M.D., and Donald Zurbay as Class III Directors to serve until the 2027 Annual Meeting of Stockholders and until each such director’s respective successor is elected and qualified or until each such director’s earlier death, resignation or removal;
- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- To transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment of the Annual Meeting.

We are not aware of any other business that will be presented for consideration at the Annual Meeting other than the matters described herein. If, however, other matters are properly presented at the Annual Meeting, the persons named as proxies on the Company’s proxy card will vote your shares in accordance with their discretion with respect to those matters.

Recommendations of the Board

The Board recommends that you vote your shares as indicated below. If you vote your shares by telephone or Internet, or return a properly completed proxy card, your shares of common stock will be voted on your behalf as you direct. If not otherwise specified, the shares of common stock represented by the proxies will be voted, and the Board recommends that you vote:

- “FOR” the election of David Badawi, M.D., Tamara Fountain, M.D., and Donald Zurbay as Class III Directors to serve until the 2027 Annual Meeting of Stockholders and until each such director’s respective successor is elected and qualified or until each such director’s earlier death, resignation or removal; and
- “FOR” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.

If any other matter is presented to our stockholders at the Annual Meeting, the proxies named on the Company’s proxy card will vote thereon in their discretion. The Board is not aware of any matters to be presented for action at the Annual Meeting other than the matters referred to above and does not currently intend to bring any other matters before the Annual Meeting.

Information About This Proxy Statement

Why You Received this Proxy Statement. You are viewing or have received these proxy materials because our Board is soliciting your proxy to vote your shares at the Annual Meeting. This Proxy Statement includes information that we are required to provide to you under the rules of the SEC and that is designed to assist you in voting your shares.

Notice of Internet Availability of Proxy Materials. As permitted by SEC rules, Sight Sciences is making this Proxy Statement and the 2023 Annual Report available to its stockholders electronically via the Internet. On or about April 26, 2024, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the “Internet Notice”) containing instructions on how to access this Proxy Statement and the 2023 Annual Report and vote by telephone or Internet. If you received an Internet Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you specifically request them. Instead, the Internet Notice instructs you on how to access and review all of the important information contained in this Proxy Statement and the 2023 Annual Report. The Internet Notice also instructs you on how you may submit your proxy by telephone or over the Internet. If you received an Internet Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the Internet Notice.

Printed Copies of Our Proxy Materials. If you received printed copies of our proxy materials, then instructions regarding how you can vote are contained on the proxy card included in the materials.

Householding. The SEC’s rules permit us to deliver a single set of proxy materials to one address shared by two or more of our stockholders. This delivery method is referred to as “householding” and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one set of proxy materials to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the proxy materials, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the proxy materials, contact Broadridge Financial Solutions, Inc. (“Broadridge”) by telephone at 1-866-540-7095 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future proxy materials for your household, please contact Broadridge at the above telephone number or address.

QUESTIONS AND ANSWERS ABOUT THE 2024 ANNUAL MEETING OF STOCKHOLDERS

Why have we elected to hold a virtual meeting?

We believe hosting a virtual annual meeting encourages increased stockholder attendance and participation because stockholders can participate from any location around the world. A virtual meeting format also reduces the costs to the Company associated with holding the Annual Meeting, as well as the cost to our stockholders of attending the meeting. You will be able to attend the Annual Meeting online and submit your questions by visiting www.virtualshareholdermeeting.com/SGHT2024. You also will be able to vote your shares electronically at the Annual Meeting by following the instructions below.

Who may attend the Annual Meeting?

You may attend and participate in the Annual Meeting online only if you are a Sight Sciences stockholder who is entitled to vote at the Annual Meeting, or if you hold a valid proxy for the Annual Meeting. You may attend and participate in the Annual Meeting by visiting the following website: www.virtualshareholdermeeting.com/SGHT2024. To attend and participate in the Annual Meeting, you will need the 16-digit control number included on your Internet Notice, on your proxy card, or on the instructions that accompanied your proxy materials. If your shares are held in “street name,” you should contact your bank or brokerage firm to obtain your 16-digit control number or otherwise vote through your bank or brokerage firm. If you lose your 16-digit control number, you may join the Annual Meeting as a “Guest”, but you will not be able to vote, ask questions or access the list of stockholders as of the Record Date.

The Annual Meeting webcast will begin promptly at 9:00 a.m. Pacific Time. We encourage you to access the Annual Meeting prior to the start time. Online check-in will begin at 8:45 a.m. Pacific Time, and you should allow ample time for the check-in procedures.

How many shares must be present to hold the Annual Meeting?

A quorum must be present at the Annual Meeting for any business to be conducted. The presence at the Annual Meeting online or by proxy of the holders of a majority of the voting power of all of the shares of our common stock issued and outstanding and entitled to vote as of the close of business on the Record Date will constitute a quorum. If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

Who is entitled to vote at the Annual Meeting?

The Record Date for the Annual Meeting is April 9, 2024. You are entitled to vote at the Annual Meeting only if you were a “record holder” at the close of business on that date, or if you hold a valid proxy for the Annual Meeting. Each outstanding share of our common stock is entitled to one vote for each matter before the Annual Meeting. At the close of business on the Record Date, there were 49,745,926 shares of common stock outstanding and entitled to vote at the Annual Meeting.

What is the difference between being a “record holder” and holding shares in “street name”?

A record holder holds shares in his or her name with our transfer agent. As a record holder, you may vote at the Annual Meeting or by proxy. If you are a record holder and you indicate when voting that you wish to vote as recommended by our Board, or if you submit a vote by proxy without giving specific voting instructions, then the proxies named on the Company’s proxy card will vote your shares as recommended by our Board on all matters described in this Proxy Statement. Paul Badawi and Alison Bauerlein, the designated proxies, are members of our management.

If, on the Record Date, your shares were held in an account at a bank or brokerage firm, then you are the “beneficial owner” of those shares held in “street name” and these proxy materials are being provided to you by your bank or brokerage firm, along with a voting instruction card if you received printed copies of the proxy materials. The nominee holding your account is considered the record holder for purposes of voting at the Annual Meeting. As the beneficial owner, you have the right to direct your bank or brokerage firm how to vote your shares, and the bank or brokerage firm is required to vote your shares in accordance with your instructions. If your shares are held in street name, you may not vote your shares online at the Annual Meeting unless you obtain a legal proxy from your bank or brokerage firm.

What are broker non-votes and do they count for determining a quorum?

Generally, broker non-votes occur when shares held in “street name” for a beneficial owner are not voted with respect to a particular proposal because the broker (i) has not received voting instructions from the beneficial owner, and (ii) lacks discretionary voting power to vote those shares. A broker is entitled to vote shares held for a beneficial owner on routine matters, such as Proposal 2, without instructions from the beneficial owner of those shares. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on non-routine matters, such as Proposal 1. Broker non-votes count for purposes of determining whether a quorum is present.

How do I vote?

Record Holders. If you are a record holder, you may vote:

- by Internet—You can vote over the Internet at www.proxyvote.com by following the instructions on the Internet Notice or proxy card;
- by Telephone—You can vote by telephone by calling 1-800-690-6903 and following the instructions on the Internet Notice or proxy card;
- by Mail—If you received printed copies of the proxy materials, you can vote by mail by signing, dating and mailing the proxy card; or
- Electronically at the Meeting—If you attend the Annual Meeting online, you will need the 16-digit control number included on your Internet Notice, on your proxy card, or on the instructions that accompanied your proxy materials to vote electronically during the meeting.

Internet and telephone voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m., Eastern Time, on June 5, 2024. To participate in the Annual Meeting, including to vote via the Internet or telephone, you will need the 16-digit control number included on your Internet Notice, on your proxy card, or on the instructions that accompanied your proxy materials.

Whether or not you expect to attend the Annual Meeting online, we urge you to vote your shares as promptly as possible to ensure your representation and the presence of a quorum at the Annual Meeting. If you submit your proxy, you may still decide to attend the Annual Meeting and vote your shares electronically.

Beneficial Owners of Shares Held in “Street Name.” If your shares are held in “street name” through a bank or brokerage firm, you will receive instructions on how to vote from the bank or brokerage firm. You must follow their instructions in order for your shares to be voted. Internet and telephone voting may be offered to stockholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you would like to vote your shares online at the Annual Meeting, you should contact your bank or brokerage firm to obtain a 16-digit control number or otherwise vote through the bank or brokerage firm. If you lose your 16-digit control number, you may join the Annual Meeting as a “Guest”, but you will not be able to vote, ask questions or access the list of stockholders as of the Record Date.

What does it mean if I receive more than one Internet Notice or more than one set of proxy materials?

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares held in each account. To ensure all of your shares are voted, for each Internet Notice or set of proxy materials, please submit your proxy by telephone or over the Internet, or, if you received printed copies of the proxy materials, by signing, dating and returning the proxy card in the enclosed envelope.

Can I change my vote after I submit my proxy?

Yes. If you are a record holder, you may revoke your proxy and change your vote:

- by submitting a duly executed proxy bearing a later date;
- by granting a subsequent proxy through the Internet or telephone;
- by giving a written notice of revocation to the Secretary of Sight Sciences prior to or at the Annual Meeting; or
- by voting online at the Annual Meeting.

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Your most recent proxy card or Internet or telephone proxy is the one that is counted. Your attendance at the Annual Meeting by itself will not revoke your proxy unless you give written notice of revocation to the Secretary before your proxy is voted or you vote online at the Annual Meeting.

If you are a beneficial owner of shares held in street name, you may change or revoke your voting instructions by following the directions provided to you by your bank or brokerage firm, or you may vote online at the Annual Meeting by obtaining your 16-digit control number or otherwise voting through the bank or brokerage firm.

Who will count the votes?

A representative of Broadridge, our inspector of election, will tabulate and certify the votes.

What if I do not specify how my shares are to be voted?

If you submit a proxy but do not provide any voting instructions, the persons named as proxies on the Company's proxy card will vote in accordance with the recommendations of the Board. The Board's recommendations are described above.

What if during the check-in time or during the Annual Meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting website, and the information for assistance will be located on www.virtualshareholdermeeting.com/SGHT2024.

Will there be a question and answer session during the Annual Meeting?

As part of the Annual Meeting, we will hold a live Q&A session, during which we intend to answer questions submitted online during the meeting that are pertinent to the business of the Company or the Annual Meeting, as time permits. Only stockholders that have accessed the Annual Meeting as a stockholder (rather than as a "Guest") by following the procedures discussed above will be permitted to submit questions during the Annual Meeting. Each stockholder is limited to no more than two questions. Questions should be succinct and only cover a single topic.

We will not address questions that are, among other things:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to material non-public information of the Company, including the status or results of our business since our last periodic report filing;
- related to any pending, threatened or ongoing litigation;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- substantially repetitious of questions already made by another stockholder;
- in excess of the two-question limit;
- in furtherance of the stockholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chairperson or Secretary in their reasonable judgment.

Additional information regarding the Q&A session will be available in the "Rules of Conduct" available on the Annual Meeting webpage for stockholders that have accessed the Annual Meeting as a stockholder.

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How many votes are required for the approval of the proposals to be voted upon and how will abstentions and broker non-votes be treated?

<u>Proposal</u>	<u>Votes Required</u>	<u>Effect of Votes Withheld or Abstentions and Broker Non-Votes</u>
<u>Proposal 1:</u> Election of Directors	The plurality of the votes cast. This means that the three nominees receiving the highest number of affirmative “FOR” votes will be elected as Class III Directors.	Votes withheld and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.
<u>Proposal 2:</u> Ratification of Appointment of Independent Registered Public Accounting Firm	The affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively (excluding abstentions) at the Annual Meeting by the holders entitled to vote thereon.	Abstentions are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal. Because a bank or brokerage firm may generally vote without instructions on this proposal, we do not expect any broker non-votes on this proposal.

Where can I find the voting results of the Annual Meeting?

We plan to announce preliminary voting results at the Annual Meeting. We will report the final results in a Current Report on Form 8-K, which we intend to file with the SEC within four business days after the Annual Meeting, unless final results are not known at that time, in which case preliminary voting results will be reported within four business days of the Annual Meeting, and final voting results will be reported once we know them.

PROPOSALS TO BE VOTED UPON

Proposal 1: Election of Directors

Election of Directors

At the Annual Meeting, our stockholders are being asked to vote for three Class III Director nominees, David Badawi, M.D., Tamara Fountain, M.D. and Donald Zurbay, to hold office until the 2027 Annual Meeting of Stockholders and until each such director's respective successor is elected and qualified, or until each such director's earlier death, resignation or removal. Each of the Class III Director nominees is a current member of the Board and a Class III Director whose term expires at the Annual Meeting.

Each director nominee has consented to serve if elected, and the Board has no reason to believe that any of the nominees will be unable or unwilling to serve as a director. If, however, any of Dr. Badawi, Dr. Fountain or Mr. Zurbay withdraws or otherwise becomes unable to serve, our Board may decrease the size of the Board, or the proxies may be voted for the election of a substitute director nominee our Board may recommend in place of the nominee.

Board Structure and Membership

As set forth in our Restated Certificate of Incorporation, the Board is currently divided into three classes with staggered, three-year terms. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. The current class structure of the Board is as follows: Class I Directors, whose term will expire at the 2025 Annual Meeting of Stockholders; Class II Directors, whose term will expire at the 2026 Annual Meeting of Stockholders, and Class III Directors whose current term will expire at the Annual Meeting and if elected at the Annual Meeting, whose subsequent term will expire at the 2027 Annual Meeting of Stockholders. The current Class I Directors are Paul Badawi, Brenda Becker and Erica Rogers; the current Class II Directors are Staffan Encrantz and Catherine Mazzacco; and the current Class III Directors are David Badawi, M.D., Tamara Fountain, M.D. and Donald Zurbay.

We currently have eight directors on our Board. Our Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the authorized number of directors may be changed from time to time by the Board. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Our directors may be removed only for cause by the affirmative vote of the holders of at least two-thirds of the voting power of all of the then outstanding shares of voting stock of the Company entitled to vote at an election of directors.

Vote Required

The proposal regarding the election of directors requires the approval of a plurality of the votes cast. This means that the three nominees receiving the highest number of affirmative "FOR" votes will be elected as Class III Directors. Votes withheld and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Board



The Board unanimously recommends a vote "FOR" the election of each of the Class III Director nominees.

Nominees For Class III Director (terms to expire at the 2027 Annual Meeting of Stockholders)

The nominees for election to the Board as Class III Directors are as follows:

Name	Age	Served as a Director Since	Position with Sight Sciences
David Badawi, M.D.	54	2011	Chief Technology Officer and Director
Tamara Fountain, M.D.	61	2022	Director
Donald Zurbay	56	2020	Director

The principal occupations and business experience, for at least the past five years, of each Class III Director nominee are as follows:

David Badawi, M.D.

David Badawi is a co-founder of our Company and has served as our Chief Technology Officer and a member of our Board since the Company was founded in 2011. Since 2012, Dr. Badawi has also served as the president and a practicing ophthalmologist at Central Eye Care Ltd, an ophthalmology practice. Dr. Badawi holds an M.D. from Georgetown University and a B.S. in Microbiology from the University of Maryland. He completed his residency in ophthalmology at the Jules Stein Eye Institute at the University of California, Los Angeles and a cornea fellowship at Emory University.

We believe that Dr. Badawi’s ophthalmic medical experience and extensive knowledge of our Company and industry qualify him to serve on our Board.

Tamara Fountain, M.D.

Tamara Fountain, M.D. has served as a member of our Board since July 2022. Dr. Fountain served as a member of the board of directors from January 2020 to January 2023 and as the 2021 President of the American Academy of Ophthalmology and was named to the board of directors of the American Board of Ophthalmology in January 2022. She has also served as a member of the board of directors and a member of the audit committee of RxSight (Nasdaq: RXST) since January 2022. She has been on faculty at Rush University Medical Center in Chicago since May 1998 where she is professor of ophthalmology and section chair emeritus of ophthalmic plastic and reconstructive surgery. She has maintained a private practice, Ophthalmology Partners, Ltd., on Chicago’s North Shore since December 2000. Dr. Fountain was chair for Alumni Fund Giving at Harvard Medical School from January 2016 to June 2019 and served as President of the American Society of Ophthalmic Plastic and Reconstructive Surgery in 2018 and as a member of its board of directors from January 2016 to January 2020. She served 15 years on the board of directors of Ophthalmic Mutual Insurance Company (“OMIC”). At the end of her term, Dr. Fountain was elected OMIC’s first woman chair of its board of directors and chair of its audit committee, serving January 2014 to December 2015. Dr. Fountain was President of the Illinois Society of Eye Physicians and Surgeons from January 2002 to December 2005. Dr. Fountain received her B.A. in Human Biology from Stanford University, her M.D. from Harvard Medical School, and in 1992, completed her residency in ophthalmology at Johns Hopkins Hospital’s Wilmer Eye Institute.

We believe that Dr. Fountain’s ophthalmic medical experience and multiple leadership roles in the ophthalmology field qualify her to serve on our Board.

Donald Zurbay

Donald Zurbay has served as a member of our Board since July 2020. Since October 2022, Mr. Zurbay has served as the President, Chief Executive Officer and a member of the board of directors of Patterson Companies, Inc. (Nasdaq: PDCO), a publicly traded global medical device company. From June 2018 to October 2022, Mr. Zurbay served as the Chief Financial Officer of Patterson Companies. From March 2004 to February 2017, Mr. Zurbay held various leadership positions at St. Jude Medical, Inc., where he most recently served as Vice President and Chief Financial Officer from August 2012 to January 2017. Mr. Zurbay currently serves as a member of the board and member of the audit committee and compensation committee of Silk Road Medical, Inc. (Nasdaq: SILK) and served as a member of the board and member of the audit committee of Avedro, Inc., a publicly traded medical technology company acquired by Glaukos Corporation in 2019, from July 2017 to November 2019. Mr. Zurbay holds a B.S. in Business Accounting from the University of Minnesota.

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We believe Mr. Zurbay’s experience with publicly-traded healthcare companies and financial expertise qualify him to serve on our Board. We further believe Mr. Zurbay’s other public company executive and board obligations have not impaired his ability to dedicate appropriate and invaluable attention to his duties as a director. As a member of our Board, Mr. Zurbay has effectively employed his deep accounting background in combination with his senior executive experience and extensive medical device industry background to effectively help guide the strategic direction of the Company.

Continuing Members of the Board:

Class I Directors (terms to expire at the 2025 Annual Meeting of Stockholders)

The current members of the Board who are Class I Directors are as follows:

Name	Age	Served as a Director Since	Position with Sight Sciences
Paul Badawi	49	2011	President, Chief Executive Officer and Director
Erica Rogers	61	2019	Director
Brenda Becker	64	2022	Director

The principal occupations and business experience, for at least the past five years, of each Class I Director are as follows:

Paul Badawi

Paul Badawi is a co-founder of our Company and has served as our President, Chief Executive Officer and a member of our Board since the Company was founded in 2011. Prior to launching the Company, Mr. Badawi led the U.S. healthcare venture capital practice of 3i Group, a global private equity firm. Prior to 3i, Mr. Badawi worked at the National Institutes of Health as a Research Fellow in the field of biochemical genetics. Mr. Badawi holds an M.B.A. from the University of California, Los Angeles and a B.S. in Biological Sciences from the University of Chicago.

We believe Mr. Badawi’s extensive experience in the industry and knowledge of our Company qualify him to serve on our Board.

Erica Rogers

Erica Rogers has served as a member of our Board since November 2019. From October 2012 to November 2023, Ms. Rogers served as President, Chief Executive Officer and a member of the board of directors of Silk Road Medical, Inc. (Nasdaq: SILK), a publicly traded medical device company. Ms. Rogers serves as an advisor to Venture Investors and previously served as an advisor to Alydia Health, which was acquired by Organon in 2021. From August 2020 to September 2022, Ms. Rogers served as a member of the board of directors and member of the compensation committee and audit committee of Lucira Health, Inc., a publicly traded diagnostics company that was acquired by Pfizer Inc. in 2023. Ms. Rogers holds a B.S. in Zoology from San Diego State University.

We believe Ms. Rogers’ extensive experience in the medical device industry qualifies her to serve on our Board.

Brenda Becker

Brenda Becker has served as a member of our Board since March 2022. Since 2007, Ms. Becker has served as the Senior Vice President, Global Government Affairs for Boston Scientific. Prior to joining Boston Scientific, Ms. Becker served in the George W. Bush administration under former Vice President Dick Cheney as Assistant to the Vice President for Legislative Affairs. In that capacity, she advised the Vice President and senior White House staff on legislative strategy from 2004 to 2007. In addition, from 2001 to 2004, Ms. Becker served as the Assistant Secretary for Legislative and Intergovernmental Affairs at the U.S. Department of Commerce where she provided counsel to the Secretary of Commerce and other senior commerce officials. Ms. Becker holds a B.A. in Political Science and Public Administration from Michigan State University and an M.B.A. from Central Michigan University.

We believe Ms. Becker’s extensive experience in the medical device industry and legislative expertise qualify her to serve on our Board.

Class II Directors (terms to expire at the 2026 Annual Meeting of Stockholders)

The current members of the Board who are Class II Directors are as follows:

Name	Age	Served as a Director Since	Position with Sight Sciences
Staffan Encrantz	72	2017	Chairperson
Catherine Mazzacco	59	2023	Director

The principal occupations and business experience, for at least the past five years, of each Class II Director are as follows:

Staffan Encrantz

Staffan Encrantz has served as Chairperson of the Board since October 2017. Mr. Encrantz is the President and Founder of Allegro Investment Inc., the investment manager of Allegro Investment Fund, L.P., and has served as such since 1997. He has over thirty years of experience in the management and operations of companies in an array of industries and in a variety of roles, including as an executive, board member and investor. Since 2022, Mr. Encrantz has served on the board of directors of Alligator Biosciences AB, a Swedish pharmaceutical company listed on Nasdaq in Stockholm (XSTO: ATORX). Mr. Encrantz serves on the boards of directors of various private operating entities across a range of industries, including service as chairperson on a number of these boards. Mr. Encrantz holds a Bachelor of Law and a Business Studies degree from Uppsala University, Sweden.

We believe Mr. Encrantz’ financial and industry experience and wealth of board experience, including service as chairperson of a number of commercial operating entities within and outside of the life sciences industry, qualify him to serve on our Board.

Catherine Mazzacco

Catherine Mazzacco has served as a member of our Board since June 2023. Ms. Mazzacco was Chief Executive Officer and President of LEO Pharma, a privately owned global pharmaceutical company, and a member of its board of directors, from August 2019 to November 2021. Prior to this role, Ms. Mazzacco was Senior Vice President, Global Commercial Operations, Life Sciences Division at GE HealthCare Technologies, Inc. (Nasdaq: GEHC) (“GE HealthCare”), a leading publicly traded global medical technology company, from February 2018 to May 2019. Before joining GE HealthCare, Ms. Mazzacco spent over 25 years at Abbott Laboratories (NYSE: ABT), a multinational publicly traded healthcare company where she held several global senior operational and strategic leadership roles, including, most recently, as Vice President, Global Commercial Operations, Abbott Vision Division from 2011 to 2017. Ms. Mazzacco has served as a member of the board of directors and a member of the nominating and governance committee and commercial advisory committee of Krystal Biotech, Inc. (Nasdaq: KRYG), a publicly traded gene therapy biotechnology company, since March 2023. Ms. Mazzacco has served as a member of the supervisory board and remuneration and nomination committee of Servier SAS, a privately owned global pharmaceutical company, since February 2022. Ms. Mazzacco holds a Bachelor of Science in Engineering, Option Biotechnology from the University of Compiègne in France.

We believe Ms. Mazzacco’s deep healthcare knowledge as well as her extensive international, commercial, financial, operational and transformation expertise qualifies her to serve on our Board.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024. Our Board has directed that this appointment be submitted to our stockholders for ratification at the Annual Meeting. Although ratification of our appointment of Deloitte & Touche LLP is not required, we value the opinions of our stockholders and believe that stockholder ratification of our appointment is a good corporate governance practice. Deloitte & Touche LLP has served as our independent registered public accounting firm since 2019.

Neither Deloitte & Touche LLP nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as our auditors, providing audit and non-audit services. A representative of Deloitte & Touche LLP is expected to attend the Annual Meeting and have an opportunity to make a statement and be available to respond to appropriate questions from stockholders.

In the event the appointment of Deloitte & Touche LLP is not ratified by the stockholders, the Audit Committee will consider this fact when it appoints the independent auditors for the fiscal year ending December 31, 2025. Even if the appointment of Deloitte & Touche LLP is ratified, the Audit Committee retains the discretion to appoint a different independent auditor at any time if it determines that such a change is in the best interest of the Company and its stockholders.

Vote Required

This proposal requires the affirmative vote of the holders of a majority in voting power of the votes cast affirmatively or negatively (excluding abstentions) at the Annual Meeting by the holders entitled to vote thereon. Abstentions are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal. Because a bank or brokerage firm may generally vote without instructions on the ratification of the appointment of Deloitte & Touche LLP, we do not expect any broker non-votes on this proposal.

Recommendation of the Board



The Board unanimously recommends a vote “FOR” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed the audited consolidated financial statements of Sight Sciences, Inc., a Delaware corporation (the “Company”) for the fiscal year ended December 31, 2023 and has discussed these financial statements with management and the Company’s independent registered public accounting firm. The Audit Committee has also received from, and discussed with, the Company’s independent registered public accounting firm various communications that such independent registered public accounting firm is required to provide to the Audit Committee, including the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the Securities and Exchange Commission.

The Company’s independent registered public accounting firm also provided the Audit Committee with a formal written statement required by PCAOB Rule 3526 (Communications with Audit Committees Concerning Independence) describing all relationships between the independent registered public accounting firm and the Company, including the disclosures required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence. In addition, the Audit Committee discussed with the independent registered public accounting firm its independence from the Company.

Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Audit Committee

Donald Zurbay (Chairperson)

Tamara Fountain, M.D.

Catherine Mazzacco

This Audit Committee Report shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under the Securities Act or Exchange Act.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND OTHER MATTERS

The following table summarizes the fees of Deloitte & Touche LLP, our independent registered public accounting firm, billed to us for each of the last two fiscal years for audit and other services:

Fee Category	2023	2022
Audit Fees	\$1,400,910	\$1,406,188
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total Fees	<u>\$1,400,910</u>	<u>\$1,406,188</u>

Audit Fees

Audit fees for the fiscal years ended December 31, 2023 and 2022 include fees associated with the audit of our consolidated balance sheets, our related consolidated statements of operations and comprehensive loss, and our consolidated statements of stockholders' equity and cash flows, the assessment of our internal control over financial reporting, the review of the unaudited interim quarterly financial statements included in our Quarterly Reports on Form 10-Q, and other professional services provided in connection with statutory and regulatory filings or engagements and services. Audit fees for the fiscal year ended December 31, 2023 included \$33,682 associated with procedures performed with respect to our Form S-3, filed on May 22, 2023. Audit fees for the fiscal year ended December 31, 2022 included \$50,000 associated with procedures performed with respect to our Form S-3 and Form S-8, each filed on March 16, 2023.

Audit-Related Fees

Audit-related fees include fees for assurance and related services by Deloitte & Touche LLP that are reasonably related to the performance of the audit or review of our financial statements. There were no audit-related fees for the fiscal years ended December 31, 2023, and 2022.

Tax Fees

Tax fees include fees incurred for tax services, including tax compliance, tax advice and tax planning matters. There were no tax fees for the fiscal years ended December 31, 2023 and 2022.

All Other Fees

There were no fees for services rendered by Deloitte & Touche LLP incurred during the fiscal years ended December 31, 2023 and 2022 other than those disclosed above.

Audit Committee Pre-Approval Policy and Procedures

The Audit Committee has adopted a policy (the "Pre-Approval Policy") that sets forth the procedures and conditions pursuant to which audit and non-audit services proposed to be performed by the independent auditor may be pre-approved. The Pre-Approval Policy generally provides that we will not engage Deloitte & Touche LLP to render any audit, audit-related, tax or permissible non-audit service unless the service is either (i) explicitly approved by the Audit Committee ("specific pre-approval") or (ii) entered into pursuant to the pre-approval policies and procedures described in the Pre-Approval Policy ("general pre-approval"). Unless a type of service to be provided by Deloitte & Touche LLP has received general pre-approval under the Pre-Approval Policy, it requires specific pre-approval by the Audit Committee or by a designated member of the Audit Committee to whom the committee has delegated the authority to grant pre-approvals. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval. For both types of pre-approval, the Audit Committee will consider whether such services are consistent with the SEC's rules on auditor independence. The Audit Committee may, on a periodic basis, review and generally pre-approve the services (and related fee levels or budgeted amounts) that may be provided by Deloitte & Touche LLP without Deloitte & Touche LLP first obtaining specific pre-approval from the Audit Committee. The Audit Committee may revise the list of general pre-approved services from time to time, based on subsequent determinations. The Audit Committee pre-approved all services performed since the Pre-Approval Policy was adopted.

EXECUTIVE OFFICERS

The following table identifies our current executive officers:

Name	Age	Position
Paul Badawi	49	President, Chief Executive Officer and Director
David Badawi, M.D.	54	Chief Technology Officer and Director
Alison Bauerlein	42	Chief Financial Officer and Treasurer
Sam Park	63	Chief Operating Officer
Matthew Link	49	Chief Commercial Officer
Jeremy Hayden	54	Chief Legal Officer

The biographies for Paul Badawi and David Badawi, M.D. are set forth in the section titled “*Proposals to be Voted Upon – Proposal 1: Election of Directors.*”

Alison Bauerlein

Ms. Bauerlein has served as our Chief Financial Officer and Treasurer since April 2023. Ms. Bauerlein co-founded Inogen, Inc. (“Inogen”) (Nasdaq: INGN), a publicly traded medical technology company, in 2001, and previously served as Inogen’s Executive Advisor from December 2021 to April 2022, Chief Financial Officer, from 2009 until December 2021, Executive Vice President of Finance from March 2014 until December 2021, Corporate Secretary from 2002 until July 2021, and Corporate Treasurer from 2002 until December 2021. Ms. Bauerlein has served as a member of the board of directors and chairperson of the audit committee of Pear Therapeutics, Inc. (OTC: PEARQ), a software-based digital therapeutics company, since December 2021, and as a member of the board of directors and a member of the audit committee of Koya Medical, Inc., a private company, since March 2021. She also served as a member of the board of directors and chairperson of the audit committee of Gelesis Holdings, Inc, a biotherapeutics company, from January 2022 until October 2023, and a member of the audit committee of Equinox Ophthalmic, Inc. from June 2020 until March 2023. Ms. Bauerlein received a B.A. in Economics/Mathematics with high honors from the University of California, Santa Barbara.

Sam Park

Mr. Park has served as our Chief Operating Officer since March 2020. From March 2016 to May 2019, Mr. Park served as the founder and Chief Executive Officer of Park Medical, a medical device company. Previously, Mr. Park served as VP of R&D and Operations at SurgRx where he led the development of EnSeal Vessel Sealing System which was purchased by Ethicon-Endo Surgery of J&J. In addition, Mr. Park has held various other executive and technical positions at Spineview (Expending Innovation), Arthrocare (acquired by Smith and Nephew), CardioGenesis, and Origin Medsystems (acquired by Eli Lilly, later Guidant). Mr. Park holds a B.S. in Mechanical Engineering from the University of California, Irvine.

Matthew Link

Mr. Link has served as our Chief Commercial Officer since September 2023. Mr. Link also serves as Managing Partner at Orion Healthcare Advisors, LLC (“Orion”), a consulting services provider from 2021 to present. Before Orion, Mr. Link was in increasing leadership positions at NuVasive Inc. (“NuVasive”), a global leader in surgical implants and enabling technology for spine surgery and orthopedics, from 2006 to 2021. Mr. Link joined NuVasive as an Area Business Manager and rose to the level of President where his responsibilities included oversight of global business units in spine, neurophysiology and orthopedics. Prior to NuVasive, Mr. Link held commercial leadership roles at Depuy Orthopedics and Depuy Spine. He currently serves as a member of the board of directors and a member of the compensation committee and nominating committee of Fibrobiologics (Nasdaq: FBLG), and as a member of the board of directors of Springbok Analytics, Intravu, Cavalier Futures, DinamicOR, MAH Partners, and the Coulter Translational Research Endowment at the University of Virginia. Mr. Link received a B.S Ed. in Physical Education and Sports Medicine from the University of Virginia.

Jeremy Hayden

Mr. Hayden has served as our Chief Legal Officer since April 2020. From August 2017 to April 2020, Mr. Hayden served as General Counsel of Endologix, Inc., a medical device company focused on vascular disease. Prior to that, Mr. Hayden served as General Counsel and Vice President, Business Development at Cytori Therapeutics, Inc., a life sciences company (now Plus Therapeutics, Nasdaq CM: PSTV) from July 2015 to August 2017, and from May 2012 to July 2015, he served as Assistant General Counsel at Volcano Corporation, a publicly traded medical device company that was acquired by Royal Phillips in 2015. Mr. Hayden holds a J.D. from the University of Michigan Law School and an A.B. in Politics from Princeton University.

CORPORATE GOVERNANCE

General

Our Board has adopted Corporate Governance Guidelines, a Code of Business Conduct and Ethics, and charters for our Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Commercial Strategy Committee to assist the Board in the exercise of its responsibilities and to serve as a framework for the effective governance of the Company. You can access our Corporate Governance Guidelines, our Code of Business Conduct and Ethics and our committee charters in the “Corporate Governance” section of our investor relations website located at www.investors.sightsciences.com.

Board Composition

Our Board currently consists of eight members: Paul Badawi, David Badawi, M.D., Brenda Becker, Staffan Encrantz, Tamara Fountain, M.D., Catherine Mazzacco, Erica Rogers, and Donald Zurbay.

As set forth in our Restated Certificate of Incorporation, the Board is currently divided into three classes with staggered, three-year terms. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the authorized number of directors may be changed only by resolution of the Board. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Our directors may be removed only for cause by the affirmative vote of the holders of at least two-thirds in voting power of all of the then outstanding shares of voting stock of the Company entitled to vote at an election of directors.

Director Independence

Our Board has determined that, of our current directors and director nominees, Brenda Becker, Staffan Encrantz, Tamara Fountain, M.D., Catherine Mazzacco, Erica Rogers, and Donald Zurbay do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the rules of The Nasdaq Stock Market LLC (the “Nasdaq rules”). As required by the Nasdaq rules, our Board has made a subjective determination as to each independent director that no relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board reviewed information provided by the directors and the director nominees with regard to each director’s or nominee’s business and personal activities and relationships as they may relate to us and our management.

Family Relationships and Other Relationships

Except for Paul Badawi and David Badawi, who are brothers, there are no family relationships among any of our directors, director nominees or executive officers. There are no arrangements or understandings between or among our executive officers and directors pursuant to which any director or executive officer was or is to be selected as a director or executive officer.

Board Diversity Matrix (as of April 26, 2024)

Sight Sciences embraces our Board’s diversity of background, experience, culture, and other characteristics that make the Board unique. Diversity at the top sets the expectation for inclusion throughout the organization. As a result, we are disclosing specific diversity-related metrics, including self-identified gender identity, race, and sexual orientation. The Equal Employment Opportunity Commission (“EEOC”) defines an “underrepresented minority” as an individual who self-identifies in one or more of the following groups: Black or African American, Hispanic or Latinx, Asian, Native American or Alaska Native, Native Hawaiian or Pacific Islander or Two or More Races or Ethnicities. The EEOC defines a “LGBTQ+” as an individual who self-identifies in one or more of the following groups: lesbian, gay, bisexual, transgender, and queer or questioning in regard to their sexual orientation. Four of the eight board directors self-identified with one or more diversity characteristic.

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The following table sets forth certain self-identified diversity information for our Board:

Total Number of Directors	8			
	Female	Male	Non-Binary	Did Not Disclose
Part I: Gender Identity				
Directors	4	4	—	
Part II: Demographic Background				
African American or Black	1	—	—	
Alaskan Native or Native American	—	—	—	
Asian	—	—	—	
Hispanic or Latinx	—	—	—	
Native Hawaiian or Pacific Islander	—	—	—	
White	3	4	—	
Two or More Races or Ethnicities	—	—	—	
LGBTQ+	—	—	—	

Board Diversity Matrix (as of April 26, 2023)

Total Number of Directors	8			
	Female	Male	Non-Binary	Did Not Disclose
Part I: Gender Identity				
Directors	4	4	—	
Part II: Demographic Background				
African American or Black	1	—	—	
Alaskan Native or Native American	—	—	—	
Asian	—	—	—	
Hispanic or Latinx	—	—	—	
Native Hawaiian or Pacific Islander	—	—	—	
White	3	4	—	
Two or More Races or Ethnicities	—	—	—	
LGBTQ+	—	—	—	

Executive Sessions

Our independent directors meet in executive session on a regularly scheduled basis. Each executive session of the independent directors is presided over by the Chairperson of our Board.

Director Candidates

The Nominating and Corporate Governance Committee is primarily responsible for identifying qualified director candidates for election to the Board and recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. To facilitate the search process, the Nominating and Corporate Governance Committee may solicit current directors and executive officers of the Company for the names of potentially qualified candidates or ask directors and executive officers to pursue their own business contacts for the names of potentially qualified candidates. The Nominating and Corporate Governance Committee may also consult with outside advisors or retain search firms to assist in the search for qualified candidates, or consider director candidates recommended by our stockholders. Once potential candidates are identified, the Nominating and Corporate Governance Committee reviews the backgrounds of those candidates, evaluates candidates' independence from the Company and management, identifies potential conflicts of interest, and determines if candidates meet the qualifications desired by the Nominating and Corporate Governance Committee for candidates for election as a director. 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 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;

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- 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.

Stockholder Recommendation of Director Candidates

Stockholders may recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential director candidates by submitting the names of the recommended individuals, together with appropriate biographical information, background materials and all other information required for nomination as set forth in the Amended and Restated Bylaws, to the Nominating and Corporate Governance Committee, c/o Secretary, Sight Sciences, Inc., 4040 Campbell Ave, Suite 100, Menlo Park, California 94025. 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.

In the event there is a vacancy, and assuming that appropriate biographical and background material has been provided on a timely basis and the nomination requirements set forth in the Amended and Restated Bylaws have been complied with, the Nominating and Corporate Governance Committee will evaluate stockholder-recommended candidates by following substantially the same process, and applying the same criteria, as it follows for candidates submitted by others.

Communications from Stockholders

The Board believes, as a general principle, that management speaks for the Company. Individual directors may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge of management and, in most instances, only at the request of management. In cases where stockholders and other interested parties wish to communicate directly with our non-management directors, the Board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. Our Secretary is primarily responsible for monitoring communications from stockholders and for providing copies or summaries to the directors as considered appropriate.

Communications are forwarded to all directors if they relate to important substantive matters and include suggestions or comments that our Secretary and Chairperson of the Board consider to be important for the directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications. Stockholders who wish to send communications on any topic to the Board should address such communications to the Board in writing: c/o Secretary, Sight Sciences, Inc., 4040 Campbell Ave, Suite 100, Menlo Park, California 94025.

Board Leadership Structure

Our Amended and Restated Bylaws and Corporate Governance Guidelines provide the Board with flexibility to combine or separate the positions of Chairperson of the Board and Chief Executive Officer in accordance with its determination that utilizing one or the other structure would be in the best interests of our Company. Currently, the roles of Chairperson of the Board and Chief Executive Officer are separate and distinct. Our Chairperson of the Board is independent and a majority of our Board is comprised of independent directors. It is our policy that the positions of Chairperson and Chief Executive Officer must be held by separate persons and the Chairperson must be independent as defined in the applicable Nasdaq rules. Our current Chairperson of the Board, Staffan Encrantz, is considered an independent director. Our Board believes that separation of the positions of Chairperson and Chief Executive Officer reinforces the independence of the Board from management, creates an environment that encourages objective oversight of management's performance and enhances the effectiveness of the Board as a whole. For these reasons, our Board has concluded that our current leadership structure is appropriate at this time.

Since our Chairperson of the Board is independent, we do not currently have a Lead Independent Director. However, our Board will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate. If, in the future, the Chairperson of the Board is a member of management or does not otherwise qualify as independent, our Corporate Governance Guidelines provide for the appointment by the independent directors of a Lead Independent Director. The Lead Independent Director's responsibilities would include, but would not be limited to, presiding over all meetings of the Board at which the Chairperson of the Board is not present, including any executive sessions of the independent directors, approving the Board's meeting schedules and agendas, and acting as liaison between the independent directors of the Board and the Chief Executive Officer and the Chairperson of the Board.

Board Role in Risk Oversight

Risk assessment and oversight are an integral part of our governance and management processes. Our Board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. Throughout the year, senior management reviews these risks with the Board and Board committees at meetings as part of management presentations that focus on particular business functions, operations or strategies, and presents the steps taken by management to mitigate or eliminate such risks.

Our Board has delegated to our Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Commercial Strategy Committee the responsibility for review and oversight of our risks as set forth in the charters of the respective committees and disclosed in the descriptions of each of the committees below. Our Board focuses on overall risk management strategy, the most significant risks facing us, and implementation of attendant risk mitigation strategies, and receives regular reports from the Board committees and management with respect to their respective risk oversight activities. Our Audit Committee is responsible for discussing our policies with respect to 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. Our Nominating and Corporate Governance Committee manages risks associated with the independence of our Board and potential conflicts of interest and also has risk management responsibility for the Company's non-financial compliance 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.

Code of Business Conduct and Ethics and Corporate Governance Guidelines

We adopted a Code of Business Conduct and Ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. We have also adopted Corporate Governance Guidelines. These guidelines address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. You can access a copy of the Code of Business Conduct and Ethics and Corporate Governance Guidelines in the "Corporate Governance" section of our investor relations website

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located at www.investors.sightsciences.com. In addition, we intend to post on our website all disclosures that are required by law or the Nasdaq rules concerning any amendments to, or waivers from, any provision of the Code of Business Conduct and Ethics.

Anti-Hedging and Anti-Pledging Policy

Our Board has adopted an Insider Trading Compliance Policy, which applies to all of our directors, officers and employees and any entities they control (the “Covered Persons”). Among other things, the policy prohibits the Covered Persons from purchasing financial instruments such as prepaid variable forward contracts, equity swaps, collars, and exchange funds, or otherwise engaging in transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of the Company’s equity securities, or that may cause an officer, director, or employee to no longer have the same objectives as the Company’s other stockholders.

In addition, the policy prohibits the Covered Persons from margin purchases of the Company’s securities. Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company’s securities (other than in connection with a cashless exercise of stock options through a broker under the Company’s equity plans). Pledging the Company’s securities as collateral to secure loans is also prohibited, with the exception of pledges made before the Company’s initial public offering.

Attendance by Directors at Meetings

Under our Corporate Governance Guidelines, 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, with the understanding that, on occasion, a director may be unable to attend a meeting. We do not maintain a formal policy regarding director attendance at annual meetings of stockholders, although it is expected that, absent compelling circumstances, directors will attend these meetings.

There were seven meetings of the Board during the fiscal year ended December 31, 2023. During the fiscal year ended December 31, 2023, each director attended at least 75% of the aggregate of (i) all meetings of the Board during the period in which he or she served as a director, and (ii) all meetings of the committees on which the director served during the period in which he or she served as a committee member. All of the members of the Board, with the exception of Valeska Schroeder who did not stand for re-election, attended the 2023 Annual Meeting of Stockholders.

COMMITTEES OF THE BOARD

Our Board has established four standing committees—the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Commercial Strategy Committee — each of which operates under a charter that has been approved by our Board.

The current members of each of the Board committees and committee chairpersons are set forth below:

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Commercial Strategy Committee
Brenda Becker		X	X	
Staffan Encrantz			Chairperson	X
Tamara Fountain, M.D.	X		X	
Catherine Mazzacco	X			Chairperson
Erica Rogers		Chairperson		X
Donald Zurbay	Chairperson	X		

Audit Committee

Our Audit Committee oversees our accounting and financial reporting process, as well as the audits of our financial statements. Our Audit Committee’s responsibilities include, among other things:

- appointing, approving the compensation of, and overseeing the independence of our registered public accounting firm;
- overseeing the work of our registered public accounting firm, including through the receipt and consideration of reports and other communications required to be made by such firm;
- reviewing and discussing with management and the registered public accounting firm our annual audited financial statements and quarterly financial statements, including disclosures under the caption “management’s discussion and analysis of financial condition and results of operations” and the matters required to be discussed by applicable PCAOB standards and SEC rules;
- coordinating the Board’s oversight of our internal control over financial reporting, disclosure controls and related financial policies and procedures;
- overseeing management of our financial risks, including discussion of our risk management policies pertaining to finance, accounting and related internal controls;
- meeting separately with our internal auditing staff, if any, registered public accounting firm and management;
- reviewing our policies and procedures for reviewing and approving or ratifying any related-person transactions and conducting review and oversight of all related-person transactions for conflicts of interest;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding internal accounting controls or auditing matters; and
- preparing the annual audit committee report required by SEC rules.

The Audit Committee charter is available on our investor relations website at www.investors.sightsciences.com in the “Corporate Governance” section under “Committee Charters.” The current members of the Audit Committee are Tamara Fountain, M.D., Catherine Mazzacco, and Donald Zurbay. Mr. Zurbay currently serves as the Chairperson of the Audit Committee and is expected to continue serving as such following the Annual Meeting. Our Board has affirmatively determined that each member of the Audit Committee is independent for purposes of serving on an audit committee under SEC and Nasdaq rules.

The members of our Audit Committee meet the requirements for financial literacy under the applicable Nasdaq rules. In addition, our Board has determined that Mr. Zurbay qualifies as an “audit committee financial expert,” as such term is defined in Item 407(d)(5) of Regulation S-K, and under the requirement in the Nasdaq rules that the Audit Committee have a financially sophisticated member.

The Audit Committee met five times in 2023.

Compensation Committee

Our Compensation Committee oversees the discharge of the responsibilities of the Board relating to the compensation and benefits of our executive officers and directors. Our Compensation Committee's responsibilities include, among other things:

- reviewing and approving, or recommending for approval by the Board, the compensation of our Chief Executive Officer and our other executive officers;
- overseeing and administering our cash and equity incentive plans and discharging any responsibilities imposed on the Compensation Committee by any of these plans;
- reviewing and making recommendations to the Board with respect to director compensation;
- reviewing and discussing annually with management our "Compensation Discussion and Analysis," to the extent required; and
- preparing the annual compensation committee report required by SEC rules, to the extent required.

The Compensation Committee charter is available on our investor relations website at www.investors.sightosciences.com in the "Corporate Governance" section under "Committee Charters." The current members of our Compensation Committee are Erica Rogers, Brenda Becker, and Donald Zurbay. Ms. Rogers currently serves as the Chairperson of the Compensation Committee and is expected to continue serving as such following the Annual Meeting. Our Board has affirmatively determined that each member of the Compensation Committee is independent for purposes of serving on a Compensation Committee under SEC and Nasdaq rules and qualifies as a "non-employee director" as defined in Rule 16b-3 of the Exchange Act.

The Compensation Committee generally considers the Chief Executive Officer's recommendations when making decisions regarding the compensation of non-employee directors and executive officers (other than the Chief Executive Officer). The Compensation Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisors, to assist in carrying out its responsibilities and will consider the factors affecting independence required by SEC and Nasdaq rules in connection with retaining or obtaining the advice of such consultants, counsel and advisors.

In 2023, the Compensation Committee engaged Compensia, Inc., a compensation consulting firm ("Compensia"), as the independent compensation consultant to the Compensation Committee and the Board. Compensia's material responsibilities include assistance with: the periodic determination of the companies that constitute our peer group for compensation purposes; making decisions regarding the amount and types of compensation to provide our executive officers and non-employee directors; our equity grant strategies and practices; and our organizational approach to cash and equity compensation. Compensia reports directly to the Compensation Committee and performs services for the Compensation Committee in accordance with the directives and guidance provided by the Compensation Committee. The Compensation Committee has considered the adviser independence factors required under SEC rules as they relate to Compensia and has determined that Compensia's provision of services to the Compensation Committee does not raise a conflict of interest.

The Compensation Committee met four times in 2023.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee recommends to our Board nominees for election as directors and develops and maintains our corporate governance policies. Our Nominating and Corporate Governance Committee's responsibilities include, among other things:

- identifying individuals qualified to become members of the Board;
- recommending to the Board the persons to be nominated for election as directors and to each committee of the Board;
- developing and recommending to the Board corporate governance guidelines, and reviewing and recommending to the Board proposed changes to our corporate governance guidelines from time to time;
- overseeing a periodic evaluation of the Board;
- overseeing succession plans for the Chief Executive Officer and other executive officers; and
- overseeing the Company's ESG program as well as compliance practices and matters, such as healthcare and cyber-security compliance, that are not specifically within the purview of the Audit Committee, Commercial Strategy Committee and Compensation Committee.

The Nominating and Corporate Governance Committee charter is available on our investor relations website at www.investors.sightosciences.com in the "Corporate Governance" section under "Committee Charters." The current members of our Nominating and Corporate Governance Committee are Brenda Becker, Staffan Encrantz and Tamara Fountain, M.D. Mr. Encrantz currently serves as the Chairperson of the Nominating and Corporate Governance Committee and is expected to continue serving as such following the Annual Meeting. Our Board has affirmatively determined that each member of the Nominating and Corporate Governance Committee is independent for purposes of serving on a Nominating and Corporate Governance Committee under Nasdaq rules.

The Nominating and Corporate Governance Committee has the authority to consult with outside advisors or retain search firms to assist in the search for qualified candidates, or consider director candidates recommended by our stockholders.

The Nominating and Corporate Governance Committee met five times in 2023.

Commercial Strategy Committee

Our Commercial Strategy Committee provides oversight and advice to management on matters relating to the Company's product commercialization strategy. Our Commercial Strategy Committee's responsibilities include, among other things:

- advising management regarding the Company's overall product commercialization strategy, including, without limitation, the product pipeline go-to market strategies, including reimbursement, market segmentation and pricing, and related activities, capabilities, resources and investments;
- assisting and advising the Board in evaluating and overseeing the Company's product commercialization plans and efforts; and
- at the request of the Board, reviewing and advising the Board with respect to, strategic product commercialization initiatives and/or related binding commitments that would require the approval of the Board under the Company's Board approval/delegation of authority policies and procedures.

The Commercial Strategy Committee charter is available on our investor relations website at www.investors.sightosciences.com in the "Corporate Governance" section under "Committee Charters." The current members of our Commercial Strategy Committee are Catherine Mazzacco, Staffan Encrantz and Erica Rogers. Ms. Mazzacco currently serves as the Chairperson of the Commercial Strategy Committee and is expected to continue serving as such following the Annual Meeting. Our Board has affirmatively determined that each member of the Commercial Strategy Committee is independent.

The Commercial Strategy Committee met one time in 2023.

EXECUTIVE COMPENSATION

This section discusses the material components of the executive compensation program for our named executive officers. We are an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012, as well as a “smaller reporting company” as defined by the SEC in Rule 12b-2 of the Exchange Act. As such, we are eligible for exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies or smaller reporting companies, including reduced executive compensation disclosures. We have relied on certain aspects of these exemptions in preparing the disclosure in this section.

This discussion may contain forward-looking statements that are based on our current plans, considerations, expectations and determinations regarding future compensation programs. Actual compensation programs that we adopt in the future may differ materially from the currently planned programs summarized in this discussion.

Business Overview

Our mission is to develop transformative, interventional technologies that allow eyecare providers to procedurally elevate the standards of care – allowing people to keep seeing. We are passionate about improving patients’ lives by helping them to preserve their sight. We believe we can create long-term stockholder value through our business principles: comprehensively understanding disease physiology; developing transformative technologies that are intended to preserve, protect, and restore natural physiological functionality to diseased eyes; developing and marketing products with proven clinical evidence that achieve superior effectiveness versus current treatment paradigms while minimizing complications or side effects; providing intuitive, patient friendly, interventional solutions to ophthalmologists and optometrists; and delivering compelling economic value to all stakeholders, including patients, providers and third-party payors such as Medicare and commercial insurers. Our objective is to develop and market products for use in new treatment paradigms and to create an interventional mindset in eyecare whereby our technologies may be used in procedures which supplant conventional outdated approaches.

In furtherance of our business objectives, our 2023 executive compensation program was designed to build momentum for product sales growth and promote achievement of key clinical and reimbursement milestones, while encouraging continued focus on a reduction in cash burn to ensure we are positioned to pursue our mission. In particular, our program incorporated performance-based metrics to ensure compensation paid to our executives was correlated with the achievement of business and strategic objectives deemed critical to driving long-term stockholder value.

Despite reimbursement uncertainty in 2023 for our OMNI and SION technologies, as described in more detail below, total revenue grew 14% in 2023 relative to the prior year, reflecting the strong demand for our products. In addition, we reduced our operating expenses by 12%, expanded the clinical evidence portfolio for our products, and continued to invest in our research and development pipeline. These achievements are core to fulfilling our mission and demonstrate the commitment of our dedicated management team and employees.

Named Executive Officers

For 2023, our named executive officers and their positions were:

- Paul Badawi, who currently serves as our President and Chief Executive Officer, as well as a member of our Board;
- Alison Bauerlein, who joined us on April 3, 2023, and currently serves as our Chief Financial Officer and Treasurer; and
- Matthew Link, who joined us on September 11, 2023, and currently serves as our Chief Commercial Officer.

Compensation Philosophy and Objectives

The primary objective of our executive compensation program is to attract and retain talented executives with the skills necessary to lead us and create long-term value for our stockholders. We recognize there is significant competition for talented executives, especially in the medical device industry, and it can be particularly challenging for early-stage companies to recruit experienced executives. We have also experienced challenges with our stock price and market capitalization, which has exacerbated these challenges.

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Our executive compensation program is overseen by our Compensation Committee, which we refer to as the “committee” for purposes of this “Executive Compensation” section. The committee is primarily responsible for developing, reviewing and approving our compensation programs, including the compensation arrangements that apply to our named executive officers, and regularly reporting to our Board regarding the adoption and conduct of such programs. In particular, the committee is responsible for overseeing our cash and equity incentive plans, including approving individual grants or awards thereunder. The committee is also responsible for approving corporate performance goals and objectives that are relevant to the compensation of our executive officers.

In overseeing our executive compensation program, the committee evaluates the total compensation paid to our named executive officers and other executives relative to available compensation information from companies in our industry that we deem suitably similar to us with reference to specific selection criteria, including revenue, market capitalization, stage of growth and similar considerations. With reference to relevant compensation survey data, the committee has historically benchmarked our executive compensation as follows:

- 50th percentile of peer group for base salary levels;
- 50th percentile of peer group for target bonus levels; and
- up to 75th percentile of peer group for equity compensation levels.

However, this approach only serves as the starting point for the committee’s determination of compensation, and it retains the discretion to adjust these compensation levels based on a number of factors, including our financial performance, evolving pay practices in our industry or primary geographic areas, executive hiring and retention considerations, executive performance and changes to our peer group.

Our committee is also guided by a pay-for-performance philosophy and seeks to design our executive compensation program in a manner that reflects alignment between the compensation opportunity provided to our executive officers and the achievement of our business and strategic objectives. For example, in 2023, payouts to our executive officers under our cash incentive compensation program were directly correlated to our performance relative to certain strategic objectives deemed by the committee to be critical to driving long-term stockholder value, including revenue growth, key clinical and reimbursement milestones, and reduction in cash burn. We believe the strong correlation between performance-based criteria and the compensation paid under our executive compensation program aligns the interests of our executive officers with our stockholders and drives a highly accountable culture.

The committee has not established any formal policies or guidelines for allocating between long-term and currently-paid compensation, or between cash and non-cash compensation. In determining the amount and mix of compensation elements, and whether each element provides the correct incentives in light of our compensation objectives, the committee relies on its judgment and experience, as well as input from its independent compensation consultant, rather than adopting a formulaic approach to compensation decisions.

Compensation Consultant

Since the completion of our initial public offering, the committee has engaged Compensia, Inc. (“Compensia”) to provide independent compensation advisory services directly to the committee. These services have included: (i) advising the committee on the selection of an appropriate peer group of other publicly traded healthcare companies, (ii) collecting and analyzing compensation data from the peer group companies, (iii) performing an independent review of our compensation practices for our executive officers and non-employee directors as compared to the peer group, (iv) providing advice with respect to our cash incentive compensation and equity grant practices and strategy, and (v) making recommendations regarding the design and structure of our compensation program.

The decision to engage Compensia was made by the committee, and Compensia reports directly to the committee. While members of our management regularly communicate with representatives of Compensia, our management does not direct or oversee the scope of services provided by or the compensation paid to Compensia.

While we are not obligated to retain an independent compensation consultant, the committee believes the use of an independent consultant provides additional assurance that our compensation program is attractive and competitive in the marketplace, consistent with market conditions, and reflective of our executive compensation philosophy and objectives.

The committee regularly assesses whether the work of Compensia as a compensation consultant has raised any potential conflicts of interest, taking into account the following factors: (i) the amount of fees paid by us to

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Compensia as a percentage of that firm's total revenue, (ii) the provision of other services to us by Compensia, (iii) Compensia's policies and procedures that are designed to prevent conflicts of interest, (iv) any business or personal relationship of the individual compensation advisors with any member of the committee, (v) any business relationship of Compensia or business or personal relationship of the individual compensation advisors, with any of our executive officers, and (vi) any ownership of our stock by Compensia or the individual compensation advisors. Based on the above factors, the committee has concluded that the work of Compensia, including the work performed by the individual compensation advisors employed by Compensia, has not created any conflict of interest.

Peer Group

In September 2022, the committee considered and approved a peer group, which we refer to as our 2023 peer group, for purposes of compensation decisions made in 2023. The 2023 peer group was determined primarily based on these companies' similarities to us as of the time the survey was performed, with reference to factors including revenue, market capitalization, industry, target markets, stage of growth, number of employees and geographic location. In selecting our 2023 peer group, the committee also expressed its desire to generally maintain consistency of our peer group as compared to the previous year, as appropriate within the context of the recent decline in our market capitalization and related considerations.

Our 2023 peer group was comprised of the 20 medical device companies listed below, of which 12 were also part of our peer group in the prior year. With respect to those peer companies that were significantly larger than us based on revenue, market capitalization or other factors, the committee focused on other characteristics of these companies and their operations in determining their suitability for continued inclusion in our peer group, including industry, nature of business and target markets.

- Apollo Endosurgery
- Atrion
- AxoGen
- Berkeley Lights
- ClearPoint Neuro
- Glaukos
- Harvard Bioscience
- iRadimed
- LeMaitre Vascular
- Mesa Laboratories
- OrthoPediatrics
- Outset Medical
- Personalis
- Pulmonx
- SeaSpine Holdings
- Semler Scientific
- Si-BONE
- Silk Road Medical
- Transmedics Group
- ViewRay

In September 2023, the committee considered and approved an updated peer group, which we refer to as our 2024 peer group, for purposes of 2024 compensation decisions. In selecting our 2024 peer group, the committee assessed similar factors as those used to determine our prior peer groups, including changes in respective market capitalizations and similar factors. Our 2024 peer group is comprised of the 19 companies in the medical device and biotechnology industries listed below, of which 12 were also part of our 2023 peer group.

- Apyx Medical
- Artivion
- Atrion
- AxoGen
- ClearPoint Neuro
- Cutera
- CVRx
- Harvard Bioscience
- iRadimed
- Mesa Laboratories
- OrthoPediatrics
- Outset Medical
- Pulmonx
- RxSight
- Semler Scientific
- Si-BONE
- Silk Road Medical
- TELA Bio
- Zynex

Governance Practices and Policies

Our executive compensation program has significant governance practices and policies that we believe support and strengthen our compensation philosophy and objectives. These practices and policies are designed to align our executive compensation program with long-term stockholder interests, reduce compensation-related risk, and reflect governance best practices. The committee evaluates our executive compensation program regularly to ensure it supports our short- and long-term strategic goals given the dynamic nature of our business and the markets in which we compete for executive talent. Key aspects of our compensation governance practices and policies include:

- **Independent Compensation Committee and Board Approval.** The committee is comprised solely of independent directors. In addition, certain executive compensation decisions at the Board level are made solely by independent directors.
- **Independent Compensation Committee Advisor.** Consistent with prior years, the committee engaged its own independent compensation consultant to assist with its compensation review for 2023.

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- **Annual Executive Compensation Review.** The committee conducts an annual review and approval of our compensation strategy and objectives. The committee also performs an annual review of the risks related to our compensation practices.
- **Pay-for-Performance.** Our executive compensation program is designed so a significant portion of the total compensation opportunity for our executives will only be earned based on our achievement of business and strategic objectives deemed by the committee to be critical to driving long-term stockholder value.
- **Long-Term Vesting Requirements.** The long-term equity awards granted to our executives generally vest over four-year periods, consistent with current market practice and our retention objectives, except in limited circumstances where deemed necessary by the committee to recruit or retain executives.
- **No Tax Reimbursements on Severance or Change in Control Payments.** We do not provide any tax reimbursement payments (including “gross-ups”) on any severance or change-in-control payments or benefits.
- **No Special Retirement Plans.** We do not offer, nor do we have plans to provide, pension arrangements, retirement plans or nonqualified deferred compensation plans or arrangements to our executive officers.
- **No Special Health or Welfare Benefits.** Our executive officers participate in the same company-sponsored health and welfare benefits programs as our other full-time, salaried employees.
- **Stock Ownership Guidelines.** We have adopted Stock Ownership Guidelines applicable to our executive officers and non-employee directors that ensure the interests of our executive officers and directors are aligned with those of our stockholders.
- **Hedging and Pledging Prohibited.** We prohibit our directors, executive officers and employees from engaging in hedging transactions and pledging our securities.
- **Policy for Recovery of Erroneously Awarded Compensation.** We maintain a Policy for Recovery of Erroneously Awarded Compensation applicable to our executive officers that provides for the potential recovery of incentive compensation in the event of a financial restatement under certain circumstances.

Elements of Our Executive Compensation Program

Our executive compensation program is designed to be competitive and appropriately balance our goals of attracting and retaining our executives and motivating them to achieve strategic objectives. In furtherance of our pay-for-performance philosophy, and to motivate and reward individual initiative and effort, a portion of each executive officer’s target annual compensation opportunity is “at-risk,” meaning the amounts earned will vary based on our achievement relative to business and strategic objectives. For 2023, the primary elements of our named executive officers’ compensation were base salaries, annual cash incentive compensation, and long-term equity incentive compensation.

Base Salaries

The base salaries of our named executive officers are an important part of their total compensation package and are intended to reflect their respective positions, duties and responsibilities. In connection with our annual compensation review in the first quarter of 2023, Mr. Badawi received a base salary increase. Ms. Bauerlein and Mr. Link joined us in April 2023 and September 2023, respectively. For 2023, the base salary amounts paid to the named executive officers were:

Named Executive Officer	2023 Base Salary
Paul Badawi	\$610,000
Alison Bauerlein	\$306,185 ⁽¹⁾
Matthew Link	\$127,468 ⁽²⁾

(1) Ms. Bauerlein commenced employment with us on April 3, 2023. The base salary amount represents the pro-rated portion of her annual base salary (\$410,000) for the period from commencement of her employment through December 31, 2023.

(2) Mr. Link commenced employment with us on September 11, 2023. The base salary amount represents the pro-rated portion of his annual base salary (\$410,000) for the period from commencement of his employment through December 31, 2023.

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Annual Cash Incentive Compensation

We maintain an annual cash incentive program, or cash bonus program, for all employees who are not eligible for commissions and who are otherwise eligible to participate in the program, including our named executive officers. Participants in the program may earn a performance-based cash bonus based on the achievement of pre-determined business and strategic objectives deemed by the committee to be critical to driving long-term stockholder value. With regard to our senior executives, including our named executive officers, one hundred percent of the cash bonuses for 2023 were tied to the achievement of pre-determined corporate performance objectives, while the cash bonuses payable to our other employees were determined with regard to the achievement of a combination of corporate and individual performance metrics. The committee believes this approach is appropriate because our senior executives are in the best position to drive achievement of our corporate objectives and the committee holds the executives directly accountable for the results.

2023 Target Bonus Amounts

For 2023, the named executive officers had the following target annual bonus amounts, expressed as a percentage of base salary received during the year:

Named Executive Officer	2023 Bonus Target
Paul Badawi	90%
Alison Bauerlein	50%
Matthew Link	50%

Target bonus percentages for each named executive officer were determined by the committee based on a review of compensation data from the 2023 peer group provided by Compensia, as well as additional factors deemed relevant by the committee.

2023 Business and Strategic Objectives

The business and strategic objectives approved by the committee for the 2023 cash bonus program related to pre-determined commercial (weighted 60%), financial (weighted 20%), clinical (weighted 10%) and reimbursement (weighted 10%) objectives. In addition, for the commercial and financial objectives, the committee adopted minimum threshold targets such that no payments were eligible to be made with respect to these components if the minimum performance level was not achieved. The committee also adopted maximum payouts regardless of the performance levels to ensure bonus payments are reasonable and limit compensation-related risk. If all corporate objectives had been achieved, the 2023 cash bonus program could have paid out at a maximum of 127% of the target bonus for each eligible employee.

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The following table provides additional detail regarding the 2023 business and strategic objectives, the relative weighting of each objective, the 2023 target for each objective, the 2023 actual performance relative to each objective, and the achievement percentage for each objective.

2023 Business and Strategic Objectives	Weighting %	2023 Target	2023 Actual Performance	Achievement Percentage
Aggregate Revenue Objective (Surgical Glaucoma and Dry Eye)	30%	Target: ≥\$96 million (100% of target). Maximum Threshold: ≥ \$100 million (150% of target). Minimum Threshold: ≥\$89 million (50% of target). No payout below this threshold.	\$81.1 million. Below minimum threshold.	0.0% of target
Surgical Glaucoma Revenue Objective	15%	Target: ≥\$88 million (100% of target). Maximum Threshold: ≥ \$91.5 million (120% of target). Minimum Threshold: ≥\$81.4 million (50% of target). No payout below this threshold.	\$74.3 million. Below minimum threshold.	0.0% of target
Dry Eye Revenue Objective	15%	Target: ≥\$8 million (100% of target). Maximum Threshold: ≥\$8.5 million (120% of target). Minimum Threshold: ≥\$7.6 million (50% of target). No payout below this threshold.	\$6.7 million. Below minimum threshold.	0.0% of target
Financial Objective - Cash Burn	20%	Target: ≤\$40 million cash burn (defined as GAAP operating income adjusted for non-cash items). (100% of target) Maximum Threshold: ≤\$36 million (110% payout). Minimum Threshold: ≤ \$44 million cash burn (95% of target). No payout below this threshold.	\$39.3 million. Target exceeded.	102% of target
Clinical Objective – Data Publication	10%	Target: SAHARA RCT study publication submission date by October 31, 2023. (100% of target) Maximum Threshold: Publication by August 31, 2023. (120% of target) Minimum Threshold : Publication by December 31, 2023. (80% of target)	Submitted August 2023. Target exceeded.	120% of target
Reimbursement Objective - Contracts	10%	Target: Achieve at least two specific reimbursement coverage contracts. (100% of target) Maximum Threshold: Achieve four specific reimbursement coverage contracts. (120% of target) Minimum Threshold: Achieve one specific reimbursement coverage contract. (80% of target)	Four reimbursement coverage contracts received. Target exceeded.	120% of target

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2023 Cash Bonus Amounts

In February 2024, the committee determined our achievement rate as against our 2023 corporate and strategic objectives was 44.3% of the target achievement level, resulting in the payment of bonuses to our named executive officers in an amount equal to 44.3% of their respective target bonus amounts. The 2023 cash bonuses paid to our named executive officers are included in the “Non-Equity Incentive Plan Compensation” column of the 2023 Summary Compensation Table below.

The bonus achievement rate reflected our over-achievement of the financial, clinical and reimbursement objectives, but the inability to achieve our commercial objectives pertaining to revenue growth, which reflected 60% of the aggregate bonus opportunity. While our total revenue increased 14% in 2023 compared to the prior year, the minimum revenue growth rate required for payout under the commercial objective was set at 25% to receive a 90% payout, and 35% to receive a 100% payout. Since we did not achieve the threshold level of revenue growth performance, no bonus was payable with respect to the commercial milestone component of the cash bonus program.

Our inability to achieve our commercial objectives arose primarily out of certain unexpected reimbursement uncertainties. In June 2023, five of the seven Medicare Administrative Contractors, or MACs, published local coverage determinations, or LCDs, that would have characterized certain procedures associated with our OMNI and SION technologies as investigational and thus non-covered for Medicare beneficiaries in the jurisdictions covered by those MACs. While these LCDs were ultimately withdrawn before they became effective, the uncertainty of coverage combined with accounts reducing inventory levels led to lower sales in our surgical glaucoma segment in the second half of 2023.

While we were unable to achieve our commercial objectives, we were able to achieve our cash burn, clinical, and reimbursement objectives. For our cash burn objective, we proactively adjusted our planned spending in 2023 to account for lower revenue, and were able to adjust our plans to still meet this objective without compromising on our long-term value drivers, including investing in our pipeline, commercial infrastructure, and market access initiatives. In addition, across the organization we incurred lower incentive-based compensation (bonuses and commissions) due to lower revenue. Our other key value drivers, including the submission of our SAHARA RCT and achieving four reimbursement contracts for our OMNI Surgical System, were achieved ahead of expectations. Since we exceeded the threshold and target levels for our cash burn, clinical, and reimbursement objectives, bonuses were payable for these components of the cash bonus program as reflected in the table above.

Pay-for-Performance Philosophy

The committee evaluated the circumstances of our failure to achieve our commercial objectives, including the potential impact of the 2023 cash bonus payouts on our ability to motivate and retain our key employees. and determined no discretionary adjustments to the final corporate achievement percentage would be made, notwithstanding the significant contributions made by our employees to the growth and success of the business during the year. The strong correlation between the achievement of our business and strategic objectives and the actual compensation paid under our 2023 cash bonus program reflects our commitment to our pay-for-performance philosophy.

Equity Incentive Compensation

We generally offer equity awards to our employees, including our named executive officers, as the long-term incentive component of our executive compensation program. New equity awards are made pursuant to our 2021 Incentive Award Plan, which has been approved by our Board and stockholders.

Historically, we offered stock options to our employees, but beginning in September 2021, we commenced the grant of restricted stock units, or RSUs, in addition to stock options. Stock options generally allow employees to purchase shares of our common stock at a price equal to the fair market value of our common stock on the grant date, as determined by the Board. RSUs generally allow employees to receive shares of our common stock upon the vesting and settlement of the RSUs.

Stock options granted upon an employee’s commencement of employment generally vest as to 25% of the underlying shares on the first anniversary of the grant date and in equal monthly installments over the following three years. Subsequent grants of stock options to employees generally vest as to 1/48th of the shares underlying the stock option each month for four years following the grant date. Historically, our stock options have been intended to qualify as “incentive stock options” to the extent permitted under the Internal Revenue Code.

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Prior to 2024, the RSUs we granted generally vested in four equal annual tranches on each anniversary of the grant date. Commencing with our 2024 annual equity grant cycle, we granted RSUs that vest in equal quarterly installments for four years following the grant date. In the case of new employees, RSUs vest as to 25% of the underlying shares on the first anniversary of the grant date and in equal quarterly installments over the following three years.

During 2023, our committee made certain other adjustments to our equity grant philosophy to:

- move away from determination of equity awards based on number of shares issuable upon exercise or settlement of such awards to determination of equity awards based on fixed dollar value;
- alter the historical mix of stock options and RSUs granted to employees such that our employees at all levels of the organization, including our named executive officers, receive more RSUs than stock options (based on fixed dollar value); and
- provide that exempt, entry-level employees will not be eligible to receive equity grants until they have reached a certain tenure level.

During 2023, our committee evaluated our historical use of time-based vesting with respect to our equity awards. While we believe time-based vesting continues to be appropriate in light of peer group practices with respect to equity grants, employee retention and engagement considerations, and our status as a relatively new public company, the committee has discussed the appropriate timing for the introduction of performance-based vesting for equity awards granted to our executives. The committee currently plans to consider the use of performance-based vesting commencing with the 2025 equity grant cycle for a portion of the awards granted to key senior executives, though the committee retains the discretion to accelerate or delay this timeframe.

When determining the value of equity awards to be granted to each named executive officer, the committee generally considers several factors, including the position and level of responsibility of the executive, the timing and value of recent equity awards granted to the executive, the executive's tenure with us, and peer group survey data regarding the level of equity ownership by executives with similar titles and levels of responsibility at the peer group companies. The committee also takes into account our achievement of significant milestones during the period prior to the grant date, such as revenue growth, important clinical or regulatory achievements, and the retentive effect of outstanding option awards given that a significant portion of our outstanding option awards are currently substantially "out of the money."

During the fourth quarter of 2022, we conducted an equity-focused employee retention and engagement program pursuant to which we granted RSUs to all employees other than our executive team. This program was in recognition of the fact that a significant portion of employee equity was "out of the money" at such time and thus had little or no retentive effect, and was also intended to reward the significant contributions made by our employees to the achievement of our strategic objectives during a challenging year. During the committee's compensation review in the first quarter of 2023, it elected to extend this retention and engagement program to our senior executives. In doing so, the committee determined stock options were the appropriate equity vehicle to use for the program, as such awards only have value to the extent our stock price increases above their exercise price, which directly aligns the interests of our executives with those of our stockholders. Thus, in March 2023, in addition to his annual equity award, the committee approved a one-time stock option award to Mr. Badawi exercisable for up to 102,600 shares of common stock at an exercise price of \$9.78 per share. The other members of our senior executive team also received one-time stock option awards at the same time (although Ms. Bauerlein and Mr. Link did not receive these awards as they commenced employment with us following the issuance of awards under the program).

In April and September 2023, respectively, Ms. Bauerlein and Mr. Link received equity awards in connection with the commencement of their employment with us. The value of the awards was primarily determined based on an analysis of equity awards typically received by executives with similar titles and levels of responsibility upon commencement of employment, based on an assessment of peer group survey data provided by Compensia.

The stock options and RSUs granted to our named executive officers during 2023 are described in the tables below.

Named Executive Officer	2023 Aggregate Option Awards
Paul Badawi	225,700 ⁽¹⁾
Alison Bauerlein	71,800 ⁽²⁾
Matthew Link	526,430 ⁽³⁾

(1) Reflects (i) a stock option exercisable for up to 123,100 shares of our common stock, and (ii) a stock option exercisable for up to 102,600 shares of our common stock, in each case at an exercise price of \$9.78 per share. Each of these option awards vest over 48 equal monthly installments following the grant date, subject to Mr. Badawi's continued service to us through the applicable vesting dates.

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- (2) In connection with commencement of her employment with us on April 3, 2023, Ms. Bauerlein received stock options to purchase up to 71,800 shares of our common stock at an exercise price of \$10.10 per share, which vested and became exercisable as to 25% of the underlying shares on April 3, 2024, and shall vest as to the remainder of such shares in 36 equal monthly installments thereafter, subject to Ms. Bauerlein's continued service to us through the applicable vesting dates.
- (3) In connection with commencement of his employment with us on September 11, 2023, Mr. Link received stock options to purchase up to 526,430 shares of our common stock at an exercise price of \$2.06 per share, which shall vest and become exercisable as to 25% of the underlying shares on September 11, 2024, and as to the remainder of such shares in 36 equal monthly installments thereafter, subject to Mr. Link's continued service to us through the applicable vesting dates.

Named Executive Officer	2023 Aggregate RSU Awards
Paul Badawi	176,600 ⁽¹⁾
Alison Bauerlein	103,000 ⁽²⁾
Matthew Link	747,572 ⁽³⁾

- (1) Reflects an annual grant of 176,600 RSUs, which vest in four equal annual installments commencing January 15, 2024 and continuing through January 15, 2027, subject to Mr. Badawi's continued service to us through the applicable vesting dates.
- (2) In connection with commencement of her employment with us on April 3, 2023, Ms. Bauerlein received a grant of 103,000 RSUs, which vest in four equal annual installments commencing May 15, 2024 and continuing through May 15, 2027, subject to Ms. Bauerlein's continued service to us through the applicable vesting dates.
- (3) In connection with commencement of his employment with us on September 11, 2023, Mr. Link received a grant of 747,572 RSUs, which vest in four equal annual installments commencing October 15, 2024 and continuing through October 15, 2027, subject to Mr. Link's continued service to us through the applicable vesting dates.

Other Employee Benefit Plans and Programs

Our named executive officers are eligible to participate in our employee benefit plans and programs, including medical, dental, and vision benefits and long-term disability insurance, basic life insurance, and health savings accounts, to the same extent as our other full-time employees, subject to the terms and eligibility requirements of those plans. We also sponsor a 401(k) defined contribution plan in which our named executive officers may participate, subject to limits imposed by the Code, to the same extent as our other full-time employees. We made employer contributions to the 401(k) plan for 2023 in an amount equal to 25% of the first 6% of eligible compensation deferred during 2023. We have not typically provided our executive officers with any perquisites, and none of the named executive officers received perquisites for 2023. We design our employee benefits programs to be affordable and competitive in relation to the market, and compliant with applicable laws and practices. We adjust our employee benefits programs as needed based upon changes in applicable laws and market practices.

Employment, Severance or Change in Control Agreements

We have entered into employment agreements with each of our named executive officers. Under the employment agreements, if we terminate a named executive officer's employment without "cause," or the named executive officer resigns for "good reason" (and other than in connection with a change in control), subject to the execution and non-revocation of a separation agreement and release with the Company and compliance with restrictive covenants contained therein, the named executive officer will be entitled to receive (i) continued payment of base salary for 18 months for Mr. Badawi, or 12 months for Ms. Bauerlein and Mr. Link, (ii) any unpaid bonus earned for the year prior to the year of termination, (iii) for Mr. Badawi, a prorated annual bonus for the year of termination based on actual performance and payable when annual bonuses for such year are paid to other executives of the Company, and (iv) direct payment of or reimbursement for COBRA premiums, less the amount the named executive officer would have paid for coverage as an active employee, for up to 18 months for Mr. Badawi, and for up to 12 months for Ms. Bauerlein and Mr. Link. If such a qualifying termination occurs on or within 12 months following the date of a change in control, subject to the execution and non-revocation of a separation agreement and release with the Company and compliance with restrictive covenants contained therein, the named executive officer will be entitled to receive, in lieu of the payments and benefits described above, (i) continued payment of the named executive officer's base salary for 24 months for Mr. Badawi, or 18 months for Ms. Bauerlein and Mr. Link, (ii) any unpaid bonus earned for the year prior to the year of termination, (iii) a payment equal to 2 times for Mr. Badawi, or 1.5 times for Ms. Bauerlein and Mr. Link, the named executive officer's target annual bonus for the year of termination, (iv) direct payment of or reimbursement for COBRA premiums, less the amount the named executive officer would have paid for coverage as an active employee, for up to 24 months for Mr. Badawi, or 18 months for Ms. Bauerlein and Mr. Link, and (v) for each named executive officer, all unvested equity or equity-based awards that vest solely based on the named executive officer's continued employment or service with the Company will accelerate and vest in respect of 100% of the shares subject thereto.

Other Compensation Policies and Practices

Policy for Recovery of Erroneously Awarded Compensation

We have adopted a Policy for Recovery of Erroneously Awarded Compensation pursuant to which we are required to seek recoupment or reimbursement with respect to incentive-based compensation paid or awarded to our executive officers when the following three factors exist:

- the incentive compensation payment or award was based upon the achievement of financial results that were subsequently the subject of a restatement to correct an accounting error due to material noncompliance with any financial reporting requirement under the federal securities laws;
- a lower payment or award would have been made to such executive officer based upon the restated financial results; and
- the requirement to file the restatement was identified within three years after the date of the first public filing of the financial results that were subsequently the subject of the accounting restatement.

Under the policy, the restatement does not need to be the result of misconduct by the executive officers for the recoupment to apply. The recoupment or reimbursement to be sought by us will be equal to the portion of any performance-based compensation paid to or received by such executive officer for or during each of the restated periods that is greater than the amount that would have been paid or received had the financial results been properly reported.

We believe this policy reinforces our pay-for performance philosophy and contributes to a company culture that emphasizes integrity and accountability in financial reporting.

Stock Ownership Guidelines

We maintain stock ownership guidelines to further align the interests of our executive officers and directors with those of our stockholders. Each of our executive officers and directors is required to comply with the minimum ownership levels and timing of compliance outlined in the stock ownership guidelines.

The following are the current guideline levels:

Participant	Salary/Cash Multiple Threshold
Chief Executive Officer	5X annual base salary
Other Executive Officers	1X annual base salary
Directors	5X annual cash retainer for Board service (not including committee membership or chairperson retainers)

If an executive officer or director fails to reach, or falls below, the minimum ownership level set forth in the stock ownership guidelines, he or she may be required to retain 100% of any net shares derived from vested awards under our equity incentive plans until his or her minimum ownership level is met or, if necessary, to retain the minimum ownership level.

The individuals subject to these guidelines will have until the later of the fifth anniversary of the effective date of the guidelines or, if applicable, five years after the date the covered individual is appointed or elected, as applicable, to his or her position to comply with the minimum stock ownership requirement.

Policy Prohibiting Insider Trading, Hedging, Short Sales or Pledging of Our Equity Securities

Subject to certain limited exceptions contained in our Insider Trading Compliance Policy, all of our employees, including our executive officers, and the members of our Board, are prohibited from (i) directly or indirectly engaging in any transaction involving our securities while aware of material nonpublic information relating to us, (ii) engaging in transactions involving the securities of any other company while aware of material nonpublic information about that company, (iii) disclosing material nonpublic information concerning us or any other company to friends, family members or any other person or entity not authorized to receive such information where such person or entity may benefit by trading on the basis of such information, (iv) engaging in derivative securities transactions, including hedging our common stock, (v) engaging in short sales of our securities, and (vi) pledging our securities as collateral or holding our securities in a margin account.

Accounting Considerations

Accounting for Stock-Based Compensation

We follow the FASB ASC Topic 718 in accounting for our stock-based compensation awards. FASB ASC Topic 718 requires us to measure the compensation expense for all stock-based payment awards made to our employees and members of our Board, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may realize no value from their awards.

2023 Summary Compensation Table

The following table sets forth all of the compensation awarded to or earned by or paid to our named executive officers during 2023 and 2022. The amounts set forth in the table have been calculated in accordance with the requirements of applicable SEC rules, and do not necessarily reflect the amounts that have actually been paid to, or which may be realized by, our named executive officers.

Name and Principal Position	Year	Salary (\$)	RSU Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
Paul Badawi President and Chief Executive Officer	2023	610,000	1,727,148	1,303,282	243,207	18,385 ⁽⁵⁾	3,902,022
	2022	580,000	1,538,256	3,291,070	340,298	—	5,749,624
Alison Bauerlein ⁽⁶⁾ Chief Financial Officer	2023	306,185	1,040,300	429,285	67,820	4,593	1,848,183
Matthew Link ⁽⁷⁾ Chief Commercial Officer	2023	127,468	1,539,998	660,038	28,234	1,912	2,357,650

- (1) Amounts reflect the grant date fair value of RSUs granted during the year computed in accordance with ASC Topic 718.
- (2) Amounts reflect the grant date fair value of stock options granted during the year computed in accordance with ASC Topic 718. We provide information regarding the assumptions used to calculate the value of stock options in Note 11 to the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Annual Report”).
- (3) Amounts represent bonuses earned by our named executive officers under our annual cash incentive program. Refer to “— Annual Cash Incentive Compensation” above for additional information regarding the 2023 annual cash incentive program.
- (4) Except as otherwise noted, amounts in this column represent matching contributions made by the Company to the named executive officers under the 401(k) plan.
- (5) Includes the costs associated with Mr. Badawi’s attendance at a Company sales event, including the related tax gross-up reimbursement (\$12,470). The same reimbursement methodology was applied to all Company employees who attended the event.
- (6) Ms. Bauerlein commenced employment with us on April 3, 2023. The base salary amount represents the pro-rated portion of her annual base salary (\$410,000) for the period from commencement of her employment through December 31, 2023.
- (7) Mr. Link commenced employment with us on September 11, 2023. The base salary amount represents the pro-rated portion of his annual base salary (\$410,000) for the period from commencement of his employment through December 31, 2023.

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Outstanding Equity Awards at 2023 Fiscal Year-End

The following table provides information about stock options and RSUs held by each of our named executive officers as of December 31, 2023.

Name	Stock Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of RSUs That Have Not Yet Vested (#)	Market Value of RSUs That Have Not Yet 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
Paul Badawi	419,790	230,210 ⁽¹⁾	10.96	5/24/2031	65,850 ⁽²⁾	339,786		
	37,944	20,809 ⁽¹⁾	24.00	7/13/2031	176,600 ⁽⁵⁾	911,256		
	168,331	182,969 ⁽²⁾	17.52	2/8/2032				
	51,722	173,978 ⁽³⁾	9.78	3/16/2033				
Alison Bauerlein	—	71,800 ⁽⁶⁾	10.10	5/9/2033	103,000 ⁽⁸⁾	531,480		
Matthew Link	—	526,430 ⁽⁷⁾	2.06	11/13/2033	747,572 ⁽⁹⁾	3,857,472	—	—

- (1) This stock option vests in 48 equal monthly installments following the vesting commencement date of May 24, 2021, subject to the executive's continued service to us through the applicable vesting date.
- (2) This stock option vests in 48 equal monthly installments following the vesting commencement date of January 1, 2022, subject to the executive's continued service to us through the applicable vesting date.
- (3) This stock option vests in 48 equal monthly installments following the vesting commencement date of January 1, 2023, subject to the executive's continued service to us through the applicable vesting date.
- (4) These RSUs vest as to 25% of the underlying shares on each of January 1, 2023; January 1, 2024; January 1, 2025; and January 1, 2026, subject to the executive's continued service to us through the applicable vesting dates.
- (5) These RSUs vest as to 25% of the underlying shares on each of January 1, 2024; January 1, 2025; January 1, 2026; and January 1, 2027, subject to the executive's continued service to us through the applicable vesting dates.
- (6) This stock option vests as to 25% of the underlying shares on the first anniversary of the vesting commencement date of April 3, 2023, and in 36 equal monthly installments thereafter, subject to the executive's continued service to us through the applicable vesting dates.
- (7) This stock option vests as to 25% of the underlying shares on the first anniversary of the vesting commencement date of September 11, 2023, and in 36 equal monthly installments thereafter, subject to the executive's continued service to us through the applicable vesting dates.
- (8) These RSUs vest as to 25% of the underlying shares on each anniversary of the vesting commencement date of April 3, 2023, subject to the executive's continued service to us through the applicable vesting dates.
- (9) These RSUs vest as to 25% of the underlying shares on each anniversary of the vesting commencement date of September 11, 2023, subject to the executive's continued service to us through the applicable vesting dates.

DIRECTOR COMPENSATION

Under our non-employee director compensation program, each non-employee director receives the following amounts for their service to the Board:

- upon the director's initial election or appointment to the Board, a number of RSUs equal to \$240,000 divided by the closing price of our common stock on the grant date;
- on the date of our annual meeting of stockholders, if the director has served on the Board for at least six months as of the date of the annual meeting, a number of RSUs equal to \$120,000 divided by the closing price of our common stock on the grant date; and
- an annual director fee of \$40,000 paid in cash.

In addition, if the director serves on a committee of the Board or in the other capacities stated below, the director will receive additional annual fees paid in cash as follows:

- non-executive chairperson of the board, \$37,500;
- lead independent director (if applicable), \$25,000;
- chairperson of the audit committee, \$20,000;
- audit committee member other than the chair, \$10,000;
- chairperson of the compensation committee, \$15,000;
- compensation committee member other than the chairperson, \$7,500;
- chairperson of the nominating and governance committee, \$10,000;
- nominating and governance committee member other than the chair, \$5,000;
- chairperson of the commercial strategy committee, \$12,000, and
- commercial strategy committee member other than the chair, \$6,000.

Director fees are payable in arrears in quarterly installments not later than the fifteenth day following the final day of each calendar quarter and prorated for any portion of a quarter that a director is not serving as a non-employee director or a committee member on our board.

RSUs granted upon a director's initial election or appointment to the Board vest in three equal annual installments following the grant date. RSUs granted annually to directors vest in a single installment on the earlier of the date of the next annual meeting of stockholders or the first anniversary of the grant date. In addition, all unvested RSUs vest in full upon the occurrence of a change in control.

Mr. Badawi, our President and Chief Executive Officer, and Dr. Badawi, our Chief Technology Officer, both served on our Board during 2023, but have not been included in the 2023 Director Compensation Table below because they did not receive any additional compensation for this service. Information regarding Mr. Badawi's and Dr. Badawi's compensation paid in 2023 is included in the 2023 Summary Compensation Table, the Outstanding Equity Awards at 2023 Fiscal Year-End Table, and the associated narrative disclosure above.

[TABLE OF CONTENTS](#)**2023 Director Compensation Table**

The following table sets forth all compensation paid or awarded to our non-employee directors during fiscal year 2023. The amounts set forth in the table have been calculated in accordance with the requirements of applicable SEC rules, and do not necessarily reflect the amounts that have actually been paid to, or which may be realized by, our directors.

Name	Fees Earned or Paid in Cash (\$)	RSU Awards (\$) ⁽¹⁾	Total (\$)
Brenda Becker	47,328	120,000	167,328
Staffan Encrantz	87,908	120,000	207,908
Tamara Fountain, M.D. ⁽²⁾	41,056	360,000	401,056
Mack Hicks ⁽³⁾	13,194	—	13,194
Catherine Mazzacco	16,337	240,000	256,337
Erica Rogers	62,303	120,000	182,303
Valeska Schroeder, Ph.D. ⁽⁴⁾	32,754	—	32,754
Donald Zurbay	67,500	120,000	187,500

- (1) Amounts reflect the grant date fair value of the RSUs granted during the given year computed in accordance with ASC Topic 718.
- (2) Dr. Fountain joined our Board in July 2022, but due to certain conflict of interest requirements arising out of her previous tenure as President of the America Academy of Ophthalmology, she declined compensation for her service as a director during 2022. Commencing January 1, 2023, Dr. Fountain became eligible to receive compensation pursuant to the terms of our non-employee director compensation program.
- (3) Effective January 5, 2023, Mr. Hicks stepped down as a Class II Director and as a member of the Audit Committee. The RSUs granted to Mr. Hicks in 2022 remained unvested and were forfeited as a result of his departure.
- (4) Dr. Schroeder's term as a Class II Director and as a member of the Compensation Committee expired at our Annual Meeting of Stockholders held on June 8, 2023.

Equity Awards Held by Directors

The table below shows the aggregate numbers of stock options (exercisable and unexercisable) and RSUs held as of December 31, 2023 by each non-employee director who was serving as of December 31, 2023.

Name	Stock Options	RSUs
Brenda Becker	—	27,043
Staffan Encrantz	—	15,094
Tamara Fountain, M.D.	—	33,071
Catherine Mazzacco	—	30,189
Erica Rogers	100,000	15,094
Donald Zurbay	90,000	15,094

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a) (#)
	(a)	(b)	(c)
Equity compensation plans approved by stockholders ⁽¹⁾⁽²⁾	7,701,551	\$ 9.00	7,521,403
Equity compensation plans not approved by stockholders	—	—	—
Total	<u>7,701,551</u>	<u>\$ 9.00</u>	<u>7,521,403</u>

(1) The Company initially reserved 5,200,000 shares of common stock for future issuance under the 2021 Plan. The initial reserve is subject to an annual increase on the first day of each calendar year, ending on and including January 1, 2031. The annual increases are equal to the lesser of (i) 5% of the aggregate number of shares of common stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of common stock as determined by the Board, subject to certain limitations.

(2) The Company initially reserved 850,000 shares of common stock for future issuance under the Employee Stock Purchase Plan (“ESPP”). The initial reserve is subject to an annual increase on the first day of each calendar year, ending on and including January 1, 2031. The annual increases are equal to the lesser of (i) 1% of the aggregate number of shares of common stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of common stock as determined by the Board, subject to certain limitations.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to holdings of our common stock by: (i) stockholders who beneficially owned more than 5% of the outstanding shares of our common stock, and (ii) each of our directors (which includes all nominees), each of our named executive officers, and all directors and executive officers as a group as of April 9, 2024, unless otherwise indicated. The number of shares beneficially owned by each stockholder is determined under rules issued by the SEC. Under these rules, beneficial ownership includes any shares as to which a person has sole or shared voting power or investment power. Applicable percentage ownership is based on 49,745,926 shares of common stock outstanding as of April 9, 2024. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by such person that are currently exercisable or will become exercisable within 60 days of April 9, 2024, and shares of common stock subject to the vesting and settlement of RSUs held by such person that will be vested and settled within 60 days of April 9, 2024, are considered outstanding, although these shares are not considered outstanding for purposes of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed below is Sight Sciences, Inc., 4040 Campbell Ave, Suite 100, Menlo Park, California 94025. We believe, based on information provided to us, that each of the stockholders listed below has sole voting and investment power with respect to the shares beneficially owned by the stockholder unless noted otherwise, subject to community property laws where applicable.

Name of Beneficial Owners	Number of Shares of Common Stock Beneficially Owned	Percentage of Outstanding Common Stock
<i>Significant Stockholders and Affiliated Entities:</i>		
KCK Ltd. ⁽¹⁾	4,646,866	9.3%
Allegro Investment Fund, L.P. and associated entities ⁽²⁾	4,022,118	8.1%
Bank of America Corporation ⁽³⁾	3,174,134	6.4%
UBS Group AG ⁽⁴⁾	2,879,863	5.8%
<i>Directors and Named Executive Officers:</i>		
Paul Badawi ⁽⁵⁾	5,978,746	11.8%
Matthew Link ⁽⁶⁾	—	*
Alison Bauerlein ⁽⁷⁾	56,257	*
David Badawi, M.D. ⁽⁸⁾	1,960,600	3.9%
Staffan Encrantz ⁽²⁾⁽⁹⁾	6,218,526	12.5%
Erica Rogers ⁽¹⁰⁾	119,534	*
Donald Zurbay ⁽¹¹⁾	108,284	*
Brenda Becker ⁽¹²⁾	18,773	*
Tamara Fountain, M.D. ⁽¹³⁾	15,094	*
Catherine Mazzacco ⁽¹⁴⁾	10,063	*
All Directors and Executive Officers as a group (12 individuals)	<u>14,952,432</u>	<u>28.9%</u>

* Less than one percent.

(1) Based solely on a Schedule 13G/A filed on February 14, 2024 on behalf of KCK Ltd. (“KCK”) and information known to the Company. The board of directors of KCK, consisting of Antoine Sacy, Kamal Kassar, and Nael Karim Kassar, has delegated its authority to vote or invest the shares to Nael Karim Kassar. As such, Nael Karim Kassar may also be deemed to have sole voting and investment with respect to the shares. KCK Medical Technologies (“KCK MedTech”) is a division of KCK-US Inc., a wholly owned subsidiary of KCK. The principal address for KCK MedTech is 368 E. Campbell Avenue, Suite 200, Campbell, California 95008. The principal address for KCK is Corner House 4th Floor, 20 Parliament Street, Hamilton, HM 12, Bermuda.

(2) Based solely on a Schedule 13D/A filed with the SEC on December 1, 2023 on behalf of Allegro Investment Fund, L.P. (“Allegro Investment Fund”), Allegro Investors LLC (“Allegro Investors”), Allegro Investment Inc. (“Allegro Investment”) and, together with Allegro Investment Fund and Allegro Investors, “Allegro”) and Staffan Encrantz and information known to the Company. Allegro Investment provides business management services to the Allegro Investment Fund and may be deemed to have sole power to vote and to dispose of the shares directly owned by the Allegro Investment Fund. Allegro Investment Fund’s general partner is Allegro Fund GP Ltd. (the “GP”). The members of the GP’s board of directors are Jennifer Le Chevalier, Stacy White, and Mr. Encrantz. Mr. Encrantz, a member of our Board, is the president and sole director of Allegro Investment and the sole member of the Allegro Investors and may be deemed to have sole power to vote and to dispose of the shares directly owned by the Allegro Investment Fund and the Allegro Investors. The principal address for the entities affiliated with Allegro is 525 Middlefield Road, Suite 220, Menlo Park, California 94025.

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- (3) Based solely on a Schedule 13G filed with the SEC on February 13, 2024 on behalf of Bank of America Corporation (“Bank of America”) and its wholly owned subsidiaries Bank of America N.A.; BofA Securities, Inc.; and Merrill Lynch International. The address of the principal business office for the entities affiliated with Bank of America is Bank Of America Corporate Center, 100 N Tryon St, Charlotte, North Carolina 28255.
- (4) Based solely on a Schedule 13G filed with the SEC on February 7, 2024 on behalf of UBS Group AG and certain subsidiaries. The principal address for UBS Group AG is Bahnhofstrasse 45, PO Box CH-8021, Zurich, Switzerland.
- (5) Based on a Schedule 13G/A filed on February 14, 2023 and information known to the Company. Includes 823,742 shares of common stock which Mr. Badawi has the right to acquire upon the exercise of stock options exercisable within 60 days of April 9, 2024.
- (6) Mr. Link does not own any common stock or stock options, RSUs or other securities that are currently exercisable or will become exercisable within 60 days of April 9, 2024.
- (7) Includes (i) 25,750 shares of common stock which Ms. Bauerlein has the right to acquire upon the vesting and settlement of RSUs within 60 days of April 9, 2024, and (ii) 20,917 shares of common stock which Ms. Bauerlein has the right to acquire upon the exercise of stock options exercisable within 60 days of April 9, 2024.
- (8) Includes 358,156 shares of common stock which Dr. Badawi has the right to acquire upon the exercise of stock options exercisable within 60 days of April 9, 2024.
- (9) Includes (i) 4,022,118 shares of common stock Mr. Encrantz indirectly beneficially owns through the Allegro entities as described in footnote 2 to this table, (ii) 1,184,258 shares of common stock Mr. Encrantz indirectly beneficially owns through the 1997 Staffan Encrantz and Margareta Encrantz Revocable Trust, of which Mr. Encrantz is a trustee, and (iii) 997,056 shares of common stock held directly by Mr. Encrantz, and (iv) 15,094 shares of common stock which Mr. Encrantz shall acquire upon the vesting and settlement of RSUs on June 8, 2024.
- (10) Includes (i) 15,094 shares of common stock Ms. Rogers shall acquire upon the vesting and settlement of RSUs on June 8, 2024, and (ii) 92,500 shares of common stock which Ms. Rogers has the right to acquire upon the exercise of stock options exercisable within 60 days of April 9, 2024.
- (11) Includes (i) 15,094 shares of common stock Mr. Zurbay shall acquire upon the vesting and settlement of RSUs on June 8, 2024, and (ii) 81,250 shares of common stock which Mr. Zurbay has the right to acquire upon the exercise of stock options exercisable within 60 days of April 9, 2024.
- (12) Includes 15,094 shares of common stock Ms. Becker shall acquire upon the vesting and settlement of RSUs on June 8, 2024.
- (13) Includes 15,094 shares of common stock Dr. Fountain shall acquire upon the vesting and settlement of RSUs on June 8, 2024.
- (14) Includes 10,063 shares of common stock Ms. Mazzacco shall acquire upon the vesting and settlement of RSUs on June 8, 2024.

CERTAIN RELATIONSHIPS AND RELATED-PERSON TRANSACTIONS

Policies and Procedures for Related-Person Transactions

Our Board has adopted a Related Person Transaction Policy and Procedures, setting forth the policies and procedures for the review and approval or ratification of related-person transactions. Under the policy, our finance department is primarily responsible for developing and implementing processes and procedures to obtain information regarding related persons with respect to potential related-person transactions and then determining, based on the facts and circumstances, whether such potential related-person transactions do, in fact, constitute related-person transactions requiring compliance with the policy. Any potential related-person transaction that is proposed to be entered into by the Company must be reported to our Chief Financial Officer or his or her designee, by both the related person and the person at the Company responsible for such potential related-person transaction. If our finance department determines that a transaction or relationship is a related-person transaction requiring compliance with the policy, the finance team is required to present to the Audit Committee all relevant facts and circumstances relating to the related-person transaction. The Audit Committee must review the relevant facts and circumstances of each related-person transaction, including if the transaction is on terms comparable to those that could be obtained in arm's-length dealings with an unrelated third party and the extent of the related person's interest in the transaction, take into account the conflicts of interest and corporate opportunity provisions of our Code of Business Conduct and Ethics, and either approve or disapprove the related-person transaction. If advance Audit Committee approval of a related-person transaction requiring the Audit Committee's approval is not feasible, then the transaction may be preliminarily entered into by management upon prior approval of the transaction by the chairperson of the Audit Committee subject to ratification of the transaction by the Audit Committee at the Audit Committee's next regularly scheduled meeting; provided, that if ratification is not forthcoming, management will make all reasonable efforts to cancel or annul the transaction. If a transaction was not initially recognized as a related-person transaction, then upon such recognition the transaction will be presented to the Audit Committee for ratification at the Audit Committee's next regularly scheduled meeting; provided, that if ratification is not forthcoming, management will make all reasonable efforts to cancel or annul the transaction. Our management will update the Audit Committee as to any material changes to any approved or ratified related-person transaction and will provide a status report at least annually of all then-current related-person transactions. No director may participate in approval of a related-person transaction for which he or she is a related person.

The following are certain transactions, arrangements and relationships with our directors, executive officers and stockholders owning 5% or more of our outstanding common stock, or any member of the immediate family of any of the foregoing persons, since January 1, 2022, other than equity and other compensation, termination, change in control and other arrangements, which are described in the sections titled "Executive Compensation" and "Director Compensation".

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director (and in certain cases their related venture capital funds) and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, fines, and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as a director or executive officer.

Equity Incentive Awards Granted to Directors and Executive Officers

As of December 31, 2023, we have granted stock options and RSUs to certain of our directors and executive officers as more fully described in the sections titled "*Executive Compensation*" and "*Director Compensation*".

SOLICITATION OF PROXIES

The accompanying proxy is solicited by and on behalf of our Board, whose Notice of Annual Meeting of Stockholders is attached to this Proxy Statement, and the entire cost of our solicitation will be borne by us. In addition to the use of mail, proxies may be solicited by personal interview, telephone, e-mail and facsimile by our directors, officers and other employees who will not be specially compensated for these services. We will also request that brokers, nominees, custodians and other fiduciaries forward soliciting materials to the beneficial owners of shares held by the brokers, nominees, custodians and other fiduciaries. We will reimburse these persons for their reasonable expenses in connection with these activities.

Certain information contained in this Proxy Statement relating to the occupations and security holdings of our directors and officers is based upon information received from the individual directors and officers.

In connection with our solicitation of proxies for the Annual Meeting, we will file this Proxy Statement and the attached proxy card with the SEC. Stockholders and other interested parties may obtain this Proxy Statement (and any amendments and supplements thereto) and other documents we file with the SEC from time to time without charge from the SEC's website at: www.sec.gov.

STOCKHOLDER PROPOSALS

Stockholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our 2025 Annual Meeting of Stockholders pursuant to Rule 14a-8 under the Exchange Act must submit the proposal to our Secretary at our principal executive offices at 4040 Campbell Ave, Suite 100, Menlo Park, California 94025 in writing not later than December 27, 2024.

Stockholders intending to present a proposal at the 2025 Annual Meeting of Stockholders, or to nominate a person for election as a director, but to not include the proposal or nomination in our proxy statement, must comply with the requirements set forth in our Amended and Restated Bylaws. Our Amended and Restated Bylaws require, among other things, that our Secretary receive written notice from the stockholder of record of their intent to present such proposal or nomination not earlier than the 120th day and not later than the 90th day prior to the anniversary of the preceding year's annual meeting. Therefore, we must receive notice of such a proposal or nomination no earlier than February 8, 2025 and no later than March 8, 2025. The notice must contain the information required by the Amended and Restated Bylaws, a copy of which is available upon request to our Secretary. In the event that the date of the 2025 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after June 6, 2025, then our Secretary must receive such written notice not later than the 90th day prior to the 2025 Annual Meeting of Stockholders or, if later, the 10th day following the day on which public disclosure of the date of such meeting is first made by us.

In addition to satisfying the foregoing requirements under our Amended and Restated Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 7, 2025.

We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our executive officers, directors, and persons who own more than 10% of a registered class of securities to file initial reports of ownership of our common stock and reports of changes in such ownership with the SEC. To our knowledge, all required filings pursuant to Section 16(a) were timely made during fiscal year 2023, except for the filings identified below:

- a statement of change of beneficial ownership of securities on Form 4 for Brenda Becker was inadvertently not filed on a timely basis. A Form 4 was filed for Ms. Becker on June 12, 2023; and
- an initial statement of beneficial ownership of securities on Form 3 and a statement of change of beneficial ownership of securities on Form 4 for Catherine Mazzacco were inadvertently not filed on a timely basis. A Form 3 and Form 4 were filed for Ms. Mazzacco on July 3, 2023.

ANNUAL REPORT ON FORM 10-K

A copy of the 2023 Annual Report, including the financial statements and schedules thereto (but not including exhibits), as filed with the SEC, will be sent to any stockholder of record on April 9, 2024 without charge upon written request addressed to:

Sight Sciences, Inc.
Attention: Secretary
4040 Campbell Ave, Suite 100
Menlo Park, CA 94025

A reasonable fee will be charged for copies of exhibits. You also may access this Proxy Statement and the 2023 Annual Report at www.proxyvote.com or at www.sightsciences.com.

OTHER MATTERS

Our Board is not aware of any matters to be presented for action at the Annual Meeting other than the matters referred to above and does not currently intend to bring any other matters before the Annual Meeting. However, if other matters should come before the Annual Meeting, it is intended that holders of the proxies named on the Company's proxy card will vote thereon in their discretion.

It is important that your shares be represented at the Annual Meeting regardless of the number of shares you may hold. Whether or not you plan to attend the Annual Meeting online, we urge you to vote your shares via the toll-free telephone number or over the Internet, as described in this Proxy Statement. If you received a copy of the proxy card by mail, you may sign, date and mail the proxy card in the enclosed return envelope. Promptly voting your shares will ensure the presence of a quorum at the Annual Meeting and will save us the expense of further proxy solicitation. Submitting your proxy now will not prevent you from voting your shares at the Annual Meeting if you desire to do so, as your proxy is revocable at your option.

By Order of the Board of Directors

/s/ Paul Badawi

Paul Badawi
President and Chief Executive Officer

Menlo Park, California
April 26, 2024



VOTE BY INTERNET
Before The Annual Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. Eastern Time on June 5, 2024. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Annual Meeting - Go to www.virtualshareholdermeeting.com/SGHT2024

You may attend the Annual Meeting via the Internet and vote during the Annual Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. Eastern Time on June 5, 2024. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V49150-P10923

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

SIGHT SCIENCES, INC.		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
The Board of Directors recommends you vote FOR the following proposal:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
1. Election of Class III Directors		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
Nominees:					
01) David Badawi, M.D.					
02) Tamara Fountain, M.D.					
03) Donald Zurbay					
The Board of Directors recommends you vote FOR the following proposal:					For
2. Ratification of the appointment of Deloitte & Touche LLP as Sight Sciences, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2024.					Against
					Abstain
					<input type="checkbox"/>
					<input type="checkbox"/>
					<input type="checkbox"/>
NOTE: To transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.					
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)	
				Date	

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com

V49151-P10923

SIGHT SCIENCES, INC.
2024 Annual Meeting of Stockholders
June 6, 2024 9:00 A.M., Pacific Time
This proxy is solicited by the Board of Directors

The undersigned stockholder(s) of Sight Sciences, Inc. hereby appoint(s) Paul Badawi and Alison Bauerlein, or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock, of Sight Sciences, Inc. that the stockholder(s) is/are entitled to vote at the 2024 Annual Meeting of Stockholders to be held at 9:00 A.M., Pacific Time on Thursday, June 6, 2024 via live webcast accessible at www.virtualshareholdermeeting.com/SGHT2024, and any continuation, postponement or adjournment thereof.

Such proxies are authorized to vote in their discretion (x) for the election of any person to the Board of Directors if any nominee named herein becomes unable to serve or for good cause will not serve, (y) on any matter that the Board of Directors did not know would be presented at the 2024 Annual Meeting of Stockholders by a reasonable time before the proxy solicitation was made, and (z) on such other business as may properly be brought before the 2024 Annual Meeting of Stockholders or any continuation, postponement or adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO SUCH DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

Continued and to be signed on reverse side