

INTRALASE CORP.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of IntraLase Corp. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers. The Committee has the direct responsibility for reviewing, approving and evaluating the director and officer compensation plans, policies and programs of the Company. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement, which report shall comply with applicable governmental law and regulations and listing standards.

II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board.

Committee members shall (i) meet the independence and experience requirements set forth in the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”), and in applicable listing standards, (ii) be “Non-Employee Directors” under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (iii) be qualified “outside directors” under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time. Without limiting the foregoing, each Committee member shall be an independent director, free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Company’s criteria for director independence are set forth in the Company’s Corporate Governance Guidelines, a copy of which is available under the section titled “Corporate Governance” on the Company’s website at www.intralase.com.

The members of the Committee shall be appointed at the recommendation of the Board, or the Nominating and Corporate Governance Committee, and they shall continue as members of the Committee until their successors are duly appointed and qualified. The members of the Committee shall be appointed and replaced by the Board and shall serve at its pleasure for such term or terms as the Board shall determine in its sole discretion.

III. MEETINGS

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Committee Chairperson shall prepare and/or approve an agenda in advance of each meeting and, whenever reasonably practicable, circulate the agenda to each member prior to the meeting date. The Committee shall maintain minutes and other relevant documentation of its meetings.

IV. PROCEDURAL MATTERS

A majority of the then-acting members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Unless a Chairperson for the Committee is appointed by the Board, the members of

the Committee may designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by unanimous written consent. On all procedural matters not specifically addressed in this Charter, the provisions of the Bylaws of the Company relating to actions by the Board shall apply to the Committee.

V. RESPONSIBILITIES AND DUTIES

In carrying out its purpose, the Committee shall have direct authority to perform the following responsibilities and duties (it being understood that the Committee may condition its approval of any compensation on Board ratification to the extent so required to comply with applicable tax law):

A. Executive Compensation.

1. **General.** Annually review and approve, for the Chief Executive Officer (“CEO”) and the executive officers of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.

2. **CEO Compensation.** Annually review and approve corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO’s performance in light of those goals and objectives, establish the CEO’s compensation levels based on this evaluation and administer the compensation plans for the CEO in accordance with applicable laws and regulations. In determining the long-term incentive opportunity level of the CEO’s compensation, the Committee will consider the Company’s performance and relative stockholder return versus comparable companies (based on size, industry, geographical location and other factors as deemed appropriate by the Committee), the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

3. **Other Executive Officer Compensation.** Annually review and approve the compensation of all other executive officers, including incentive-compensation plans and other stock-based plans. The Committee shall also administer the executive compensation policies and management incentive programs of the Company.

B. **Evaluate Employee Benefit Plans.** Review and approve any new employee benefit plan or change to an existing plan that creates a material long-term financial commitment by the Company or any subsidiary. The Committee may review periodically the Company’s material benefit plans, the appropriateness of the allocation of benefits under such plans, and the extent to which such plans are meeting their intended objectives.

C. **Administer Equity Incentive Plans.** Review the Company’s equity incentive compensation and other stock-based plans and recommend changes in such plans to the Board as determined by the Committee. The Committee shall have, and shall exercise, the authority of the Board with respect to the administration all equity incentive compensation and other stock-based plans.

D. Consult with Management regarding Human Resource Issues. Consult with and seek advice from the Company's senior management concerning the appropriateness and usefulness of the Company's human resource policies and compensation plans, and consult with senior management and other appropriate persons, including external consultants, regarding appropriate human resources planning and incentives for a higher-performing workforce.

E. Committee Report. Produce an annual report on executive compensation for inclusion in the Company's proxy statement, which report shall comply with applicable governmental laws and regulations, including Item 402(k) of Regulation S-K of the Securities Act of 1933, as amended, and applicable listing standards. This report shall include the Committee's policies regarding the specific relationship of corporate performance to executive compensation, and the factors and criteria on which the CEO's compensation was based.

F. Delegation of Authority. Form and delegate authority to subcommittees when appropriate.

G. Report to Board. Periodically report to the Board on significant results of any of the Committee's activities.

H. Evaluation of Committee Performance and Publication of Committee Charter. Annually review the Committee's performance, and annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. Request the Board to cause the then-current Charter to be published in accordance with applicable listing standards.

I. General Authority. Perform such other functions and have such powers as may be necessary or convenient in the efficient discharge of the foregoing.

VI. ADDITIONAL RESOURCES

The Committee shall have the right, without any further approval or consent from the Company, the Board or any other person, to use the Company's internal and independent auditors, internal and outside lawyers and other internal staff and also shall have the sole authority to retain, pay and terminate any independent compensation experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities, including an evaluation of the compensation of any director or executive officer of the Company. The Company will provide funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.