

**ADVANCED MEDICAL OPTICS, INC.**  
**ORGANIZATION, COMPENSATION AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

*(As amended and restated by the Board of Directors  
on February 5, 2004)*

**I. PURPOSE**

The purpose of the Organization, Compensation and Corporate Governance Committee (the “Committee”) established pursuant to this charter is to review and make recommendations to the Board of Directors (the “Board”) regarding (i) all forms of compensation to be provided to the executive officers and directors of Advanced Medical Optics, Inc. and its subsidiaries (the “Company”), including cash and equity compensation, (ii) all matters regarding the composition of the Board, including the recommendation of candidates for and qualifications of members of the Board (thus fulfilling the responsibilities that otherwise would be delegated to a standing nominating committee), (iii) corporate governance principles applicable to the Company, and (iv) evaluation of the performance of the Board and management.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board, from time to time, may prescribe.

**II. MEMBERSHIP**

The Committee shall consist of such number of directors of the Company as is determined from time to time by the Board. The members of the Committee are appointed by and serve at the discretion of the Board. It is the intention of the Board to have the Committee composed of at least two directors, each of whom is (i) a “non-employee director” as defined under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended. Further, each member of the Committee must meet the independence criteria set forth in the Company’s Corporate Governance Guidelines.

**III. MEETINGS AND PROCEDURES**

It is anticipated that the Committee will meet at least four times each year, however, the Committee may establish its own schedule. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Committee shall have the authority to establish its own rules and procedures consistent with the Bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee, through its Chair, shall report periodically, as deemed necessary or desirable by the Committee, but at least annually to the Board regarding the Committee’s actions and recommendations.

At a minimum of one of the Committee meetings annually, the Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

The Committee shall have access to, and shall at its discretion meet with, any executive officer or other employee of the Company or its subsidiaries. The Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain other legal counsel if it determines that such counsel is necessary or appropriate under the circumstances.

The Committee may, in its discretion, utilize the services of a compensation consultant or other professional or expert to provide data and advice to the Committee regarding the compensation of directors and executive officers of the Company and to assist the Committee in performing its other responsibilities. The Committee may also, in its discretion, utilize the services of a search firm to identify director candidates. The retention and, where appropriate, the termination of such compensation consultant and search firm shall be at the sole discretion of the Committee. The Committee, in its sole discretion, shall approve the fees to be paid to the compensation consultant and search firm, and any other terms of the engagements.

#### **IV. RESPONSIBILITIES**

**With respect to organization and compensation matters, the Committee will:**

- review and approve for presentation to the Board major compensation and benefits programs and plans, such as Bonus, Incentive Compensation, and 401(K);
- review and approve for submission to the Board appointment of corporate officers;
- review and approve all forms of compensation for the Chief Executive Officer and all other executive officers, including salary, bonus awards, equity compensation and other incentive compensation plans, benefits, perquisites, employment agreements, change in control agreements, and severance agreements, and make recommendations to the Board where appropriate;
- review corporate officer title changes;
- administer such of the Company's incentive plans, equity plans and employee benefit plans that may be in place from time to time and that call for administration by a committee of the Board. The Committee shall have the authority to exercise all powers granted to the administrator under such plans;
- review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluate the performance of the Chief Executive Officer, and the other executive officers, in light of those goals and objectives;
- consider, among such other factors as it deems relevant, Company performance and relative shareholder return, the value of incentive awards at comparable companies, and

awards given to the Chief Executive Officer in past years, when determining the long-term incentive component of the Chief Executive Officer's compensation;

- provide its report for inclusion in the Company's Annual Proxy Statement required by Item 402(k) of Regulation S-K of the SEC; and
- review significant changes to the Company's corporate organization structure.

**With respect to corporate governance matters, the Committee will:**

- review the qualifications of, and recommend to the Board, nominees for directors to be submitted to the stockholders for election at each annual meeting of stockholders and nominees for directors to be appointed by the Board to fill vacancies and newly created directorships;
- consider the performance of incumbent directors in determining whether to recommend that they be nominated for re-election;
- review and consider proposals for candidates for election as directors that are submitted by stockholders in compliance with the Company's Amended and Restated Certificate of Incorporation, Bylaws and applicable law;
- consider and make recommendations to the Board concerning the size and composition of the Board;
- develop and recommend to the Board guidelines and criteria to determine the qualifications of directors, with particular emphasis given to the qualifications set forth in the Company's Corporate Governance Guidelines;
- when the Board seeks new members, review the suitability of Board candidates, including any recommended by a stockholder, by first screening resumes, and, if there is interest, conducting substantially the following process: (a) set up preliminary interviews, possibly with the aid of an outside recruiting firm, and, if there is continued interest, (b) set up additional interviews with the Committee Chair, the Board Chair, the Chief Executive Officer and/or such other persons as may be helpful to the process, and, if there is continued interest, (c) recommend the Board candidate to the full Board;
- consider and report annually to the Board concerning its assessment of the Board's and of the Committee's performance;
- consider, from time to time, the current Board committee structure (number of committees as well as responsibilities) and membership;
- review the report of Company staff on Board compensation in relation to other U.S. companies every other year and recommend changes to the amount and type of compensation as appropriate; and

- consider and make recommendations to the Board concerning corporate governance issues, including the periodic review, approval and disclosure of the Company's Corporate Governance Guidelines.