

INTRALASE CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of IntraLase Corp. (the “Company”) to:

- assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board to select the director nominees, consistent with criteria approved by the Board, for the next annual meeting of stockholders and to fill vacancies that may be created by the expansion of the number of directors of the Board and by resignation, retirement or other termination of services of incumbent Board members;
- to develop and recommend to the Board corporate governance guidelines and changes thereto;
- to ensure that the Board and the Company’s Certificate of Incorporation and Bylaws are structured in a way that best serves the Company’s practices and objectives;
- to oversee the evaluation of the Board and management;
- to conduct an annual performance evaluation of the Committee; and
- to recommend to the Board director nominees for each committee.

II. COMPOSITION

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

Committee members shall 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. 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 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, prior to the annual stockholders’ meeting of the Company, 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 the Board elects a Chairperson for the Committee, 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

The Committee shall:

A. Retain and Supervise Search Consultants. Have the authority to retain, pay and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, which advisors need not be the same as are regularly retained by the Company to perform such functions. The Committee shall have authority to undertake the actions specified in this section without any further approval or consent from the Company, the Board or any other person.

B. Seek and Approve or Reject Qualified Candidates. Actively seek individuals qualified to become members of the Board or members of committees of the Board, consistent with criteria approved by the Board, and to recommend qualified persons to the Board in accordance with Article VI below. The Committee shall assist the Board in identifying individuals qualified to become Board members, and recommend to the Board the director nominees for the next annual meeting of stockholders. The Committee shall review, investigate and accept or reject nominees for the Board suggested by any stockholder of the Company. In its assessments of potential nominees for the Board, the Committee shall consider, without limitation, potential conflicts of interest by such persons. The Committee shall review and approve or reject directorships in other companies held by executive officers of the Company.

C. Assess Performance of Board. Receive comments from all directors and executive officers and other relevant persons or constituencies and report annually to the Board with an assessment of the performance of the Board and management, to be discussed with the full Board following the end of each fiscal year. The assessment shall consider the size, structure, composition and functioning of the Board in light of operating requirements of the Company.

D. Monitor Adequacy of Corporate Governance. Develop, review and annually reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.

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

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

G. 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.

H. Certificate of Incorporation and Bylaws. With advice from the Company's outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance matters.

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. GUIDELINES AND PROCEDURES

A. Composition of the Board. The composition of the Board will depend not only on the character and capacities of the members on the Board taken individually, but also on their collective strengths. Consequently, the Board should be composed of, without limitation:

- directors chosen with a view to bringing to the Board a variety of experience and background; and
- directors who will represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies.

B. Selection Criteria. As part of the director selection process, the Committee shall consult with the Board members, the Chief Executive Officer, other members of management and other parties to evaluate the knowledge and skills which should be kept in mind in making nominations, including experience in business, finance, administration or healthcare, and familiarity with the Company's business and conduct. In considering possible candidates for election as a director of the Company, the Committee and other directors should be guided in general by the composition guidelines established above and by, including but not limited to, the following:

1. Each director should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
2. Each director should be free of any conflict of interests which would violate applicable law or regulations or interfere with the proper performance of the responsibilities of a director;
3. Each director should possess substantial and significant experience which would be of particular importance to the Company in the performance of the duties of a director;
4. Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director; and
5. Each director should have the capacity and desire to represent the balanced, best interests of the stockholders of the Company as a whole and not primarily a special interest group or constituency.