

# MENTOR CORPORATION

## Nominating and Governance Committee Policies and Procedures Regarding Board of Directors Candidates

(as revised on July 25, 2005)

The Nominating and Governance Committee (the "Committee") is responsible for identifying candidates for nomination or appointment to the Board of Directors. To fulfill this function, the Committee will at least annually review the size and composition of the Board of Directors and its committees, including the number of directors eligible for election at the annual meeting of shareholders. The Committee may solicit recommendations for nominees from other directors, members of management, or others. In addition, the Committee will consider recommendations of a shareholder of record who timely complies with these policies and procedures.

**Criteria for Evaluating Candidates.** In evaluating nominations, the Committee will seek to achieve a balance of different capabilities, experience and knowledge. The Committee will consider the following criteria in evaluating candidates for nomination in light of the size and composition of the Board of Directors and its committees:

- Independence under applicable listing standards;
- Relevant business experience;
- Judgment, skill, integrity and reputation;
- Number of other boards on which the candidate serves;
- Other business and professional commitments;
- Potential conflicts of interest with other pursuits;
- Whether the candidate is a party to any action or arbitration adverse to the Company;
- Financial and accounting background to enable the Committee to determine whether the candidate would be suitable for Audit Committee membership or qualify as an "Audit Committee Financial Expert;"
- Executive compensation background, to enable the Committee to determine whether a candidate would be suitable for Compensation Committee membership;
- If requested, whether the candidate has agreed to be interviewed by the Committee;
- The size and composition of the existing Board; and
- The diversity the candidate offers the Board and the Company.

In addition, candidates must be willing and able to devote the required amount of time to Company business.

Before nominating a sitting director for reelection at an annual meeting, the Committee will also consider the director's performance on the Board and whether the director's reelection will be consistent with the Company's Corporate Governance Guidelines.

**Procedure for Shareholder Recommendations of Candidates for Nomination.**

The Committee will consider recommendations for nominations submitted by shareholders of record. In order to give the Committee sufficient time to evaluate a recommended candidate, the recommendation should be received by the Company's Secretary at the Company's principal executive offices not later than the 120th calendar day before the one year anniversary of the date of the Company's proxy statement released to shareholders in connection with the previous year's annual meeting of shareholders. The recommendation must include all of the following:

- The shareholders' name and contact information;
- A statement that the writer is a shareholder of record and is proposing a candidate for consideration by the Committee;
- The name of and contact information for the candidate and a statement that the candidate is willing to be considered and serve as a director, if nominated and elected;
- A statement of the candidate's business and educational experience;
- Information regarding each of the criteria identified above, other than that regarding Board size and composition, sufficient to enable the Committee to evaluate the candidate;
- A statement of the value that the candidate would add to the Board;
- A statement detailing any relationship between the candidate and any customer, supplier or competitor of the Company; and
- Detailed information about any relationship or understanding between the proposing shareholder and candidate.
- All other information that would be required under SEC rules in a proxy statement soliciting proxies for the election of the candidate as a director.

In the case of a special meeting called for the election of one or more directors, a recommendation should be received by the Company's Secretary no later than the close of business on the tenth day following the date on which the Company makes public disclosure of the meeting date.