
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

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

RxSight, 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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To the Stockholders of RxSight, Inc:

I am pleased to invite you to attend the 2024 Annual Meeting of Stockholders (the "Annual Meeting") of RxSight, Inc., a Delaware corporation ("RxSight" or the "Company"), which will be held virtually on Thursday, June 6, 2024 at 8:00 a.m. Pacific Time. The Annual Meeting will be held in a virtual format via live webcast this year which affords the same rights and opportunities as participating at an in-person meeting. You will be able to attend the Annual Meeting virtually by visiting www.proxydocs.com/RXST, where you will be able to listen to the meeting live, submit questions and vote online by entering the control number located on your proxy card. We believe a virtual meeting provides expanded access, improves communication, enables increased stockholder attendance and participation and provides cost savings for our stockholders and the Company.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement contain details of the business to be conducted at the Annual Meeting. Stockholders of record as of the close of business on April 8, 2024 may access the proxy materials or request that a printed set of the proxy materials be sent to them by following the instructions in the Notice of Internet Availability. The Notice of Internet Availability also explains how you may request that we send future proxy materials to you in printed form by mail. Your election to receive proxy materials in printed form by mail will remain in effect until you terminate it.

Whether or not you virtually attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to promptly vote and submit your proxy via the Internet, by phone, or by signing, dating and returning the proxy card that you requested per the instructions in the Notice of Internet Availability. If you decide to virtually attend the Annual Meeting, you will be able to change your vote, revoke your proxy or vote electronically at the Annual Meeting.

On behalf of the Company's Board of Directors, we would like to thank you for your continued support of and interest in RxSight and look forward to receiving your proxy.

Sincerely,

A handwritten signature in black ink that reads "Andy Corley".

J. Andy Corley
Chairman of the Board of Directors

A handwritten signature in black ink that reads "Ron Kurtz".

Ron Kurtz, M.D.
President, Chief Executive Officer and Director



RxSight, Inc.
100 Columbia
Aliso Viejo, CA 92656

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date	Thursday, June 6, 2024 at 8:00 a.m. Pacific Time.
Place	The Annual Meeting will be a completely virtual meeting of stockholders, to be conducted via live webcast. You will be able to attend the Annual Meeting virtually, submit questions and vote online during the meeting by visiting www.proxydocs.com/RXST .
Items of Business	<ul style="list-style-type: none"> • To elect three Class III directors, Julie B. Andrews, Robert J. Palmisano and Tamara R. Fountain, M.D., to serve until the 2027 annual meeting of stockholders or until their successors are duly elected and qualified. • To approve, on an advisory basis, the compensation of the named executive officers identified in the 2023 Summary Compensation Table in the “Executive Compensation” section of the proxy statement (the “Say-on-Pay Vote”). • To approve, on an advisory (non-binding) basis, the frequency of future Say-on-Pay Votes. • To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024. • To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.
Record Date	April 8, 2024 (the “Record Date”). Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual Meeting.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting virtually, we urge you to submit your vote via the Internet, telephone or mail as soon as possible to ensure your shares are represented. For additional instructions for each of these voting options, please refer to the Notice of Internet Availability and the proxy statement. Returning the proxy does not deprive you of your right to attend the Annual Meeting virtually and to change your vote, revoke your proxy or vote electronically at the Annual Meeting. The proxy statement explains proxy voting and the matters to be voted on in more detail.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on Thursday, June 6, 2024. Our proxy statement and Annual Report to Stockholders are being made available on or about April 25, 2024 on our investor relations website at <https://investors.rxsight.com/financial-information/sec-filings>. We are providing access to our proxy materials over the Internet under the rules adopted by the Securities and Exchange Commission (the “SEC”).

The Notice of Internet Availability containing instructions on how to access our proxy statement, notice of annual meeting, form of proxy card and our annual report, is first being sent or given on or about April 25, 2024 to all stockholders entitled to vote at the Annual Meeting.

By Order of the Board of Directors



Ron Kurtz, M.D.
President, Chief Executive Officer and Director

Aliso Viejo, California
April 25, 2024

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PROXY STATEMENT
FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS
To Be Held Virtually at 8:00 a.m. Pacific Time on Thursday, June 6, 2024

This proxy statement and the form of proxy card are furnished in connection with the solicitation of proxies by our Board of Directors (the “Board”) for use at the 2024 annual meeting of stockholders of RxSight, Inc. (the “Annual Meeting”), and any postponements, adjournments or continuations thereof. The Annual Meeting will be held on Thursday, June 6, 2024 at 8:00 a.m. Pacific Time virtually via live webcast. You will be able to attend the Annual Meeting virtually by visiting www.proxydocs.com/RXST, where you will be able to listen to the meeting live, submit questions and vote online after entering the control number listed on your Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) or proxy card.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

The information provided in the “question and answer” format below addresses certain frequently asked questions but is not intended to be a summary of all matters contained in this proxy statement. Please read the entire proxy statement carefully before voting your shares. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

Why am I receiving these materials?

Our Board is providing these “proxy materials” (as defined below) to you in connection with its solicitation of proxies for use at the Annual Meeting, which will take place on Thursday, June 6, 2024. Stockholders are invited to attend the Annual Meeting virtually and are requested to vote on the proposals described in this proxy statement. The Notice of Internet Availability, containing instructions on how to access this proxy statement, the accompanying notice of annual meeting and form of proxy card, and our annual report, is first being sent or given on or about April 25, 2024 to all stockholders of record entitled to vote at the Annual Meeting. These items, together, may be referred to in this proxy statement as the “proxy materials.”

What proposals will be voted on at the Annual Meeting?

There are four proposals scheduled to be voted on at the Annual Meeting:

- the election of Julie B. Andrews, Robert J. Palmisano and Tamara R. Fountain, M.D., as Class III directors to serve until the 2027 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
- the approval, on an advisory basis, of the compensation of the named executive officers identified in the 2023 Summary Compensation Table in the “Executive Compensation” section of the proxy statement (the “Say-on-Pay Vote”);
- the approval, on an advisory (non-binding) basis, of the frequency of future Say-on-Pay Votes; and
- the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024.

At the time this proxy statement was mailed, our management and Board were not aware of any other matters to be presented at the Annual Meeting other than those set forth in this proxy statement and in the notice accompanying this proxy statement.

How does our Board recommend that I vote?

Our Board recommends that you vote:

- FOR the election of Julie B. Andrews, Robert J. Palmisano and Tamara R. Fountain, M.D., as Class III directors to serve for a three-year term;
- FOR the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement;
- FOR the option of every “one year” as the frequency with which stockholders are provided an advisory vote on executive compensation; and

- FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock at the close of business on April 8, 2024, the record date for the Annual Meeting (the “Record Date”), are entitled to notice of and to vote at the Annual Meeting. Each stockholder is entitled to one vote for each share of our common stock held as of the Record Date. As of the Record Date, there were 37,173,544 shares of common stock outstanding and entitled to vote. Stockholders are not permitted to cumulate votes with respect to the election of directors.

Stockholders of Record – Shares Registered in Your Name. If, at the close of business on the Record Date, your shares were registered directly in your name with American Stock Transfer & Trust Company, LLC, our transfer agent, then you are considered the stockholder of record with respect to those shares, and this proxy statement was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person (virtually) at the Annual Meeting. Throughout this proxy statement, we refer to these registered stockholders as “stockholders of record.”

Street Name Stockholders – Shares Registered in the Name of a Broker, Bank or Other Nominee. If, at the close of business on the Record Date, your shares were held, not in your name, but rather in a stock brokerage account or by a bank or other nominee on your behalf, then you are considered the beneficial owner of shares held in “street name,” and this proxy statement was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote your shares by following the voting instructions your broker, bank or other nominee provides. If you do not provide your broker, bank or other nominee with instructions on how to vote your shares, your broker, bank or other nominee may, in its discretion, vote your shares with respect to routine matters but may not vote your shares with respect to any non-routine matters. Throughout this proxy statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as “street name stockholders.” As a street name stockholder, if you plan to vote your shares at the Annual Meeting, you must obtain a legal proxy from your broker, bank or other nominee in advance of the Annual Meeting.

How many votes are needed for approval of each proposal?

- Proposal No. 1: The election of each Class III director requires a plurality of the votes of the shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon to be approved. “Plurality” means that the three nominees who receive the most votes cast FOR will be elected as Class III directors. You may (i) vote FOR all nominees, (ii) WITHHOLD your vote as to all nominees, or (iii) vote FOR all nominees except for those specific nominees from whom you WITHHOLD your vote. Any shares not voted FOR a particular nominee (whether as a result of voting withheld or a broker non-vote) will not be counted in such nominee’s favor and will have no effect on the outcome of the proposal. If you WITHHOLD your vote as to all nominees, you will be deemed to have abstained from voting on Proposal No. 1, and such abstention will have no effect on the outcome of the proposal.
- Proposal No. 2: To approve, on an advisory basis, the compensation awarded to our named executive officers for the year ended December 31, 2023, requires an affirmative FOR vote of a majority of the shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon. You may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposal No. 2, the abstention will have the same effect as a vote AGAINST the proposal. Broker non-votes will have no effect on the outcome of this proposal.
- Proposal No. 3: The frequency receiving the highest number of votes from the holders of shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting will be considered the frequency preferred by the stockholders. You may vote 1 year, 2 years, 3 years, or ABSTAIN. Abstentions and broker non-votes will have no effect on the outcome of this proposal.
- Proposal No. 4: The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024 requires an affirmative FOR vote of a majority of the shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon to be approved. You may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposal No. 4, the abstention will have the same effect as a vote AGAINST the proposal. Because this is a routine proposal, we do not expect any broker non-votes on this proposal.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting for it to be properly held under our bylaws and Delaware law. A majority of the shares of common stock outstanding and entitled to vote, in person (virtually) or by proxy, constitutes a quorum for the transaction of business at the Annual Meeting. Abstentions, withhold votes, and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum. If there is no quorum, a majority of the shares present at the Annual Meeting may adjourn the meeting to a later date.

What do I need to do to attend the Annual Meeting?

You will be able to attend the Annual Meeting virtually, submit your questions during the meeting and vote your shares electronically at the meeting by visiting www.proxydocs.com/RXST. You must pre-register to attend the meeting online and/or participate at www.proxydocs.com/RXST. The registration deadline is June 5, 2024 at 5 p.m. Pacific Time. To participate in the Annual Meeting, you will need the control number from your Notice of Internet Availability or proxy card. The Annual Meeting webcast will begin promptly at 8:00 a.m. Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 7:45 a.m. Pacific Time.

How do I vote and what are the voting deadlines?

Stockholders of Record. If you are a stockholder of record, you can vote in one of the following ways:

- **You may vote via the Internet.** To vote via the Internet prior to the Annual Meeting, go to www.proxypush.com/RXST to complete an electronic proxy card. You will be asked to provide the control number from your Notice of Internet Availability or proxy card (if you received printed proxy materials). Your vote must be received by 11:59 p.m. Eastern Time on June 5, 2024 to be counted. If you vote via the Internet prior to the Annual Meeting, you do not need to return a proxy card by mail.
- **You may vote by telephone.** To vote by telephone, dial 1-866-305-2377 (toll-free in the United States and Canada; toll charges apply to calls from other countries) and follow the recorded instructions. You will be asked to provide the control number from your Notice of Internet Availability or proxy card (if you received printed proxy materials). Your vote must be received by 11:59 p.m. Eastern Time on June 5, 2024 to be counted. If you vote by telephone, you do not need to return a proxy card by mail.
- **You may vote by mail.** To vote by mail, you will need to request a paper proxy card from the Company by following the procedures in the Notice of Internet Availability. If you elect to vote by mail, please complete, date and sign the proxy card where indicated and return it promptly by mail in the enclosed postage-paid envelope so that it is received no later than June 5, 2024. You do not need to put a stamp on the enclosed envelope if you mail it from within the United States. The persons named in the proxy card will vote the shares you own in accordance with your instructions on the proxy card you mail. If you return the proxy card, but do not give any instructions on a particular matter to be voted on at the Annual Meeting, the persons named in the proxy card will vote the shares you own in accordance with the recommendations of our Board.
- **You may vote virtually during the Annual Meeting.** If you plan to attend the Annual Meeting by visiting www.proxydocs.com/RXST, you may vote electronically (to include changing your vote if you previously voted by another method described above) and submit questions during the meeting. Please have your Notice of Internet Availability or proxy card (if you received printed proxy materials) in hand when you visit the website.

Even if you plan to attend the Annual Meeting virtually, we recommend that you also vote by proxy so that your vote will be counted if you later decide not to attend the Annual Meeting.

Street Name Stockholders. If you are the beneficial owner of shares held of record by a broker, bank or other nominee, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to instruct your broker, bank or other nominee how to vote your shares. The availability of Internet and telephone voting options will depend on the voting process of your broker, bank or other nominee. **As discussed above, if you are a street name stockholder, you may not vote your shares live at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.**

Can I change my vote or revoke my proxy?

Stockholders of Record. If you are a stockholder of record, you may revoke your proxy or change your proxy instructions at any time before your proxy is voted at the Annual Meeting by:

- entering a new vote by Internet or telephone by 11:59 p.m. Eastern Time on June 5, 2024;
- signing and returning a new proxy card with a later date by 11:59 p.m. Eastern Time on June 5, 2024;
- delivering a written revocation to our Secretary at RxSight Inc., 100 Columbia, Aliso Viejo, California, 92656, by 11:59 p.m. Eastern Time on June 5, 2024; or
- attending the Annual Meeting and voting (virtually).

Street Name Stockholders. If you are a street name stockholder, you must contact the broker, bank or other nominee holding your shares and follow their instructions to change your vote or revoke your proxy.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our Board. Our executive officers Ron Kurtz, M.D. and Shelley Thunen have been designated as proxy holders by our Board. When a proxy is properly dated, executed and returned, the shares represented by such proxy will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If the proxy is dated and signed, but no specific instructions are given, the shares will be voted in accordance with the recommendations of our Board. If any matters not described in this proxy statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is postponed or adjourned, the proxy holders can vote your shares on the new meeting date, unless you have properly revoked your proxy, as described above.

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

Stockholders of Record. If you are a stockholder of record and you submit a proxy but you do not provide voting instructions, your shares will be voted:

- FOR the election of each of the three directors nominated by our Board and named in this proxy statement as Class III directors (Proposal No. 1);
- FOR the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement (Proposal No. 2);
- FOR the option of every “one year” as the frequency with which stockholders are provided an advisory vote on executive compensation (Proposal No. 3);
- FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024 (Proposal No. 4); and
- In the discretion of the named proxy holders regarding any other matters properly presented for a vote at the Annual Meeting.

Street Name Stockholders. If you are a street name stockholder and you do not provide your broker, bank or other nominee that holds your shares with voting instructions, then your broker, bank or other nominee will determine if it has discretion to vote on each matter. Brokers do not have discretion to vote on non-routine matters. Proposal No. 1 (election of directors), Proposal No. 2 (the Say-on-Pay Vote), and Proposal No. 3 (the frequency of future Say-on-Pay Votes) are non-routine matters, while Proposal No. 4 (ratification of appointment of independent registered public accounting firm) is a routine matter. As a result, if you do not provide voting instructions to your broker, bank or other nominee, then your broker, bank or other nominee may not vote your shares with respect to Proposal No. 1, Proposal No. 2 or Proposal No. 3, which would result in a “broker non-vote,” but may, in its discretion, vote your shares with respect to Proposal No. 4. For additional information regarding broker non-votes, see “What are the effects of abstentions and broker non-votes?” below.

What are the effects of abstentions and broker non-votes?

An abstention represents a stockholder's affirmative choice to decline to vote on a proposal. If a stockholder indicates on its proxy card that it wishes to abstain from voting its shares, or if a broker, bank or other nominee holding its customers' shares of record causes abstentions to be recorded for shares, these shares will be considered present and entitled to vote at the Annual Meeting. As a result, abstentions will be counted for purposes of determining the presence or absence of a quorum and will also count as votes against a proposal in cases where approval of the proposal requires the affirmative vote of a majority of the shares present and entitled to vote at the Annual Meeting (e.g., Proposal No. 2 and Proposal No. 4). However, because the outcome of Proposal No. 1 (election of directors) will be determined by a plurality vote and Proposal No. 3 (the frequency of future Say-on-Pay Votes) will be determined based on the frequency receiving the highest number of votes, abstentions will have no impact on the outcome of such proposals as long as a quorum exists.

A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker, bank or other nominee does not have discretionary voting power with respect to such proposal and has not received voting instructions from the beneficial owner of the shares. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting but will not be counted for purposes of determining the number of votes cast. Therefore, a broker non-vote will make a quorum more readily attainable but will not otherwise affect the outcome of the vote on any proposal.

How are proxies solicited for the Annual Meeting and who is paying for such solicitation?

Our Board is soliciting proxies for use at the Annual Meeting by means of the proxy materials. We will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing and distribution of the proxy materials. Copies of solicitation materials will also be made available upon request to brokers, banks and other nominees to forward to the beneficial owners of the shares held of record by such brokers, banks or other nominees. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communication or other means by our directors, officers, employees or agents. No additional compensation will be paid to these individuals for any such services, although we may reimburse such individuals for their reasonable out-of-pocket expenses in connection with such solicitation. We do not plan to retain a proxy solicitor to assist in the solicitation of proxies. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur.

What does it mean if I received more than one Notice of Internet Availability?

If you receive more than one Notice of Internet Availability, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each Notice of Internet Availability to ensure that all of your shares are voted.

Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

We have adopted a procedure approved by the SEC called "householding," under which we can deliver a single copy of the proxy materials and annual report to multiple stockholders who share the same address unless we received contrary instructions from one or more of the stockholders. This procedure reduces our printing and mailing costs. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will promptly deliver a separate copy of the proxy materials and annual report to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy, or, if you are receiving multiple copies, to request that we only send a single copy of next year's proxy materials and annual report, you may contact us as follows:

RxSight, Inc.
Attention: Assistant Secretary
100 Columbia, Aliso Viejo, California, 92656
(949) 521-7830

Stockholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer or other nominee to request information about householding.

How can I find out the results of the voting at the Annual Meeting?

Voting results will be announced by the filing of a Current Report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, we will file an amendment to the Form 8-K to disclose the final results.

What is the deadline to propose actions for consideration at next year’s annual meeting of stockholders or to nominate individuals to serve as directors?

Stockholder Proposals

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year’s annual meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2025 annual meeting of stockholders, our Secretary must receive the written proposal at our principal executive office not later than December 26, 2024. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding the inclusion of stockholder proposals in company-sponsored proxy materials and be sent to our Secretary at our principal executive office.

Our bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our bylaws provide that the only business that may be conducted at an annual meeting is business that is (i) specified in our proxy materials with respect to such meeting, (ii) otherwise properly brought before the annual meeting by or at the direction of the our Board or any committee thereof that has been formally delegated authority to propose such business pursuant to a resolution adopted by a majority of the Whole Board (as defined in our bylaws), or (iii) properly brought before the annual meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Secretary, which notice must contain the information specified in our bylaws. To be timely for our 2025 annual meeting of stockholders, our Secretary must receive the written notice at our principal executive office:

- not earlier than 8:00 a.m., Eastern time, on February 6, 2025; and
- not later than 5:00 p.m., Eastern time, on March 8, 2025.

In the event that we hold our 2025 annual meeting of stockholders on a date that is more than 25 days from the first anniversary of the date of the Annual Meeting, then notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than 8:00 a.m., Eastern time, on the 120th day before such annual meeting and no later than 5:00 p.m., Eastern time, on the later of the 90th day prior to the day of the annual meeting, or if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, on the 10th day following the day on which public announcement of the date of such annual meeting is first made by us.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.

Recommendation or Nomination of Director Candidates

The Corporate Governance and Nominating Committee of our Board (the “Governance Committee”) considers recommendations and nominations for candidates to our Board from stockholders so long as such recommendations and nominations comply with our certificate of incorporation and our bylaws, our Policies and Procedures for Director Candidates (as set forth in our Corporate Governance Guidelines, available at <https://investors.rxsight.com/corporate-governance/governance-overview>, and all applicable laws, rules and regulations. Stockholders holding at least one percent of the fully diluted capitalization of the Company continuously for at least twelve months prior to the date of submission of the recommendation are eligible to recommend director nominees for consideration by the Governance Committee by writing to the General Counsel, Legal Department or Secretary or Assistant Secretary of the Company at our principal executive office. The recommendation must include the candidate’s name, home and business contact information, detailed biographical data, relevant qualifications, a statement of support of the candidate by the recommending stockholder within the context of the criteria for membership of our Board, evidence of the recommending stockholder’s ownership of our capital stock, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and any additional information required by our bylaws. Stockholder recommendations must be received not later than the 90th day nor earlier than the 120th day of the one-year anniversary of the date on which the Company first mailed its proxy materials or notice of availability of proxy materials (whichever is earlier) for the preceding year’s annual meeting of stockholders, regarding the year in which the recommended candidates will be considered for nomination. In the event that no annual meeting was held in the previous year or if the date of the annual meeting is changed by more than 25 days from the one-year anniversary of the date of the previous year’s annual meeting, then notice by the stockholder to be timely must be so received by our Secretary not earlier than 8:00 a.m. Eastern time on the 120th day prior to such annual meeting and not later than 5:00 pm Eastern time on the later of the

90th day prior to such annual meeting, or if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such annual meeting is first made.

Following verification of the stockholder status of the person submitting the recommendation and verification that all requirements have been met, all properly submitted recommendations will be promptly brought to the attention of the Governance Committee.

In addition, we are required under new SEC Rule 14a-19 to include on our proxy card all nominees for director whom we have received notice under the rule, which must be received no later than 60 calendar days prior to the anniversary of the previous year's annual meeting. For any such director nominee to be included on our proxy card for next year's annual meeting, the Corporate Secretary must receive notice under SEC Rule 14a-19 no later than April 7, 2025. Notwithstanding the foregoing, the notice requirement under SEC Rule 14a-19 is independent of the applicable notice requirements under the advance notice provisions of our bylaws described above which must also be satisfied.

Availability of Second Amended and Restated Bylaws

A copy of our second amended and restated bylaws may be obtained by accessing our public filings on the SEC's website at www.sec.gov. You may also contact our Secretary at our principal executive office for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates and for a copy of our Policies and Procedures for Director Candidates.

Who counts the votes?

Donnelley Financial Solutions, Inc. ("Donnelley") has been engaged as our independent agent to tabulate stockholder votes. If you are a stockholder of record, your executed proxy card is returned directly to Donnelley for tabulation. If you are a street name stockholder, your broker or other nominee will return one proxy card to Donnelley on behalf of all its clients.

Will there be any other items of business on the agenda?

If any other items of business or other matters are properly brought before the Annual Meeting, your proxy gives discretionary authority to the persons named on the proxy card with respect to those items of business or other matters. The persons named on the proxy card intend to vote the proxy in accordance with their best judgment. Our Board does not intend to bring any other matters to be voted on at the Annual Meeting, and we are not currently aware of any matters that may be properly presented by others for consideration at the Annual Meeting.

EXPLANATORY NOTE

Loss of "emerging growth company" and "smaller reporting company" status

On the last business day of the second quarter of 2023, the aggregate market value of the shares of our common stock held by non-affiliate stockholders exceeded \$700 million. As a result, as of December 31, 2023, we are considered a "large accelerated filer," as defined in Rule 12b-2 under the Exchange Act, and have ceased to be an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012, or JOBS Act. As such, we are required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers and the frequency with which such votes must be conducted. We also previously qualified as a "smaller reporting company" as defined in Rule 12b-2 under the Exchange Act, and have been permitted to rely, and have relied, on the reduced disclosure requirements available to smaller reporting companies, including reduced disclosure obligations regarding executive compensation. Although we lost our status as an emerging growth company and smaller reporting company, each as defined in the JOBS Act, in 2023, we are not required to include a Compensation Discussion and Analysis in this Proxy Statement and have elected to comply with the scaled disclosure requirements applicable to emerging growth companies and smaller reporting companies. Our ability to rely on the reduced disclosure requirements available to smaller reporting companies will cease after the filing of this Proxy Statement relating to the Annual Meeting.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Board Composition

Our business affairs are managed under the direction of our Board, which currently consists of nine (9) members. Our certificate of incorporation provides that our Board will be divided into three classes with staggered three-year terms. Only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective three-year terms. Each of our current directors will continue to serve as a director until the election and qualification of his or her successor, or until his or her earlier death, resignation or removal. At each annual meeting of stockholders, upon the expiration of the term of a class of directors, the successor to each such director in the class will be elected to serve from the time of election and qualification until the third annual meeting following his or her election and until his or her successor is duly elected and qualified, in accordance with our certificate of incorporation. 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 our directors. This classification of our Board may have the effect of delaying or preventing changes in control of our company.

Upon the recommendation of our Governance Committee, we are nominating Julie B. Andrews, Robert J. Palmisano, and Tamara R. Fountain, M.D., as Class III directors for election at the Annual Meeting. If elected, Ms. Andrews, Mr. Palmisano, and Dr. Fountain will each hold office for a three-year term until the annual meeting of stockholders to be held in 2027 or until their successors are duly elected and qualified.

The following table sets forth the names, ages as of the date of the Annual Meeting and certain other information for each of the directors with terms expiring at the Annual Meeting (who are also nominees for election as a director at the Annual Meeting), and for each of the continuing directors:

Name	Class	Age	Position(s)	Director since	Current term expires	Expiration of term for which nominated
1. Directors with terms expiring at the Annual Meeting/nominees						
Julie B. Andrews ⁽¹⁾	III	53	Director	2021	2024	2027
Robert J. Palmisano ⁽³⁾	III	79	Director	2021	2024	2027
Tamara R. Fountain, M.D. ⁽¹⁾	III	61	Director	2022	2024	2027
2. Continuing Directors						
Ron Kurtz, M.D.	I	61	President, Chief Executive Officer and Director	2016	2025	—
J. Andy Corley ⁽²⁾⁽³⁾	I	68	Chairman of the Board	2015	2025	—
Juliet Tammenoms Bakker ⁽¹⁾⁽²⁾	I	62	Director	2015	2025	—
William J. Link, Ph.D.	II	78	Director	2016	2026	—
Robert Warner ⁽²⁾⁽³⁾	II	57	Director	2021	2026	—
Shweta Singh Maniar ⁽²⁾	II	40	Director	2021	2026	—

⁽¹⁾ Member of the Audit Committee

⁽²⁾ Member of the Corporate Governance and Nominating Committee

⁽³⁾ Member of the Compensation Committee

Director Nominees

Julie B. Andrews. Ms. Andrews has served as a member of our Board since August 2021, at which time she was nominated to serve as the Chairperson of the Audit Committee. Ms. Andrews has over twenty years' experience in senior finance leadership roles with leading medical technology companies and brings a broad skill set in executing strategic initiatives and leading global finance organizations. Ms. Andrews currently serves as the Chief Financial Officer for Orthofix Medical, a leading global spine and orthopedics company. Previously, Ms. Andrews served as the Chief Financial Officer for Smart Wires Technology LTD, a clean technology company focused on digitalizing and modernizing the electrical grid from September 2021 to April 2023. From August 2019 to December 2020, Ms. Andrews held the position of Senior Vice President, Global Finance with Wright Medical Group N.V. (NASDAQ:WMGI) with responsibility for the finance, accounting, tax and treasury functions. During her time at Wright Medical, Ms. Andrews played key leadership roles in several successful mergers and acquisitions. These included leading the divestiture and carve-out of the approximately \$300 million sale of the hip and knee business to Microport, providing leadership oversight for Wright Medical's \$3.3 billion in equity value acquisition of Tornier, N.V., and leading the diligence and integration planning of the sale of Wright Medical to Stryker Corporation (NYSE:SYK). Ms. Andrews was Vice President, Chief Accounting Officer from May 2012 to September 2019 of Wright Medical Group N.V. (f.k.a. Wright Medical Group Inc.). Prior to joining Wright Medical, Ms. Andrews spent fourteen years at Medtronic, Inc., (NYSE:MDT) a global medical device company. During her tenure with Medtronic, Ms. Andrews held numerous key financial positions including Vice President, Finance (Business Unit CFO) for the \$3.5 billion Spine and Biologics business. Ms. Andrews began her career working with Thomas & Betts Corporation in Memphis, Tennessee and Thomas Havey, LLP in Chicago, Illinois. Ms. Andrews is currently on the board of directors of Priveterra (NASDAQ:PMGM), a healthcare focused special acquisition corporation and serves as the chair of their audit committee. Ms. Andrews received a BS in Accounting from Indiana University NW.

We believe that Ms. Andrews is qualified to serve on our Board due to her financial experience in the healthcare industry.

Robert J. Palmisano. Mr. Palmisano has served on our Board since August 2021, at which time he was nominated to serve as the Chairperson of the Compensation Committee. Mr. Palmisano served as President and Chief Executive Officer, and as the Executive Director of the Board of Directors and Board Member of Wright Medical Group N.V. in connection with the merger of Wright Medical Group, Inc. (NASDAQ:WMGI) and Tornier N.V. from October 2015 until it was acquired by Stryker Corporation (NYSE:SYK) in November 2020. Mr. Palmisano also served as President and Chief Executive Officer of Wright Medical Group, Inc. from September 2011 to October 2015, and President and Chief Executive Officer of ev3 Inc. from April 2008 to July 2010, when it was acquired by Covidien plc. Mr. Palmisano was President and Chief Executive Officer of IntraLase Corp. (NASDAQ:ILSE) from April 2003 to April 2007, when it was acquired by Advanced Medical Optics (NYSE:EYE), Inc. Before joining IntraLase, Mr. Palmisano was President and Chief Executive Officer of MacroChem Corporation (OTCBB:MCHM) from April 2001 to April 2003. Earlier in his career, he served as President and Chief Executive Officer of Summit Technology, Inc. (NASDAQ:BEAM) until it was acquired by Alcon, Inc. (NYSE:ALC). Mr. Palmisano has served as Chairman of the Board of Priveterra Acquisition Corp. (NASDAQ:PMGMU) from December 2020 to present and serves on the Providence College Board of Trustees Emeritus. Mr. Palmisano previously served as the Chairman of the Board of Avedro, Inc., (acquired by Glaukos, Inc. (NYSE:GKOS) and on the board of directors of ev3 Inc., (NASDAQ:EVVV), Osteotech, Inc. (NASDAQ:OSTE) (acquired by Medtronic, Inc. (NYSE:MDT)) and Abbott Medical Optics, Inc., (acquired by Johnson & Johnson (NYSE:JNJ)) all publicly held companies, and Bausch & Lomb, a privately held company. Mr. Palmisano holds a B.A. in Political Science from Providence College.

We believe Mr. Palmisano is qualified to serve on our Board because of his extensive experience leading and serving on the Board of medical device companies.

Tamara R. Fountain, M.D. Dr. Fountain joined our board of directors in January 2022, at which time she was nominated to serve as a member of the Audit Committee. Dr. Fountain served as the 2021 President of the American Academy of Ophthalmology, the world's largest association of eye physicians and surgeons and was named to the board of directors of the American Board of Ophthalmology in January 2022, where she serves on the Audit, Finance and Credentialing Committees. Dr. Fountain was elected to the board of Sight Sciences (NASDAQ:SGHT) in July 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. She served 15 years on the board of directors of Ophthalmic Mutual Insurance Company, the largest, by market share, professional liability insurer of ophthalmologists in the United States. At the end of her term, Dr. Fountain was elected OMIC's first woman chair of the Board and chair of the Audit Committee, serving January 2014 to December 2015. She was President of the Illinois Society of Eye Physicians and Surgeons January 2002 to December 2005. Dr. Fountain received her BA in Human Biology from Stanford University in 1984, her MD from Harvard Medical School in 1988 and in 1992, completed her residency in ophthalmology at Johns Hopkins Hospital's Wilmer Eye Institute.

We believe Dr. Fountain is qualified to serve on the Board because of her experience as a practicing ophthalmologist and her leadership roles in the ophthalmology field.

Continuing Directors

Ron Kurtz, M.D. Dr. Kurtz has served as our President and Chief Executive Officer, as well as on our board since 2016. Prior to joining RxSight, he co-founded and served as President and Chief Executive Officer of LenSx Lasers, Inc. He became General Manager of Alcon LenSx, Inc after the company was acquired by Alcon Inc. (NYSE:ALC) in 2010. Dr. Kurtz previously co-founded IntraLase Corp. (NASDAQ:ILSE) serving as its initial President & CEO and then in other senior leadership positions. IntraLase became a publicly held NASDAQ-listed company in 2004 and was acquired by Advanced Medical Optics, Inc. (NYSE:AMO) in 2007. Dr. Kurtz has served on the faculty of both the University of California, Irvine, and the University of Michigan. He earned his B.A. in Biochemistry from Harvard College and his M.D. from the University of California, San Diego.

We believe that Dr. Kurtz is qualified to serve on our Board due to his leadership track record, his experience as an ophthalmologist, and his service as our Chief Executive Officer and President.

J. Andy Corley. Mr. Corley has served as a member of our Board since January 2015 and has served as our Chairman of the Board of Directors since July 2015, as a member of Compensation Committee since January 2015 and as a member of the Governance Committee since July 2021. Mr. Corley has also served as a board member of Neurolenses, Inc. since 2012, where he currently serves as Chairman of the Board, and has been a partner at Flying L Partners since 2016. Mr. Corley co-founded eyeonics, Inc. in 1998 and served as its Chief Executive Officer and Chairman of the Board until the company was sold to Bausch & Lomb, Inc. in February 2008. Mr. Corley then served as President of the Surgical Division at Bausch & Lomb following its acquisition of eyeonics, Inc from 2008 to 2011. Mr. Corley also co-founded Chiron Vision Corp., a company focused on the development of LASIK, in 1987 and served as General Manager of the Refractive Surgery Division until December 1997. Mr. Corley received a Bachelor of Business Administration degree from Georgia Southern University.

We believe Mr. Corley is qualified to serve on our Board because of his experience in leading and investing in medical device companies.

Juliet Tammenoms Bakker. Ms. Tammenoms Bakker has served as a member of our Board since June 2015. Ms. Tammenoms Bakker co-founded Longitude Capital, a healthcare venture capital firm, where she has served as a Managing Director since 2006. Prior to Longitude, Ms. Tammenoms Bakker served as a Managing Director of Pequot Ventures, where she founded the life sciences investment practice. Ms. Tammenoms Bakker currently serves on the boards of directors of multiple privately held healthcare companies. Ms. Tammenoms Bakker previously served on the boards of directors of over twenty companies including Eargo, Inc. (NASDAQ:EAR), Axonics Modulation Technologies, Inc. (NASDAQ:AXNX), and Venus Concept Inc. (NASDAQ:VERO). Ms. Tammenoms Bakker holds an M.P.A. from the Harvard Kennedy School and a B.Sc. from the College of Agriculture and Life Sciences at Cornell University, or CALS, where she is a member of the CALS Advisory Council.

We believe Ms. Tammenoms Bakker is qualified to serve on our Board due to her extensive experience as an investor in medical technology companies and as a member of the boards of directors of multiple public and private companies.

William J. Link, Ph.D. Dr. Link has served as a member of our Board since November 2016 and has served as a member of the Compensation Committee from November 2016 to July 2021 and as a member of the Audit Committee from July 2021 to February 2024. Dr. Link formed Flying L Management, LLC in 2017 and is the Managing Partner. Dr. Link has served as a managing director and cofounder of Versant Ventures Management LLC, a venture capital firm investing in early stage healthcare companies, since 1999. He has served as a member of the board of directors of Lensar, Inc. since November 2017 and Tarsus Pharmaceuticals, Inc. (NASDAQ:TARS) since January 2017. Prior to co-founding Versant Ventures in November 1999. Dr. Link was a general partner at Brentwood Venture Capital from 1998 to 2020. From March 1986 to December 1997, Dr. Link was founder, chairman, and chief executive officer of Chiron Vision Corp. He also founded and served as President of American Medical Optics, Inc. (AMO) a division of American Hospital Supply Corporation, (acquired by Allergan, Inc., which was acquired by AbbVie (NYSE:ABBV) from 1978 to 1985. Dr. Link served as a director of Advanced Medical Optics, Inc. from September 2002 to February 2009, a director of Inogen, Inc. (NASDAQ:INGN) from July 2003 to February 2014, a director of Second Sight Medical Products, Inc. from August 2003 to May 2020, a director of Edwards Lifesciences Corp. (NYSE:EW) from May 2009 to May 2021, a director of Glaukos, Inc. (NYSE:GKOS) from June 2001 to December 2021, and a director of Oyster Point Pharma, Inc. (acquired by Viatris Inc. (NASDAQ:VTRS) from July 2015 to March 2022. Dr. Link also served as an assistant professor in the Department of Surgery at the Indiana University School of Medicine from 1973 to 1976. Dr. Link received a B.S., M.S., and a Ph.D. in mechanical engineering from Purdue University.

We believe Dr. Link is qualified to serve on our Board because of his experience in leading and investing in medical device companies.

Robert Warner. Mr. Warner has served as a member of our Board since August 2021, at which time he was nominated to serve as a member of the Compensation Committee and the chair of the Governance Committee. Mr. Warner served as President and General Manager of Alcon Vision Care Franchise Alcon Laboratories (NYSE:ALC) from August 2015 until February 2018. Prior to that, Mr. Warner served as President, U.S. and Canada, for Alcon from January 2012 to July 2015 and as President, Canada and Latin America, for Alcon from November 2010 to January 2012. From January 2005 to October 2010, Mr. Warner served in increasing positions of responsibility for Alcon. Mr. Warner was a member of the Alcon Executive Leadership Team for over 10 years and led the Alcon transition from Nestle (OTCMKTS:NSRGY) to Novartis (NYSE:NVS) majority ownership. Mr. Warner currently serves on the board of directors of two private medical device companies, i Lumen Scientific and EyeYon Medical (serving as Chairman for the latter), and is also a board member of Inari Medical (serving as a member of the Audit Committee) (NASDAQ:NARI) and a nonprofit organization, GRACE, the Grapevine Relief and Community Exchange. Mr. Warner holds a B.S. in Chemistry from Pace University and an MBA from Rutgers University.

We believe Mr. Warner is qualified to serve on our Board because of his extensive experience leading and serving on the Board of medical device companies.

Shweta Singh Maniar. Ms. Maniar joined our Board in December 2021, at which time she was nominated to serve as a member of the Governance Committee. Since July 2018, Ms. Maniar has served as Global Leader, Healthcare & Life Sciences Solutions & Strategy at Google, where she leads vision, strategy, and execution of Google Cloud's industry product strategy and go-to-market model. Prior to joining Google (Alphabet, Inc.) (NASDAQ:GOOG), from November 2013 to June 2018, Ms. Maniar contributed as an executive at Genentech, where she led market growth strategies relevant to technology accelerators for therapies and diagnostics. For more than a year previously, she served as Director for the Center of Minimally Invasive Therapeutics at Summa Health. Earlier in her career, Ms. Maniar spent several years in a research capacity at the Cleveland Clinic and the Austen BioInnovation Institute in Akron, where she was primarily focused on medical devices and minimally invasive therapeutics. She currently serves on the board of directors of Orthofix Medical Inc. (NASDAQ:OFIX). Ms. Maniar holds a B.A. in Economics from the University of California, San Diego.

We believe Ms. Maniar is qualified to serve on our Board because of her leadership experience and her business, operations and strategy experience with healthcare companies.

Director Independence

Our common stock is listed on the Nasdaq Global Market. Under the rules of Nasdaq, independent directors must comprise a majority of a listed company's board of directors. In addition, the rules of Nasdaq require that, subject to specified exceptions, each member of a listed company's audit, compensation and corporate governance and nominating committees be independent. Audit committee members and compensation committee members must also satisfy the independence criteria set forth in Rule 10A-3 and Rule 10C-1, respectively, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Under the rules of Nasdaq, a director will only qualify as an "independent director" if, in the opinion of that company's board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

To be considered independent for purposes of Rule 10A-3 and under the rules of Nasdaq, a member of an audit committee of a listed company, among other things, may not, other than in his or her capacity as a member of the audit committee, the board of directors or any other board committee: (1) accept, directly or indirectly, any consulting, advisory or other compensatory fee from the listed company or any of its subsidiaries or (2) be an affiliated person of the listed company or any of its subsidiaries. Additionally, members of the audit committee must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

The charter of the Compensation Committee requires each member of the Compensation Committee to meet the independence standards established by Nasdaq and the SEC. To be considered independent for purposes of Rule 10C-1 and under the rules of Nasdaq, the board of directors must affirmatively determine that each member of the Compensation Committee is independent, including a consideration of all factors specifically relevant to determining whether the director has a relationship to the company which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the company to such director and (ii) whether such director is affiliated with the company, a subsidiary of the company or an affiliate of a subsidiary of the company.

Our Board undertook a review of its composition, the composition of its committees and the independence of our directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our Board has determined that Messrs. Corley, Warner and Palmisano, Dr. Fountain, and Meses. Tammenoms Bakker, Andrews and Maniar, representing seven of our nine directors, 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 Nasdaq; of the remaining directors,

Dr. Kurtz is not “independent” under Nasdaq rules because he is an executive officer of our company and Dr. Link is not “independent” under Nasdaq rules due to certain payments made by us in 2023 to a company in which a trust affiliated with Dr. Link is a minority investor and in which Dr. Link’s son-in-law serves as the chief executive officer, as described further under “Certain Relationships and Related Party Transactions” below. Our Board has further determined that each member of our Audit Committee, Dr. Fountain and Ms. Tammenoms Bakker and Andrews, have met the additional independence requirements for Audit Committee members under the rules of Nasdaq and Rule 10A-3 under the Exchange Act. Our Board has affirmatively determined that each member of our Compensation Committee, Messrs. Corley, Palmisano and Warner, is independent in accordance with the rules of Nasdaq and Rule 10C-1 under the Exchange Act and has met the additional requirements for Compensation committee members under such rules.

In making these determinations, our Board considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled “Certain Relationships and Related Party Transactions.” There are no family relationships among any of our directors or executive officers.

Board leadership structure

Our Board is currently chaired by Mr. Corley. As a general policy, our Board believes that separation of the positions of Chair of our Board and Chief Executive Officer reinforces the independence of our Board from management, creates an environment that encourages objective oversight of management’s performance and enhances the effectiveness of our Board as a whole. As such, Dr. Kurtz serves as our Chief Executive Officer while Mr. Corley serves as the Chair of our Board but is not an officer of the Company. We currently expect and intend the positions of Chair of our Board and Chief Executive Officer to continue to be held by two individuals in the future.

Role of the Board in risk oversight

Our Board has an active role, as a whole and also at the committee level, in overseeing the management of our risks. Our Board of Directors is responsible for general oversight of risks and regular review of information regarding our risks, including credit risks, liquidity risks and operational risks. The Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation plans and arrangements. The Audit Committee is responsible for overseeing the management of risks relating to accounting matters, financial reporting, internal controls over financial reporting, and cybersecurity. Our Governance Committee assists our Board in fulfilling its oversight responsibilities with respect to the management of risk associated with Board organization, composition, membership and structure, corporate governance and board performance. Although each committee is responsible for evaluating certain risks and overseeing the management of such risks, our entire Board is regularly informed through discussions from committee members about such risks. Our Board believes its administration of its risk oversight function has not negatively affected our Board's leadership structure.

Committees of our Board of Directors

Our Board has an Audit Committee, a Compensation Committee, and a Governance Committee, each of which has the composition and the responsibilities described below. In addition, from time to time, special committees may be established under the direction of our Board when necessary to address specific issues.

Audit Committee

Our Audit Committee consists of Julie B. Andrews, Juliet Tammenoms Bakker and Tamara R. Fountain, M.D., with Ms. Andrews serving as chair. Our Board has determined that Ms. Andrews is an audit committee financial expert, as that term is defined under Item 407(d)(5) of Regulation S-K, and that each audit committee member possesses financial sophistication, as defined under the rules of Nasdaq. Our Audit Committee oversees our corporate accounting, financial reporting and internal control over financial reporting processes and assists our Board in monitoring our financial systems. Our Audit Committee is also responsible for:

- selecting and hiring the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- approving audit and non-audit services and fees;

- reviewing financial statements and discussing with management and the independent registered public accounting firm our annual audited and quarterly financial statements, the results of the independent audit and the quarterly reviews and the reports and certifications regarding internal controls over financial reporting and disclosure controls;
- preparing the audit committee report that the SEC requires to be included in our annual proxy statement;
- reviewing reports and communications from the independent registered public accounting firm;
- reviewing the adequacy and effectiveness of our internal controls over financial reporting and disclosure controls and procedures;
- reviewing our policies on risk assessment and risk management, including those risks related to cybersecurity;
- reviewing and monitoring conflicts of interest situations, and approving or prohibiting any involvement in matters that may involve a conflict of interest or taking of a corporate opportunity;
- reviewing related party transactions; and
- establishing and overseeing procedures for the receipt, retention and treatment of accounting related complaints and the confidential submission by our employees of concerns regarding questionable accounting or auditing matters.

Our Audit Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq. A copy of our Audit Committee charter is available on our investor relations website at <https://investors.rxsight.com/corporate-governance/governance-overview>. During 2023, our Audit Committee held seven meetings.

Compensation Committee

Our Compensation Committee consists of Robert J. Palmisano, J. Andy Corley and Robert Warner, with Mr. Palmisano serving as chair. Our Compensation Committee oversees our compensation policies, plans and benefits programs. The Compensation Committee is also responsible for:

- overseeing our overall compensation philosophy and compensation policies, plans and benefit programs;
- reviewing and approving or recommending to the Board compensation for our executive officers and directors;
- preparing the Compensation Committee report to be included in our annual proxy statement, as required; and
- administering our equity compensation plans.

Our Compensation Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq. A copy of our Compensation committee charter is available on our investor relations website at <https://investors.rxsight.com/corporate-governance/governance-overview>. During 2023, our Compensation Committee held five meetings.

Governance Committee

Our Governance Committee consists of Robert Warner, J. Andy Corley, Juliet Tammenoms Bakker and Shweta Singh Maniar, with Mr. Warner serving as chair. Our Governance Committee oversees and assists our Board in reviewing and recommending nominees for election as directors. The Governance Committee is also responsible for, among other things:

- identifying, evaluating and making recommendations to our Board regarding nominees for election to our Board and its committees;

- considering and making recommendations to our Board regarding the composition of our Board and its committees;
- reviewing developments in corporate governance practices;
- evaluating the adequacy of our corporate governance practices, reporting; and
- evaluating the performance of our Board and of individual directors.

Our Governance Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of Nasdaq. A copy of our Governance Committee charter is available on our investor relations website at <https://investors.rxsight.com/corporate-governance/governance-overview>. During 2023, our Governance Committee held four meetings.

Attendance at Board and Stockholder Meetings

During our fiscal year ended December 31, 2023, our Board held six meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (i) the total number of meetings of our Board held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our Board on which he or she served during the periods that he or she served on such committee.

Although we do not have a formal policy regarding attendance by members of our Board at annual meetings of stockholders, we strongly encourage, but do not require, our directors to attend. Seven of our directors attended our 2023 annual meeting of stockholders.

Compensation Committee Interlocks and Insider Participation

During 2023, the members of our Compensation Committee were Robert J. Palmisano, J. Andy Corley and Robert Warner. None of the members of our Compensation Committee is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the Board or Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board) of any entity that has one or more executive officers serving on our Board or Compensation Committee.

Considerations in Evaluating Director Nominees

Our Governance Committee (or for purposes of this section, the “committee”) will use established procedures to identify and evaluate any individual recommended or offered for nomination to the Board. The committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the committee from other sources. In its evaluation of director candidates, including the members of the Board eligible for re-election, the committee will consider the following: current size and composition of the board and the needs of the board and the respective committees of the board; such factors as character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like, evaluated among others factors and not assigned any particular weighting or priority; and other factors that the committee may consider appropriate. The committee requires the following minimum qualifications to be satisfied by any nominee for a position on the board: the highest personal and professional ethics and integrity; proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment; skills that are complementary to those of the existing board; the ability to assist and support management and make significant contributions to the Company’s success; and an understanding of the fiduciary responsibilities that are required of a member of the board and the commitment of time and energy necessary to diligently carry out those responsibilities.

If the committee determines that an additional or replacement director is required, the committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the committee, the board or management. The committee may propose to the board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the board.

Our Governance Committee considers the suitability of each director candidate, including current directors, in light of the current size and composition of our board. Although our Board does not maintain a specific policy with respect to board diversity, our Board believes that our Board should be a diverse body, and our Governance Committee considers a broad range of backgrounds and experiences. In addition, we intend to satisfy applicable laws and regulations regarding board composition. In making determinations regarding nominations of directors, our Governance Committee may take into account the benefits of diverse viewpoints. Our Governance Committee also considers these and other factors as it oversees the annual board of director and committee evaluations.

After completing its review and evaluation of director candidates, our Governance Committee recommends to our full Board the director nominees for selection.

Board Diversity Matrix

The table below provides certain highlights of the composition of our Board members and nominees as of March 31, 2024. Each of the categories listed in the table below has the meaning as it is used in Nasdaq Rule 5605(f).

Board Size:

Total Number of Directors:	9			
Gender:	Male	Female	Non-Binary	Did Not Disclose Gender
Number of directors based on gender identity	5	4	—	—
Number of directors who identify in any of the categories below:				
African American or Black	—	1	—	—
Alaskan Native or American Indian	—	—	—	—
Asian	—	1	—	—
Hispanic or Latinx	1	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	4	2	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	—	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

Stockholder Recommendations for Nominations to the Board of Directors

Our Governance Committee will consider director candidates recommended by stockholders so long as such recommendations or nominations comply with our certificate of incorporation, our bylaws, our Policies and Procedures for Director Candidates and applicable laws, rules and regulations, including those promulgated by the SEC. Our Governance Committee will evaluate such recommendations in accordance with its charter, our bylaws and our Policies and Procedures for Director Candidates, as well as the regular director nominee criteria described above. This process is designed to ensure that our Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to our business.

A stockholder that wants to recommend a candidate to our board of directors may do so by following the procedures set forth above in the section titled “Recommendation or Nomination of Director Candidates.” Our Governance Committee has discretion to decide which individuals to recommend for nomination as directors.

Under our bylaws, stockholders may also directly nominate persons for election to our Board. Any nomination must comply with the requirements set forth in our bylaws and must be sent in writing to our Secretary at RxSight, Inc., 100 Columbia, Aliso Viejo, California 92656. To be timely for the 2025 annual meeting of stockholders, nominations must be received by our Secretary observing the deadlines discussed above in the section titled “Recommendation or Nomination of Director Candidates.”

Communications with the Board of Directors

Stockholders and other interested parties wishing to communicate directly with our non-management directors, may do so by writing and sending the correspondence to our Chief Financial Officer by mail to our principal executive offices at RxSight, Inc., 100 Columbia, Aliso Viejo, CA 92656. Our Chief Financial Officer, in consultation with appropriate directors as necessary, will review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for our stockholders to act on or for our board to consider and (3) matters that are of a type that are improper or irrelevant to the functioning of our board or our business, for example, mass mailings, job inquiries and business solicitations. If appropriate, our Chief Financial Officer will route such communications to the appropriate director(s) or, if none is specified, then to the chairperson of the board or the lead independent director (if one is appointed). These policies and procedures do not apply to communications to non-management directors from our officers or directors who are stockholders or stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act.

Policy Prohibiting Hedging or Pledging of Securities

Under our insider trading policy, our employees, including our executive officers, and the members of our Board are prohibited from, directly or indirectly, among other things, (1) engaging in short sales, (2) trading in publicly-traded options, such as puts and calls, and other derivative securities with respect to our securities (other than stock options, restricted stock units and other compensatory awards

issued to such individuals by us), (3) purchasing financial instruments (including 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 equity securities granted to them by us as part of their compensation or held, directly or indirectly, by them, (4) pledging any of our securities as collateral for any loans and (5) holding our securities in a margin account.

Code of Business Conduct and Ethics

We have adopted a written 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 or persons performing similar functions. The code of business conduct and ethics is available on our website at <https://investors.rxsight.com>. We intend to disclose future amendments to such code, or any waivers of its requirements, applicable to any principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions or our directors on our website identified above. Information contained on the website is not incorporated by reference into this proxy and should not be considered to be part of this proxy.

Outside Director Compensation Policy

Under our Outside Director Compensation Policy, each non-employee director will be eligible to receive compensation for his or her service consisting of annual cash retainers and equity awards under our outside director compensation policy. Our Board will have the discretion to revise non-employee director compensation as it deems necessary or appropriate. The Outside Director Compensation Policy was last amended in December 2023.

In December 2023, our Board, upon recommendation of our Compensation Committee, amended our Outside Director Compensation Policy, effective January 1, 2024 to increase the cash compensation for services as board member from \$45,000 per year to \$50,000 per year.

Cash Compensation. For the 2023 fiscal year, all non-employee directors were eligible to receive the following cash compensation for their services:

- \$45,000 per year for services as a board member;
- \$50,000 per year additionally for service as non-executive chair of the Board;
- \$30,000 per year additionally for service as lead director of the Board;
- \$10,000 per year additionally for service as chair of the Audit Committee;
- \$10,000 per year additionally for service as an Audit Committee member;
- \$7,500 per year additionally for service as chair of the Compensation Committee;
- \$7,500 per year additionally for service as a Compensation Committee member;
- \$5,000 per year additionally for service as chair of the Governance Committee; and
- \$5,000 per year additionally for service as a Governance Committee member.

Notwithstanding the foregoing, if our Board or any one committee of our Board meets in excess of 8 times in a year (measured from annual meeting to annual meeting), such non-employee directors will be provided a fee of \$1,500 for each additional meeting attended. Each annual cash retainer and additional annual fee will be paid quarterly in arrears on a prorated basis.

Equity Compensation. Non-employee directors will be eligible to receive all types of awards (except incentive stock options) under the 2021 Equity Incentive Plan (the “2021 Plan”) (or the applicable equity plan in place at the time of grant), including discretionary awards not covered under the outside director compensation policy. Nondiscretionary, automatic grants of restricted stock units are made to our non-employee directors as follows:

- *Initial RSU Grant.* Each person who first becomes a non-employee director automatically will be granted an award of restricted stock units, or an Initial Award, covering a number of shares of our common stock having a value of \$217,500, with any resulting fraction rounded down to the nearest whole share. The Initial Award will be granted automatically on the first trading day on or after the date on which such individual first becomes a non-employee director, or the Initial

Start Date, whether through election by our stockholders or appointment by our board to fill a vacancy. If an individual was a member of our board and also an employee, becoming a non-employee director due to termination of employment will not entitle the non-employee director to an Initial Award. Each Initial Award will be scheduled to vest as follows: 1/3rd of the restricted stock units subject to the Initial Award will be scheduled to vest on each annual anniversary of the Initial Start Date (or, if there is no corresponding day in the applicable month, then the last day of such month), in each case subject to the non-employee director continuing to be a non-employee director through the applicable vesting date.

- *Annual RSU Grant.* Each non-employee director automatically will be granted an award of restricted stock units, or an Annual Award, with a value of \$150,000 on the date of each annual meeting of our Board, or the Annual Meeting; provided that the first Annual Award granted to an individual who first becomes a non-employee director following the effective date of the policy will have a value equal to the product of (A) \$150,000 multiplied by (B) a fraction, (i) the numerator of which is the number of fully completed months between the applicable Initial Start Date and the date of the first Annual Meeting to occur after such individual first becomes a non-employee director, and (ii) the denominator of which is 12; provided further that any resulting fraction with respect to an Annual Award shall be rounded down to the nearest whole share underlying the restricted stock unit. Each Annual Award will be scheduled to vest in full on the earlier of (i) the one-year anniversary of the grant date or (ii) the date of the next Annual Meeting following the grant date, in each case, subject to the non-employee director continuing to be a non-employee director through the applicable vesting date.

The “value” for the Initial Awards and Annual Awards described above means the fair value on the date of grant for full-value shares and the grant fair value calculated in accordance with a Black-Scholes valuation model for stock options, in accordance with U.S. generally accepted accounting principles, or such other methodology our Board or Compensation Committee may determine. In the event of a change in control, as such term is defined in the 2021 Plan, each non-employee director will fully vest in his or her outstanding equity awards, including any Initial Awards and Annual Awards, provided that the non-employee director continues to be a non-employee director through the date of the change in control. Additionally, in the event of a non-employee director’s death or termination due to disability, such non-employee director will fully vest in his or her outstanding equity awards as of immediately prior to the non-employee director’s death or termination due to disability.

Pursuant to our outside director compensation policy, no non-employee director may be issued, in any fiscal year, cash retainers or fees and equity awards with an aggregate value greater than \$500,000, increased to \$1,000,000 for the fiscal year an individual initially becomes a member of our Board.

Other than as set forth in the table below, we did not pay any other compensation to any of our non-employee directors in 2023. We also reimburse our directors for expenses associated with attending meetings of our Board and its committees.

Director Compensation

The following table presents the total compensation that each of our non-employee directors received during the year ended December 31, 2023. See “Executive Compensation” for a discussion of compensation paid to Dr. Kurtz, our Chief Executive Officer. Dr. Kurtz receives no additional compensation for serving on our Board.

Name	Cash Compensation (\$) ⁽¹⁾	Stock Awards (\$) ^{(2) (3)}	Option Awards (\$)	All other Compensation (\$)	Total (\$)
J. Andy Corley ⁽⁴⁾	107,500	149,980	—	—	257,480
Julie B. Andrews ⁽⁵⁾	65,000	149,980	—	—	214,980
Juliet Tammenoms Bakker ⁽⁶⁾	60,000	149,980	—	—	209,980
Robert J. Palmisano ⁽⁷⁾	60,000	149,980	—	—	209,980
Robert Warner ⁽⁸⁾	62,500	149,980	—	—	212,480
William J. Link, Ph.D. ⁽⁹⁾	55,000	149,980	—	—	204,980
Shweta Singh Maniar ⁽¹⁰⁾	50,000	149,980	—	—	199,980
Tamara R. Fountain, M.D. ⁽¹¹⁾	55,000	149,980	—	—	204,980

(1) Cash compensation earned for Board and committee membership is discussed under the “Outside Director Compensation Policy” heading above.

(2) Consists of grants of time based RSUs granted pursuant to our 2021 Plan.

(3) These figures reflect the aggregate grant date fair value of awards of restricted stock units granted in the fiscal year, computed in accordance with the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (“ASC”)

718, Compensation—Stock Compensation (“Topic 718”). See Note 9 to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023, for a discussion of the assumptions made by us in determining the grant date fair value of our equity awards.

- (4) As of December 31, 2023, J. Andy Corley had outstanding options to purchase a total of 96,805 shares of our common stock and 5,731 shares issuable upon vesting of time-based RSUs.
- (5) As of December 31, 2023, Julie B. Andrews had 8,280 shares issuable upon vesting of time-based RSUs.
- (6) As of December 31, 2023, Juliet Tammenoms Bakker had 5,731 shares issuable upon vesting of time-based RSUs.
- (7) As of December 31, 2023, Robert J. Palmisano had 8,280 shares issuable upon vesting of time-based RSUs.
- (8) As of December 31, 2023, Robert Warner had 8,280 shares issuable upon vesting of time-based RSUs.
- (9) As of December 31, 2023, William J. Link, Ph.D. had 5,731 shares issuable upon vesting of time-based RSUs.
- (10) As of December 31, 2023, Shweta Singh Maniar had 18,529 shares issuable upon vesting of time-based RSUs.
- (11) As of December 31, 2023, Dr. Fountain had 18,529 shares issuable upon vesting of time-based RSUs.

Stock Ownership Guidelines for Non-Employee Directors

In January 2023, our Board approved the equity ownership guidelines for the minimum ownership levels for our Board. We maintain equity ownership guidelines to further align interests of our directors with those of our stockholders. Each of our directors who receive compensation from us shall comply with the minimum ownership levels and timing of compliance outlined in the equity ownership guidelines. Each non-employee director should hold shares of the Company's common stock equal to three times the annual cash retainer for his or her board service. The individuals subject to these guidelines will have until the later of (i) January 1, 2028 or (ii) the end of the fiscal year of the Company that includes the five year anniversary of the date that the applicable individual is appointed as a non-employee director to comply with the minimum stock ownership requirement. If a director who receives compensation from us fails to reach, or falls below, the minimum ownership level set forth in the equity ownership guidelines, he or she may be required to retain 50% of any net shares derived from equity awards under our equity incentive plans until his or her minimum ownership level is met or, if necessary, to retain the minimum ownership level.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Our Board consists of nine members. The number of directors is fixed by our Board, subject to the terms of our certificate of incorporation and bylaws. Each of our current directors will continue to serve as a director until the election and qualification of his or her successor, or until his or her earlier death, resignation or removal.

Our certificate of incorporation provides that our Board is divided into three classes with staggered three-year terms. Only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective three-year terms. Our directors are divided among the three classes as follows:

- the Class I directors are Ron Kurtz, M.D., J. Andy Corley, and Juliet Tammenoms Bakker, and their terms will expire at the annual meeting of stockholders to be held in 2025;
- the Class II directors are William J. Link, Ph.D., Robert Warner, and Shweta Singh Maniar, and their terms will expire at the annual meeting of stockholders to be held in 2026; and
- the Class III directors are Julie B. Andrews, Robert J. Palmisano, and Tamara R. Fountain, M.D., and their terms will expire at the annual meeting of stockholders to be held in 2024.

At each annual meeting of stockholders, upon the expiration of the term of a class of directors, the successor to each such director in the class will be elected to serve from the time of election and qualification until the third annual meeting following his or her election and until his or her successor is duly elected and qualified, in accordance with our certificate of incorporation. 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 our directors.

This classification of our Board may have the effect of delaying or preventing changes in control of our company.

Nominees

Our Governance Committee has recommended, and our Board has approved, Julie B. Andrews, Robert J. Palmisano, and Tamara R. Fountain, M.D., as nominees for election as Class III directors at the Annual Meeting. If elected, each of Julie B. Andrews, Robert J. Palmisano, and Tamara R. Fountain, M.D., will serve as a Class III director until the 2027 annual meeting of stockholders or until his or her successor is duly elected and qualified. Julie B. Andrews, Robert J. Palmisano, and Tamara R. Fountain, M.D., are currently directors of our company, and each has agreed to being named in this proxy statement as a nominee. For information concerning the nominees, please see the section titled “Board of Directors and Corporate Governance.”

If you are a stockholder of record and you sign your proxy card or vote over the Internet or by telephone but do not give instructions with respect to the voting of directors, your shares will be voted FOR the election of Julie B. Andrews, Robert J. Palmisano, and Tamara R. Fountain, M.D. If you are a street name stockholder of shares of our common stock and you do not give voting instructions to your broker, bank or other nominee, then your broker, bank or other nominee will leave your shares unvoted on this matter. In the event that a director nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by our Board to fill such vacancy.

Vote Required

The election of each Class III director requires a plurality of the votes of the shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon to be approved. “Plurality” means that the three nominees who receive the most votes cast FOR will be elected as Class III directors.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE THREE NOMINEES NAMED ABOVE AS CLASS III DIRECTORS TO SERVE FOR A THREE-YEAR TERM.

PROPOSAL NO. 2
ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, we are asking our stockholders to cast an advisory vote to approve the compensation of the named executive officers identified in the 2023 Summary Compensation Table in the “Executive Compensation” section of this proxy statement. In connection with Proposal 2, we are also holding an advisory vote on the frequency of the stockholder vote on executive compensation as required by the Dodd-Frank Act. See *“Proposal No. 3 — Advisory Vote on the Frequency of an Advisory Vote on Executive Compensation.”*

Compensation Program and Philosophy

The primary goal of our executive compensation program is to ensure that we hire and retain talented and experienced executive officers who are motivated to achieve or exceed our short-term and long-term corporate goals. Our compensation philosophy is team-oriented and our success is dependent on what our management team can accomplish together. Therefore, we seek to provide our non-CEO executive officers with comparable levels of base salary, bonuses, and annual equity awards that are based largely on overall company performance.

In determining the form and amount of compensation payable to our executive officers, we are guided by the following objectives and principles:

- Team-oriented approach to establishing compensation levels;
- Compensation should relate to performance;
- Equity awards help executive officers think like stockholders; and
- Total compensation opportunities should be competitive.

Our Board believes that our current executive compensation program has been effective at linking executive compensation to our performance and aligning the interests of our executive officers with those of our stockholders. We are asking our stockholders to indicate their support for the compensation of our named executive officers as described in this proxy statement by voting in favor of the following resolution:

“RESOLVED, that the stockholders approve, on an advisory basis in a non-binding vote, the compensation of RxSight, Inc. named executive officers as disclosed pursuant to Item 402 of Securities and Exchange Commission Regulation S-K, including the compensation tables and narrative disclosures set forth in the proxy statement relating to RxSight’s 2024 annual meeting of stockholders.”

Vote Required

The affirmative “FOR” vote of a majority of the shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon is required to approve, on an advisory basis, the compensation of the named executive officers identified in the 2023 Summary Compensation Table in the “Executive Compensation” section of the proxy statement (the “Say-on-Pay Vote”). You may vote “FOR,” “AGAINST,” or “ABSTAIN” on this proposal. Abstentions have the same effect as a vote against the proposal. Broker non-votes are not included in the tabulation of voting results on this proposal, and will not affect the outcome of voting on this proposal.

Although this Say-on-Pay Vote is advisory and, therefore, will not be binding on us, our compensation committee and our Board value the opinions of our stockholders. Accordingly, to the extent there is a significant vote against the compensation of our named executive officers, we will consider our stockholders’ concerns, and the compensation committee will evaluate what actions may be necessary or appropriate to address those concerns.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

PROPOSAL NO. 3
ADVISORY VOTE ON THE FREQUENCY OF
AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by the Dodd-Frank Act, we also are asking our stockholders to provide their input with regard to the frequency of future Say-on-Pay Votes, such as Proposal No. 2 of this proxy statement. In particular, we are asking whether the Say-on-Pay Vote should occur once every year, every two years or every three years.

Our Board will take into consideration the outcome of this vote in making a determination about the frequency of future Say-on-Pay Votes. However, because this vote is non-binding, our Board may decide that it is in the best interests of our stockholders and the company to hold the Say-on-Pay Vote more or less frequently. In the future, we will propose an advisory vote on the frequency of the Say-on-Pay Vote at least once every six calendar years.

After careful consideration, our Board believes that the Say-on-Pay Vote should be held every year, and therefore our Board recommends that you vote for a frequency of every "ONE YEAR" for future Say-on-Pay Votes.

Our Board believes that an annual Say-on-Pay Vote will facilitate more direct stockholder input about executive compensation. An annual Say-on-Pay Vote is consistent with our policy of reviewing our compensation program annually, as well as being accountable to our stockholders on corporate governance and executive compensation matters. We believe an annual vote would be the best governance practice for our company at this time.

Vote Required

The alternative of every "ONE YEAR," "TWO YEARS" or "THREE YEARS" that receives the highest number of votes from the holders of shares present in person (virtually) or represented by proxy and entitled to vote thereon at the Annual Meeting will be considered the frequency preferred by stockholders. You may vote for "ONE YEAR," for "TWO YEARS," for "THREE YEARS" or "ABSTAIN." Abstentions and broker non-votes will not affect the outcome of this proposal.

Even though your vote is advisory and, therefore, will not be binding on RxSight, the Board and the compensation committee value the opinions of our stockholders and will consider our stockholders' vote. Nonetheless, our Board may decide that it is in the best interests of our stockholders and RxSight to hold the Say-on-Pay Vote more or less frequently than the option voted by our stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE OPTION OF EVERY "ONE YEAR" AS THE FREQUENCY WITH WHICH STOCKHOLDERS ARE PROVIDED AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.

PROPOSAL NO. 4
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has appointed Ernst & Young LLP to audit the financial statements of our company for the fiscal year ending December 31, 2024 and recommends that stockholders vote in favor of the ratification of such appointment. During the years ended December 31, 2023 and 2022, Ernst & Young LLP served as our independent registered public accounting firm.

At the Annual Meeting, stockholders are being asked to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024. Stockholder ratification of the appointment of Ernst & Young LLP is not required by our bylaws or other applicable legal requirements; however, our Board is submitting the appointment of Ernst & Young LLP to our stockholders for ratification as a matter of good corporate governance. In the event that this appointment is not ratified by the affirmative vote of a majority of the shares of common stock present virtually in person or represented by proxy at the Annual Meeting and entitled to vote, such appointment will be reconsidered by our Audit Committee. Even if the appointment is ratified, our Audit Committee, in its sole discretion, may appoint another independent registered public accounting firm at any time during our fiscal year ending December 31, 2024 if our Audit Committee believes that such a change would be in the best interests of the Company and its stockholders. A representative of Ernst & Young LLP is expected to be present virtually at the Annual Meeting, will have an opportunity to make a statement if he or she wishes to do so, and is expected to be available to respond to appropriate questions from stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to us by Ernst & Young LLP for our fiscal years ended December 31, 2023 and 2022, respectively.

	2023	2022
Audit fees ⁽¹⁾	\$ 1,458,450	\$ 831,400
Audit-related fees ⁽²⁾	—	—
Tax fees ⁽³⁾	119,480	119,482
All other fees ⁽⁴⁾	—	—
Total fees	\$ 1,577,930	\$ 950,882

- (1) “Audit fees” for 2023 and 2022 consist of fees billed for professional services rendered by Ernst & Young LLP for the audit of the Company’s consolidated financial statements, including attestation services relating to the report on our internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, review of the condensed consolidated financial statements included in the Company’s quarterly reports, and for procedures performed with respect to registration statements and services in connection with the statutory and regulatory filings or engagements for those years.
- (2) “Audit-related fees” consist of fees billed for professional services rendered for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under “Audit Fees.”
- (3) “Tax fees” consist of fees billed for professional services rendered by Ernst & Young LLP for tax compliance, advice and planning.
- (4) “All other fees” consist of fees billed for services rendered other than the services reported in Audit fees, Audit-related fees, and Tax fees.

Auditor Independence

In 2023, there were no other professional services provided by Ernst & Young LLP that would have required our Audit Committee to consider their compatibility with maintaining the independence of Ernst & Young LLP.

Audit Committee Policy on Pre-Approval of Audit, Audit Related and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our Audit Committee has established a policy governing our use of the services of our independent registered public accounting firm. Under the policy, our Audit Committee is required to pre-approve all audit, audit-related and permissible non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair such accounting firm's independence. All permissible audit services, audit-related services and permissible non-audit services rendered by, and related fees paid to, Ernst & Young LLP for our fiscal years ended December 31, 2023 and 2022 were pre-approved by our Audit Committee.

Vote Required

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024 requires the affirmative vote of a majority of the shares of our common stock present in person (virtually) or represented by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote AGAINST this proposal. Because this is a routine proposal, we do not expect any broker non-votes on this proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2024.

AUDIT COMMITTEE REPORT

The Audit Committee is a committee of the Board comprised solely of independent directors as required by the listing standards of the Nasdaq Stock Market LLC and the rules and regulations of the SEC. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate Audit Committees. The Audit Committee operates under a written charter approved by the Board, which is available on our website at <https://investors.rxsight.com>. The Audit Committee reviews and assesses the adequacy of its charter and the Audit Committee's performance on an annual basis.

With respect to the Company's financial reporting process, the Company's management is responsible for (1) establishing and maintaining internal controls and (2) preparing the Company's financial statements. The Company's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of the Company's financial statements. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare the Company's financial statements. These are the fundamental responsibilities of management.

In the performance of its oversight function, the Audit Committee has:

- reviewed and discussed the audited financial statements with management and Ernst & Young LLP;
- discussed with Ernst & Young LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC; and
- received the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with Ernst & Young, LLP its independence.

Based on the Audit Committee's review and discussions with management and Ernst & Young LLP, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 for filing with the SEC.

Respectfully submitted by the members of the Audit Committee of the Board:

Julie B. Andrews (Chair)
Juliet Tammenoms Bakker
Tamara R. Fountain, M.D.

This report of the Audit Committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or 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 any filing under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

EXECUTIVE OFFICERS

Name	Age	Position(s)
Ron Kurtz, M.D.	61	President, Chief Executive Officer & Director
Shelley Thunen	71	Chief Financial Officer
Eric Weinberg	63	Chief Commercial Officer
Ilya Goldshleger, Ph.D.	49	Chief Operating Officer

For the biography of Dr. Kurtz, please see “Board of Directors and Corporate Governance—Continuing Directors.”

Shelley Thunen. Ms. Thunen joined RxSight, Inc. in January 2016 as our Chief Administrative Officer and has served as our Chief Financial Officer since February 2017. From January 2013 to October 2015, Ms. Thunen served as the Chief Financial Officer of Endologix, Inc. (NASDAQ:ELGX) From August 2010 to December 2012, Ms. Thunen served as Associate General Manager of Alcon LenSx, Inc. Prior to Alcon’s (NYSE:ALC) acquisition of LenSx, Inc. in August 2010, she served as a board member and chair of the audit committee from April 2008 to August 2010, as well as Chief Financial Officer and Vice President, Operations from November 2009 to August 2010. Ms. Thunen joined IntraLase Corp. (NASDAQ:ILSE) in May 2001 and was its Chief Financial Officer and later Executive Vice President & Chief Financial Officer until its acquisition by Advanced Medical Optics, Inc. (NYSE:EYE) in April 2007. Ms. Thunen served on the board of directors of eyeonics, Inc. from June 2007 to February 2008, and as a board member and chair of the audit committee of Restoration Robotics, Inc. (NASDAQ:HAIR) from July 2015 to November 2019, prior to its acquisition by Venus Concept Inc. (NASDAQ:VERO). She also has served as a board member and audit committee chair of Surface Ophthalmics, Inc since August 2020. She also has served as a board member and audit committee chair of Aeon Biopharma, Inc, (NYSE:AEON) and Lenz Therapeutics, Inc., (NASDAQ: LENZ) since June 2023 and November 2023, respectively. Ms. Thunen received a B.A. in economics and an M.B.A. from the University of California, Irvine.

Eric Weinberg. Mr. Weinberg has served as our Chief Commercial Officer since June 2015. Prior to joining RxSight, he was a co-founder of LenSx Lasers, Inc. and served as Chief Commercial Officer from July 2008 to August 2010, prior to its acquisition by Alcon Inc. (NYSE:ALC). He went on to serve as Vice President of Surgical Development at Alcon LenSx, Inc. from August 2010 to April 2014. He joined IntraLase Corp. (NASDAQ:ILSE) in September 1999 as Vice President of Sales and Marketing and later as the Senior Vice President, Global Marketing until the company was acquired by Advanced Medical Optics, Inc. (NYSE:EYE) in April 2007. Mr. Weinberg served as Global Director of Refractive Surgery at Chiron Vision Corp. from March 1993 until October 1997, when it was acquired by Bausch & Lomb, Inc. He continued as Global Director of Refractive Surgery at Bausch & Lomb until August 1999. Mr. Weinberg began his career in medical devices at Steinway Instruments in 1980.

Ilya Goldshleger, Ph.D. Dr. Goldshleger joined RxSight, Inc. as the Vice President, Engineering and has served as our Chief Operating Officer since June 2019. Dr. Goldshleger joined RxSight in September 2015 as the Vice President of Engineering and was responsible for the development and engineering of the LAL and LDD system and its accessories. Prior to joining RxSight, Dr. Goldshleger held various management roles at Alcon LenSx, Inc. from 2010 to 2015, last serving as Director, R&D Optics and Diagnostics, and held various roles in research and development at LenSx Lasers, Inc. from October 2008 to its acquisition by Alcon, Inc. (NYSE:ALC) in August 2010. Dr. Goldshleger received a Master of Science in Physics and Mathematics from the Moscow Institute of Physics and Technology and a Ph.D. in Chemical Physics from the Russian Academy of Sciences.

Each of our executive officers serves at the discretion of our Board and holds office until his or her resignation or removal.

EXECUTIVE COMPENSATION

Processes and Procedures for Compensation Decisions

Our Compensation Committee is responsible for the executive compensation programs for our executive officers and reports to our Board on its discussions, decisions and other actions. Typically, our Chief Executive Officer makes recommendations to our Compensation Committee, often attends committee meetings and is involved in the determination of compensation for the respective executive officers who report to him, except that the Chief Executive Officer does not make recommendations as to his own compensation. Our Chief Executive Officer makes recommendations to our Compensation Committee regarding short-term and long-term compensation for all executive officers (other than himself) based on our results, an individual executive officer’s contribution toward these results and performance toward individual goal achievement. Our Compensation Committee then reviews the

recommendations and other data. Our Compensation Committee makes decisions as to total compensation for each executive officer, although it may instead, in its discretion, make recommendations to our Board regarding executive compensation for its approval.

Our Compensation Committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our compensation programs and related policies. Since 2021, our Compensation Committee has retained AON/Radford, a national compensation consultant, to provide it with information, recommendations and other advice relating to executive compensation on an ongoing basis. AON/Radford serves at the discretion of our Compensation Committee. As part of its engagement, AON/Radford assists our Compensation Committee in developing an appropriate group of peer companies to help us determine the appropriate level of overall compensation for our executive officers, as well as assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers is competitive and fair.

Our Compensation Committee periodically considers and assesses AON/Radford's independence, including whether AON/Radford has any potential conflicts of interest with our company or members of our Compensation Committee. In connection with AON/Radford's engagement, our Compensation Committee conducted such a review and concluded that it was not aware of any conflict of interest that had been raised by work performed by AON/Radford or the individual consultants employed by AON/Radford that perform services for our Compensation Committee.

Although we lost our status as an "emerging growth company" and "smaller reporting company," each as defined in the JOBS Act, in 2023, we are not required to include a Compensation Discussion and Analysis and have elected to comply with the scaled disclosure requirements applicable to emerging growth companies and smaller reporting companies. Our named executive officers for the fiscal year ended December 31, 2023, which consist of our principal executive officer and the next three most highly compensated executive officers who were serving as executive officers as of December 31, 2023, are:

- Ron Kurtz, M.D., our President and Chief Executive Officer;
- Shelley Thunen, our Chief Financial Officer;
- Eric Weinberg, our Chief Commercial Officer; and
- Ilya Goldshleger, Ph.D., our Chief Operating Officer.

The following table provides information regarding the compensation of our named executive officers during the years ended December 31, 2023 and 2022.

Summary Compensation Table

Name and Principal Position ⁽¹⁾	Year	Salary (\$)	Option Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$)	All Other Compensation ⁽³⁾ (\$)	Total Compensation (\$)
Ron Kurtz, M.D.	2023	633,333	1,873,660	570,000	4,604	3,081,597
<i>Chief Executive Officer and President, Director</i>	2022	562,500	—	457,566	5,405	1,025,471
Shelley Thunen	2023	454,167	1,124,196	295,208	12,848	1,886,419
<i>Chief Financial Officer</i>	2022	416,667	—	223,667	11,021	651,355
Eric Weinberg	2023	454,167	889,989	295,208	13,364	1,652,728
<i>Chief Commercial Officer</i>	2022	416,667	—	214,042	8,188	638,897
Ilya Goldshleger, Ph.D.	2023	454,167	1,124,196	295,208	12,083	1,885,654
<i>Chief Operating Officer</i>	2022	416,667	—	219,313	21,833	657,813

- (1) RxSight has four named executive officers, each with corporate decision making authority. We have elected to provide compensation information for all four of them even though, due to transitional relief applicable to losing smaller reporting company status as of December 31, 2023 (on which we are relying for this proxy statement), we are only required by SEC rules to disclose compensation for three named executive officers.
- (2) These figures reflect the aggregate grant date fair value of stock option awards (service-based) granted in the fiscal year, computed in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ASC 718, Compensation—Stock Compensation — Topic 718. See Note 9 to our financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of the assumptions made by us in determining the grant date fair value of our equity awards. With respect to stock option

awards, the named executive officers will only realize compensation to the extent the trading price of our common stock is greater than the exercise price of such stock options.

- (3) The bonus amounts listed in this column reflect annual discretionary bonuses, based on performance in 2022 and 2023. The 2023 amounts disclosed represent a bonus under our 2023 bonus plan based upon the achievement of company objectives for the year ended December 31, 2023, which were paid in the first quarter of 2024. Our bonus plans are more fully described below under the section titled “2023 Bonus Plan”.
- (4) Includes 401(k) matching contributions and with respect to Dr. Goldshleger, an inventor bonus of \$3,000 for 2023 and \$13,500 for 2022.

2023 Bonus Plan

The Company provides annual cash incentive compensation to its named executive officers under the Company’s Executive Incentive Compensation Plan based on their meeting of one or more corporate and individual performance objectives. The performance objectives that the named executive officers must meet change from year to year as market conditions evolve and different priorities are established, but the Company’s Board select challenging goals that are achievable only by strong performance.

All of the Company’s named executive officers participated in its annual cash incentive compensation program for 2023 (“2023 Bonus Plan”), which provided them with an opportunity to receive formula-based incentive amounts. These named executive officers’ target bonus opportunities under the 2023 Bonus Plan are expressed as a percentage of each named executive officer’s annual base salary. The target bonus opportunity for Dr. Kurtz was 90% and for Ms. Thunen, Mr. Weinberg and Mr. Goldshleger was 65% for 2023.

For 2023, the performance metrics for which achievement was measured to determine bonuses were as follows:

- Clinical Development Goals
- Personnel Goals
- Financing Goals
- Strategic Goals
- Individual Goals

In February 2024, our Board determined that the Company met most of its goals. In light of its review of such accomplishments in fiscal year 2023, our Board approved a bonus payout under the 2023 Bonus Plan of 100% of target for Dr. Kurtz, Ms. Thunen, Mr. Weinberg and Mr. Goldshleger.

The amounts in the Summary Compensation Table under the column “Non-equity incentive plan compensation” are based on the named executive officer’s target bonus amount multiplied by the achievement percentage set by our Compensation Committee, consistent with the determinations under the 2023 Bonus Plan.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information regarding outstanding equity awards held by our named executive officers as of December 31, 2023.

Name	Grant Date ⁽¹⁾	Option Awards			
		Number of Securities Underlying Unexercised Options: (#) Exercisable	Number of Securities Underlying Unexercised Options: (#) Unexercisable	Option Exercise Price (\$) ⁽²⁾	Option Expiration Date
Ron Kurtz, M.D.	3/14/2017 ⁽³⁾	2,300	—	\$ 4.34	3/13/2027
<i>President, Chief Executive Officer and Director</i>	4/23/2020 ⁽³⁾	36,300	4,036	\$ 15.08	4/22/2030
	3/22/2021 ⁽³⁾	66,548	30,257	\$ 15.60	3/21/2031
	7/30/2021 ⁽³⁾	204,703	134,116	\$ 16.00	7/29/2031
	3/9/2023 ⁽³⁾	37,500	162,500	\$ 14.95	3/8/2033
Shelley Thunen	10/27/2016 ⁽⁴⁾	29,040	—	\$ 4.34	10/26/2026
<i>Chief Financial Officer</i>	3/14/2017 ⁽³⁾	6,657	—	\$ 4.34	3/13/2027
	7/26/2018 ⁽³⁾	14,520	—	\$ 18.90	7/25/2028
	4/23/2020 ⁽³⁾	44,365	4,036	\$ 15.08	4/22/2030
	3/22/2021 ⁽³⁾	46,548	30,257	\$ 15.60	3/21/2031
	7/30/2021 ⁽³⁾	59,430	38,937	\$ 16.00	7/29/2031
	3/9/2023 ⁽³⁾	22,500	97,500	\$ 14.95	3/8/2033
Eric Weinberg	7/29/2015 ⁽⁵⁾	188,002	—	\$ 3.93	7/28/2025
<i>Chief Commercial Officer</i>	3/14/2017 ⁽³⁾	35,168	—	\$ 4.34	3/13/2027
	4/18/2019 ⁽⁷⁾	14,520	—	\$ 23.04	4/17/2029
	4/23/2020 ⁽³⁾	66,551	6,052	\$ 15.08	4/22/2030
	3/22/2021 ⁽³⁾	66,548	30,257	\$ 15.60	3/21/2031
	7/30/2021 ⁽³⁾	52,826	34,611	\$ 16.00	7/29/2031
	3/9/2023 ⁽³⁾	17,812	77,188	\$ 14.95	3/8/2033
Ilya Goldshleger, Ph.D.	10/27/2015 ⁽⁶⁾	15,667	—	\$ 3.93	10/26/2025
<i>Chief Operating Officer</i>	7/28/2016 ⁽⁴⁾	4,840	—	\$ 4.13	7/27/2026
	10/27/2016 ⁽⁴⁾	9,680	—	\$ 4.34	10/26/2026
	3/14/2017 ⁽³⁾	9,680	—	\$ 4.34	3/13/2027
	4/26/2017 ⁽⁴⁾	20,843	—	\$ 4.13	4/25/2027
	1/25/2018 ⁽³⁾	14,520	—	\$ 18.90	1/24/2028
	7/26/2018 ⁽³⁾	19,360	—	\$ 18.90	7/25/2028
	4/18/2019 ⁽⁷⁾	30,590	—	\$ 23.04	4/17/2029
	4/23/2020 ⁽³⁾	118,103	12,104	\$ 15.08	4/22/2030
	3/22/2021 ⁽³⁾	66,551	30,254	\$ 15.60	3/21/2031
	7/30/2021 ⁽³⁾	59,430	38,937	\$ 16.00	7/29/2031
3/9/2023 ⁽³⁾	22,500	97,500	\$ 14.95	3/8/2033	

- (1) Each of the outstanding options to purchase shares of our common stock was granted pursuant to either our 2015 Equity Incentive Plan, as amended, or the 2021 Equity Incentive Plan.
- (2) This column represents the exercise price of each award, which is equal to the fair market value of a share of our common stock on the date of grant, as determined by our Board or a committee thereof.
- (3) The shares underlying this award vest in equal monthly installments over 48 months, such that the entire award is vested over 4 years. The vesting commencement date of this award is the grant date.
- (4) The shares underlying this award vest 25% after one year after the vesting commencement date and the remainder vesting in equal monthly installments over 36 months, such that the entire award is vested over 4 years. The vesting commencement date of this award is the grant date.
- (5) This award vested as follows: (i) 16.7% of the shares underlying this award vested on the date of grant; (ii) 8.3% of the shares underlying this award had a vesting commencement date of June 16, 2015 and became fully vested upon pre-market approval of the Company's LAL by the FDA on or prior to December 31, 2017 (which was achieved in November 2017); and (iii) the remaining 75.0% of the shares underlying this award vested with a vesting commencement date of June 16, 2015 with 25% vesting on the first anniversary of the vesting commencement date and the remainder vesting in equal monthly installments over

the remaining 36 months, such that this portion of the award was fully vested over 4 years. The shares underlying this award vest in equal monthly installments over 48 months, such that the entire award is vested over 4 years.

- (6) This award had a vesting commencement date of September 8, 2015 and vested as follows: 25% vesting on the one year anniversary of the vesting commencement date and the remainder vesting in equal monthly installments over the remaining 36 months, such that the entire option is vested over 4 years.
- (7) The shares underlying this award vest in equal monthly installments over 24 months, such that the entire award is vested over 2 years. The vesting commencement date of this award is the grant date.

Employment Arrangements With Our Named Executive Officers

Ron Kurtz, M.D.

We entered into an offer letter agreement, effective as of July 16, 2021, with Dr. Kurtz, our President and Chief Executive Officer. This letter has no specific term and provides for at-will employment. On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, approved, effective March 1, 2023 (i) an increase in the base salary of Dr. Kurtz, from \$575,000 to \$645,000 and (ii) an increase in the annual target cash incentive payment for Dr. Kurtz from 85% of his base salary to 90% of his base salary. On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, approved, effective March 1, 2024 (i) an increase in the base salary of Dr. Kurtz, from \$645,000 to \$685,000 and (ii) an annual target cash incentive payment for Dr. Kurtz of 100% of his base salary.

On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, granted Dr. Kurtz an option to purchase 200,000 shares of our common stock on March 9, 2023 at \$14.95 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, granted Dr. Kurtz an option to purchase 149,000 shares of our common stock on March 4, 2024 at \$56.07 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

Shelley Thunen

We entered into an offer letter agreement, effective as of July 16, 2021, with Ms. Thunen, our Chief Financial Officer. This letter has no specific term and provides for at-will employment. On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, approved effective March 1, 2023 (i) an increase in Ms. Thunen's base salary from \$425,000 to \$460,000 and (ii) an increase in the annual target cash incentive payment for Ms. Thunen from 55% of her base salary to 65% of her base salary. On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, approved, effective March 1, 2024 (i) an increase in the base salary of Ms. Thunen, from \$460,000 to \$485,000 and (ii) an annual target cash incentive payment for Ms. Thunen of 65% of her base salary.

On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, granted Ms. Thunen an option to purchase 120,000 shares of our common stock on March 9, 2023 at \$14.95 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, granted Ms. Thunen an option to purchase 92,200 shares of our common stock on March 4, 2024 at \$56.07 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

Eric Weinberg

We entered into an offer letter agreement, effective as of July 16, 2021, with Mr. Weinberg, our Chief Commercial Officer. This letter has no specific term and provides for at-will employment. On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, approved effective March 1, 2023 (i) an increase in Mr. Weinberg's base salary from \$425,000 to \$460,000 and (ii) an increase in the annual target cash incentive payment for Mr. Weinberg from 55% of his base salary to 65% of his base salary. On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, approved, effective March 1, 2024 (i) an increase in the base salary of Mr. Weinberg's, from \$460,000 to \$485,000 and (ii) an annual target cash incentive payment for Mr. Weinberg of 65% of his base salary.

On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, granted Mr. Weinberg an option to purchase 95,000 shares of our common stock on March 9, 2023 at \$14.95 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, granted Mr. Weinberg an option to purchase 92,200 shares of our common stock on March 4, 2024 at \$56.07 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

Ilya Goldshleger, Ph.D.

We entered into an offer letter agreement, effective as of July 16, 2021, with Dr. Goldshleger, our Chief Operating Officer. This letter has no specific term and provides for at-will employment. On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, approved effective March 1, 2023 (i) an increase in Dr. Goldshleger's base salary from \$425,000 to \$460,000 and (ii) an increase in the annual target cash incentive payment for Dr. Goldshleger from 55% of his base salary to 65% of his base salary. On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, approved, effective March 1, 2024 (i) an increase in the base salary of Dr. Goldshleger, from \$460,000 to \$485,000 and (ii) an annual target cash incentive payment for Dr. Goldshleger of 65% of his base salary.

On March 2, 2023, the Board, acting upon a recommendation from our Compensation Committee, granted Dr. Goldshleger an option to purchase 120,000 shares of our common stock on March 9, 2023 at \$14.95 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

On February 22, 2024, the Board, acting upon a recommendation from our Compensation Committee, granted Dr. Goldshleger an option to purchase 92,200 shares of our common stock on March 4, 2024 at \$56.07 per share pursuant to the terms of the 2021 Plan and the form of option agreement thereunder.

Potential Payments upon Termination or Change in Control

We entered into a change in control and severance agreement, effective as of July 16, 2021, with each of Dr. Kurtz, Ms. Thunen, Mr. Weinberg and Dr. Goldshleger. Each change in control and severance agreement was approved by our board of directors in July 2021.

Pursuant to each applicable named executive officer's severance agreement, if, within the change in control period beginning on the date a letter of intent or similar agreement is made between us and an acquiror, provided such date occurs no earlier than 9 months prior to a "change in control" (as defined in the applicable agreement), and ending 12 months following a change in control, we terminate the employment of the named executive officer without "cause" or the executive resigns for "good reason" (as such terms are defined in the applicable agreement), and within 60 days following such termination, the named executive officer executes a waiver and release of claims in our favor that becomes effective and irrevocable, the named executive officer will be entitled to receive (i) a lump sum payment equal to the sum of (A) 12 months (18 months with respect to Dr. Kurtz) of the named executive officer's then current annual base salary and (B) 12 months (18 months with respect to Dr. Kurtz) of the named executive officer's annual target bonus as in effect in the year of the applicable termination, (ii) reimbursement of premiums to maintain group health insurance continuation benefits pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, or COBRA for the named executive officer and his or her respective eligible dependents for up to 12 months (18 months with respect to Mr. Kurtz), and (iii) vesting acceleration as to 100% of the then-unvested shares subject to each of the named executive officer's then outstanding equity awards (and in the case of awards with performance vesting, unless the applicable award agreement governing such award provides otherwise, all performance goals and other vesting criteria will be deemed achieved at target levels of achievement).

Pursuant to each applicable named executive officer's severance agreement, if, outside of the change in control period, we terminate the employment of the named executive officer without cause (excluding death or disability) or the executive resigns for good reason, and within 60 days following such termination, the named executive officer executes a waiver and release of claims in our favor that becomes effective and irrevocable, the named executive officer will be entitled to receive (i) a lump sum payment equal to the sum of (A) 12 months of the named executive officer's then current annual base salary and (B) 12 months of the named executive officer's annual target bonus as in effect in the year of the applicable termination, and (ii) reimbursement of premiums to maintain group health insurance continuation benefits pursuant to "COBRA" for the named executive officer and the officer's respective eligible dependents for up to 12 months.

Pursuant to each applicable named executive officer's severance agreement, if we experience a change in control, and the named executive officer remains our employee through the date of such change in control, 100% of the then-unvested shares subject to the named executive officer's then outstanding equity awards will accelerate and fully vest (and in the case of awards with performance vesting, unless the applicable award agreement governing such award provides otherwise, all performance goals and other vesting criteria will be deemed achieved at target levels of achievement).

Pursuant to each applicable named executive officer's severance agreement, in the event any payment to an executive would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, as amended, or the Code (as a result of a payment being classified as a parachute payment under Section 280G of the Code), the executive will receive such payment as would entitle the

executive to receive the greatest after-tax benefit, even if it means that we pay the executive a lower aggregate payment so as to minimize or eliminate the potential excise tax imposed by Section 4999 of the Code.

401(k) Plan

The Company maintains a defined contribution 401(k) retirement savings plan for the benefit of its employees, including its named executive officers, who satisfy certain eligibility requirements. Under the 401(k) plan, eligible employees may elect to defer a portion of their compensation, within the limits prescribed by the Code, on a pre-tax or after-tax (Roth) basis, through contributions to the 401(k) plan. The 401(k) plan is intended to qualify under Sections 401(a) and 501(a) of the Code. As a tax-qualified retirement plan, pre-tax contributions to the 401(k) plan and earnings on those pre-tax contributions are not taxable to the employees until distributed from the 401(k) plan, and earnings on Roth contributions are not taxable when distributed from the 401(k) plan. In July 2021, the Company began making matching contributions of up to 2% of eligible compensation, contributed by eligible participating employees. Employer matching contributions vest 25% per year over four years.

Equity Compensation Plan Information

The following table provides information as of December 31, 2023 with respect to shares of our common stock that may be issued under our existing equity compensation plans.

Plan category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Restricted Stock Units and Rights (#)	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders ^{(1) (2)}	7,427,761 ⁽³⁾	\$ 13.02 ⁽⁴⁾	936,457 ⁽⁵⁾
Equity compensation plans not approved by security holders	—	—	—
Total	7,427,761		936,457

- (1) The 2021 Plan contains an “evergreen provision” which provides that the number of shares available for issuance under the 2021 Plan will be increased on the first day of each fiscal year beginning with the 2022 fiscal year, in an amount equal to the least of (i) 7,260,406 shares, (ii) four percent (4%) of the outstanding shares of common stock on the last day of the immediately preceding fiscal year or (iii) such other amount as our Board may determine. On January 1, 2024, 1,445,580 shares were added to the 2021 Plan.
- (2) The 2021 Employee Stock Purchase Plan (the “2021 ESPP”), contains an “evergreen provision” which provides that the number of shares available for issuance under the 2021 ESPP will be increased on the first day of each fiscal year beginning with the 2022 fiscal year, in an amount equal to the least of (i) 1,452,081 shares, (ii) one percent (1%) of the outstanding shares of common stock on the last day of the immediately preceding fiscal year or (iii) such other amount as the administrator may determine. No shares were added to the 2021 ESPP on January 1, 2024.
- (3) Consists of 6,777,404 options outstanding and 650,357 RSUs available for issuance under the 2006 Stock Plan, the 2015 Equity Incentive Plan, and the 2021 Plan.
- (4) Excludes restricted stock units, which have no exercise price.
- (5) Includes 577,847 shares available for future issuance under the 2021 ESPP, of which approximately 43,000 shares are issuable with respect to the purchase period in effect as of December 31, 2023, which purchase period ends on April 30, 2024. Pursuant to the terms of our 2021 ESPP Plan, the number of shares to be issued and the price per share is not determined until immediately before the issuance of such shares.

PAY VERSUS PERFORMANCE

The following table sets forth the compensation for Ron Kurtz, M.D., our principal executive officer (“PEO”), and the average compensation for our named executive officers other than our PEO (“non-PEO NEOs”) for fiscal years 2023 and 2022 (each a “Covered Year”), both as reported in the Summary Compensation Table and with certain adjustments to reflect the “compensation actually paid” to such individuals, as calculated in accordance with rules adopted by the SEC in August 2022. “Compensation actually paid” does not reflect amounts actually realized by our PEO and Non-PEO NEOs and may be higher or lower than amounts, if any, that are actually realized by such individuals. The table below also provides information for each Covered Year regarding our cumulative total shareholder return and our net income.

Year	Summary Compensation Table Total for PEO (\$)(1)	Compensation Actually Paid to PEO (\$)(1)(2)(3)	Average Summary Compensation Table Total for Non-PEO NEOs (\$)(1)	Average Compensation Actually Paid to Non-PEO NEOs (\$)(1)(2)(3)	Value of Initial Fixed \$100 Investment Based on:	
					Total Shareholder Return \$(4)	Net Income \$(5)
2023	3,081,597	11,796,221	1,808,267	6,263,724	358.40	(48.6)
2022	1,025,471	1,245,648	649,355	762,518	112.62	(66.8)

- (1) Ron Kurtz, M.D. was our PEO for each year presented. The individuals comprising the Non-PEO NEOs for each year presented are listed below.

2022-2023

Shelley Thunen

Eric Weinberg

Ilya Goldshleger, Ph.D.

- (2) The amounts shown for compensation actually paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company’s NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 3 below.
- (3) Compensation actually paid reflects the following exclusions and inclusions of certain amounts for the PEO and the Non-PEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718.
- (4) Total shareholder return represents the value (as of the last day of the Covered Year) of a \$100 investment made at the close of trading on December 31, 2021, assuming reinvestment of dividends.
- (5) The dollar amounts reported are the Company's net income reflected in the Company’s audited financial statements.

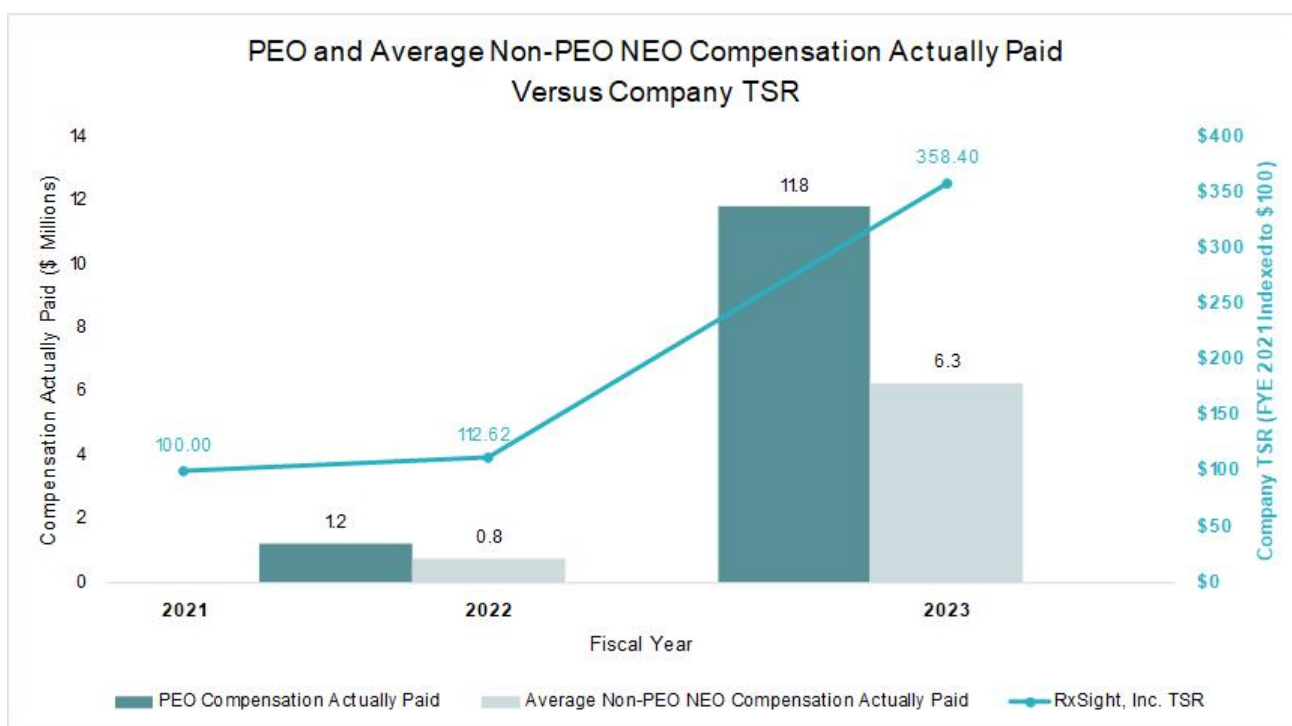
Fiscal Year	2023	2022
Summary Compensation Table Total for PEO (\$)	3,081,597	1,025,471
Minus Grant Date Fair Value of Equity Awards in Summary Compensation Table (\$)	(1,873,660)	—
Plus Year End Fair Value of Equity Awards Granted During Year That are Outstanding and Unvested at Fiscal Year End (\$)	5,196,271	—
Plus Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	3,697,445	130,781
Plus Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year (\$)	709,996	—
Plus Change in Fair Value between the Vesting Date and the End of the Prior Year of Equity Awards Granted in Prior Years that Vested in the Year (\$)	984,572	89,396
Minus Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year (\$)	—	—
Compensation Actually Paid to PEO (\$)	11,796,221	1,245,648

Fiscal Year	2023	2022
Average Summary Compensation Table Total for Non-PEO NEOs (\$)	1,808,267	649,355
Minus Non-PEO NEO Average Grant Date Fair Value of Equity Awards in Summary Compensation Table (\$)	(1,046,127)	—
Plus Non-PEO NEO Average Year End Fair Value of Equity Awards Granted During Year That are Outstanding and Unvested at Fiscal Year End (\$)	2,900,854	—
Plus Non-PEO NEO Average Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	1,649,593	60,319
Plus Non-PEO NEO Average Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year (\$)	396,411	—
Plus Non-PEO NEO Average Year over Year Change in Fair Value between the Vesting Date and the End of the Prior Year of Equity Awards Granted in Prior Years that Vested in the Year (\$)	554,726	52,844
Minus Non-PEO NEO Average Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year (\$)	—	—
Average Compensation Actually Paid to Non-PEO NEOs (\$)	6,263,724	762,518

Relationship Descriptions

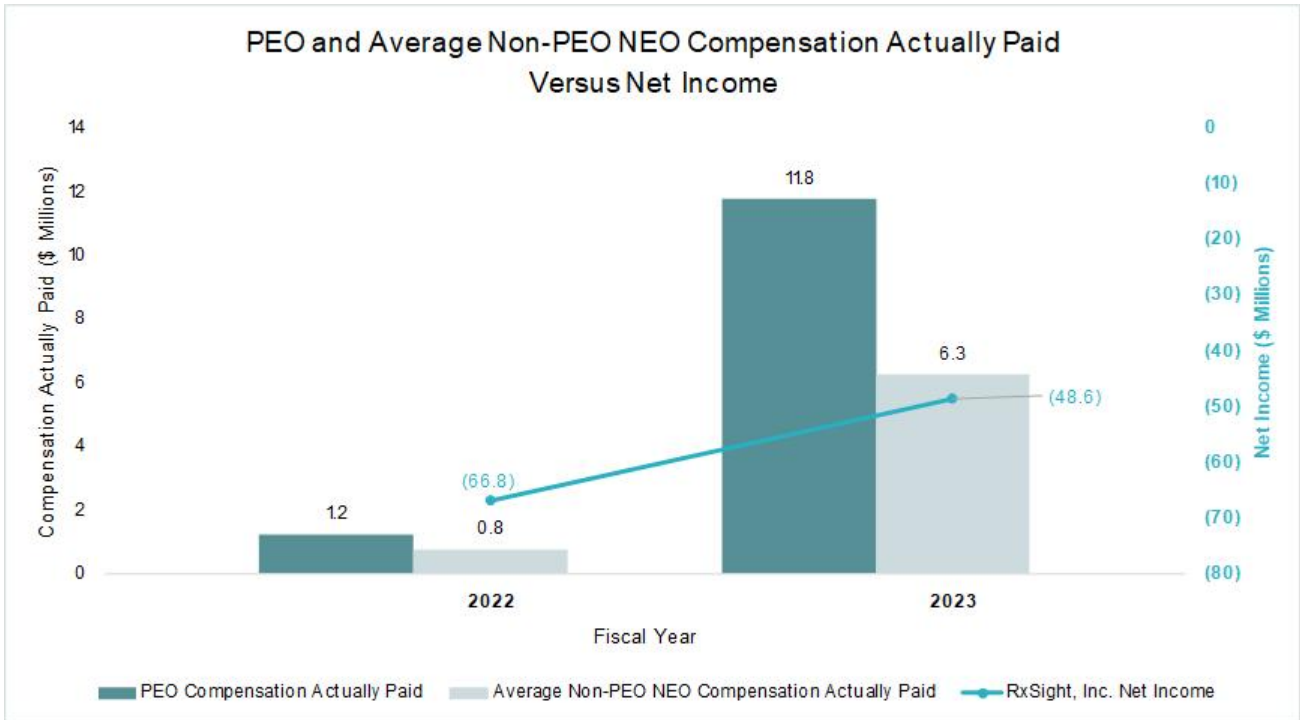
Description of Relationship Between PEO and Non-PEO NEO Compensation actually paid and company Total Shareholder Return (“TSR”)

The following chart sets forth the relationship between compensation actually paid to our PEO, the average of compensation actually paid to our Non-PEO NEOs, and the Company’s cumulative TSR over the two most recently completed fiscal years.



Description of Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Net Income

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our Non-PEO NEOs, and our Net Income during the two most recently completed fiscal years.



SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of April 8, 2024 for:

- each person, or group of affiliated persons, who is known by us to beneficially own more than 5% of our common stock;
- each of the named executive officers;
- each of our directors; and
- all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. The information does not necessarily indicate beneficial ownership for any other purpose, including for purposes of Sections 13(d) and 13(g) of the Exchange Act.

We have based our calculation of the percentage of beneficial ownership on 37,173,544 shares of our common stock outstanding as of April 8, 2024. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of April 8, 2024, to be outstanding and to be beneficially owned by the person holding the stock option for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o RxSight, Inc., 100 Columbia Aliso Viejo, California 92656.

Name of beneficial owner	Number of shares beneficially owned	Percentage of shares beneficially owned
5% Stockholders:		
RA Capital Healthcare Fund ⁽¹⁾	3,404,285	9.16 %
Artisan Partners Limited Partnership ⁽²⁾	2,395,672	6.44 %
BlackRock, Inc. ⁽³⁾	2,076,470	5.59 %
Lord, Abbett & Co. LLC ⁽⁴⁾	1,977,000	5.32 %
Named Executive Officers and Directors		
Ron Kurtz, M.D. ⁽⁵⁾	1,273,537	3.43 %
Shelley Thunen ⁽⁶⁾	201,627	*
Eric Weinberg ⁽⁷⁾	791,477	2.13 %
Ilya Goldshleger ⁽⁸⁾	404,831	1.09 %
J. Andy Corley ⁽⁹⁾	610,145	1.64 %
Julie B. Andrews ⁽¹⁰⁾	40,809	*
Juliet Tammenoms Bakker ⁽¹¹⁾	31,388	*
Tamara R. Fountain, M.D. ⁽¹²⁾	22,840	*
William J. Link, Ph.D. ⁽¹³⁾	45,797	*
Robert J. Palmisano ⁽¹⁴⁾	25,184	*
Shweta Singh Maniar ⁽¹⁵⁾	5,731	*
Robert Warner ⁽¹⁶⁾	25,184	*
All current directors and executive officers as a group ⁽¹⁷⁾	3,478,550	9.36 %

* Represents beneficial ownership of less than one percent (1%) of the outstanding shares of our common stock.

- (1) Based on a Schedule 13G, reporting beneficial ownership as of December 31, 2023, and filed with the SEC on February 14, 2024, the shares consist of (i) 3,190,427 shares of Common Stock held by RA Capital Healthcare Fund, L.P. (RA Healthcare); and (ii) 213,858 shares of Common Stock, held by Blackwell Partners LLC-Series A (Blackwell). RA Capital Management, L.P. is the investment manager for RA Healthcare and Blackwell. The general partner of RA Capital Management, L.P. is RA Capital Management GP, LLC, of which Peter Kolchinsky and Rajeev Shah are the managing members. RA Capital Management, L.P., RA Capital Management GP, LLC, Peter Kolchinsky and Rajeev Shah may be deemed to have voting and investment power over the shares held of record by RA Healthcare and Blackwell. RA Capital Management, L.P., RA Capital Management GP, LLC, Peter Kolchinsky and Rajeev Shah disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The address of the entities listed above is 200 Berkeley Street, 18th Floor, Boston, Massachusetts 02116.
- (2) Based on a Schedule 13G, reporting beneficial ownership as of December 31, 2023, and filed with the SEC on February 12, 2024, the shares consist of 2,395,672 shares of Common Stock held of record by Artisan Partners Limited Partnership, Inc. Such form states that Artisan Partners Limited Partnership has shared voting power over 1,918,532 of the shares listed in the table above. The principal business address for Artisan Partners Limited Partnership is 875 East Wisconsin Avenue, Suite 800, Milwaukee, WI 53202.
- (3) Based on a Schedule 13G, reporting beneficial ownership as of December 31, 2023, and filed with the SEC on January 29, 2024, the shares consist of 2,076,470 shares of Common Stock held of record by BlackRock, Inc. Such form states that BlackRock has sole voting power over 2,042,936 of the shares listed in the table above. The principal business address for BlackRock, Inc. is 50 Hudson Yards, New York, NY 10001.
- (4) Based on a Schedule 13G, reporting beneficial ownership as of December 31, 2023, and filed with the SEC on February 14, 2024, the shares consist of 1,977,000 shares of Common Stock held of record by Lord, Abbett & Co. LLC. Such form states that Lord, Abbett & Co. LLC. has sole voting power over 1,739,229 of the shares listed in the table above. The principal business address for Lord, Abbett & Co. LLC. is 90 Hudson Street, Jersey City, NJ 07302.
- (5) Consists of (i) 804,610 shares of Common Stock held by Cricklewood LP (ii) 40,000 shares of Common Stock held by Ron Kurtz, M.D. and (iii) 428,927 shares of Common Stock issuable pursuant to options held directly by Mr. Kurtz exercisable within 60 days of April 8, 2024. Ron Kurtz, M.D. is our Chief Executive Officer and a member of our Board and is the manager of the general partner of Cricklewood LP and shares voting and investment control of the general partner of Cricklewood LP with Jennifer Simpson, Mr. Kurtz's spouse.
- (6) Consists of (i) 8,402 shares of Common Stock held by Shelley B. Thunen Revocable Family Trust, (ii) 13,691 shares of Common Stock held by Shelley B. Thunen and (iii) 179,534 shares of Common Stock issuable pursuant to options held directly by Shelley B. Thunen exercisable within 60 days of April 8, 2024. Shelley Thunen is the trustee of the Shelley B. Thunen Revocable Family Trust and as such has voting and investment power over the securities held by the Shelley B. Thunen Revocable Family Trust.
- (7) Consists of (i) 299,978 shares of Common Stock held by EJW Living Trust, (ii) 6,228 shares of Common Stock held by Eric Weinberg (iii) 484,346 shares of Common Stock issuable pursuant to options held directly by Eric Weinberg exercisable within 60 days of April 8, 2024 and (iv) 925 shares held by Mr. Weinberg's fiancé. Eric Weinberg is the trustee of the EJW Living Trust and as such has voting and investment power over the securities held by the EJW Living Trust.
- (8) Consists of (i) 26,475 shares of Common Stock held by Ilya Goldshleger and (ii) 376,984 shares of Common Stock issuable pursuant to options held directly by Ilya Goldshleger exercisable within 60 days of April 8, 2024. Also includes 1,372 shares held by Mr. Goldshleger's spouse.
- (9) Consists of (i) 457,460 shares of Common Stock held by Andy Corley Living Trust dated 7/17/2013, (ii) 24,358 shares of Common Stock held by J. Andy Corley, (iii) 7,083 shares of Common Stock held by the Corley Foundation, (iv) 18,708 shares of Common Stock held by the Juana McKay Living Trust, (v) 96,805 shares of Common Stock issuable pursuant to options held directly by J. Andy Corley exercisable within 60 days of April 8, 2024 and (vi) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024. Shares held by the Juana McKay Living Trust for which the reporting person's spouse serves as trustee. J. Andy Corley is the trustee of the Andy Corley Living Trust dated 7/17/2023 and the managing director of The Corley Foundation. As such J. Andy Corley may be deemed to have voting and investment power over the securities held by such entities. J. Andy Corley disclaims beneficial ownership of the securities held by The Corley Foundation except to the extent of his pecuniary interest therein.
- (10) Consists of (i) 35,078 shares of Common Stock held by Julie Andrews and (ii) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024.
- (11) Consists of (i) 24,109 shares of Common Stock held by Ms. Tammenoms Bakker (ii) 1,548 shares of Common Stock held by an investment trust for which Ms. Tammenoms Bakker is a member of the Board of Directors and may be deemed to

share voting, investment and dispositive power with respect to such activity and (iii) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024.

- (12) Consists of (i) 17,109 shares of Common Stock held by Tamara R. Fountain M.D. and (ii) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024.
- (13) Consists of (i) 18,818 shares of Common Stock held by William J. Link, (ii) 21,248 shares of Common Stock held by Link Family Enterprises, L.P., and (iii) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024. Dr. Link is a managing partner of Link Family Enterprises, L.P., and may be deemed to share voting and investment power over the securities held by Link Family Enterprises, L.P. Dr. Link disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The address of Link Family Enterprises, L.P., is 11 Linda Isle, Newport Beach, CA 92660.
- (14) Consists of (i) 19,453 shares of Common Stock held by Robert J. Palmisano and (ii) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024.
- (15) Consists of 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024.
- (16) Consists of (i) 19,453 shares of Common Stock held by Robert Warner and (ii) 5,731 shares issuable upon vesting of time-based RSUs vesting within 60 days of April 8, 2024.
- (17) Consists of the shares described in notes 5 through 16 above.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Our Audit Committee has the primary responsibility for reviewing and approving or disapproving related party transactions and adopted a formal written policy on July 1, 2021, which provides that we are not permitted to enter into any transaction that exceeds \$120,000 with which any related person has a direct or indirect material interest, without the consent of our Audit Committee. In approving or rejecting any such transaction, our Audit Committee is to consider the relevant facts and circumstances available and deemed relevant to our Audit Committee, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction.

Since January 1, 2023, we describe below transactions and series of similar transactions, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for director, executive officers or beneficial holders of more than 5% of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities (each, a related person), had or will have a direct or indirect material interest.

Participation in February 2023 Public Offering

On February 10, 2023, Ron Kurtz, M.D., our President and Chief Executive Officer, and Longitude Prime Fund, L.P. ("LPF") purchased 40,000 shares and 480,000 shares, respectively, of our common stock at a price of \$12.50 per share in our follow-on public offering. Director Juliet Tammenoms Bakker is a managing member of Longitude Prime Partners, LLC ("LPP"), which is the general partner of LPF, and may be deemed to share voting and investment power of the securities held by LPF. LPF, LPP and Ms. Tammenoms Bakker disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest therein.

Payments to Praxis

In 2023, we made an aggregate of \$641,000 in rebate payments to Praxis Management, LLC and related Praxis entities, in which a trust affiliated with director William J. Link, Ph.D. is a minority investor and in which Dr. Link's son-in-law serves as the chief executive officer.

Indemnification Agreements

We have entered, and intend to continue to enter, into separate indemnification agreements with each of our directors and executive officers, in addition to the indemnification provided for in our amended and restated certificate of incorporation and second amended and restated bylaws. The indemnification agreements and our amended restated certificate of incorporation and second amended and

restituted bylaws require us to indemnify our directors, executive officers and certain controlling persons to the fullest extent permitted by Delaware law.

Equity Grants to Executive Officers and Directors

We have granted options to our named executive officers and certain of our non-employee directors as more fully described in the sections titled "Director Compensation" and "Executive Compensation."

OTHER MATTERS

Fiscal Year 2023 Annual Report and SEC Filings

Our financial statements for our fiscal year ended December 31, 2023 are included in our Annual Report on Form 10-K filed with the SEC on February 28, 2024. This proxy statement and our Annual Report on Form 10-K are posted on our investor relations website at <https://investors.rxsight.com/financial-information/sec-filings> and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our Annual Report on Form 10-K without charge by sending a written request to RxSight, Inc., Attention: Investor Relations, 100 Columbia, Aliso Viejo, California, 92656.

* * *

Our Board does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named on the proxy card will have discretion to vote the shares of common stock they represent in accordance with their own judgment on such matters.

It is important that your shares of common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote over the Internet or by telephone or by executing and returning your proxy card at your earliest convenience.

THE BOARD OF DIRECTORS

Aliso Viejo, California
April 25, 2024



YOUR VOTE IS IMPORTANT! PLEASE VOTE BY:

	<p>INTERNET Go To: www.proxypush.com/RXST</p> <ul style="list-style-type: none"> • Cast your vote online • Have your Proxy Card ready • Follow the simple instructions to record your vote
	<p>PHONE Call 1-866-305-2377</p> <ul style="list-style-type: none"> • Use any touch-tone telephone • Have your Proxy Card ready • Follow the simple recorded instructions
	<p>MAIL</p> <ul style="list-style-type: none"> • Mark, sign and date your Proxy Card • Fold and return your Proxy Card in the postage-paid envelope provided
	<p>You must pre-register to attend the meeting online and/or participate at www.proxydocs.com/RXST. The registration deadline is June 5, 2024 at 5 PM.</p>

RxSight, Inc.

Annual Meeting of Stockholders

For Stockholders of record as of April 8, 2024



- DATE:** Thursday, June 6, 2024
TIME: 8:00 AM, Pacific Time
PLACE: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/RXST for more details.

This proxy is being solicited on behalf of the Board of Directors

The undersigned hereby appoints Ron Kurtz, M.D., and Shelley Thunen (the "Named Proxies"), and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of common stock of RxSight, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION. This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

RxSight, Inc.

Annual Meeting of Stockholders

Please make your marks like this:

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR ON PROPOSALS 1, 2 AND 4
THE BOARD RECOMMENDS THAT AN ADVISORY VOTE ON THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS BE HELD EVERY 1 YEAR.

PROPOSAL	YOUR VOTE				BOARD OF DIRECTORS RECOMMENDS
<p>1. To elect three Class III directors to serve until the 2027 annual meeting of stockholders or until their successors are duly elected and qualified.</p> <p>1.01 Julie B. Andrews</p> <p>1.02 Robert J. Palmisano</p> <p>1.03 Tamara R. Fountain, M.D.</p>	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>			FOR FOR FOR
<p>2. To approve, on an advisory basis, the compensation of the named executive officers identified in the 2023 Summary Compensation Table in the "Executive Compensation" section of the proxy statement (the "Say-on-Pay Vote").</p>	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		FOR
<p>3. To approve, on an advisory (non-binding) basis, the frequency of future Say-on-Pay Votes.</p>	1YR <input type="checkbox"/>	2YR <input type="checkbox"/>	3YR <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	1 YEAR
<p>4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024.</p>	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>		FOR

Authorized Signatures - Must be completed for your instructions to be executed.
Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

Signature (and Title if applicable)

Date

Signature (if held jointly)

Date

