

GLAUKOS CORPORATION

COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation, Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Glaukos Corporation (the “*Company*”) is to:

- oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers (as used herein, “executive officer” means those officers covered in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (“Exchange Act”));
- select the individuals qualified to serve on the Board for election by stockholders at each annual meeting of stockholders and to fill vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines; and
- oversee the evaluation of the Board.

B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by applicable listing rules of the provisions of the New York Stock Exchange Listed Company Manual (the “*NYSE rules*”), each member of the Committee shall be an “independent director” as defined by applicable NYSE rules and otherwise meet the criteria for independence set forth in applicable NYSE rules, taking into account such additional independence requirements specific to membership on the Committee.
3. Composition. At least two members of the Committee shall each qualify as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act and the rules and regulations thereunder. In addition, in order to qualify any compensation as “performance-based” under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder (the “Code”), at least two members of the Committee shall each qualify as an “outside director,” as such term is defined from time to time in Section 162(m) of the Code.
4. Chairperson. Unless the Board elects a Chairperson of the Committee, the Committee shall elect a Chairperson by majority vote.

5. Compensation. The compensation of Committee members shall be as determined by the Board.

6. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from the Committee, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Compensation

1. Executive Officer Compensation. The Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer ("**CEO**") compensation, evaluate the CEO's performance in light of those goals and objectives, and establish the individual elements of the CEO's total compensation based on the annual evaluation. The Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation; severance arrangements; change-in-control benefits and other forms of executive officer compensation.

2. Evaluation of Management. The Committee shall be responsible for overseeing the evaluation of the Company's executive officers. In conjunction with the Audit Committee in the case of the evaluation of the Chief Financial Officer, the Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's management, to be discussed periodically with the Board.

3. Plan Recommendations and Approvals. The Committee shall periodically review and approve new compensation and employee benefit plans covering the Company's executive officers and management employees that are not subject to stockholder approval or approval by the Board, review and approve material changes to existing compensation and employee benefit plans covering the Company's executive officers and management employees to the extent stockholder or Board approval of such changes is not required, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to stockholder or Board approval, oversee the activities of the individuals and committees responsible for overseeing the Company's compensation and employee benefit plans and discharge any responsibilities imposed on the Committee by any of these plans.

4. Administration of Equity-Based Plans. The Committee shall discharge any responsibilities imposed on the Committee by and exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase

and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder, except to the extent the terms of any such plan require administration by the full Board; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan

5. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.

6. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. To the extent that the Company is required to include the “Compensation Discussion and Analysis” required by Item 402(b) of Regulation S-K (“**CD&A**”) in the Company’s Annual Report on Form 10-K or proxy statement on Schedule 14A (collectively, the “**Proxy Documents**”), the Committee shall review and discuss with management the Company’s CD&A and shall consider whether it will recommend to the Board that the Company’s CD&A be included in the Proxy Documents.

7. Committee Report. To the extent that the Company is required to include a “Compensation Committee Report” required by Item 407(e)(5) of Regulation S-K in the Proxy Documents, the Committee shall prepare such a report.

8. Other Compliance. The Committee shall oversee the Company’s compliance with Securities and Exchange Commission rules regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.

Succession Planning

9. Review and make recommendations to the Board for executive officer development and retention and corporate succession plans for the Chief Executive Officer. Periodically review with management the Company’s general management succession plans.

Nominating

10. Selection of Director Nominees. Except where the Company is legally required by contract, by-law or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with any criteria approved by the Board, and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders.

11. Qualifications of Directors. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

12. Board Size. The Committee shall periodically review the appropriate size and composition of the Board as a whole in light of the Company's current and anticipated needs and recommend to the Board measures, if any, to be taken.

13. Search Firms. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

14. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

15. Oversight of Board Committees. The Committee shall periodically review the composition of each Board Committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, or the dissolution of Board committees.

16. Evaluation of the Board. The Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

Corporate Governance Guidelines

The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines adopted pursuant to NYSE rules and recommend any proposed changes to the Board for approval.

Additional Duties

The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet when instructed by the Board and otherwise as often as the Committee deems necessary in order to perform its responsibilities.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act and the rules and regulations thereunder, and an "outside director," as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).

3. Reports to Board. The Committee shall report regularly to the Board.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Self-Evaluation. The Committee shall annually evaluate its own performance and report to the Board on that self-evaluation.
6. Compensation Consultants, Counsel and Other Advisors. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence required by applicable laws, Securities and Exchange Commission rules and NYSE rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Committee.
7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
8. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.