

**OYSTER POINT PHARMA, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

(Adopted on October 2, 2019 and  
effective as of the Company's initial public offering)

The Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Oyster Point Pharma, Inc. (the "**Corporation**") shall be appointed by the Board to perform the duties and responsibilities set forth in this charter with respect to the Corporation and its subsidiaries (collectively, the "**Company**").

**Purpose**

The purpose of the Committee shall be to exercise general oversight with respect to the governance of the Board by:

1. reviewing the qualifications of, and recommending to the Board, proposed nominees for election to the Board and its committees, consistent with criteria approved by the Board and subject to any commitments made by the Corporation by contract or in its certificate of incorporation;
2. developing, evaluating and recommending to the Board corporate governance practices applicable to the Company;
3. leading the annual performance review of the Board, its committees and management; and
4. assisting management in organizing appropriate orientation for new directors.

**Composition**

1. Membership. The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed annually by the Board and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. The Chairperson of the Committee shall be appointed by the Board. The Board may at any time and in its discretion remove any member of the Committee and may fill any vacancy in the Committee.
2. Qualifications. Each member of the Committee must be a member of the Board who satisfies all applicable definitions of independence for directors promulgated by the Nasdaq Stock Market LLC ("**Nasdaq**") and the Securities and Exchange Commission ("**SEC**"), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of Nasdaq, the SEC and such other qualifications as may be established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.
3. Chairperson. The Chairperson of the Committee (or in the Chairperson's absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

**Responsibilities**

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate.

1. Board Composition. The Committee shall make recommendations to the full Board regarding the size and structure of the Board; the composition of the Board; criteria for Board membership, including any minimum qualifications and issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and other commitments; and the process for filling vacancies on the Board. In all cases, Committee recommendations are subject to any commitments made by the Corporation by contract or in its certificate of incorporation.
2. Board Candidates. The Committee shall establish procedures for the submission of candidates for election to the Board. This shall include procedures for:
  - a. considering recommendations by stockholders of the Company;
  - b. reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process;
  - c. identifying individuals qualified to become Board members; and
  - d. recommending to the Board nominees to fill vacancies and newly created directorships on the Board and nominees to stand for election as directors. In all cases, the actions of the Committee are subject to any commitments made by the Corporation by contract or in its certificate of incorporation.
3. Composition of Board Committees. The Committee shall review the duties, composition and charters of committees of the Board, including a review of the criteria for composition of the Audit Committee, the Compensation Committee and this Committee, and shall identify and recommend to the Board directors that are qualified to become members of each Board committee, taking into account such listing (if applicable), regulatory (if applicable) and other criteria as the Committee deems appropriate or that is required under the circumstances, in all cases subject to any commitments made by the Corporation by contract or in its certificate of incorporation.
4. Corporate Governance Guidelines. The Committee shall identify, review and recommend to the Board corporate governance guidelines and annually review the corporate governance guidelines and their application, and make recommendations, if any, to the Board changes for to the corporate governance guidelines.
5. Corporate Governance Framework. The Committee shall oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework.
6. Succession Planning. Conduct a periodic review of the Company's succession planning process for the chief executive officer ("CEO") and any other members of the Company's executive management team, report its findings and recommendations to the Board and assist the Board in evaluating potential successors to the CEO or other members of the Company's executive management team.
7. Director Orientation and Continuing Education. As further detailed in the Company's corporate governance guidelines, the Committee shall oversee the Company's director orientation and continuing education, including making recommendations for continuing education of Board members and evaluating the participation of members of the Board in accordance with applicable listing standards.
8. Committee Evaluation. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.
9. Board Performance. The Committee shall oversee the evaluation of the Board, its committees and management and report such evaluation to the Board.

10. Disclosure. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
11. Charter. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.

## **General**

1. The Committee shall meet at such times as the Committee shall determine. The Committee may meet in person, by telephone, or video conference.
2. A majority of the total number of Committee members shall constitute a quorum of the Committee.
3. If a quorum is present, a majority of the members of the Committee present shall be empowered to act on behalf of the Committee.
4. Minutes are kept of each meeting of the Committee, and the Committee must regularly provide reports of its actions to the Board.
5. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or Nasdaq or SEC requirements.
6. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Corporation's bylaws that are applicable to the Committee. The Committee may establish its own meeting schedules, which it shall provide to the Board.
7. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.
8. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
9. The Committee is authorized to engage independent legal counsel, search firms, and other advisers as it determines necessary or appropriate to carry out its duties. The Corporation shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisers engaged by the Committee pursuant to this subsection. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
10. The Committee shall have the discretion to determine and adopt such Company policies and procedures as it deems necessary or desirable to perform its duties with respect to matters within the purview of the Committee.
11. In addition to the powers and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this charter or otherwise

shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.