

EYEPOINT PHARMACEUTICALS, INC.

RELATED PARTY TRANSACTION POLICY

INTRODUCTION: This Related Party Transaction Policy (this “Policy”) has been adopted by the Board of Directors (the “Board”) of EyePoint Pharmaceuticals, Inc. (the “Company”).

The Board recognizes that related party transactions may present actual, potential or perceived conflicts of interest and may raise questions as to whether such transactions are consistent with the best interests of the Company. Accordingly, the Board has adopted this Policy to ensure that all such related party transactions are in, or are not inconsistent with, the best interests of the Company. From time to time, and in no event less than annually, the Audit and Compliance Committee of the Board (the “Committee”) shall review this Policy and update it as necessary.

DEFINITIONS: Capitalized terms used in this Policy are defined as follows:

- “Director” means any person serving as a member of the Company’s Board and any nominee for election to the Company’s Board.
- “Executive Officer” means any executive officer (as such term is defined in the rules and regulations under the Securities Exchange Act of 1934, as amended) of the Company.
- “Immediate Family Member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any person (other than a tenant or employee) sharing the household of such person.
- “Related Party” means:
 - a Director, Executive Officer or Significant Stockholder, or any person who is an Immediate Family Member of any Director, Executive Officer or Significant Stockholder; or
 - an entity in which any of the foregoing is an executive officer or is an owner of a 5% or more ownership interest.
- “Related Party Transaction” means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which the

Company was or is to be a participant, the amount involved exceeds the lesser of \$120,000 and one percent of the average of the Company's total assets at year-end for the prior two completed fiscal years, and a Related Party had or will have a direct or indirect material interest.

Except as otherwise set forth in this policy, "Related Party Transaction" specifically includes, without limitation, purchases of goods or services by or from the Related Party or entities in which the Related Party has a material interest, indebtedness, guarantees of indebtedness, and employment by the Company of a Related Party.

- "Responsible Executive" means the Chief Legal Officer or such other officer as may be designated by the Committee from time to time.
- "Significant Stockholder" means a stockholder who owns any securities with respect to which he or she, directly or indirectly, has sole or shared (a) voting power and/or (b) investment power in excess of 5% of any class of the Company's securities.

APPROVAL PROCEDURES:

The Company will not engage in any Related Party Transaction except in accordance with the following procedures:

- Written notice of the proposed transaction must be provided to the Responsible Executive by the Related Party or by the responsible management personnel. Such notice must include: (a) identification of the Related Party and the basis on which such person is a Related Party; (b) the interest of the Related Party in the transaction (including the Related Party's position(s) or relationship(s) with, or ownership in, a firm, corporation or other entity that is a party to, or has an interest in, the proposed transaction); (c) the material terms of the transaction (including the approximate dollar value of the amount involved in the proposed transaction and the approximate dollar value of the Related Party's interest, which shall be computed without regard to the amount of profit or loss); (d) in the case of indebtedness, disclosure of the amount involved in the transaction shall include the material terms of the indebtedness, including principal, term and interest rate; (e) any benefits to the Company of the transaction; (f) if applicable, the availability of other sources of comparable products or services; (g) an assessment of whether the transaction would be on terms comparable to the terms available to an unrelated third party; and (h) any other facts or circumstances deemed relevant by the person providing the notice.

- Unless the Responsible Executive determines that the proposed transaction is not a Related Party Transaction, the Responsible Executive will notify the Chair of the Committee (the “Chair”) of the Related Party Transaction, who will refer it to the Committee for consideration at a special meeting or the next scheduled Committee meeting. If the Responsible Executive determines that advance Committee consideration and approval of Related Party Transaction is not practicable or desirable, then the Chair may take action on the Related Party Transaction between Committee meetings, and the Related Party Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the next meeting.
- In determining whether to approve the proposed transaction, the Committee or the Chair, as the case may be, will consider all available relevant facts and circumstances, including the information furnished in the notice of the transaction, as provided above. Specifically, the Committee or the Chair, as the case may be, will consider: (a) the materiality and character of the Related Party’s direct or indirect interest; (b) the commercial reasonableness of the terms; (c) the benefit or perceived benefit, or lack thereof, to the Company; (d) the opportunity cost of alternate transactions; and (e) the actual or apparent conflict of interest of the Related Party.
- The Committee or the Chair, as the case may be, will approve a Related Party Transaction only if it determines in good faith that: (a) the transaction is in, or is not inconsistent with, the best interests of the Company; and (b) is not in violation of this Policy and any other policy or procedure of the Company.
- The Chair will report to the Committee at the next Committee meeting any approval or pre-approval made under this Policy pursuant to delegated authority.

RATIFICATION PROCEDURES:

In the event management becomes aware of a Related Party Transaction that has not been previously approved or previously ratified under this Policy, it will promptly notify the Responsible Executive of such transaction in accordance with such notification procedures as provided in *Approval Procedures* above.

- If such transaction is pending, such transaction will be referred for action by the Committee or the Chair in accordance with the procedures set forth in *Approval Procedures* above.

- If such transaction is ongoing or completed, the Chair will, if practicable and desirable, convene a special meeting of the Committee to consider such transaction or will take action on such transaction pursuant to delegated authority of the Committee to act between Committee meetings. The Committee or the Chair, as the case may be, will evaluate such transaction in accordance with the procedures set forth in *Approval Procedures* above. Based on its evaluation, the Committee or the Chair will, taking into consideration the Company's contractual obligations: (a) ratify such transaction subject to any changes or modifications that it deems appropriate; (b) direct that the Company terminate or rescind such transaction; (c) direct that the Company take any other action which it deems appropriate under the circumstances, including disciplinary action; and/or (d) request that senior management evaluate the Company's controls to ascertain the reason such transaction was not submitted to the Committee for prior approval.

STANDING PRE-APPROVAL FOR CERTAIN RELATED PARTY TRANSACTIONS:

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions shall be deemed to be preapproved by the Committee for purposes of this Policy.

- An employment relationship or transaction involving an Executive Officer and any related compensation solely resulting from that employment relationship or transaction if:
 - the related compensation is reported in the Company's proxy statement pursuant to the compensation disclosure requirements of the Securities and Exchange Commission ("SEC") under Item 402 of Regulation S-K (generally applicable to "named executive officers"); or
 - the Executive Officer is not an Immediate Family Member of another Executive Officer or Director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the Executive Officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
- Any compensation paid to a Director if the compensation is required to be reported in the Company's proxy

statement under Item 402 of the SEC's compensation disclosure requirements.

- Any transaction with another company at which a Related Party's only relationship is as a Director and/or direct or indirect owner, in the aggregate with all other Related Parties, of less than 10% of that company's (other than a partnership) equity interests.
- Any transaction in which a Related Party's only relationship is as a limited partner in a partnership in which the Related Party, in the aggregate with all other Related Parties, has an interest of less than 10%, and such Related Party is not a general partner of and does not hold another position in the partnership.
- Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities of the Company received the same benefit on a pro rata basis (e.g., dividends or stock splits).
- Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.
- Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- Any indemnification and advancement of expenses made pursuant to the Company's charter or bylaws or by contract.

**REVIEW OF
ONGOING
TRANSACTIONS AND
EMPLOYMENT
RELATIONSHIPS:**

The Committee will undertake an annual review of ongoing Related Party Transactions, and the ongoing employment of Immediate Family Members of any Director, Executive Officers or Significant Shareholder, in accordance with the following procedures:

- In advance of the Committee's first meeting of each fiscal year, management will provide the Committee with information concerning all ongoing Related Party Transactions previously approved or ratified that remain ongoing. Such information will include the matters set forth in the notification provisions of *Approval Procedures* above together with any matters transpiring with regard to the Related Party Transactions since they were last considered by the Committee.

- The Committee will review the status of each ongoing Related Party Transaction based on all relevant facts and circumstances under the criteria for evaluating Related Party Transactions set forth in *Approval Procedures* above and the pre-approval criteria set forth in *Standing Pre-Approval for Certain Related Party Transactions* above. The Committee will then determine whether to continue the respective transactions or whether to direct that such transactions be terminated or continued with modification (taking into consideration the Company's contractual obligations).

GENERAL:

All Related Party Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, and the related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

No Director will participate in any review, consideration or approval of any transaction involving such Director, any Immediate Family Member of such Director or any entity with which such Director is affiliated, except that such Director shall provide all material information concerning the Related Party Transaction to the Committee. Another member of the Board may be designated to join the Committee for purposes of such review.

In the event that the Committee determines that any person has engaged in a willful violation of this Policy, the Committee may recommend to the full Board that the Company take such disciplinary action as the Committee deems appropriate.