



**PROCEPT BioRobotics Corporation**

**COMPENSATION COMMITTEE CHARTER**

(As of September 7, 2023)

**I. Purpose**

The purpose of the Compensation Committee (the "**Committee**") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors.

**II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the "**Nasdaq**"), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures and Authority**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee may meet in person, by telephone or video conference, and may take action by unanimous written consent. The Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the books and records of the Company. 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 Company's bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee has 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 adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation review and make recommendations to the Board regarding the Chief Executive Officer's compensation and arrangements including but not limited to: (i) annual base salary and bonus compensation, (ii) all equity-based compensation, (iii) the entering into or amendment or extension of any employment contract or similar arrangement, (iv) any severance or change in control arrangement, (v) any supplemental or retirement benefits or material perquisites, and (vi) any other compensation matters as from time to time directed by the Board. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set the compensation and arrangements of the executive staff members that report to the Chief Executive Officer, other than the Chief Executive Officer including but not limited to: (i) annual base salary and bonus compensation, (ii) all equity-based compensation, (iii) the entering into or amendment or extension of any employment contract or similar arrangement, (iv) any severance or change in control arrangement, (v) any supplemental or retirement benefits or material perquisites, and (vi) any other compensation matters as from time to time directed by the Board.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Say-on-Pay Votes.* If applicable, the Committee will review the results of any say on pay votes and consider whether to make or recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

7. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report required by the rules and regulations of the SEC to be included with the Company's Annual Report on Form 10-K or annual proxy statement to the extent required.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

11. *Clawback Policy.* The Committee shall be responsible for the oversight and administration of, including making any determinations required or contemplated therein, and shall approve any amendments to or terminations of any compensation recoupment, “clawback” or similar policy.

12. *Risk Assessment.* The Committee shall review and assess the potential risks to the Company arising from its incentive compensation policies and practices, including whether any such risks are reasonably likely to have a material adverse effect on the Company, and the steps management has taken to monitor or mitigate such exposures.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company’s incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.