

IVERIC BIO, INC.

Clawback Policy

In the event both:

- (a) IVERIC bio, Inc. (the “Company”) is required to prepare an accounting restatement for periods that end on or after the effective date of this policy due to material noncompliance of the Company with any financial reporting requirement under the U.S. federal securities laws; and
- (b) the Board of Directors (or a duly established committee thereof), in its sole discretion, determines that an act or omission of a current or former executive officer of the Company contributed to the circumstances requiring the restatement and that such act or omission involved fraud or intentional misconduct (as defined below),

shall have occurred, then the Company will use reasonable efforts to recover from such person up to 100% (as determined by the Board or committee in its sole discretion as appropriate based on the conduct involved) of any incentive-based compensation (including stock options awarded as compensation) from the Company during the three-year period preceding the date on which the Company is required to prepare such accounting restatement.

Upon any restatement of the Company's financial results, the Board shall oversee an investigation reasonably intended to assess (1) whether any compensation, including in particular any incentive-based compensation (including stock options awarded as compensation), was paid to the Company’s CEO, CFO, or any other executive officer on the basis of any misstated financial results; and (2) whether the restatement was caused by fraud or intentional misconduct (as defined below) of the CEO, CFO, or any other executive officer. The Company shall disclose in its Compensation Discussion and Analysis a summary of the Board's investigation.

The term “fraud or intentional misconduct” is intended to include reckless conduct (meaning any highly unreasonable act or omission, involving not merely simple, or even inexcusable negligence, but an extreme departure from the standards of ordinary care, and that is either known to the executive or is so obvious the executive must have been aware of it), but is not intended to include negligent conduct or grossly negligent conduct not meeting that definition. Further, the term “fraud or intentional misconduct” shall not include conduct in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation (including an executive officer’s good faith scientific or medical judgments).

This policy shall apply to incentive-based compensation that is granted after the adoption of this policy. This policy shall be interpreted in a manner that is consistent with any applicable rules or regulations adopted by the Securities and Exchange Commission or NASDAQ pursuant to Section 10D of the Securities Exchange Act of 1934 (the “Applicable Rules”) and any other applicable law and shall otherwise be interpreted (including in the determination of amounts recoverable) in the business judgment of the Company’s Board of Directors (or a duly established committee thereof). To the extent the Applicable Rules require recovery of incentive-based compensation in additional circumstances besides those specified above, nothing in this

policy shall be deemed to limit or restrict the right or obligation of the Company to recover incentive-based compensation to the fullest extent required by the Applicable Rules.

Last Updated: February 2023