


















**Board of Directors
Committee Composition & Membership**
(revised June 12, 2006)

LCA-Vision’s Board of Directors is comprised of seven members. The Board of Directors met five times in 2005. In 2005, each director attended at least 95% of the total number of meetings of the Board of Directors and the committees of the board on which they served during the year, and five directors attended 100% of such meetings.

The company believes it is extremely important that each director attends the Annual Shareholder Meeting and expects them to do so each year, barring unforeseen circumstances. All of the company’s directors attended the 2005 Annual Shareholder Meeting.

The Board of Directors has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee. The chart below summarizes the committee structure and membership of LCA-Vision’s Board of Directors as of June 12, 2006.

	 Chairperson	 Member	 Financial Expert
	Audit Committee	Compensation Committee	Nominating & Governance Committee
Independent Directors*			
William F. Bahl			
Thomas G. Cody			
John H. Gutfreund			
John C. Hassan	 		
E. Anthony Woods			
Non-Independent Directors			
Craig P.R. Joffe			
Dr. David W. Whiting			

* Independent directors as defined in the Marketplace Rules of the Nasdaq Stock Market.