



















## Board of Directors Committee Composition & Membership

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 May 18, 2011.

|   |  |  |
|---|--|--|
|  Chairperson |  Member |  Financial Expert |
|---|--|--|

|                 |                        |                                   |
|-----------------|------------------------|-----------------------------------|
| Audit Committee | Compensation Committee | Nominating & Governance Committee |
|-----------------|------------------------|-----------------------------------|

**Independent Directors\***

|                   |   |   |   |
|-------------------|---|---|---|
| William F. Bahl   |  |  |  |
| John H. Gutfreund |  |  |  |
| John C. Hassan    |  |  |  |
| Edgar F. Heizer   |  |  |  |
| E. Anthony Woods  |  |  |  |

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