

## **XTANT MEDICAL HOLDINGS, INC. COMPENSATION COMMITTEE CHARTER**

### **Organization**

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Xtant Medical Holdings, Inc. (the “Company”). This charter will govern the operations of the Committee.

### **Purpose**

The purpose of the Committee is to assist the Board by:

- recommending to the Board all compensation for the Company’s Chief Executive Officer (“CEO”) and other executive officers;
- administering the Company’s equity-based compensation plans;
- reviewing, assessing and approving overall strategies for attracting, developing, retaining and motivating Company management and employees;
- overseeing the development and implementation of succession plans for the CEO and other key executive officers and employees;
- reviewing, assessing and approving overall compensation structure on an annual basis; and
- recommending and leading a process for the determination of non-employee director compensation.

### **Composition and Qualifications**

The Committee shall consist of at least two directors. To the extent applicable, the membership of the Committee shall satisfy any and all independence and other requirements, applicable pursuant to law, SEC rules, the requirements of any stock exchange on which securities of the Company are listed, or otherwise. The Board shall be responsible for determining whether a Committee member is “independent” and meets the other qualifications. Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive one or more of the foregoing qualifications with respect to a member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations.

### **Appointment and Removal**

The members of the Committee shall be appointed by the Board. A member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

## **Chair**

Unless a chair is elected by the full Board, the members of the Committee shall designate a chair (the “Chair”) by the majority vote of the full Committee membership. The Chair shall chair all regular sessions of the Committee and set the agendas for Committee meetings.

## **Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **Meetings**

The Committee shall meet as frequently as circumstances dictate. The Chair or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

## **Duties and Responsibilities**

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter. The Committee may perform any functions it deems appropriate under applicable law, rules, or regulations, the Company’s by-laws, and the resolutions or other directives of the Board.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard and as it otherwise deems appropriate, the Committee shall have the authority, without seeking Board approval, to engage and obtain advice and assistance from outside legal and other advisors as it deems necessary to carry out its duties. The Committee also shall have the authority to receive appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, from the Company to compensate any outside legal or other advisors engaged by the Committee; and to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be given full access to all applicable books, records, facilities and personnel of the Company, and the Board and Company executives and other personnel as necessary to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board, except as otherwise limited by applicable law.

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. Review and recommend to the Board the annual salaries, incentive compensation, long-term incentive compensation, perquisites and any and all other compensation applicable to the CEO and other executive officers; provided, however, that notwithstanding the Committee's authority to invite members of Company management to attend Committee meetings, the Company's executive officers may not be present during deliberations or voting concerning their specific compensation arrangements.
2. Review and recommend to the Board the terms of the Company's incentive compensation plans applicable to the CEO and other executive officers, including the annual establishment of (i) eligible employees, (ii) performance goals, and (iii) target incentive compensation levels.
3. Review and recommend to the Board the establishment, and from time to time the review and revision, of corporate goals and objectives with respect to compensation for the CEO and establish and lead a process for the full Board to evaluate the performance of the CEO in light of those goals and objectives.
4. Review and recommend to the Board employment, severance, change in control, retention, retirement, deferred compensation, perquisite or similar compensatory agreements, plans, programs or arrangements with executive officers, in each case as, when and if appropriate, for the Company's executive officers.
5. Administer the Company's equity-based compensation plans and recommend to the Board the grant of all options or other equity-based awards for executive officers, employees and independent consultants thereunder.
6. Review and recommend to the Board any new equity-based compensation plans or amendments to any existing equity-based compensation plans.
7. Review and make recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including the frequency with which the Company should submit to stockholders an advisory vote on executive compensation, or say-on-pay vote, if required.
8. Review periodically the Company's material employee benefit plans, the appropriateness of the allocation of benefits under such plans, and the extent to which such plans are meeting their intended objectives and review and approve any new employee benefit plan

or change to an existing plan that creates a material long-term financial commitment by the Company.

9. Review and discuss with the CEO and report periodically to the Board plans for executive officer development and corporate succession plans for the CEO and other executive officers and key employees, which will include transitional leadership in the event of an unplanned vacancy.
10. Review and make recommendations to the Board regarding non-employee director compensation.
11. Review and discuss with management the “Compensation Discussion and Analysis” section to be included in the Company’s annual proxy statement or annual report on Form 10-K, if required, and based on such discussions, recommend to the Board whether the “Compensation Discussion and Analysis” section should be included in the Company’s annual proxy statement or annual report on Form 10-K, and prepare, in accordance with applicable SEC rules and regulations, an annual “Compensation Committee Report on Executive Compensation” for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, if required.
12. Perform any other activities consistent with this charter, the Company’s certificate of incorporation and bylaws, and governing law as the Committee or the Board deems appropriate.
13. Evaluate periodically the performance of the Committee.
14. Review, at least annually, the compliance of the Committee with this charter and review and reassess the adequacy of this charter at least annually and recommend to the Board any changes to this charter, as necessary and appropriate.

Approved by the Board of Directors of  
Xtant Medical Holdings, Inc.:  
February 5, 2019