

SeaSpine Holdings Corporation

Nominating and Corporate Governance Committee Charter

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of SeaSpine Holdings Corporation (the "Company") effective as of June 7, 2016.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board is to assist the Board in:

1. the identification of qualified candidates to become Board members;
2. the selection of nominees for appointment or election as directors;
3. the development of a set of corporate governance guidelines and principles applicable to the Company;
4. oversight of the Board's evaluation of its performance; and
5. otherwise taking a leadership role in shaping the corporate governance of the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall consist of two or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the NASDAQ Global Market (or such other national securities exchange or inter-dealer quotation system on which the Company's common stock then is principally listed), subject to any applicable exemptions, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain and/or replace any independent counsel, experts or advisers that the Committee believes to be necessary or appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisers to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for other expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- (b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- (c) For purposes of (a) and (b) above, the Committee shall apply the criteria for Board membership set forth in the Company's Corporate Governance Guidelines.
2. The Committee shall be responsible for determining an orientation program for new directors and a continuing education programs for incumbent directors.
3. The Committee shall make recommendations to the Board for the creation of additional committees of the Board or the elimination of certain committees.

4. The Committee shall recommend to the Board directors to serve on the committees of the Board and to serve as Chair of such committees.
5. The Committee shall oversee the Board's annual self-evaluation of its performance, each of its committees and individual members of the Board (including its size, composition and leadership structure) and make appropriate recommendations to improve performance. The Committee shall consider the results of such evaluation when determining whether or not to recommend the nomination of an incumbent director for an additional term.
6. The Committee shall make recommendations to the Board regarding corporate governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, charters of the Company's other committees, Corporate Governance Guidelines and code of ethics and/or conduct, as well as recommend to the Board policies and procedures with respect to the nomination of directors, including individuals proposed by the Company's stockholders.
7. As set forth in the Company's Corporate Governance Guidelines, the Committee shall evaluate the appropriateness of continued Board membership of any director who experiences changed circumstances that could diminish his or her effectiveness as a Board member, pose a conflict of interest or otherwise be detrimental to the Company and make a recommendation to the Board regarding such director's continued service on the Board.
8. The Committee shall assist the Board in the succession plans relating to the Chief Executive Officer and other executive officers.
9. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such self-evaluation and review in such manner as it deems appropriate.
10. The Committee shall periodically report to the Board on its findings and actions.
11. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, applicable laws and the requirements of the NASDAQ Global Market (or such other national securities exchange or inter-dealer quotation system on which the Company's common stock then is principally listed).