

# SeaSpine Holdings Corporation

## Corporate Governance Guidelines

The Board of Directors (the “Board”) of SeaSpine Holdings Corporation (“SeaSpine,” or the “Company”) has adopted the following Corporate Governance Guidelines (these “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws (each as may be amended and/or restated from time to time) and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “[www.seaspine.com](http://www.seaspine.com)” and to any stockholder who requests a copy.

### The Board

#### *Size of the Board*

The Company’s amended and restated bylaws provide that the initial number of directors will be eight. The Board, with the assistance of its Nominating and Corporate Governance Committee, may periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

#### *Independence of the Board*

The Board will be comprised of a majority of directors who qualify as independent directors (the “Independent Directors”) under the listing standards of the NASDAQ Global Market (the “Nasdaq”) or, if applicable, such other national securities exchange or inter-deal quotation system on which the Company’s securities may be listed.

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) in order to determine the independence of such director under rules and standards that proscribe membership for the Board and its committees, such as the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 162(m) of the Internal Revenue Code. The Company will disclose in its annual proxy statement or, if the Company does not file an annual proxy statement, in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission, those directors that the Board has determined to be independent.

#### *Separate Sessions of Independent Directors*

The Independent Directors will meet on a regular basis as often as necessary to fulfill their responsibilities, including no less than two times a year without non-Independent Directors or management present. The Independent Directors will review the Company’s implementation of and compliance with its Guidelines and consider such matters as they may deem appropriate at such meetings.

#### *Director Qualification Standards*

In evaluating the suitability of candidates for election to the Board, the Nominating and Corporate Governance Committee and the Board seek individuals that collectively provide an appropriate balance of experience, skills and characteristics that enable the Board to fulfill its responsibilities. In conducting this evaluation, the Nominating and Corporate Governance Committee and the Board will take into account many factors, including the individual’s ability to make independent analytical inquiries, experience in corporate management, general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today’s business environment, experience in the Company’s industry and with relevant social policy concerns, understanding of the Company’s

business on a technical level, other board service and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Nominating and Corporate Governance Committee and the Board will evaluate each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience and background. The Nominating and Corporate Governance Committee and the Board consider a broad range of diversity characteristics for this purpose. The Nominating and Corporate Governance Committee applies the same criteria to nominees recommended by directors, officers, employees, stockholders and others that it does to evaluate all other candidates.

### *Selection of Directors*

The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending to the Board qualified candidates to be nominated for election as directors at annual or special meetings of stockholders or to be appointed by the Board to fill vacancies or newly created directorships occurring between such meetings. When considering its recommendations, the Nominating and Corporate Governance Committee will take into account the advice and recommendations of other members of the Board, the Chief Executive Officer and other members of the Company's senior leadership team. The Nominating and Corporate Governance Committee may, in its discretion, seek third-party resources to assist in the selection and/or evaluation process.

Before nominating a sitting director for reelection, the Nominating and Corporate Governance Committee will consider the director's performance on and participation in and contributions to the activities of the Board, whether the director's reelection would be consistent with these Guidelines, and the director's past attendance at meetings.

The Nominating and Corporate Governance Committee will consider qualified candidates suggested by the stockholders of the Company applying the "Director Qualification Standards" set forth above and considering the additional information described below. Recommendations of candidates for review and consideration by the Nominating and Corporate Governance Committee must be submitted in writing to SeaSpine Holdings Corporation, 5770 Armada Drive, Carlsbad, CA 92008, Attention: General Counsel and include, with respect to each person the stockholder proposes to nominate, the following information:

1. a statement that the proposing stockholder is recommending a candidate for consideration by the Nominating and Corporate Governance Committee;
2. the name, age, business address and residence address of such proposed nominee;
3. a statement of such proposed nominee's business experience and educational background;
4. the principal occupation or employment of such proposed nominee;
5. the class and number of shares of the Company that are beneficially owned by such proposed nominee;
6. a detailed description of all relationships, arrangements or understandings between the proposing stockholder and each proposed nominee and any other person or persons (naming such person or persons) pursuant to which the proposed nomination is being made by such proposing stockholder;
7. a detailed description of all relationships, arrangements or understandings between each proposed nominee and any service-provider, supplier or competitor of the Company;
8. information regarding each of the criteria under "Director Qualification Standards" in sufficient detail to allow the Nominating and Corporate Governance Committee to evaluate such proposed nominee;
9. a statement from such proposed nominee that he or she is willing to be considered and willing to serve as a director, if nominated and elected; and
10. any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Exchange Act or the Company's bylaws (as may be amended and/or restated from time to time).

In addition, the proposing stockholder must include the following information with respect to such stockholder and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

1. the name and address of such proposing stockholder, as they appear on the Company's books and records, and of any such beneficial owner;
2. the class or series and number of shares of capital stock of the Company which are owned beneficially and of record by such proposing stockholder and any such beneficial owner;
3. a description of any agreement, arrangement or understanding between or among such proposing stockholder and any such beneficial owner, any of their respective affiliates or associates, and any other person or persons (including their names) in connection with the proposal of such nomination or other business;
4. a description of any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such proposing stockholder or any such beneficial owner or any such nominee with respect to the Company's securities (a "Derivative Instrument");
5. to the extent not disclosed pursuant to clause (4) above, the principal amount of any indebtedness of the Company or any of its subsidiaries beneficially owned by such proposing stockholder or by any such beneficial owner, together with the title of the instrument under which such indebtedness was issued and a description of any Derivative Instrument entered into by or on behalf of such proposing stockholder or such beneficial owner relating to the value or payment of any indebtedness of the Company or any such subsidiary;
6. a representation that such proposing stockholder is a holder of record of stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination;
7. any other information relating to such proposing stockholder and any such beneficial owner required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder; and
8. a representation as to whether such proposing stockholder or any such beneficial owner intends or is part of a group which intends (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee or to approve or adopt the proposal or and/or (y) otherwise to solicit proxies from stockholders in support of such nomination or proposal.

If a stockholder of the Company submits a director recommendation in compliance with the procedure described above, the Nominating and Corporate Governance Committee will conduct an initial evaluation of the proposed nominee and, if it determines the proposed nominee may be a qualified candidate, the Nominating and Corporate Governance Committee, along with one or more members of the Company's management team, will interview the proposed nominee to determine whether he or she might be suitable to serve as a director. If, based on the "Director Qualification Standards" set forth above and the Board's specific needs at such time, the Nominating and Corporate Governance Committee determines the proposed nominee would be a valuable addition to the Board, it will recommend to the Board such proposed nominee's nomination. In connection with its evaluation, the Nominating and Corporate Governance Committee may request additional information from the proposed nominee and/or the proposing stockholder.

A stockholder wishing to formally nominate an individual for election to the Board or to propose other business to be conducted at an annual or special meeting of the Company's stockholders must comply with the requirements set forth in the Company's bylaws (as may be amended and/or restated from time to time).

### *Selection of Chair of the Board*

The Board is free to select its Chair in any manner that it considers is in the best interests of the Company at the time and in accordance with the Company's bylaws (as may be amended and/or restated from time to time). The roles of the Chief Executive Officer and Board Chair may, but are not required to, be separate. If the Board Chair also serves as the Chief Executive Officer, or if the Board Chair is otherwise not an Independent Director, the Board may designate an Independent Director to serve as "Lead Independent Director," with the specific responsibilities described in these Guidelines.

### *Lead Independent Director*

Upon the recommendation of the Nominating and Corporate Governance Committee, the Board may appoint a Lead Independent Director. Any Lead Independent Director shall be an Independent Director.

The primary responsibilities of any Lead Independent Director are as follows:

1. serve as the primary liaison between the Independent Directors and the Chief Executive Officer;
2. counsel the Chief Executive Officer on key Board governance issues;
3. consult with the Chief Executive Officer regarding the quality, quantity and timeliness of the flow of information from Company management to the Board that is necessary for the Independent Directors to perform their duties;
4. coordinate, develop the agenda for and moderate executive sessions of the Independent Directors;
5. provide feedback to the Board Chair and the Chief Executive Officer on the executive sessions;
6. preside over Board meetings if the Board Chair is absent;
7. review and provide input on an appropriate schedule of Board and committee meetings and related agendas to ensure the Independent Directors can perform their duties;
8. review the implementation of and compliance with these Guidelines;
9. assist the Board with the review and establishment of committee memberships and chairs; and
10. perform such other functions as the Board directs.

### *Limitation on Other Board Service*

The Board does not believe that its members should be prohibited from serving on boards of other organizations. However, Board members should not serve on more than four other boards of companies whose stock is publicly traded in addition to the Board. In addition, a director who is the chief executive officer of a publicly traded company (other than the Company) should not serve on more than two boards of publicly traded companies, including the Board (but not including service on the board for which the director is chief executive officer). The Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees, whether or not publicly traded, in evaluating the suitability of individual director candidates and current directors and their ability to devote adequate time and effort to their Board responsibilities.

A director who has received an invitation to join another company's board should notify the Board Chair (or, if such director is the Board Chair, the Chair of the Nominating and Corporate Governance Committee or, if the Board Chair and the Chair of the Nominating and Corporate Governance Committee are the same person, the Chair of the Audit Committee) in advance of accepting such offer. The director considering such offer shall provide the Board Chair (or the Chair of the Nominating and Governance Committee or Audit Committee, as applicable) such information about the company making the offer as is requested. The Board Chair shall consult with the Chair of the Nominating and Corporate Governance Committee (or the Chair of the Nominating and Corporate Governance Committee or the Audit Committee, as applicable, shall consult with the Lead Independent Director, if there is one who is not the same person) and the Company's legal counsel to determine whether, in their view, it is appropriate for the director to accept such offer. If the director disagrees with the determination of the Board Chair and the Chair of the Nominating and

Corporate Governance Committee (or the Chair of the Nominating and Corporate Governance Committee or Audit Committee and the Lead Independent Director, in each case, as applicable) that acceptance of such offer is inappropriate, he or she may request that the full Board review their finding. Factors the Board Chair, the Chair of the Nominating and Corporate Governance Committee or Audit Committee, any Lead Independent Director, and, if applicable, the full Board will consider in determining the appropriateness of the director accepting such offer include the following:

1. whether the new directorship will or may lead to conflicts of interest or the appearance thereof;
2. issues related to actual or potential competition between the Company and such other company;
3. whether having the Board member accept such an offer may reflect unfavorably on the Company; and
4. the total number of boards on which such director serves.

#### *Directors Who Change Their Current Positions with Their Company*

When a director resigns or materially changes his or her position with his or her employer, ceases to be actively employed in his or her principal business or profession, or experiences other 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, such director shall tender a letter of proposed resignation from the Board to the Chair of the Nominating and Corporate Governance Committee (or, if the director experiencing changed circumstances is the Chair of the Nominating and Corporate Governance Committee, the Board Chair or any Lead Independent Director or, if the director experiencing changed circumstances is the Chair of the Nominating and Corporate Governance Committee and the Board Chair and there is no Lead Independent Director, to any independent director). The Nominating and Corporate Governance Committee, Board Chair, Lead Independent Director, or independent director, as applicable, shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

#### *Term Limits*

The Board does not believe that it is in the best interests of the Company to establish term limits at this time. Term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board. However, in connection with each director nomination recommendation, the Nominating and Corporate Governance Committee will consider the issue of continuing director tenure to help ensure the Board maintains an openness to new ideas and a willingness to critically examine the status quo.

#### *Retirement*

The Board does not believe that a fixed retirement age for directors is appropriate.

#### *Director Responsibilities*

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Company's bylaws (as may be amended and/or restated from time to time) and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

1. overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
2. reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
3. reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any business(es) or asset(s) material to the Company or the entry of the Company into any major new line of business;
4. planning for succession with respect to the position of Chief Executive Officer and monitoring management's

- succession planning for other key executives;
5. approving any waivers under the Company's code of conduct; and
  6. ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

### *Compensation*

The Company's employees shall not receive additional compensation for their service as directors.

The Compensation Committee periodically will review and evaluate the compensation of all non-employee directors in relation to other U.S. companies of comparable size and the Company's competitors to ensure the Company can continue to recruit and retain qualified directors with the background and skills desirable for Board membership. Such evaluation will include consideration of both direct and indirect forms of compensation to the Company's non-management directors, including any charitable contributions by the Company to organizations in which a non-management director is involved. The Compensation Committee will recommend to the Board any changes in the amount, form or terms of non-employee director compensation.

Director fees are the sole form of compensation that members of the Audit Committee may receive from the Company.

### *Stock Ownership*

The Company believes that directors and executive officers should be stockholders and have a financial stake in the Company. All non-employee directors are required to hold common stock with a value equal to three times a director's annual cash retainer. The Chief Executive Officer is required to hold common stock with a value equal to five times his or her annual base salary. The Chief Financial Officer is required to hold common stock with a value equal to two times his or her annual base salary. All other executive officers are required to hold common stock with a value equal to their annual base salary. Vested shares of restricted stock, vested restricted stock units and vested options, if any, may be included to determine whether the required ownership interest has been met. In addition, unvested shares of restricted stock, unvested restricted stock units and unvested options may be included to determine whether the required ownership interest has been met, provided that such shares or units vest based on time and not performance. The stock ownership guidelines as stated above are required for non-employee directors and executive officers after their completion of five years of service on the Board or as an executive officer. The Company's non-employee directors and executive officers may petition the Compensation Committee for temporary waiver of these stock ownership requirements due to special circumstances.

### *Conflicts of Interest*

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict, including as set forth in any codes of ethics and/or conduct (as may be amended and/or restated from time to time). If an actual or potential conflict of interest develops, the director should immediately report the matter to the Board Chair or, if the matter involves the Board Chair, the Chair of the Nominating and Corporate Governance Committee or the Lead Independent Director, if there is one (or, if the matter involves the Board Chair and the Board Chair is Chair of the Nominating and Corporate Governance Committee and there is no Lead Independent Director, to any independent director). Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter. To enable the Company to identify transactions in which a director may have a personal interest, each director will notify the Company promptly of any changes to individuals or entities that may be a "related party" (i.e., a party over which a director may have control or exert significant influence), including changes in employment, relationships with charitable or other organizations, new business affiliations, and with regard to immediate family members (such as those resulting from marriage).

### *Board Orientation and Continuing Education of Board Members*

Directors are encouraged to periodically attend seminars and conferences regarding directors' legal duties, responsibilities and continuing education topics.

The Company's management will develop an orientation program for new directors and provide recommendations and opportunities for continuing education programs for existing directors, which may include internally developed materials, programs presented by third parties at the Company or third-party facilities, and financial and administrative support for attending independent programs.

#### *Interaction with Institutional Investors, the Press and Customers*

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the Chief Executive Officer, meet or otherwise communicate with various constituencies that are involved with the Company, in all cases in compliance with Regulation FD. If comments from the Board are appropriate, they should, in most circumstances, come from the Board Chair or Lead Independent Director, as appropriate.

#### *Board Access to Management*

The Board will have direct access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

#### *Board Access to Independent Advisers*

The Board has complete authority to retain and terminate such independent consultants, counselors and advisors to the Board as it shall be necessary or appropriate, at the expense of the Company, including determining the fees and other terms of such retentions or terminations. In addition, the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee may hire independent advisers as set forth in their applicable charters.

#### *Annual Self-Evaluation*

The Board, each of its standing committees and each individual Board member shall conduct an annual self-evaluation of their respective performance. The Nominating and Corporate Governance Committee will oversee the annual assessment and be responsible for establishing the evaluation criteria and implementing the process for such evaluation, with periodic input from the Board regarding the scope and goals of such evaluations.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The Nominating and Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

#### *Confidentiality*

Pursuant to their fiduciary duties of loyalty and care, directors shall protect and hold confidential all non-public information obtained due to their directorship position and use all such information solely for the benefit of the Company, absent authorization by the Board to disclose such information or use it in a contrary manner. Accordingly, no director shall disclose Confidential Information outside the Company, either during or after his or her service as a director of the Company, except with the authorization of the Board, as may be required by law, or in connection with a charge or complaint filed with, or an investigation or proceeding conducted by, a government agency (e.g., the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, and the Securities and Exchange Commission). Specifically, these Guidelines do not restrict or limit any right to receive a whistleblower award or bounty for information provided to the Securities and Exchange Commission. In addition, pursuant to 18 USC Section 1833(b), no director will be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made (1) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other

proceeding, if such filing is made under seal.

“Confidential Information” is all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company if disclosed.

## **Board Meetings**

### *Frequency of Meetings*

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

### *Director Attendance*

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, each director is expected to regularly prepare for and attend no fewer than 75% of all meetings of the Board and 75% of all meetings of the committees on which the director sits (including separate meetings of non-employee directors and the Independent Directors).

With the understanding that, on occasion, a director may be unable to attend a meeting in-person, each director is expected to participate in regular Board and committee meetings in-person (unless previously designated as other than an in-person meeting). A director who is unable to attend a meeting in-person is expected to notify the Board Chair (or the Chair of the committee) in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Each director is encouraged to attend the Company’s annual meeting of stockholders.

### *Attendance of Non-Directors*

The Board encourages the Chief Executive Officer, Board Chair, Lead Independent Director and/or the Chair of any committee to bring Company management and outside advisers or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board that involve the manager, adviser or consultant, (ii) make presentations to the Board on matters that involve the manager, adviser or consultant and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

### *Agendas*

The Board Chair will establish the agenda for each Board meeting with input from management, any Lead Independent Director and, as necessary or desired, from the other directors.

### *Advance Receipt of Meeting Materials*

Information regarding the topics to be considered at a meeting is essential to the Board’s understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

## **Committee Matters**

### *Number, Name and Independence of Standing Committees*

The Board shall have three standing committees: Audit, Compensation, and Nominating and Corporate Governance. The duties of these committees shall be set forth in written charters approved by the Board or in a resolution of the



Board or the company's bylaws (as may be amended and/or restated from time to time). Each standing committee shall be composed entirely of Independent Directors, except in certain exceptional and limited circumstances as may be permitted under the Nasdaq listing standards or such other national securities exchange or inter-deal quotation system on which the Company's securities may be listed. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances and good business practices.

#### *Assignment and Rotation of Committee Members*

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chief Executive Officer, the Board Chair and any Lead Independent Director, for making recommendations to the Board with respect to the assignment of Board members to the standing committees. Based on the recommendations of the Nominating and Corporate Governance Committee, the Board is responsible for appointing committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee.

The Nominating and Corporate Governance Committee shall review standing committee membership and the position of committee chair annually and shall consider the rotation of committee chairs and members with a view towards balancing the benefits derived from the diversity of experience and viewpoints of the various directors.

Each member of the Audit Committee must satisfy the independence requirements of Rule 10A-3 under the Exchange Act, must not have participated in the preparation of the Company's financial statements at any time during the past three years, and must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background, which results in the individual's "financial sophistication," including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the Audit Committee must meet the definition of "audit committee financial expert" as determined by the Board in its business judgment in accordance with Item 407(d)(5)(ii) of Regulation S-K.

Each member of the Compensation Committee must satisfy the requirements of a "non-employee director," as defined in Rule 16b-3 promulgated under the Exchange Act, and, to the extent the Board has members meeting such qualifications, at least two members will be an "outside director" under the rules promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

#### *Frequency of Committee Meetings*

Each committee will meet at least two times annually, except that the Audit Committee will meet at least once each quarter. In addition, special meetings may be called by the Chair of the committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

#### *Committee Agendas*

The Chair of each committee will establish the agenda for each committee meeting with input from management, any Lead Independent Director and, as necessary or desired, from other members of the committee.

#### *Code of Ethics and Conduct and Corporate Governance Matters*

The Nominating and Corporate Governance Committee shall cause to be prepared and recommend to the Board the adoption of appropriate codes of ethics and/or conduct and other corporate governance documents and recommend changes from time to time.

#### *Annual Review of Chief Executive Officer*

The Compensation Committee shall annually establish the performance criteria (including both long-term and short-

term goals, as applicable) to be considered in connection with the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of these criteria and determine the Chief Executive Officer's compensation based on its evaluation. Each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against any such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Compensation Committee shall meet to review the Chief Executive Officer's performance. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Chair of the Compensation Committee, the Board Chair and/or any Lead Independent Director. Compensation for all other executive officers shall be determined by the Compensation Committee.

#### *CEO Succession Planning*

The Board, with the assistance of the Nominating and Corporate Governance Committee, shall work on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors.

### **Leadership Development**

#### *Management Development*

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.

### **Communication with the Board**

If any stockholder of the Company wishes to address questions regarding the business affairs of the Company directly to the Board, or any individual director, the stockholder should submit the inquiry in writing to:

SeaSpine Holdings Corporation  
Attn: Investor Relations  
5770 Armada Drive  
Carlsbad, CA 92008

Stockholders should indicate they are a stockholder of the Company. Depending on the subject matter, investor relations will (alone or in concert with other personnel of the Company, as appropriate):

1. Forward the inquiry to the Board Chair or Lead Independent Director, as appropriate, who may forward the inquiry to a particular director if the inquiry is directed towards a particular director;
2. Forward the inquiry to the appropriate personnel within the Company; for instance, if it is primarily commercial in nature;
3. Attempt to handle the inquiry directly; for instance, if it is a request for information about the Company or a stock-related matter; or
4. Not forward the inquiry, if it relates to an improper or inappropriate topic or is otherwise irrelevant.

*Adopted June 14, 2017*