

ALPHATEC HOLDINGS, INC.

Lead Independent Director Charter

(Adopted and Effective as of March 1, 2018)

I. PURPOSE

In circumstances where the Chairperson of the Board of Directors (the “Board”) of Alphatec Holdings, Inc. (the “Company”) is not independent (as determined by the Board in compliance with applicable securities laws and stock exchange rules), the Board considers it to be useful and appropriate to designate a Lead Independent Director (the “Lead Director”) to coordinate the activities of the independent directors and to perform such other duties and responsibilities as set forth herein.

II. DUTIES & RESPONSIBILITIES

The principal duties and responsibilities of the Lead Director, when acting in such capacity, shall be as follows:

1. Preside at Board meetings in the absence of, or upon the request of, the Chairperson of the Board, including all executive sessions of the independent directors;
2. Consult with the Chairperson of the Board as to an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly without interfering with ongoing Company operations;
3. Consult with the Chairperson of the Board with respect to Board meeting agendas and recommend matters for the Board to consider and information to be provided to the Board;
4. Advise the Chairperson as to the information necessary or appropriate for the independent directors to effectively and responsibly perform their duties and provide feedback on the quality, quantity and timeliness of information submitted by the Company’s management;
5. Advise the Chairperson of the Board concerning the retention of advisors and consultants who report directly to the Board;
6. Participate, at the request of the Compensation Committee of the Board, in the Compensation Committee’s evaluation of the performance of the Chairperson of the Board;
7. Monitor conflicts of interest of all directors;
8. Call and preside over meetings of the independent directors as necessary or appropriate;
9. Serve as the principle liaison and supplemental channel of communication between the Chairperson of the Board and the independent directors;

10. Respond to major stockholder and other stakeholder questions and comments that are directed to the Lead Director or to the independent directors as a group, with such consultation with the Chairperson and other directors as the Lead Director may deem appropriate;
11. Report regularly to the Board with respect to any significant developments in the course of performing the duties and responsibilities set forth in this Charter, or as otherwise requested by the Board; and
12. Perform such other duties and responsibilities as the Board may from time to time prescribe.

III. COMPOSITION

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board shall be responsible for recommending a candidate for the position of Lead Director from among the independent directors of the Board. Upon such recommendation, the Lead Director shall be elected by a majority vote of the independent directors. In nominating and electing a director to serve as the Lead Director, the Nominating Committee and the Board shall consider, among other things, the ability of the director to work closely with, and in an advisory capacity to, the Chairperson of the Board. The Nominating Committee and the Board also shall consider the director’s ability to discuss with other members of the Board any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairperson or to the Board. It is expected that the Lead Director will be familiar with proper Board governance and procedures, through prior experience as an independent director or otherwise, sufficient to perform the duties and responsibilities set forth herein.

The Lead Director shall be elected annually to a renewable term of one year, although it is understood that the Lead Director is generally expected to serve for more than one year. Upon election, the Lead Director shall serve until his or her successor is duly elected and qualified, unless he or she sooner is removed, dies, retires or resigns, or until such time as the Chairperson of the Board is determined to be independent. The Lead Director may be removed as Lead Director by a majority vote of the independent directors of the Board, with or without cause, at any time and without notice. If the Lead Director is not present at any meeting of the Board, a majority of the independent directors present at such meeting may select an independent director to act as alternate Lead Director for the purpose and duration of such meeting.

IV. ADVISORS

The Company’s General Counsel will provide support to the Lead Director in fulfilling the Lead Director’s role, including with regard to such advice and counsel as may be requested by the Lead Director or independent directors, the engagement of outside advisers and consultants who report directly to the Board, and otherwise as requested. The Lead Director may consult with such outside counsel and other advisors as he or she deems appropriate in fulfilling the Lead Director role.

V. ASSESSMENT

The Nominating Committee annually supervises the performance assessment of the Lead Director and reports its assessment to the Board.