

ALPHATEC HOLDINGS, INC.

Special Financing Committee Charter

(Adopted and Effective as of January 25, 2019)

I. PURPOSE

This committee, having been duly designated by the Board of Directors (the “Board”) of Alphatec Holdings, Inc. (the “Company”), shall be known as the Special Financing Committee (the “Committee”). The purpose of the Committee is to review, consider, evaluate, make recommendations to the Board and, to the extent permitted herein and by applicable law, in its discretion, take action with respect to possible strategic transactions, including, without limitation, public or private debt and equity financing or conversion transactions and debt restructuring or recapitalization activities (each, a “Possible Transaction”), in a manner so as to avoid conflicts of interest and to coordinate the activities of the independent and disinterested directors and to perform such other duties and responsibilities as set forth herein.

II. POWERS AND AUTHORITY

The Committee may exercise, and shall have the exclusive authority to exercise, the power and authority of the Board to the fullest extent permitted by applicable law with respect to the consideration and negotiation on behalf of the Company of the terms and conditions of a Possible Transaction, including, but not limited to, the following:

1. The power and authority on behalf of the Company to enter into non-binding engagement letters or letters of intent with third parties with respect to matters related to a Possible Transaction as the Committee deems necessary or advisable;
2. The power and authority on behalf of the Company to take any and all actions with respect to any consideration, deliberation, examination, investigation, analysis, assessment, evaluation, negotiation, acceptance, rejection, endorsement and recommendation on behalf of the Company of the terms and conditions of a Possible Transaction;
3. The power and authority on behalf of the Company to evaluate, negotiate and structure the terms of any proposed definitive agreements with respect to a Possible Transaction (the “Definitive Agreements”) directly with any third party and their affiliates and/or the Company’s management and the counsel and advisors to each of them, in a manner that the Committee may determine to be necessary or advisable;
4. The power and authority to (i) determine whether the terms and conditions of any proposal or Definitive Agreements are fair to and in the best interests of the Company and the stockholders of the Company, (ii) approve and declare advisable, or to reject, the Definitive Agreements and the transactions contemplated thereby, and (iii) recommend to the Board what action, if any, should be taken, with respect to (a) adopting resolutions approving and declaring advisable, or rejecting, the Definitive Agreements, and (b) if necessary, submitting to the stockholders of the Company for their approval a Possible Transaction, including recommending to the stockholders of the Company that they approve such Possible Transaction;

5. The power and authority to institute litigation and adopt and implement appropriate stockholder protections, such as rights plans;
6. The power and authority to conduct the review, analysis, evaluation, monitoring and exercise of general oversight of all proceedings and activities of the Company related to a Possible Transaction;
7. The power and authority to enter into such engagement agreements and other contracts as the Committee deems necessary or advisable with respect to the retention, compensation, reimbursement of expenses, and indemnification of such counsel, consultants, advisors, agents, bankers, and accountants;
8. The power and authority to establish such rules of order and other administrative and ministerial matters as it may determine to be necessary or desirable to its orderly functioning; provided, however, that in the absence of such adoption, the Committee shall function in accordance with the procedures set forth in the Bylaws with respect to committees of the Board;
9. The power and authority to perform such other duties and responsibilities as the Board may from time to time prescribe; and
10. The power and authority to take any and all actions and to do or cause to be done any and all things, at the Company's expense, that the Committee determines to be necessary or advisable with respect to any of the foregoing, with the same power, authority and effect as if the Board had taken such action or done or caused such things to be done.

III. COMPOSITION

The Committee shall be comprised of one or more independent, disinterested directors of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by a vote of the majority of the Board and shall hold office until his or her successor is duly elected and qualified, unless he or she sooner is removed, dies, retires or resigns.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

A chairperson of the Committee (the "Chairperson") shall be appointed by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

IV. MEETINGS

The Committee shall meet as circumstances dictate and as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via

tele- or video-conference. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary.

The Committee shall keep minutes of the proceedings of the Committee and shall report significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

V. SUBCOMMITTEES

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

VI. ADVISORS

In the course of its duties, the Committee shall have the authority to select and engage, at the Company's expense, such consultants, advisors, and agents, including without limitation, one or more legal counsel, investment bankers, financial advisors, and accountants, as the Committee deems necessary or advisable in connection with fulfilling its responsibilities, including the sole authority to approve any such advisors' fees and other retention terms, and to request that such consultants, advisors, and agents perform such other services and deliver such opinions as the Committee shall in its discretion request.

VII. ASSESSMENT

At least annually, the Committee shall conduct an evaluation of its performance and this Charter. The Committee shall report its conclusions regarding this evaluation to the Board either orally or in writing. The Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Committee could improve its performance and this Charter could be improved.