

# **ALPHATEC HOLDINGS, INC.**

## **Compensation Committee Charter**

**(Amended and Restated as of March 1, 2018)**

### **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 Compensation Committee (the “Committee”). The primary purposes of the Committee are:

1. To discharge the Board’s responsibilities relating to compensation and related disclosure of the Company’s executive officers, as defined under Item 402(c) of Regulation S-K or Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934 (as amended) (the “Executive Officers”);
2. To consider and make recommendations to the Board on director compensation;
3. To consider, make recommendations and assist the Board in establishing appropriate incentive compensation and equity-based plans and to administer such plans;
4. To oversee the annual process of evaluation of the performance of the Company’s executive officers and management; and
5. To perform such other duties and responsibilities as enumerated in and consistent with this Charter.

### **II. DUTIES & RESPONSIBILITIES**

The principal duties and responsibilities of the Committee shall be as follows:

1. Establish a compensation policy for the Company’s Executive Officers designed to (i) enhance the profitability of the Company and increase stockholder value, (ii) reward Executive Officers for their contribution to the Company’s growth and profitability, (iii) recognize individual initiative, leadership, achievement, and other contributions and (iv) provide competitive compensation that will attract and retain qualified Executive Officers;
2. Subject to variation where appropriate, the compensation policy for Executive Officers shall include: (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time or project-based incentive compensation, which shall be awarded for the achievement of predetermined financial, project, research or other designated objectives of the Company as a whole and of the Executive Officers and other key employees individually and (iii) long-term incentive compensation in the forms of equity participation and other awards with the goal of aligning, where appropriate, the long-term interests of the Executive Officers and other key employees with those of the Company’s stockholders and otherwise encouraging the achievement of superior outcomes over an extended time period;

3. Review competitive practices and trends to determine the adequacy of the Company's executive compensation program;
4. Review and consider participation and eligibility in the various components of the total executive compensation package;
5. Review and approve corporate goals and objectives relevant to CEO and Executive Chairperson compensation, evaluate the CEO's and Executive Chairperson's respective performance in light of those goals and objectives, and determine the CEO's and Executive Chairperson's compensation levels based on this evaluation;
6. Review, evaluate and approve compensation and benefits of all Executive Officers and other executives reporting to the CEO or Executive Chairperson;
7. Oversee the annual process of performance evaluations of the Company's executive officers;
8. Approve employment contracts, severance arrangements, change in control provisions and other agreements for Executive Officers;
9. Approve and administer cash incentives and deferred compensation plans for Executive Officers (including any modification to such plans) and oversight of performance objectives and funding for executive incentive plans;
10. Except as otherwise delegated by the Committee, approve and administer compensation programs involving the use of the Company's stock;
11. Review, evaluate and make recommendations to the Board concerning amount, components and structure of compensation paid to the independent members of the Board for their service on the Board or its committees;
12. If appropriate, hire experts in the field of executive compensation to assist the Committee with its evaluation of director and Executive Officer compensation;
13. Make regular reports to the Board concerning the Committee's activities;
14. Prepare reports summarizing top executives officer compensation levels and explaining the relationship between executive officer compensation and the organization's performance, as required by the SEC;
15. Review with management the Compensation Discussion and Analysis, the Committee Report and other disclosures to the extent required for the Proxy Statement and other filings with the SEC, and determine whether they shall be included in the Proxy Statement or other filings;
16. Review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost; and

17. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time by the Board and/or the Chairman of the Board, consistent with this Charter, the Company's Articles of Incorporation, Restated Bylaws and applicable rule or law.

### **III. COMPOSITION**

The Committee shall be comprised of not fewer than two members 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 or, if so delegated by the Board, a committee thereof responsible for nominations of directors, at the annual organizational meeting 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.

Each member of the Committee shall satisfy, at a minimum, the independence and other qualification requirements and standards under the rules of The NASDAQ Stock Market LLC, as such requirements and standards may be changed from time to time. To the extent that the Board deems practicable and advisable, all members of the Committee shall also qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, as such standards and definitions may be revised or amended from time to time; provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or a sub-committee of the Committee comprised of at least two members who qualify as non-employee directors.

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 recommended by the Nominating and Governance Committee and 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 at least two times per year and at such other times 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. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other 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. In addition, the Committee, by resolution passed by a majority of the Committee members, may delegate the authority to grant incentive stock options or other form of stock-based equity to a subcommittee of officers of the Company (which committee shall consist of at least one of the following: (i) Executive Chairperson (ii) President, (iii) CEO, (iv) CFO, (v) COO or (vi) General Counsel pursuant to Section 157 of the Delaware General Corporation Law. 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, at the Company's expense and without needing to seek approval for the retention of such advisors or consultants from the Board, to retain and terminate compensation consultants, legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisers' fees and other retention terms.

## **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.