



CHARTER OF THE SCIENCE AND TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS OF AXOGEN INC.

August 15, 2019

A. Name

There shall be a committee of the Board of Directors (the "Board") of Axogen Inc. (the "Company") called the Science and Technology Committee (the "Committee").

B. Purpose of Committee

The purpose of the Committee is to provide general oversight of the significant scientific and technological aspects of the Company's businesses, including to:

- (i) assist the Board fulfilling its oversight responsibilities and advise it with respect to the overall role of technology, science and research and development in executing the business strategy of the Company including, but not limited to, major investments, strategy, including regulatory/clinical strategy, operational benefits and performance, trends that may affect portfolio assets, pipeline and the Company's business and impact on the Company's performance, growth and competitive position;
- (ii) review the overall scientific, research and development and regulatory/clinical strategy of the Company and the progress of major projects related thereto;
- (iii) review related external scientific research, discoveries and commercial developments, as appropriate;
- (iv) review the Company's overall intellectual property strategies and its portfolio of patents;
- (v) review and consider management's decisions regarding acquiring or divesting scientific technology or otherwise investing in research or development programs;
- (vi) assist in setting annual scientific goals and assessing achievement of such goals if requested by the Compensation Committee;
- (vii) oversee the Company's medical industry compliance program and review legal, compliance and regulatory matters with management and the Audit Committee that may have a material impact on the financial statements, and review programs and reports received from regulators;
- (viii) review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval; and



- (ix) perform such other duties as assigned to it from time to time by the Board.

C. Committee Membership

The Committee members shall be appointed by the Board, shall serve at the pleasure of the Board and for such term or terms as the Board may determine, and the Board shall have the right to make changes to membership composition at any time with or without cause. The Committee shall be composed of at least two directors. The Committee shall be composed of at least two directors as determined by the Board of which a majority of such members will be “independent” directors as defined by Nasdaq Marketplace Rule 4200 (subject to any then-current exceptions to such requirement; e.g., Nasdaq Marketplace Rule 4350(d)(2)(B)) and meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under the Securities Exchange Act of 1934, as amended. Committee members will be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her judgment as a member of the Committee.

D. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson (the “Chair”). The Committee shall meet at least one time each year, with further meetings to occur when deemed necessary or desirable by the Committee or its Chair. The Committee may meet in person or by telephone or videoconference and may take action by written consent. The Committee may invite such members of management and outside parties to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of the issues under discussion. A simple majority of members in attendance in person or by teleconference will constitute a quorum for each meeting and action may be taken by written minutes of action.

E. Committee Duties and Responsibilities

The Committee shall:

Charter

Review and reassess the adequacy of this Charter at least annually, and more frequently as conditions dictate, and propose to the Board any amendments to the Charter as the Committee deems necessary or appropriate.



Reports and Records

The Committee Chair shall prepare an agenda for each meeting and provide materials for review at the meetings.

The Committee Chair shall report to the Board on a regular basis with respect to the activities of the Committee; apprise the Board, through minutes, special presentations or otherwise as necessary, of any significant developments relating to the responsibilities of the Committee; and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

F. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants upon unanimous vote by the members of the Committee as to the selection of the advisors, including independent or outside counsel, and the specific duties and responsibilities requested of the advisors. Such authority includes establishing an advisory board of the Committee. All related fees and costs of such advisors shall be paid promptly by the Company in accordance with its normal business practices.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.

G. Amendment

The Board shall have the authority to amend or modify any provision of this Charter at any time.