



**CHARTER OF THE QUALITY, COMPLIANCE, AND PORTFOLIO MANAGEMENT
COMMITTEE
OF THE BOARD OF DIRECTORS
OF AXOGEN, INC.**

December 13, 2021

A. Name

There shall be a committee of the Board of Directors (the “Board”) of Axogen, Inc. (the “Company”) called the Quality, Compliance and Portfolio Management Committee (the “Committee”); formerly known as the “Science and Technology Committee”).

B. Purpose of Committee

The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to quality and regulatory compliance matters, and portfolio management.

C. Committee Membership

The Committee members shall be appointed by the Board, on the recommendation of the Governance, Nominating and Sustainability Committee, and 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 members, except as otherwise necessary to comply with the applicable provisions of the Sarbanes-Oxley Act of 2002, rules and regulations of Securities and Exchange Commission (the “SEC”) and the Nasdaq Capital Market (the “Nasdaq”) listing rules. Each Committee member shall be a member of the Board.

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 four times 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, legal counsel, its external audit firm or consultants to the Company 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.

E. Committee Duties and Responsibilities



The Committee shall have the following authority and responsibilities:

1. Oversee risk management in the area of product quality and safety, including:
 - (A) Review the adequacy and effectiveness of the Company's strategies and practices with respect to (i) compliance with laws and regulations administered by the U.S. Food and Drug Administration ("FDA") and similar state, local and foreign agencies, (ii) the safety and quality of the Company's products and (iii) other material aspects of its quality and regulatory compliance functions; and
 - (B) Periodic review of reports regarding significant regulatory compliance matters from the senior executives in charge of the Company's quality and compliance functions, including (i) the Company's efforts to comply with key FDA mandates, including any enforcement actions such as warning letters or consent decrees, or remediation programs directed to addressing persistent Form FDA 483 observations and (ii) the results of quality and quality system assessments.
 - (C) Review the impact of changes in global regulatory requirements that may create risk to the Company's current and future portfolio.
 - (D) Periodic review of reports summarizing global regulatory submissions and acceptances/denials.
2. Coordinate with the Audit Committee with respect to its oversight of quality and regulatory compliance issues ("non-financial compliance"). The Audit Committee has oversight over matters of corporate and financial compliance, including the Company's compliance program, compliance with the Company's Code of Business Conduct and Ethics, financial reporting and internal controls, and cybersecurity. The Committee has primary oversight responsibility for all other areas of non-financial compliance. The Committee and Audit Committee shall meet together and coordinate as appropriate to review significant non-financial compliance matters; provided, that the Audit Committee shall oversee matters as they relate to any (i) alleged breach of the Company's Code of Business Conduct and (ii) cybersecurity incident, including ones related to any Axogen product or service.
3. Oversee the Company's innovation portfolio, including New Product Development (NPD), discovery initiatives, the Company's approach to new market development including all clinical study initiatives, and assessing the overall effectiveness of the Company's research, development and intellectual property procurement efforts. This oversight includes:



- i. Oversight and implementation of portfolio management, including product offerings, risk analysis, expected benefits and value, and product priorities, and potential changes thereto,
 - ii. Oversight regarding grants, including grants to the Company from government agencies and educational grants from the Company to third parties,
 - iii. Review the competitive position of the Company's portfolio, including potential transformative technologies, and
 - iv. Review the Company's response (in any future product launches or modifications) to any identified technological vulnerabilities involving its products and services.
4. Conduct an annual performance evaluation of the Committee and adequacy of this Charter and propose changes, as appropriate, to the Board for approval.
5. Perform such other duties and authority as shall be assigned or granted to it from time to time by the Board.

F. Reports and Records

1. The Committee Chair shall prepare an agenda for each meeting and provide materials for review at the meetings.
2. 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.

G. 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. The Committee shall have the sole authority to select and retain a consultant or search firm, including those used to identify individuals qualified to service on the Board upon unanimous vote by members of the Committee as to the selection of the search firm, and the specific duties and responsibilities requested of the search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms. All related fees and costs of such advisors shall be paid promptly by the Company in accordance with its normal business practices.



H. Amendment

The Board shall have the authority to amend or modify any provision of this Charter at any time; provided, however, that the Board may make no such amendment or modification that is inconsistent with the provisions of the Sarbanes-Oxley Act of 2002, the rules and regulations of the SEC and Nasdaq listing rules.

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