



**XTANT MEDICAL HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Organization

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Xtant Medical Holdings, Inc. (the “Company”). This charter will govern the operations of the Committee.

Purpose

The purpose of the Committee will be to assist the Board by:

1. identifying individuals qualified to become Board members consistent with criteria approved by the Board and recommending to the Board director nominees for election at each annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board; and
2. developing and recommending to the Board a set of corporate governance guidelines and overseeing corporate governance issues.

Composition and Qualifications

The Committee will consist of at least two directors. To the extent applicable, the membership of the Committee will satisfy any and all independence and other requirements, applicable pursuant to law, Securities and Exchange Commission (“SEC”) rules, the requirements of any stock exchange on which securities of the Company are listed, or otherwise. The Board will be responsible for determining whether a Committee member is “independent” and meets the other qualifications. Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive one or more of the foregoing qualifications with respect to a member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations.

Appointment and Removal

The members of the Committee will be appointed by the Board. A member will serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chair

Unless a chair is elected by the full Board, the members of the Committee will designate a chair (the “Chair”) by the majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee will be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Meetings; Quorum; Act of Committee

The Committee will meet as frequently as circumstances dictate. The Chair or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

A majority of the total number of Committee members then serving on the Committee will constitute a quorum. Action may be taken by the Committee upon the affirmative vote of a majority of the members and action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

Duties and Responsibilities

The Committee will carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee will also carry out any other duties and responsibilities delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter. The Committee may perform any functions it deems appropriate under applicable law, rules, or regulations, the Company’s bylaws, and the resolutions or other directives of the Board.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard and as it otherwise deems appropriate, the Committee will have the authority, without seeking Board approval, to engage and obtain advice and assistance from outside legal and other advisors as it deems necessary to carry out its duties. The Committee also will have the authority to receive appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, from the Company to compensate any outside legal or other advisors engaged by the Committee; and to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will be given full access to all applicable books, records, facilities and personnel of the Company, and the Board and Company executives and other personnel as necessary to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee will have all the authority of the Board, except as otherwise limited by applicable law.

The Committee will have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. Review and make recommendations to the Board regarding the size of the Board.
2. Identify individuals qualified to become members of the Board, review with the Board on an annual basis the Board's composition as a whole to ensure that it has the requisite and desired expertise, experience, qualifications, attributes and skills and that its membership consists of persons with sufficiently diverse and independent backgrounds, and recommend to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.
3. Review and discuss with the Board a refreshment and succession plan for the Board.
4. Make recommendations to the Board regarding director diversity (which may include diversity of age, gender, race, ethnicity, education, skills, professional experience, knowledge, backgrounds and viewpoints), retirement age, tenure and refreshment policies.
5. Review and make recommendations to the Board regarding Board committee structure and composition and in connection therewith, review and make recommendations to the Board regarding the independence of directors and qualifications of Board committee members.
6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review them periodically and recommend changes as necessary to the Board for approval.
7. Review periodically and recommend to the Board any proposed amendments or changes to the Company's certificate of incorporation and bylaws, as necessary and appropriate.
8. Review and monitor evolving corporate governance best practices and trends for consideration and potential incorporation into the Company's governing documents, policies or procedures.
9. Oversee the management of the Company's risks related to governance.
10. Oversee the Company's overall stockholder engagement plan and responses to any stockholder communications submitted to the Board, including any stockholder proposals pertinent to corporate governance for inclusion in the Company's proxy statement, and make recommendations to the Board regarding the foregoing.
11. Develop, implement and administer on a periodic basis Board and Board committee evaluation process.

12. Develop and oversee an orientation process for new directors and review the Company's policies and programs with respect to the continuing education of directors.
13. Review and reassess the performance of the Committee and the adequacy of this Charter on a periodic basis and recommend any changes to the Board.
14. Report regularly to the full Board and provide such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.
15. Maintain minutes or other records of meetings and activities of the Committee.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee will take into account the independence and other requirements, applicable pursuant to law, SEC rules, the requirements of any stock exchange on which securities of the Company are listed, or otherwise. At a minimum, the Committee will consider (i) whether each such nominee has demonstrated, by significant accomplishment in such nominee's field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and (ii) the nominee's reputation for honesty and ethical conduct in such nominee's personal and professional activities. Additional factors which the Committee may consider include a candidate's judgment, skill, objectivity, independence, leadership, integrity, diversity, business or other experience, financial or other expertise, time availability in light of other commitments and conflicts of interest. The Committee will consider candidates recommended by stockholders and others, as it deems appropriate. In considering candidates submitted by stockholders, the Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Committee may establish procedures, from time to time, regarding submission of candidates by stockholders and others. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee will take into account the independence and other requirements, applicable pursuant to law, SEC rules, the requirements of any stock exchange on which securities of the Company are listed, or otherwise. The Committee also will take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a Board committee candidate, including the additional factors described above.

Approved by the Board of Directors of
Xtant Medical Holdings, Inc.:
August 14, 2023