

ORGANOGENESIS HOLDINGS INC.

NOMINATING COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Organogenesis Holdings Inc. (the “Company”) is to:

- identify, review, evaluate and communicate with candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies or newly created directorships that may occur between such meetings;
- oversee the Company’s corporate governance functions and develop, recommend to the Board and update as necessary a set of corporate governance guidelines applicable to the Company and assist the Board in complying with them;
- oversee the evaluation of the Board;
- recommend to the Board the members of the Board to serve on committees of the Board; and
- make other recommendations to the Board relating to the directors of the Company.

II. STRUCTURE AND MEMBERSHIP

- A. Number. The Committee will consist of at least two members of the Board, and each member of the Committee will satisfy (i) the independence and other requirements imposed by applicable law and listing requirements of the Nasdaq Stock Market (the “Exchange”) and (ii) any other qualifications determined by the Board.
- B. Chairperson. The Board shall appoint a Chairperson of the Committee, who shall serve at the discretion of the Board.
- C. Compensation. The compensation of Committee members shall be as determined by the Board.
- D. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from the Committee, with or without cause.

III. AUTHORITY AND RESPONSIBILITIES

The Committee’s responsibilities are for oversight, as described in the first section, “Purpose”, above. The Committee shall have the following responsibilities; *provided, however*, that this list of

responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and Exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and Exchange listing requirements.

- A. Director Nominations. The Committee will identify, review, evaluate and communicate with candidates, including nomination of incumbent directors for reelection and nominees recommended by stockholders, to serve on the Board. The Committee will use criteria approved by the Board, including consideration of the potential conflicts of interest, director independence and other requirements. The Committee will monitor and evaluate the composition, organization and size of the Board. The Committee will also have the power and authority to establish any policies, requirements, criteria and procedures relating to its activities, and will make recommendations to the Board regarding nominees for director if a vacancy on the Board occurs or at the next annual meeting. The Committee's power and authority includes establishing policies and procedures to facilitate stockholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law in the course of exercising its authority.
- B. Board and Committee Self-Evaluation. The Committee will periodically oversee a self-evaluation of the Board to determine whether the Board and its committees are functioning effectively. As appropriate, the Committee will make recommendations to the Board for areas of improvement. The self-evaluation shall include evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved and (c) overall Board composition and makeup. The factors to be considered shall include whether the directors can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee will also consider the independence of directors and the requirements imposed by applicable law and Exchange listing requirements.
- C. Board Committee Membership. The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee will evaluate individual directors' interests and both current and prospective director independence, experience and the independence and requirements imposed by applicable law and Exchange listing requirements.
- D. Corporate Governance Guidelines. The Committee will periodically review and assess the adequacy of the Company's corporate governance guidelines and, as appropriate, will recommend any proposed changes to the Board for its consideration and approval.
- E. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

IV. PROCEDURES AND ADMINISTRATION

- A. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. Meetings may be called by the Chairperson of the Committee. The Chairperson

of the Committee shall develop the agenda for each meeting of the Committee, provided that each member of the Committee may raise at any Committee meeting subjects that are not on the agenda for that meeting. Every act or decision done or made by a majority of the members present at a meeting shall be regarded as the act of the Committee, unless a greater number is required by law or by the Company's Certificate of Incorporation. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

- B. Subcommittees. The Committee may by unanimous vote form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
- C. Reports to Board. The Committee shall report regularly to the Board.
- D. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such advisors, including search firms, as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
- E. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- F. Periodic Self-Evaluation. Periodically, the Committee shall evaluate its own performance.