

ORGANOGENESIS HOLDINGS INC.

Compensation Committee Charter

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Organogenesis Holdings Inc. (the “Company”) is to assist the Board in discharging its responsibilities relating to compensation of the Company’s directors and executive officers and related matters, to review and make recommendations concerning compensation of the Company’s executive officers, and to review and discuss with management the Company’s broad-based employee compensation and benefit plans and programs.

II. Structure and Membership

- A. Number. The Committee shall consist of at least three members of 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

General

The Committee is responsible for recommending to the Board the compensation philosophy and policies of the Company in general and for its executive officers in particular. For purposes of this charter, the term “executive officers” shall mean the individuals classified by the Company as officers for purposes of the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The objectives of the Company’s senior management compensation program are to align compensation with business objectives, individual performance, and the interests of the Company’s stockholders; motivate and reward high levels of performance; recognize and reward the achievement of Company and/or business unit goals; and enable the Company to attract, retain, and reward the highest quality executive talent.

Specific

- A. Executive Officer Compensation. The Committee shall, on an annual basis, review and recommend for approval by the Board, executive officer (including the Company’s Chief Executive Officer (the “CEO”)) compensation, including salary, bonus, and short term and long term incentive compensation levels (including equity compensation) and the corporate goals and objectives relevant to executive officer compensation. The Committee shall also review and recommend for approval awards to induce employment.

- B. Evaluation of CEO and Other Executive Officers. The Committee shall be responsible for overseeing the evaluation of the CEO and other Executive Officers of the Company.
- C. Benchmarking. The Committee shall periodically retain a recognized independent compensation consultant (that meets the Consultant Independence Factors set forth in Article IV below) to assess the competitiveness of the Company's compensation levels and practice (including salary, bonus, and equity compensation, severance arrangements and change in control arrangements) applicable to the executive officers, directors and other members of senior management of the Company.
- D. Employee Benefit Plan Administration, Recommendation and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to the Company's employee benefit plans, including all incentive-compensation plans and equity-based plans.
- E. Non-employee Director and Committee Member Compensation. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of non-employee directors, committee chairpersons, and committee members, consistent with any applicable requirements of the Nasdaq rules.
- F. Stockholder Proposals. The Committee shall review any stockholder proposals related to compensation matters and make recommendations to the Board regarding those proposals.
- G. Compensation Committee Report on Executive Compensation. The Committee shall timely prepare and approve for inclusion in the Company's annual proxy statement and annual report on Form 10-K the report on executive compensation required by the rules of the Securities and Exchange Commission.
- H. Review of Compensation Discussion and Analysis ("CD&A"). To the extent that the Company is required to include a CD&A in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee shall review and discuss with the Company's management the CD&A, and based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
- I. Compensation Risk Oversight. The Committee shall review and discuss with management the Company's plans and practices to provide that our compensation programs, plans or practices do not encourage employees to take unnecessary risk that could threaten the Company.
- J. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

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 independent compensation consultants, legal and other advisors 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. Advisor Independence Evaluation. The Committee may select or retain a compensation consultant, legal counsel or other advisor, other than in-house counsel, only after taking into consideration the following factors, as well any other factors required by the Nasdaq rules or the Exchange Act and the rules promulgated thereunder, as they may be amended from time to time (the "Consultant Independence Factors"):
 - (i) The provision of other services to the Company by the compensation consultant, legal counsel or other advisor;
 - (ii) The amount of fees received from the Company by the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the compensation consultant, legal counsel or other advisor;
 - (iii) The policies and procedures the compensation consultant, legal counsel or other advisor employs that are designed to prevent conflicts of interest;
 - (iv) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
 - (v) Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
 - (vi) Any business or personal relationship of the compensation consultant, legal counsel, other advisor with an executive officer of the Company.

- F. Assessment of Compensation Consultant Conflicts. Before the Company files its annual proxy statement disclosing executive officer compensation for a given fiscal year, the Committee shall review and assess the Consultant Independence Factors and any other factors deemed relevant by the Committee to determine whether the work of any

compensation consultant retained by the Committee in that fiscal year raised any conflict of interest and, if so, how such conflict should be addressed.

- G. 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.
- H. Periodic Self-Evaluation. Periodically, the Committee shall evaluate its own performance.