



REVA MEDICAL, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

I. PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of REVA Medical, Inc. (the “Company”) has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers of the Company, succession planning for the executive officers, and the Company’s compensation and benefits philosophy. In carrying out these responsibilities, the Committee shall review all components of compensation for consistency with the Company’s compensation philosophy and with the interests of the Company’s stockholders.

II. COMPOSITION

The Committee shall be appointed annually by the Board on the recommendation of the Company’s Nominating and Corporate Governance Committee, and shall be comprised of at least three Board members, [a majority of]/[each of] whom must be determined by the Board to be “independent” under the rules of the NASDAQ Stock Market, the Australian Securities Exchange and applicable law[, unless the Company relies on an exception to such independence requirements, in which case one member of the Committee may not be an independent director, but must meet the other requirements provided under such rules].

In affirmatively determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

In addition, no director may serve on the Committee unless he or she is both (1) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and (2) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. A Board member shall not serve on this Committee if any executive officer of the Company currently serves, or has served within the last 12 months, on the compensation committee of the board of directors of an entity that employs such Board member as an executive officer, unless such member is approved by the entire Board. The term “executive officer” as used in this Charter shall have the meaning ascribed to such term by the rules of the United States Securities & Exchange Commission.

III. ORGANIZATION AND OPERATION

Each member of the Committee shall serve until his or her 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.

Unless a Committee chairman is designated by the Board, the Committee shall designate one member to serve as chair of the Committee. The chairman shall preside at all regular sessions of the Committee and set the agenda for each Committee meeting.

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the disinterested Committee members present (in person or by conference telephone) at a meeting duly called and held at which a quorum is present, provided that any decision or determination of the Committee reduced to writing and consented to (including by means of electronic transmission) by all members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. A quorum shall consist of at least a majority of the members of the Committee. For the purposes hereof, a member of the Committee shall be considered to be disinterested if he or she has no direct or indirect financial interest in the matters to be considered by the Committee. Notwithstanding the foregoing, a member of the Committee that recommends compensation determinations for service on the Board or its committees shall be considered disinterested, provided that such action does not affect such member's compensation disproportionately to that of other directors.

Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall make and retain complete and accurate minutes of its meetings.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee comprised of one or more members of the Committee, except that the Committee may not delegate authority to approve compensation for the Company's Chief Executive Officer or its other Section 16 officers to any person or committee (other than to a subcommittee consisting exclusively of at least three members of the Committee). Any such subcommittee or officer of the Company shall regularly report to the Committee on any actions taken pursuant to such delegated authority.

IV. MEETINGS; REPORTING TO BOARD

The Committee shall meet as often as it deems appropriate, but not less frequently than semi-annually. Meetings may be called by the chairman of the Board or of the Committee. The Committee may request that any non-committee member, including any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Committee should meet at least annually with the Company's chief executive officer and such other senior executives as the Committee deems appropriate; provided, however, that in all cases where the compensation or performance of the chief executive officer or members of management are being discussed and determined, such individuals may not be present. The Committee should meet periodically in executive session without the presence of management.

The Committee shall report regularly to the Board with respect to its meetings and any significant developments in the course of performing the duties and responsibilities set forth in this Charter or as otherwise requested by the Board.

V. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

- Periodically review and advise the Board concerning the Company's overall compensation philosophy, policies and plans, including a review of both regional and industry compensation practices and trends with a view to ensuring that senior executives are motivated to pursue the long-term growth and success of the Company and that their performance is clearly linked to their compensation.

- Identify and advise management on the composition of any peer group used for comparison purposes.
- Review and approve corporate and personal performance goals and objectives relevant to the compensation of all executive officers, evaluate the performance of each executive officer in light of those goals and objectives, and set each executive officer's compensation, including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites, based on such evaluation.
- Administer the Company's incentive compensation plans and equity compensation plans.
- Make and approve grants of options and other awards to all executive officers and directors under the Company's compensation plans.
- Make and approve grants of options and other awards to all other eligible individuals.
- Establish guidelines for management regarding compensation to all non-executive officers.
- Establish performance goals under the Company's incentive compensation plans and equity compensation plans for the relevant period and determine whether performance goals have been achieved at the end of such period.
- Review and approve compensation-related matters outside the ordinary course, including but not limited to employment contracts, change-in-control provisions, severance arrangements, and material amendments thereto.
- Review and discuss with management the disclosures in the Company's "Compensation Discussion and Analysis" and any other disclosures regarding executive compensation to be included in the Company's public filings or shareholder reports.
- Based upon its review and discussion with management, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's proxy statement, Form 10-K, or information statement, as applicable, and prepare the related report required by the rules of the Securities and Exchange Commission.
- Report to the Board on the Committee's activities on a regular basis.
- Regularly review the Company's compensation, recruitment, retention and termination policies and procedures for senior executives.
- Make recommendations to the Board regarding director compensation.
- At least annually, discuss with management internal controls and disclosure controls relating to executive compensation.
- Review and make recommendations to the Board regarding stockholder proposals related to compensation matters.
- Report and make recommendations to the Board on remuneration by gender.
- Perform such other duties and responsibilities as are required by law, the applicable rules of the ASX (or such other principal stock exchange or quotation service on which the Company's

securities are listed or quoted) and are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

VI. RESOURCES AND AUTHORITY

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and request information from management in connection with such investigation. The Committee may, in its sole discretion, retain, or obtain advice from, and terminate any compensation consultant, legal counsel or other adviser to be used to assist in the performance of the Committee's duties, and shall have sole authority to approve the consultant's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any compensation or other human resource matters that would result in such compensation consultant not being considered to be independent after considering the factors listed in Nasdaq Rule 5605(d)(3). The Committee shall have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the Company's outside counsel meet with any members of, or consultants to, the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation of any such advisors. Prior to selecting, or receiving advice from, any counsel, expert or advisor, the Committee shall consider the independence of such advisor based on the independence factors listed in Nasdaq Rule 5605(d)(3); provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent.

VII. ANNUAL REVIEW

The Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of this Committee; and (ii) the Committee's performance of its duties. Any proposed changes to this Charter or the Committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

Approved: November 10, 2017
Revisions: #1 June 7, 2018