

**SIENTRA, INC.**  
**COMPENSATION COMMITTEE CHARTER**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Sientra, Inc. consists of Messrs. Nugent, Simon and Greer. Our board of directors has determined that each of the members of our compensation committee is a non-employee director, as defined in Rule 16b-3 promulgated under the Exchange Act, is an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code, and satisfies NASDAQ independence requirements. Mr. Nugent serves as the chairperson of the committee. The functions of the compensation committee include, among other things:

- Reviewing, modifying and approving (or if it deems appropriate, making recommendations to the board of directors regarding) our overall compensation strategy and policies;
- Making recommendations to the board of directors regarding the compensation and other terms of employment of our executive officers;
- Reviewing and making recommendations to the board of directors regarding performance goals and objectives relevant to the compensation of our executive officers and assessing their performance against these goals and objectives;
- Reviewing and approving (or if it deems it appropriate, making recommendations to the board of directors regarding) the equity incentive plans, compensation plans and similar programs advisable for us, as well as modifying, amending or terminating existing plans and programs;
- Evaluating risks associated with our compensation policies and practices and assessing whether risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us;
- Reviewing and making recommendations to the board of directors regarding the type and amount of compensation to be paid or awarded to our non-employee board members;
- Establishing policies with respect to votes by our stockholders to approve executive compensation to the extent required by Section 14A of the Exchange Act and, if applicable, determining our recommendations regarding the frequency of advisory votes on executive compensation;
- Reviewing and assessing the independence of compensation consultants, legal counsel and other advisors as required by Section 10C of the Exchange Act;
- Administering our equity incentive plans;
- Establishing policies with respect to equity compensation arrangements;
- Reviewing the competitiveness of our executive compensation programs and evaluating the effectiveness of our compensation policy and strategy in achieving expected benefits to us;

- Reviewing and making recommendations to the board of directors regarding the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements for our executive officers;
- Reviewing with management and approving our disclosures under the caption "Compensation Discussion and Analysis" in our periodic reports or proxy statements to be filed with the SEC, to the extent such caption is included in any such report or proxy statement;
- Preparing the report that the SEC requires in our annual proxy statement; and
- Reviewing and evaluating on an annual basis the performance of the compensation committee and the compensation committee charter.