



Related Party Transaction Policy and Procedures

RELATED PARTY TRANSACTION POLICY AND PROCEDURES

Policy Statement

It is the policy of the Board of Directors (the “**Board**”) of REVA Medical, Inc. (the “**Company**”) that all Related Party Transactions, as that term is defined below, including material modifications to Related Party Transactions, shall be subject to approval or ratification in accordance with the procedures set forth below and subject to prior compliance by the Company with the requirements with respect to related party transactions of the listing rules of any exchange on which the Company’s securities are listed. In addition, any existing Related Party Transaction shall not continue past its next contractual termination date unless it is reapproved in accordance with the procedures set forth below.

Procedures

The Audit Committee of the Board (the “**Committee**”) shall review the material facts of all Related Party Transactions and either approve or disapprove of the Related Party Transaction, subject to the exceptions described below. If advance Committee approval of a Related Party Transaction is not feasible, then the Related Party Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee’s next regularly scheduled meeting. In determining whether to approve or ratify a Related Party Transaction, the Committee will take into account, among other factors it deems appropriate, the material terms of the transaction, the nature of the Related Party’s interest in the transaction, the significance of the transaction to the Related Party and the nature of the Related Party’s relationship with the Company, the significance of the transaction to the Company, and whether the transaction would be likely to impair (or create an appearance of impairing) the judgment of a director or executive officer to act in the best interest of the Company.

The Committee has delegated to the Chairman of the Audit Committee the authority to approve or ratify (as applicable) any Related Party Transaction or modification to a Related Party Transaction in which the aggregate amount involved is expected to be less than \$250,000. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction approved or ratified by the Chairman in accordance with this paragraph shall be provided to the Committee for its review. If the Related Party Transaction is pending or ongoing, it shall be submitted to the Chairman promptly for ratification, or if appropriate, termination.

No director shall participate in any discussion or approval of a Related Party Transaction as to which he or she (or as to which a family member) is a Related Party, except that the director shall provide all material information concerning the Related Party Transaction to the Committee.

If any executive officer of the Company becomes aware of a Related Party Transaction that the Committee has not approved or ratified, he or she shall promptly inform the Committee. The Committee shall consider all of the relevant facts and circumstances available to the Committee, and if the Related Party Transaction is pending or ongoing, the Committee may ratify, amend, or terminate the transaction; if the Related Party Transaction has been completed, the Committee may ratify or rescind the transaction; and in either case, the Committee may direct one or more executive officers, the Company's internal auditors, or the Company's independent auditors to evaluate the Company's internal controls and procedures to determine why the transaction was not submitted to the Committee for prior approval and to report whether any changes to the Company's internal controls and procedures are recommended.

Definitions

A "Related Party Transaction" is any transaction, arrangement, or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) required to be disclosed pursuant to Item 404 of the Securities and Exchange Commission's (the "*SEC*") Regulation S-K.

A "Related Party" shall mean a related person as defined in Item 404 of the SEC's Regulation S-K.

Standing Pre-Approval for Certain Related Party Transactions

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved is expected to exceed \$120,000.

- Any employment arrangement with, or compensation or benefit for, an executive officer of the Company if (i) the compensation is required to be reported in the Company's proxy statement or would have been required to be reported if the executive officer had been a "named executive officer", and (ii) the Company's Compensation Committee approved such arrangement, compensation, or benefit, or such arrangement, compensation, or benefit is available to employees generally.
- Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement.
- Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a *pro rata* basis (e.g., dividends).

Approved: October 21, 2010