TRANSACTION COMMITTEE CHARTER

A. Purpose

The purpose of the Transaction Committee (the “Committee”) of the Board of Directors (the “Board”) of Pacira BioSciences, Inc. (the “Company”) is to assist the Board in its oversight of Material Transactions (as defined below), and to evaluate and make recommendations to the Board with respect to such matters.

B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board.

2. Independence. A member of the Committee is not required to be an “independent director” as defined by the applicable Nasdaq rules.

3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Committee members, if any, shall be determined by the Board.

5. Appointment and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating, Governance and Sustainability Committee. The Board may remove members of the Committee from such committee, with or without cause.

C. Definitions

For purposes of this Charter, “Material Transactions” include, but are not limited to: mergers, acquisitions, divestitures, joint ventures, licensing arrangements, collaborations, partnerships, debt and equity financings, and other strategic investments or dispositions [that are material to the Company, whether by size, risk, or strategic significance, as determined by the Board or the Committee.

D. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Transaction Matters

1. Review of Material Transactions. The Committee shall review and evaluate proposed Material Transactions and make recommendations to the Board regarding such transactions.

2. Strategic Oversight. The Committee shall assist the Board in providing oversight and strategic advice with respect to Material Transactions, including evaluating the alignment of such transactions with the Company's long-term strategy and objectives.

3. Evaluation of Transactions. In reviewing Material Transactions, the Committee shall consider such factors as it deems appropriate, including, among other things;
   - (a) strategic rationale and alignment with the Company's objectives;
   - (b) financial model, valuation, and expected returns;
   - (c) risks and potential benefits; and
   - (d) likelihood of successful execution and integration.

4. Negotiation Parameters. The Committee may, as appropriate, establish or review parameters for management in negotiating, structuring, and executing Material Transactions.

5. Risk Assessment. The Committee shall review and assess the principal risks associated with Material Transactions.

6. Conflicts of Interest. The Committee shall review and assess any actual or potential conflicts of interest related to Material Transactions involving directors, executive officers, or significant stockholders.

7. Financing Considerations. The Committee shall review and evaluate the financing structure of Material Transactions.

8. Reporting to the Board. The Committee shall inform and advise the Board regarding Material Transactions and provide periodic updates, as appropriate.

9. Post-Transaction Review. The Committee may review the performance and outcomes of completed Material Transactions relative to expectations, including integration and value realization.

10. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

E. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. 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.

2. Subcommittees. The Committee may 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).

3. Reports to Board. The Committee shall report regularly to the Board.

4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be 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.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. The Committee shall, from time to time as it deems appropriate, evaluate its own performance.