

## **RTI Surgical, Inc. Compensation Committee Charter**

### **Purposes**

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of RTI Surgical, Inc. (the “**Company**”) is established to discharge the responsibilities of the Board relating to compensation of the Company’s non-employee directors and executive officers. The Committee has overall responsibility for approving and evaluating director and executive officer compensation plans, policies and programs of the Company. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of stockholders.

The Committee will exercise its business judgment in carrying out the responsibilities described in this charter in a manner the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof.

### **Committee Membership**

The Committee shall consist of no fewer than three (3) members. Each member of the Committee shall; (1) be a member of the Company’s Board, (2) satisfy applicable independence requirements (as determined from time to time by the Nominating & Governance Committee, in accordance with applicable regulations, the Listing Rules of The NASDAQ Stock Market LLC (“**NASDAQ Listing Rules**”) and applicable law), (3) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code, and (4) qualify as a “non-employee director” under Rule 16b-3 promulgated under the Securities Exchange Act of 1934. The members of the Committee will be appointed by the Board based on nominations recommended by the Company’s Nominating and Governance Committee. Committee members serve at the pleasure of, and may be replaced at any time by, the Board. All vacancies will be filled by the Board. The Chair of the Board shall designate the Chair of the Committee. In the event the Chair of the Board is also an employee of the Company, then the Chair of the Nominating and Governance Committee shall designate the Chair of the Committee. The Committee may meet by telephone conference call or by any other means permitted by law and the Company’s Bylaws. The Committee shall meet as necessary, but in no event shall it meet less than four times a year. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes, if requested.

### **Committee Authority and Responsibilities**

The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) and terminate, on behalf of the Company, any compensation consultant, legal counsel,

accounting and other advisors as the Committee determines necessary or appropriate to assist in the performance of its duties and responsibilities under this Charter, and to approve the fees and other retention terms for any such advisor. The Company shall provide appropriate funding, as determined by the Committee, to support the Committee's activities, including payment of reasonable compensation to any compensation consultant, legal counsel and any other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall consider the following factors affecting independence before selecting (or receiving advice from) any compensation consultant, legal counsel or other advisor:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

After considering the independence factors outlined above and other considerations (if any) it deems relevant, the Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor it prefers, including ones that are not independent. The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest that shall be required to be disclosed in the Company's proxy statement in accordance with Item 407(e)(3)(iv) of Regulation S-K adopted by the Securities and Exchange Commission ("**SEC**").

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor so retained. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties and responsibilities under this Charter.

The Committee may form and delegate authority to any subcommittee comprised solely of Committee members, as may be necessary or appropriate.

The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

The Committee shall establish and monitor the basic philosophy and policies governing the compensation of the Company's directors and executive officers. The Committee will at least annually review and make recommendations to the Board with respect to the compensation of all non-employee directors and executive officers, including incentive compensation plans and equity-based plans.

The Committee shall consider incentives related to the attraction and retention of talent and risks relating to the design of compensation programs and arrangements, including incentive plans, and from time to time (but no less than annually) whether such programs and policies encourage unnecessary and excessive risk taking.

The Committee will review at least annually, and recommend for Board approval (or approve, where applicable) any substantive changes to, the Company's director and executive officer incentive, compensation and benefit plans.

Specific duties and responsibilities of the Committee include, but are not limited to, the following:

- 1 Review and recommend for approval by the Board how frequently the Company should permit stockholders to have an advisory vote on executive compensation (i.e., a recommendation for the stockholder's "**say when on pay vote**"), to be proposed to stockholders at the annual meeting at least once every six years and in accordance with applicable law, SEC rules and NASDAQ Listing Rules (including voting standards), taking into account the results of prior stockholder votes on the frequency of say-on-pay resolutions at the Company.
- 2 Consider, among other matters it deems appropriate, the results of the stockholder vote on executive compensation (the "**say on pay vote**") held at the last annual meeting prior to such consideration and consider whether to make any adjustments to the Company's executive compensation policies and practices.
- 3 Set the composition of the peer group companies used for market comparison for executive and director compensation, and approve target pay positioning versus the peer group companies for executives.
- 4 On at least an annual basis, review and approve the corporate goals and objectives relevant to the Company's chief executive officer's compensation, evaluate the chief executive officer's performance in light of corporate goals and objectives, and recommend to the Board the chief executive officer's compensation level based on the Committee's evaluation of: (a) the say on pay vote held at the last annual meeting prior to such consideration; (b) the performance of the Company (with a view towards a strong relationship between compensation and Company financial performance, taking into account all factors the Committee deems relevant); (c) market data, including peer group companies as determined by the Committee; (d) internal remuneration relationships; (e) the chief executive officer's performance

against corporate goals and objectives; and (f) such other factors (if any) as the Committee deems appropriate. The chief executive officer may not be present during voting or deliberations relating to his or her compensation.

- 5 On at least an annual basis, review and approve the corporate goals and objectives relevant to the compensation of the Company's other executive officers, evaluate those executives' performance in light of corporate goals and objectives, and recommend to the Board the compensation levels for such executives based on the Committee's evaluation of: (a) the recommendations made by the chief executive officer and the Company's compensation consultants, if any; (b) the performance evaluation process of the Company as applied to such officers; and (c) the say on pay vote held at the last annual meeting prior to such consideration. In performing the evaluation of the compensation of executive officers, other than the chief executive officer, members of the Committee may meet with the chief executive officer during its deliberations, although the chief executive officer may not vote on the Committee's recommendations. The Committee shall also evaluate compensation matters relating to other key employees as may be designated by the Committee and the Board.
- 6 Review, consider, and recommend to the Board for adoption, any non-employee director or executive officer compensation, incentive and benefit plans the Committee believes to be appropriate.
- 7 Oversee the administration of stock-based compensation, incentive and benefit plans of the Company which have been, or may be in the future, adopted by the Company, which plans are required (by their terms or by law, rule or regulation) to be overseen by the Committee or a committee of independent directors.
- 8 Review and approve employment agreements, severance arrangements, retirement arrangements, change in control agreements/provisions and any supplemental benefits or perquisites for executive officers.
- 9 Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "**CD&A**"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement for its annual meeting of stockholders. As part its review of the CD&A, the Committee may take into account the say on pay vote for the most recent annual meeting in accordance with applicable law (including voting standards) and prior stockholder votes on this subject.
- 10 Prepare, review, and approve the Committee's report regarding executive officer compensation and review and approve the other compensation information (including the CD&A) that is required in the Company's proxy statement for its annual meeting of stockholders.

- 11 In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- 12 Annually, or more often as circumstances dictate, review and reassess the adequacy of this charter and recommend any proposed changes to the Board for its consideration as and while appropriate.
- 13 Annually, review and evaluate the Committee's own performance.
- 14 Ensure the independence of any compensation consultant engaged by the Committee by, among other things: (a) reviewing and approving the compensation consultant's scope of work, both for duties provided to the Committee and for duties, if any, provided to the Company; (b) approving annually the compensation consultant's fee structure for the services rendered; (c) reviewing annually the fees paid by the Company to the compensation consultant for all services provided to the Company; (d) maintaining safeguards to ensure the compensation consultant's independence; and (e) determining whether, and under what circumstances, the compensation consultant participates in Committee meetings and executive sessions.
- 15 Perform such other duties as the Board may from time to time direct or as may be required by applicable laws, rules and regulations.

### **Amendment**

This charter may be amended from time to time by the Board and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.

*Approved by the Compensation Committee and recommended for adoption by the full Board of Directors on December 5, 2017. Adopted by the Board of Directors on December 5, 2017.*