

	POLICY	Document No.: 1164 Revision No.: R5 Supersedes: R4 Effective Date: 03/28/18
Title: Whistleblower Policy of RTI Surgical, Inc.		

**WHISTLEBLOWER POLICY
OF
RTI SURGICAL, INC.**

PURPOSE

The purpose of this policy is to explain the procedures and guidelines related to questions, the reporting of complaints, or instances of non-compliance at RTI.

RTI is committed to a policy of encouraging employees to ask questions or report suspected violations as a way to foster a culture of trust and detect instances of non-compliance that may harm the reputation and the continued success of our company. Employees should speak up about all suspected violations of law, RTI's Code of Conduct, or RTI policies, including, but not limited to instances of:

- Inappropriate Financial and Accounting Practices, Records, or Fraud
- Bribery and inappropriate giving or receiving of gifts
- Discrimination
- Harassment
- Environmental, health, and safety violations
- Violations of the Food, Drug & Cosmetic Act (FDCA) or its regulations
- Violations of Company Code of Conduct or any of RTI Policies

SCOPE

This policy applies to all RTI employees, contractors, or distributors at all locations. If any provision of this policy does not comply with local law applicable to a particular RTI subsidiary, that subsidiary may implement an appendix to this policy to comply with local law, provided the appendix will conform to the principles contained within this policy, as determined by the Compliance and Legal department. Where an appendix has not been implemented, all provisions of this policy that comply with local law will remain in effect.

WHAT TO REPORT:

Any report submitted in accordance with these procedures should contain the facts forming the basis of the complaints or concerns. The report should be sufficiently detailed to ensure a clear understanding of the issues raised. The report should be candid and should set forth all of the information the individual knows regarding the complaint or concern, including the identity of individuals involved.

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REPORTING CHANNELS: RTI offers several channels for reporting Complaints or seeking answers to questions. Use the channel with which you are most comfortable.

- Your manager or supervisor
- Any Officer or member of the RTI Leadership Team
- The Legal department
- The Compliance department (“Ombudsman”)
- Human Resources

RTI also has an Ethics & Compliance Hotline to provide employees the opportunity to report suspected violations or ask questions in a confidential, and anonymous manner.

- Ethics & Compliance Hotline toll-free number: 1.855.231.0619
- Ethics & Compliance Hotline website: rtisurgical.ethicspoint.com

All reports submitted to the Ethics & Compliance Hotline are routed to the Vice President Legal, RTI’s Compliance Officer and the Vice President Human Resources. They may assign subject matter experts or legal counsel to assist with a fact finding or investigation.

TREATMENT OF COMPLAINTS

Upon receipt of a complaint, the Ombudsman will, when possible, acknowledge receipt of the complaint to the sender. Each complaint submitted to the Ombudsman will be reported to the RTI Compliance Committee, the Board of Directors Audit Committee Chairman (for accounting matters) and to the Board of Directors Nominating/Governance Committee for all other matters.

When an employee reports suspected or known improper conduct, RTI will conduct a fair and impartial investigation and keep the employee informed of the status to the extent permitted by law or otherwise appropriate under the circumstances. Due to the confidential nature of such investigations, it may not be possible to provide specific details of the investigation or of the actions taken.

Confidentiality will be maintained to the fullest extent possible consistent with the need to conduct an adequate investigation and to the extent required under local law.

Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the Audit Committee Chairman or such other person(s) as the Audit Committee determines to be appropriate.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Compliance Officer and the RTI Compliance Committee.

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COMPLAINT PROCEDURES FOR ACCOUNTING AND AUDITING MATTERS

In addition, or as an alternative to the above, individuals with concerns regarding Accounting Matters may report their concerns to Company's Audit Committee Chairman through e-mail at:

tamceachin@gmail.com

or in writing by regular mail or overnight courier at the following address:

**RTI AUDIT COMMITTEE CHAIRMAN
RTI Surgical, Inc.
11621 Research Circle
Alachua, Florida 32615**

SPECIAL NOTE REGARDING DODD-FRANK ACT LEGISLATION

The SEC has adopted rules establishing a federal whistleblower program pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Act and related rules established call for the SEC to pay awards to eligible whistleblowers who provide the SEC with original information about a violation of the federal securities laws that leads to a successful enforcement action and monetary sanctions in excess of \$1 million. The SEC's Office of the Whistleblower administers the program. For more information, please go to the SEC website at <http://www.sec.gov/whistleblower>.

The Company encourages internal reporting of complaints before they are reported to the SEC. The Company believes that internal reporting will allow the Company to address complaints as quickly and efficiently as possible and thereby best serves the interests of its stockholders and employees. Moreover, the SEC rules provide a number of potential benefits to individuals who first report their concerns to the Company, including (i) preserving the whistleblower's "place in line" if the whistleblower first reports to the Company and then reports to the SEC within 120 days of the first internal report, (ii) taking into account whether the whistleblower participated in or hindered the Company's internal compliance program in determining the amount of the award and (iii) providing that the whistleblower gets full "credit" if the Company ultimately reports a broader set of concerns than the concerns initially reported by the whistleblower.

NO RETALIATION

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith (with honest and sincere intentions) reporting of complaints nor tolerant anyone who retaliates. Any employee who commits or condones any form of retaliation against another employee will be subject to disciplinary action up to and including termination.

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An employee who believes she or he has been retaliated against should report it to their immediate supervisor or manager. If an employee feels uncomfortable reporting such retaliation the immediate supervisor or manager, the employee may report the retaliation directly to the appropriate Human Resources, Compliance or Legal representative, or through the Ethics & Compliance Hotline.

QUESTIONS ABOUT THIS POLICY

If you have questions about this policy:

Speak to your manager or supervisor.

Contact the Legal, Compliance, or Human Resource Department.