

**RTI SURGICAL  
HOLDINGS, INC.  
CODE OF ETHICS**

**Code of Ethics for Senior Financial Officers**

In order to uphold the values RTI Surgical Holdings, Inc. (the “Company”) stands for, to ensure proper disclosure of financial information in filings with, or submissions to, the Securities and Exchange Commission and to deter wrongdoing, the Company has adopted this Code of Ethics (“Code”), which is applicable to the Company’s Chief Executive Officer, President, Chief Financial Officer, Director of Finance/Controller and other senior financial professionals performing similar functions (“Senior Financial Professionals”). This Code of Ethics for Senior Financial Officers is intended to supplement the RTI Surgical Holdings Code of Conduct that is applicable to all employees and directors of the Company.

Accordingly, all Senior Financial Professionals of the Company are subject to the following policies:

**A. Honest and Ethical Conduct**

Senior Financial Professionals shall conduct themselves and their activities on behalf of the Company in an honest and ethical manner and in a manner, that complies with this Code, the Company’s other policies and all applicable laws and regulations. Additionally, the Senior Financial Professionals shall promote a culture of honesty, integrity, ethical behavior and accountability among all employees of the Company and encourage employees to conduct themselves in accordance with this Code.

**B. Conflicts of Interest**

Senior Financial Professionals shall avoid any actual, potential or apparent conflicts of interest. These conflicts are especially likely to exist in any transaction between the Senior Financial Professional and the Company or other companies with which the Company does business (excluding generally available benefits or other Company programs). Senior Financial Professionals must promptly report to the Audit Committee any relationship or financial interest that gives rise to, directly or indirectly, an actual, potential or apparent conflict of interest. A Senior Financial Professional may not knowingly become involved in any actual or apparent conflict of interest without the arrangement having been approved by the Audit Committee.

**C. Maintenance of Records**

Senior Financial Professionals shall maintain all Company accounting records and reports derived from Company accounting records in accordance with applicable laws, in a manner that fairly and accurately reflects the transactions or occurrences to which they relate and ensures that the Company accounting records fairly and accurately reflect in reasonable detail the Company’s assets, liabilities, revenues and expenses and do not contain any false or intentionally misleading entries. In this regard, compliance with the Company’s system of internal controls is required at all times.

#### **D. Disclosure in SEC Filings and Other Public Communications**

Senior Financial Professionals shall conduct themselves in a manner that promotes the full, fair, accurate, timely and understandable disclosure of all material information required to be included in: (1) each report or other document the Company files with, or submits to, the SEC and (2) in all other public communications made by the Company. To this end, the Senior Financial Professionals will establish and apply the Company's internal controls and disclosure controls and procedures in a manner that will enable the Company's financial statements to present fairly, in all material respects, the financial position, results of operations and cash flows of the Company.

#### **E. Confidentiality**

The Senior Financial Professionals will take reasonable measures to protect the confidentiality of non-public information concerning the Company or its customers or suppliers and prevent the unauthorized disclosure of such information unless required by applicable law or regulation or regulatory process.

#### **F. Compliance with Applicable Laws, Rules and Regulations**

The Senior Financial Professionals shall conduct themselves, and shall encourage all employees to conduct themselves, to ensure and facilitate compliance by the Company with the laws, rules and regulations applicable to its business. To this end, they are charged with overseeing the Company's various programs and policies concerning: (1) the "Whistleblower Protection" provisions of the Sarbanes-Oxley Act and similar laws applicable to the Company and (2) identifying and promptly reporting to the Audit Committee and correcting any material deviation from applicable laws, rules and regulations and Company policies.

#### **G. Reporting Code Violations**

Senior Financial Professionals are required report to the Audit Committee any known or suspected violation of this Code by any Senior Financial Professional.

#### **H. Amendments and Waivers of this Code**

This Code may be amended from time to time by the Board or an appropriate committee of the Board.

ANY WAIVER OF THIS CODE MAY BE MADE ONLY BY THE AUDIT COMMITTEE OR BY THE FULL BOARD AND MUST BE REPORTED AND DISCLOSED AS REQUIRED BY APPLICABLE LAWS, RULES AND REGULATIONS. ANY AUDIT COMMITTEE OR FULL BOARD WAIVERS OR APPROVALS OF OR CONSENTS TO ANY ACTIVITIES OR MATTERS THAT OTHERWISE WOULD VIOLATE OR CONFLICT WITH THIS CODE, SHALL BE DISCLOSED AS REQUIRED BY APPLICABLE LAW AND REGULATIONS OR STOCK EXCHANGE RULES.

**I. Consequences for Non-Adherence to Code Provisions**

Any Senior Financial Professional who violates this Code is subject to disciplinary action, which may include termination of employment. The same is true of any Senior Financial Professional who knows of, but fails to, report another employee's violation of law or Company policy, including this Code. The Company, at the direction of the Board or the Audit Committee, may impose such sanctions, including dismissal for cause, for a Senior Financial Professional's violation of this Code as the Board or the Audit Committee shall determine.

**J. Personal Commitment to the RTI Surgical Code of Ethics**

I acknowledge that I have received and read the RTI Surgical Code of Ethics, dated April 29, 2019, and that I understand my obligations to comply with the Code of Ethics.

I understand that failure to observe the terms of the Code of Ethics may result in disciplinary action, including termination of employment, and that a violation of the Code of Ethics may also constitute a violation of law that may result in civil or criminal penalties for me and/or RTI. I further understand that my agreement to comply with the Code of Ethics does not constitute a contract of employment.

*Adopted by the Audit Committee on April 29, 2019.*