

**RTI Surgical Holdings, Inc.**  
**Nominating & Governance Committee Charter**

**Purposes**

The Nominating & Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of RTI Surgical Holdings, Inc. (the “**Company**”) is established for the purposes of: (1) identifying individuals qualified to be board members consistent with criteria approved by the Board (2) recommending to the Board individuals as nominees for election to the Board at annual meetings of the Company’s stockholders and/or to fill any vacancies or newly created directorships on the Board, (3) assisting the Board in its oversight of the corporate governance of the Company, including the Company’s Corporate Compliance and Ethics Program (the “**CCEP**”) and (4) developing and recommending to the Board a set of Corporate Governance Guidelines.

The Committee will exercise its business judgment in carrying out the responsibilities described in this charter in a manner that 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. The members of the Committee shall meet the independence requirements of The NASDAQ Stock Market, LLC (“**Nasdaq**”). The members of the Committee shall be appointed by the Board based on the recommendation of the Committee. Committee members shall serve at the pleasure of, and may be replaced at any time by, the Board. All vacancies will be filled by the Board. The Committee, in consultation with the Chairperson of the Board, shall recommend to the Board the Chairperson of the Committee. The Committee may meet by telephone conference call or by any other means permitted by law and the Company’s Bylaws. 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**

**A. Authority and Responsibilities Relating to Nominations**

1. The Committee is committed to recruiting directors and evaluating persons suggested by stockholders or others, who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment, and who shall be effective, in conjunction with other nominees and directors, in collectively serving the long-term interests of the Company and its stockholders. The Committee is committed to creating a Board with a diversity of expertise, experience and ethnicity. The Company believes that having directors with relevant experience in business and an understanding of the Company’s business and industry is

beneficial to the Board as a whole. Directors with such backgrounds can provide useful perspectives on significant risks and competitive advantages and understanding the challenges the Company faces.

2. The Committee shall actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board and evaluate such individuals using the Committee's selection criteria as described above.

3. The Committee shall identify desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

4. The Committee shall recommend to the Board, for its selection, those qualified individuals, as the Committee shall deem appropriate (i) as nominees for election by the stockholders to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee will ensure that the Board contains a majority of Independent Directors (as such term is defined by the NASDAQ listing standards).

5. The Committee shall adopt a procedure for stockholders to submit nominees and for the Committee to evaluate qualifications of nominees submitted by the Company's stockholders using the same selection criteria the Committee uses to evaluate other potential nominees.

6. The Committee shall recommend to the Board, for its selection, those qualified directors, as the Committee shall deem appropriate as nominees for appointment by the Board to the Committee, and the Company's Compensation and Audit Committees. . The Committee shall affirmatively determine that each nominee for the Compensation and Audit Committees satisfy applicable independence requirements (as determined from time to time by the Nominating & Governance Committee, in accordance with applicable regulations, the NASDAQ Listing Rules and applicable law). The Committee shall consider all factors when determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

7. The Committee shall have the sole authority to retain and terminate, on behalf of the Company, any search firm for the purpose of assisting the Committee in identifying candidates for Board membership and to approve the fees and other retention terms of any search firm. The Committee also shall have the authority to retain at the Company's expense and to obtain advice and assistance from legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **B. Authority and Responsibilities Relating to Corporate Governance**

1. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

2. The Committee shall oversee director and CEO succession planning process, corporate governance, and overall board effectiveness. In order to facilitate this review, the Committee shall meet in executive session with key management personnel and representatives of outside advisors as required or appropriate.

3. The Committee shall review and comment on the performance of all members of the Board and other committees of the Board and report annually to the Board with an assessment of the Board's overall performance, which assessment shall be discussed with the full Board.

4. The Committee shall advise the Board with respect to the Company's compliance with applicable laws and regulations and its policies and procedures relating to the governance of the Company.

5. The Committee shall annually review and assess the adequacy of the Company's Code of Conduct and recommend changes to the Board for approval and adoption by the Company.

6. The Committee shall review periodically with management the provisions of the Company's Code of Conduct applicable to directors and senior officers (including financial officers) or others, including any waivers sought under such code. Any waiver granted by the Committee shall be reported by the Committee to the Board and approval of the Board shall be required to grant any such waiver to any officer who is a member of the Board.

7. The Committee shall develop and recommend to the Board the Company's Corporate Governance Guidelines, review the Guidelines annually, and recommend changes to the Board as necessary.

8. The Committee shall consider the necessity and establishment of new committees of the Board and recommend to the Board the general responsibilities of such new committees.

9. The Committee shall consider and if necessary, recommend methods to improve director and management communication systems and requirements for information to be made available to the Board in order to more efficiently and effectively govern the Company.

10. The Committee shall also be responsible for the following duties with respect to the Company's compliance and regulatory activities:

(a) The establishment and maintenance of a Corporate Compliance and Ethics Plan (“CCEP”) designed to prevent and detect violations of law.

(b) Oversee the activities of the Company’s senior individual responsible for of Customer Relations and Corporate Compliance (the “CO”) with responsibility for developing and implementing the Company’s CCEP.

(c) Review and approve an annual CCEP developed by the CO.

(d) Receive and review periodic reports from the CO, including an annual CCEP Report, summarizing compliance-related activities undertaken by the Company during the year and the results of compliance audits conducted during the year.

(e) As appropriate, recommend such actions or measures to be adopted by the Board that it deems appropriate to improve the effectiveness of the Company’s CCEP.

### **C. Other Authority and Responsibilities**

1. The Committee shall assist management as needed in the preparation of the disclosure in the Company’s annual proxy statement regarding director independence and the operations of the Committee.

2. The Committee shall be responsible for reviewing and making recommendations to the Board regarding the Company’s response to shareholder proposals for inclusion in the annual proxy statement.

3. The Committee shall monitor the application of the Company’s Stock Ownership Guidelines. The Committee shall have a report prepared on compliance with the Stock Ownership Guidelines, at least once per year, and deliver the report to the Board.

4. The Committee shall report at least annually to the Board.

5.. The Committee shall annually review and reassess the adequacy of this charter and the charters of each of the other Board committees, and recommend any proposed changes to the Board for its consideration as and where appropriate.

6. The Committee shall annually review and evaluate the Committee’s own performance.

7. The Committee shall perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

8. So long as the Company is in compliance with applicable law and NASDAQ rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who meet the independence requirements of NASDAQ.

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

**Amendment**

This Charter may be amended from time to time by the Board (upon recommendation of the Committee) and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.

*Approved by the Nominating & Governance Committee and recommended for adoption by the full Board of Directors on April 29, 2019. Adopted by the Board of Directors on April 29, 2019.*