

RTI Surgical
Holdings, Inc.
Corporate Governance Guidelines

The Board of Directors of RTI Surgical Holdings, Inc. (“RTI” or the “Company”) has adopted these guidelines to assist the Board in the exercise of its responsibilities to serve the best interests of the Company and its shareholders. These guidelines are not intended to change or interpret any Federal or state law or regulation, or the Articles of Incorporation or By-laws of the Company. These guidelines are subject to refinement or change from time to time by the Board as it deems appropriate.

Board Composition and Operation

Role of Directors. The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities.

The Directors select, oversee and monitor the performance of the senior management team, which is charged with the day-to-day conduct of the Company's business. The fundamental responsibility of the Directors is to exercise their business judgment on matters of critical and long-term significance to the Company in furtherance of what they reasonably believe to be in the best interest of the Company, and therefore its shareholders.

Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, inform the Chief Executive Officer of any significant communication between a Director and an officer or employee of the Company.

Outside Advisors. The Board and each Committee has the authority to engage independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance, but each Committee will notify the Chairman of the Board of any such action. Management of the Company will cooperate with any such engagement and will ensure that the Company provides adequate funding.

Board Size. The number of directors on the Board will be established from time to time by resolution adopted by a majority of the entire Board of Directors. The determination of the size of the Board will take into account the oversight and other duties of the Board and its committees.

Selection of Board Members. The Board nominates a slate of directors for election annually by the Company's shareholders at the Annual Meeting of Shareholders based on the recommendation of the Nominating and Governance Committee and its determination of the suitability of each nominee and the slate as a whole. The Board also fills vacancies in existing or new director positions based on the recommendation of the Nominating and Governance Committee. Any vacancies on the Board may be filled or new Directors appointed by the Board between Annual Meetings of Shareholders, but any such appointment will only remain in effect until the next Annual Meeting, when any such appointee would be presented to the shareholders

for election. The Nominating and Governance Committee will also consider candidates recommended by shareholders in accordance with the procedures established by such committee from time to time. The qualifications to be considered in the selection of nominees include those set forth in the Charter of the Nominating and Governance Committee and have the objective of forming a Board that provides a variety of perspectives and skills based on business and professional experience.

Election of Directors. Under the Company's By-Laws and in accordance with Delaware law, a Director's term extends until his or her successor is duly elected and qualified, or until he or she resigns or is removed from office, with cause, by a majority vote of shareholders entitled to vote. Thus, an incumbent Director who fails to receive the required vote for re-election at the Company's Annual Meeting of Shareholders would continue serving as a Director (sometimes referred to as a "holdover" director), generally until the next meeting of shareholders.

In order to address the situation where an incumbent member of the Company's Board of Directors receives more votes "against" his or her re-election than votes "for" his or her re-election (hereinafter referred to as a "Majority Against Vote") in an uncontested election of Directors, the Board has adopted a policy whereby such incumbent Director receiving a Majority Against Vote must promptly tender an offer of his or her resignation following certification of the shareholder vote.

The Nominating & Governance Committee will consider and recommend to the Board whether to accept the resignation offer. Following the recommendation of the Nominating & Governance Committee, the independent members of the Board will decide the action to take with respect to the offer of resignation within 90 days following certification of the shareholder vote.

The Nominating and Governance Committee and Board of Directors will evaluate any such tendered resignation in the best interests of the Company and its shareholders. When deciding the action to take, the Board could accept or turn down the offer of resignation or decide to pursue additional actions such as the following:

- allow the incumbent Director to remain on the Board but not be nominated for re-election to the Board at the next election of Directors;

- defer acceptance of the resignation until such vacancy can be filled by the Board of Directors in accordance with the Company's By-Laws with a replacement Director with certain necessary qualifications held by the subject incumbent Director (for example, audit committee financial expertise); or

- defer acceptance of the resignation if the incumbent Director can cure the underlying cause of the Majority Against Vote within a specified period of time (for example, if the withheld votes were due to another board directorship, by resigning from that other board).

The Board's decision will be disclosed in a Form 8-K furnished by the Company to the SEC within four business days of the decision. If the Board has decided to turn down the tendered resignation, or to pursue any additional action (as described above or otherwise), then the Form 8-K will fully disclose the Board's reasons for doing so.

Any incumbent Director who offers his or her resignation pursuant to this provision will not participate in any discussions with or actions by either the Nominating and Governance

Committee or the Board of Directors with respect to accepting or turning down his or her own resignation offer, but will otherwise continue to serve as a Director during this period. However, if enough members of the Nominating and Governance Committee receive a Majority Against Vote in the same uncontested election, so that a quorum of the Nominating and Governance Committee cannot be attained, then the other independent Directors who received a greater number of votes "for" than "against" in that election will be asked to consider and decide whether to accept the resignation offer of each incumbent Director who received a Majority Against Vote. If only three or fewer independent Directors did not receive a Majority Against Vote in the same election, then all independent Directors may participate in any discussions or actions with respect to accepting or turning down the resignation offers (except that no Director will vote to accept or turn down his or her own resignation offer).

For purposes of these guidelines, an "uncontested election" will be any election of Directors where the number of nominees for election is less than or equal to the number of Directors to be elected.

Mix of Management and Independent Directors. At all times, two-thirds of the directors shall be independent outside directors. The independence of a director shall be determined by the definitions in the pertinent listing standards of NASDAQ.

Chairman of the Board. On an annual basis, the Board will select a member of the Board to serve as Chairman of the Board to act in accordance with the By-Laws of the Company. The Chairman of the Board shall preside at all meetings of shareholders and all Board meetings. The Chairman of the Board will perform such other functions as the Board may direct including but not limited to (i) approving an appropriate schedule of Board meetings, (ii) reviewing agendas for Board and committee meetings, (iii) assessing the flow of information from the Company's management to the Board and requesting, when deemed appropriate, inclusion of additional material; (iv) directing the retention of consultants who report directly to the Board when deemed appropriate, (v) participating, along with the members of the Compensation Committee and the full Board, in the evaluation of the Chief Executive Officer and, together with the Chairman of the Compensation meeting with the Chief Executive Officer to discuss such evaluation and (vi) consulting with the Nominating and Governance Committee concerning the members and chairpersons of all Board committees. The Board of Directors shall review the performance of the Chairman of the Board each year and that person shall be replaced if the Board determines that he or she is not adequately performing the duties of such position.

Term Limits. The Board does not believe that Directors should be subject to term limits. Due to the complexity of the businesses of the Company, the increasing insight which a Director is able to develop over a period of time provides an increasing contribution to the Board and is therefore in the interests of our shareholders. However, renomination to the Board is based on an assessment of each Director's performance and contribution and is not automatic.

Board Compensation. It is the general policy that Board compensation should be a mix of cash and equity-based compensation. Management directors will not be paid for Board membership in addition to their regular employee compensation. The Compensation Committee shall from time to time review the level and form of the Board's compensation, including in relation to other companies of similar size and a peer industry survey group. Such review will also include a review of both direct and indirect forms of compensation, if any, to the Company's directors.

Changes in Board compensation may be recommended by the Compensation Committee but will be made only after full discussion and unanimous concurrence of the Board.

Orientation. Any new director who has not previously served on the board of directors of a NASDAQ listed company will be encouraged to attend, at the Corporation's expense, a director education program. In addition, each new director shall, within six months of election to the Board, spend a day at corporate headquarters for personal briefing by senior management on the Corporation's strategic plans, financial statements and key policies and practices.

Management Succession. The Board shall review at least annually the Company's succession planning for the Chief Executive Officer and other senior management positions. The Compensation Committee shall review the policies and principles governing performance reviews of persons holding such positions. In addition, the Chief Executive Officer shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be approved by the Board and shall be in effect until the Board has the opportunity to consider the situation and take action, when necessary.

Evaluation. Annually, each director will be asked to provide an assessment of the effectiveness of the Board and of each committee on which he or she serves. The individual assessments will be organized and summarized by a person designated by the Chairman of the Board and the Chairman of the Nominating and Governance Committee for discussion with the full Board and each committee, as necessary.

Other Public Company Directorships. The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at meetings. In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, no member of the Audit Committee may serve simultaneously on the audit committees of more than three (3) other public companies.

Directors Who Change Their Present Job Responsibility. The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Nominating and Governance Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Governance and Nominating Committee's recommendation following such review.

Director Attendance at Annual Meetings of Shareholders. Directors are expected to attend the Company's annual meeting of shareholders. A director who is unable to attend the Company's annual meeting of shareholders (which it is understood will occur on occasion) is expected to notify the Chairman of the Board.

Board Interaction with Institutional Investors, Analysts, Press and Customers. The Board believes that management generally should speak for the Company. It is expected that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

Selection of the Chief Executive Officer. The Board shall be responsible for selecting the Company's Chief Executive Officer. The Nominating and Governance Committee shall be responsible for the process of identifying potential candidates for the Company's Chief Executive Officer and shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Annual Evaluation of Chief Executive Officer. The Chairman of the Board and Compensation Committee shall prepare an annual Chief Executive Officer Performance Review, to be reviewed with the independent members of the Board of Directors, followed by the Chairman of the Board and the Chairman of the Compensation Committee, conducting the review with the Chief Executive Officer.

Board Meetings

Frequency of Meetings and Attendance. The Board has regularly scheduled meetings at least quarterly. Special meetings may be called from time to time as necessary. The Board may also take action from time to time by unanimous written consent. It is understood that each director has a duty to attend, whenever possible, all meetings of the Board and of each committee of which he or she is a member. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting. Any director may attend a meeting of a committee of which he or she is not a member at the invitation of the Chairman of such Committee.

Agenda. The Chairman of the Board, after consultation with the Chief Executive Officer and the Secretary of the Company, sets the agenda for each Board meeting and distributes it in advance to the Board. Board members may request that additional items be included on the agenda.

Advance Distribution of Materials. As a general rule, Board materials related to agenda items shall be distributed to all members of the Board sufficiently in advance of a meeting in order to enable them to review and reflect on key issues, request supplemental information as necessary and generally prepare for the discussion at the meeting. Sensitive materials may be reserved for distribution at the Board meeting.

Board Presentations. Members of management regularly attend Board meetings or portions thereof for the purpose of making presentations with respect to particular areas of operations and to participate in discussions. The Chairman of the Board and Chief Executive Officer designate the guest attendees at any meeting.

Executive Sessions of Independent Directors. Each Board meeting will include an executive session of the non-management directors with no management director present to discuss such topics as the non-management directors determine. The Chairman of the Board will call and preside at such executive sessions.

Board Committees

Number and Structure. The Board has three standing committees: Audit, Compensation and Nominating and Governance. The Nominating and Governance Committee reviews the committee structure annually and makes recommendations for changes, if any, to the Board.

Assignment of Committee Members. The Nominating and Governance Committee, after consultation with the Chairman of the Board, recommends to the Board the members and chairpersons of all committees. The Board does not have a fixed policy mandating rotation of committee assignments since special knowledge or experience may suggest that a director serve on a committee for an extended period of time.

Frequency of Committee Meetings and Committee Agenda. For regularly scheduled meetings, the Chairman of the Board, after consultation with the Chairman of each committee, the Chief Executive Officer and the Secretary of the Company, will determine the frequency and length of the committee meetings and develop the agenda. Each committee shall otherwise meet as often as it deems necessary to fulfill its responsibilities. A summary of agenda items and meeting results of each committee meeting will be shared with the full Board.

Committee Charters. Each Committee will have its own Charter which will be adopted, and may be amended, by the Board. The Committees will review the Charters on an annual basis to determine that all responsibilities have been fulfilled and determine if any changes are necessary to be made to the Charters based on new regulations or needs of the Company.

These guidelines were approved by the Board of Directors on April 29, 2019.