

INSIDER TRADING POLICY OF RTI SURGICAL, INC.

I. Introduction

The purpose of this Insider Trading Policy (the "Policy") is to promote compliance with applicable securities laws by RTI Surgical, Inc. and its subsidiaries ("RTI Surgical" or the "Company") and all directors, officers and employees thereof, in order to preserve the reputation and integrity of RTI Surgical as well as that of all persons affiliated with it.

We want RTI Surgical to have an untarnished reputation for integrity and ethical conduct. Compliance with the Policy Statement is intended to help to avoid situations which could bring harm to RTI Surgical, its reputation or our directors, officers and employees.

II. Consequences

The consequences of insider trading violations can include the following:

For individuals who trade on inside information (or tip information to others):

- A civil penalty of up to three times the profit gained or loss avoided
- A criminal fine (no matter how small the profit) of up to \$5 million; and
- A jail term of up to 20 years

For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:

- A civil penalty of the greater of \$1 million or three times the profit gained or loss avoided as a result of the violation, and
- A criminal penalty of up to \$25 million

Moreover, if an employee violates or fails to comply with RTI Surgical insider trading policy or procedures, sanctions, including dismissal for cause, may be imposed.

III. Applicability

The Policy is applicable to all directors, officers and employees of RTI Surgical as well as their Related Persons (as defined below) and the Company's agents and advisors. The Policy applies to persons located in and outside the United States alike. If you have any questions regarding this policy or about specific transactions, you may obtain additional guidance, and are strongly encouraged to do so from:

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|---|-------------------------|
| <input type="checkbox"/> Rhonda Williams | Stock Plan |
| <input type="checkbox"/> Robert Jordheim | Chief Financial Officer |

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Thomas Rose Corporate Secretary

Remember, however, the ultimate responsibility for adhering to the Policy Statement and avoiding improper transactions rests with each individual director, officer or employee. In this regard, it is imperative that you use your best judgment.

IV. Policy

If a director, officer or employee of the Company or any agent or advisor of the Company has material, nonpublic information relating to the Company, it is the Company's policy that neither that person nor any Related Person (as defined below) may buy or sell securities of the Company (the "Company Securities") or engage in any other action to take advantage of, or pass on to others, that information. This Policy also applies to material, nonpublic information relating to any other company with publicly-traded securities, including our customers or suppliers, obtained in the course of employment by or association with RTI Surgical.

To avoid even the appearance of impropriety, additional restrictions on trading Company Securities apply to directors, officers, employees and their Related Persons. See Section VI.

V. Definitions/Explanations

Who is an "Insider?"

Any person who possesses material, nonpublic information is considered an insider as to that information. Insiders include Company directors, officers, employees, other agents (including independent contractors), and advisors or other persons in a special relationship with the Company, e.g., its auditors, consultants or attorneys. The definition of insider is transaction specific; that is, an individual is an insider with respect to each material, nonpublic item of which he or she is aware.

What is "Material" Information?

The materiality of a fact depends upon the circumstances. A fact is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security – debt or equity.

Some examples of material information include:

- Annual or quarterly financial results
- Projections of future earnings or losses
- News of a pending or proposed merger, acquisition, or tender offer
- News of a significant sale of assets or disposition of a subsidiary
- Changes in dividend policies or the declaration of a stock split or the offering of additional securities
- Financial liquidity problems

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- Major management changes
- Significant new products or discoveries
- Gain or loss of a substantial customer or supplier

The above list is only illustrative; many other types of information may be considered “material,” depending on the circumstances. The materiality of particular information is subject to reassessment on a regular basis.

What is “Nonpublic” Information?

Information is “nonpublic” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Reuters Economic Services, *The Wall Street Journal*, Associated Press, or United Press International. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

In addition, even after a public announcement of material information, a reasonable period of time must elapse in order for the market to react to the information. Generally, one should allow approximately two full trading days following publication as a reasonable waiting period before such information is deemed to be public. Therefore, if an announcement is made before the commencement of trading on a Monday, an employee may trade in Company Securities starting on Wednesday of that week, because two full trading days would have elapsed by then (all of Monday and Tuesday). If the announcement is made on Monday after trading begins, employees may not trade in Company Securities until Thursday. If the announcement is made on Friday after trading begins, employees may not trade in Company Securities until Wednesday of the following week.

Who is a “Related Person?”

For purposes of this Policy, a Related Person includes your spouse, minor children and anyone else living in your household; partnerships in which you are a general partner; trusts of which you are a trustee; estates of which you are an executor; and other equivalent legal entities that you control. Although a person’s parent or sibling may not be considered a Related Person (unless living in the same household), a parent or sibling may be a “tippee” for securities laws purposes. See Section VI.D. below for a discussion on the prohibition on “tipping.”

What is “Publicly Released?”

Information Publicly Released by RTI Surgical in a public announcement, or published in a venue open to the general public in the United States.

VI. Guidelines

Non-disclosure of Material Nonpublic Information

Material, nonpublic information must not be disclosed to anyone, except the persons within the Company or third party agents of the Company (such as investment banking advisors or outside legal counsel) whose positions require them to know it, until such information has been publicly released by the Company.

Prohibited Trading in Company Securities

No person may place a purchase or sell order or recommend that another person place a purchase or sell order in Company Securities (including initial elections, changes in elections or reallocation of funds relating to 401(k) plan accounts) when he or she has knowledge of material information concerning the Company that has not been disclosed to the public. Loans, pledges, gifts, charitable donations and other contributions of Company Securities are also subject to this Policy.

Twenty-Twenty Hindsight

If securities transactions ever become the subject of scrutiny, they are likely to be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction an insider should carefully consider how his or her transaction may be construed in the bright light of hindsight. Again, in the event of any questions or uncertainties about the Policy, please consult the CFO or CEO.

“Tipping” Information to Others

Insiders may be liable for communicating or tipping material nonpublic information to any third party (“tippee”), not limited to just Related Persons. Further, insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, nonpublic information tipped to them and individuals who trade on material, nonpublic information which has been misappropriated.

Tippees inherit an insider’s duties and are liable for trading on material, nonpublic information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee’s liability for insider trading is no different from that of an insider. Tippees can obtain material, nonpublic information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

Avoid Speculation; Hedging Prohibited

Directors, officers and employees, and their Related Persons may not trade in options (other than options granted by the Company), warrants, puts and calls or similar instruments on Company Securities or sell Company Securities “short.” In addition, directors, officers and employees, and their Related Persons may not purchase financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) or otherwise engage in transactions that are designed to or have the effect of hedging or offsetting any decrease in the market value of Company Securities.

Investing in Company Securities provides an opportunity to share in the future growth of the Company. Investment in the Company and sharing in the growth of the Company, however, does not mean short-range speculation based on fluctuations in the market. Such activities may put the personal gain of the director, officer or employee in conflict with the best interests of the Company and its security holders.

Company-Issued Options

Directors, officers and employees may, in accordance with this Policy and other Company policies, exercise options granted to them by the Company; however, except during the Trading Window they may not utilize cashless exercise provisions (which require the sale of Company Securities) or sell the Company Securities issued upon exercise of Company-issued options.

Trading in Other Securities

No director, officer or employee may place purchase or sell orders or recommend that another person place a purchase or sell order in the securities of another company if the person learns of material, nonpublic information about the other company in the course of his/her association or employment with RTI Surgical.

Individual Responsibility to Comply with Policy

Every officer, director, employee, agent and advisor has the individual responsibility to comply with this Policy. Beyond the guidelines set forth in this Policy, appropriate judgment should be exercised in connection with any trade in the Company's securities.

**VII. Additional Restrictions and Requirements for Insiders
(Directors, Officers and Employees.)****Trading Window**

The Company's directors, officers and employees shall not engage in any transaction involving the Company's securities other than during the "Trading Window". The Trading Window opens at the close of business on the second Trading Day following the date the Company publicly discloses its financial results for the previous fiscal quarter of the year. The Trading Window closes the 10th business day of the third month of the quarter in which the information was disclosed. The Company recommends, assuming the absence of Inside Information, that trades occur during the first ten days of the Trading Window.

From time to time, the Company may also require that directors, selected employees and others suspend trading because of developments known to the Company and not yet disclosed to the public. In such event, such persons shall not engage in any transactions involving the Company's securities during such period and shall not disclose to others the fact that trading has been suspended.

Pre-Clearance

Directors and Officers of the Company (as such term is defined pursuant to Section 16 of the Securities Exchange Act, see Exhibit A) must obtain prior clearance from the Corporate Secretary, or his or her designee, as well as the Group Executive in charge of Executive Compensation, or his or her designee, before he, she or a Related Person makes any purchases or sales of Company Securities, including any exercise of stock options. Prior clearance is required for all purchases or sales, including transfers between the Company's

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Common Stock Fund and other investment options in the Company's 401(k) plans. Each proposed transaction will be evaluated to determine if it raises insider trading concerns or other concerns under the federal or state securities laws and regulations. Any advice will relate solely to the restraints imposed by law and will not constitute advice regarding the investment aspects of any transaction. Clearance of a transaction is valid only for a 48-hour period. If the transaction order is not placed within that 48-hour period, clearance of the transaction must be re-requested. If clearance is denied, the fact of such denial must be kept confidential by the person requesting such clearance.

Form 144 Reports

RTI Surgical directors and executive officers are required to file Form 144 on or prior to making an open market sale of RTI Surgical securities. Form 144 notifies the Securities and Exchange Commission of your intent to sell RTI Surgical securities.

EXHIBIT A**OFFICERS AND DIRECTORS SUBJECT TO SECTION 16****Non-Employee Directors:**

- Curt Selquist
- Thomas McEachin
- Jonathon Singer
- Peter Gearen
- Paul Thomas
- Christopher Sweeney
- Nicholas Valeriani
- Shirley Weis
- Any future Directors of RTI Surgical

Executive Officers:

- Robert Jordheim
- Roger Rose
- John Varela
- All future named executive officers of RTI Surgical

Adopted by Board of Directors on October 21, 2015.