

## RTI Surgical, Inc. Science and Technology Committee Charter

### **Amended and Restated Charter**

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, and annual evaluation procedures of the Science and Technology Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of RTI Surgical, Inc. (the “**Company**”).

### **I. Purpose**

The Committee has been established to: (a) assist the Board in its oversight responsibilities to ensure the Company’s science and technology programs support the Company’s strategic plan; and (b) perform such other functions as the Board may from time to time assign to the Committee. In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and management of the Company.

### **II. Committee Membership**

The Committee shall have a minimum of three members appointed by the Board based on nominations recommended by the Company’s Nominating & Governance Committee who serve at the pleasure of the Board and for such term or terms as the Board may determine. The Chairperson of the Board shall designate the Chairperson of the Committee.

### **III. Meeting Requirements**

The Committee shall meet as necessary, but at least semi-annually, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson, when practicable in conjunction with regular Board meetings. 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 determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee. 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.

The Committee may ask members of management, employees, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board from time to time (but at least once each year) as requested by the Board.

#### **IV. Committee Authority, Duties and Responsibilities**

In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

1. Review the Company's science and technology programs to help assure that those programs support the company's strategic business plan.
2. Provide periodic reports to the Board of Directors on the assessment of the utility of the direction, appropriateness of investment, and adequacy of progress of the Company's science and technology programs.
3. Identify and discuss significant emerging science and technology issues and trends that could impact the Company.
4. Evaluate the soundness/risks associated with the technologies in which the Company is investing its research and development efforts.
5. Periodically review the Company's overall product development pipeline and major technology positions.
6. Assist the Board in its oversight of the Company's major acquisition and business development activities as they relate to the acquisition of or development of new science or technology.
7. Engage independent consultants or advisors as necessary to allow the Committee to properly discharge its duties and responsibilities.

#### **V. Annual Evaluation Procedures**

The Committee shall annually assess its own performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the adequacy of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) the frequency and length of meetings and (e) the quality of written materials and presentations. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

#### **VI. Miscellaneous**

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.

*Adopted by Science and Technology Committee on October 20, 2014*