

## MiMedx Group, Inc. Code of Business Conduct and Ethics

### 1. Introduction.

1.1 The Board of Directors of MiMedx Group, Inc. (together with its subsidiaries, the "**Company**") has adopted this Code of Business Conduct and Ethics (the "**Code**") in order to promote:

- (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "**SEC**") and in other public communications made by the Company;
- (c) compliance with applicable governmental laws, rules and regulations;
- (d) the prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code; and
- (e) accountability for adherence to the Code.

1.2 The Code applies to all employees, officers and directors of the Company (collectively referred to herein as the "Covered Persons", and each, individually a "Covered Person"). This Code is intended to be supplemented by the Company's more detailed compliance plans and policies, including the Company's Corporate Compliance and Ethics Plan and Reporting Procedures for Accounting Matters.

### 2. Honest and Ethical Conduct.

2.1 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

2.2 The Company's continued success and reputation are dependent upon each Covered Person adhering to the highest ethical and legal standards of business conduct. Each Covered Person must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

### 3. Conflicts of Interest.

3.1 It is the Company's policy that no Covered Person shall maintain any relationship, activity, or ownership interest that might create a conflict between his or her

personal interests and the business interests of the Company. Each Covered Person is expected to adhere to a strict standard of loyalty and ethics in avoiding such situations that might be thought to influence her or his actions or prejudice her or his judgment in handling the Company's business. Implicit in such standard is the obligation to make prompt and full disclosure of any potential conflict of interest. All exempt, salaried personnel are expected to apply all of their ability and, except in the case of outside directors and part-time and PRN employees, all of their working effort to furthering the business interests of the Company. Honesty and integrity must characterize every Covered Person's business activities and unscrupulous or illegal dealings of any kind are not permitted. The potential for conflicts of interest is greatest for employees whose jobs involve decisions for the Company in its dealings with third parties.

3.2 Covered Persons are required to disclose to the Company all possible conflicts of interest so that the Company can determine whether a conflict of interest exists and, if so, the appropriate corrective action. Whenever a conflict of interest involving an employee (other than an executive officer) exists or may possibly exist and is not promptly eliminated, full disclosure of all relevant facts and circumstances must be made to the employee's immediate supervisor, who will transmit the information through the appropriate chain of authority to the Chairman & CEO. The Chairman & CEO will rule as to whether or not a conflict exists and, if so, as to necessary corrective action. It shall be the responsibility of the Chairman & CEO to see that any necessary corrective action is taken. Each situation disclosed will be handled to the extent possible on a confidential basis. Any decision as to corrective action will take into account the nature and relative significance of the conflict of interest, how it arose, the importance of the transactions involved, and the scope of the employee's responsibilities. If family holdings or activities are involved, consideration will also be given to the closeness of the personal relationship between the employee and the related individuals. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee of the Board of Directors (the "Audit Committee").

3.3 Notwithstanding the foregoing, the Audit Committee is responsible for reviewing and approving all transactions or arrangements that constitute "**Related-Party Transactions**" as defined by SEC rules.

4. Compliance with Laws. The Company's policy is to operate its businesses in strict compliance with all laws and regulatory requirements. Under no circumstances shall a Covered Person take any action on behalf of the Company that he or she knows or reasonably should know violates any applicable law or regulation. Every Covered Person is expected to be familiar with the basic legal and regulatory requirements that apply to his or her duties on the job. An employee who needs help to understand his or her legal obligations is expected to ask a manager, or higher level executive, the Corporate

Compliance Officer, the Human Resources Department, or a Company attorney for instruction or advice.

5. Disclosure. The Company applies the highest ethical standards in its financial and non-financial public reporting and follows all applicable SEC, NASDAQ and other standards and rules regarding reporting. It is of critical importance that all disclosures and announcements made by the Company to security holders or the investment community be accurate and complete, fairly present, in all material respects, the subject matter of the disclosure, and be made on a timely basis. Covered Persons who prepare disclosures or review information that will be included in the Company's filings with the SEC or other government agencies or otherwise disclosed to the public must take this responsibility very seriously. Such Covered Persons must provide information that is relevant, objective, accurate and complete to promote full, fair, accurate, timely and understandable disclosures. Each Covered Person has the responsibility to immediately report to appropriate Company personnel or the Audit Committee any information that he or she becomes aware of that affects disclosures made by the Company. This includes any violations of law or this Code that may warrant disclosure to appropriate government authorities. Requests for information about the Company or its business should be directed to the appropriate departments for response. In general, such requests should be answered only by departments and personnel directly responsible for communicating with the groups making the requests, such as the Chief Financial Officer's office or the Legal Department. Any inquiry about a pending or threatened legal matter or other sensitive issue should be referred to the Legal Department. The Company has designated corporate spokespersons to control the flow of information among the media. No Covered Person other than a designated corporate spokesperson should provide any information about the Company or its business to the media. If a Covered Person receives an inquiry from the media, he or she should ask for the inquirer's contact information and pass the inquiry on to the corporate managers or executives who are trained in such matters.

6. Waivers. Each of the Board of Directors (in the case of a violation by a director or executive officer) and the General Counsel (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver for a director or an executive officer shall be disclosed as required by SEC and NASDAQ rules.

7. Reporting Violations and Communicating Concerns. As part of its commitment to ethical and legal behavior, the Company requires that Covered Persons report to the Company any actual or apparent violations of law or ethical standards and any questionable accounting or auditing matters so that they may be investigated and dealt with appropriately. This obligation extends to any instance where a Covered Person suspects, but is uncertain whether, a violation may be occurring. Failure to comply with this duty to come forward is a violation of policy and can result in serious disciplinary action, including possible termination of employment. To obtain guidance on a Code issue or to report a suspected violation, a Covered Person may choose from several

options. An employee should first speak with his or her supervisor. If the employee feels uncomfortable talking with his or her supervisor, the employee should speak with higher management. If the employee also feels uncomfortable discussing the matter with higher level management, the employee should contact the Corporate Compliance Officer or any Deputy Corporate Compliance Officer, the Human Resources Department, the Company's General Counsel, the Chairman & CEO or President & COO, or the Audit Committee. Officers and directors should contact the Corporate Compliance Officer or any Deputy Corporate Compliance Officer, the Human Resources Department, the Company's General Counsel, the Chairman & CEO or President & COO, or the Audit Committee. To provide Covered Persons with another means of communicating concerns regarding possible violations of the Code, the Company maintains a toll-free compliance hot line. The compliance hot line will not identify the source from which the call originates so that the caller may remain anonymous if he or she so chooses. However, callers are encouraged to provide their name and contact information so that the investigator may contact them with any follow-up questions. The phone number of the compliance hot line will be publicized in the Company e-Directory and, as appropriate, on work area posters. All reports of possible misconduct or wrongdoing will be handled in a manner that protects the privacy of the individual reporting the matter to the greatest extent possible. There will be no retribution for anyone solely on the basis that he or she reported what he or she reasonably believed to be an act of wrongdoing or a violation of the Code. Any Covered Person who deliberately makes a false accusation will be subject to discipline.

## 8. Enforcement.

8.1 The Company's Corporate Compliance Officer --in coordination with senior management and, where appropriate, the Board of Directors and the Audit Committee-- is responsible for overseeing the fair, prompt and consistent enforcement of this Code, including the investigation of possible violations and the undertaking of remedial actions. Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee. After receiving a report of an alleged prohibited action by a director or executive officer, the Audit Committee must promptly take all appropriate actions necessary to investigate and recommend to the Board of Directors any appropriate remedial actions.

8.2 The Corporate Compliance Officer shall report all matters to the Chairperson of the Audit Committee relating to any (i) alleged violation of the Code by any director or executive officer (ii) complaints, reports, or concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters (collectively, "**Accounting Matters**"); (iii) violation of applicable securities laws, rules, and regulations relating to financial reporting; (iv) retaliation against any employees who make any allegations relating to (i) – (iii) above; and (v) other matters required to be addressed by the Audit Committee (A) set forth in the Reporting Procedures for

Accounting Matters, the Charter of the Audit Committee, or otherwise, and (B) pursuant to all applicable laws, rules, and regulations.

8.3 The Audit Committee has the continuing duty to review the performance of the Company's Chief Financial Officer and other members of the financial management staff and to provide independent and skilled guidance to the Board of Directors in fulfilling its responsibilities and to ensure the fairness and accuracy of the Company's Accounting Matters. Pursuant to Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder and its Charter, the Audit Committee established reporting procedures for the receipt, retention and treatment of complaints received by the Company and Audit Committee on issues regarding alleged Code violations by directors and executive officers, Accounting Matters and other matters. A copy of the Reporting Procedures for Accounting Matters is available on the Company's website ([www.mimedx.com](http://www.mimedx.com)) under "Investor Relations."

**ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

[To be signed and returned to the Corporate Compliance Officer]

I acknowledge that I have received and read a copy of the MiMedx Group, Inc. Code of Business Conduct and Ethics. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should report a suspected conflict of interest or other violation of the Code to any person listed in the Code to receive such reports or to the toll-free compliance hotline.

\_\_\_\_\_

[SIGNATURE]

\_\_\_\_\_

[PRINTED NAME]

\_\_\_\_\_

[DATE]