

**CHARTER OF THE COMPENSATION COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
MIMEDX GROUP, INC.**

**Recitals.**

This Charter (this "Charter") describes the duties and responsibilities of the Company's compensation committee (the "Compensation Committee") and grants the Compensation Committee the authority necessary to perform its oversight responsibility.

**Charter.**

1. Purposes of Compensation Committee. The primary purpose of the Compensation Committee is to aid the Board of Directors (the "Board") in discharging its responsibilities relating to the compensation of the Company's executive officers, including the Chief Executive Officer (the "CEO"). The Compensation Committee has overall responsibility for evaluating and approving the Company's equity compensation plans, policies, and programs for all levels within the Company, and certain other compensation programs as specified herein. The Compensation Committee has overall responsibility for evaluating and recommending for approval by the Board the Company's compensation plans, policies, and programs for its Executive Officers as defined by the Board in accordance with Rule 16a-1(f) under the Securities Exchange Act of 1934 as amended. The Compensation Committee also is responsible for carrying out the duties set forth below.

2. Qualifications of the Compensation Committee. The Compensation Committee shall consist of three directors, each of whom shall (a) as applicable, meet the independence requirements of the NASDAQ Stock Market or any other or additional exchange on which the Company's stock is listed and any other applicable laws, rules, and regulations governing independence (including the Sarbanes-Oxley Act of 2002); (b) qualify as a "non-employee director" as defined in Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"); (c) qualify as an "outside director" under Section 162(m) of the Internal Revenue Code; and (d) be free of any relationship that, in the Board's discretion, would interfere with the member's independent judgment. A member of the Compensation Committee may not accept directly or indirectly any consulting, advisory, or other additional fee from the Company or any subsidiary thereof, except for those fees received generally as a member of the Board or as a member of this or any other committee, or compensation received for prior service with the Company. The members of the Compensation Committee shall be appointed and removed by the Board.

3. Duties and Authority of the Compensation Committee. The following functions shall be the common recurring activities of the Compensation Committee in carrying out its responsibilities outlined in Paragraph 1 of this Charter. These functions should serve as a guide with the understanding that the Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Compensation Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Compensation Committee shall:

(a) Annually review and determine (i) the annual compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation of the CEO (the "CEO's Annual Compensation"), and (ii) the corporate goals and objectives relevant to compensation of the CEO. The Compensation Committee shall evaluate the CEO's

performance in light of these goals and objectives and shall recommend the CEO's Annual Compensation in accordance therewith for approval by the Board;

(b) Annually review and determine the annual compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation for the Company's other Executive Officers, excluding the CEO, and shall recommend each of the other Executive Officers' annual compensation for approval by the Board;

(c) Prepare an annual Compensation Committee Report as required by U.S. Securities and Exchange Commission ("SEC") rules to be included in the Company's proxy statement or annual report on Form 10-K stating that the Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with management and based on that review and discussion, recommended to the Board that the CD&A be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement;

(d) Review Executive Officer compensation in reference to Section 162(m) of the Internal Revenue Code, as it may be amended from time to time, and any other applicable laws, rules, and regulations;

(e) Annually review executive compensation strategies and equity programs, and supplemental executive benefits programs (if any) not provided to similarly situated employees;

(f) Recommend to the Board the compensation for directors (including retainer, committee and committee chair fees, stock incentive awards, and other similar items, as appropriate);

(g) Review employment agreements, severance arrangements, and change in control agreements and provisions, as well as any related special supplemental benefits, for the Executive Officers and recommend any and all such agreements, arrangements, provisions and benefits for approval by the Board. Review change in control arrangements and provisions and any related special supplemental benefits for all employees and recommend any and all such agreements, provisions and benefits for approval by the Board;

(h) Review and make recommendations to the Board with respect to the adoption and amendment of equity-based plans, and establish criteria for the terms of awards granted to participants under such plans. Grant awards in accordance with such criteria, and exercise all authority granted to the Compensation Committee under such plans, or by the Board in connection with such plans;

(i) Review and approve proposed equity grants for all participants other than Executive Officers, and review and recommend for approval by the Board proposed equity grants for Executive Officers;

(j) Review and recommend for approval by the Board incentive-based cash compensation plans for non-sales participants at the level of vice president and above. Establish criteria for the terms and measurements of incentives earned under such plans;

(k) Conduct an annual review of the Compensation Committee's performance, annually assess the adequacy of this Charter, and recommend changes to the Nominating and Corporate Governance Committee of the Board as needed;

(l) Regularly report to the Board on the Compensation Committee's activities;

(m) Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, compensation specialists, or other advisors, including the retention, termination, and negotiation of terms and conditions of the assignment;

(n) Understand the Company's policies designed to assure that directors and officers are aware of and comply with the reporting requirements of Section 16(a) of the Exchange Act and the short-swing profit provisions of Rule 16(b)-3(d) of the Exchange Act; and

(o) Delegate responsibility to subcommittees of the Compensation Committee as necessary or appropriate.

4. Access to Legal Counsel and Advisors. The Compensation Committee shall have full and free access to the Company's outside legal counsel, and in its discretion, to its own independent legal counsel and other advisors. In the event that the Compensation Committee desires to select or receive advice from a compensation consultant, outside legal counsel, or other advisor, other than in-house legal counsel, it may do so only after taking into consideration the following factors:

(a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other advisor;

(b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other advisor;

(c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;

(e) Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an Executive Officer of the Company.

The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by it. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel and advisors.

#### 5. Meeting Procedures.

(a) The Compensation Committee shall meet at such times as may be necessary. It is anticipated that Compensation Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Compensation Committee may be called by the chairperson of the Compensation Committee or the Chairman of the Board.

(b) Members of the Compensation Committee shall endeavor to attend all meetings of the Compensation Committee. The Compensation Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Company's Bylaws, or the laws of the state of Florida.

(c) Written minutes shall be maintained for each meeting of the Compensation Committee.

(d) The CEO may not be present for any portion of a meeting in which the compensation of the CEO is deliberated or voted on by the Compensation Committee.

6. Other Duties. The Compensation Committee shall perform such other duties as the Board may assign to it or as may be imposed by applicable law, rule, or regulation.

7. Limitation of Compensation Committee Duties. The Compensation Committee shall exercise its business judgment in performing its duties under this Charter, including the duties outlined in Paragraph 3, and may emphasize and prioritize those duties and responsibilities set forth above which the Compensation Committee, in its sole discretion and judgment, believes are the most important, given the particular circumstances. In performing its functions, the Compensation Committee may rely upon information provided to it by management, the Company's auditors, or legal counsel. This Charter imposes no duties on the Compensation Committee or its members that are greater than those duties imposed by law upon a director of a Florida corporation. If any claim is asserted against the Compensation Committee, any of its members, or the Company by a stockholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Compensation Committee, any of its members, or the Company.

\*\*\*\*\*

*As amended effective December 12, 2014*