

MIMEDX GROUP, INC.
REPORTING PROCEDURES
FOR
ACCOUNTING MATTERS

General

Any person may submit a good faith complaint, report, or concern regarding accounting or auditing matters relating to MiMedx Group, Inc. (the "Company") to the management of the Company or its Board of Directors without fear of dismissal or retaliation of any kind.

In order to facilitate reporting and in accordance with Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, the Company has established the following procedures for (a) the receipt, retention, and treatment of complaints, reports, and concerns regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters (collectively, "**Accounting Matters**"), and (b) the confidential, anonymous submission of complaints, reports, and concerns by employees and other persons regarding Accounting Matters.

Scope of Matters Covered by Procedures.

The Audit Committee shall receive, retain, investigate, and act on all **Accounting Matters** identified by employees and stockholders regarding:

- (a) questionable accounting, internal accounting controls, and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies (an "Accounting Allegation"), which may include the following:
 - (i) fraud or intentional error in the preparation, evaluation, review, or audit of any financial statement of the Company;
 - (ii) fraud or intentional error in the recording and maintaining of financial records of the Company;
 - (iii) deficiencies in or noncompliance with the Company's internal accounting controls;
 - (iv) a misrepresentation or false statement to or by an executive officer of the Company (or any other person who performs functions of the principal executive officer, principal financial officer, principal accounting officer or controller) or its independent accountants, or representatives thereof, regarding a matter contained in the financial records, financial reports (including quarterly and annual reports filed with the Securities and Exchange Commission), or audit reports of the Company; and
 - (v) deviation from full and fair reporting of the Company's financial condition or results.
- (b) violation of applicable securities laws, rules, and regulations relating to financial reporting (a "Legal Allegation").

- (c) violation of the Company's Code of Business Conduct and Ethics by any executive officer, director, or any other person who performs functions of the principal executive officer, principal financial officer, principal accounting officer or controller (a "Code Allegation," and together with an Accounting Allegation and a Legal Allegation, an "Allegation").
- (d) retaliation against employees who make any Allegation (a "Retaliatory Act").

Treatment of Complaints, Reports, and Concerns.

Upon receipt of a complaint, report, or concern relating to any Allegation or Retaliatory Act, or notification by the Company, an officer, or member of the Board of Directors that it (or he or she) has received such a complaint, report, or concern, the Chairperson of the Audit Committee will notify the other members of the Audit Committee. The Audit Committee shall then investigate the complaint, report, or concern. In conducting such investigation, the Audit Committee may enlist officers or employees of the Company and/or outside legal, accounting, or other advisors, as appropriate. Promptly following the completion of such investigation, the Audit Committee will recommend that the Board of Directors take such corrective and disciplinary actions, if any, that are warranted in the judgment of the Audit Committee, which may include, without limitation, a warning or letter of reprimand, demotion, salary reduction, loss of eligibility for a salary increase, bonus, or equity compensation, suspension without pay, or termination of employment.

Confidentiality with respect to all complaints, reports, and concerns will be maintained by the Company and members of the Audit Committee to the fullest extent possible, consistent with the need to conduct an adequate review.

The Company will not take any adverse action against anyone as a result of their submission of a good faith complaint, report, or concern pursuant to these procedures and will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions taken by the employee with respect to good faith reporting of complaints, concerns, or other matters regarding the Company or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002 or any other applicable laws, rules, and regulations. Additionally, no employee shall be adversely affected because the employee refuses to carry out a directive which, in fact, constitutes corporate fraud, or is a violation of state or federal law or the Company's Code of Business Conduct and Ethics.

Receipt of Complaints, Reports, or Concerns.

Any person with complaints, reports, or concerns regarding any Allegation or Retaliatory Act may submit such complaints, reports, or concerns on a confidential or anonymous basis to the Audit Committee by:

- (a) writing or orally notifying the Company's Chief Financial Officer ; or
- (b) writing to the Chairperson of the Audit Committee of MiMedx Group, Inc., 1775 West Oak Commons Ct., NE, Marietta, Georgia 30062, in an envelope with a legend such as "*To be opened by the Audit Committee only.*"

Any written communication should indicate that it is being delivered pursuant to these procedures and contain a complete description of the facts or circumstances giving rise to the complaint, report, or concern. In addition, any communication (whether written or oral) may, but need not, include a telephone

number, e-mail address, or mailing address at which the person submitting the complaint, report, or concern may be contacted in the event that the Audit Committee or its chairperson desires clarification or further information.

Further, the Company, any officer, and any member of the Board of Directors must promptly forward to the Chairperson of the Audit Committee any complaints, reports, or concerns concerning any Allegation or Retaliatory Act that have been communicated to it (or him or her).

Retention of Documentation Relating to Complaints, Reports, and Concerns.

The Audit Committee shall retain as part of the records of the Audit Committee any complaints, reports, and concerns submitted or received pursuant to these procedures, as well as any documentation relating to the investigation and resolution of such complaints, reports, and concerns, for a period of no less than seven years.

Amendments.

The Audit Committee may amend these procedures at any time, consistent with requirements of applicable laws, rules, and regulations.

* * * * *

*Adopted by the Board of Directors of MiMedx Group, Inc. on October 29,
2014.*

Certification

MiMedx Group, Inc.

Reporting Procedures for Accounting Matters

I have received and read the MiMedx Group, Inc. Reporting Procedures for Accounting Matters and understand my responsibilities relating to the reporting procedures. I agree to comply with the procedures and to abide by the terms and conditions relating thereto.

Signature

Date

Print Name