

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**MiMedx Group, Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**26-2792552**  
(I.R.S. Employer Identification No.)

**1775 West Oak Commons Ct., NE  
Marietta, GA 30062**

(Address of Principal Executive Offices) (Zip Code)

**MiMedx Group, Inc. 2016 Equity and Cash Incentive Plan**  
(Full title of the plan)

**William F. Hulse IV  
General Counsel and Secretary  
1775 West Oak Commons Ct., NE  
Marietta, GA 30062**

(Name and address of agent for service)

**(770) 651-9100**  
(Telephone number, including area code, of agent for service)

**Copy to:**

**Grant J. Levine, Esq.  
Greenberg Traurig, P.A.  
401 East Las Olas Boulevard, Suite 2000  
Fort Lauderdale, FL 33301  
(954) 765-0500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 relates to 7,950,000 shares of common stock, par value \$0.001 per share (“Common Stock”), of MiMedx Group, Inc. (the “Company”) issuable pursuant to the Company’s 2016 Equity and Cash Incentive Plan, as amended through June 18, 2025 (the “2016 Plan”). On June 18, 2025, the Company’s stockholders approved an amendment to the 2016 Plan to increase the number of authorized shares of Common Stock available for issuance under the 2016 Plan by 7,950,000 shares. This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the 2016 Plan set forth herein is effective.

The Company previously registered shares of its Common Stock issuable under the 2016 Plan under registration statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 7, 2016 (File No. 333-211900), December 17, 2020 (File No. 333-251434) and July 25, 2023 (File No. 333-273412) (the “Prior Registration Statements”). Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except to the extent supplemented, amended or superseded hereby.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement will be sent or given to all persons who participate in the 2016 Plan, as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). These documents are not required to be filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Company, are incorporated by reference herein, other than information furnished pursuant to Item 2.02 or Item 7.01, or related exhibits under Item 9.01, of Form 8-K:

<b>Commission Filing (File No. 001-16853)</b>	<b>Period Covered or Date of Filing</b>
Annual Report on Form 10-K (including the portions of the Proxy Statement on Schedule 14A for the 2025 Annual Meeting of Stockholders filed with the Commission on April 30, 2025 that are incorporated by reference therein)	Year ended December 31, 2024
Quarterly Reports on Form 10-Q	Quarter ended March 31, 2025
Current Reports on Form 8-K	June 20, 2025
The description of the Company’s Common Stock set forth in the Company’s registration statement on Form 8-A, filed on November 2, 2020, under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description	November 2, 2020
All subsequent documents filed by the Company under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold	After the date of this Registration Statement

Any statement contained herein or in a document incorporated by reference or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that such statement is modified or superseded by any other subsequently filed document which is incorporated or is deemed to be

incorporated by reference herein. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 6. Indemnification of Directors and Officers.**

The Company is a Florida corporation. The following summary is qualified in its entirety by reference to the complete text of the Florida Business Corporation Act (the "FBCA"), the Company's Articles of Incorporation, and the Company's Bylaws.

Under Section 607.0831 of the FBCA, a director is not personally liable for monetary damages to the corporation or any other person for any statement, vote, decision to take or not to take action, or any failure to take any action, as a director, unless (1) the director breached or failed to perform his or her duties as a director and (2) the director's breach of, or failure to perform, those duties constitutes any of the following: (a) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (b) a circumstance under which the transaction at issue is one from which the director derived an improper personal benefit, either directly or indirectly; (c) a circumstance under which the liability provisions of Section 607.0834 of the FBCA are applicable; (d) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful or intentional misconduct; or (e) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful.

Under Section 607.0852 of the FBCA, a corporation must indemnify an individual who is or was a director or officer who was wholly successful, on the merits or otherwise, in the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal ("Proceeding") to which the individual was a party because he or she is or was a director or officer of the corporation against expenses (including reasonable attorney fees and expenses, including those incurred in connection with any appeal) incurred by the individual in connection with the Proceeding.

Under Section 607.0851(1) of the FBCA, a corporation may indemnify any of its directors and officers in connection with such Proceeding (other than an action by or in the right of the corporation) (i) if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and (ii) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Under Section 607.0851(4), a corporation may not indemnify a director or an officer in connection with a Proceeding by or in the right of the corporation except for expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the Proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such Proceeding, including any appeal thereof, where such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. Further, under Section 607.0853 of the FBCA, a corporation may, before final disposition of a Proceeding, advance funds to pay for or reimburse expenses incurred in connection with the Proceeding if the director or officer delivers to the corporation a signed written undertaking of the director or officer to repay any funds advanced if: (a) the director or officer is not entitled to mandatory indemnification under Section 607.0852 of the FBCA; and (b) it is ultimately determined that the director or officer has not met the relevant standard of conduct described in Section 607.0851 of the FBCA or the director or officer is not entitled to indemnification under Section 607.0859 of the FBCA. Under Section 607.0859, indemnification or advancement of expenses may not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) willful or intentional misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder; (b) a transaction in which the director or officer derived an improper personal benefit; (c) a violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or (d) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 are applicable.

Under Section 607.0858 of the FBCA, the indemnification and advancement of expenses provided pursuant to Sections 607.0851, 607.0852 and 607.0853 of the FBCA are not exclusive, and a corporation may make any other or further

indemnification or advancement of expenses of any of its directors or officers under any provision of its articles of incorporation or bylaws or any agreement, vote of shareholders or disinterested directors, or otherwise.

Article 8 of the Company's Articles of Incorporation and Section 9 of Article VIII of the Company's Bylaws provide that each person who is or was a director or officer of the Company, and each person who is or was a director or officer of the Company who at the request of the Company is serving or has served as an officer, director, partner, joint venturer, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement which are allowed to be paid or reimbursed by the Company under the laws of the State of Florida and which are actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Company or of such other enterprises. Article 8 of the Company's Articles of Incorporation and Section 9 of Article VIII of the Company's Bylaws provide that the indemnification provided therein shall not be deemed to limit the right of the Company to indemnify any other person for any liability to the fullest extent permitted by law. The Company's Bylaws provide that the Company may enter into indemnification agreements with members of the Board of Directors and officers which may provide for further or expanded indemnification rights or otherwise modify the rights provided therein.

The Company has purchased insurance to insure (i) the Company's directors and officers against damages from actions and claims incurred in the course of their duties, and (ii) the Company against expenses incurred in defending lawsuits arising from certain alleged acts of its directors and officers.

**Item 8. Exhibits.**

Exhibit Number	Exhibits
4.1	<a href="#">Restated Articles of Incorporation of MiMedx Group, Inc., effective March 5, 2021 (incorporated by reference to Exhibit 3.1 to the Company's Form 10-K filed on March 8, 2021).</a>
4.2	<a href="#">Articles of Amendment to Restated Articles of Incorporation, effective June 3, 2021 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 10, 2021).</a>
4.3	<a href="#">Articles of Amendment to Restated Articles of Incorporation, effective June 3, 2021 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on June 10, 2021).</a>
4.4	<a href="#">Articles of Amendment to Restated Articles of Incorporation, effective June 13, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 14, 2023).</a>
4.5	<a href="#">Amended and Restated Bylaws of MiMedx Group, Inc., as amended and restated as of February 16, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 23, 2023).</a>
5.1	<a href="#">Opinion of Greenberg Traurig, P.A. (filed herewith).</a>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP (filed herewith).</a>
23.2	<a href="#">Consent of Greenberg Traurig, P.A. (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney of certain directors and officers of the Company (set forth on the signature page of this Registration Statement).</a>
99.1	<a href="#">Amended and Restated MiMedx Group, Inc. 2016 Equity and Cash Incentive Plan, as amended and restated through May 2, 2023 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 14, 2023).</a>
99.2	<a href="#">Amendment to the MiMedx Group, Inc. 2016 Equity and Cash Incentive Plan (filed herewith).</a>
107	<a href="#">Filing Fee Table (filed herewith).</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marietta, State of Georgia on July 28, 2025.

**MIMEDX GROUP, INC.**

By: /s/ Joseph H. Capper  
Joseph H. Capper  
Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints each of William F. Hulse IV and Kendall Lioon as such person's true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph H. Capper</u> Joseph H. Capper	Chief Executive Officer and Director (Principal Executive Officer)	July 28, 2025
<u>/s/ Douglas Rice</u> Douglas Rice	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 28, 2025
<u>/s/ M. Kathleen Behrens</u> M. Kathleen Behrens	Chair of the Board (Director)	July 28, 2025
<u>/s/ James L. Bierman</u> James L. Bierman	Director	July 28, 2025
<u>/s/ William A. Hawkins III</u> William A. Hawkins III	Director	July 28, 2025
<u>/s/ Cato T. Laurencin</u> Cato T. Laurencin	Director	July 28, 2025
<u>/s/ K. Todd Newton</u> K. Todd Newton	Director	July 28, 2025
<u>/s/ Tiffany Olson</u> Tiffany Olson	Director	July 28, 2025
<u>/s/ Dorothy Puhly</u> Dorothy Puhly	Director	July 28, 2025
<u>/s/ Martin P. Sutter</u> Martin P. Sutter	Director	July 28, 2025

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**MiMedx Group, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Unit <sup>(1)</sup>	Maximum Aggregate Offering Price <sup>(1)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other <sup>(1)</sup>	7,950,000	\$ 6.53	\$ 51,913,500.00	\$ 0.00015310	\$ 7,947.96
<b>Total Offering Amounts</b>					\$ 51,913,500.00		\$ 7,947.96
<b>Total Fee Offsets</b>							\$ —
<b>Net Fee Due</b>							\$ 7,947.96

- (1) Calculated solely for the purpose of computing the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended (the “Securities Act”). Pursuant to Rule 457(c) under the Securities Act, this price is calculated based on the average of the high and low of the Common Stock, \$0.001 par value per share, of MiMedx Group, Inc. (“Common Stock”) as reported on the NASDAQ Stock Market on July 21, 2025.
- (2) This registration statement covers a total of 7,950,000 shares of Common Stock reserved for issuance under the MiMedx Group, Inc. 2016 Equity and Cash Incentive Plan, as amended through June 18, 2025. Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional shares of Common Stock which may be offered and issued under the reason of any stock dividend, stock split, recapitalization or other similar transaction.

**Greenberg Traurig, P.A.**  
**401 E. Las Olas Blvd., Suite 2000**  
**Fort Lauderdale, FL 33301**

July 28, 2025

MiMedx Group, Inc.  
1775 West Oak Commons Ct NE  
Marietta, Georgia 30062

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to MiMedx Group, Inc., a Florida corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"). Such Registration Statement relates to the registration by the Company of an additional 7,950,000 shares (the "Shares") of the Company's Common Stock, par value \$0.001 per share, issuable pursuant to the Company's 2016 Equity and Cash Incentive Plan, as amended through June 18, 2025 (the "Plan").

In so acting, we have examined, considered and relied upon copies of the following documents: (1) the Registration Statement, (2) the Company's Articles of Incorporation, as amended and restated, (3) the Company's By-laws, (4) the Plan, and (5) such other documents and instruments that we have deemed necessary for the expression of the opinions contained herein. In our examination of the aforesaid documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all copies.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are specifically limited to the corporate laws of the State of Florida and are as of the date hereof. We assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are included within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,  
/s/ Greenberg Traurig, P.A.  
Greenberg Traurig, P.A.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2025 relating to the financial statements of MiMedx Group, Inc. and the effectiveness of MiMedx Group, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of MiMedx Group, Inc. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Atlanta, Georgia

July 28, 2025

## AMENDMENT TO THE MIMEDX GROUP, INC. 2016 EQUITY AND CASH INCENTIVE PLAN, AS AMENDED AND RESTATED

**WHEREAS**, MiMedx Group, Inc., a Florida corporation (the “Company”) maintains the 2016 Equity and Cash Incentive Plan (as amended and restated, the “Plan”), the amendment and restatement of which was most recently adopted by the Company’s Board of Directors (the “Board”) on May 2, 2023 and approved by the Company’s stockholders on June 13, 2023;

**WHEREAS**, the Board believes that the number of shares of common stock remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

**WHEREAS**, the Board has determined that it is in the best interests of the Company to amend the Plan, subject to stockholder approval, to increase the number of shares of common stock available for issuance under the Plan by 7,950,000 shares (this “Amendment”);

**WHEREAS**, Section 21.01 of the Plan provides that the Board may amend the Plan at any time; and

**WHEREAS**, this Amendment will become effective upon approval by the Company’s stockholders at the Company’s 2025 Annual Meeting of Stockholders and if, for any reason, the Company’s stockholders fail to approve this Amendment, the existing Plan shall continue in full force and effect.

### **NOW, THEREFORE:**

Section 6.02 of the Plan is hereby deleted in its entirety and replaced with the following:

#### **6.02 Aggregate Limit**

The maximum aggregate number (the “Maximum Aggregate Number”) of shares of Common Stock that may be issued under this Plan and to which Awards may relate is the sum of (i) 7,950,000 shares of Common Stock, all of which may be issued as Incentive Stock Options, (ii) the number of shares of Common Stock available under the Plan immediately prior to stockholder approval of the amendment to the Plan at the 2025 Annual Meeting of Stockholders, subject to the counting, adjustment and substitution provisions of the Plan, plus (iii) that number of shares of Common Stock that are represented by awards which previously have been granted and are outstanding under the Plan on the date of stockholder approval of the amendment to the Plan at the 2025 Annual Meeting of Stockholders and which subsequently expire or otherwise lapse, are terminated or forfeited, are settled in cash, or exchanged with the Committee’s permission, prior to the issuance of shares of Common Stock, for Awards not involving shares of Common Stock, without the issuance of the underlying shares of Common Stock. The Maximum Aggregate Number of shares of Common Stock that may be issued under the Plan may be issued pursuant to (i) Options, SARs or Other Stock Based Awards in the nature of purchase rights, (ii) Full Value Awards or (iii) any combination thereof. To the extent shares of Common Stock not issued under an Option must be counted against this limit as a condition to satisfying the rules applicable to incentive stock options, such rule shall apply to the limit on incentive stock options granted under the Plan. Shares of Common Stock covered by an Award generally shall only be counted as used to the extent they are actually used. Except as set forth below, a share of Common Stock issued in connection with any Award under the Plan shall reduce the Maximum Aggregate Number of shares of Common Stock available for issuance under the Plan by one; provided, however, that a share of Common Stock covered under a stock-settled SAR shall reduce the Maximum Aggregate Number of shares of Common Stock available for issuance under the Plan by one even though the shares of Common Stock are not actually issued in connection with settlement of the stock-settled SAR.

Except as otherwise provided herein, any shares of Common Stock related to an Award which terminates by expiration, forfeiture, cancellation or otherwise without issuance of shares of Common Stock, which is settled in cash in lieu of Common Stock or which is exchanged, with the Committee's permission, prior to the issuance of shares of Common Stock, for Awards not involving shares of Common Stock shall again be available for issuance under the Plan.

The following shares of Common Stock, however, may not again be made available for issuance as Awards under the Plan: (i) shares of Common Stock not issued or delivered as a result of the net settlement of an Award, (ii) shares of Common Stock tendered or withheld to pay the exercise price, purchase price or withholding taxes relating to an Award or (iii) shares of Common Stock repurchased on the open market with the proceeds of the purchase price of an Award.

The Maximum Aggregate Number of shares of Common Stock that may be issued under the Plan shall be subject to adjustment as provided in Article XVI, provided, however, that (i) substitute Awards granted under Section 16.03 shall not reduce the shares of Common Stock otherwise available under the Plan (to the extent permitted by applicable stock exchange rules) and (ii) available shares of stock under a stockholder-approved plan of an acquired company (as appropriately adjusted to reflect the transaction) also may be used for Awards under the Plan and shall not reduce the number of shares of Common Stock otherwise available under the Plan (subject to applicable stock exchange requirements).

**IN WITNESS WHEREOF**, this Amendment has been adopted by the Board this 25th day of April, 2025, subject to approval by the Company's stockholders at the Company's 2025 Annual Meeting of Stockholders.