

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

Recitals.

This Charter (this “Charter”) describes the duties and responsibilities of the audit committee (the “Audit Committee”) of MiMedx Group, Inc. (the “Company”) and grants the Audit Committee the authority necessary to perform its oversight responsibility.

Charter.

1. Purpose of the Audit Committee. The purpose of the Audit Committee is to assist the Company’s Board of Directors (the “Board”) in its duty to oversee the Company’s accounting and financial reporting processes, and the audits of the Company’s financial statements, and the adequacy of the Company’s internal controls over financial reporting.

2. Qualifications of Audit Committee Members. The Audit Committee shall consist of not less than three members of the Board, each of whom shall, as determined by the Board,

- a) meet the independence and experience requirements under the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), including Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the rules and regulations, as applicable, of the NASDAQ Stock Market or any other exchange on which the Company’s equity is listed unless an exemption from the requirement to meet such rule or regulation applies;
- b) not have participated in the preparation of financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
- c) be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement; and
- d) be free of any affiliation or relationship that, in the opinion of the Board, would interfere with the member’s independent judgment.

At least one member of the Audit Committee shall have, in the judgment of the Board, (i) past employment experience in finance or accounting; (ii) requisite professional certification in accounting; or (iii) any other comparable experience or background that results in the individual’s financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the Audit Committee (or such greater number as provided in Section II.d of the Company’s Corporate Governance Guidelines) must be, as determined by the Board, an “audit committee financial expert” as such term is defined in the SEC rules and regulations.

Audit Committee members shall be appointed by and serve at the pleasure of the Board. The members of the Audit Committee shall serve for such term or terms as the Board may determine or until earlier resignation, termination, removal or death. One member shall serve as

the Chair of the Audit Committee, to be elected via a majority vote of the Audit Committee membership unless elected by the full Board.

3. Scope of Responsibility of the Audit Committee. The scope of responsibility of the Audit Committee shall include the activities outlined below. These activities should serve as a guide with the understanding that the Audit Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate to carry out the purpose of the Audit Committee outlined in Paragraph 1 of this Charter in light of changing business, legislative, regulatory, legal, or other conditions. The Audit 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 Audit Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Audit Committee shall:

(a) Oversee and monitor the activities of Company management and outside auditors with respect to the Company's accounting and financial reporting processes;

(b) Oversee and monitor the Company's disclosures and procedures and the effectiveness of the Company's disclosures and procedures as of the end of each fiscal quarter and year-end, with the assistance of the Company's outside auditors, if the Audit Committee deems necessary;

(c) Be solely and directly responsible for the appointment, compensation, retention, termination, and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing audit reports or performing other audit, review or attest services and ensure that each such registered public accounting firm reports directly to the Audit Committee;

(d) Pre-approve audit, internal control-related, and non-audit services (including the range of fees and terms thereof) provided to the Company by the Company's outside auditors either (i) before the auditors are engaged by the Company for such services or (ii) pursuant to any pre-approval policies and procedures established by the Audit Committee, provided that the Audit Committee is informed of each specific service;

(e) Review the proposed scope, plan, and staffing of the annual audits of the financial statements and internal control over financial reporting;

(f) Take reasonable steps to confirm the integrity, accuracy, completeness, and timeliness of the Company's financial statements and related public filings and disclosures, including reviewing and discussing with management and the Company's auditors the Company's annual audited financial statements, quarterly financial statements and any Company financial statements contained in other periodic reports filed with the SEC;

(g) Review and discuss with management and the Company's auditors, before release, the Company's audited financial statements, the Company's internal control report, the auditor's attestation report, and Management's Discussion and Analysis included in the Company's Annual Report on Form 10-K and recommend to the Board

whether the audited financial statements should be included in the Company's Annual Report on Form 10-K;

(h) Take reasonable steps to confirm that the Company's management implements and maintains internal controls over accounting and financial reporting and reporting systems and procedures designed to discover instances of fraud;

(i) Review and discuss with management and the Company's auditors, before release, the Company's unaudited interim financial statements and Management's Discussion and Analysis included in the Company's Quarterly Report on Form 10-Q;

(j) Review and discuss with the Company's outside auditors the Company's audited financial statements and audit findings and discuss with the outside auditors those matters required to be discussed by applicable requirements as may be imposed by the Public Company Accounting Oversight Board ("PCAOB");

(k) Ensure the receipt from the Company's outside auditors of a formal written statement delineating all relationships between the outside auditor and the Company in accordance with applicable requirements of the PCAOB and actively engage in a dialogue with the outside auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;

(l) Take appropriate action to oversee the independence of the outside auditors;

(m) Recommend to the Board policies for the Company's hiring of employees or former employees of the outside auditor;

(n) Review with the Company's outside auditors and management the adequacy of the Company's internal financial controls and reporting systems;

(o) Review the outside auditors' management letter (if any) and consider any comments made by the outside auditors with respect to improvements in the internal accounting controls of the Company, consider any corrective action recommended by the outside auditors, and review any corrective action taken by management;

(p) Review and discuss with management and the Company's outside auditors (i) all critical accounting policies and practices to be used in the audit; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (iii) other material written communications between the auditors and management;

(q) Discuss with management any Company press releases containing earnings, financial results or financial conditions, or future financial expectation, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be

general (consisting of discussing the types of information to be disclosed and the types of presentations to be made);

(r) Review management's use of non-GAAP measures and metrics, and in particular how these measures are used to evaluate performance, whether they are consistently prepared and presented and what the Company's disclosure controls and procedures relating to these are;

(s) Discuss with management and the outside auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements;

(t) Discuss with the outside auditor the matters required to be discussed by the auditor pursuant to established auditing standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management;

(u) Provide a report in the Company's annual report on Form 10-K or proxy statement as required by SEC regulations;

(v) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;

(w) Establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(x) Review and pre-approve related party transactions with Section 16 reporting persons for potential conflicts of interest; review and approve related party transactions with any other related party;

(y) Conduct an annual review of the Audit Committee's performance, annually review and reassess the adequacy of this Charter and make recommendations to the Board with respect to any changes in this Charter;

(z) Provide a summary verbal report of Audit Committee activity since the last meeting of the Board at each regular meeting of the Board;

(aa) Periodically discuss the guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management;

(bb) Discuss with the Company's General Counsel significant legal and regulatory matters that may have a material impact on the financial statements or the Company's compliance policies; and

(cc) Review quarterly inventory analysis reports from the Department of Financial Planning & Analysis.

4. Access to Information. In order to perform its obligations, the Audit Committee shall have unrestricted access to all internal and external Company information and to any officer, director, or employee of the Company.

5. Employee Access to Audit Committee. Any person employed by the Company and any of the Company's independent contractors shall have access to the Audit Committee, pursuant to procedures adopted by the Audit Committee, to report any matter such person believes would be of interest to the Audit Committee or of general concern to the Audit Committee or the Board. Employees shall not be subject to retaliation for contacting a member of the Audit Committee to report any irregularity, questionable activity, or other matter.

6. Delegation. The Audit Committee may delegate to one or more designated members of the Audit Committee who are independent directors of the Board the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its next scheduled meeting. As to other matters, the Audit Committee may delegate its authority to subcommittees or the Chair of the Audit Committee when it deems appropriate and in the best interest of the Company.

7. Frequency of Meetings.

(a) The Audit Committee shall meet on at least a quarterly basis with authority to convene additional meetings as circumstances require. Special meetings of the Audit Committee may be called by any member of the Audit Committee, any member of the Board, the Chief Financial Officer, or the Chief Executive Officer.

(b) At least once a year (or such greater frequency as provided in Section IV.e.i (Frequency of Meetings) of the Company's Corporate Governance Guidelines), the Audit Committee shall meet privately with the Company's outside and internal auditors, and no representative of the Company's management shall attend such meetings other than, at the request of the Audit Committee.

(c) The Audit Committee shall meet periodically in separate executive sessions with management, including with the CFO in accordance with Section IV.e.ii (Frequency of Meetings) of the Company's Corporate Governance Guidelines, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate.

8. Access to Legal Counsel and Advisors; Funding. The Audit Committee shall have full and free access to the Company's outside legal counsel, and has the authority to engage its own independent legal counsel and other advisors in its discretion. The Company must provide appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to any such legal counsel or advisors engaged by the Audit Committee pursuant to the preceding sentence, (ii) the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out the Audit Committee's duties, and (iii) compensation to any registered

public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

9. Meeting Procedures.

(a) The Audit Committee is governed by the same rules regarding meetings (including meetings by telephone or electronic 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.

(b) The Company's secretary shall maintain written minutes for each meeting of the Audit Committee for not less than ten years.

(c) The Chair of the Audit Committee shall preside at each meeting of the Audit Committee. In the event the Chair of the Audit Committee is not present at a meeting, the Audit Committee members present at that meeting shall designate one of its members as the acting Chair of such meeting.

10. Limitation of Audit Committee's Role. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, or to determine that the Company's financial statements and disclosures are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the outside auditor.

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*Adopted by the Board of Directors of MiMedx Group, Inc.
as amended and restated on April 19, 2021.*