

**CHARTER OF THE ETHICS AND COMPLIANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
MIMEDX GROUP, Inc.**

Recitals

The Board of Directors (the “Board”) of the MiMedx Group, Inc., a Florida corporation (the “Company”), delegates its authority to the Ethics and Compliance Committee as set forth in this Charter (the “Charter”). This Charter describes the duties and responsibilities of the Company’s Ethics and Compliance Committee (the “Committee”) and grants the Committee the authority necessary to perform its oversight responsibility.

Charter

1. Purpose of the Ethics and Compliance Committee. The principal role of the Committee is to oversee and manage ethics and compliance issues within the Company. The Committee shall provide assistance to the Company’s Board and management to enable the Company to continue to operate according to the highest ethical business standards and in accordance with applicable laws and regulations. In performing this role, the Committee shall review the status of the Company’s ethics and compliance program, review and advise the Board regarding any open cases and trends that may impact the business, recommend future initiatives to improve compliance performance and effectiveness, and, as necessary, develop a comprehensive plan to ensure that the Company has implemented an effective ethics and compliance program.
2. Membership of Ethics and Compliance Committee. The Committee shall consist of not less than two directors of the Company, and the Committee shall be designated by resolution passed by a majority of the Board. Initially, the Committee shall be comprised of the following members:
 - a. Luis A. Aguilar, Director, MiMedx Board of Directors
 - b. Neil S. Yeston, Director, MiMedx Board of Directors

One member shall serve as the Chair of the Committee. The Committee may appoint a secretary to assist in the administration of Committee meetings, including drafting of minutes and maintenance of records.

3. Scope of Responsibility of the Ethics and Compliance Committee. The scope of responsibility of the Committee shall include the activities outlined below. These activities should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate to carry out the purpose of the Committee outlined in Paragraph 1 of this Charter in light of

changing business, legislative, regulatory, legal, or other conditions. The 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 Committee outlined in Paragraph 1 of this Charter. Subject to the foregoing, the Committee shall facilitate the development, implementation and operation of an effective ethics and compliance program; promote an organizational culture that encourages lawful and ethical conduct; and consider and resolve any issues of interpretation regarding any aspect of the ethics and compliance program.

The Committee will provide the oversight necessary to guide senior management and those employees and/or officers charged with operational responsibility with respect to ethics and compliance activities. The Committee may delegate its duties to those officers and employees of the Company and may hire independent counsel and other advisors as the Committee deems appropriate and necessary to fulfill its duties and obligations. To assist it in carrying out its responsibilities, the Committee may also form and delegate authority to subcommittees consisting of one or more members when appropriate.

As part of its responsibilities, the Committee shall, on an ongoing basis, review and ensure that the Company's officers and employees, as appropriate:

Risk Assessment

- a. Assess the risks of non-compliance with applicable laws or regulations and of unethical conduct by employees and independent agents.

Policies, Procedures and Processes

- b. Develop appropriate compliance policies, procedures and processes for the program, including codes of conduct.
- c. Review and update, as necessary, those policies, procedures and processes.

Training and Communication

- d. Increase employee, and as appropriate, agent, customer, supplier and shareholder awareness of compliance and ethics-related policies and procedures through training, distribution of codes of conduct, notifications, violations and other compliance communications.

Auditing and Monitoring

- e. Audit and monitor adherence to the Company compliance and ethics-related policies and procedures and the requirements of the Company's corporate integrity plan.

Employment Actions such as Hiring and Background Checks

- f. Review Human Resource practices in hiring, promotion, separation, and other employment actions, including but not limited to compliance and review of matters relating to non-discrimination, harassment, privacy (e.g., Company's right of access to emails, internet usage policies, HIPAA laws, etc.) and other employment laws and the use, as appropriate, of background checks when hiring.

Incentive and Reward Systems

- g. Review current systems and implement systems, as appropriate, that provide incentives for promoting the compliance program and complying with applicable laws, regulations and Company policy.

Reporting/Seeking Guidance

- h. Review current mechanisms and establish mechanisms, as appropriate, for employees to report suspected misconduct or violations of Company compliance and ethics-related policies and procedures and receive guidance on compliance and ethics issues, including an anonymous reporting mechanism.
- i. Encourage employees and, as appropriate, agents to report possible violations of, and to seek guidance concerning, the Company compliance and ethics- related policies and procedures.
- j. Review the status and disposition of internal management reports regarding compliance and ethical conduct violations, and any other sources from which alleged compliance or ethical conduct violations may result.
- k. Review current policies and procedures and establish policies and procedures, as appropriate, for protecting employees and others from retaliation for reporting suspected misconduct.

Investigations

- l. Review current procedures and establish procedures, as appropriate, to ensure that alleged compliance and ethics violations are appropriately investigated and resolved by the proper personnel in accordance with applicable laws and regulations and Company policies and procedures.

Discipline for Violations

- m. Review results of investigations regarding alleged compliance or ethics violations and discipline taken to ensure the corrective action and/or discipline is appropriate to the violation and to maintain consistency.

Disclosure of Violations

- n. Review current processes and implement processes, as appropriate, to determine if violations of laws or regulations or Company policies or procedures should be reported to appropriate governmental officials, internal committees or the Board.

Application of Program to Third Parties

- o. Evaluate the extent to which aspects of the compliance and ethics program will apply to affiliated entities such as joint ventures, agents and subcontractors (e.g., customer and vendor relationships, anti-trust laws, confidential and proprietary information, conflicts of interest, and our code of business conduct).

Evaluation of Program Effectiveness

- p. Monitor developments in applicable legal and regulatory standards, industry practice, and general best practices relating to compliance and ethics programs.
- q. Review effectiveness of the compliance and ethics program under applicable legal and regulatory standards, including the effectiveness of policies and procedures, training, auditing, monitoring, reporting, investigations, discipline, disclosure, and the awareness and promotion of an ethical culture in the organization.
- r. Review data/information on the frequency and range of disciplinary and corrective actions taken by the Company in response to employee misconduct, unethical behavior, violation of the Company's policies and resolutions of conflicts of interest and monitor the effectiveness of such actions.
- s. Evaluate the procedures for the receipt, retention and treatment of complaints and allegations, including reviewing the performance of, and selecting, the outsourced organization used to manage the program (if any) and the communication of its availability to employees.

Authority

- t. Provide sufficient resources to ensure the persons assigned operational responsibilities relating to the compliance and ethics program have sufficient authority and support to fulfill their responsibilities.

4. Oversight of Chief Compliance Officer. In order for the Committee to provide effective oversight and review of these functions, the Company's Chief Compliance Officer will have ultimate reporting responsibility to the e Committee. The Committee's oversight of the Company's Chief Compliance Officer shall include, but not be limited to, the following oversight responsibilities:
 - a. Approve decisions regarding the appointment and removal of the Chief Compliance Officer;
 - b. Review with the Chief Compliance Officer the Company's compliance budget, resource plan, activities, and organizational structure of the compliance function
 - c. At least once per year, review the performance of the Chief Compliance Officer and concur with the annual compensation and any salary adjustment.
5. Access to Information. The Committee members shall be informed on a regular basis by the Chief Compliance Officer and those officers and employees responsible for the various ethics and compliance activities, including but not limited to risk assessments; updates with respect to policies, procedures and processes; auditing and monitoring activities; changes to procedures relating to employment practices, e.g., hiring and background checks; investigations; hotline activity; disciplinary actions; disclosures; and the application of the program to third parties. As such, in order to carry out its oversight and review, the Committee may invite to its meetings, at its discretion, those officers and employees charged with operational responsibility over the compliance and ethics program as well as other interested parties. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors or counsel engaged by the Committee.
6. Employee Access to Ethics and Compliance Committee. Employees seeking advice or counsel with respect to the interpretation of ethics and compliance laws, policies or procedures, or other aspects of the compliance program should contact either the Company's General Counsel, the Company's Chief Compliance Officer, or the Chair of the Committee. The Chair of the Committee, upon the advice and general direction of the Committee itself, shall determine at his or her discretion any procedures with respect to such requests, and shall determine the extent and content of any submission to the Committee.

Questions pertaining to the operational aspects of the ethics and compliance program (e.g., hiring practices, training, business conduct surveys, audit reports, investigations) should be directed to the officer or employee charged with responsibility over such activities. However, the Committee may exercise its oversight to hear and review any such questions or answers/decisions related to the ethics and compliance program, including these

operational aspects. Employees seeking the Committee's secondary review (oversight) of operating activities should contact the Chair of the Committee. The Committee shall determine, at its discretion, if and the extent to which it may hear and review any such operational questions/decisions (e.g., audit and internal accounting control matters will be referred to the General Auditor or Audit Committee), and the Committee shall determine any procedure or process for which to conduct such review.

7. Access to Legal Counsel and Advisors; Funding. The Committee shall have full and free access to the Company's outside legal counsel, and if requested, to its own independent legal counsel and other advisors. The Company must provide appropriate funding, as determined by the Committee, for payment of (i) compensation to any such legal counsel or advisors engaged by the Committee pursuant to the preceding sentence, and (ii) the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.
8. Delegation. The Committee and its Chair may delegate such of its authority and responsibilities as the Committee or Chair deems proper to members of the Committee or a subcommittee.
9. Meeting Procedures. Members of the Committee shall endeavor to attend all meetings of the Committee. The 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. Written minutes shall be maintained for each meeting of the Committee.
10. Accountability. The Committee shall report to the Board, and shall keep records of its meetings as it deems appropriate. To the extent requested by the Board, the Committee shall report on its activities, including but not limited to the operation, contents and effectiveness of the ethics and compliance program, and any alleged or perceived ethics and compliance violations. The Committee shall keep minutes of its proceedings and shall report thereon to the Board when required.

As soon as practicable after the Committee has determined, on advice of counsel, that a matter that has been uncovered or identified involves a potential criminal offense, potential substantial risk of litigation or damage to the Company's reputation and/or involvement of a member of management that is a Named Executive Officer pursuant to Rule 402 of Regulation S-K, the Committee shall notify the Board and keep them periodically updated until the matter is fully resolved. Furthermore, the Board may then determine that an investigation as to any such matter shall be conducted under the direction of the Board and, thereafter, the Committee will have no further responsibility as to such matter. However, matters involving allegations of wrongdoing relating to accounting and auditing issues will

be referred directly to the Audit Committee of the Board, in accordance with the Reporting Procedures for Accounting Matters Policy.

11. Privilege. Reports to the Committee by an attorney or the General Counsel may be subject to the attorney-client and work product privileges. The Committee will maintain the confidentiality of these reports, except to the extent the Committee deems it necessary to disclose such reports or related information in carrying out its functions under this charter and the Securities and Exchange Commission Rules.
12. Limitation of Committee Duties. The 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 that the Committee, in its discretion and judgment, believes are the most important, given the particular circumstances. This Charter imposes no duties on the 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 Committee, any of its members, or the Company by a shareholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Committee, any of its members, or the Company.

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Adopted by the Board of Directors of MiMedx Group, Inc. on July 26, 2018.