

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

Recitals.

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

Charter.

1. **Purposes of the Ethics and Compliance Committee.** The principal role of the Committee is to assist the Board in its duty to oversee the Company’s establishment and management of its corporate ethics and compliance program. With respect hereto, “corporate ethics and compliance program” specifically means the Company’s program to reasonably ensure compliance with the law by educating employees, officers and directors about legal requirements, investigating reports involving alleged violations of the Code of Business Conduct and Ethics including those involving alleged “Material Risks,” and taking appropriate disciplinary or other remedial actions when reports of misconduct involving violations of the Code of Business Conduct and Ethics, including Material Risks, are substantiated.

Material Risks are any actions or omissions that, if proven, likely would result in a restatement of earnings, regulatory inquiry, criminal investigation, or material loss to the Company, or that would implicate any officer or director of the Company in intentional or knowing violations of the Code of Business Conduct and Ethics or other important Company policies, law or regulations including U.S. or foreign federal and state healthcare fraud and abuse laws and regulations including, but not limited to, the Foreign Corrupt Practices Act, the Medicare Anti-Kickback Statute, the False Claims Act, FDA regulations and quality requirements, and privacy and transparency laws and regulations. In establishing this Committee, the Board recognizes in particular that healthcare fraud and abuse laws and regulations are complex and subject to evolving interpretation and enforcement discretion which may affect the Company’s ability to operate.

2. **Qualifications, Election and Structure of Ethics and Compliance Committee Members.** The Committee shall consist of not less than three directors of the Company, 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 equity is listed and any other applicable laws, rules, and regulations governing independence (including the Sarbanes-Oxley Act of 2002); (b) be free of any relationship that, in the Board’s discretion, would interfere with the member’s independent judgment; and (c) at least one member must have a significant compliance background. A member of the 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.

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

- b. One director member shall serve as the Chair of the Committee, to be elected via a majority vote of the Committee membership;
- c. The three members of the Committee membership must consist of “non-employee” directors as defined in Section 16 of the Securities Exchange Act of 1934, as amended;
- d. Given the potential for similar and/or overlapping responsibilities and related efforts as the Audit Committee, one member of the Committee shall also be a member of the Audit Committee to the extent practical. See Section 10 below for discussion on the coordination between the two Board committees;
- e. The Committee may appoint a secretary, from outside the Committee membership if desired, 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:

- a. Oversee and monitor the activities of Company management and pertinent outside consultants, including distributors of the Company’s products, with respect to the Company’s establishment and management of its corporate ethics and compliance program. The Committee’s primary mechanism for conducting this oversight function is through its oversight and interactions with the Company’s Chief Compliance Officer. The Chief Compliance Officer is charged with the day-to-day responsibility of establishing, implementing, managing and leading the Company’s corporate ethics and compliance program;
- b. Oversee the efforts of the Chief Compliance Officer; the Committee’s oversight of the Chief Compliance Officer shall include, but not be limited to (additions at the discretion of the Committee), the following:
 - 1) Approve of decisions regarding the appointment and removal of the Chief Compliance Officer;
 - 2) Regularly review, on a quarterly basis or more frequently if needed, with the Chief Compliance Officer the Company’s compliance activities, including ongoing investigations, and not less frequently than once each year, its budget, resource plan and organizational structure of the Compliance function;
 - 3) Regularly review with the Chief Compliance Officer, the Company’s efforts that demonstrate the Company’s commitment to the seven elements of an effective ethics and compliance program as initially outlined in the Federal

Sentencing Guidelines for Organizations and refined over time. The refined elements include:

- i. Code of Conduct and relevant compliance policies and procedures
 - ii. Appropriate oversight and accountability for the compliance program
 - iii. Communication, Education and Training
 - iv. Monitoring and Auditing- To also include risk assessments
 - v. Internal Reporting Systems- To include an anonymous reporting mechanism
 - vi. Discipline for Non-Compliance- To also include incentives as well as consistent and fair discipline
 - vii. Investigation and Remediation Measures- To also include a root cause analysis and corrective action plans
- 4) Meet with the General Counsel at least once each quarter to hear updates on regulatory and litigation matters related to ongoing investigations.
 - 5) At least once per year, review the performance of the Chief Compliance Officer and provide input on, and ultimately concur with, his/her annual compensation and any salary adjustment;
- c. Receive reports of complaints regarding officers or directors, oversee investigations into any such reports, evaluate the investigation reports, and present findings and recommendations regarding any disciplinary or other remedial actions, as may be appropriate, to the Board and other notifications of complaints;
 - d. Oversee the Company's compliance with regulatory requirements imposed by the Food and Drug Administration and other government agencies, including the Company's overall quality system.
 - e. Conduct an annual review of the 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;
 - f. Provide a summary verbal report of the Committee's activity since the last meeting of the Board at each regular meeting of the Board;
 - g. Review any requests for waivers of compliance with the Company's Code of Conduct and record any determinations with respect thereto.
 - h. Consult with the Chief Compliance Officer, General Counsel or the Vice President of Internal Audit, as the case may be, in accordance with the requirements of the Company's Investigations Policy.
 - i. Assess and report to the Compensation Committee on an annual basis regarding the Chief Executive Officer's and Chief Financial Officer's contribution to the Company's culture of ethics and compliance, and their effectiveness and dedication to ensuring the Company's maintenance of effective internal controls and compliance with applicable laws, rules, and regulations.

- j. Oversee and monitor the Company's compliance with FDA regulatory requirements and the Company's quality metrics.
 4. Access to Information. 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. In order to fulfill its obligations, the 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 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 ethics and compliance program should contact either the Company's General Counsel, the Company's Chief Compliance Officer, or the Chair of the Committee, or they may anonymously report any complaints or violations to the telephone hotline posted on the Company's intranet and external website. 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 received by the Chair of the Committee 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.
6. 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 counselor 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.
 7. 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.
 8. Meeting Procedures; Frequency. 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 or video 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. The Committee must meet at least four times annually and each meeting must have an executive session with no management in attendance.

9. 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 corporate 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, after receiving 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 it 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. Regarding matters involving allegations of accounting and auditing wrongdoing, Section 10a below supersedes this paragraph.

10. Coordination with Audit Committee. As discussed in Section 2d above, given the potential for similar and/or overlapping responsibilities, and related efforts with the Audit Committee, it is imperative that the two committees work closely together. More specifically;

- a. Matters involving allegations of wrongdoing relating to accounting and financial auditing issues will be referred directly to the Audit Committee of the Board, in accordance with the Reporting Procedures for Accounting Matters Policy and matters involving compliance issues that may have significant financial implications for the Company or that are material such that public disclosure would be required;
- b. The Committee will provide the Audit Committee with quarterly updates of its activities, commensurate with its regularly scheduled Committee meetings, and on an as needed basis. This update can be achieved in a variety of fashions, including, but not limited to; having a Committee member also be a member of the Audit Committee and reporting pertinent information to the Audit Committee; providing the chair of the Audit Committee with the Committee's written materials for its meetings; having a member of the Committee, or his/her designee, present to the Audit Committee; and
- c. The Committee must disclose any violations of the Company's Code of Business Conduct and Ethics to the Audit Committee or a representative thereof to allow the Audit Committee to determine whether public disclosure of the violation is required.

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, after consultation with the General Counsel and Board of Directors, 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 responsibilities outlined in Section 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. as amended and restated on
April 19, 2021.*