



MIMEDX Code of Business Conduct and Ethics

MIMEDX Group, Inc.

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1. Introduction

1.1 Purpose

This Code of Business Conduct and Ethics (the “Code”) is intended to qualify as a “code of conduct” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and as recommended for corporate compliance programs as initially outlined in the Federal Sentencing Guidelines and refined over time. This Code should be considered to be a minimum standard and is not meant to replace specific guidance or rules set forth in MIMEDX’s policies and procedures. MIMEDX employees are required to review and follow such other specific policies.

This Code applies to all of our directors, officers, employees, agents, and distributors, wherever they are located and whether they work for MIMEDX on a full or part-time basis. We refer to all persons covered by this Code as “MIMEDX employees” or simply “employees.” We also refer to our principal executive officer and principal financial officer as our “principal officers.”

The Board of Directors of MIMEDX Group, Inc. (together with its subsidiaries, the “Company”) has adopted this Code in order to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company
- Compliance with applicable governmental laws, rules and regulations
- The prompt internal report to an appropriate person or persons identified in the Code of violations, or possible violations, of the Code
- Accountability for adherence to the Code

The Company’s continued success and reputation are dependent upon each MIMEDX employee adhering to the highest ethical and legal standards of business conduct. All of us must act with integrity in our dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom we have contact in the course of performing our job.

1.2 Seeking Help and Doing the Right Thing

The Code provides practical guidance for many situations, but our Code cannot anticipate every scenario that may occur. If the Code and/or MIMEDX’s policies and procedures do not provide guidance for a particular situation, you are expected to use

common sense and good judgment to make ethical decisions and “do the right thing”. MIMEDX encourages all of us to apply the following framework to everything we do in the course of our employment:

- Is it legal?
- Is it honest and fair?
- Will this action protect MIMEDX’s reputation?
- Have I understood the risk and possible implications of what I am doing?
- Would I feel comfortable if an account of my actions were published in the newspaper or put on social media?

If you need help in your decision-making or are unsure of what to do, contact your manager, your Compliance Team or the Company’s Hotline/ Helpline (See next section for details).

1.3 Reporting Violations of the Code and Other Compliance Concerns

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations, policies or procedures that apply to MIMEDX. Reporting a known or suspected violation will not be considered an act of disloyalty, but rather an action to safeguard the Company’s reputation and integrity, and the reputation and integrity of all its employees. You are free to choose how to report or seek help regarding a compliance concern.

If you know of or suspect a violation of this Code or other compliance concern, it is best to immediately report the conduct or concern to your supervisor. If your supervisor cannot answer your question, or if you do not feel comfortable contacting your supervisor, you may report by contacting:

- Compliance
- Legal
- Human Resources
- **The Company’s Hotline/ Helpline:**
 - **Via web at [MIMEDX.ethicspoint.com](https://www.mimedx.ethicspoint.com)**
 - **Via telephone, call 1-833-3MI-MEDX**

While you are not required to reveal your identity to the Hotline/ Helpline, providing your identity may assist MIMEDX in addressing your questions or concerns. The Hotline/ Helpline is a toll-free number, or online access, that is available 24 hours a day, 7 days a week, 365 days a year.

The Compliance Team will investigate reported concerns and assist with any necessary remediation. In some cases, investigations may be conducted under the direction of counsel, including outside counsel. Further, the Company will report back to pertinent individuals regarding the status of any such investigation, including when it is resolved.

1.4 Disciplinary Consequences of Non-Compliance

MIMEDX expects all employees to comply with this Code, as well as with all laws, regulations, rules, and established guidelines governing our business. Employees who violate this Code or other MIMEDX policies and procedures will be subject to appropriate discipline, including potential termination of employment, as determined in accordance with the Company's employment policies as applied to the facts and circumstances of each particular situation. If an employee is alleged to have violated the Code or other MIMEDX policies and procedures, they will be given an opportunity to present their information prior to any disciplinary action being taken.

Any employee who fails to report known or suspected violations by another employee may also be subject to appropriate discipline. Life sciences companies are subject to many laws that can carry substantial civil and/or criminal fines and penalties – both for individual employees as well as for the corporation itself.

Therefore, your conduct as a MIMEDX employee, and your vigilance and diligence with regard to compliance, are critical to you and your reputation as well as to MIMEDX and our Company's reputation in the business community.

1.5 Confidentiality

All questions and reports of known or suspected violations of the law, this Code, or MIMEDX policies or procedures, will be treated with sensitivity and discretion. MIMEDX will protect your confidentiality to the extent possible consistent with the law and the Company's need to investigate your concern.

1.6 Policy Against Retaliation

MIMEDX strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. More specifically, it is both illegal and against Company policy to terminate, demote, suspend, threaten, intimidate, harass, or in any manner discriminate against an employee for bringing forth, in good faith, a report of a known or suspected violation.

Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment. This includes our senior management, who are subject to serious legal consequences for retaliation against employees who make good faith reports of known or suspected violations.

1.7 Policy Against Discrimination

MIMEDX is committed to promoting and maintaining a culture of respect and equal opportunity, in which success depends solely on personal ability and contribution. We are committed to supporting diversity and inclusion in our workforce and to developing talent within our organization. All decisions about recruitment, hiring, compensation, development

and promotion are made solely on the basis of a person's ability, experience, behavior, work performance and demonstrated potential in relation to the needs of the job. Mistreatment of or discrimination against employees is unacceptable and prohibited.

1.8. Waivers of the Code

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code for employees may be made only by a principal officer of MIMEDX at the request and with the concurrence of the General Counsel and the Chief Compliance Officer. Any waiver of this Code for members of our Board of Directors and principal officers may be made only by our Board of Directors and shall be disclosed to stockholders as required by applicable laws, rules and regulations.

2. Conflicts of Interest

2.1 Identifying Conflicts of Interest

MIMEDX employees are expected to maintain undivided loyalty to the Company, free from any conflicts of interest. A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the Company's interests as a whole. You should actively avoid any private interest that may influence your ability to act in the Company's interests or that makes it difficult to perform your work objectively and effectively.

It is not possible to list every situation that may constitute a potential, actual, or perceived conflict of interest, however, MIMEDX's Conflict of Interest policy lists numerous examples of situations where conflicts may arise. Please refer to this policy to review example situations that may constitute a conflict of interest and for further details regarding how to address potential, actual, or perceived conflicts of interest.

Notwithstanding the foregoing, the Audit Committee is responsible for reviewing and approving all transactions or arrangements that constitute "Related-Party Transactions" as defined by the SEC rules. Related Party Transactions shall be approved by the Audit Committee of the Board of Directors as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code.

2.2 Requirement to Disclose Conflicts of Interest

MIMEDX employees are required to disclose to the Company all possible potential, actual, or perceived conflicts of interest so that the Company can determine whether a conflict of interest exists and, if so, the appropriate corrective action. Whenever a conflict of interest involving an employee exists, or may possibly exist, and is not promptly eliminated, full disclosure of all relevant facts and circumstances must be made to the employee's immediate supervisor and the Compliance Team. Each situation disclosed will be handled to the extent possible on a confidential basis.

Any decision as to corrective action will take into account the nature and relative significance of the conflict of interest, how it arose, the importance of the transactions involved, and the scope of the employee's responsibilities. If family holdings or activities are involved, consideration will also be given to the closeness of the personal relationship between the employee and the related individuals.

Directors, Principal Officers and other executive officers of MIMEDX must seek determinations and prior authorizations regarding conflicts of interest from the Board of Directors.

2.3 Family Members and Work

For purposes of this Code, "family members" or "members of your family" include your spouse or life-partner, brothers, sisters and parents (natural or adopted), in-laws and children. The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee's objectivity in making decisions on the Company's behalf. For example, a conflict of interest that must be disclosed includes a family member who is employed by or has a significant financial interest in a company that is a MIMEDX customer, supplier or competitor.

Employees are also prohibited from participating in decisions concerning the employment, salary, or job status of a family member. Also, employees should not supervise a family member.

Employees should report to their supervisor or the Compliance Team any situation involving family members that reasonably could be expected to give rise to a conflict of interest.

3. Helping Protect MIMEDX - Employee Obligations

3.1 General Requirements

All MIMEDX employees are required to act in the following ways:

- Provide information that is accurate, complete, objective, relevant, timely, and understandable
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated
- Share knowledge and maintain skills important and relevant to constituents' needs
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.

3.2 Confidential Business Information

Information is one of MIMEDX's most valuable assets and keys to our success. Therefore, safeguarding MIMEDX proprietary and confidential information (including our intellectual property and trade secrets) is paramount to prevent harm to MIMEDX, our shareholders, and individuals or other third parties that have trusted us with their information. Confidential information includes all non-public information relating to MIMEDX where the Company has an advantage from keeping it secret or would be disadvantaged if it were made public.

Protecting MIMEDX's information is a responsibility we all share. Our confidential information must only be sent to or discussed with MIMEDX employees who have a legitimate business need to know the information. Confidential information must not be shared with any individual outside of the organization without explicit authorization from MIMEDX's Legal Department.

If your employment or business relationship with MIMEDX ends for any reason, you must maintain the confidentiality of the information disclosed or accessed during your employment or business relationship.

Any suspected disclosure of Company confidential information must be immediately reported to your manager, MIMEDX's Legal Department, or your Compliance Team.

Help protect MIMEDX confidential business information by following these principles:

- Be careful when using electronic means of storing and sending information
- Don't provide confidential or proprietary information to third parties, including business partners and vendors, without appropriate authorization and any required confidentiality agreements. If in doubt, check with your manager, the Legal Department, or your Compliance Team
- Don't discuss confidential information in places where you can be overheard
- Secure all confidential information when working in an open environment
- Dispose of confidential or proprietary information properly
- Beware of informal telephone or email requests from outsiders seeking information (commonly known as "phishing")

3.3 Intellectual Property

Protecting MIMEDX's intellectual property is critical to maintaining our competitive advantage. Therefore, we vow to protect our intellectual property rights to patents, trade names, trademarks, copyrights and trade secrets by taking precautions to prevent inappropriate disclosure, use or loss of such information. Likewise, we respect the property rights of others, including our competitors.

All MIMEDX employees must fully cooperate in the establishment, protection, maintenance and defense of MIMEDX's intellectual property rights.

4. Protecting Company Assets

All employees must protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of MIMEDX funds or assets for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of the Company's assets, each employee must:

- Exercise reasonable care to prevent theft, damage or misuse of MIMEDX property
- Promptly report the actual or suspected theft, damage or misuse of MIMEDX property to a supervisor
- Use the Company's voicemail, other electronic communication services or written materials for business-related purposes only and in a manner that does not reflect negatively on MIMEDX or its customers
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others
- Use MIMEDX property only for legitimate business purposes, as authorized in connection with your job responsibilities.

Employees should be aware that MIMEDX property includes all data and communications transmitted to or received by, or contained in, the Company's electronic or telephonic systems, or written media unless prohibited by law. Employees and other users of this property have no expectation of privacy with respect to these communications and data unless prohibited by law.

To the extent permitted by law, MIMEDX has the ability, and reserves the right, to monitor all electronic and telephonic communication on the Company's electronic or telephonic systems. These communications may also be subject to disclosure to law enforcement or government officials. Electronic communications, including email, are subject to subpoena and may be used as evidence in regulatory and/or courtroom proceedings.

5. Privacy

5.1 The Basics

Personal data protection is designed to protect people's privacy. In the course of business, MIMEDX may collect and store personal information about employees, patients, health care professionals, consumers and others. MIMEDX is accountable for protecting personal information and for processing it within the boundaries of applicable laws, regulations, and rules governing the confidentiality of personal data (e.g., HIPAA, HITECH, state laws, institutional restrictions).

Whether it is from an employee, customer, patient or other relevant stakeholder, personal

information will be collected only for legitimate business purposes, shared only with those who are allowed access, and protected in line with our policies and procedures.

5.2 Data Privacy

Protecting the privacy and security of personal information and data is a growing global concern. MIMEDX is committed to maintaining the confidentiality of personal information and will restrict access to this information as appropriate and use it only as necessary. We will comply with all applicable laws and regulations regarding protection of personal information.

5.3 Employee Privacy

We respect the privacy and dignity of our fellow employees and safeguard the confidentiality of employee confidential information, data and records. MIMEDX collects and retains personal information needed to support functions such as benefits, compensation and payroll, as well as for other purposes as required by law. We will protect private employee personal information and use it only for legitimate business purposes. This commitment to protect employee privacy extends beyond the period of employment and includes information about former employees. For more detailed information, please refer to MIMEDX's policy on Employee Personnel Records.

5.4 Customer and Patient Privacy

We believe in the importance of respecting the privacy of all of those with whom we do business. This is particularly true with customers, patients, doctors and clinical trial participants. This area is governed by strict legal requirements, and we respect the privacy of such information and take steps to appropriately safeguard it.

There are times when legitimate research and business activity may require the review of a patient's medical record or the collection of personal information. Our commitment to privacy is centered on several operating principles, including but not limited to:

- Accessibility – We must make personal information easy for individuals to access and correct as needed
- Confidentiality – We must treat all customer and patient information with confidentiality according to applicable laws and regulations
- Data Integrity – Personal information must be kept accurate, complete and current
- Necessity – We must identify the business purpose served by using or collecting personal information and to the extent possible, use non-identifiable information
- Security and Transfer – We must take reasonable steps to protect personal information from loss, misuse, unauthorized access, disclosure or alteration. Additionally, transfer of data across country borders requires additional safeguards and scrutiny

For more detailed information, please refer to MIMEDX's procedure on handling Protected Health Information ("PHI") and Personally Identifiable Information ("PII").

6. Competition and Fair Dealing

MIMEDX competes vigorously but fairly. All employees are obligated to deal fairly with the Company's customers, suppliers and competitors. Employees will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair-dealing practice. You may not discuss or exchange information with competitors regarding pricing, sales planning, bidding, costs, profits, customer selection or any other competitive information. Agreements with any competitors regarding pricing, terms or conditions of sale or to restrain competition in other ways, such as by allocating products, markets, territories or customers, are prohibited. MIMEDX will not authorize any customer, distributor, supplier, contractor, or agent to perform any act that is prohibited by this policy.

Antitrust and competition laws may vary from country to country and it is your job to understand the applicable laws and how they relate to you. If you believe you may have received confidential information about or from a competitor, please do not use this information and contact the Legal Department, or your Compliance Team.

7. Relationships with Outside Parties

7.1 Relationships with Our Customers

Our business success depends upon our ability to foster lasting customer relationships, including relationships with Health Care Professionals ("HCPs")¹. Trust is the cornerstone of these relationships. To build trust, MIMEDX is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be current, accurate, and complete to the best of our knowledge. Employees should never deliberately misrepresent information to customers.

¹ Healthcare Professional or HCP – Individuals (whether clinical or non-clinical), including without limitation, physicians, physician practice groups, physician assistants, fellows, residents, nurses, technicians, pharmacists, pharmacy technicians, purchasing managers, office staff, and members of formulary committees and entities and their representatives (including, without limitation, hospitals, integrated delivery networks, payors, and group purchasing organizations) that directly or indirectly purchase, order, use, prescribe, recommend, or arrange for the purchase, use, prescription, or order of, any Company product, or who have the ability to do so.

- Employees should never provide HCP customers or Government Officials (“GO”)² with entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions. It is never appropriate for employees to provide or pay for entertainment, including but not limited to, events, golf, skiing, or leisure trips. Please see “Gifts and Entertainment” (in Section 9) for additional guidelines in this area.

7.2 Relationships with Third Party Representatives

We rely on our network of third party representatives (e.g., agents, distributors, consultants) for various aspects of the business. It is critical that all MIMEDX third party representatives share our commitment to quality, excellence and integrity. MIMEDX third party representatives are subject to the Code, MIMEDX policies and procedures, and all applicable laws and regulations.

When interacting with third party representatives, MIMEDX employees must ensure all MIMEDX third party representatives have a reputation of quality, integrity and excellence. MIMEDX third party representatives must not perform any unethical or improper behavior on behalf of, or that reflects poorly upon MIMEDX.

7.3 Relationships with Suppliers

MIMEDX deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Employees dealing with suppliers must carefully guard their objectivity.

Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier’s products and prices. We require that our suppliers and partners adhere to the highest ethical standards; we do this by conducting audits and otherwise ensuring oversight of our supply chain. Please see the MIMEDX Conflicts of Interest Policy and Interactions with Healthcare Professionals Policy and sections in this Code for additional guidance in this area.

² Government Official (or “GO”) is any individual who holds a legislative, administrative or judicial position of any kind, whether appointed or elected, for a country or territory; any person acting in an official capacity on behalf of a government or any department, agency or instrumentality of a government; any officer, employee or agent of a public international organization such as the World Health Organization or the United Nations; Any officer, employee or agent of a political party or any person acting in an official capacity on behalf of a political party; any candidate for political officer and/or an employee or consultant of a government-owned hospital or institution, including HCPs.

7.4 Relationships with Competitors

MIMEDX is committed to free and open competition in the marketplace and throughout all business dealings. Employees must avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. This includes misappropriation and/or misuse of a competitor's confidential information, tampering with a competitor's products or making false statements about the competitor's business and business practices. For a further discussion of appropriate and inappropriate business conduct with competitors, see the applicable MIMEDX policies and procedures and "Compliance with Antitrust Laws" below.

8. Relationships with Government Officials

8.1. General

MIMEDX conducts business with national, state and local governments, both in the United States and outside the United States. MIMEDX is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to government contracts and government transactions. In your interactions with the government, you should be forthright and candid at all times. No employee should ever misstate or omit any material information from any written or oral communication with the government.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the General Counsel and /or the Chief Compliance Officer. You should also refer to applicable MIMEDX policies and procedures.

8.2 Government Audits and Investigations

The life sciences marketplace is highly regulated. Therefore, the government will, at times, request information from MIMEDX. We are committed to cooperating with the government, and will properly respond to all government audits, reviews, requests and investigations through the appropriate channels.

Government requests may include, but are not limited to the following:

- General or specific information about the Company
- Subpoenas, court orders and requests for depositions, testimony, interviews, documents or records
- Facility inspections
- Search warrants

Employees must always consult with the Legal Department before scheduling interviews, answering questions, producing documentation or discussing compliance information related to government requests.

9. Gifts and Entertainment

9.1 Gifts, Entertainment and Other Items of Value

MIMEDX employees and their immediate families are **prohibited** from giving or accepting, gifts, services, entertainment, discounts, loans or other items of **more than modest value**, by local standards, to or from those who are doing business or seeking to do business with MIMEDX. Giving and receiving gifts and gratuities may create the appearance that we are improperly influencing purchasing or other business decisions.

Items of **modest value** may be permitted only if **all** of the following apply:

- The item of modest value is **not given to an HCP or Government Official**
- The item of modest value is not given or received on a frequent basis
- The item of modest value is not solicited by a MIMEDX employee
- The purpose of the meeting is business related
- The expenses would be paid by MIMEDX as a reasonable business expense if not paid by another party

9.2 Interactions with Healthcare Professionals and Customers

It is inappropriate and prohibited to give any gift, service, entertainment or recreational item to an HCP at any time, regardless of the value of that item. MIMEDX's interactions with healthcare professionals are heavily regulated and strictly enforced around the globe. As an organization, we have a responsibility to ensure that our interactions with healthcare professionals and our customers are ethical and beyond reproach. We are committed to observing the highest standards of integrity and honesty and abiding by all applicable laws and regulations. We will not attempt to influence a healthcare professional, patient, or customer through improper inducement.

Please refer to MIMEDX's policy on Interactions with Healthcare Professionals and Interactions with Federal Employees for specific requirements regarding interactions with those customers, including specific guidance around appropriate transfers of value, such as meals and educational items, as well as the prohibition of gifts and entertainment.

10. Company Records

Accurate and reliable records are crucial to our business. Our records are the basis of our financial reports and are the source of essential data that guides business decision-making and strategic planning, as well as ensures the safety of patients who benefit from our products. MIMEDX records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, clinical records and data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All MIMEDX records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with our recordkeeping policy and for reporting any entries that you believe may be false or misleading to your supervisor and to the General Counsel and/or the Chief Compliance Officer.

11. Accuracy of Financial Reports and Other Public Communications

The Company's mission includes significant efforts to promote ethical conduct in the practice of financial management throughout our Company. Senior financial officers hold an important role in corporate governance. They are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved.

It is our policy to disclose accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage MIMEDX and cause legal liability.

Employees must be on guard for, and promptly report, evidence of improper financial reporting. Examples of suspicious activities that must be reported include:

- Financial results that seem inconsistent with the performance of underlying business transactions
- Inaccurate MIMEDX records, such as overstated expense reports, or erroneous time sheets or invoices
- Transactions that do not seem to have a good business purpose
- Requests to circumvent ordinary review and approval procedures

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. We rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. Securities laws require that these reports provide full,

fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations.

Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports, must strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures.

The Company's senior financial officers, and other employees working in Accounting, have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such employees must understand and strictly comply with generally accepted accounting principles as adopted by MIMEDX and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts. In addition:

- No employee, officer or director may knowingly take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations
- All employees, officers and directors must cooperate fully with our finance and accounting departments, as well as our independent public accountants, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete
- No employee, officer or director shall knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects

Any accounting or transaction records that you believe may be false or misleading must be reported. You must report concerns about false or misleading accounting or financial reporting directly to the Audit Committee of the Board of Directors, the Ethics and Compliance Committee of the Board, the General Counsel or Chief Compliance Officer.

12. Payment Practices

MIMEDX employees and third party representatives shall adhere to the legal requirements of each country in which the Company conducts business and shall employ the highest ethical standards. No undisclosed or unrecorded company fund or asset shall be established for any purpose, and no false or misleading entries shall be made in the Company's books or records. No payment on the Company's behalf shall be made without adequate supporting documentation or made for any purpose other than as described in the documents. MIMEDX employees shall comply with generally accepted accounting principles and Company internal control procedures at all times.

13. Political Contributions and Activities

MIMEDX encourages its employees to participate in the political process as individuals and on their own time. It is the Company's policy that MIMEDX funds or assets shall not be used to make a political contribution to any political party or candidate.

The following guidelines are intended to ensure that any political activity you pursue complies with our policy:

- **Contribution of Funds.** You may contribute your personal funds to political parties or candidates. MIMEDX will not reimburse you for personal political contributions
- **Volunteer Activities.** You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours
- **Use of Company Facilities.** The Company's facilities may not be used for political activities (including fundraisers or other activities related to running for office)
- **Use of Company Name:** When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of MIMEDX

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the General Counsel and/or the Chief Compliance Officer if you have any questions about this policy.

14. Insider and Securities Trading

We must comply with all insider trading and securities laws in all countries in which we do business. It is a violation of United States securities law to purchase or sell MIMEDX stock based on insider information. This prohibition against insider trading is not limited to trading in MIMEDX stock or other securities or tipping MIMEDX's confidential information. It includes trading in the securities of, and tipping information related to, other companies, including those that are current or prospective customers, vendors, suppliers or other business partners of MIMEDX, those with which MIMEDX may be negotiating an agreement and those that may be the subject of potential business development transactions with MIMEDX.

Insider information is information that is material and not in the public domain and is likely to affect the decision of a reasonable investor. Examples of insider information may include:

- Financial results
- Financial trends
- Mergers or acquisitions
- New research or clinical information
- Major legal proceedings

- Major management changes

Utilizing insider information for personal gain or sharing insider information with others for their benefit is a violation of MIMEDX policy and may be a violation of the law. You are obligated to understand and comply with the prohibition against illegal insider trading. If you have any questions regarding applicable laws and regulations, please refer to the MIMEDX Group, Inc. Insider Trading Policy or contact MIMEDX's Legal Department.

15. Complying with Laws and Regulations

15.1 Laws and Regulations Overview

Each employee has an obligation to comply with the laws of the cities, states and countries in which MIMEDX operates. We will not tolerate any activity that violates any laws, rules or regulations applicable to MIMEDX. This includes, without limitation, laws covering commercial bribery, kickbacks and inducements to Health Care Professionals (HCPs), health care fraud and abuse laws, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information, or misuse of corporate assets.

You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor, the General Counsel and/or the Chief Compliance Officer.

15.2 Antitrust Laws

Antitrust laws are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which MIMEDX conducts business.

In general, U.S. antitrust laws forbid agreements or actions "in restraint of trade." All employees should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are clear violations of U.S. antitrust laws:

- *Price Fixing.* MIMEDX may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms. In addition, MIMEDX may not set the prices at which distributors resell the Company's products
- *Limitation of Supply.* MIMEDX may not agree with its competitors to limit its production or restrict the supply of its services
- *Allocation of Business.* MIMEDX may not agree with its competitors to divide or allocate markets, territories or customers
- *Boycott.* MIMEDX may not agree with its competitors to refuse to sell or purchase

products from third parties. In addition, MIMEDX may not prevent a customer from purchasing or using non-MIMEDX products or services

Antitrust and competition laws may vary from country to country and it is your job to understand the applicable laws and how they relate to you. If you believe you may have received confidential information about or from a competitor, please do not use this information and contact the Legal Department immediately.

15.3 Anti-bribery Laws

The Foreign Corrupt Practices Act (the "FCPA") prohibits MIMEDX, its employees and its third party representatives from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by MIMEDX, up to and including termination of employment.

MIMEDX also follows the UK Bribery Act 2010 and applicable guidance in all of its businesses and operations. The UK Bribery Act 2010 explicitly prohibits the payment, offer, acceptance or request of a bribe, including "facilitation payments" by anyone acting on the Company's behalf.

15.4 Other Laws Governing our Business

The Company's business is subject to various U.S. and international trade control regulations, including licensing, customs valuation, import and export documentation, export restrictions, and reporting and record retention requirements.

Employees with significant responsibilities in our international trade activities have an additional responsibility to understand and comply with such applicable laws. These employees are expected to have a working knowledge of the laws and regulations applicable to their job positions. Questions and requests for assistance should be directed to the General Counsel and/or the Chief Compliance Officer.

MIMEDX is also subject to U.S. anti-boycott laws and regulations, which prevent U.S. companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country upon a nation that is friendly with the United States.

Boycott laws often change and must be closely monitored. To ensure compliance, any boycott issue must be referred to the General Counsel and/or the Chief Compliance Officer.

15.5 Seeking Help

Violations of these laws can carry severe consequences and may expose MIMEDX and employees to substantial civil damages, criminal fines and, in the case of individuals for certain matters, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is your responsibility to contact the General Counsel and/or the Chief Compliance Officer promptly for assistance, review and, if appropriate, approval.

16. Environment, Health and Safety

16.1 Work Environment

MIMEDX is committed to providing a safe and healthy working environment for its employees, and to avoiding adverse impact and injury to the environment and the communities in which we do business. MIMEDX employees must comply with all applicable environmental, health and safety laws, regulations and MIMEDX standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job.

Each of us is responsible for complying with safety rules and regulations and for taking the necessary precautions to protect our colleagues and ourselves. The use of illegal drugs, the misuse of legal drugs and alcohol abuse create serious health and safety risks in the workplace. The possession, sale or use of illegal drugs or being under the influence of such drugs on MIMEDX time or property, or at MIMEDX-sponsored events, is prohibited. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and MIMEDX, as well as disciplinary action by MIMEDX, up to and including termination of employment. You should contact the General Counsel and/or the Chief Compliance Officer if you have any questions about the laws, regulations and policies that apply to you.

16.2 Environmental Responsibilities

You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve manufacturing or who may work with biohazardous materials have a special responsibility to safeguard the environment. Such employees should be particularly alert to the proper handling, storage, disposal and transportation of waste (including biohazardous waste) and handling of toxic materials and emissions into the land, water or air.

16.3 Health and Safety

Numerous laws and regulations cover employee health and safety. MIMEDX is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees are required to comply with

all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor, the General Counsel, the Chief Compliance Officer, or the Company's Hotline/Helpline.



REQUIRED ATTESTATION TO COMPLY WITH CODE

As stated in our Code of Business Conduct and Ethics (“Code”), adherence to the law and the highest ethical standards of integrity is the foundation of everything we do. Meeting this standard and complying with all applicable laws and regulations does not just happen; it requires a commitment from each of us.

I acknowledge that I have read and understand our Code and I agree to abide by its provisions.

- I have read and understand the provisions of the MIMEDX Code
- I must abide by the standards of conduct contained in the Code and in Company policies and procedures
- I must complete all required training courses on compliance topics
- I must speak up, using the resources listed in the Code, if I am in doubt as to the proper course of conduct or if I become aware of possible violations of our standards or the law

SIGNATURE

PRINT NAME

DATE



17. Document Properties

Document Owner:	Mark Graves, Senior Vice President and Chief Compliance Officer
Approved By:	See Electronic Approval File

18. Revision History

Revision Number	Description of Change	Changed by	Change Date
1	New Document	R. Strauss	See Effective Date Below