



Code of Ethics –Financial Employees

Amended and Restated December 5, 2014

This Code of Ethics (the "Code") has been unanimously adopted by the Board of Directors of Derma Sciences, Inc. (the "Company") and is intended to apply to the Company's Chief Executive Officer, Chief Financial Officer, Controller, and any persons performing similar functions. References in this Code of Ethics to the Company include the Company's subsidiaries.

I. Purpose of Code of Ethics

The purpose of this Code of Ethics is to promote the honest and ethical conduct of the senior executive, financial and accounting officers of the Company ("Employees"), including: (i) the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by the Company; (iii) compliance with all applicable governmental rules and regulations; (iv) prompt internal reporting of violations of this Code of Ethics; and, (v) accountability for adherence to this Code of Ethics.

II. Conflict of Interest; Corporate Opportunity

No Employee shall, directly or indirectly, engage or participate in, or authorize, any transactions or arrangements involving, or raising questions of, possible conflict, whether ethical or legal, between the interests of the Company and the personal interests of the Employee or his or her family. No Employee shall take for himself or herself personally any opportunity that arises through the use of corporate property, information or position or shall use corporate property, information or position for personal gain.

No Employee or any member of his or her family shall, directly or indirectly, acquire or hold any beneficial interest of any kind in any firm or entity that does, or in the recent past did, business with the Company, or in any firm or entity which is currently or prospectively competing in any manner with the Company. This prohibition shall not apply to the acquisition or holding of any security through a mutual fund or of any interest not in excess of 1% of any class of securities listed on a national securities exchange or traded in an established over-the-counter securities market. Activities and holdings that have the appearance of impropriety are also to be avoided.

For purposes of this policy, a member of an Employee's family shall include a spouse, parents, step-parents, in-laws, siblings, children, step-children and any other person residing in the Employee's residence. No Employee or any member of his or her family shall, directly or indirectly, seek, accept or retain gifts or other personal or business favors from any vendor, supplier or customer of the Company or from any individual or organization seeking to do business with the Company. A personal benefit means any type of gift, gratuity, use of facilities, favor, entertainment, service, loan, fee or compensation or anything of monetary value. Specific exceptions to this prohibition will be made if there is no reasonable likelihood of improper influence in the performance of duties on the part of the Employee on behalf of the Company and if the personal benefit falls into one of the following categories:

(i) Normal business courtesies, such as meals, involving no more than ordinary amenities;

(ii) Paid trips or guest accommodations in connection with proper Company business and with the prior approval of the President;

(iii) Fees or other compensation received from any organization in which membership or an official position is held only if approved by the President;

(iv) Loans from financial institutions made in the ordinary course of their business on customary terms and at prevailing rates; or

(v) Gifts of nominal value (less than \$200).

No Employee or any member of his or her family may compete with the Company. No Employee or any member of his or her family may serve as a director, officer, employee or consultant of a competitor, vendor, supplier or other business partner of the Company without the prior written approval of the President.

No Employee or any member of his or her family who directly or indirectly owns a financial interest in, or has an obligation to, a competitor, supplier, customer or other business partner of the Company, which interest or obligation is significant to such Employee or family member, may conduct business with such entity or person without the prior written approval of the President.

No Employee or any member of his or her family may act as a broker, finder or other intermediary for his or her benefit or for the benefit of any third party in a transaction involving the Company without the prior written approval of the President.

Gifts or entertainment that has an aggregate value in any year in excess of \$200 are generally considered to be excessive and shall not be accepted by the Employee. This prohibition also applies to common courtesies and hospitalities if their scale or nature would in any way appear to affect the impartiality of the Employee or imply a conflict of interest. However, this prohibition is not meant to preclude an Employee's acceptance of business entertainment that is not intended to influence loyalty of the Employee to the Company and that is reasonable in nature, frequency and cost. Examples of the foregoing include lunch, dinner or occasional athletic, social or cultural events, or participation in corporate promotional events.

An Employee should make every effort to refuse to accept, or to return, any gift or gifts from a supplier, customer or other business partner exceeding \$200 in value. If the Employee determines that the donor would be insulted or embarrassed if the gift is refused or returned, a conflict can nevertheless be avoided by promptly reporting the gift to the Employee's superior and delivering to the Employee's superior the gift or a check payable to the Company for the fair value of the gift (which the Company will donate to charity).

It is imperative that Employees avoid any investment, interest or association that interferes, might interfere, or might be thought to interfere, with their independent exercise of judgment in the Company's best interest.

III. Proper Accounting and Financial Integrity; Accurate Periodic Reports

All transactions must be executed only in accordance with management's general or specific authorization. The Company's books, records and accounts must reflect, accurately and fairly and within the Company's regular system of accountability, all of the Company's transactions and the acquisition and disposition of its assets. All transactions shall be accurately recorded to permit the preparation of financial statements in conformity with generally accepted accounting principles consistently applied and other applicable rules, regulations and criteria, and to insure full accountability for all assets and activities of the Company. Under

no circumstances shall there be any unrecorded funds or assets of the Company, regardless of the purposes for which such fund or asset may have been intended, or any improper or inaccurate entry, knowingly made on the books and records of the Company. No payment on behalf of the Company shall be approved or made with the intention or understanding that any part of such payment is to be used for a purpose other than that described by the documents supporting the payment.

Full, fair, accurate, timely and understandable disclosure in the Company's periodic reports filed with the SEC is essential. Exercise of the highest standard of care is expected in preparing such reports in accordance with the guidelines set forth below, including, without limitation, the following:

(i) All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.

(ii) All records must fairly and accurately reflect the transactions or occurrences to which they relate.

(iii) All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.

(iv) The Company's accounting records must not contain any intentionally false or intentionally misleading entries.

(v) No transaction may be intentionally misclassified as to accounts, departments or accounting periods.

(vi) All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

(vii) No information may be concealed from internal financial personnel or the independent auditors (or the Audit Committee or Board of Directors).

(viii) Compliance with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

IV. Compliance with Laws, Rules and Regulations

Recognition of the public interest must be a permanent commitment of the Company in the conduct of its affairs. The activities of the Company's personnel and those acting on its behalf must always be in full compliance with both the letter and spirit of all laws, rules and regulations applicable to our business. Furthermore, no Employee should assist any third party in violating any applicable law, rule or regulation. This principle applies whether or not such assistance is, itself, unlawful. Employees must respect and obey the laws of the cities, states and countries in which the Company operates and avoid even the appearance of impropriety. When there is a doubt as to the lawfulness of any proposed activity, advice must be sought from the President, Chairman of the Audit Committee of the Board of Directors and/or legal counsel.

Violation of applicable laws, rules or regulations may subject the Company, as well as any Employees involved, to severe adverse consequences, including imposition of injunctions, monetary damages, fines and criminal penalties, including imprisonment. In addition, actual or apparent violations of applicable laws, rules and regulations by the Company or its Employees can undermine the confidence of the Company's customers, investors, creditors and bankers, as well as that of the general public. Employees who fail to comply with this Code of Ethics and applicable laws will be subject to disciplinary measures up to and including termination of employment from the Company.

V. Administration of The Code of Ethics

Questions:

Communication of the policies contained in this Code of Ethics will be made to all applicable Employees of the Company who will be required to sign acknowledgement of receipt and understanding of this Code of Ethics at least annually. Any questions regarding this Code of Ethics or its application should be discussed with the President and CEO of the Company or the Chairperson of the Audit Committee of the Board of Directors.

Obligation to Report Possible Violations:

It is important that each Employee comply with both the letter and the spirit of these policies. If you believe that one of the Company's Employees is acting in a manner that is not in compliance with this policy, or that you have been requested to so act in such a manner, it is your responsibility to report it promptly. You may report it directly to Human Resources, the Chief Financial Officer or the President & CEO or in the case of violations concerning accounting or auditing matters, to the Chairperson of the Board of Directors Audit Committee by mail addressed to Derma Sciences, Inc., 214 Carnegie Center, Suite 300, Princeton, NJ 08540. Such submissions may be made on a confidential and anonymous basis by mail marked as "confidential" or by email to the Audit Committee Chairperson at stwjpg@gmail.com (a form to submit the email can be found on the Company's website).

No Reprisals:

In order to encourage uninhibited communication of such matters, such communications will be treated confidentially to the fullest extent possible and no disciplinary or other retaliatory action will be taken against an Employee who communicates such matters. If you have any questions regarding this code or need to report a violation of this code, you should contact the appropriate party as provided above, without fear of retaliation by the Company. Employees may not be fired, demoted, reprimanded or otherwise harmed for the reporting of the suspected violations, issues or concerns.

Waivers:

If a situation should arise where you believe that you should take a course of action that would likely result in a violation of the Code but for which you believe that there is a valid reason for action, you should contact Human Resources to seek a waiver prior to the time such action is taken. Human Resources will facilitate the review of waiver requests by the President and CEO. Waiver requests by an executive officer or director will be referred to the Board of Directors.

VI. Effects of Failure to Comply

Conduct violating this Code of Ethics is expressly outside the Employee's scope of employment. Any Employee whose conduct violates this Code of Ethics will be subject to disciplinary action by the Company, including, in the Company's discretion, discharge and/or forfeiture of any benefits or rights (including contractual rights) which, under applicable law, are forfeitable upon discharge for cause, and to the enforcement of such other remedies as the Company may have under applicable law.

VII. Distribution and Amendments to The Code of Ethics

This Code will be distributed to the Company's Chief Executive Officer, Chief Financial Officer, Controller, and any persons performing similar functions and at least annually thereafter. Each employee must confirm that he/she has received and read the Code and has complied with its terms.

The Company may amend this Code from time to time for any reason. Any amendment to or waiver of this Code of Ethics will be made only by the Board of Directors and will be promptly disclosed as required by applicable law or regulation. The most current version of this code can be obtained from Human Resources.



Code of Ethics –Financial Employees Compliance Undertaking

I, _____ (Print Name), represent and undertake as follows:

1. I have read the Derma Sciences, Inc. Code of Ethics –Financial Employees and I fully understand the responsibilities thereby imposed upon me.
2. I will unconditionally comply with the letter and spirit of the Derma Sciences, Inc. Code of Ethics –Financial Employees as same may be altered or amended.

EMPLOYEE NAME: (PRINT): _____

EMPLOYEE SIGNATURE: _____

DATED: _____