

# Code of Business Conduct





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# Introduction

## **THIS CODE OF BUSINESS CONDUCT (“CODE”) APPLIES TO ALL PERSONNEL OF MICROPORT ORTHOPEDICS (“MPO” OR “COMPANY”).**

The most fundamental principle of the Code is that all business conducted by the people who represent the Company must meet high standards of business and personal ethics, as well as comply with all applicable laws, regulations, and Company policies. While the Code cannot provide definitive answers to all questions, it is intended to provide you with general guidance regarding common ethical and legal issues that are vital to maintaining MPO’s business reputation. Accordingly, we must ultimately rely on our own good sense to comply with these fundamental principles, including a sense of when it is proper to seek guidance on the appropriate course of conduct.

Our philosophy, mission and values are the center of the Code. The Code is an integral part of our daily activities as it defines individual and corporate responsibility and supports our ongoing commitment to high ethical and professional standards. By understanding and conducting business in accordance with the Code, each representative of MPO can serve as a role model of integrity and excellence.

## OUR PHILOSOPHY

- The Patient Always Comes First

## OUR MISSION

The mission of MicroPort Orthopedics is to become the trusted partner of healthcare professionals who share our belief that hip and knee replacements which may have been “good enough” in the past are, in fact, not good enough for the patient today. In concert with the surgeons who partner with us, we help patients get back on their feet quickly with more natural feeling and full mobility. What’s more, our surgical solutions routinely require less rehabilitation.

With a focus on innovation combined with our demonstrated capability to deliver the resources of an industry leader, MicroPort Orthopedics is helping patients worldwide achieve full function faster each day.

## OUR VALUES

- Quality
- Integrity
- Accountability
- Efficiency
- Innovation
- Aspiration
- Dedication
- Collaboration





POLISH POCKET



# Personal Accountability

## COMPANY REPRESENTATIVE RESPONSIBILITY—DOES THE CODE APPLY TO ME?

The Code applies to all employees (full-time, part-time, and temporary), executive officers, members of the Board of Directors, independent contractors, consultants, sales agents, distributors, distributor employees, sub-distributors and all others performing services on behalf of the Company; the Code refers to any person in one of these categories as a “Company Representative”. Nothing in the Code shall be construed to influence the independent professional judgment of a Health Care Professional regarding patient care and treatment.

Every Company Representative bears personal responsibility for complying with all applicable laws and regulations and all provisions of the Code and the Company’s related policies and procedures. Those with supervisory responsibilities have the additional responsibility of monitoring, directing, and reinforcing such compliance by their subordinates, including but not limited to ensuring that those who report to them have received a copy of the Code and other compliance policies and have completed compliance training. The Company will be vigilant in its efforts to prevent the occurrence of noncompliant conduct, to halt any such conduct that may occur as soon as reasonably possible after discovery, and to discipline those who violate the Code, relevant corporate policies, or applicable laws and regulations.

## QUESTIONS REGARDING THE CODE

Problems usually can be avoided or minimized if advice is obtained at the outset of business dealings, rather than at a later stage, when necessary changes may cause greater hardship. In all cases, uncertainties should be resolved by promptly consulting the Compliance Department. For any questions or concerns regarding the Code, or any other compliance-related questions that arise in a day-to-day business context, you should contact the Chief Compliance Officer or a member of the Compliance Department. Company Representatives may also utilize the **Ask Us** resources to ask questions or obtain guidance and additional information regarding any compliance-related issue. To reach a compliance professional via the **Ask Us** line, dial toll-free number **+1 (866) 830-0890** or email **askus@ortho.microport.com**.

## Q & A

### WHERE CAN I FIND COMPANY POLICIES?

Key policies are accessible on the Compliance Department page of the corporate internet site. Company policies are also available on the Company intranet site on the respective department pages. Copies of the Code and other corporate policies may be requested from Human Resources or the Compliance Department.

### WHAT SHOULD I DO IF MY MANAGER ASKS ME TO PERFORM A TASK THAT I BELIEVE MIGHT VIOLATE OUR CODE OR A LAW?

Address your concerns regarding the assignment with your manager in an open, honest, and professional manner. No one will be excused for misconduct because it was directed or requested by a supervisor or any other person. If you are not comfortable speaking to your manager or need additional guidance, contact the Human Resources Department or the Compliance Department.





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## **“The Leadership Difference”**

Those with supervisory responsibilities have the additional responsibility of monitoring, directing, and reinforcing such compliance by their subordinates, including but not limited to ensuring that those who report to them have received a copy of the Code and other compliance policies and have completed Compliance training.

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## RESPONSIBILITY FOR REPORTING

If you learn of or suspect a violation of the Code, or of any other aspect of the Compliance Program, you must report that information immediately. This may be accomplished by utilizing MPO's Tell Us confidential disclosure program, which allows anyone to make confidential disclosures regarding any identified issues, questions, or suspected violations via the Company's ethics reporting system, 24 hours a day, 7 days a week.

### FOR DIRECT DISCLOSURES TO MPO'S COMPLIANCE OFFICE:

- Via email at [ethics@ortho.microport.com](mailto:ethics@ortho.microport.com)

### FOR ANONYMOUS REPORTING TO THE ETHICS HOTLINE:

- Via telephone in the U.S.: 855-726-6898

### TELEPHONE OUTSIDE THE UNITED STATES:

- Refer to the International directory at [www.ethicspoint.com](http://www.ethicspoint.com) or via direct link: <https://secure.ethicspoint.com/domain/media/en/gui/39041/index.html>

Although you may make a report anonymously when permitted by local law, the Company prefers that you identify yourself when reporting violations in order to permit the Company to contact you in the event further information is needed to properly conduct a thorough investigation. Regardless of whether a report is made anonymously, reporting persons should maintain all information related to any report in strict confidence and not discuss such information except with Company officials conducting the investigation.

## NON-RETALIATION

No individual reporting a violation will be subject to retaliation based on any good faith report he or she makes. Any Company Representative responsible for or associated with retaliating against individuals who in good faith report known or suspected violations will be subject to disciplinary action, including termination when appropriate.

Any MPO employee who feels he or she has been or may have been the target of any form of retaliation should report it immediately to his or her supervisor, the Human Resources Department or the Legal Department.

## ETHICS QUICK TEST

**IF YOU KNOW THAT IT'S WRONG, OR SUSPECT THAT IT MIGHT BE WRONG, DON'T DO IT! IF YOU ARE NOT SURE, ASK.**

MPO is committed to provide guidance to Company Representatives in making the right decisions. The following "ethics quick test" helps to make an assessment when there are doubts about the ethics of specific situations and behaviors by asking:

- Is the action legal?
- Does it comply with our values?
- If you do it, will you feel bad?
- Would you have any difficulty revealing your conduct to your spouse, child, or family?







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RAW MATERIAL DO NOT REMOVE

# Integrity in the Workplace

MPO is committed to providing equal employment opportunity in all areas of the Company, as well as ensuring employees have a workplace where they are respected, satisfied, and appreciated.

## EQUAL EMPLOYMENT OPPORTUNITY

Equal employment opportunity relates to all phases of employment, including, but not limited to, recruitment, hiring, compensation, benefits, promotion, demotion, assignment, transfer, development, layoffs, training, tuition assistance, and social programs. Managers must ensure that discriminatory motives are not present in job related decisions, and even the appearance of such motives should be steadfastly avoided.

The Company will not tolerate discrimination against a qualified employee or applicant on the grounds of any of the following:

- Race, color, ethnicity, or national origin
- Gender, gender identity, sexual orientation, genetic information, or transgender status
- Age
- Religion
- Pregnancy
- Disability
- Veteran status or disabled veteran status
- Any other legally protected status

Employment decisions based on any of these characteristics is a violation of MPO's policies and is illegal under the laws of certain countries. If you believe you have been subjected to unlawful employment discrimination, you should immediately contact Human Resources or confidentially disclose the action through the ethics reporting system. For detailed ethics reporting contact information, refer to Section 1 of the Code—Responsibility for Reporting.

## Q & A

### WHO DO I CONTACT IF I HAVE QUESTIONS REGARDING MPO'S EQUAL EMPLOYMENT OPPORTUNITY POLICIES?

MPO's Human Resources ("HR") Department can address your Equal Employment Opportunity questions. In addition, the HR Department page on the Company intranet includes the Equal Employment / Affirmative Action Section of the Employee Policy Manual.

### PHYSICAL CONTACT IS AN OBVIOUS FORM OF SEXUAL HARASSMENT, BUT WHAT OTHER TYPES OF CONDUCT COULD BE CONSIDERED FORMS OF SEXUAL HARASSMENT?

Sexual harassment can take many forms and is not limited to physical contact. Other less obvious actions include:

- Explicit or degrading comments about appearance
- Display of sexually suggestive pictures
- Sexually oriented jokes, pictures, text, or email messages





## FREEDOM FROM HARASSMENT

MPO's goal is to create a working atmosphere free from conduct that interferes with an individual's work performance. We hire, evaluate and promote employees, and engage contractors based on their skills, conduct, and performance. With this in mind, we expect everyone to treat others with dignity and respect and will not tolerate certain behaviors. Unacceptable behaviors include harassment, violence, intimidation, or discrimination of any kind.

Our Company complies with all applicable laws that prohibit harassment in the workplace, including creating an intimidating, hostile, or offensive working environment through unwelcome verbal, nonverbal, or physical conduct. In particular, an atmosphere of tension created by ethnic or religious remarks or animosity, sexual advances, requests for sexual favors or other discriminatory conduct is prohibited in our workplace. Sexual harassment may include unwelcome sexual advances, requests for sexual favors, or verbal or physical conduct. Conditions of a sexual nature that have the effect of unreasonably interfering with an employee's work performance or which create an intimidating hostile or offensive work environment are also considered sexual harassment.

We urge employees who have been subject to any form of harassment to notify their supervisor. If the supervisor is involved, then the employee should report the situation to the supervisor's superior or the Human Resources Department so that MPO can investigate the matter. All inquiries regarding the matter will be held in strict confidence to the extent possible. Reports of harassment or other misconduct will be investigated and dealt with expeditiously. Where investigations confirm the allegations, appropriate corrective actions will be taken.

## ENVIRONMENT, SAFETY, AND HEALTH

MPO is committed to safeguarding the health and safety of its employees by eliminating hazards from the workplace and complying with all applicable occupational safety and health laws. All employees are responsible for reporting unsafe work conditions, threats and actions or situations—including those relating to vendors or customers—that have the potential for workplace violence.

The Company also recognizes its obligation as a corporate citizen to carry out all its activities in ways to preserve and promote a clean, safe, and healthy environment. We continuously seek ways to ensure that our business activities meet or exceed applicable environmental standards. The consequences of failure to adhere to our environmental policies can be serious for the Company and the individuals involved, as well as the Company's workforce and the communities in which we operate and live. If you learn from any source that material manufactured, processed, or distributed by MPO may present a risk of injury to health or the environment, you should report this to your superior immediately.

## Q & A

### WHAT DEPARTMENT IS RESPONSIBLE FOR OCCUPATIONAL SAFETY COMPLIANCE AT MPO?

The Department of Health, Safety and Environmental ("HSE") is responsible for promoting the health and safety of the MPO community through effective occupational and environmental management practices.

HSE provides services and leadership in the areas of medical surveillance and environmental monitoring, occupational safety, laboratory safety, facility and equipment safety, and employee safety training programs.

You must comply with the safety, health and environmental laws, regulations, and company policies that affect our business activities.





# Integrity in the Marketplace

## RELATIONSHIPS WITH HEALTH CARE PROFESSIONALS

Our relationships with Health Care Professionals (“HCPs”), including customers and consultants, are very important to us and we are firmly committed to complying with all laws and regulations governing our interactions with them. HCPs are individuals or entities that are:

- Involved in providing health care services and/or items to patients
- In a position to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe MPO’s products
- Direct service providers and others who may be involved in the decision to purchase, lease, or recommend MPO’s products; or
- Purchasing agents, physician’s practice managers, and management within group purchasing organizations.

Under no circumstances may Company Representatives engage in any conduct that unlawfully induces (or appears to unlawfully induce) anyone to purchase, lease, recommend, use, or arrange for the purchase, lease or use of MPO products. The Company may compensate HCPs for consulting services, performing research, participating on advisory boards, or performing other bona fide services for which a legitimate need has been identified and for which the Company pays fair market value, provided such arrangements are made in writing and approved by the Arrangements Review Committee and the Legal and Compliance Departments.

To further its commitment, MPO has adopted various voluntary industry codes relating to ethical interactions with HCPs which include, but are not limited to, The AdvaMed Code of Ethics on Interactions with Health Care Professionals, the MedTech Europe Code of Ethics and Kuala Lumpur Principles.

## Q & A

### WHERE CAN I GET ASSISTANCE WITH MATTERS INVOLVING HCP RELATIONSHIPS?

For additional guidance pertaining to interactions with Health Care Professionals, please refer to your regional Compliance Manual or contact MPO’s Compliance Department.





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## Quality Policy

We will meet or exceed the expectations of our customers by complying with customer and regulatory requirements, by maintaining the effectiveness of our quality management system, by training employees, and by designing and building quality into our products.

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## USE AND PROTECTION OF CONFIDENTIAL PATIENT AND PRESCRIBER INFORMATION

Company Representatives are obligated to comply with laws and rules relating to protecting confidential patient health information. This protected information includes all individually identifiable information relating to:

- An individual's past, present, or future physical or mental health or condition;
- The provision of health care to an individual; or
- Payment for providing health care to an individual.

## PRODUCT REGULATORY AND QUALITY COMPLIANCE

***Quality has been, and continues to be, the hallmark of MPO's products.*** MPO conducts business in compliance with all applicable laws and regulations governing the approval, manufacture, labeling, and distribution of the Company's products. Accordingly, Company Representatives are required to conduct business in compliance with all applicable quality and safety standards, as well as adhere to established Company quality standards and control procedures. Any deviation from established quality standards and procedures, whether intentional or accidental, must be immediately reported to appropriate personnel.

## ADVERTISING AND PROMOTION

All advertising claims about the Company's products (including claims on packaging) must be truthful, balanced, and have a reasonable basis in fact. Fair and accurate advertising is essential to:

- Preserving the integrity and reputation of the company;
- Complying with laws that prohibit deceptive advertising in the promotion and sale of the company's products; and
- Maintaining consistency in all marketing initiatives regarding the product indications approved by various government agencies such as the U.S. Food and Drug Administration ("FDA").

It is imperative that all advertising and product claims be reviewed by the appropriate risk management functional areas (e.g., Regulatory Affairs Department) to ensure compliance with Company policy prior to being disseminated.

For additional guidance on Product Regulatory and Quality Compliance, please contact the Regulatory Affairs Department, the Legal Department, or the Compliance Department.

No one may alter, change, mark or revise approved promotional materials without Company approval. Additionally, no one may distribute or use outdated or obsolete promotional materials.







# Ethics in Business

## GLOBAL CONDUCT STANDARDS UNDER THE CODE

MPO's business activities are conducted in a complex world of laws and regulations. As a company with global presence, such laws and regulations vary from one geographic region to another, and it is the responsibility of our Company Representatives to ensure that their business activities comply with all laws and regulations relative to their respective locations. In addition to local laws and regulations, Company Representatives must also ensure that they are engaging in business activities that comply with the Company's Code of Business Conduct and other applicable policies and procedures.

This Code does not provide an exhaustive discussion of the legal and ethical requirements Company Representatives must adhere to, but rather is intended to alert Company Representatives of many of the common issues they may confront from time to time in conducting the Company's business. In many instances, the Company's Compliance Program will include a global or regional policy and procedure that contains more detailed instructions concerning the issue. Some of these policies and procedures are referenced in the Code, but Company Representatives are responsible for determining when a more specific policy or procedure applies. If you have any doubt as to the lawfulness of any proposed activity, you should seek advice from the Chief Compliance Officer or a member of the Compliance Department before such action is undertaken.

## IMPROPER PAYMENTS

Our Code requires all Company Representatives to make ethically sound business decisions which include identifying and managing activities that may create a conflict of interest or facilitate an improper payment.

Corporate funds, assets, or facilities may not be used for any improper payments such as bribes, kickbacks, or any other payments made to any person. In addition, Company Representatives are prohibited from utilizing personal funds to make improper payments:

- With the intent to influence them to recommend, use or purchase our products;
- To influence official action; or
- For any other purpose that is improper or unlawful (based on local laws or ethical standards).

While it is MPO's policy to prohibit the provision of improper payments or items of value to all individuals (in both the public and private sector), interactions with government officials must be monitored especially closely due to the increased risk for violations of applicable anti-corruption laws.

MicroPort must comply with the anti-bribery and anti-corruption laws of every country in which we do business, including, but not limited to, the U.S. Foreign Corrupt Practices Act and the U. K. Bribery Act. Generally, these laws prohibit the payment of bribes and other illegal payments to government officials anywhere in the world.

In many countries, HCPs employed by or otherwise affiliated with public hospitals or public health systems are considered government officials for purposes of applicable anti-bribery laws. MPO's interactions with HCPs must be conducted with full transparency and in compliance with applicable anti-bribery laws and regulations.

Giving or offering gifts that are intended for a bona fide, lawful purpose may be permissible only to the extent such gifts are allowed by local law and prevailing custom. In order to ensure that such exchanges are recognized in a Company policy or procedure applicable to that region, and to discuss the legality of a gift, you should consult the Compliance Department before offering or giving a gift.

## POLITICAL CONTRIBUTIONS

MPO encourages its Company Representatives to participate in community activities, which may be political in nature. Company funds or assets cannot be used as resources for political contributions, nor can reimbursements be made for contributions to political parties, candidates, or activities. In addition, participation in all political activities must take place on personal time, not during working hours, and at personal expense.



## CONFLICTS OF INTEREST

MPO's Conflict of Interest guidance is intended to establish an ethical framework within which the Company conducts business. All Company Representatives must manage business relationships (e.g., with suppliers or customers) in a manner consistent with the best interests of the Company, without granting favors or preferences based on personal considerations and without the appearance of doing so. This guidance is also intended to provide general direction for Company Representatives in recognizing and managing circumstances that could result in a conflict of interest.

## GUIDANCE

When a Company Representative's duty to give his or her undivided commercial loyalty to MPO can be prejudiced by an actual or potential benefit derived from another source, a conflict of interest can occur. The Company does not desire to discourage or limit your freedom to make investments and engage in outside interests, provided these activities do not interfere with the performance of your obligations to MPO. At the same time, you should avoid any kind of financial or personal interest that might affect (or appear to affect) your judgment when conducting business on behalf of MPO.

Every Company Representative should avoid any investment or association that has the potential to interfere with the independent exercise of sound judgment in the Company's best interest. Consideration should be given to, not only your own activities and interests, but also those of your family members or personal friends.

Although it is not feasible to describe every situation that could give rise to a conflict of interest, the following illustrates some activities that should be avoided:

- Holding a significant financial interest in a supplier, customer, or competitor;
- Speculating or dealing in equipment, materials, or property purchased by MPO or in products sold by MPO;
- Solicitation or acceptance of cash, gifts, entertainment, or other benefits (that are more than modest in value) from a supplier, customer, or competitor;
- Solicitation or acceptance of any gift or other benefit when an obligation to the donor is stated or implied;
- Consulting with or employment by a supplier, customer, or competitor, excluding volunteer activities wholly unrelated to MPO's business interests;
- Use of Company resources, time, and facilities for personal gain; or
- Exploiting a business opportunity to which the Company might reasonably be entitled to be interested without first making the opportunity available to the Company.

## EXAMPLES

A conflict of interest could exist, for example, if a member of your family is employed by, or affiliated with, suppliers of a product or service to MPO. A conflict may also arise with respect to any partnership, corporation, or other firm of which you or a family member have an interest. Having a conflict of interest is not necessarily a Code of Business Conduct violation, but failing to disclose it is. Not every situation is clear and conflicts of interest can occasionally be avoided with disclosure to and approval by appropriate Company personnel. Whenever there is any question about a possible conflict of interest you should consult the Chief Compliance Officer.

## ANTITRUST AND COMPETITION

The Company's business activities in the marketplace must be conducted in accordance with all applicable antitrust, competition and trade practice laws, and regulations collectively referred to as the "antitrust laws." Such laws are designed to ensure fair competition in the free market system and prohibit unfair trade practices such as monopolization or attempts to monopolize, and joint activity in restraint of trade.

**Due to the complexity of these laws, the Legal or Compliance Department should be consulted:**

- Whenever contact with competitors is involved;
- If special treatment of particular customers is being considered; or
- If you have any doubt as to whether a certain discussion or activity might violate the antitrust laws.

Violation of the Antitrust laws may result in serious consequences for MPO as well as individual Company Representatives. Examples of prohibited conduct may include:

- Agreements or understandings with competitors in restraint of trade (e.g., price fixing, division or allocation of markets, territories, or customers, and boycotting of third parties);
- Agreements or understandings with customers as to the prices that they will charge for MPO's products or the prices that their customers will charge for resale;
- Sales of similar products to competing customers at different prices with the effect of restraining competition;
- Preference to one customer over another with respect to promotional payments or services;
- Illegal tying arrangements (e.g., requiring purchase of one good as a condition of selling, licensing, or loaning another good);
- Exchanging pricing or other confidential information with competitors; or
- Abuse of a dominant position in the market.

## ECONOMIC SANCTIONS, BOYCOTTS, AND EXPORT CONTROLS

As a global company, MPO complies with all economic sanctions, export control, anti-boycott, foreign currency exchange, and other trade control laws of any country in which MPO does business. Company Representatives involved in the transfer of goods or services across national borders on behalf of MPO must comply with applicable laws, regardless of the geographical location.

## Q & A

### I HAVE A WEBSITE THAT SELLS SPORTS APPAREL FOR CHILDREN PARTICIPATING IN TEAM SPORTS. IS IT OKAY IF I USE MY COMPANY COMPUTER AT WORK TO ACCESS THE WEBSITE FOR ANSWERING CUSTOMER QUESTIONS AND PROCESSING CUSTOMER ORDERS?

It is inappropriate to engage in work for that business during your work hours at MicroPort or by using MicroPort property or systems. You must run your website business at home on your personal computer.

### CAN I CREATE PRODUCT MARKETING MATERIALS TAILORED FOR MY CUSTOMER?

Company Representatives are prohibited from independently developing or distributing marketing materials. All presentations, marketing materials, etc. involving the branding, labeling, or use of MPO products must be approved through the Regulatory Affairs department to ensure compliance with product indications as approved by government agencies, such as the U.S. FDA.





## UNDERSTANDING CONSUMER EXPANSION

### NEW MEDIA

Companies are using New Media channels to reach new audiences and a national database, market and advertising companies to assess opportunities. The growing of the public response through the Internet is being the trend, which means that companies can more easily handle operations of a business and also can handle information more.

### PUBLIC RELATIONS

Public relations is about representing identity - the result of what you do, what you say and what others say about you. It is the career which takes after reputation, with the aim of earning understanding and support and enhancing esteem and behavior. It is the planned and sustained effort to establish and maintain goodwill and positive understanding between an organization and the general public.

### WORD OF MOUTH / ONLINE REVIEWS

Word of mouth or online review is the passing of information from person to person by oral communication, which could be as simple as telling someone the taste of the food, or a written form of word of mouth where communication with others is done through a word or something made up. It can be the best form of advertising, as people like to know if they have tried and tested. If they are negative comments on the product they are less likely to purchase it.

### SOCIAL MEDIA

Social media marketing refers to the process of getting it off to attention through social media sites. Social media itself is a group term for sites that may provide self-reflective social media to different consumers. The network, Twitter is a social site designed to let people share short messages or "tweets" with others, whereas Facebook is a connection with all family and acquaintances.

Using social media for business boosts your sales 50%. A clear content strategy for SEO is the most important part of earning the most in search engine rankings, but driving traffic to your website pages will cause them to rank much faster in the search engine results page (SERPs).

We know that social media marketing has a 100% higher lead to close rate than traditional marketing (in that 90% of B2B marketers use social media in some form). So, if you are not using social media, you are not using one of the most powerful marketing tools available.

At the point in the game, not having an active social media presence is kind of like pulling out a flip phone at a business meeting and then not understanding why you have been going that all the time.

But some people still use flip phones, and some people dig in their heels and say, what is social media marketing going to do for me? The reality is that if you do not have an active social media presence, you are not using one of the most powerful marketing tools available.

Traditional and social media provide young people with a range of benefits, and opportunities to expand themselves in a variety of ways. Young people can create connections and support networks that otherwise wouldn't be possible, and can access more information than ever before.

# Responsibility to Shareholders

## INTEGRITY AND PRESERVATION OF CORPORATE RECORDS

MPO's financial transactions must be accurately recorded such that the true nature of the transaction is evident. All accounting records must be recorded in such a manner that conforms to applicable laws and relevant accounting principles, rules, and regulations. Under no circumstances may there be any unrecorded fund or asset, regardless of the purposes for which the fund or asset may have been intended, or any improper or inaccurate entry knowingly made in the books and records of the Company.

Business records must also be retained in accordance with the laws of certain jurisdictions. All such records must be accurate and properly maintained both to satisfy the legal requirements and to enable MPO to defend itself in the event a question is raised by the government or a private party. In addition, Company Representatives must comply with any Document Preservation Notice provided by the Company or its counsel. If you have a question as to whether a record relates to any Document Preservation Notice, you must contact the Legal Department before disposing of or altering such records.

Our Record Management Policy and Procedure details the proper handling of corporate records, including retention period. If you are unsure whether a record is related to any Document Preservation Notice, contact the Legal Department before disposing of or altering such record.

## PUBLIC FILINGS AND COMMUNICATIONS

Our investors and customers count on us to provide accurate information regarding our products and financial condition. All submissions to regulatory authorities, as well as all public communications, should be clear, complete, fair, accurate, and timely.

Additionally, Company Representatives should never make any false, misleading, or incomplete statements that may omit relevant facts necessary to ensure that such statements do not mislead anyone associated with:

- The examination of MPO's financial statements;
- The preparation of any report required to be filed with any governmental agency; or
- The preparation or dissemination of any public communication.

If you have information or knowledge of the dissemination of inaccurate information related to MPO's products or financial reporting, you must promptly report such matters to our Chief Compliance Officer or the Vice President, Finance.



## LEGAL PROCEEDINGS, GOVERNMENT, AND MEDIA INQUIRIES

All governmental inquiries, requests for information, on-site visits, investigations, or notices and all civil or criminal summonses, complaints, subpoenas or other court papers related to the Company should be forwarded immediately to our Legal Department for appropriate handling. Individuals contacted by government authorities or lawyers outside the Company (whether formally or informally or orally or in writing), or served with any form of legal process, should immediately notify the Legal Department.

In no event should the recipient of any inquiry, notice or legal paper respond without first referring the matter to the Legal Department. In all cases, Company Representatives are expected to deal honestly and straightforwardly with governmental representatives. It is possible that Company Representatives may receive inquiries from the media related to the Company. To ensure that accurate factual information is reported, all such inquiries from the media should be immediately referred to the President's Office for handling.

## MISUSE OF MATERIAL INSIDER INFORMATION AND TRADING IN SECURITIES

In the course of performing regular job duties, you may have access to business information considered to be "material insider information," which is nonpublic information about MPO or another company. The use of any "material insider information" for personal financial benefit or the financial benefit of relatives, friends, brokers, or others is not only an ethical concern—it also may be a violation of law and could result in criminal sanctions, and substantial civil liability.

## CONFIDENTIAL OR PROPRIETARY INFORMATION

Confidential or proprietary information includes information on any aspect of the business of MPO, its customers or suppliers not generally known to the public, such as trade secrets, confidential information of a technical, financial or business nature, or other "insider information." As Company Representatives of MPO, individuals may have access to confidential or proprietary Company information, and its disclosure to competitors, to any other person or entity outside MPO, or to others within the Company having no legitimate business need to know, is prohibited.

Company Representatives are also prohibited from bringing onto Company premises (either physically or electronically) any documents or materials of any other third-parties to whom they owe any obligation of confidentiality. MPO's policy also prohibits the improper use of proprietary information obtained from former employers or other third parties. Care should be taken as not to inadvertently disclose confidential information, since even such inadvertent disclosure may harm MPO's interests and under certain circumstances may subject you to civil and criminal claims and liabilities.

## INTELLECTUAL PROPERTY

MPO owns and uses a number of trademarks, patents, copyrights, and trade secrets that are vital to the Company's success. To protect the Company's rights, the use of all such intellectual property by Company Representatives must be in accordance with all applicable laws.

Third-parties are not permitted to use our trademarks, or other intellectual property, without proper authorization prior to use. MPO's Legal Department can provide further information regarding the authorization for intellectual property use. In addition, Company Representatives shall not make unauthorized copies of any written materials (e.g., books, articles, magazines, drawings, and logos), photographs, videotapes, or advertising and promotional material.

Our intellectual property is a valuable asset that must be protected at all times and, in order to protect the Company's rights, the use of all such property by Company Representatives must be in accordance with all applicable laws. All Company Representatives must be vigilant to use the Company's trademarks correctly and notify the Legal Department of any unauthorized use of the Company's trademarks or of confusingly similar trademarks by someone else. Similarly, the Company is committed to not infringing the trademark rights of others, by avoiding the use of trademarks confusingly similar to those of other companies.

MPO's intellectual property also includes the work product of Company Representatives. Any work you create in connection with your duties, using company time, resources or information belongs to MPO. In addition, any invention conceived or developed by an employee and certain other Company Representatives must be disclosed to the Company (consistent with the disclosure form executed as a condition of employment) that will determine whether the invention will be treated as proprietary information or will be protected under the patent laws. No invention, whether developed, licensed, or purchased by the Company, is to be used or marketed, and no unpatented proprietary information is to be disclosed to third parties without the prior written approval of the Legal Department.

## Q & A

### WHAT COMPANY PROPERTY IS CONSIDERED INTELLECTUAL PROPERTY?

Intellectual property includes our trademarks, brands, logos, copyrights, inventions, patents, and trade secrets. MPO's intellectual property also includes the work product of Company Representatives.







# Administration of the Code

## COMPLIANCE PROGRAM

The Code is the most essential element of MPO's Compliance Program and, from time to time, the Company will adopt other policies, standard operating procedures, and guidance. The combination of policies and procedures, applicable laws and regulations, corporate training, and oversight of these components constitute MPO's Compliance Program.

## COMPLIANCE OFFICER

MPO's Chief Compliance Officer has ultimate responsibility for overseeing the Company's Compliance Program. The Chief Compliance Officer, with the assistance of appropriate Company officials, is responsible for implementing training, review, and oversight procedures designed to ensure compliance.

## INVESTIGATIONS

All reports of violations and suspected violations of laws, regulations, the Code, and related Company policies/procedures will be promptly investigated and treated confidentially to the extent practicable. Investigations often involve complex legal issues and, as such, will be coordinated by the Chief Compliance Officer and/or the Executive Compliance Committee.

While investigation assistance may be provided by other appropriate Company officials or external third parties, Company Representatives are expected to cooperate with investigators, but must not conduct their own investigations. As circumstances prompting investigations may involve complex legal issues, acting independently may adversely impact the Company or the integrity of the investigation.

In certain cases, an investigation may result in the need for corrective action and/or disciplinary measures. The Company will carry out such corrective measures in accordance with published Human Resources personal conduct guidance regarding progressive discipline.

## DISCIPLINE FOR VIOLATIONS

MPO intends to prevent the occurrence of noncompliant conduct, to halt any such conduct that may occur as soon as reasonably possible after discovery, and to discipline those who violate the Code, the Company's related policies and procedures, or applicable laws and regulations, including individuals who fail to exercise proper supervision and oversight to detect such violations.

The Company will take appropriate disciplinary action against any Company Representative who:

- Authorizes or participates directly, and in certain circumstances indirectly, in actions that are in violation of laws, regulations, the Code, or any related Company policies/procedures;
- Fails to report a violation of applicable laws, regulations, the Code, or the Company's related policies and procedures or withholds information concerning a violation they either know about or should have known about;
- Fails to provide proper supervision (to the violator) or exhibits a lack of diligence and awareness regarding conduct that would constitute a violation;
- Attempts to retaliate, directly or indirectly (or encourage others to do so), against someone who in good faith reports a violation of laws regulations, the Code, or any related Company policies/procedures; and
- Knowingly files a false report of a violation of laws, regulations, the Code, or any related Company policies/procedures.

Disciplinary action is dependent upon the nature and severity of the violation, up to and including termination of employment or the business relationship with the Company.





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