



Code of Conduct Policy

Medacta USA is committed to conducting its affairs ethically and lawfully. This Code of Conduct establishes policies and procedures that are intended to guide employees and Third-Party Agents (“TPA”) in the performance of their duties and responsibilities and ensure compliance with the Company’s commitment to ethical and lawful conduct. TPAs include, without limitation: all contractors, subcontractors, agents, and other persons who, on behalf of Medacta USA, perform functions related to the sale or marketing of items or services. Medacta USA has adopted and fully embraces our industry’s code of ethics, the AdvaMed Code of Ethics on Interactions with Health Care Professionals.

1. **Compliance with Laws.** The Company will conduct its business and affairs in compliance with all laws, rules, and regulations and in accordance with the Company’s high ethical standards.
2. **Work Environment.** The Company will maintain a safe, smoke-free and drug-free work place that is free from discrimination and harassment based on race, color, creed, religion, sex, age, disability, national origin, ancestry, citizenship, armed forces service, marital or veteran status, sexual orientation, or any other impermissible factor.
3. **Fair Dealing.** Each employee and TPA will deal fairly with the Company's customers, suppliers, competitors, independent auditors, and other employees and will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.
4. **Business Conduct.** It’s important to remember that each employee and TPA reflects the image of Medacta when they are conducting business. Accordingly, employees and TPAs are expected to conduct themselves in a manner consistent with professional business standards that reflect positively on Medacta’s corporate image. When traveling for company business, employees and TPAs are expected to be well rested and fully prepared for work each day. Without the constraints of being close to home, a traveler may be tempted to let down one’s guard in an unfamiliar setting that can easily create dangerous situations for an individual. Excessive alcohol use, risky behavior and late hours have business repercussions that include lost productivity and the potential for physically threatening situations. This increases the potential for injury, lawsuits and reputational damage.
5. **Confidential Information.** No employee or TPA will use, for his or her own personal gain, or disclose to any third party, any confidential or proprietary information that he or she obtained as a result of his or her employment with or relationship to the Company. Confidential or proprietary information includes all nonpublic information that might be of use to competitors or harmful to the Company and its customers if disclosed.

6. **Marketing and Sales.** The Company will represent its products and services accurately and will comply with applicable regulatory and legal requirements governing the marketing and sale of its products and services. The Company will not make any representations regarding the uses and/or applications of the Product except for those cleared and/or approved by the appropriate regulatory agencies including without limitation the U.S. Food and Drug Administration. The Company will train Physicians and TPAs on the safe and effective use of Company products.
7. **Recording and Reporting Information.** In recognition of the fact that accurate information is essential to the Company's ability to satisfy legal and regulatory obligations, all employees and TPAs will record and report all information accurately and honestly. No employee or TPA will sign or submit, or permit others to sign or submit on behalf of the Company, any document or statement that he or she knows or has reason to believe is false.
8. **Payments.** The Company, its employees, and TPAs will not make any improper payments to government or non-government officials, employees, customers, persons, or entities, nor will the Company or its employees and TPAs request or accept any improper payment from suppliers, customers, or anyone seeking to do business with the Company. The Company adheres to all transparency requirements including the Physician Payment Sunshine Act and other relevant transparency and aggregate spend laws.
9. **Conflicts of Interest.** No employee will engage in any activity or have any outside interest that might deprive the Company of his or her loyalty, interfere with the satisfactory performance of his or her duties, make it difficult to perform his or her duties for the Company objectively and effectively, or be harmful or detrimental to the Company. Employees must immediately disclose in writing any actual or potential conflict of interest that they may have to the President or executive in charge of the Company, for resolution. A conflict of interest occurs when a person's private interest interferes or appears to interfere in any way with the Company's interests and may also arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position with the Company. Examples of actual or potential conflicts of interest include whenever:
 - (a) An employee holds an outside position or is engaged in an outside activity that affects the performance of his or her work for the Company.
 - (b) An employee, or any member of his or her family, is employed by, is a consultant to, or holds an ownership or other interest (other than a nominal investment in stock of a publicly traded company) in any concern that is a competitor of the Company, a supplier or dealer for the Company, or is involved in a joint venture with the Company.
 - (c) An employee, or any member of his or her family, acquires any interest in any entity or concern that he or she knows is being considered by the Company as a possible merger, acquisition, or joint venture candidate.

10. **Political Contributions.** The Company will make no corporate political contributions to parties or individuals, even where such contributions may be legal, but encourages employees and TPAs to participate in community affairs and to exercise citizenship responsibilities.
11. **Corporate Opportunities.** Employees and TPAs owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees and TPAs are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information, or position, (b) using corporate property, information, or position for personal gain, or (c) competing with the Company.
12. **Protection and Proper Use of Company Assets.** Theft, carelessness, and waste have a direct impact on the Company's profitability. All employees and TPAs will take appropriate actions to protect the Company's assets and ensure their efficient use for legitimate business purposes.
13. **Response and Discipline for Ethics Violations.** Each employee and TPA is responsible and accountable for adhering to this Code of Conduct. Employees and TPAs who violate provisions outlined in this Code could be subject to appropriate disciplinary action, including termination.
14. **Reporting Violations of the Code and Other Compliance Concerns.** Everyone has a responsibility to report in a timely fashion any violations of the Medacta USA Code of Conduct. Reports of compliance violations can be reported anonymously on the Medacta website or via the Compliance Hotline:

<http://www.medacta.com/en/all/about-us/compliance-us>

Anonymous Toll Free #: 800-901-7836

15. **Protection for Persons Reporting Questionable Behavior.** Our commitment to promoting the highest ethical standards includes a responsibility to foster an environment that allows anyone to report violations without the fear of retaliation or retribution.
16. **Investigations and Corrective Action.** All reports of alleged violations will be investigated by the Company and will be treated confidentially to the extent consistent with corporate interests and legal obligations. If the results of an investigation indicate that corrective action is required, the Company will decide the appropriate steps to take.