This handbook contains several sections regarding the way we treat those we do business with, including co-workers, customers, vendors and suppliers, the laws to which we adhere, and the Company policies that keep these standards in place. As a Company, Sarnova looks to the PhRMA/AdvaMed Code of Ethics as the industry standard. Employees should familiarize themselves with the PhRMA/AdvaMed Code of Ethics and maintain standards and practices aligned within as it relates to conducting business with national emergency care providers, hospitals, advanced patient-care facilities, schools and universities, businesses and federal government agencies (“Healthcare Professionals”). The PhRMA/AdvaMed Code of Ethics can be referenced electronically at http://advamed.org/issues/code-of-ethics.

Employees who have questions or need to report policy violations or ethical concerns of any kind have several options. Under the Open Door Policy, employees are strongly encouraged to discuss these matters with their immediate supervisor but may speak with any member of management as necessary. Similarly, anonymous concerns can be reported via the suggestion box located on the Company Business Portal, to the Sarnova Hotline at 866-593-6050, or via online at http://sarnova.ethicspoint.com.

The following policies are provided specifically to support the Company’s high expectations of honesty, integrity and service.

Sarnova may provide training and education on their products and medical technologies to Health Care Professionals. Education to Health Care Professionals may also be provided. “Training” means training on the safe and effective use of medical technologies. “Education” means communicating information directly concerning or associated with the use of a vendor’s or Sarnova’s medical technologies (e.g., information about disease states and the benefits of medical technologies to certain patient populations). Training and Education programs include, but are not limited to, “hands on” training sessions, cadaver workshops, lectures and presentations, and grand rounds. Sarnova will adhere to the following principles when conducting training and education programs concerning Medical Technologies for Health Care Professionals:

- Programs and events should be conducted in settings that are conducive to the effective transmission of information. These may include clinical, educational, conference, or other settings, such as hotels or other commercially available meeting facilities. In some cases, it may be appropriate for a Sarnova representative to provide training and education at the Health Care Professional’s location.

- Programs providing “hands on” training on medical technologies should be held at training facilities, medical institutions, laboratories, or other appropriate facilities. The training staff used by Sarnova will have the proper qualifications and expertise to conduct such training. Training staff may include qualified field sales employees who have the technical expertise necessary to perform the training.
• Modest meals and refreshments in connection with these programs may be provided by Sarnova to Health Care Professionals who attend the Training or Education Programs only after approval by Sarnova’s Legal Department. Any such meals and refreshments should be modest in value and subordinate in time and focus to the training and/or educational purpose of the meeting.

SUPPORTING THIRD-PARTY EDUCATIONAL CONFERENCES

Bona fide independent, educational, scientific, and policymaking conferences promote scientific knowledge, medical advancement and the delivery of effective health care. These typically include product expos, conferences sponsored by national, regional, or specialty medical associations and conferences sponsored by accredited continuing medical education providers. Sarnova may support these conferences in various ways:

• Conference Grants. Sarnova may provide a grant to the conference sponsor to reduce conference costs. They may also provide grants to a training institution or the conference sponsor to allow attendance by medical students, residents, fellows, and others who are Health Care Professionals in training. Grants may be provided when: (1) the gathering is primarily dedicated to promoting objective scientific and educational activities and discourse; and (2) the training institution or the conference sponsor selects the attending Health Care Professionals who are in training. Such grants should be paid only to organizations with a genuine educational function and may be used to reimburse only the legitimate expenses for bona fide educational activities. Such grants also should be consistent with applicable standards established by the conference sponsor and anybody accrediting the educational activity. The conference sponsor should independently control and be responsible for the selection of program content, faculty, educational methods, and materials.

• Conference Meals and Refreshments. Sarnova may provide funding to the conference sponsor to support the provision of meals and refreshments to conference attendees. Sarnova may provide meals and refreshments itself for Health Care Professional attendees if such meals and refreshments are provided: (1) to all Health Care Professional attendees (with the limited exception noted below), and (2) in a manner that is consistent with applicable standards established by the conference sponsor and the body accrediting the educational activity. Meals and refreshments may be provided to fewer than all Health Care Professional attendees if all other principles related to meals set forth in the “Provision of Meals for Health Care Professionals” Section are met. Any meals and refreshments should be modest in value, subordinate in time and focus to the purpose of the conference, and clearly separate from the continuing medical education portion of the conference.

• Faculty Expenses. Sarnova may make grants to conference sponsors for reasonable honoraria, travel, lodging, and modest meals for Health Care Professionals who are bona fide conference faculty members.

• Advertisements and Demonstration. Sarnova may purchase advertisements and lease booth space for Sarnova displays at conferences.
SALES, PROMOTIONAL AND OTHER BUSINESS MEETINGS

Sarnova may conduct sales, promotional, and other business meetings with Health Care Professionals to discuss, for example, medical technology features, sales terms, or contracts. Often, these meetings occur close to the Health Care Professional’s place of business. It is appropriate to pay for reasonable travel costs of attendees when necessary (e.g., for warehouse tours or demonstrations of non-portable equipment) and/or to provide occasional modest meals and refreshments in connection with such meetings. However, it is not appropriate to pay for meals, refreshments, travel, or lodging of guests of Health Care Professionals or any other person who does not have a bona fide professional interest in the information being shared at the meeting.

CONSULTING ARRANGEMENTS

Sarnova may from time to time engage a Health Care Professional to provide a wide-range of valuable, bona fide consulting services through various types of arrangements, such as contracts for research, product development, development and/or transfer of intellectual property, marketing, participation on advisory boards, presentations at Sarnova-sponsored training and other services. Sarnova may pay consultants fair market value compensation for performing these types of services, provided that they are intended to fulfill a legitimate business need and do not constitute an unlawful inducement. All consulting arrangements must be approved in advance by Sarnova’s Legal Department.

PROHIBITION ON ENTERTAINMENT AND RECREATION

Sarnova’s interactions with Health Care Professionals should be professional in nature and should facilitate the exchange of medical or scientific information that will benefit patient care. To ensure the appropriate focus on an educational and/or informational exchange and to avoid the appearance of impropriety, Sarnova will not provide or pay for any entertainment or recreational event or activity for any non-employee Health Care Professional. Such activities include, for example, theater, sporting events, golf, skiing, hunting, sporting equipment, and leisure or vacation trips. Such entertainment or recreational events, activities, or items should not be provided, regardless of: (1) their value; (2) whether Sarnova engages the Health Care Professional as a speaker or consultant; or (3) whether the entertainment or recreation is secondary to an educational purpose.
PROVISION OF MEALS FOR HEALTH CARE PROFESSIONALS

Sarnova’s business interactions with Health Care Professionals may involve the presentation of scientific, educational, or business information and include, but are not limited to, the different types of interactions described in this Code of Ethics. Such exchanges may be productive and efficient when conducted in conjunction with meals. Accordingly, modest meals may be provided as an occasional business courtesy consistent with the limitations in this section. The provision of meals should adhere to the following guidelines:

- **Purpose.** The meal should be incidental to the bona fide presentation of scientific, educational, or business information and provided in a manner conducive to the presentation of such information. The meal should not be part of an entertainment or recreational event.

- **Setting and Location.** Meals should be in a setting that is conducive to bona fide scientific, educational, or business discussions. Meals may occur at the Health Care Professional’s place of business. However, in some cases the place of business may be a patient care setting that is not available for, or conducive to, such scientific, educational, or business discussions. In other cases, it may be impractical or inappropriate to provide meals at the Health Care Professional’s place of business, for example, (1) where the medical technology cannot easily be transported to the Health Care Professional’s location, (2) when it is necessary to discuss confidential product development or improvement information, or (3) where a private space cannot be obtained on-site.

- **Participants.** A Company may provide a meal only to Health Care Professionals who actually attend the meeting. A Company may not provide a meal for an entire office staff where everyone does not attend the meeting. A Company also may not provide a meal where its representative is not present (such as a “dine & dash” program). A Company may not pay for meals for guests of Health Care Professionals or for any other person who does not have a bona fide professional interest in the information being shared at the meeting.

EDUCATIONAL ITEMS

Sarnova occasionally may provide items to Health Care Professionals that benefit patients or serve a genuine educational function for Health Care Professionals. Other than medical textbooks or anatomical models used for educational purposes, any such item should have a fair market value of less than $100. Sarnova may not provide items that are capable of use by the Health Care Professional (or his or her family members, office staff or friends) for non-educational or non-patient-related purposes, for example, a DVD player or MP3 player/iPod.

Sarnova may not give Health Care Professionals any type of non-educational branded promotional items, even if the item is of minimal value and related to the Health Care Professional’s work or for the benefit of patients. Examples of non-educational branded promotional items include pens, notepads, mugs, and other items that have Sarnova’s name, logo, or the name or logo of one of its Medical Technologies. Companies also may not provide Health Care Professionals with gifts such as cookies, wine, flowers, chocolates, gift baskets, holiday gifts or cash or cash equivalents.

Any educational item provided to a Health Care Professional must be approved in advance by Sarnova’s Legal Department.
GIFTS AND GRATUITIES

In business, employees are often entertained or receive gifts, favors, or gratuities from companies seeking to strengthen business relationships or create new ones. Sarnova employees shall not solicit any gift, gratuity, favor, entertainment, reward or any other item that might influence or appear to influence the judgment or conduct of the employee in the performance of his or her job.

Holiday gifts or like items received from vendors not related to the medical product industry (such as banks, printers, office supply distributors, etc.) may be accepted provided that the gifts or entertainment are of nominal value (generally defined as less than $50), are customary in the industry, will not violate any laws, and will not influence or appear to influence the employee’s judgment or conduct.

Sarnova employees are strictly prohibited from accepting or soliciting any type of gift, gratuity, favor, entertainment, reward, etc., from a vendor of medical products/components or from a customer.

If an employee has a question regarding accepting gifts or gratuities, he/she should seek guidance from a member of Human Resources.

CHARITABLE DONATIONS

Sarnova may make monetary or medical technology donations for charitable purposes, such as supporting indigent care, patient education, public education, or the sponsorship of events where the proceeds are intended for charitable purposes. Donations should be motivated by bona fide charitable purposes and should be made only to bona fide charitable organizations or, in rare instances, to individuals engaged in genuine charitable activities for the support of a bona fide charitable mission. Sarnova shall exercise diligence to ensure the bona fide nature of the charitable organization or charitable mission. All charitable donations must be approved in advance by the Sarnova’s Chief Executive Officer or the Chief Financial Officer.

RESEARCH AND EDUCATIONAL GRANTS

From time to time, Sarnova may provide research and educational grants. In such scenarios, Sarnova will not provide such grants or donations as an unlawful inducement. Therefore, any research and educational grants shall be based strictly on objective criteria for providing such grants and donations that do not take into account the volume or value of purchases made by, or anticipated from, the recipient. Any such grants and/or donations must be appropriately documented with Sarnova’s Compliance Director.

Sarnova’s sales personnel may provide input about the suitability of a proposed grant or charitable donation recipient or program, but sales personnel should not control or unduly influence the decision of whether a particular Health Care Professional or institution will receive a grant or donation or the amount of such grant or donation. The following types of grants may be considered:

- Research Grants. Research provides valuable scientific and clinical information, improves clinical care, leads to promising new treatments, promotes improved delivery of health care, and otherwise benefits patients. In furtherance of these objectives, Sarnova may provide research grants to support
independent medical research with scientific merit. Such activities should have well-defined objectives and milestones and may not be linked directly or indirectly to the purchase of medical technologies distributed by Sarnova or which Sarnova intends to distribute in the future.

- Educational Grants. Educational grants may be provided for legitimate purposes, including, but not limited to (i) advancement of medical education to support the genuine medical education of medical students, residents, and fellows participating in fellowship programs that are charitable or have an academic affiliation, or other medical personnel and (ii) public education for the purpose of supporting education of patients or the public about important health care topics.

**ANTITRUST**

It is the policy of Sarnova to comply with all antitrust and competition laws. The fundamental objective of the antitrust laws is to protect and promote free and fair competition. These laws reflect the belief that a competitive marketplace will enable consumers to obtain the highest quality goods and services at the lowest price. Sarnova supports the public policies embodied in these laws, and it is Sarnova's policy to comply fully with them.

This Antitrust Policy is intended to provide basic guidance on the antitrust laws that may be applicable to the activities of the Company. The Legal Department should be consulted in all cases involving specific situations or interpretations.

**Prohibited Activities**

No employee shall take part, directly or indirectly, in any anti-competitive conduct. This includes, but is not limited to, exchanging information regarding prices, terms or conditions of sales, distribution, volume of production, allocating territories or customers, or preventing rivals from competing or gaining access to markets through boycotts or otherwise.

**Prohibited Competitor Collaboration**

Anti-Competitive Conversations: If a competitor or a customer tries to discuss subjects with you that raise concerns about anti-competitive conduct, you should refuse to do so and ask the person to stop immediately. If necessary, you should leave or otherwise terminate the conversation and promptly report the matter to the Legal Department.

Price-Fixing: The Company's prices must be determined independently, based on costs, market conditions, and competition. There is to be no exchange of information with competitors.

Limiting Supply: Any agreement or understanding between competitors to restrict the volume of goods they will produce or make available for sale is illegal.

Market Allocation: The antitrust laws expressly prohibit any understanding or agreement between competitors or members of an association involving division or allocation of geographic markets or customers, or an agreement to divide sales by product type. Even an informal agreement whereby one member agrees to stay out of another's territory or product markets may constitute a violation of the antitrust laws and must be avoided.
Boycotts: Employees should avoid participating in "concerted refusals to deal" relating to the Company or in conjunction with Company activities. These are more commonly known as boycotts. Members should be careful not to make agreements or understandings that in effect result in the exclusion of a competitor from a market or a competitive activity. To avoid this risk, employees should avoid any discussion or conduct that involves the refusal to deal with a particular third party or the exclusion of that third party from any business activities.

Tying: Tying is the practice of selling one product or service only when the customer also purchases the second product. If the seller has a strong market position in the first or "tying" product, this practice can constitute a per se violation of the antitrust laws. In some circumstances, "package" sales may be unlawful, but any such promotion should be reviewed by the General Counsel prior to implementation.

Prohibited Activities Against Suppliers and Customers

Reciprocal Dealing: When a powerful buyer, as a condition of buying a product from a seller, coerces the seller into purchasing another product from the buyer, the result may be reciprocal dealing, which may be illegal if the buyer has market power and an appreciable amount of commerce is affected.

Exclusive Dealing: An exclusive dealing arrangement occurs when a buyer agrees to purchase products or services from a single supplier. A requirements contract is a form of exclusive dealing agreements under which a buyer agrees to purchase all its requirements for a product or service exclusively from one supplier. Exclusive dealing arrangements can be pro-competitive by ensuring that dealers will vigorously promote a supplier's products or by insuring that the supplier's investment in a dealer will not be abused to promote the products of a competitor. On the other hand, exclusive arrangements may be anti-competitive when they are used to foster a monopoly or market power that falls short of monopoly power. The Legal Department’s approval must be sought for any exclusive dealing arrangement.

Restricting Resale: The law prohibits agreements between a Company and its customers that require that a product be resold at a specific price. When offering products for resale, employees may suggest resale prices and terms for customers and may even set a price ceiling (i.e., require that a customer not sell at a price above a certain level). Employees may not, however, set a price floor (i.e., prohibit a customer from selling at a price below a certain level). Employees may not seek assurances from a customer that it will discontinue price-cutting, and you should not solicit any person to report customer price-cutting activities.

Blacklisting: It is unlawful for competitors to agree to "blacklist" a supplier who does not meet certain standards decided upon by the buyers. The decision whether to deal with a particular supplier should be made independently by Sarnova without any agreement or understanding with a competitor.

Joint Ventures

Production, research or other joint ventures between competitors may create situations that violate antitrust laws. Proposed joint ventures should be reviewed by the Legal Department at any early stage of planning.
**Trade Associations**

If at any meeting among competitors, the subjects of pricing, bidding, territorial or customer allocation, or refusal to deal are mentioned in any form or manner, any Sarnova employee in attendance must leave the meeting immediately. The circumstances must then be reported to the Legal Department so that proper corrective action can be taken.

**Penalties for Non-Compliance**

Any employee found to be in violation of Sarnova’s antitrust policy is subject to appropriate disciplinary action, up to and including termination of employment. Criminal misconduct may be referred to the appropriate legal authorities for prosecution.

**Questions about this Policy**

Because the issues raised by this Antitrust Policy often involve complicated issues of law, you are encouraged to contact the Legal Department to seek advice regarding questions of antitrust or competition law.

**CONFIDENTIALITY**

Employees should not discuss internal business affairs with anyone outside the organization except as required in the normal course of business. Employees whose job duties may require them to discuss confidential information with customers or individuals not employed by Sarnova are required to obtain permission from their manager before making such disclosures. Confidential information must never be used for the personal benefit of any employee or for the benefit of a third person outside the normal course of business.

Sarnova considers confidential all information related to vendors, customers and buyers; employees of Sarnova (e.g., disciplinary actions, performance evaluations, personal information such as home address and telephone number, marital status, sexual orientation, number of dependents, information in personnel or medical files, etc.); technology; proprietary, private and/or personal data; the contents of mail; Company records (e.g., Company policies and procedures; internal memos and communications not intended for public consumption); financial and statistical information and records; business plans; marketing plans; any information covered under the HIPPA regulations; or other information that is proprietary to Sarnova or any of its customers/buyers.

Employees must not disclose any confidential information, purposefully or inadvertently through casual conversation, to any unauthorized person inside or outside the Company. Employees who are unsure about the confidential nature of specific information must ask their manager for clarification. Violation of this policy is a serious offense and will result in appropriate disciplinary action, up to and including termination.

Any material or information that is labeled or addressed "Company private" or otherwise marked confidential must be handled with special care. Employees responsible for the control of such material must ensure that no one sees it except those people to whom it is addressed.
All inquiries regarding a current or former employee’s position, compensation, or references with our Company must be forwarded to the Human Resource department.

**CONFLICTS OF INTEREST / OUTSIDE EMPLOYMENT**

Full-time employees are expected to consider their position with Sarnova as their primary employment responsibility. Although outside employment is permitted, that which constitutes a conflict of interest is not. This includes work in any capacity for a competing business, customer, vendor or supplier. Employees must never use their positions with the Company or any of its customers, vendors or suppliers for private gain, to advance personal interests, or obtain favors or benefits for themselves, members of their families or any other individuals, corporations or business entities. Outside employment or other obligations will not be considered an excuse for poor performance, absenteeism, tardiness, or refusal to work overtime. No personal business, which involves an activity undertaken for profit or gain of any kind, is permitted during work time or through use of Company equipment.

**EMPLOYEE DISCLOSURE**

At Sarnova, we consider one of our most important assets to be our integrity. As such, we strive to ensure that our relationships with colleagues, suppliers and customers meet high ethical standards and are conducted with appropriate transparency and in compliance with applicable laws, regulations and government guidance. All employees agree to notify HR in writing within five (5) days of receiving any written or oral notice of any adverse action, including, without limitation, exclusion from participation in any federal or state health care or procurement programs, any filed and served malpractice suit or arbitration action; any adverse action by a state licensing board taken or pending; any adverse action which has resulted in the filing of a report with the state licensing board; any revocation of DEA license; a conviction of any felony or a misdemeanor of moral turpitude; any action against any certification under the Medicare or Medicaid programs; or any cancellation, non-renewal or material reduction in medical liability insurance policy coverage. Additionally, Sarnova may, at its discretion, run government exclusion checks on active employees to determine if it employs an individual that has been excluded from government payment programs such as Medicare and/or Medicaid. Employees who have been convicted or plead nolo contendere to a crime punishable by imprisonment of one year or have been excluded from government payment programs may be subject to disciplinary action up to and including termination of employment.