



Title: Code of Ethics and Potential Conflicts of Interest **Approved By:** Jorge M. Ramos
CAO

Effective Date: January 1, 2014 **Approved By:**

Supersedes:

1. **POLICY:** Orchid Orthopedic Solutions expects employees to maintain the highest ethical standards when conducting Company business. There may be situations in which the needs and requirements of Orchid may be adversely affected or influenced by an employee acting in their own interest. On occasion, an employee may be in a position, by virtue of job assignment or access to information, to exercise such adverse action.

It is impractical to describe every possible action or situation that carries the potential for a conflict of interest. However, should a situation arise that carries the potential for a conflict of interest, this policy describes general guidelines to follow. Regarding actions or situations not covered by this policy, each employee is expected to abide by the underlying intent and spirit of this policy.

2. **APPLICABLE DOCUMENTS:** None.
3. **ACTIVITIES AFFECTED:** All employees.
4. **DEFINITIONS:** None.
5. **RESPONSIBILITIES:** It will be the responsibility of the Human Resources department and supervisors to administer this policy.
6. **PROCEDURES:**

a. **Confidential Information**

The use of confidential information obtained in the course of employment by Orchid must be limited to the proper conduct of Orchid's business. No employee may use or permit others to use any confidential information for purpose of furthering a private interest or as a means of making personal profit.

b. **Personal Investments**

No employee may allow any investment to influence, or be susceptible to an interpretation that it could influence, his or her judgment or actions in the conduct of Orchid's business.

No employee should represent Orchid in any transaction with any non-publicly owned enterprise in which there is a significant financial interest.

No employee or member of an employee's family may invest in any real estate of interest to Orchid or contiguous to any property owned or controlled by Orchid.

c. **Outside Employment or Activities**

No employee may accept or hold a position with any outside business entity or enter into any outside financial relationship or business association which would in any way interfere or conflict with the interests of Orchid, including the impairment of the employee's objective performance or

working efficiency.

d. Charitable and Other Organizations

While employees are encouraged to actively participate in appropriate charitable, professional or technical organizations, such service carries the implication of responsibility on the part of Orchid. Therefore, the Company may approve or disapprove any such directorship or membership.

e. Company Resources and Materials

No employee may use Orchid materials, equipment, supplies, proprietary, confidential or inside information, or other resources including Orchid's reputation, to advance the employee's personal interests or those of the employee's family.

f. Charitable Solicitations

No employee may ask customers or suppliers for donations to charitable organizations by expressing or implying any significance to the business relationship with Orchid.

g. Political Activities

While employees are encouraged to take an active role in political activities on their own time, Orchid itself does not engage in any politics or the making of political contributions.

h. Gifts

No employee or member of an employee's family may accept a gift or favor from a present or potential Orchid customer or supplier if such gift or favor is large or extravagant.

An employee may accept entertainment from customers or suppliers only if the employee is in a position to reciprocate by obtaining reimbursement from Orchid through a proper expense voucher.

Employees may not provide gifts or entertainment to customers or suppliers if such is large or extravagant where it could be construed as a bribe.

i. Relationships

Personal or romantic involvement with a competitor, supplier or another employee of the Company can create an actual or potential conflict of interest.

A supervisor or manager involved in a romantic relationship with an employee should immediately and fully disclose the information to Human Resources, even if the employee is not a direct report.

j. Action

Any violation or event of suspected improper conduct should be reported to your immediate supervisor or Human Resources.

.NOTE: This policy is not intended as a contractual obligation. The Company reserves the right to amend this policy from time-to-time, at its own discretion.

*** * * End of Procedure * * ***