

Code of Conduct

Vyaire Corporate Policy



Introduction

At Vyaire, we have a responsibility to both “do well” and “do good” – for our investors, our customers and their patients, and ultimately for each other. Inherent within that responsibility is our commitment to quality and to upholding high ethical standards.

Our “Code of Conduct” provides a broad outline of our obligations for responsible business conduct. It supports our promise to manage for the long term and never compromise our integrity to deliver results.

We are all accountable for taking the initiative to understand our responsibilities, ask questions, seek guidance and find solutions. This booklet presents each of us with an ethical framework to help guide our response to the sometimes challenging and difficult choices we may encounter in a way that supports the values and purpose of our company. The answers may not always be clear-cut or easy to see, but this “Code of Conduct” can help. This booklet contains several resources and contacts you can use to help make the best ethical choices for Vyaire, find answers to your questions and report concerns.

Together, we can continue to strengthen our culture of compliance and accountability and stand tall as a company that helps improve the safety and cost of healthcare for generations to come.

Overview

The Vyaire Code of Conduct outlines the responsible conduct that everyone working for Vyaire needs to follow to protect the trust our employees, customers, suppliers, regulators and investors have in us. All employees, temporary staff, officers, directors, contractors, subcontractors of Vyaire and its majority-owned or controlled subsidiaries and third parties acting on our behalf are bound by and must comply with both the letter and spirit of these standards.

The Vyaire Code of Conduct is the foundation of the program of how we work responsibly and with integrity and is fully authorized and supported by the Vyaire Board of Directors and senior leadership. Overall responsibility for the program including training, certification and overseeing compliance rests with the Vyaire Chief Compliance Officer, with oversight from the President & Chief Executive Officer, the Chief Legal Officer and the Nominating, Corporate Governance and Compliance Committee (the “NCGC Committee”) of the Board of Directors.

The Vyaire Code of Conduct provides an overview of the standards we are held accountable to and is supported and further explained by applicable policies and procedures or legal requirements that apply to your role. The examples in this booklet of what is expected and what to avoid are drawn from these more detailed policies and, while not comprehensive, should trigger consideration of further research for guidance. In addition, the Quality Management System plays a critical role in support of the Vyaire Code of Conduct and ensures we deliver high-quality, clinically proven products and services that improve the lives of our customers and their patients. An employee who fails to follow these standards and our policies and procedures will be considered to be acting outside of the scope of his or her employment and may, in accordance with applicable law, be subject to disciplinary action, up to and including dismissal. In many instances, employees may also face civil fines and criminal penalties for any violations.

Any waiver of a provision contained in this document requires the written approval of the Chief Compliance Officer. In addition, any waiver requested for an executive officer or director requires the approval of the NCGC Committee of the Board of Directors and prompt disclosure to investors. Waivers may be granted only as permitted by applicable law and in extraordinary circumstances.

Copies of the Vyaire Code of Conduct will be available on the company intranet (myvyaire.com) and internet (Vyaire.com). Information on the Quality Management System and references to company-wide policies and procedures for each section are available on the company intranet. If you have any questions, please contact your manager, the Compliance department or the Vyaire Conduct Line as further described in this Code of Conduct.

Standard 01 – Act with integrity

As employees, we work together, according to the same standards and core beliefs, to foster an environment where integrity and responsible business conduct are the cornerstones of who we are and how we do business.

Why it matters

By following applicable laws and regulations, the Code of Conduct and Vyaire policies and procedures, we make Vyaire a place where employees want to work, customers and suppliers want to do business and investors want to place their confidence and trust. Employees want a work environment where they can trust others to be honest and act with integrity.

Examples of what is expected as an employee

- Act with integrity and with responsible business conduct
- Understand and comply with the Code of Conduct, Vyaire policies and applicable laws and regulations – Ask your manager about department and job specific policies and procedures
 - Participate in training and education related to such policies and any applicable laws and regulations
 - Seek guidance from the Legal department if there appears to be a conflict between the applicable laws
- Adhere to the limits of your authority to act on behalf of Vyaire and do not take any action that exceeds or circumvents your authority
- Cooperate with all investigations and audits, including but not limited to litigation or requests from government and other external agencies in accordance with applicable law – Tell the truth
 - Never alter or destroy records
 - Do not discuss an investigation or audit with anyone, unless instructed to do so

Examples of what is expected as a leader

- Lead by example and be a role model for ethical behavior
- Reinforce with employees that business results are never more important than acting with integrity and complying with applicable laws and regulations, the Code of Conduct and Vyaire policies and procedures
- Create a culture of compliance in which employees understand their responsibilities and feel comfortable raising concerns without fear of retaliation – Do not engage in or tolerate retaliation
 - Arrange for appropriate orientation and ongoing training
- Consider whether employees (and third parties acting on our behalf) are complying with applicable laws and regulations, the Code of Conduct and Vyaire policies and procedures
- Consider compliance efforts and results when evaluating and rewarding employees
- Identify business compliance risks and take prompt action to address identified compliance issues
- Deal with business conduct issues that may arise and take appropriate disciplinary action in accordance with applicable law
- Consult with the Compliance department if you are dealing with a situation that involves a compliance issue
- Consult with the Human Resources or Compliance departments if you are dealing with a new or unique situation or are unclear about the action you should take
- Work with the Compliance or Legal departments to make appropriate disclosures to regulators and law enforcement authorities

Post-employment responsibilities

- When your employment with Vyaire ends, you have certain responsibilities defined in Vyaire's employee policies and the law governing your employment including but not limited to an obligation to:
 - Return all company assets and data to the company
 - Maintain the confidentiality of company information
 - Not trade stock or securities based on material, nonpublic information obtained in the course of employment by Vyaire
 - Assist Vyaire with investigations, litigation and the transfer and protection of intellectual property relating to your employment with Vyaire, if requested

Q: My employee has raised an ethical concern to me as her manager. After reading the Vyaire Code of Conduct I'm still not sure I have the best answer, but I also feel like I have to give an answer to show I'm a good manager. What should I do?

A: If you are unsure of your answer, seek guidance from the Compliance or Legal department. That way you will arrive at the best answer and demonstrate the importance of asking questions.

Standard 02a – Ask questions, seek guidance and raise concerns

Guidelines for Vyaire employees based outside the European Economic Area¹, Switzerland and Canada.

Accountability is a significant part of our cultural beliefs and one of the most important things you can do to demonstrate personal accountability is to ask questions, seek guidance and raise concerns. Any employee, who in good faith asks questions, seeks guidance or raises a concern, is doing the right thing. Everyone makes honest mistakes, but there's no such thing as an honest cover-up.

Vyaire will not discharge, demote, suspend, threaten, harass or, in any manner, retaliate against an employee who in good faith raises a concern about any actual or suspected misconduct or other risks to the business. If you believe you have been retaliated against for providing such information, you should immediately contact the Compliance, Human Resources or Legal departments or the Vyaire Conduct Line.

Why it matters

It is everyone's responsibility to act with integrity and comply with applicable laws and regulations, Vyaire Code of Conduct standards and Vyaire policies and procedures wherever we operate. Failure to do so may lead to significant damage to our reputation, loss of customers, reduced regulatory and investor confidence, suspension or withdrawal of licenses and fines and other penalties. In addition, individuals may be assessed civil fines or criminal penalties. If every employee raises concerns appropriately, it will foster an ethical environment in which everyone benefits.

Examples of what is expected

- Ask questions, seek guidance and raise concerns
- Talk to your manager
- Call or email your concerns to the Compliance department
- Call the Vyaire Conduct Line anonymously or ask a question online at vyaire.ethicspoint.com

Examples of what to avoid

- Sidestepping tough issues
- Failing to act because you assume that others must be acting appropriately
- Choosing the easy wrong over the tough right
- Assuming it must be okay because we have always done it that way

Resources and contacts

Compliance department

For ethics and compliance matters, please contact the Compliance department by e-mail at compliance@vyairemedical.com or by mail at 26125 N. Riverwoods Blvd., Mettawa, IL 60045 USA, Attn: Compliance.

Accounting, auditing, internal controls or financial reporting

In addition to the Compliance department and the Vyaire Conduct Line, you may submit written concerns or reports of possible violations regarding accounting, auditing, internal controls or financial reporting to the chairperson of the Vyaire NCGC Committee of the Board of Directors, c/o Chief Compliance Officer, 26125 N. Riverwoods Blvd., Mettawa, IL 60045 USA.

Vyaire Conduct Line

You may access the Vyaire Conduct Line by telephone at the numbers listed below or via the internet at:

<http://vyaire.ethicspoint.com>

- The Vyaire Conduct Line, which is operated by an independent, third-party company, has multilingual representatives available to take your call confidentially 24 hours a day, seven days a week
- You will be provided a case number, so that you may call back or log in to check the status of your inquiry. The information you provide is submitted to the appropriate Vyaire representative(s) for investigation and resolution, as appropriate
- Confidentiality will be maintained insofar as you have the option of remaining anonymous, except where prohibited by law or regulation
- You will receive an answer to your inquiry if you have provided the company a means to do so
- If a concern regarding a violation is substantiated, the situation will be resolved through appropriate corrective actions

Vyaire handles inquiries and investigations confidentially. The substance of your inquiry and/or your identity (if you choose to provide it) is disclosed on a strict need-to-know basis, to the extent deemed necessary by Vyaire to conduct a thorough investigation and respond appropriately to the issue raised.

Vyaire Conduct Line

Contact the Vyaire Conduct Line through the Internet at: <https://vyaire.ethicspoint.com> or by telephone at the toll-free numbers listed below.

Country	Telephone number
Brazil	0800-892-0745
China	4008427054
Germany	0-800-225-5288
Mexico	001-844-524-6331
Switzerland	0-800-890011 (at the English prompt dial 855-883-2432)
United States	1-855-883-2432

Q: I have been thinking about calling the Conduct Line, but I'm not sure if I should. My manager told me to do something that I feel is dangerous and may even be illegal. I think I should tell someone who can look into this, but I'm afraid that my manager will make my job difficult for me if I do. What should I do?

A: Even in great companies, people sometimes do things they shouldn't. You have identified what you believe is a potentially serious matter. The Code of Conduct states that if something does not seem right, you need to speak up. Management is often the best place to raise concerns, but because it is your manager's request that concerns you, your choice to call the Conduct Line is a good option. If you call the Conduct Line, Vyaire will look into the situation and will not tolerate your manager or anyone else retaliating against you for providing such information. The right thing to do is to report your concerns.

Standard 02b – Ask questions, seek guidance and raise concerns

Guidelines for Vyaire employees based inside the European Economic Area², Switzerland and Canada.

Accountability is a significant part of our cultural beliefs and one of the most important things you can do to demonstrate personal accountability is to ask questions, seek guidance and raise concerns. Any employee, who in good faith asks questions, seeks guidance or raises a concern, is doing the right thing. Everyone makes honest mistakes, but there's no such thing as an honest cover-up.

Vyaire will not discharge, demote, suspend, threaten, harass or, in any manner, retaliate against an employee who in good faith raises a concern about any actual or suspected misconduct or other risks to the business. If you believe you have been retaliated against for providing such information, you should immediately contact the Compliance, Human Resources or Legal departments.

Why it matters

It is everyone's responsibility to act with integrity and comply with applicable laws and regulations, the Code of Conduct and Vyaire policies and procedures wherever we operate. Failure to do so may lead to significant damage to our reputation, loss of customers, reduced regulatory and investor confidence, suspension or withdrawal of licenses and fines and other penalties. In addition, Vyaire, Vyaire representatives or the individual employee concerned may be assessed civil fines or criminal penalties. Every employee is encouraged to raise concerns appropriately since this will foster an ethical environment in which everyone benefits.

Examples of what is encouraged

- Ask questions, seek guidance and raise concerns
- Call or email your concerns to the Compliance or Legal departments, or your local Human Resources department (Please refer to the local contact information on the Quick Resource list)

Examples of what to avoid

- Sidestepping tough issues
- Failing to act because you assume that others must be acting appropriately
- Choosing the easy wrong over the tough right
- Assuming it must be okay because we have always done it that way

Resources and contacts for concerns in the area of accounting, auditing, internal controls or financial reporting, bribery, accounting fraud, insider trading, fraud or financial wrongdoings

If you have concerns in the area of accounting, auditing, internal controls or financial reporting, bribery, accounting fraud, insider trading, fraud or financial wrongdoings—each of these concerns is considered to be a serious concern that affects the interest of Vyaire Corporation as the parent entity—then call or email the Compliance department in the U.S. or call the Vyaire Conduct Line or ask a question online at Vyaire.ethicspoint.com. Your use of the Vyaire Conduct Line is optional. When you report a concern, you have the right to not incriminate yourself.

Compliance department

For Ethics and Compliance matters in the area of accounting, auditing, internal controls or financial reporting, bribery, accounting fraud, insider trading, fraud or financial wrongdoings, please contact the Compliance department:

- o Email: compliance@vyairemedical.com
- o Mail: 26125 N. Riverwoods Blvd., Mettawa, IL 60045 USA

Vyaire Conduct Line

Below is information on the Conduct Line and how it is used. Your use of the Vyaire Conduct Line is optional and secondary to other reporting channels, as well as to any course of action applicable under local law.

You may access the Vyaire Conduct Line by telephone at the numbers listed below or via the internet at: vyaire.ethicspoint.com

- Your inquiry or any personal information you provide will be kept confidential by Vyaire except where prohibited by law or regulation.
- Vyaire has taken the necessary steps to meet data privacy requirements. Personal data is being dealt with according to the laws of the European Economic Area, Switzerland and Canada, which regulate the storage, process, access and transfer of personal data³.
- The third-party company operating the Vyaire Conduct Line has multilingual representatives available to take your call confidentially, 24 hours a day, seven days a week.
- You will be provided a case number, so that you may call back or log in to check the status of your inquiry. The information you provide is submitted to the following representative(s) of Vyaire, as appropriate, for investigation and resolution: Chief Compliance Officer and compliance personnel, internal audit, legal, accounting, human resources, IT departments, senior management, Vyaire NCGC Committee of the Board of Directors and other competent persons who may investigate the reports, depending on the nature and subject matter of the report.
- Preferably, you should disclose your identity. It is more difficult to follow up on a concern if no additional information can be obtained. Also, concerns reported anonymously may lead to focusing on the identity of the person reporting the concern and suspecting that this person reported the concern in bad faith. Finally, it is easier to protect the reporter against retaliation if the person is identified. Due to local requirements in some countries, including Spain, employees are required to identify themselves when making a report, as anonymous reports are not permitted in such countries.
- You will receive an answer to your inquiry if you have provided the company a means to do so.
- If a concern regarding a violation is substantiated, the situation will be resolved through appropriate corrective actions.
- The following personal data will be collected, processed and used in the context of the Vyaire Conduct Line: – Reporter Identification Information, if disclosed: Reporter's first and last names; reporter's relationship to employer; reporter's title; best time to contact the reporter; reporter's phone number; and reporter's email address. – Incident Information: Identification of the persons involved in reported issues and their title(s); details of how the reported issue occurred; how the reporter knows about the issue; if there is documentation that would help the company's investigation; others who may have knowledge of the issue, including employees within Vyaire who are in charge of handling the reports made through the Conduct Line; and if a supervisor has already been notified of the issue and the name and details of such supervisor.
- Personal data is collected, processed and used to detect and legally evaluate suspected violations that are reported. It is also used to conduct further investigations with regards to reports made by employees. Vyaire will work with your Vyaire entity on investigations for all reports received through the Conduct Line. Having a Conduct Line for Vyaire Corporation fulfills the Sarbanes Oxley Act requirement of installing adequate systems to allow employees to report incidents. By providing your personal data to the Conduct Line, it helps during the investigation to determine compliance with laws in the state or country where the reported incident occurred.
- This information also serves the purposes of providing you mandatory details on the processing of your personal data under applicable privacy law. For additional information, please review the privacy documentation already provided to you by the Vyaire entity which employs you.
- Vyaire handles inquiries and investigations confidentially. The substance of your inquiry and/or your identity (if you choose to provide it) is disclosed on a strict need-to-know basis, to the extent deemed necessary by Vyaire to conduct a thorough investigation and respond appropriately to the issue raised. Your identity will be kept strictly confidential and it will not be revealed to the incriminated person, unless required by law (e.g., in a court proceeding or if you maliciously make bad faith reports).

Vyaire Conduct Line

Contact the Vyaire Conduct Line through the internet at: vyaire.ethicspoint.com or by telephone at the toll-free numbers listed below.

Country	Telephone number
Brazil	0800-892-0745
China	4008427054
Germany	0-800-225-5288
Mexico	001-844-524-6331
Switzerland	0-800-890011 (at the English prompt dial 855-883-2432)
United States	1-855-883-2432

Vyaire Board of Directors

In addition to the Compliance department and the Vyaire Conduct Line, you may submit written concerns or reports of possible violations regarding accounting, auditing, internal controls or financial reporting, bribery, accounting fraud, insider trading, fraud or financial wrongdoings to the Chairperson of the Vyaire NCGC Committee of the Board of Directors, c/o Chief Compliance Officer, 26125 N. Riverwoods Blvd., Mettawa, IL 60045 USA.

Resources and contacts for all other concerns

For Compliance matters outside the area of accounting, auditing, internal controls or financial reporting, bribery, accounting fraud, insider trading, fraud or financial wrongdoings, please contact your local manager or the local Compliance, Human Resources or Legal departments.

Your right of access, rectification and objection

If you have made a report or been identified through the Vyaire Conduct Line or if you have otherwise been incriminated in connection with a Compliance matter, you may have a right of access to the personal data relating to you. This right of access may allow you to request that this personal data be rectified or deleted if the data is inaccurate or incomplete. If raised in good faith, this may allow you to object to the processing of the data. All actions must be in accordance with the law applicable in the country of your employment with Vyaire. If you wish to exercise any of these rights and obtain information that relates to you, you may contact your local Human Resources department.

You will be informed if you have been the subject of a report as soon as the report is made, unless local law prevents Vyaire from providing such information. However, such information can be delayed if this is necessary for the preservation of evidence.

Q: I have been thinking about calling the Vyaire Conduct Line, but I'm not sure if I should. My manager told me to do something that I feel is wrong because it could be a violation of applicable accounting rules. I think I should tell someone who can look into this, but I'm afraid that my manager will make my job difficult for me if I do. What should I do?

A: Even in great companies, people sometimes do things they shouldn't. You have identified what you believe is a potentially serious matter. The Code of Conduct states that if something does not seem right, you need to speak up. Management is often the best place to raise concerns, but because it is your manager's request that concerns you, your choice to call the Vyaire Conduct Line is a good option.

If your concern relates to one of the financial matters as identified above, you may call the Vyaire Conduct Line, and Vyaire will look into the situation and will not retaliate or tolerate your manager or anyone else retaliating against you for providing such information. The right thing to do is to report your concerns. However, if your concern does not relate to one of the financial matters as identified above, then please contact your local Human Resources department.

Standard 03 – Treat each other fairly and foster a safe and productive workplace

Treating each other with dignity and respect is the foundation of good business conduct and helps maintain a safe and productive workplace. At Vyaire, we care about people as individuals and acting with integrity means valuing and respecting the unique character of each employee and the contribution each makes to create value and contribute to the success of the company.

Why it matters

Providing people with equal opportunities to develop their full potential encourages higher quality and more productive work, reduces employee turnover and increases employee morale and engagement. Employees will be more satisfied with their jobs and their work environment in a workplace that is safe and where people treat each other fairly.

Examples of what is expected

- Treat others with respect
- Maintain a safe and secure work environment free from discrimination, harassment and bullying
- Embrace the diversity of your coworkers and those with whom Vyaire does business
- Comply with employment, environmental, safety, health and security policies and procedures and correct or report any concerns

Examples of what to avoid

- Behaving in a disrespectful, hostile, violent, intimidating, threatening or harassing manner
- Discriminating on the basis of any group status protected by law
- Accepting or tolerating sexual harassment, including unwelcome sexual advances, requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature
- Accepting or tolerating any other form of harassment or engaging in bullying or other inappropriate behavior
- Selling, possessing or using illegal drugs or creating a safety risk through drug use (e.g. taking medication that can make you drowsy while operating heavy machinery) or intoxication while on Vyaire property or while conducting Vyaire business
- Behaving in an unsafe or environmentally unsound manner that places you or your coworkers at risk
- Bringing firearms, explosives or any other weapons to any work location or function without express permission to do so

Q: A co-worker has repeatedly refused to provide me with information that is essential for my job, has called me derogatory names and has told other employees that I am not qualified to do my job. How should I handle the situation?

A: Harassment and intimidation can occur in many forms. In this situation, it appears that an employee is intentionally and persistently bullying another employee. Any employee in this situation should contact his or her manager. Bullying undermines the respect and trust that is central to the way that Vyaire conducts business and is not permitted.

Q: I am new to Vyaire and don't understand all of the safety rules. I feel awkward asking questions; what should I do?

A: Vyaire encourages employees to ask questions, especially when the safety of our employees is involved. Talk to your manager. Your manager knows that you are required to be trained to do your job and he/she has an obligation to ensure you receive the appropriate training.

Standard 04 – Avoid conflicts of interest

In support of our core beliefs, employees must avoid any activity or personal interest that creates or appears to create a conflict of interest with respect to their responsibilities as employees of Vyaire. A conflict of interest arises when your personal, social, financial or political activities have the potential of making it difficult for you to perform your work in the best interest of Vyaire.

Why it matters

By avoiding actual conflicts of interest as well as the appearance of a conflict of interest, you will be able to act based on sound business judgment, not personal interest, relationship pressure or gain. Managing conflicts of interest means that we always act in the best interest of the company and avoid legal and regulatory risk and reputational harm.

Examples of what is expected

- Make decisions in the best interest of Vyaire
- Ask questions about and address any situation that may have the potential to be misinterpreted by others, including other employees, customers, suppliers and the public
- Discuss with your manager any situation that could be perceived as a potential conflict of interest
- Resolve conflicts of interest in a transparent and open manner

Examples of what to avoid

- Taking personally for yourself opportunities that were discovered through the use of company property or information or your position with the company
- Using company property, information or your position for personal gain
- Requesting or obtaining a loan or a guarantee of an obligation from the company
- Competing in any way with Vyaire
- Serving on the governing body of a customer
- Having a material ownership interest in a Vyaire customer or vendor except through a mutual fund or other form of investment where you do not directly or indirectly control that company
- Trading or telling others to trade using material inside information about Vyaire or another company based on confidential information you received as a Vyaire employee
 - Remember that material inside information is information that has not been released to the public that a reasonable investor would find useful
 - in determining whether to buy, sell, or hold a stock or other securities
 - Recognize that exercising options may be considered a “trade”
 - Contact the Compliance department with questions
- We do not permit relatives and individuals with close personal ties to have reporting relationships, or work in the same department and report through similar department leadership.

Q: I know that the company is acquiring a large public company in Australia. This deal will be very good for both companies but has not yet been announced publicly. Can I buy shares of the Australian company?

A: No. You have material, non-public information and it is illegal for you to buy or sell the shares of the public Australian company until the transaction has been publicly announced and the public has had time to react. Until the information is public, you must not share this confidential information with anyone who does not have a business need to know, including but not limited to other employees, family and friends.

Standard 05 – Compete fairly and honestly in the marketplace

At Vyaire, our culture exemplifies the standard to compete for business diligently, openly and honestly. This means that each employee should deal fairly with our customers, suppliers and competitors. This includes compliance with the antitrust laws of the United States, competition laws of the European Union and similar laws of other countries where Vyaire does business. Vyaire bases its purchasing decisions on achieving optimal value for the company and aligning to our business standards and goals. We treat fairly and do not discriminate against suppliers; however, it is appropriate to differentiate among suppliers based upon appropriate business considerations. Vyaire expects suppliers to comply with applicable laws and to conduct business with integrity and honesty.

Why it matters

Competing fairly and honestly in the marketplace will build our long-term relationships with suppliers and customers and help grow Vyaire's business by enhancing its reputation. Fair competition is an issue of increasing importance to lawmakers and regulators in the countries in which we operate. Keep in mind that how we do business impacts our personal reputations as well.

Examples of what is expected

- Promise only what you can deliver and deliver on what you promise – Comply with Vyaire marketing standards and have all marketing materials appropriately reviewed before they are launched
 - Provide relevant, complete, clear and correct information
- Respond to customer complaints in a courteous, efficient and timely manner
- Always involve the Compliance or Legal department if a complaint alleges illegality or unethical behavior or may lead to litigation or a complaint to the regulator
- Be aware of and follow Quality and Regulatory procedures and instructions for processing product complaints
- Comply with laws governing international trade – Remember that our products and services must comply with applicable regulations in all countries where Vyaire does business
 - Maintain appropriate import, export and customs records and controls
 - Seek guidance from the Legal department to transfer products, services or information across country boundaries in accordance with applicable laws
- Exercise extreme caution when attending trade association functions to comply with antitrust and competition laws and Vyaire's policy dealing with interactions with competitors
- Question how any information about a competitor that you reasonably believe is confidential or is offered in a suspicious manner was obtained and whether the information is confidential
 - Respect a person's obligations to protect the confidential information of his or her current and former employers
- Obtain approval from the Legal department before engaging in any transaction when we have knowledge that the final destination of the product or service is an embargoed country

Examples of what to avoid

- Discussing with or entering into any other agreement with a competitor that is intended to restrain trade
- Discussing with or entering into an agreement with a competitor about any topic of competitive significance, such as past, present or future prices, pricing policies, lease rates, bids, discounts, promotions, profits, costs, terms or conditions of sale, royalties, warranties, choice of customers, territorial markets, production capacities or plans and inventories
- Misrepresenting or making false or misleading claims about Vyaire products, services or prices or those of our competitors

- Using comparative advertising of any sort, whether by written advertisement, demonstration, comments or innuendo without sufficient research to substantiate the comparison
- Disclosing suppliers' non-public pricing or other confidential information
- Obtaining information about other companies, including customers, suppliers and competitors through improper or illegal means, such as industrial espionage
- Contracting with a consultant, agent or joint-venture partner to do anything that would otherwise be prohibited
- Hiring an employee of a competitor to obtain confidential information from that employee or asking an employee of a competitor to disclose confidential information about his or her employer

Q: What do I do if I am in a trade association meeting and an improper discussion takes place in a group setting?

A: You must immediately object to the subject and end the discussion. In a group situation, such as a trade association meeting, this may require you to leave the room if the improper discussion continues after you object. Even after stating an objection, failure to withdraw from the group could be used to support an argument that an agreement existed if the improper discussion is continued. If a record of the meeting is maintained, you should ask that your objection (and if necessary, departure) be noted for the record and request a copy of the record. Any improper discussions should be promptly reported to the Legal department regardless of the steps taken by you to object and document the objection.

Standard 06 – Interact appropriately with customers

At Vyaire our beliefs highlight that value creation begins with customers. We foster global relationships with our customers to better understand their businesses and help solve healthcare's most difficult challenges. Our product development process is rooted in this approach. The term "customer" includes any person in a position to purchase or to influence a decision to purchase Vyaire products or services. Employees must interact appropriately with customers and pay particular attention to the special rules that apply when dealing with governmental officials and entities (e.g., government-owned or operated hospitals, etc.)

Employees may not provide or offer any donations, grants, scholarships, subsidies, support, consulting contracts or gifts to a customer in exchange for purchasing, recommending or arranging for the purchase of products or for a commitment to continue to purchase products. Nothing may be offered or provided irrespective of its value, in a manner that would serve as an improper inducement to purchase products or services.

Why it matters

Interactions with healthcare professionals are governed by Vyaire policies and numerous laws and regulations around the globe. Offering or accepting meals, gifts or entertainment in violation of applicable laws and regulations, the Vyaire Code of Conduct or Vyaire policies can lead to severe reputational damage and potential liability to the employee and the company.

Examples of what is expected

- Understand the policies, procedures and relevant industry codes that apply to interactions with customers in the locations in which you work
- Accept a meal or gift only if expressly allowed by Vyaire policies
- Contract with customers with appropriate terms and conditions and accurately and clearly describe pricing, discounts, rebates, etc.
- Conduct training and education programs and demonstrations in compliance with Vyaire policies and applicable law
- If you are engaging a healthcare professional as a consultant, consult with the Compliance department to document, in advance, the need for the amount paid to and the services provided by that healthcare professional

Examples of what to avoid

- Promising or providing something of value for the purpose of encouraging or inducing a customer to purchase, prescribe, use or recommend our products and services – In some countries, this may extend to samples and educational items of de minimus value
- Participating in entertainment with customers unless each party pays his or her own way – Entertainment that is offensive, degrading, exploitative or inappropriate due to sexual, racial or religious content is prohibited regardless of which party is paying for the entertainment
- Providing meals, gifts or entertainment to government officials, employees of regulatory bodies or employees of government-owned entities unless expressly allowed by Vyaire policies

See also the "Avoid bribery and corruption" section of this booklet

Q: Is it acceptable to provide a gift to a customer to recognize the customer's recent purchase order?

A: No. Gifts should never be provided to a customer as recognition for purchasing our products.

Q: We would like to hold a raffle during a trade show and give away a prize that does not qualify as a gift in accordance with Vyaire policies. Do different standards apply to raffles?

A: No. Vyaire may not raffle or give away at a trade show an item that it could not otherwise give as a gift (e.g. cash or cash equivalents, trips, iPads, etc.).

Standard 07 – Avoid bribery and corruption

Supported through our core beliefs, our company intends to do business only with those customers, distributors, suppliers and other business partners who comply with the law and demonstrate high standards of responsible business conduct. Employees, especially those who handle cash, must actively guard against the use of our products and services for purposes of money laundering, financing of terrorism or other criminal activity. The best way to fight corruption is to always know with whom you are doing business. In today's world, it is not enough to assume you are doing business with a legitimate company.

Wherever we do business, employees and third parties acting on our behalf must comply with all anti-bribery laws that make it a crime to bribe "foreign governmental officials" including, among others, those employees who work for public or quasi-government hospitals, clinics and pharmacies in other countries, as well as their management teams. Because Vyaire is based in the United States, employees must not only comply with the applicable anticorruption laws where they are doing business, but also the U.S. Foreign Corrupt Practices Act (FCPA). The actions of consultants, agents, distributors and others (e.g., joint-venture partners, franchisees, key sourcing partners, etc.) who violate anticorruption laws may be attributed to the company as well.

Why it matters

Bribery and corruption damage our business and conflict with our core beliefs. Employees who engage in bribery or corrupt activities, are acting outside of their scope of employment and will, within the limits of applicable law, be subject to discipline up to and including dismissal as well as civil fines and criminal penalties. Furthermore, Vyaire may be held liable for the bribery and corrupt activities of third parties that are acting on our behalf. Because of the seriousness of bribery and corruption, we describe certain prohibited activities below.

Examples of what is expected

- Use consultants, agents, distributors or other partners only after following Vyaire procedures for contracting, due diligence and training
- Watch out for irregularities in the way payments are made that could signal money laundering, including but not limited to:
 - Payments made in currencies other than the currency specified in the documents
 - Requests to make payments in cash or cash equivalents, such as traveler's checks or money orders
 - Payments made by or to someone who is not a party to the contract
 - Requests to make a payment greater than the amount owed
- Make and keep books, records and accounts in reasonable detail, and which accurately and fairly reflect the transactions and disposition of the assets of Vyaire

Examples of what to avoid (prohibited activities)

- Conducting business with individuals or entities engaged in bribery or corruption
- Offering or giving bribes or kickbacks to win business or to influence a business decision—anywhere or anytime
- Offering or giving anything of value (e.g., money, gifts, bonuses, entertainment, etc.) or any improper advantage to government officials or others with decision-making power or influence over any aspect of Vyaire's business
- Requesting or accepting a personal payment or benefit or other improper advantage
- Providing a commission that is disproportionate to the services provided
- Making a payment to expedite or secure a routine governmental action, other than the payment of published fees relating to filing documents or similar such fees, without the prior approval of the Chief Compliance Officer or his or her designee

Q: A new distributor has asked me to provide an unusual discount so that he can name "extra" expenses. This feels like something I should probe further on and consult with the Legal department. Agree?

A: Yes. The Legal department should be alerted to "red flags" about activities of those who represent our products.

Standard 08 – Safeguard the quality of products and services

The quality and integrity of our products and services are critical to our success and essential in helping our customers deliver safe, effective patient care. Through superior execution, we demonstrate the highest level of business ethics and integrity to our customers and their patients by delivering exceptional product reliability and customer satisfaction, supported by our Quality Management System. Every employee is responsible for quality and must be committed to providing products that are safe and effective for their intended uses.

We work in a highly regulated industry and must follow the requirements set by various regulatory agencies around the world, including the Food and Drug Administration (FDA) as well as the International Organization for Standardization (ISO). Our Quality Management System must meet these requirements and comply with regulations for medical device manufacturers.

In the U.S., to report a product, service or process quality concern, please contact the Quality and Regulatory Affairs department via email at regulatory@vyairemedical.com.

Outside the U.S., please contact your local manager or the VP Quality & Regulatory Affairs International.

Why it matters

Hospitals, doctors and patients rely on Vyaire to provide quality healthcare products and services around the world. Products and services that do not meet quality standards jeopardize the safety and security of our employees, customers and their patients. With strict regulatory requirements governing our business, we cannot afford to violate or fall short of meeting our quality commitments.

Examples of what is expected

- Follow the requirements of the Quality Management System
- Design products and services that meet customer requirements for intended use
- Manufacture products and services that consistently meet the design requirements
- Listen to customers and respond appropriately
- Label, advertise and promote products accurately
- Escalate quality issues through the proper channels as needed
- Comply with all training requirements

Examples of what to avoid

- Compromising quality for deadlines
- Cutting corners on product quality

Q: I do not have time to finish all required tasks on a new product before it is launched. Should I be concerned?

A: Yes. Part of the Quality Management System includes the governance over design controls and finishing all steps prior to launching a product. The purpose is to ensure that the product meets the requirements before launch. Verification and validation testing are part of this process and must be completed before the product is launched.

Standard 09 – Respect governments, their people and rules

Employees frequently interact with government agencies, officials and employees through normal business relationships (e.g., state-owned hospitals, veterans' hospitals, etc.) and less frequently during compliance audits and investigations of the highly regulated healthcare industry. In every instance, Vyaire employees should exhibit key elements of Vyaire's cultural beliefs, such as mutual respect and appreciation, and must apply high ethical standards and comply with applicable laws and regulations, including the special rules, laws and regulations that apply to government sales and contracts.

Why it matters

Effectively working with regulators as they establish regulations and audits for compliance is critical to maintaining our reputation for integrity. In this challenging regulatory environment, every employee must be knowledgeable of and committed to regulatory compliance. Failure to follow applicable laws covering interactions with government officials may lead to administrative or civil fines and criminal penalties for Vyaire, Vyaire representatives or the individual employee concerned.

Examples of what is expected

- Treat regulators professionally, with courtesy and respect
- Develop and maintain effective relationships with regulators and understand the regulatory requirements that affect your business and your work
- Embed regulatory requirements into key operating processes and manage regulatory risks
- Contact the Compliance or Legal departments if you have any questions about selling to government organizations, institutions funded by a government agency and/or individuals who work for a government entity or organization
- Remember that Vyaire, as a legal entity, is entitled to the safeguards provided by law to individuals, including, but not limited to, representation by legal counsel. Contact the Legal department immediately upon receiving a request for information from a government agency beyond what is normally provided on a routine basis
- Report to your manager or the Vyaire Conduct Line, if in accordance with applicable law, any concerns in connection with the award, performance or closeout of a government contract

Examples of what to avoid

- Offering anything of value to government personnel unless it is clearly permitted by law and any applicable regulation, which may vary by government
- Showing any appearance of impropriety

See also the "Avoid bribery and corruption" section of this booklet

Q: Auditors from the Food and Drug Administration (FDA) will be coming to our site to conduct a quality audit. Is it okay for me to give them coupons for a free lunch in our cafeteria?

A: No. The FDA is an organization within the government, so buying their lunch or giving them coupons for a free lunch would not be appropriate.

Standard 10 – Maintain accurate books and records

Employees make decisions every day based on the information that is recorded by other employees at all levels of the company. It is critical that employees who create or maintain reports, records or any other information review the integrity and accuracy of that information and never create a false or misleading document. This includes, but is not limited to: financial statements and related accounting entries and adjustments; expense reporting; time reporting; production and quality records; and documents filed with or submitted to governments or regulatory agencies.

Why it matters

Vyaire is required to file various documents with regulatory agencies that must be based on accurate books and records. In addition, business documents and communication may become public through litigation, government investigations and the media. Violating this standard could result in disciplinary action to the employee.

Examples of what is expected

- Create business records that accurately reflect the truth of the underlying transaction or event
- Record and report information in public and internal communication fully, fairly, accurately, timely and clearly
- Sign only documents, including contracts, that you are authorized to sign and that you believe are accurate and truthful
- Remember that email and other forms of electronic communication may be a business record; avoid exaggeration, derogatory language and other expressions that could be taken out of context
- Refer all media requests to Global Marketing and Communication
- Use attorney-client privilege where appropriate and in consultation with the Legal department

Examples of what to avoid

- Entering into any transaction or agreement that improperly accelerates, postpones or otherwise manipulates the accurate and timely recording of business revenue or expenses
- Making a payment or establishing an account on behalf of Vyaire with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents
- Participating in any transaction where you have reason to believe the other party intends to engage in improper accounting
- Giving the impression that you are speaking on behalf of Vyaire in any personal communication, including, but not limited, to user forums, blogs, chat rooms or bulletin boards
- Presenting personal opinions as facts

Q: I have \$25,000 in financial approval authority. I need to have a \$75,000 invoice from a major, long-time supplier paid immediately. My manager has approved these invoices in the past, but she is out of town. Is it all right for me to split the invoice into three separate invoices?

A: No, employees may not split invoices or expenses to avoid exceeding approval limitations. You must wait until your manager or someone else with sufficient approval authority is able to approve the invoices.

Standard 11 – Protect information and assets

Aligned with our core beliefs, employees are expected to properly and efficiently use and take reasonable precautions to safeguard Vyaire information and physical assets. Information created, obtained or compiled by or on behalf of Vyaire belongs to the company (e.g., customer lists, directories, files, reference materials and reports, computer software, data processing systems, computer programs, databases, etc.). To protect confidential information, the use of audio (except for company voicemail) and visual recording devices on company property, including cellular telephone cameras, is not permitted without prior approval of management. Likewise, employees should respect the physical assets (e.g., computers, personal electronic devices, furniture, buildings, vehicles, etc.) of the company.

Why it matters

Confidential information, especially Vyaire's intellectual property, is critical to the continuing success and operation of the company and must be protected. In addition, it may be eligible for protection according to applicable law. The unauthorized disclosure of intellectual property may jeopardize these valuable protections. Employees agree that any and all rights to intellectual property (whether or not protected by patent, copyright, trademark or trade secret) are assigned to Vyaire. Employees must execute and process any applications, assignments or other documents that Vyaire deems necessary or advisable to obtain intellectual property protection and to protect our interests in it. As employees, we also don't want others tampering with our confidential and personal employee information or assets.

Examples of what is expected

- Exercise care to safeguard confidential information, data and assets belonging to Vyaire or its suppliers or customers
 - Report if you know or suspect that confidential information has been lost and/or seen by unauthorized individuals (internal or external to Vyaire)
- Protect the personal information of current and former employees, members of the Board of Directors, suppliers, customers, job applicants, patients, etc.
- Comply with the laws and contracts that govern the collection, use and management of personal information in all of the countries where we do business (e.g., in the U.S., the U.S. Health Insurance Portability and Accountability Act)
- Keep personal use of Vyaire assets to a minimum
- Understand that, in accordance with applicable law, personal messages on Vyaire computer and telephone systems may be monitored
- Retain, protect and dispose of records according to policy
- Contact the Legal department if you learn of a subpoena or a pending, imminent or contemplated litigation or government investigation and follow legal instructions
- Use and disclose Vyaire confidential information only for valid business purposes – Properly label information to indicate how it should be handled, distributed and destroyed
- Share company confidential information outside of Vyaire only with authorized parties who have signed appropriate confidentiality agreements
- Follow Vyaire procedures for reuse, redeployment and return of work equipment
- Understand that employee contributions to intellectual property are the property of Vyaire and subject to the proprietary rights of the company in accordance with local laws
- Disclose to the Legal department any intellectual property you create through your employment so the Legal department can consider any patentability options and infringement concerns

Examples of what to avoid

- Allowing other people, including friends and family, to use Vyaire resources
- Using assets in a manner that might lead to loss or damage, including the introduction of viruses or a breach of our information technology security

- Disclosing confidential information unless expressly authorized to do so by Vyairé or applicable law
- Disclosing intellectual property (e.g., innovations, inventions, discoveries, improvements, ideas, processes, know-how, designs, etc.) without authority or permission
- Using company assets or information in connection with any activity or employment other than your role at Vyairé (e.g., a home-based business, second job, etc.)
- Using company assets under any circumstances and in any manner that is connected with offensive, sexually explicit or inappropriate material, including, but not limited to, using your company provided computer to view, store or send such material during or after normal working hours
- Using personal computers to store Vyairé data

Q: I am a new employee. Please provide me with examples of Vyairé confidential or proprietary information and how to protect it.

A: A good rule of thumb is that any information that has not been released to the public is confidential information and should not be disclosed. Specific care should be given to confidential information that could put the company at a competitive disadvantage if it was disclosed (e.g., trade secrets, formulations, customer/patient/ employee information, financial data, marketing plans, pricing information, computer programs, business plans, etc.).

Following are a few examples of how to protect confidential information:

- Always put confidential information in a secure location before leaving the office
- Password protect your computer and personal electronic devices (e.g., iPhone)
- Store personnel files in a fireproof, locked cabinet
- Do not use company information and assets (including logo) without permission

Standard 12 – Exercise citizenship where you live and work

Having a socially responsible approach in our culture, Vyaire encourages employees to be involved in the communities where they live and work. This involves environmental stewardship and voluntary participation in the political process and community service.

When Vyaire promotes a point of view to government authorities or makes political contributions, we must strictly adhere to the laws of the United States and, as applicable, the laws of other countries in which we do business. Contributions to political candidates may be prohibited or regulated under the election laws of the United States or other countries.

Why it matters

Vyaire invests in programs and organizations to improve healthcare and build healthy communities. The company encourages employees to get involved in and give back to their communities as a way to build a better world for everyone. In times of disaster, we work through international agencies to provide disaster relief to people in need. This gives employees opportunities to volunteer for causes for which they have passion.

Examples of what is expected

- Support giving and volunteering in your community
- Reduce use of energy, water and other resources where feasible
- Support waste reduction and recycling efforts at Vyaire and in your community
- Always make clear that your personal views, actions and contributions are your own and not those of Vyaire
- Obtain advance approval from the Legal department before lobbying a government official or engaging a lobbyist
- Remember the Legal department is solely responsible for managing political contributions on behalf of Vyaire, including donating products, services, transportation or facilities
- If you are seeking an elective office or wanting to accept an appointive office, consult with the Legal department

Examples of what to avoid

- Using Vyaire resources to support your choice of political parties, causes or candidates
- Pressuring others to contribute to or join your preferred charities, groups or political activities

Q: A customer asked me if Vyaire would make a contribution to support the political campaign of a candidate for public office in Mexico. Any concerns?

A: Yes. In every country where we do business, there are strict and complicated laws regulating political contributions. Any request for contributions requires prior written approval of the Vyaire Chief Compliance Officer or the Vyaire Chief Legal Officer.