

# CERAPEDICS INC.

## Code of Business Conduct and Ethics

November 1, 2022

### I. Purpose and Scope

The Board of Directors of Cerapedics Inc. (the “**Company**,” or “**Cerapedics**”) has adopted this Code of Business Conduct and Ethics (this “**Code**”) to aid the Company’s directors, officers, and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. This Code reflects the business practices and principles of behavior that support the Company’s commitment to maintaining high standards of business conduct and ethics.

The Company’s Board of Directors (the “**Board**”) is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer.

The Company expects its directors, officers, and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers, and employees to refer to this Code frequently to ensure that they are acting within both the letter and spirit of this Code. The Company also understands that this Code will not provide an answer to every problem you may encounter or address every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages you to speak with your supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer. In addition, you should be alert to possible violations of this Code by others and report suspected violations, without fear of retaliation.

The Company’s directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations you may have to the Company. Instead, this Code should be viewed as imposing the *minimum standards* the Company expects from its directors, officers, and employees in the conduct of the Company’s business, in addition to any other policies and procedures applicable to such persons. This Code sets out basic principles applicable to all directors, officers and employees and is in addition to more detailed Company policies and procedures, some of which are referenced in this Code. It is the responsibility of every director, officer, and employee to read, understand and follow this Code as well as all other Company policies.

### II. Standards of Conduct

#### A. Honest and Ethical Conduct and Fair Dealing

Directors, officers, and employees should always act honestly, ethically, and fairly when engaging in business activities for the Company. Such conduct is expected with interactions among employees, as well as with the Company’s

collaborators, suppliers, and competitors. Statements regarding the Company business, including the Company's products and services, must not be untrue, misleading, deceptive, or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **B. Compliance with Laws, Rules and Regulations**

*Standard.* The Company requires that all directors, officers, and employees comply with all laws, rules, and regulations applicable to the Company wherever it does business including, but not limited to, the federal Anti-Kickback Statute and state corollaries, federal False Claims Act and state corollaries, federal Food, Drug, and Cosmetic Act, federal and state transparency laws, and the Foreign Corrupt Practices Act. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules, and regulations and to ask for advice when you are uncertain about them.

*Your Responsibility; Reporting.* If you become aware of the violation of any law, rule, or regulation by the Company, whether by its directors, officers, and employees, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Compliance Officer.

*Reporting to Regulatory Authorities.* It is the Company's desire to address matters internally, however, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state, or foreign law, rule, or regulation, to the appropriate regulatory authority.

*Zero Tolerance for Retaliation.* Directors, officers, and employees shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating, or otherwise assisting in any state or federal administrative, judicial, or legislative proceeding or investigation. See additional information on the Company's non-retaliation policy in Section III.E of this Code.

## **C. Conflicts of Interest**

*Background and Standard.* The Company recognizes and respects the right of its directors, officers, and employees to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers, and employees must avoid situations that present a potential, actual, or even the appearance of a conflict between their personal interests and the Company's interests.

*What is a Conflict of Interest?* A “conflict of interest” occurs when a director’s, officer’s or employee’s personal interest interferes with the Company’s interests. Conflicts of interest can arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility, or obligation (e.g., an employee has a personal investment in a corporation that the Company may consider doing business with) that can make it difficult for him or her to perform the responsibilities of his or her position objectively or effectively in the Company’s best interests. Conflicts of interest can also occur when a director, officer, or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director’s, officer’s, or employee’s position with the Company (e.g., an employee’s spouse is employed by a corporation that the Company may consider doing business with). Each individual’s situation is different and in evaluating his or her own situation, a director, officer, or employee will have to consider many factors.

*Your Responsibility; Reporting.* Any material transaction, responsibility, obligation, or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer, who may notify the Board or a committee of the Board as he or she deems appropriate. Actual or potential conflicts of interest involving a director or an executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Executive Officer.

#### **D. Insider Trading**

*Standard.* Directors, officers, and employees who have material non-public information about the Company or other companies, including our collaborators or suppliers, as a result of their relationship with the Company are prohibited by law from using such inside non-public information to trade in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

#### **E. Confidentiality**

*Standard.* Directors, officers, and employees must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our collaborators and suppliers, except when disclosure is authorized by a supervisor or legally mandated. Unauthorized disclosure of any confidential information is prohibited.

*Limitations on Sharing Information within Cerapedics.* Employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not

communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

*Non-Disclosure to Third Parties.* Third parties may ask you for information concerning the Company or other third parties. Subject to the exceptions noted in the preceding paragraph, directors, officers, and employees (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. Employees must not disclose information about third parties without the consent of the third party unless required by law or otherwise authorized by the Legal Department.

*Third Party Inquiries.* The prohibition in the preceding paragraph applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers, and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to one of the Company's authorized spokespersons.

*Former Employer Obligations (e.g., confidentiality, non-use, non-competition, and non-solicitation obligations).* You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company, and non-competition obligations.

Nothing in this policy should be construed to prevent employees from communicating with any government entity concerning matters relevant to that governmental entity. Employees should understand that they cannot be held criminally or civilly liable under any federal or state trade secret law for disclosing a trade secret (a) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law, or (b) in a complaint or other document filed under seal in a lawsuit or other proceeding. This immunity notwithstanding, employees may not unlawfully access trade secrets by unauthorized means. If you discover that confidential information has been publicly disclosed, you should immediately contact the Company's General Counsel.

## **F. Fair Dealing**

No employee should take unfair advantage of customers, suppliers, competitors and other employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing.

## **G. Protection and Proper Use of Corporate Assets**

Directors, officers, and employees should seek to protect the Company's physical, electronic, and financial assets. Theft, fraud or embezzlement, misuse, carelessness, and waste have a direct impact on the Company's financial performance. Directors, officers, and employees must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else. Any incidents of theft, loss, misuse, improper disposal, damage to, destruction of, or waste of Company assets, or situations that could lead to such losses, must be reported immediately to the Compliance Officer.

## **H. Intellectual Property**

Employees should use Company intellectual property only for the Company's benefits and consult the Legal Department before disclosing proprietary information to third parties. Employees remain obligated to protect the Company's intellectual and proprietary information even after they leave the Company.

The Company will apply for intellectual property protection whenever appropriate. Intellectual property may include work product that is created or developed, in whole or in part, on Company time, as part of employees' duties or through the use of Company resources or information, and includes inventions, discoveries, ideas, improvements, software programs, artwork, and works of authorship.

The Company also works hard to respect the intellectual property of others. Employees should use the intellectual property of others within licensing agreements and the law and should contact the Legal Department whenever an employee mistakenly comes into possession of someone else's intellectual property.

Nothing in this policy should be construed to prevent employees from disclosing trade secrets in confidence to federal, state, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. Nothing in this policy is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosure of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b).

## **I. Corporate Opportunities**

Directors, officers, and employees owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each director, officer and employee is prohibited from:

- Diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless that opportunity has first been presented to,

and rejected by, the Company;

- Using the Company's property or information or his or her position for improper personal gain; or
- Competing with the Company.

#### **J. Political Contributions and Gifts**

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S. and many other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds, property, or services must be coordinated through and approved by the Compliance Officer. Directors, officers, and employees may not, without the approval of the Compliance Officer, use any Company funds, property, or services for political contributions of any kind to any political party or committee, domestic or foreign, or to any candidate for or holder of any office of any government—national, state, local or foreign. The Company will comply with all relevant laws regulating its participation in political affairs, including political contributions. Directors, officers, and employees may make personal contributions to causes, candidates or political parties of their choice, but should not represent that they are making contributions on the Company's behalf. Specific questions should be directed to the Compliance Officer.

#### **K. Customer and Supplier Contributions and Gifts**

The Company will comply fully with all relevant laws, guidance, and standards that permit only certain types of transfers of anything of value to purchasers of Company products. In addition, the Company does not accept entertainment or gifts from any individual or organization with whom the Company does business, except items of nominal value customarily exchanged in the course of business. Different requirements apply to providing items of value to healthcare professionals, as described in Sections II.M and II.N.

#### **L. Charitable Contributions**

Company employees may contribute to charitable organizations of their own choice. However, as with political activities, employees may not use Company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by the Company. Employees should consult the Compliance Officer or Legal Department with any questions about permissible use of Company resources.

#### **M. Anti-Bribery and Anti-Corruption**

The Company does not permit or condone promising, authorizing, offering, or providing money or anything of value with a corrupt or other illegal intent to influence (or attempt to influence) healthcare professionals, foreign officials, or any other persons. Bribes are also prohibited if the recipient is in the private sector. No director, officer or employee should offer, give, solicit, or

receive any money or other item of value for the purpose of obtaining, retaining, or directing business or bestowing or receiving any kind of favored treatment. The Company likewise prohibits giving something of value to an intermediary (e.g., an employee of a customer), with the intent to influence commercial conduct. All of the above prohibitions apply irrespective of whether the offer, provision, request, or acceptance of the payment or other thing of value occurs directly by a Company employee or through a third party.

The Company's Foreign Corrupt Practices Act ("**FCPA**") and Anti-Corruption Policy sets forth obligations regarding compliance with FCPA and similar anti-corruption laws of other nations.

#### **N. Relationships with Healthcare Providers**

The Company will take care to ensure product information communicated to healthcare providers is accurate, comprehensive, relevant, and up to date. The Company is fair and open in dealings with healthcare providers and customers. The Company does not offer or give items or services of value as a means to earn favor for our products or to sway medical judgment. The Company relies on product quality and health care outcomes to influence purchasing and prescribing practices.

The Company tracks and submits accurate reports of anything of value given to healthcare providers and teaching hospitals. Depending on your location, you may need to track payments, expenses and fees covering such things as meals, travel, educational material, consulting and speaking engagements, grants and charitable donations, and research.

Should you have questions or doubts regarding the appropriateness of any item to be provided to a healthcare professional, seek advance guidance from the Company's Legal or Compliance Departments.

#### **O. Relationships with Government Officers**

Directors, officers, and employees must act responsibly in all contacts with government officials. Each director, officer and employee has a responsibility to seek and obtain authority from the Company's management to contact government officials on behalf of the Company. For those of you who have been authorized to contact government officials as part of your job responsibilities, you must keep management informed on a timely basis about any discussions with those government officials. In sensitive situations, directors, officers, and employees must discuss in advance with supervisors any communications with government officials prior to contact.

Similarly, an appropriate member of the Company's management must review all documents before they are submitted to a government official or entity. None of these requirements are intended to restrict or limit in any way the rights of any employee to report violations of the law to the government.

Making a false statement to a government official, regardless of whether the statement actually misleads the official, may be a criminal act, and in all cases is against our Code.

**P. Relationships with Researchers**

The Company must maintain the highest standard of integrity in its relationships with medical professionals, hospitals, universities, and contract research organizations throughout the conduct of clinical safety trials, field safety trials and other research. Company interactions with researchers must be focused on eliciting sound medical judgments.

When the Company receives patient data or other personally identifiable health information, such data will be treated confidentially and safeguarded according to applicable privacy and data protection laws. The Company must at all times maintain proper clinical and laboratory practices in accordance with FDA regulations and other applicable standards, including those of other countries where the Company does business.

All information from clinical research that is published must be complete, accurate, and fairly represented in accordance with applicable Company policies.

**Q. Anti-Money Laundering**

The Company forbids directors, officers, and employees from knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. The Company is committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.

**R. Antitrust and Competition Laws**

The Company strictly prohibits any activity that may be considered to be a restraint of trade, an unfair business practice, price fixing, or unfair competitive behavior. Each director, officer and employee that is responsible for an area of business where these laws apply has a duty to understand their requirements. These laws are complex, vary from country to country, and penalties imposed for violations can be severe. Directors, officers, and employees should never discuss pricing, customers, or sales agreements with competitors, and be careful to avoid any activity that gives the appearance of restricting trade. Directors, officers, and employees should consult the Company's Legal Department before taking action.

**S. International Trade Controls**

Many countries regulate international trade transactions, such as imports, exports and international financial transactions and prohibit boycotts against countries or firms that may be "blacklisted" by certain groups or countries. Although the applicable laws may vary from country to country, the Company's policy is to comply with these regulations and prohibitions even if compliance may result in the loss of some business opportunities. Employees should learn and



understand the extent to which international trade controls apply to transactions conducted by the Company. Employees should contact the Company's Legal Department with any questions or concerns.

#### **T. Accuracy of Records**

Directors, officers, and employees must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards. They must fairly, accurately, and in reasonable detail reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

#### **U. Quality of Public Disclosures**

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

#### **V. Records Retention – Investigate current practices and right size policy**

Company records must be maintained and retained according to statutory, regulatory, judicial, and contractual requirements. Records consist of all forms of information created or received by the Company, whether originals or copies, regardless of media.

All records are the property of the Company and should be retained in accordance with the Company's records retention policies and procedures. You are responsible for properly labeling and carefully handling confidential, sensitive, and proprietary information and securing it when not in use.

You must not destroy official Company documents or records before the retention time expires but should destroy documents when they no longer have useful business purpose. Employees should contact the Legal Department for more specific retention and destruction guidelines.

#### **W. Anti-Harassment**

The Company is committed to a work environment in which all employees are treated with respect and dignity. The Company expects that all relationships among persons in the Company will be business-like and free of bias, prejudice,

and harassment. The Company encourages reporting of all perceived incidents of discrimination or harassment. It is the policy of the Company to promptly and thoroughly investigate such reports. For more information, please see the Company Employee Handbook.

Sexual harassment constitutes discrimination and is illegal under federal, state, and local laws. Depending on the circumstances, harassment can also include unwelcomed joking, teasing or other conduct directed toward a person because of his or her gender which is sufficiently severe or pervasive to create an unprofessional and hostile working environment.

## **X. Equal Treatment and Anti-Discrimination**

The Company is committed to the principles of equal employment opportunity, inclusion, and respect, and to providing a work environment based on mutual respect and trust, where everyone is free of harassment, unlawful discrimination, and retaliation. The Company recognizes that having a diverse workforce made up of team members who bring a wide variety of skills, abilities, experiences, and perspectives is essential to success.

The Company does not tolerate discrimination against anyone on the basis of race; religion; color; sex (including pregnancy); gender identity; sexual orientation, national or ethnic origin; weight; height; age; physical or mental disability; citizenship status (as long as a Company employee is authorized to work in the country of employment); marital status; past, present or future military service; or any other factor protected by the laws and regulations in the locations where the Company operates.

The Company provides reasonable accommodations to individuals with disabilities. Report suspected discrimination right away and never retaliate against anyone who raises a good faith belief that unlawful discrimination has occurred. For more information, please see the Company Employee Handbook.

The Company's equal treatment and anti-discrimination policy extends to applicants and employees in all phases of employment, including recruiting, hiring, placement, training and development, transfer, promotion, demotion, performance reviews, compensation and benefits, and separation from employment.

You have a responsibility to understand and follow policies and regulations related to equal employment, non-discrimination, and non-harassment. Immediate supervisors, other members of management, or the Human Resources Department are available to discuss questions, concerns, problems, or complaints involving discrimination or harassment.

## **Y. Environmental Stewardship**

The Company is committed to conducting business in an environmentally responsible manner and strives to improve our performance to benefit our employees, customers, communities, shareholders, and the environment. Employees whose work affects environmental compliance must be completely

familiar with the permits, laws, and regulations that apply to their work. All employees are responsible for making sure that Company business is conducted in compliance with all applicable laws and in a way that is protective of the environment.

### III. **Compliance Procedures**

#### **A. Communication of Code**

All current directors, officers and employees are being supplied a copy of the Code. Future directors, officers and employees will be supplied a copy of the Code when beginning service at the Company. Periodically, directors, officers and employees may be asked to provide a written certification that he or she has reviewed and understands the Company's Code, comply with its standards, and are not personally aware of any violations of the Code by others. Updates of the Code, when adopted, will be promptly supplied to directors, officers, and employees.

Directors, officers, and employees also can obtain a copy of the Code by requesting one from the Human Resources Department or Compliance team.

#### **B. Monitoring Compliance and Disciplinary Action**

The Company's management, under the supervision of the Board or, in the case of accounting, internal accounting controls, or auditing matters, the Audit Committee, shall take reasonable steps to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation, or suspension with or without pay, demotions, reductions in salary, termination of employment or service, restitution, and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

The Company's management shall periodically report to the Board on these compliance efforts including, without limitation, alleged violations of the Code and the actions taken with respect to violations.

#### **C. Communication Channels**

*Be Proactive.* Every employee is encouraged to act proactively by asking questions, seeking guidance, and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of law, rule or regulation resulting from the conduct of the Company's business or occurring on the Company's property. **If an employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule, or regulation applicable to the Company, he or she is obligated to bring the**

**matter to the attention of the Company.** Employees don't have to know all the facts to make a report in good faith.

*Seeking Guidance.* The best starting point for employees seeking advice on ethics-related issues or wishing to report potential violations of the Code will usually be their supervisor. However, if the conduct in question involves an employee's supervisor, if the employee has reported the conduct in question to the supervisor and does not believe that the supervisor has dealt with it properly, or if the employee does not feel comfortable discussing the matter with the supervisor, the employee may raise the matter with the Compliance Officer.

*Communication Alternatives.* Any employee may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods:

- By e-mail to [Compliance@cerapedics.com](mailto:Compliance@cerapedics.com) (anonymity cannot be maintained).
- In writing (which can be done anonymously as set forth below under "Anonymity"), addressed to Cerapedics, Inc., ATTN: Compliance Officer, by mail to 11025 Dover Street, Suite 1600, Westminster, CO 80021.
- Online at [cerapedics.ethicspoint.com](http://cerapedics.ethicspoint.com) (which may be done anonymously as set forth below under "Anonymity").
- By calling our anonymous hotline:  
**USA:** 833-646-1616  
**United Kingdom:** Dial 0-800-89-0011, then dial 833-646-1616  
**France:** Dial 0-800-99-0011 (Orange) or 0805-701-288 (Telecom Development), then dial 833-646-1616  
**Canada:** 833-646-1616

*Reporting Accounting and Similar Concerns.* Concerns or questions regarding potential violations of the Code, a Company policy or procedure or laws, rules or regulations relating to accounting, internal accounting controls, or auditing matters will be directed to the Audit Committee of the Board (the "**Audit Committee**") or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for receiving, retaining and treating complaints regarding accounting, internal accounting controls or auditing matters. Employees can also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which can be done anonymously as set forth below under "Anonymity"):

- By e-mail to Compliance@cerapedics.com (anonymity cannot be maintained).
- In writing (which can be done anonymously as set forth below under “Anonymity”), addressed to Cerapedics, Inc., ATTN: Audit Committee, by mail to 11025 Dover Street, Suite 1600, Westminster, CO 80021.
- Online at cerapedics.ethicspoint.com (which may be done anonymously as set forth below under “Anonymity”).
- By calling our anonymous hotline:

**USA:** 833-646-1616

**United Kingdom:** Dial 0-800-89-0011, then dial 833-646-1616

**France:** Dial 0-800-99-0011 (Orange) or 0805-701-288 (Telecom Development), then dial 833-646-1616

**Canada:** 833-646-1616

*Cooperation.* The Company will use reasonable efforts to investigate good faith allegations of any potential violations of the Code, any other Company policy or procedure, or any law, rule, or regulation, which often includes initiating an investigation of the matter, as deemed appropriate by the Company’s Legal Department. Investigations are conducted as confidentially as possible, subject to the Company’s need to share information for investigative purposes and consistent with applicable law.

Employees should not interfere in internal investigations or engage in their own fact-finding. Rather, employees should promptly raise ethics and compliance questions and immediately report suspicious behavior. All employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any law, rule, or regulation. Searches of Company-provided physician and information technology resources may be required. Refusing to cooperate in an investigation or providing false information during an investigation is a violation of this Code.

The Company may, in appropriate cases and subject to applicable local law, notify government authorities and cooperate with any resulting prosecution or other government action. In addition, when legally required or otherwise appropriate, the Company will timely self-report compliance violations to applicable government authorities and cooperate with any resulting official proceedings. The determination of whether and when to refer a matter to government authorities, or to self-report compliance violations, will be made by the Company General Counsel and Compliance Officer or their authorized designees.

*Misuse of Reporting Channels.* Employees should not use these reporting

channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

*Director Communications.* In addition to the foregoing methods, a director also can communicate concerns or seek advice with respect to this Code by contacting the Board through its Chair or the Audit Committee.

#### **D. Anonymity**

The Company treats confidentiality as a priority and the Company will use reasonable efforts to protect confidentiality whenever an employee interacts with any element of the compliance program. An employee who wishes to remain anonymous may do so, but in some instances, it may be impossible to keep an employee's identity confidential because of the demands of conducting a thorough investigation or certain legal requirements.

If a report is made anonymously, the Company may not have sufficient information to investigate or evaluate the allegations. Accordingly, persons who report suspected violations anonymously should provide as much detail as they can to permit the Company to evaluate the allegation and, if it deems appropriate, conduct an investigation. The Company prefers that employees, when reporting suspected violations of the Code, identify themselves to facilitate the Company's ability to take steps to address the suspected violation, including conducting an investigation.

#### **E. No Retaliation**

The Company forbids any retaliation against an employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Retaliation includes, but is not limited to, intimidation or an adverse employment action against an employee. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an employee. Anyone who participates in retaliation against an employee who makes a good-faith report about a questionable business decision, action, or provides information or otherwise assists in an investigation or proceeding regarding any conduct that the employee believes constitutes a violation of applicable laws or regulations, this Code, or the Company's related policies is prohibited and will be subject to disciplinary action, including termination. Any acts of retaliation should be reported immediately and will be promptly investigated.

The Company also prohibits taking any negative action against an employee for exercising his or her rights under state or federal employment laws, reporting a possible violation of this policy or for cooperating in an investigation.

### **IV. Waivers and Amendments**

The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver based on the best interests of the Company. No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes, without limitation, the Company's principal executive,

financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if required, the waiver is promptly disclosed to the Company's security holders in accordance with applicable U.S. securities laws and the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board and, if required, must be promptly disclosed to the Company's security holders in accordance with United States securities laws and any applicable securities exchange rules and regulations.

**V. Important Contact Information**

1. Compliance Department e-mail: [Compliance@cerapedics.com](mailto:Compliance@cerapedics.com)
2. Compliance & Ethics Hotline:
  - a. Telephone:
    - USA:** 833-646-1616
    - United Kingdom:** Dial 0-800-89-0011, then dial 833-646-1616
    - France:** Dial 0-800-99-0011 (Orange) or 0805-701-288 (Telecom Development), then dial 833-646-1616
    - Canada:** 833-646-1616
  - b. Web: [cerapedics.ethicspoint.com](http://cerapedics.ethicspoint.com)

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