



SURGITECH

CODE OF ETHICS & PROFESSIONAL CONDUCT

OF

SUGITECH MDICAL SUPPLIES LLC

LAST UPDATE - APRIL 2020

VERSION 3



CODE OF ETHICS & PROFESSIONAL CONDUCT

INTRODUCTION

This Code addresses a wide variety of business practices and procedures, with the aim of preventing wrongdoing. This Code is intended to alert Surgitech personnel to circumstances that can cause you or Surgitech to be in violation of federal, state, or local laws or regulations. Each supervisor and manager is responsible for ensuring that staff under their supervision are aware of and follow this Code as well as other Surgitech Policies and Procedures.

Surgitech's independent distributors, agents, and representatives, if any, should also be supplied with and practice this Code ("Third Party Agents").

If a national, state, or local law, rule, or regulation conflicts with a policy in this Code, you must follow the relevant law, rule, or regulation; however, if a local norm or policy conflicts with this Code, you must follow this Code. You are encouraged to report any conduct that you believe may be inconsistent with any provision of this Code or Surgitech's Policies and Procedures, or that you believe may potentially violate any national, state, or local law or regulation, to the Compliance Hotline. Individuals that breach the standards of this Code, such as failing to report a compliance problem or cooperating in any investigation, will face disciplinary action, which may include termination of employment or service.

Any person who reports a known or suspected violation or legal matter to Surgitech is protected from retaliation. Surgitech reserves the right to discipline the individual if he or she was involved in any unlawful or in violation of this Code of Ethics & Conduct. If a person believes he or she has been the victim of retribution, he or she may report it to the Compliance Hotline, Compliance Office, or Legal Department.

Failure to follow this Code, as well as relevant laws and regulations, will result in serious consequences. Surgitech employees must follow not only the legislation but also Surgitech's policies and procedures, as well as this Code.

Surgitech will review this Code on a regular basis to see if any updates are required, and will make any necessary changes based on that review. Any updates to the Code will be distributed within 30 days of their completion.

Only the Board of Directors of Surgitech Medical Supplies, LLC can grant a waiver of the policies or procedures outlined in this Code.

1 COMPLIANCE WITH LAWS AND POLICIES

All Surgitech staff, supervisors, directors, temporary agency and contractor workers, as well as Third Party Agents, must comply with all applicable federal, state, and local laws, regulations, and guidelines. To that end, Surgitech Personnel must actively participate in learning about and adhering to all relevant laws, legislation, and guidelines, as well as this Code and Surgitech's Policies and Procedures. Surgitech personnel must report any known or suspected violations immediately through the Compliance Hotline.

2 GOVERNMENT INVESTIGATIONS

You can never destroy or modify any Surgitech data, lie or make false claims to a government investigator, try to persuade another employee to provide inaccurate information, or prevent, mislead, or postpone the communication of information or records to any governmental authority. If a government investigator



contacts you, you can promptly alert the department manager as well as Surgitech's Group Compliance Manager or Legal department. Without the prior approval of the Group Compliance Manager and the Legal department, you cannot send Surgitech documents to any government agency in response to such a request.

3 CORPORATE COMMUNICATIONS

Surgitech employees collaborate with a variety of stakeholders on a daily basis, including clients, doctors, government officials, financial analysts, the press, and others. Growing our business and communicating our commitment to compliance require thoughtful, careful, and appropriate communication with these different audiences.

Knowledge that is communicated prematurely, wrongly, or without proper clearance, no matter how minor, or innocent, may have a major effect on Surgitech. It could have an effect on Surgitech's competitive position, regulatory issues, or legal enforcement.

As a result, all written and oral communications aimed at external audiences that address Surgitech business matters – such as speeches, press releases, presentations, and other materials – must be approved by Surgitech's Compliance Department before being published. This policy also applies to any public communication about Surgitech that an employee might post over the Internet, including Social Media Websites.

Information requests about Surgitech or its operations should be directed to the appropriate departments for response. Departments specifically responsible for dealing with the groups making the requests, such as the Compliance Department and Customer Service Department, can respond to such requests.

4 CORPORATE OPPORTUNITIES

Without the permission of Surgitech's Board of Directors, Surgitech employees are prohibited from taking personal advantage of business opportunities discovered through the use of Surgitech property, details, or place. Surgitech employees may not use Surgitech property, knowledge, or positions for personal benefit, and they may not directly or indirectly compete with Surgitech.

5 CONFLICTS OF INTEREST

Unless the Legal Department approves, conflicts of interest are strictly forbidden under this Code. When a person's private interests clash - or even appear to interfere - in some way with Surgitech's interests, a "conflict of interest" occurs. The presence of a conflict is determined by a variety of factors, including the extent and relative value of the competing interests. When Surgitech Personnel take actions or have interests that pose concerns about whether those Surgitech Personnel can conduct his or her Surgitech-related work fairly and efficiently, a conflict-of-interest situation can arise. Conflicts of interest may also occur when a Surgitech employee, officer, or owner, or members of his or her family, obtain personal benefits from a third party as a result of their employment with the company. Apart from Surgitech's compensation and benefits scheme, you do not receive any financial gain as a result of your position with Surgitech. Conflicts of interest includes:



5.1 Interests in Other Companies

Surgitech directors, officers, and staff, as well as members of their families, are prohibited from acquiring, owning, or having a substantial financial interest in any business entity that does or attempts to do business with Surgitech or is a competitor of Surgitech unless such interest has been completely reported in writing to the Legal and Enforcement Departments.

5.2 Employment by Suppliers, Customers or Competitors

Directors, officers, and employees of Surgitech do not serve or accept an offer to serve as a director, partner, consultant, or in a managerial position or any other type of employment or affiliation with any business organization that does significant business with or is a competitor of Surgitech, unless the director, officer, or employee has thoroughly reported such position, job, or association to the Legal Department in writing, and the Compliance Department notifies the director, officer, or employee in writing that such position, employment, or affiliation is allowable.

5.3 Other Outside Employment

Surgitech employees are expected to focus their business and professional efforts on the company's success. Outside employment that detracts from your job efficiency, needs time commitment during Surgitech business hours, materially interferes with the time or attention you are required to devote to Surgitech, or is otherwise harmful to Surgitech's best interests is prohibited. Do not offer services to another company for profit until you make full disclosure in writing to the Legal Department or the Compliance Office and obtain written approval from them. The services must be dependent on your employment with Surgitech and/or advanced expertise or experience acquired or used in your employment with Surgitech.

5.4 Reporting to a direct Family Member

If a member of your family already works at Surgitech and reports directly to you, there is a strong possibility for a conflict of interest. Employees should not personally supervise, report to, or be in a position to influence the recruiting, job assignments, or evaluations of someone with whom they have a romantic relationship or are a family member.

5.5 Fees and Honorarium

Surgitech officers and staff, as well as other Surgitech personnel acting as agents for Surgitech, may give lectures, hold workshops, publish articles in books, or participate in any other similar activity for which he or she may be paying a fee or honorarium, with prior approval. Any fines, honoraria, or reimbursements, must be transferred to Surgitech unless written permission is granted to keep them.

5.6 Gifts, Entertainment, Gratuities and Payments Received by Surgitech Personnel

You do not obtain or accept any gifts, gratuities, payments, fees, services, privileges, vacations or pleasure trips, loans, or other favors from any individual or business entity that does or seeks to do business with, or is a competitor of, Surgitech. No one can receive something of value in return for referring a third party to such an individual or company. Below outlines your act under the policy:



- You can accept common courtesy or common social facilities (such as a business lunch or the equivalent, or reasonable, business-related entertainment) that are commonly associated with agreed business practices.
- Accepting any sum of cash or cash equivalents (savings bonds, stock, gift cards, etc.) is never permitted. Furthermore, any kind of entertainment other than that mentioned above should be avoided.

If you obtain a gift, gratuity, or other payment that is not appropriate under the foregoing rules, you must return it immediately and inform the individual(s) from whom it was obtained of Surgitech's policy. Immediately notify the manager, as well as the Compliance Office, about the situation. If it is not possible to return a gift or gratuity, the gift or gratuity should be given to Surgitech for charitable or other lawful purposes. In the course of daily business relations with third parties, Surgitech personnel are encouraged to make Surgitech's role on gifts and gratuities known.

6 INTERACTIONS WITH CUSTOMERS AND IMPROPER PAYMENTS

Surgitech asserts that product selections should be taken in the best interests of patients, and it does not aim to gain business by bribing decision makers. Surgitech or Surgitech Personnel cannot sell, provide, or finance anything unless it is expressly approved by Surgitech's Policies or Procedures or the Compliance Office (Gifts, grants, honorarium, meals, lodging, travel, entertainment, charitable contributions, donations, etc.).

7 PAYMENTS TO GOVERNMENT PERSONNEL

Surgitech personnel do not explicitly or implicitly give, pay, pledge to pay, or accept payment of anything of value to officials of national or foreign governments or national or foreign political candidates in order to corruptly manipulate official conduct in order to acquire or maintain business. Illegal payments to government officials of any country are strictly forbidden.

Furthermore, promising, offering, or delivering a gift, favor, or other gratuity to an official or employee of any country, state, or local government in violation of the laws of that nation, state, or locality would not only be against Surgitech policy, but may also be a criminal offense. Similar rules can apply to state and local governments, as well as foreign governments. The Legal Department at Surgitech will assist you in this regard.

8 COMPETITION, FAIR DEALING AND ANTITRUST LAW

We strive to outperform our competitors in a fair and transparent manner. Superior results with immoral or unlawful business practices, is unacceptable to gain a competitive advantage. Obtaining confidential information from another corporation in an unethical manner, and holding trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

All Surgitech Personnel are responsible for compliance with applicable antitrust laws and must refrain from actions that might violate antitrust laws. Surgitech expects all Surgitech Personnel to be familiar with principles of antitrust law applicable to their employment responsibilities.



9 MARKETING PRACTICES

Products from Surgitech must be marketed solely on the basis of cost, quality, and service. Advertising by Surgitech should always be honest, and clear statements should be backed up. Surgitech's products should not be branded or sold in a way that makes them seem similar to those of competitors. Both ads and promotional allowances should be given to all consumers on proportionately fair terms. These allowances are governed by strict rules and must be discussed with the Legal Department before being granted.

Surgitech and Surgitech Personnel will not make any hidden payments or offer any gifts, bribes, gratuities, kickbacks, or inducements to anyone, including customers, their agents or staff, or members of their families, in order to pursue product sales or to induce the purchase of Surgitech products over competitors' products. If such a payment is requested, the Compliance Office or the Legal Department should be contacted immediately. Surgitech policy is to sacrifice business that is available only through improper or illegal payments.

10 PURCHASING PRACTICES

All vendors will be treated equally, freely, and honestly. This policy covers accounting, auditing, legal, advertisement, and building facilities, as well as facility use fees, products purchased for Surgitech use, supplies acquired for manufacturing, and all other indirect goods and services purchases from a patient and/or a company owned by any actual or potential source of healthcare business or referral, or ownership by an immediate family member of any actual or potential source of healthcare business or referral, must be checked with the Compliance Office before committing to a transaction. Any inquiries in this field should be directed to the Compliance Office by Surgitech personnel.

11 RECORD-KEEPING

In order to make responsible business decisions, Surgitech needs fair and reliable data recording and reporting. Only the real and actual hours worked by Surgitech Personnel, for example, should be reported. You must make sure that all of the documents you're in charge of correctly represent transactions and don't include any false or misleading information.

Surgitech's books, documents, reports, and financial statements must be kept in fair detail, accurately represent Surgitech's transactions, and comply with relevant legal standards as well as Surgitech's internal control structure. Unaccounted for or "off the books" funds or properties are not to be maintained.

12 DISCRIMINATION AND HARASSMENT

We are committed to equal opportunity in all aspects of employment and will not tolerate any form of unlawful discrimination or harassment. Derogatory remarks focused on racial or ethnic characteristics, as well as unwelcome sexual advances, are examples. Surgitech can provide eligible individuals with jobs, training, growth, and promotion opportunities regardless of race, religion, national origin, colour, sex, sexual orientation, age, military record, citizenship, disability, or any other legally protected characteristic.

13 ENVIRONMENTAL PROTECTION, HEALTH AND SAFETY

Surgitech is dedicated to managing environmental management systems, programs, and procedures for research and product growth, operations, packaging, transportation and distribution, marketing and



sales, and contracted products and services. Management shall encourage Surgitech Personnel to recognize environmental conservation and health and safety as inseparable parts of their daily duties, and Surgitech Personnel must support this policy by complying with relevant laws and regulations.

There is no tolerance for violence or threatening actions. Employees can arrive at work in a state that allows them to conduct their duties without the use of illegal or impairing drugs or alcohol. Alcohol or illicit substances would not be accepted in the workplace.

14 PROTECTION AND PROPER USE OF SURGITECH ASSETS

All Surgitech employees should make every effort to safeguard the company's assets and maximize their performance. Surgitech's profitability is directly impacted by theft, carelessness, and waste. Any alleged fraud or theft should be reported to the Compliance Office or the Legal Department as soon as possible for investigation. Resources belonging to Surgitech should not be used for non-Surgitech purposes.

14.1 Use of electronic mail, voice mail and Internet services

Electronic mail systems and Internet access are available to assist you in carrying out your duties. Personal use is allowed on occasional basis, but never for personal benefit or any other inappropriate intent. You should not access, email, or download any information that could be considered offensive or disrespectful to another person, including sexually suggestive materials or messages, cartoons, jokes, ethnic or racial slurs, or any other communication that could be considered abuse. Also keep in mind that "flooding" Surgitech computer systems with junk mail hinders the systems' ability to manage legitimate Surgitech business.

Your messages (including voice mail) and computer data are considered Surgitech property, and you should not expect them to be private. Surgitech reserves the right to access and disclose this information, even for the purposes of evaluating employees and contractors, unless prohibited by statute. You must exercise caution. Do not view, send a message, or save any information that you do not want other people to see or hear. Be mindful that even materials that have been removed can be saved and retrieved electronically. Violations of these policies can result in disciplinary action, which may include dismissal from the company.

14.2 Proprietary Information

You have a responsibility to safeguard Surgitech's properties, which includes its confidential information. Trade secrets, patents, trademarks, and copyrights are examples of proprietary information, as are corporate, marketing, and service plans, engineering and manufacturing concepts, prototypes, databases, documents, salary information, and any unpublished financial data and reports. Unauthorized use or dissemination of this information could devalue it, damage Surgitech's competitive position, or result in contract violations. It may even be illegal, subjecting you to civil or criminal penalties. Proprietary information should be discussed with Surgitech Personnel only on a legitimate "need to know" basis. Unless anyone with appropriate authority openly discloses proprietary information, disclosures to someone outside of Surgitech can only be made in accordance with a signed confidential disclosure agreement issued by the Legal Department. Do not accept proprietary information from third parties unless it is covered by a formal confidentiality agreement that has been authorized by the Legal Department.



15 COPYRIGHT LAW COMPLIANCE AND COMPUTER SOFTWARE

Copyright law governs the reproduction of copyrighted materials by Surgitech personnel, and it specifies the circumstances under which a photocopy of a copyrighted work may be produced legally for Surgitech purposes. A single photocopy of a copyrighted article for personal use is normally permitted. It is not permitted to photocopy entire works or significant parts of works, such as newsletter issues. To be protected by copyright, one no longer needs to include a copyright notice on his or her work.

Copyrights on electronic software must also be strictly adhered to. Only in strict accordance with individual software license agreements may Surgitech duplicate copyrighted software. Any licensed software must be used in strict compliance with individual agreements. You must promptly alert the Legal Department if you hear of any abuse of software or related documentation, including unauthorized replication. In addition, if you have any questions on how to comply with these legal provisions, you must obtain advice from the Compliance Office or the Legal Department.

16 INTERNATIONAL TRADE

Surgitech must follow all import and export control rules, as well as economic sanctions laws levied by the countries in which it does business, including boycott laws and regulations. Surgitech personnel should direct all inquiries to the Legal Department due to the complexities of these issues.

17 COMPLIANCE AND REPORTING

Surgitech is committed to follow all relevant laws and regulations, as well as this Code and Surgitech's Policies and Procedures, in all aspects of its operation. Surgitech employees are expected to report any documented or suspected violations of the following policies, either in person to their manager, supervisor, or the Compliance Office, or through the Compliance Hotline listed below:

- violations of applicable laws and regulations;
- violations of this Code;
- violations of Surgitech's Policies and Procedures.

If Surgitech Personnel fail to comply with any of these provisions, they may be subject to fines and criminal charges under some rules, in addition to disciplinary action.

All reports submitted are kept private. If a person wishes, he or she can make an anonymous report.

Reports will be investigated and followed up on by Surgitech. Surgitech forbids retaliation against someone who reports an alleged compliance or legal problem in good faith. Surgitech will make every effort to keep every reporting person's identity private. It must be understood, however, that in cases where Surgitech is obliged to do so by government or court order, it may be appropriate to reveal the identity of the reporting individual.

The fact that Surgitech has a Compliance Office does not relieve Surgitech Personnel of their individual responsibility to follow all relevant laws and regulations, including this Code and Surgitech's Policies and Procedures. This Code, along with its provisions, does not include the entire collection of Surgitech's Policies and Procedures. In the same way, known or alleged breaches of issues not addressed in this Code must be identified.



SURGITECH

You may use any of the following methods to submit a report through the Compliance Hotline:

Telephone: 00971 50 234 5688 / 00971 50 367 6783

Email: compliancehotline@shaaranigroup.com /

stcompliancehotline@gmail.com