



201 Burlington Road, Bedford, MA 01730 - 781-895-3235

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for all employees of Augmenix, Inc. (the “Company”). This Code, based in part on the [AdvaMed Code of Ethics](#), is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. Except as otherwise required by applicable local law, this Code applies to the Company.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or the Compliance Officer.

Compliance with Laws, Rules, and Regulations

The Company requires that all employees comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgement 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.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its employees, officers, directors, 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. While it is the Company’s desire to address matters internally, nothing in this Code prohibits you from reporting any illegal activity, including any violation of the environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. 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. However, if the report was made with knowledge that it was false, the Company may take appropriate disciplinary action up to and including termination. 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.

Compliance with Company Policies

Every employee is expected to comply with all Company policies and rules as in effect from time to time. You are expected to familiarize yourself with such policies.

Honest and Ethical Conduct and Fair Dealing

Employees should endeavor to deal honestly, ethically, and fairly with Company’s suppliers, customers, competitors and employees. Statements regarding 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.

Protection and Proper Use of Corporate Assets

Employees should seek to protect the Company's assets, including proprietary information. Theft, carelessness and waste have a direct impact on the Company's financial performance. 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.

Employees must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

Gifts and Gratuities

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law, insignificant in amount and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law.

Employees must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. The Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

Accuracy of Books and Records and Public Reports

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 and accurately 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 amount 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.

Waivers of this Code of Business Conduct and Ethics

While some of the policies contained in this Code must be strictly adhered to and no exceptions

can be allowed, in other cases exceptions may be appropriate. Any employee who believes that a waiver of any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the Compliance Officer must be obtained. The Compliance Officer shall be responsible for maintaining a record of all requests by employees for waivers of any of these policies and the disposition of such requests.

Reporting and Compliance Procedures

Every employee has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code to his or her supervisor or to the Compliance Officer, as described below. Any employee who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor or to the Compliance Officer. You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Compliance Officer.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Company's Compliance Officer by mail at: Compliance Officer, Augmenix, Inc., 204 Second Ave, Waltham, MA 02451 or calling the anonymous Compliance hotline number: (844) 280-0005, emailing reports@lighthouse-services.com (reference company name), or sending a fax to (215) 689-3885 (reference company name). While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish.

If the Compliance Officer receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Board of Directors for action. Employees, are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer, the Board of Directors, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, discharge and demands and/or claims for restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code,

or who has knowledge of such conduct and does not immediately report it, also will subject to disciplinary action, up to and including discharge.

Health Care Compliance Policy

All Augmenix Inc. employees who interact in any way with health care professionals, or with customers, who purchase health care products, must understand and abide by the Augmenix Health Care Compliance guidelines.

Health Care Compliance Fundamental Principles

In the broadest sense, Health Care Compliance is about adhering to three fundamental principles

- 1. Keeping medical decision-making free of improper industry influence.**
- 2. Lawful promotion of products regulated by the US Food and Drug Administration (FDA).**
- 3. Disclosing accurate pricing information to ensure appropriate government reimbursement**

We believe in these principles and in upholding the regulations that support them. To this end, our Health Care Compliance guidelines are founded on our understanding and application of relevant federal and state statutes and industry codes of ethics. They are consistent with the responsibilities and values which are the underpinnings for key elements of an effective Health Care Compliance program, as defined by the US Department of Health and Human Services Office of Inspector General.

Under federal and state laws, all parties who engage in an illegal activity may be held accountable. This means that customers, along with companies and their employees, can be prosecuted for violations. In adhering to the regulations that govern Health Care Compliance, we protect our customers, our companies, and ourselves.

Health Care Compliance Program Fundamental Elements

1. Written policies and procedures for compliance
2. A designated compliance officer and committee
3. Effective training and education for employees
4. Effective lines of communication
5. Internal monitoring and auditing procedures
6. Enforcement of standards through disciplinary guidelines
7. Prompt responses to detected problems and implementation of corrective actions

Adapted from the US Department of Health and Human Services Office of Inspector General: Publication of OIG Guidance for the Durable Medical Equipment, Prosthetics, Orthotics and Supply Industry. Federal Register 64 (128):36368, July 6, 1999, and the US Department of Health and Human Services Office of Inspector General: OIG Compliance Program Guidance for Pharmaceutical Manufacturers. Federal Register 68 (86):23731, May 5, 2003.

Health Care Compliance Guidelines

These guidelines help to define our commitment as a company and as individuals to abiding by the government laws and industry standards that apply to our day-to-day interactions with health care professionals.

Patients & Physicians

United States laws, as well as the laws of other jurisdictions, restrict the sale and use of devices and products described in this website to sale and use by or on the order of a licensed physician.