

COOK[®]

Code of Conduct

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Message from the President

For nearly half a century throughout the world, the name “COOK” has been associated with innovation, vision, quality, success and integrity. We achieved this extraordinary reputation for excellence in our business dealings and relationships because of a very simple fact—**We keep our promises.**

We all make promises every day—To ourselves, to our co-workers, to our customers and their patients, to our employees and to our families and communities. These promises drive our business.

What allows us to keep our promises is a commitment to honesty and ethical behavior. This commitment is made by each of us as individuals and by our company as a whole. As we state in our employee manuals, COOK is committed to compliance:

Honesty and ethical behavior have always played an important role in COOK’s work. Our operations involve important legal and ethical responsibilities that extend to customers, to our fellow workers and employees, to the healthcare providers and public and private agencies with whom we do business, and to the public at large. It has always been COOK’s policy that its directors, officers, employees, representatives and agents behave ethically and follow all of the laws, regulations, policies and procedures that affect their jobs.

This Code of Conduct is designed to provide important guidance in good business practices for our companies worldwide. It is essential that you take time to read and understand it. Every COOK employee, director, officer, consultant, distributor and agent is responsible for observing this Code of Conduct. Any questions should be directed to your immediate supervisor, the Corporate Compliance Officer of an individual COOK company, the Human Resources Department or the Chief Compliance Officer of Cook Group Incorporated.

By dedicating ourselves to the principles outlined in our Code of Conduct, we will be able to maintain our reputation as a world-class leader in innovation, quality, integrity and reliability in everything we do. It all starts with you. Each of us as individuals, committed to personal integrity, will build a promising future for us all.



Kem Hawkins, President
Cook Group Incorporated

COOK Mission Statement

COOK is dedicated to bold leadership in pioneering innovative medical solutions to enhance patient care worldwide. Our values are:

- **Patients** - Maintain a deep concern for patient safety and well-being.
- **Quality** - Provide the highest quality medical products.
- **Customers** - Treat customers with respect and serve them to the best of our ability.
- **Knowledge** - Solve diverse medical problems while maintaining a willingness to listen, learn, innovate and educate.
- **Integrity** - Respect our company by giving our best effort, loyalty, honesty and accountability.
- **Employee Involvement** - Acknowledge the contribution of our fellow employees.
- **Corporate Citizenship** – Serve as a corporate role model for the betterment of society by being a sensitive employer and contributor to the communities where we reside, and an example of the highest integrity in business dealings.

Promises to Ourselves

1) To Read, Understand and Follow this Code of Conduct

COOK requires its employees and agents to do what is right, treat people fairly, perform their jobs with diligence and honesty, and otherwise conduct COOK's business in a manner that is beyond reproach. COOK's principles of honesty and integrity are outlined in this Code of Conduct. Integrity at COOK starts with you. By reading, understanding, and following this Code, we each take responsibility for sharing these values and for our own success, as well as the success of COOK.

This Code provides general principles to guide all of us in making ethical decisions. It is not meant to address every specific situation. Each of us must use common sense and good judgment, and ask for advice when faced with a difficult or uncertain situation.

Where necessary, we have placed specific guidelines for relevant job functions in a separate document. Those documents are highlighted in bold type. Additional guidance will be developed as needed.

As such, nothing in this Code prevents or restricts the company from taking any disciplinary action on any matters relating to employee conduct, whether or not that disciplinary action is discussed in this document. Violation of these principles is discussed in the relevant **Employee Manuals** for each company. If required, disciplinary actions may include termination from employment.

2) To Understand, Take Responsibility for and Ownership of Our Jobs

It is COOK's policy to provide safe and effective medical products to patients around the world. Patient safety and well-being are our highest priorities. We take the COOK Mission Statement and values seriously. Because we all contribute to this mission, each of us must take responsibility for understanding and performing our own jobs to the best of our ability, every day. We must also be accountable for our actions.

COOK management will provide the tools and training you need to perform your individual job. After your orientation and training, tell your management team if you don't understand what to do in your job.

It is also COOK's responsibility to provide a safe and healthy work environment. As COOK employees, we must follow all safety rules and practices and be responsible for taking the necessary precautions to protect ourselves and our co-workers. Part of this responsibility includes correctly using the personal protective equipment you are given on the job.

3) To Comply with all Laws and Regulations

It is COOK's policy to comply with all laws and regulations that apply to our businesses worldwide. As a COOK employee, it is your responsibility to comply with all laws and regulations as well. If you are not sure about an activity and how it relates to a law or regulation, please ask your supervisor or Corporate Compliance Officer.

4) To Report Violations of this Code of Conduct without Fear of Retaliation

It is COOK's policy to investigate and address violations of this Code. You are encouraged to report violations of this Code to management or to your Corporate Compliance Officer without fear of retaliation. COOK will conduct a prompt and, wherever possible, confidential investigation of such reports. Retaliation in any form against an individual who reports a violation of this Code of Conduct or law will not be tolerated.

5) To Cooperate with any Internal or External Investigation

It is COOK's policy to cooperate with internal and external auditors, investigators and governmental authorities. It is each employee's responsibility to cooperate fully with any internal or external investigation into potential compliance violations.

Promises to Our Customers and Their Patients

1) To Provide Quality Products in a Timely Manner

Ensuring a patient's health and well-being is our first and foremost objective – It is a big responsibility and one that COOK takes very seriously. COOK's policy is to live up to our long-time motto of providing "Quality Products in a Timely Manner." Our goal is to produce and deliver products of the highest quality, without defects.

COOK's quality system is described in the **Quality Policy Manual** for manufacturing entities. The manual outlines authorities and responsibilities, **Quality System Procedures** and instructions, management review and system effectiveness audits. Management is responsible for communicating and training employees on the parts of the Quality System that apply to their jobs. It is your responsibility to understand if and how the Quality System applies to your job.

2) To Assure Regulatory Compliance

Medical care and associated equipment, devices and pharmaceuticals are regulated and monitored by a variety of government agencies around the world. It is COOK's policy to understand and comply with all laws, regulations and government directives that apply to our businesses. COOK believes in taking an open, helpful and effective approach with regulatory agencies on matters of regulatory policy, compliance, product submissions and product performance.

It is COOK's policy to provide accurate, relevant information and records to government regulatory bodies that are legally authorized to ask for such information.

3) To Deal Honestly and Fairly in Business

It is COOK's policy to deal with our customers honestly and fairly and to take the highest ethical road when interacting with competitors in the marketplace. COOK is fully committed to our tradition of having strong customer relationships based on trust, knowledge, integrity and the highest quality medical devices in the world.

As a global company, we will continue to identify industry-related organizations worldwide that share our views and adopt their guidelines, when relevant, to maintain ethical business practices in all regions.

If applicable to your job, the following guides outlining detailed COOK policies and procedures are available to you through your manager or supervisor:

- Field Guide for Interaction with Customers
- Antitrust and Fair Competition Field Guide (U.S.)
- U.S. Billing, Coding and Reimbursement Guide & U.S. Healthcare Provider Reimbursement Primer
- International Policies
 - Foreign Corrupt Practices Act
 - Import and Export
 - Anti-Money Laundering (USA Patriot Act)
 - Eucomed Guidelines on Interactions with Health Care Professionals (Europe)
 - Eucomed Competition Law Compliance Guidelines (Europe)
 - MEDEC's Code of Conduct on Interactions with Healthcare Professionals (Canada)

4) To Follow Applicable Privacy Laws

It is COOK's policy to maintain the confidentiality of health information provided to us while conducting business. COOK has always taken steps to protect the privacy of the health information of patients using our products. We are committed to following the privacy legislation in every country where we do business including; the U.S. Health Insurance Portability and Accountability Act ("HIPAA") and privacy statutes and regulations related to Protected Health Information ("PHI"), which includes training all employees exposed to PHI; to the U.S. Safe Harbor Privacy Principles; to the Canadian Personal Information Protection and Electronic Documents Act ("PIPEDA"); and to the European Privacy Directive.

Promises to COOK

1) To Maintain Confidentiality

It is COOK's policy to protect our proprietary and confidential business information. This includes information about the way we do business, the identity of our customers, and our manufacturing methods and processes. As a COOK employee, you are trusted and obligated to always put the company's best interest above your own. Much of COOK's success is a direct result of employee loyalty. Public and customer confidence, along with employee loyalty, plays a key role in our continued success. Along with protecting COOK's confidential information, we must do our jobs with diligence, care and skill.

Every COOK employee is required to sign a confidentiality agreement. All employees with access to COOK computers, the internet, and e-mail must sign a Computer Information Confidentiality, Security and Use Agreement (See item 6 below). COOK employees are obligated to protect the proprietary and confidential information and trade secrets belonging to the company. Your obligation continues even after you are no longer employed by COOK.

2) To Protect Intellectual Property

It is COOK's policy to protect our intellectual property and to respect the intellectual property of others. COOK puts significant time, money and resources into developing intellectual property. Our intellectual property includes, but is not limited to, product designs, manufacturing methods, confidential information and business processes that help us succeed in business. We protect our intellectual property by seeking patents and trademark registrations, and we uphold and enforce our protected property.

COOK is careful to limit access to and exposure of our confidential intellectual property and we respect our competitors' efforts to do the same. Confidential information must not be shared with anyone outside COOK unless there is a company approved confidentiality agreement in place. Likewise, we must not accept the confidential information of others, including competitors, without a real need for the information and a confidentiality agreement in place stating the permissible use or disclosure. Employees should contact the Cook Group Incorporated Legal Department for advice in all cases where a company requests changes in our confidentiality agreement form or insists on the use of their form.

3) To Avoid Conflicts of Interest

All COOK employees must place COOK's interests above their own. You must avoid a conflict of interest or the appearance of a conflict. A conflict of interest exists if you find that your personal interest in a situation makes you unable to act in COOK's best interest. Some examples of areas where a conflict could occur are corporate investments, affiliation, benefit or remuneration, or an obligation to another organization or individual. Contact your immediate supervisor, your Corporate Compliance Officer, the Human Resources Department or the Cook Group Incorporated Legal Department if you have questions or need advice.

4) To Adhere to the COOK Policy on Employees Accepting Gifts and Entertainment

COOK employees should not accept gifts or entertainment of more than a modest value, with the exception of a routine social function, from any individual or business in a position to gain from a relationship with COOK. This includes, but is not limited to, customers, vendors, consultants and other potential business partners. Gifts of merchandise or products, as well as personal services or favors, may not be accepted unless they have a value of less than \$100.00 USD or the equivalent. This monetary limit is intended to serve as a guideline, and employees are urged to talk to their supervisor before accepting any gift of more than a modest value. It is never appropriate for a COOK employee to ask for a gift. A gift of cash or securities may never be accepted.

In some international business transactions, it is customary and legal for business leaders in a host country to present gifts to COOK employees. These gifts may be of more than a modest value and, under the circumstances, returning the gifts or paying for them may be an insult to the giver. In this situation, the gift must be reported to the employee's supervisor. In all other cases where a gift cannot be returned and where offering to pay for the gift would damage the business relationship, your supervisor must be notified. In some cases, a gift to an individual may be kept by the company, at the company's sole discretion.

5) To Appropriately Use Company Property

It is COOK's policy to maintain and protect company property from theft or destruction. All employees are responsible for properly using COOK's physical resources and property, as well as its proprietary and confidential information. Company property, facilities and resources may not be used to conduct business, solicit sales, or distribute products or services that are not related to an employee's job with the company. The only exception is for charitable activities that have been formally approved in advance by company management.

6) To Follow the COOK Computer/E-mail Policy

It is COOK's policy that employees use our computer resources in a productive and professional manner for the benefit of the company and our customers. COOK has established guidelines for maintaining a secure environment for Company Information Systems. Access to computers, the internet and e-mail is provided to benefit COOK and our customers. Every employee is responsible for using computers, the internet and e-mail in a productive and professional manner. The company's Computer Information Confidentiality, Security and Use Policy is outlined in the **Employee Manual**. All employees are required to comply with this policy.

7) To Maintain and Retain Accurate Records

It is COOK's policy to maintain accurate books and records of our business. We commit to maintaining accurate records to ensure legal and ethical business practices. These records must be complete, accurate and not misleading. All records must be maintained according to the **COOK Records Retention Policy**.

8) To Follow the COOK Accounting Policies and Procedures

It is COOK's policy to comply with all financial and accounting regulations that apply to our companies, wherever they are located. The **COOK Accounting Policies and Procedures** document guides our activities in this area. Employees must follow the **COOK Expense Reporting Guidelines** for all expenses they incur on behalf of the company.

9) To Appropriately Handle Third-Party Inquiries (e.g., Government and Media)

It is COOK's policy to respond to legitimate third-party inquiries in a cooperative and responsible way. COOK management must be immediately informed about any government, regulatory or media inquiry in order to properly and completely respond. If you are contacted by an outside individual or agency, please report immediately to management or directly to the Cook Group Incorporated Legal Department. Media inquiries should be forwarded to your supervisor to be reported to the public relations department of Cook Incorporated.

Promises to Each Other

Employees of COOK shall abide by the relevant corporate **Employee Manual** and agree to:

- Not Tolerate Discrimination or Harassment
- Adhere to the COOK Policy of No Violence in the Workplace
- Maintain a Drug-Free Workplace

Promises to the Community

1) Our Commitment to the Communities Where We Work

COOK companies have always strived to be good neighbors in the communities where we operate. Our companies have a history of philanthropy and we encourage our employees to get involved in their communities by volunteering. COOK is committed to complying with applicable local ordinances and other local legal requirements.

2) To Protect the Environment

Each COOK employee is responsible for minimizing the impact our business activities have on the environment. COOK facilities must operate in compliance with all applicable environmental laws to protect our neighbors, our neighborhoods and our businesses.

3) To Follow the COOK Policy on Political Contributions

COOK employees must comply with the federal, provincial, state and local laws addressing the promotion of the company's position to governmental authorities and the laws governing political contributions. The review and approval of the Executive Vice President, Regulatory and Legislative Affairs of Cook Group Incorporated is required before acting on behalf of any COOK company in the U.S. or the President or Managing Director outside the U.S. in:

- a) making any political contributions, or
- b) interacting with Federal, Provincial, State or Local Officials.

Consult the COOK **International Policies** for information about relations with international government officials.

4) To Follow the COOK Policy on Charitable Contributions

All corporate donations and promotional materials must comply with COOK policies and any applicable laws or guidances outlining appropriate interaction with healthcare professionals.