



Because we care.<sup>TM</sup>

Code of Business Ethics and Conduct

**HOLDING OUR STANDARDS HIGH**



## ALL TEAMMATES

Our value of integrity is defined as the cornerstone of our existence at Midmark. We want to maintain the reputation we've earned as a company that does the right thing and promote the "Because we care." message every day. To do this, we expect our teammates to take responsibility for their actions, comply with all laws, regulations and company policies, and conduct themselves in a manner that reflects positively on our company.

We know that companies face serious challenges from unsafe, illegal and unethical behavior. This kind of activity can harm a company's brand and its teammates. We take these issues seriously, and we expect you to do the same.

Our Code of Business Ethics and Conduct (the "Code") is an important resource to guide us in making the right choices for ourselves, for our company and for the communities in which we live and work. It addresses not only those areas in which we must act in accordance with the law or regulation, but it also provides guidance of a general nature to help you recognize and resolve ethical and legal issues you may encounter in conducting company business.

Please review the Code carefully and use it to guide you in your day-to-day decision-making, but remember, the Code is not meant to address every situation you might encounter. If anything seems unclear, or if you have questions about any aspect of the Code or are unsure of how to handle a particular situation, talk to your manager. We want you to have all the information you need to do your work fairly, honestly and ethically.

We appreciate your support and commitment to protecting and enhancing our company and our reputation.

Sincerely,

A handwritten signature in black ink that reads "Anne Eiting Klamar". The signature is written in a cursive, flowing style.

Anne Eiting Klamar  
President

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# RESPECT FOR OUR TEAMMATES

OUR TEAMMATES ARE OUR COMPANY'S GREATEST ASSET. WE WANT TO PROVIDE A WORKPLACE THAT PROMOTES INDIVIDUAL EXPRESSION, INNOVATION AND ACHIEVEMENT; ENSURING EVERY TEAMMATE IS TREATED WITH RESPECT AND DIGNITY.



## Equal Employment Opportunity

We provide equal employment opportunity to all qualified persons according to the law, regardless of their race, color, creed, national origin, age, gender, disability or veteran status. Our commitment to fairness extends to all phases of employment including (but not limited to): recruitment, hiring and firing, opportunities for growth, development and promotions, selection of teammates for training programs, and wages and benefits.

## Harassment

Harassment can take many forms, all of which are unacceptable at Midmark, including jokes, threats or other unwelcomed actions concerning a person's race, color, creed, national origin, age, gender, disability or veteran status. Unacceptable behavior also includes unwelcomed sexual advances; requests for sexual favors; unwelcomed verbal, nonverbal or physical contact; or the display of sexually suggestive material. These acts will not be tolerated at our company.

## Discrimination

Diversity is valued in our company. We expect every teammate to respect the people and the cultures with which we work, to act responsibly, and to treat co-workers with dignity. Our company prohibits any conduct that singles out a teammate or group of teammates in a negative way.

## Accommodation for Individuals with Disabilities

We are committed to working with and providing reasonable accommodations for teammates and applicants with physical or mental disabilities. Teammates with disabilities are encouraged to provide documentation from their doctor describing any restrictions on their ability to perform the essential duties or functions of their job.

## Workplace Health, Safety and Security

We are committed to providing a safe and healthy working environment. Remember, safety and security are a team effort – we require every teammate to comply with applicable laws and our company's policies as they relate to ensuring the health, safety and security of our workforce. Teammates should only undertake work for which they are trained, work in accordance with good safety practices and report any unsafe conditions or injuries promptly.

## YOUR RESPONSIBILITIES

- Do your part to make our company a great place to work.
- Always treat others with respect and dignity.
- If you know or suspect that others are being harassed or discriminated against, report it immediately.
- Know and abide by our company's policies regarding safe working practices.
- Promptly report any unsafe conditions, violations of the drug-free workplace policy or violent acts or threats.
- Speak out against acts of retaliation.

We are also committed to a non-violent working environment, free of threats, intimidation and physical harm. Any acts or threats of violence towards another person or our company's property should be reported immediately. The unauthorized possession and/or use of weapons by any teammate while at work, on property belonging to our company or while on business for our company is also strictly prohibited.

## Drugs or Alcohol in the Workplace

We recognize that use of alcohol and/or illegal drugs can create serious health and safety risks and have implemented a drug-free workplace policy. Teammates are not permitted to use, possess or be under the influence of alcoholic beverages or illegal drugs on property belonging to our company.

## Retaliation

We encourage open and honest communication. Any teammate who, in good faith, raises a concern or reports misconduct is complying with our Code of Business Ethics and Conduct. Taking action against someone who brings an issue forward is strictly forbidden. As a company, we take reports of retaliation seriously – anyone found to have retaliated against another individual will face disciplinary action and possible dismissal.

# *Respect and Dignity*

# RESPECT FOR OUR COMPANY

EACH OF US HAS A RESPONSIBILITY TO PROTECT OUR COMPANY AND OUR REPUTATION. WE EXPECT TEAMMATES TO USE OUR COMPANY'S RESOURCES WISELY, APPLY SOUND JUDGMENT IN DECISION-MAKING AND BE FULLY ACCOUNTABLE FOR THEIR ACTIONS.



## Conflicts of Interest

We trust our teammates to make business decisions and take actions that are in the best interest of our company. A conflict of interest exists any time a teammate (or family member) is involved in an activity that could affect his or her objectivity in making decisions for our company. Examples of activities that might create a conflict of interest include accepting outside employment with our company's suppliers, customers or competitors, or having a financial interest in them. Teammates should avoid any situation that creates a conflict of interest and never use their position, contacts or knowledge about the company for personal gain. It is important to remember that even the appearance of a conflict of interest must be avoided. If a conflict of interest – or the appearance of one – develops, teammates must disclose it to management and seek guidance to determine the appropriate action to be taken.

## Favors, Gifts and Entertainment for Non-Healthcare Professional

In conducting business with individuals and companies, we expect our teammates to always be fair and impartial. A gift or favor should never be given or accepted if it might create a

sense of obligation, compromise one's professional judgment or create the appearance that it might. "Favors, gifts and entertainment" can include (but are not limited to) meals, hotel rooms, discounts, loans, cash, services, tickets, use of vehicles or vacation facilities, transportation – anything of value. Giving or accepting valuable favors, gifts or entertainment could be construed as an improper attempt to influence someone and adversely affect the business relationships we have so carefully built. Our business relationships must be based entirely on sound business decisions; teammates must always use good judgment and, if they have questions or concerns, talk with their manager.

Stricter rules apply when doing business with government entities, teammates, officials and representatives, as well as the public sector (including government-owned companies such as public universities and hospitals). Government employees are often prohibited from accepting anything of value, and violating their laws and rules can be a serious offense for both the giver (and his or her organization) and the receiver of a prohibited gift. Teammates who work with government or private sector employees must be sure to know and comply with the specific laws and regulations that pertain to their customers and their locations.

## Relationships with Vendors, Subcontractors and Customers

Business decisions regarding suppliers must be made objectively on the basis of the quality, value and reliability of the product or service offered. We expect our customers to apply the same standard when choosing our products and services. Products/services we buy or sell should be described, designed, produced, installed and serviced to comply with internal standards, external regulations and any applicable contractual obligations.

Stricter rules apply when doing business with healthcare professionals. Any transfer of value given to a Healthcare professional or their employees should follow the Advanced Medical Technologies Association (AdvaMed) Code of Ethics. Teammates who work with healthcare professionals and their employees must be sure to know and comply with the specific laws and regulations that pertain to their customers and their locations.

## Proprietary Information

A willingness to support charitable and community activities is encouraged at our company; however, employees must avoid acquiring any business interest or participating in any activity that would appear to interfere with their ability to work in the best interest of our company.

## Bribery and Kickbacks

We're committed to a workplace that conducts business honestly and fairly. We do not give, receive or solicit any improper payments or anything of value in return for favorable business terms or opportunities to obtain (or retain) the award of a contract or subcontract.

## Complete and Accurate Financial Records

As a company, we are committed to full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the U.S. Securities and Exchange Commission and other government agencies, and in other public communications.

Honesty and transparency in our accounting helps us maintain the trust we've built with our stakeholders. Every one of our teammates reports information of some sort, whether it's hours worked on a time sheet, monthly sales figures, results from quality or safety testing, charges on an expense report, information for our company's benefit programs, etc. – we each have a responsibility to provide complete and accurate information and to ensure that all financial books, records and accounts correctly reflect actual transactions and events. Every teammate must comply with Generally Accepted Accounting Principles, local accounting standards, as applicable, and our

## YOUR RESPONSIBILITIES

- Understand and be able to identify conflicts of interest.
- Disclose to management any situation that presents (or could appear to present) a conflict of interest.
- Know our company's policies as they relate to favors, gifts and entertainment.
- Be aware that the rules for favors, gifts and entertainment are much more stringent for government employees.
- Ensure business decisions regarding vendors, subcontractors and customers are made objectively.
- Protect the confidentiality of proprietary information, including information about the company, teammate data and the protected information of other third parties.
- Never offer or receive payments or anything of value to obtain an unfair advantage.
- Always provide complete and accurate information and ensure books, records and accounts reflect actual transactions and events.
- Be aware that there are special ethics obligations for teammates with financial reporting responsibilities.

company's system of internal controls and make certain that any document he or she prepares or signs is correct and truthful.

Senior financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that proper controls are in place to achieve truthful, accurate, complete, objective, consistent, timely and understandable financial and management reports. They must proactively promote ethical behavior and comply with the rules and regulations of federal, state, provincial and local governments, and other private and public regulatory agencies. Documents and records must be retained in accordance with the law and our company's internal record retention guides.

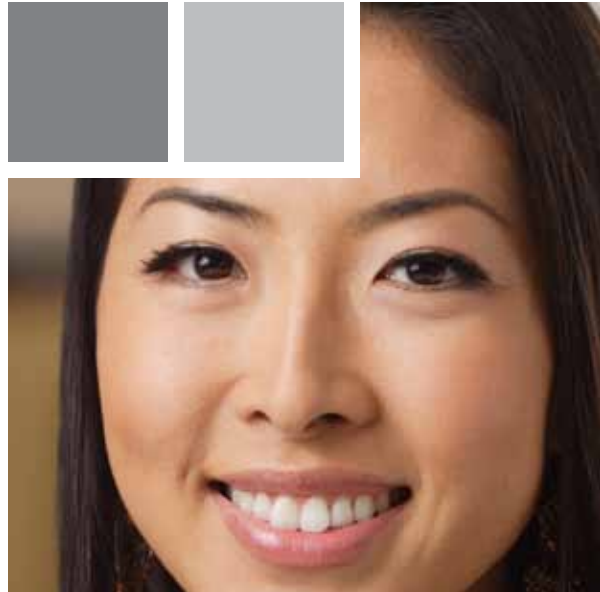
## Communications about Our Company

When dealing with anyone outside the company, including public officials, teammates must take care not to compromise the integrity or damage the reputation of our company or any outside individual, business or government body. When communicating publicly on matters that involve our company's business, teammates must not presume to speak for the company on any topic.

# *Responsibility*

# RESPECT FOR THE LAW

WE ARE COMMITTED TO CONDUCTING BUSINESS IN FULL COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS AND IN ACCORDANCE WITH THE HIGHEST ETHICAL PRINCIPLES. WE RELY ON EVERY TEAMMATE TO DO THEIR PART TO ENSURE WE MEET OUR LEGAL AND ETHICAL OBLIGATIONS.



## Antitrust/Competition

Antitrust/competition laws keep the marketplace where we operate thriving and competitive. Our company believes in free and open competition and abides by antitrust and competition laws wherever we do business. We also avoid conduct that might even suggest or make it appear that we are violating these laws. Teammates may not discuss or enter into a formal or informal agreement with competitors about prices or matters affecting price, production levels or inventory levels, bids, dividing production, sales territory, products, customers, suppliers, or other aspects that could constitute violation of antitrust laws.

## Government Contracting and Procurement Laws

In addition to the provisions of this Code and other company policies, teammates working with any U.S. government entity have an obligation to know, understand and abide by the laws and regulations governing that work. Teammates must work with U.S. government customer representatives in an atmosphere of openness and under circumstances that could not be interpreted to imply concealment, the appearance of an impropriety or any conflict of interest.

Our company (and anyone who works for or with us on our U.S. government contracts) must understand and comply with all applicable terms, conditions and provisions related to our contract(s) including (but not limited to):

- **The Anti-Kickback Act of 1986:** We will not directly or indirectly offer, provide, solicit or accept anything of value in return for favorable treatment in connection with a government contract or subcontract.
- **The Byrd Amendment:** We will not use federal appropriated money to pay any person for influencing or attempting to influence officials of the Executive or Legislative branches, including members of Congress and their staffs, in connection with the award or modification of U.S. government contracts.
- **The Procurement Integrity Act:** During the conduct of a federal government procurement, we will not solicit, obtain or disclose contractor bid and proposal information or proprietary or source selection information. Teammates must also refrain from discussions with current and former federal officials with regard to future non-government employment. All of our company's contingent labor (including contract labor and consultants who are involved in U.S. government procurements) must understand and comply with the requirements of the Procurement Integrity Act and its implementing regulations.
- **Sarbanes-Oxley Act of 2002:** Our company is in compliance with this Act, which focuses on reforming the oversight of public companies' auditing to improve the quality and transparency of financial reporting and strengthening the independence of auditors. We are committed to honest and ethical conduct, sensitivity to conflicts of interest and compliance with government rules and regulations.
- **Sherman AntiTrust Act:** We understand that it is unlawful to permit any contract, combination or conspiracy with any competitor.
- **Truth in Negotiations Act:** Our company complies fully with this Act in the conduct of its U.S. government business to provide an effective means of negotiating a fair and reasonable price. We disclose cost or pricing data to the contracting officer (or designated representative) and certify that such data is accurate, complete and current for negotiated procurements requiring certification as of a mutually agreed-to date.
- **Physicians Payment Sunshine Act:** Our Company is in compliance with this Act, which requires drug and medical device manufacturers to publically report gifts and payments made to physicians and teaching hospitals. Payments are considered all cash or in-kind transfers including compensation; food, entertainment or gifts; travel; consulting fees;

honoraria; research funding or grants; education or conference funding; stocks or stock options; ownership or investment interest; royalties or licenses and charitable contributions. Excluded from this are rebates, discounts and warranty items.

- **Advanced Medical Technology Association (AdvaMed) Code of Ethics:** Midmark has adopted the AdvaMed code of ethics. Midmark realizes the importance of beneficial interactions and relationships with Health Care Professionals. To ensure that these collaborative relationships meet high ethical standards, they must be conducted with the appropriate transparency and in compliance with applicable laws, regulation and government guidance. Refer to the AdvaMed Code of ethics for complete details.

### Foreign Corrupt Practices Act (FCPA)

We are committed to fair and open business conduct throughout the world. The FCPA prohibits corrupt payments (meaning anything of value) to non-U.S. government officials and employees (at any level) for the purpose of obtaining or retaining business. The FCPA also requires that we maintain accurate records and internal controls. This law carries significant criminal and civil penalties (including imprisonment and monetary fines) for noncompliance. All teammates are required to comply with the

## YOUR RESPONSIBILITIES

- Know and comply with antitrust/competition laws.
- If working under a U.S. government contract, understand and comply with all applicable terms, conditions and provisions related to that contract.
- Do not use our company's assets for political purposes.
- Obtain authorization before using third-party copyrighted material.

*Legal  
Obligations*

FCPA and promptly report any suspected violations. For complete details on our company's FCPA policy, see [www.midmark.com](http://www.midmark.com) and click on the "About" tab.

## Political Contributions

The company respects the right of teammates to be involved in political activities on an individual basis, contributing their own time and resources. Such activity, however, must not take place while you are working or using the company's property, equipment or name.

## Copyrighted Material

It is against our policy – and in fact, may be unlawful – to copy, reproduce, scan, broadcast or modify copyrighted material owned by others unless we have written permission from the copyright holder. This requirement applies regardless of whether the end product is for personal use or the company's use. It is also against our policy for teammates to use the company's facilities to make or distribute unauthorized copies of third-party materials. Improper use of copyrighted material can subject both our company and the teammate(s) involved to possible civil and criminal actions.

# WHERE TO GO FOR HELP:

## Asking Questions and Voicing Concerns

Our Code of Business Ethics and Conduct represents our commitment to putting integrity before all. By being a part of the Midmark Team, you are agreeing to uphold this commitment and reinforce the “Because we care.” message. Understanding and complying with the requirements of the Code and how it applies to you is most important to your success at Midmark. You also have a responsibility to take action when you see or suspect unlawful, unethical or fraudulent activity; questionable accounting or auditing matters; or any other violation of the Code.

Violating our company’s Code of Business Ethics and Conduct breaks the trust that we have built within our company, the companies with which we do business and the communities in which we operate. Violations also open us up not only to individual disciplinary action, including termination, but also to legal liability. A teammate who, in good faith, seeks advice, raises a concern or reports improper behavior is reinforcing the “Because we care.” message.

### **To report a concern, contact:**

#### 1. The Network

Country	AT&T Access Code	The Network
India	000-017	800-884-0933
United States	N/A – Dial Direct	800-884-0933

Toll-free, 24/7. Any time, from any location. You do not have to provide your name.

#### 2. Midmark Corporate Human Resources Department: 800-643-6275

### **If you have questions about the Code or any Midmark policy, contact:**

Your local HR Representative or the Midmark Corporate Human Resources Department: 800-643-6275.

# TEAMMATE CERTIFICATION

I certify that I have received the Code of Business Ethics and Conduct. I have read it and understand that it represents some of my responsibilities as a teammate, officer or director (as applicable) of Midmark. I understand that I must comply with this Code of Business Ethics and Conduct as a condition of my employment, and that I should seek guidance whenever I have questions regarding the Code or any other company policies or procedures. I also understand that I should report suspected violations as directed in this Code, and that reports I make concerning unethical activity or improper conduct will be treated confidentially. Midmark policies make it clear that I need not fear retaliation for asking questions or raising concerns in good faith. In addition, I understand that I must seek to ensure that third parties who work on behalf of our company (such as contractors, agents, subcontractors or consultants) are made aware of our Code.

Name: \_\_\_\_\_

Company: \_\_\_\_\_

Title: \_\_\_\_\_

Today's Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please sign and return this form to your manager. A copy will be retained and placed in your personnel file. Please note that failure to read and/or sign this document in no way relieves teammates of the responsibility to comply with our company's Code.

