

# CODE OF CONDUCT

APRIL 25, 2023

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Bound Tree Medical, LLC

Emergency Medical Products, Inc.

Cardio Partners, Inc.

Tri-anim Health Services, Inc.

# Hello,

Sarnova's mission is to be the best partner for those who save and improve patients' lives. As we continue to grow as a company and perfect the vision we have for Sarnova, we must never forget our values, which guide the way business is done, promoting acceptable, desirable and responsible behavior, above and beyond compliance with laws and regulations. From pharmaceutical distribution to medical device sales to product repairs and life-cycle management, our company values represent the highest standards we expect from our employees and the means by which we implement our guiding principles to achieve the highest standards of productivity, fulfillment and success.

The mission, vision, values and guiding principles of Sarnova represent the basic professional and ethical values of our company. This Code of Conduct expands upon those values and will help you better understand our commitment to our customers, their patients and the communities in which we operate.

Each concept outlined in this letter and more clearly defined in this Code are not only expected of our employees but also anyone providing products or services to Sarnova. The Sarnova Supplier Code of Conduct, which is sent to each of our suppliers and often part of the supplier's contract, outlines the professional and ethical standards we expect all of our suppliers to meet.

Carefully read through this Code of Conduct and keep a copy nearby. It serves as a great reference to raise concerns and always be your best.

Sincerely,

A handwritten signature in black ink, appearing to read "B. LaDuke".

Brian LaDuke  
CEO



**BRIAN LADUKE**  
CHIEF EXECUTIVE OFFICER

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# PRINCIPLES OF BUSINESS CONDUCT



# 1.1 MISSION

Be The Best.



## HAVE QUESTIONS? ASK HUMAN RESOURCES.

The folks in Human Resources are available to discuss our mission, vision, values and guiding principles.

## MISSION

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Our mission is to be ***the best*** partner for those who save and improve patients' lives.

This is our purpose from an *external* vantage point. This is what we do. This is the overarching reason for our existence.

## BEING THE BEST REQUIRES ACTING YOUR BEST

Employees of Sarnova are asked to be "The Best" – respect the law, work virtuously, and treat others professionally. We expect all of our employees to achieve this standard by knowing and following this Code of Conduct.

Sarnova adheres to the AdvaMed Code of Ethics, the industry gold standard in ethics for employees and third parties who have interactions with healthcare professionals or government officials.

## WHO MUST FOLLOW OUR CODE?

- Employees
- Agents and Contractors
- Board Members
- Vendors

# 1.2 VISION

Be The Best.



## HOW CAN YOU HELP ACHIEVE THIS VISION?

Ask yourself this question and discuss the answers with your manager.



## ESTABLISH PERSONAL GOALS!

Work with your manager to establish career goals that fulfill your aspirations and achieve Sarnova's vision.

# VISION

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Our vision is simple; to be *the best* company in health and safety sales, service, and distribution.

This is the ideal state of our company from an *internal* vantage



# 1.3 VALUES

Be The Best.



## EXPERIENCING A CONFLICT OF LAWS AND VALUES?

The Legal and Regulatory department is available to help you make ethical decisions within the law.



## SEEK CONFIDENTIAL ASSISTANCE!

Your assistance and concerns will remain confidential.

Visit: [Compliance Hotline Online \(click link\)](#)  
Call: 866-593-6050

# VALUES

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**Our values guide the way business is done, promoting acceptable, desirable and responsible behavior, above and beyond compliance with laws and regulations.**

This is a *high-level view* of what we believe in. This is the language we use to define our culture. This is how we measure right & wrong.

### **Service**

Providing value to our customers in everything we do.

### **Integrity**

Displaying strong character through honor, honesty, and doing the right thing.

### **Accountability**

Taking ownership of our results and putting in the hard work it takes to be the best.

### **Respect**

Appreciating individual diversity while demonstrating civility, politeness, and open dialog.

### **Stewardship**

Controlling cost and maximizing benefit at every stage of the value chain.

### **Teamwork**

Depending on each other for help and working together toward our common goals.

### **Leadership**

Empowering our teams to succeed and demonstrating professional courage at all times.

### **Excellence**

Dedicating ourselves to continuous improvement and getting better every day.

### **Empathy**

Treating others with understanding and compassionate professionalism.



# 1.4 GUIDING PRINCIPLES

Be The Best.



## WHAT ARE MY RESPONSIBILITIES?

Answer this question, then "choose" to live your work life according to these guiding principles.



## SET SMALL DAILY GOALS TO ACHIEVE BIG SUCCESS!

While most believe that having a long-term goal is crucial to success, successful people understand that without small, daily goals, you will get demotivated easily; success will in turn become hard.

# GUIDING PRINCIPLES

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**Our guiding principles provide us with the guidance to achieve the highest standards of productivity, fulfillment and success.**

This is a *ground-level view* of our cultural roadmap. This is how we operate. This is what shapes our actions, our interactions, and our daily work.

### **Do the right thing.**

We will always choose to do the right thing, even when shortcuts may seem easier.

### **Put others first.**

We reach our goals by helping those around us reach theirs.

### **Manage the business.**

We understand the necessity of healthy profits, and we are relentless about maximizing the sustainable, long-term growth of our company.

### **Work with passion.**

We take pride in aggressively pursuing excellence, and we wholeheartedly believe in what we do.

### **Always do your best.**

We are never satisfied with being good, and we will always strive to be the best.

### **Enjoy your work.**

We surround ourselves with great people, and we find joy in helping each other become personally and professionally fulfilled.

### **Embrace diversity, equity, and inclusion.**

We know that our differences make us stronger, and we are intentional in supporting the pursuit of each individual's full potential.

# 1.5 PERSONAL ACCOUNTABILITY

Be The Best.



## ARE YOU HOLDING YOURSELF ACCOUNTABLE?

Personal accountability will transform a really good company into a really great one...an exceptional one that can be the very best!

# PERSONAL ACCOUNTABILITY

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Simply stated, *organizational culture* is the way our teams think and act.

Our culture is one of personal accountability, and our thoughts and actions are guided by this mantra: See it. Own it. Solve it. Do it.

### See It.

Obtain the perspective of others; open and candid; asking for and offering feedback; hearing the hard things to openly see the reality of the situation.

### Own It.

Being personally invested; learning from success and failures; ensure work is aligned with key results; acting on feedback that is received.

### Solve It.

Continuous improvement; collaborating cross-functionally; creatively dealing with obstacles; taking appropriate and necessary risk.

### Do It.

Doing what we say we will do; not blaming others; tracking progress with proactive and transparent reporting; building a culture of trust.

**Personal accountability will transform a really good company into a really great one...an exceptional one that can be the very best!**

# 1.6 COMPLIANCE COMMITTEE

Tone-at-the-Top



## AN EFFECTIVE COMPLIANCE PROGRAM

The compliance committee promotes a corporate culture that rewards the highest ethical standards of business conduct and a commitment to compliance with the law.

# COMPLIANCE COMMITTEE

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## SETTING THE RIGHT EXAMPLE

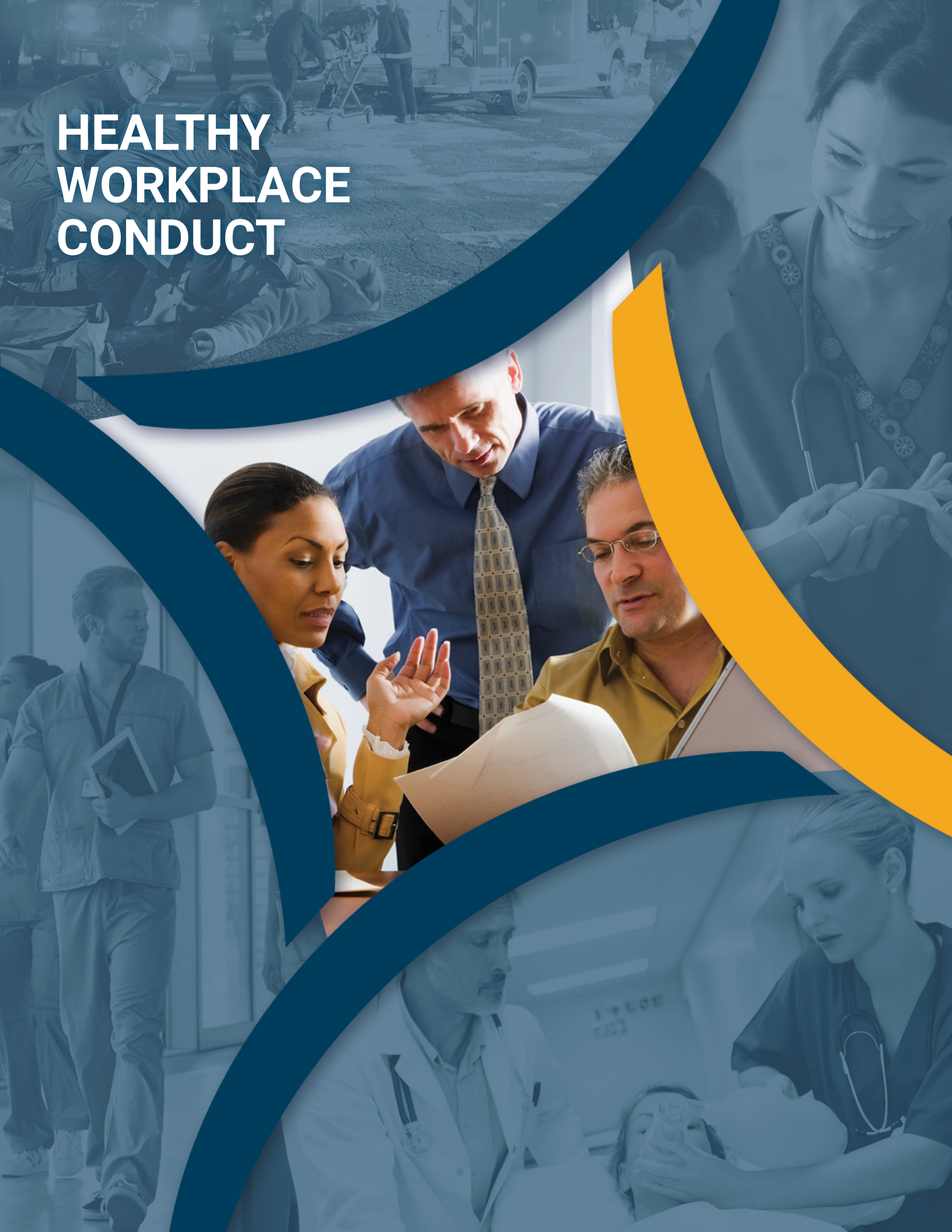
The Board of Directors is committed to creating a culture that values inclusion, safety and respect, which in effect will promote legal and ethical conduct. As critical steps towards realizing these goals, the Board of Directors has approved this Code of Conduct and has commissioned the creation of the compliance committee.

To foster a positive and productive workplace culture, the compliance committee, comprised of key members from the senior leadership team and management, is focused on supporting and ensuring the implementation of the corporate compliance program. The compliance committee will meet no less than annually to:

- Identify legal requirements that affect the company.
- Identify areas of risk.
- Assess policies for inclusion in the corporate compliance program.
- Direct the creation of policies and procedures to promote compliance with legal and ethical standards.
- Recommend and monitor the development of internal controls and systems to carry out standards, policies and procedures as part of day to day operations.
- Determine strategies to promote compliance and detect violations.
- Review internal audits and investigations to identify problems and implement preventative and/or corrective actions.
- Evaluate the overall performance of the corporate compliance program and Regulatory Department.

All managers are expected to support this culture by motivating employees to be "The Best". By setting the right example and leading without intimidation, employees will be encouraged to report concerns and potential violations without the fear of retaliation.

# HEALTHY WORKPLACE CONDUCT



# 2.1

## INCLUSION AND NONDISCRIMINATION Build Respect.



**EQUAL EMPLOYMENT.  
EQUAL OPPORTUNITY.  
NO DISCRIMINATION.**

It is the policy of Sarnova not to discriminate against any employee or applicant because of race, color, religion, sex, gender identity or sexual orientation, national origin, age, marital status, genetic information, disability, or because he or she is a protected veteran.

# INCLUSION AND NONDISCRIMINATION

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## OUR COMMITMENT TO EMPLOYEES

Sarnova does not tolerate harassment, discrimination or other improper conduct in the workplace. To encourage employees to share responsibility for the performance and reputation of our company, we will:

- Only recruit, employ and promote employees based on qualifications and abilities.
- Never tolerate discrimination on any grounds, especially based on race, color, religion, sex and national origin.
- Provide equal opportunity based on merit.
- Seek diversity in the working environment.
- Foster mutual trust and respect.

## WORK HARD. BE KIND. BE PROFESSIONAL.

As an employee of Sarnova, you owe your colleagues and other people with whom the company does business professional courtesy and consideration during all daily activities. Therefore, you should never initiate or participate in:

- Racial, religious or other stereotyping.
- Derogatory jokes or gestures.
- Physical or verbal conduct of a sexual, racist or defamatory nature.
- Intimidating or aggressive acts.
- Inappropriate humor.
- Communicating or displaying offensive material in the workplace.

# 2.2 SAFETY

For a healthful workplace



## HUMAN RESOURCES IS HERE TO OFFER HELP.

Human Resources is available if you or a colleague are experiencing a safety issue in the workplace.

# SAFETY

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## IT'S A POLICY AND THE LAW

Sarnova provides and maintains a work environment conducive to the health and safety of its employees, as required by the Occupational Safety and Health Act of 1970 (as amended) and other related state and local laws. Additionally, employees are expected to follow all of Sarnova's applicable health and safety policies and procedures.

## What should you do if you see a safety or health hazard?

**Answer:** Immediately report the issue to your manager or the compliance hotline:

Visit: [Compliance Hotline Online](#) (click link)  
Call: 866-593-6050

## What are your safety responsibilities as a Sarnova employee?

**Answer:** Sarnova expects that employees will make every effort to prevent workplace accidents if they are in a position to do so.

Please refer to the Employee Health and Safety Handbook for specific guidelines and policies.

## 2.3 THREATS AND VIOLENCE

Zero-Tolerance Policy



### HELP IS A CALL OR CLICK AWAY.

If you are aware of an unsafe condition, we can help!

Visit: [Compliance Hotline Online \(click link\)](#)  
Call: 866-593-6050

# THREATS AND VIOLENCE

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## PROHIBITED: PHYSICAL FORCE OR THE THREAT OF FORCE INTENDED TO HURT, DAMAGE, OR KILL

Sarnova maintains a zero tolerance policy for threats or acts of workplace violence.

### What should you do if you observe or become aware of an act of workplace violence?

**Answer:** Report any type of threat or acts of violence as soon as possible to a member of management.

### How will management respond?

**Answer:** Any threat or act of violence will be immediately investigated and addressed. Any employee who engages in an act of workplace violence or threatens to commit an act of violence may be subject to disciplinary action up to and including termination and may be referred to the appropriate law enforcement agency.

### What can you do to help ensure your safety and the safety of your colleagues?

**Answer:** Never bring prohibited items to work.

### Prohibited Items in the Workplace\*:

- Weapons of any kind.
- Illegal drugs.
- Alcoholic beverages not associated with a company event.
- Explosive materials of any kind.

\* The workplace includes any company property, company vehicles, company sponsored events, or where otherwise performing or engaging in Sarnova job duties.

## 2.4 SUBSTANCE ABUSE

No place in the workplace.



### HELP IS A CALL OR CLICK AWAY.

If you are someone you know needs help, we are here for you.

Visit: [Compliance Hotline Online \(click link\)](#)  
Call: 866-593-6050

# SUBSTANCE ABUSE

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## DRUG-FREE WORKPLACE

Sarnova is a drug-free workplace and requires all employees to report to work without any alcohol, or illegal, mind altering, or unauthorized controlled substances in their systems.

Employees should not come to work or perform any of their job duties while under the influence of any substance that impairs or may reasonably be expected to impair their ability to work safely in the workplace.

In limited circumstances, Sarnova may permit the consumption of alcohol at certain corporate sponsored events. However, never consume alcohol while operating equipment or conducting your daily work.

## What substances are examples of substances that may impair your ability to work safely?

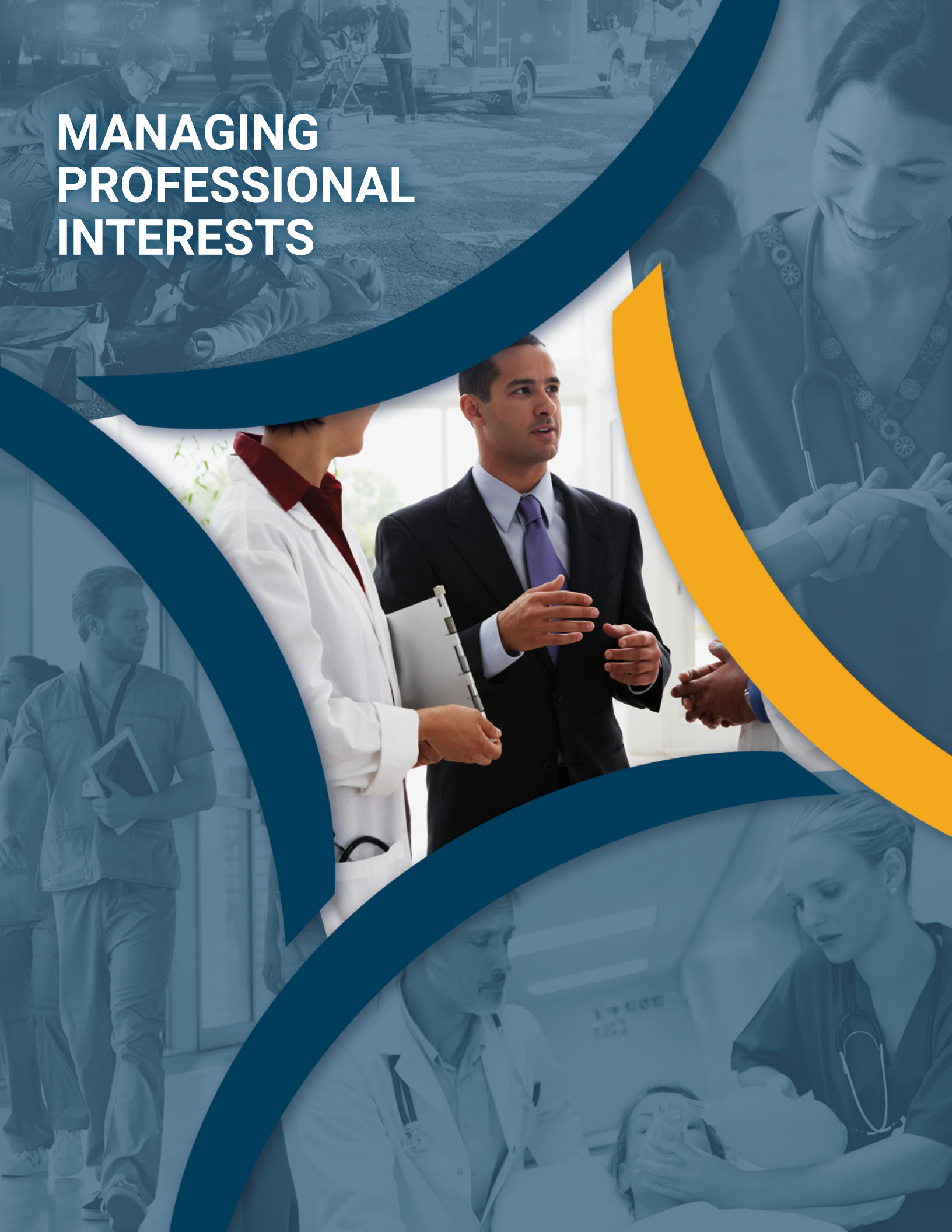
**Answer:** Illegal drugs, look-alike drugs and designer drugs are designed to impair your senses and are prohibited on company premises. Controlled substances and other prescribed or over-the-counter substances could impair your judgment. Please consult with your pharmacist or physician to determine if the legal drugs you are taking may impair your ability to operate equipment or perform your regular duties at work.

## Can drug abuse or misuse outside the workplace affect my employment?

**Answer:** Yes! Outside conduct that affects an employee's work or an employee's relationship with other employees or the public, or which reflects badly on Sarnova, including the use, possession or sale of illegal or unauthorized controlled substances, is prohibited.



# MANAGING PROFESSIONAL INTERESTS



# 3.1 CONFLICTS

Are you conflicted?



## ASK YOURSELF THIS QUESTION:

"Is the action I'm considering going to create an incentive for me, or appear to others to create an incentive for me, to benefit myself, my friends or family, or an associated business at the expense of Sarnova?"

If the answer is "yes," the action you're considering will likely create a conflict of interest situation, and you should avoid it.



## CONSULT WITH REGULATORY.

Before pursuing a potential conflict, complete a conflict of interest form and ask Legal to make a determination whether a conflict of interest actually exists.

# CONFLICTS

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## **BOTH AT WORK AND IN YOUR FREE TIME, YOU SHOULD AVOID CONFLICT WITH YOUR RESPONSIBILITIES TO THE COMPANY.**

All of us should avoid conflicts of interest and circumstances that tempt us to place our own interests or the interests of a third-party before Sarnova.

Conflicts of interest can occur in a variety of ways, however, the following situations can often produce conflicts of interest and should be carefully considered before proceeding:

- Doing business with family or close friends.
- Making charitable contributions on behalf of the company to a charitable organization affiliated with or recommended by a current or prospective customer or supplier.
- Hiring consultants, agents and other third parties with whom you have a personal relationship.
- Pursuing employment with a customer, vendor or supplier.

## 3.2 BUSINESS OPPORTUNITIES

Avoid unfair dealing.



### Legal and Regulatory have the answers!

In all these situations, the rule is the same - if you haven't talked to Legal and are considering hiring or entering into a business relationship that involves a healthcare provider or government official, don't.



### Changing circumstances?

Did one of your employees just marry the son of her greatest customer?

# BUSINESS OPPORTUNITIES

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## HONEST AND FAIR DEALING

We hire "The Best" individuals to help us create the best financial impact for Sarnova. We don't hire "the connected" to facilitate deals that sacrifice performance or profits.

Every employee is expected to deal honestly with our customers, vendors, competitors and fellow employees. Advantages obtained through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practices should be uniformly avoided.

Do not engage in relationships and dealings with healthcare providers or government officials that confer benefits to the healthcare providers or government officials that could be perceived as a bribe. The scope of the value transferred or the benefit conferred should appear clearly in a contract or purchase order. For example, do not:

- Hire or contract with any immediate family member of a healthcare provider or government official to influence the healthcare provider or government official to use or buy our products or services or to obtain or retain business.
- Have any commercial dealings outside the business of the company with any healthcare provider, government official, entity or organization that is owned or controlled by a healthcare provider, government official or an immediate family member of an healthcare provider or government official.

## 3.3 ANTI-CORRUPTION AND BRIBERY

Compete fairly.



### Do you sell to a Teaching Hospital?

Be sure to report payments, ownership, investment interests and other transfers of value to physicians and teaching hospitals to Regulatory.



### Bribery may be occurring if...

You are in the practice of:

- (1) offering, giving, receiving or soliciting
- (2) directly or indirectly
- (3) anything of value
- (4) to influence improperly the actions
- (5) of another party

# ANTI-CORRUPTION AND BRIBERY

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## IMPROPER PAYMENTS

Receiving or requesting improper payments of any kind from a healthcare professional, government official or any other person is prohibited.

### What is an Improper Payment?

**Answer:** Any financial payment or benefit offered or made to obtain or retain business or to gain an advantage unavailable by competitive means.

**REMEMBER, an improper payment can include any of the of the following:**

- bribes
- kickbacks
- gifts
- donations
- grants
- hospitality
- meals
- commissions

**Cultural traditions or other laws and regulations do not supersede this Code.**

- Even if improper payments may be seen by some as accepted business practice, DO NOT engage in such activity.
- Facilitating payments of any amount are prohibited.
- Engaging a third-party to complete an improper payment on your behalf is still prohibited.

## 3.4 MEALS

Not a bargaining tool.



### Is the meal intended to induce action?

You should not pay for any meal if doing so will obligate, appear to obligate or is intended to obligate or unduly influence the behavior or decision making of a healthcare provider, government official, or other individual.

## MEALS

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### DRINKS AND REFRESHMENTS

You may provide a meal as a courtesy while conducting business, as long as you abide by the company's per diem limits and keep some basic guidelines in mind. For example, never provide meals to anyone if the intent of the meal is to induce action or gain or retain business. The meal should be only nourishment to continue work and incidental to productive business.

Regardless of intent, a meal should not bear any appearance of an intent to induce an action. To avoid the appearance of an inducement keep the meal:

- Modest in value.
- Not a routine expense.
- Apart from any entertainment or recreational event.
- Shared in a setting conducive to achieve a business goal.

Other meals to avoid paying for include those:

- For an entire office staff when only a few individuals are necessary participants in the business meeting.
- For family, friends or guests of any healthcare provider or government official.
- Meals you or someone from the company will not attend.

For guidance on meals you may organize or attend for business, consult with the compliance manager in the regulatory department.

# 3.5 GIFTS AND ENTERTAINMENT

Compete with integrity.



## What about discounts and rebates?

Employees may not offer or provide anything of value to a customer in exchange for purchasing, recommending or arranging for the purchase of products or for a commitment to continue to purchase products or services.



You may NOT gift an iPad with the latest edition of "Emergency Medical Services: Clinical Practice and Systems Oversight."

# GIFTS AND ENTERTAINMENT

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## ACCEPTING OR SOLICITING ITEMS OR EXPERIENCES OF VALUE

Sarnova employees are strictly prohibited from accepting or soliciting any type of gift, gratuity, favor, entertainment, reward, etc., from a vendor of medical products or from a customer. Similarly, Sarnova employees may not give healthcare providers any type of non-educational branded promotional items, even if the item is of minimal value and related to the healthcare providers work or for the benefit of patients.

## ACCEPTING GIFTS AND ENTERTAINMENT

**Industry Rule:** Accepting gifts or entertainment from anyone in the medical industry including government officials is not permitted.

**Be Careful:** Gifts, entertainment, and other courtesies from a healthcare provider, government official, competitor, vendor or customer create a conflict of interest or the appearance of a conflict of interest.

**What about non-medical vendors?** Generally, acceptance of inexpensive "token" non-cash gifts from vendors not related to the medical products industry is permissible.

## GIVING GIFTS AND ENTERTAINMENT

**Industry Rule:** Unless an item is educational, gift-giving is prohibited. Similarly, providing entertainment such as golf outings or vacations is also strictly prohibited.

### What items are educational?

- The item must benefit patients or serve a genuine educational function.
- Be incapable of non-educational functions.
- Not exceed \$100 in value.

**NEVER** give anything of value to government officials to influence official action or to secure an advantage.

## 3.6 ANTI-TRUST

Compete with integrity.

### BEHAVIOR THAT COULD BE A VIOLATION OF ANTI-TRUST LAWS

Grabbing drinks with a competitor at a trade show and discussing market dynamics.

Calling a competitor to discuss how to respond to a request for a proposal or a bid.

Asking a competitor not to submit a bid or quote for an existing or potential customer.



### ANTI-TRUST PHRASES TO AVOID:

Avoid using anti-trust "buzz words" and phrases such as:

- UNCONTESTED MARKET LEADER
- REMOVE THE COMPETITION
- DOMINATE THE MARKET
- CRUSH THE COMPETITION
- WE ARE IRREPLACEABLE
- NO ONE CAN BEAT US

These phrases should be avoided in conversations, and should not be included in marketing materials, bid documents, sales pitches, internal presentations, written agreements, etc.

## ANTI-TRUST

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### PROMOTE MARKETPLACE COMPETITION.

Anti-trust laws prohibit agreements or arrangements between competitors that affect fair competition. Avoid discussing sales practices, contract terms or marketing strategies with a competitor as such conversations could be construed as anti-competitive.

#### Situations with competitors you should avoid:

- Discussing any conditions, discounts, promotions or pricing information related to a bid.
- Agreements to set specific pricing or even minimums or maximums.
- Arrangements that award bids or contracts based who is the "next in line."
- Allocating market share or specific customers to competitors.
- Fixing pricing or conditions for sale or resale.

#### Competitive practices to avoid:

- Drawing a distinction between our product and those of our competitors without a factual basis to do so.
- Manipulating, concealing or abusing privileged information to gain an advantage over a competitor.
- Misrepresenting materials facts.

## 3.7 POLITICAL AND CHARITABLE DONATIONS

Giving responsibly.



### It's probably not charity if it contributes to our bottom line.

Grants or Donations should not be connected with any past, present or future purchases of our products or services.



**Charity is its own reward, and should not be used to encourage any customer to conduct business or provide service.**

# POLITICAL AND CHARITABLE DONATIONS

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## POLITICAL AND CHARITABLE GIVING

The company may make contributions or donations for political, educational, charitable or humanitarian purposes in line with all applicable domestic and international laws and regulations:

## DONATE IF

- The donation is directly to a bona fide charitable organization or government agency as part of a charitable effort or to promote goodwill.
- There is no expectation that the donation is given in exchange for any return favor or business advantage from the charity or government (quid pro quo).
- The donation is not made directly to an individual government official, and there is no indication that the donation will be redirected to an individual official's personal use.
- The donation is infrequent and reasonable in amount under the circumstances.

Donations to private charities should not be made in the name of a government official, as a donation to an official's favorite charity could be viewed as a bribe.

Before making any donation, always seek approval from the compliance manager in the legal/regulatory department.

This policy is not intended to discourage personal political and civic participation outside of work.



## 3.8 INTERNATIONAL TRADE

Sales and Shipping Restrictions.

# INTERNATIONAL TRADE

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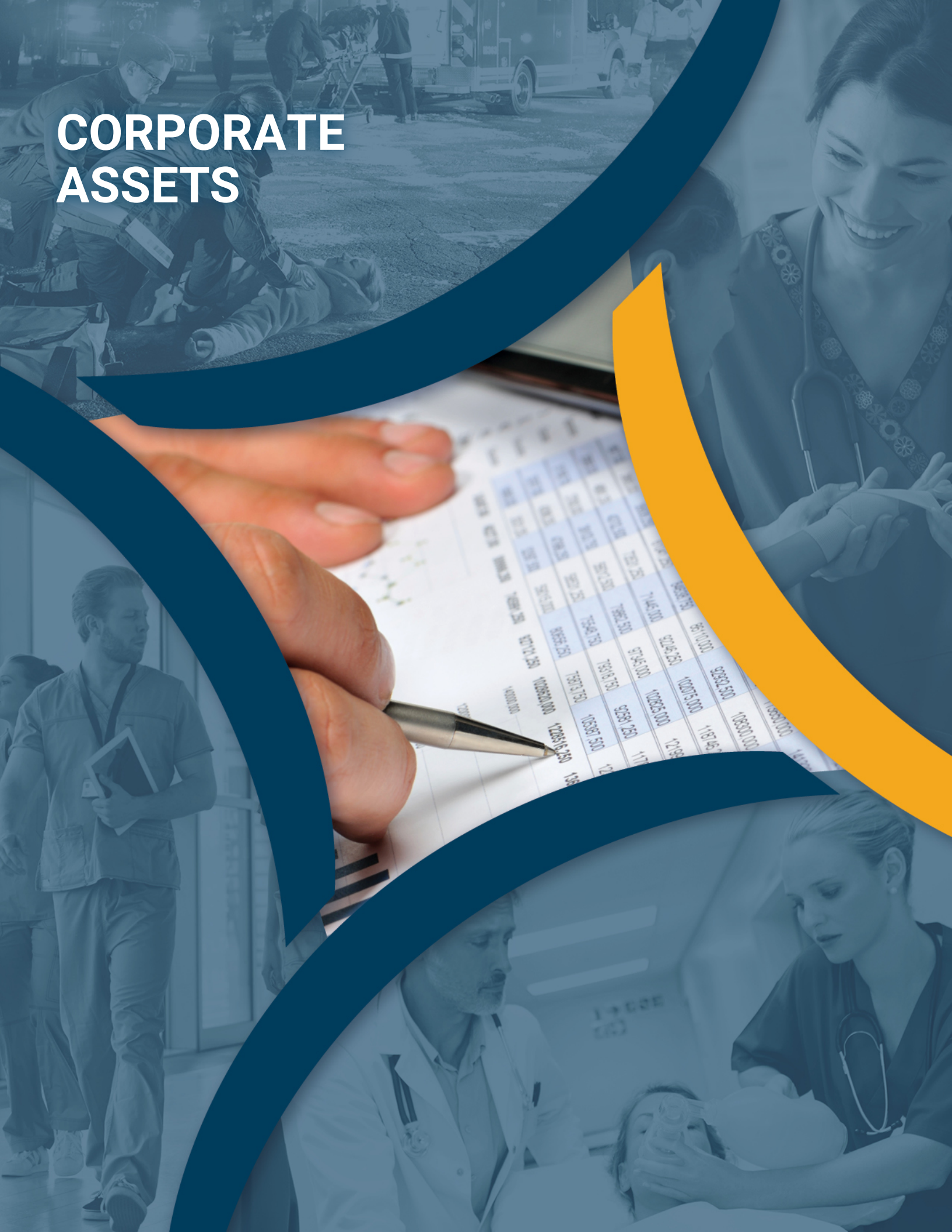
## IMPORT AND EXPORT REGULATION

Sarnova aims to promote fair and safe international trade by complying with laws that regulate how, when and where we can import or export the products we sell. These complex laws often require coordination between multiple departments to properly comply with licensing, recordkeeping, embargoes and boycotts. For assistance, contact an attorney in the Legal and Regulatory Department.

### **Why is it important to screen international orders?**

- To prevent sanctioned countries, entities or persons, in particular those associated with terrorist activity, from obtaining items that could be used to help commit crimes, atrocities or other prohibited end-uses.
- To fulfill contractual agreements with our suppliers that place restrictions on how we can move products across country boundaries and may prohibit us from doing business with certain countries, companies or individuals.
- As a company headquartered in the United States, all employees, agents and subsidiaries (even if located in another country) must comply with U.S. and local trade laws.

# CORPORATE ASSETS



## 4.1 FINANCIAL RECORDS

Timely, regular, reliable and clear information.

# FINANCIAL RECORDS

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## REPORTS, STATEMENTS, ADJUSTMENTS

Sarnova is committed to maintaining accurate accounting records, consistent financial reports and effective internal financial controls. Our accounting records and supporting documents are designed to accurately describe and reflect the true nature of our underlying transactions and conform to applicable accounting standards.

- You must never falsify or disguise transactions or records (e.g. expense reports, sales data, timesheets).
- Ensure the way you manage documents does not create security issues (e.g. sharing information with inappropriate individuals).
- Documents should be retained and/or destroyed according to internal policies or as specified by law.
- Relevant documents must be preserved if you become aware of a legal request for such documents or if a litigation hold has been issued by the legal department.
- You are expected to be familiar with the specific document retention requirements relative to your position.

## 4.2 CONFIDENTIAL INFORMATION

Proprietary information and trade secrets.



### THREE TAKEAWAYS TO ENSURE INFORMATION SECURITY:

1. Properly secure, label, and (when appropriate) dispose of confidential information.
2. Safeguard confidential information that Sarnova receives from others under nondisclosure agreements.
3. Take steps to keep our trade secrets and other confidential intellectual property secret.

# CONFIDENTIAL INFORMATION

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## A COMPANY WITHOUT CONFIDENTIALITY WILL QUICKLY BECOME A NON-PROFIT.

You should only access or disclose the company's confidential information if you are authorized to do so as part of your employment. Never exploit the confidential information of any kind for personal gain.

Sarnova will vigorously protect and considers confidential all records related to:

1. information proprietary to vendors and customers.
2. employee records (e.g., disciplinary actions, performance evaluations, personal information such as home address and telephone number, marital status, sexual orientation, number of dependents, information in personnel or medical files, etc.).
3. the contents of regular or electronic mail.
4. trade secrets and company records (e.g., policies and procedures; internal memos and communications not intended for public consumption; financial and statistical information and records; business plans; marketing plans; any information covered under the HIPAA regulations).

You also have a duty to respect the confidential information of our competitors. Do not use confidential information relating to other organizations, if there is a reason to believe it was obtained improperly.

# 4.3 DATA PROTECTION

Security and privacy of Personal Data.



## YOUR RESPONSIBILITY WHEN HANDLING PERSONAL DATA

Everyone has a duty to take reasonable precautions to limit the disclosure of personal data, even if you mistakenly received personal data.



## WHAT IS PERSONAL DATA?

Personal Data relates to the identity of a person.

This could be as simple as a name, phone number, IP address or a cookie identifier, or other factors. In some cases this can include an individual's business contact information.

If it is possible to identify an individual directly from the information you are collecting, using or disclosing, then that information may be Personal Data.



## REPORT DATA BREACHES!

Failure to report data breaches or failure to comply with this policy may result in discipline up to termination.

Visit: [Compliance Hotline Online](#) (click link)  
Call: 866-593-6050

# DATA PROTECTION

## USING, SAFEGUARDING AND SHARING DATA

Sarnova is committed to protecting the Personal Data of employees, customers, and business partners. Reasonable and appropriate security measures will be taken to protect Personal Data from loss, misuse and unauthorized access, disclosure, alteration and destruction.

An employee's access to Personal Data will be restricted to what that employee needs to perform his or her job.

If granted access to Personal Data, each such employee bears a personal responsibility for ensuring Personal Data (e.g. name, address, telephone number, e-mail address or payment information) is not unlawfully or unnecessarily collected, used or disclosed. Such responsibilities include, but is not limited to:

- Before collecting Personal Data, you are expected to confirm the collection of such information is permissible. You should also ensure notices required to be provided are actually given to the individual whose Personal Data is being collected.
- Your access to Personal Data needs to be limited to what is required as part of your job duties and, even then, only after your supervisor has given permission.
- Do not use Personal Data for personal reasons. Keep your use of Personal Data strictly to the business purpose for which it was collected.
- Disclosing Personal Data to a third party should only occur when consistent with company policy and when the third party has agreed in writing to adhere to Sarnova's policy on the use and disclosure of Personal Data.

All employees, regardless of whether you have been granted access to Personal Data, have a duty to report any unauthorized collection, use, and/or disclosure of Personal Data.

## 4.4 SOCIAL MEDIA AND ELECTRONIC COMMUNICATION

Exercise caution.

# SOCIAL MEDIA AND ELECTRONIC COMMUNICATION

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## E-MAIL, TEXTS, FACEBOOK, SKYPE, ETC.

Generally, all electronic communications while at work should be limited to the scope of your position. However, we recognize some personal use may be necessary. Personal electronic communications using company devices should be limited and must not interfere with your daily responsibilities or productivity while at work.

When you use electronic communication devices, communicate over electronic networks or discuss company subject matter, you must comply with the all the other sections of this Code of Conduct. This expectation applies whether you are working in the office or remotely. Such communications are to remain respectful, responsible and professional in tone so as to not violate this Code and all applicable policies.

You are strictly prohibited from transmitting, viewing, generating, printing, retrieving, downloading or storing any communication of a discriminatory, defamatory, obscene, damaging (such as viruses or spamware), threatening or harassing nature, or any material that is inappropriate for the business environment (such as sexually oriented pictures, or unproductive rumors).

Finally, unless you are authorized to do so, you may not publicly comment, post or speak using social media or other electronic communication on behalf of Sarnova or any of its subsidiaries, or disclose confidential, proprietary, restricted, internal or personal information that is not publicly known.

# CORPORATE SUSTAINABILITY



# 5.1 OUR APPROACH TO CORPORATE SUSTAINABILITY

Support the U.N. Global Compact.

## OUR APPROACH TO CORPORATE SUSTAINABILITY

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### SUPPORT DECENT AND RESPONSIBLE BUSINESS PRACTICES.

The cornerstone of our approach to sustainability is to integrate the U.N. Global Compact Principles on Human Rights, Labor, Environment and Anti-Corruption into all of our decision making. The U.N. Global Compact calls on us to develop solutions that:

- Address social and economic challenges for our employees, customers and stakeholders;
- Maintain a safe and healthy workplace;
- Manage our environmental footprint responsibly;
- Assure our products are safe;
- Support the health and welfare of local communities; and
- Encourage uncompromising service and integrity.

Our approach is oriented around continuing to enhance our respect for our employees, the community and the environment. We implement our solutions through a robust and ever-evolving corporate governance and compliance program and ask our suppliers to do the same.

The principles we have adopted from the U.N. Global Compact are represented in Sarnova's Sustainability Principles in the following pages of this section.



## 5.2 EMPLOYEES ARE OUR GREATEST ASSET

Focus on the people who make us the Best.

# EMPLOYEES ARE OUR GREATEST ASSET

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## SAFE AND HEALTHY WORKPLACE.

Satisfied, motivated and loyal employees create an unparalleled competitive advantage. With this in mind, Sarnova views its employees as its greatest asset and will continue to operate in a manner that provides a safe and healthy workplace and preserves the respect and dignity they deserve.

- We aim to never be complicit in human rights abuses and strive to support the right to fair compensation, the freedom of association and the right of collective bargaining.
- We value and respect the uniqueness of all individuals and will never tolerate discrimination based on race, religion, gender, age, nationality or sexual orientation.
- We do not tolerate physical violence, threats of violence, or physical, sexual, psychological or verbal harassment or maltreatment in the workplace or work-related situations.
- We will take appropriate preventative steps to reduce the threat of physical harm.

For these important reasons, we will continue to operate our business in a transparent and trustworthy way because our people are our greatest resource.

## 5.3 COMMUNITY CONNECTIONS

Compliance and ethics.

# COMMUNITY CONNECTIONS

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## DO THE RIGHT THING BECAUSE IT'S THE RIGHT THING TO DO.

Sarnova prides itself in conducting business in a manner that fosters compliance with local regulations, which has a direct and positive impact on the communities in which we operate. Our employees are expected to work tirelessly to ensure Sarnova's family of companies are operating with required licenses, approvals and controls and otherwise align their actions with high ethical standards.

Additionally, we look beyond our own walls to support the communities around us through philanthropy and volunteerism. Our employees understand giving back is an essential element to build healthier communities. Therefore, Sarnova provides opportunities that encourage and support employee volunteering and charitable giving. Our programs are built to reflect our focus on assisting medical professionals operating on the frontlines and improving our communities.

## 5.4 ECO-EFFICIENT OPERATIONS

Responsible growth and development.

# ECO-EFFICIENT OPERATIONS

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## REDUCING OUR CARBON FOOTPRINT AND MINIMIZING WASTE.

As Sarnova continues to grow and expand, we recognize our obligation to protect the environment and use resources wisely. It is therefore our vision to have all employees and facilities working and operating in an environmentally sustainable manner. To accomplish this goal, Sarnova strives to minimize the impacts of our business on the environment by optimizing energy usage, reducing waste generation and promoting recycling.

# 5.5 SUPPLY CHAIN SUSTAINABILITY

Shared values for a better tomorrow.

## SUPPLY CHAIN SUSTAINABILITY

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### ADVANCE RESPONSIBLE CORPORATE CITIZENSHIP AND UNIVERSAL SOCIAL AND ENVIRONMENTAL PRINCIPLES.

Being able to provide quality products in a timely fashion to customers is critical to helping save and improve patients' lives. In order to meet this objective, Sarnova recognizes the importance of taking a holistic approach to managing its supply chain. Sarnova's strategy is premised on the following principles:

- Establishing long-term and mutually beneficial relationships with our suppliers;
- Requiring suppliers operate in a legal, ethical and sustainable manner consistent with the U.N. Global Compact Principles;
- Ensuring the company's own operations function as efficiently as possible while remaining in compliance with all relevant laws and regulations;
- Sourcing quality and safe products that meet customers' needs at affordable prices; and
- Providing excellent customer service.

## 5.6 CORPORATE GOVERNANCE AND COMPLIANCE

Ensure the right company culture.

# CORPORATE GOVERNANCE AND COMPLIANCE

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## WHERE LAWFUL CONDUCT MEETS ETHICAL BEHAVIOR.

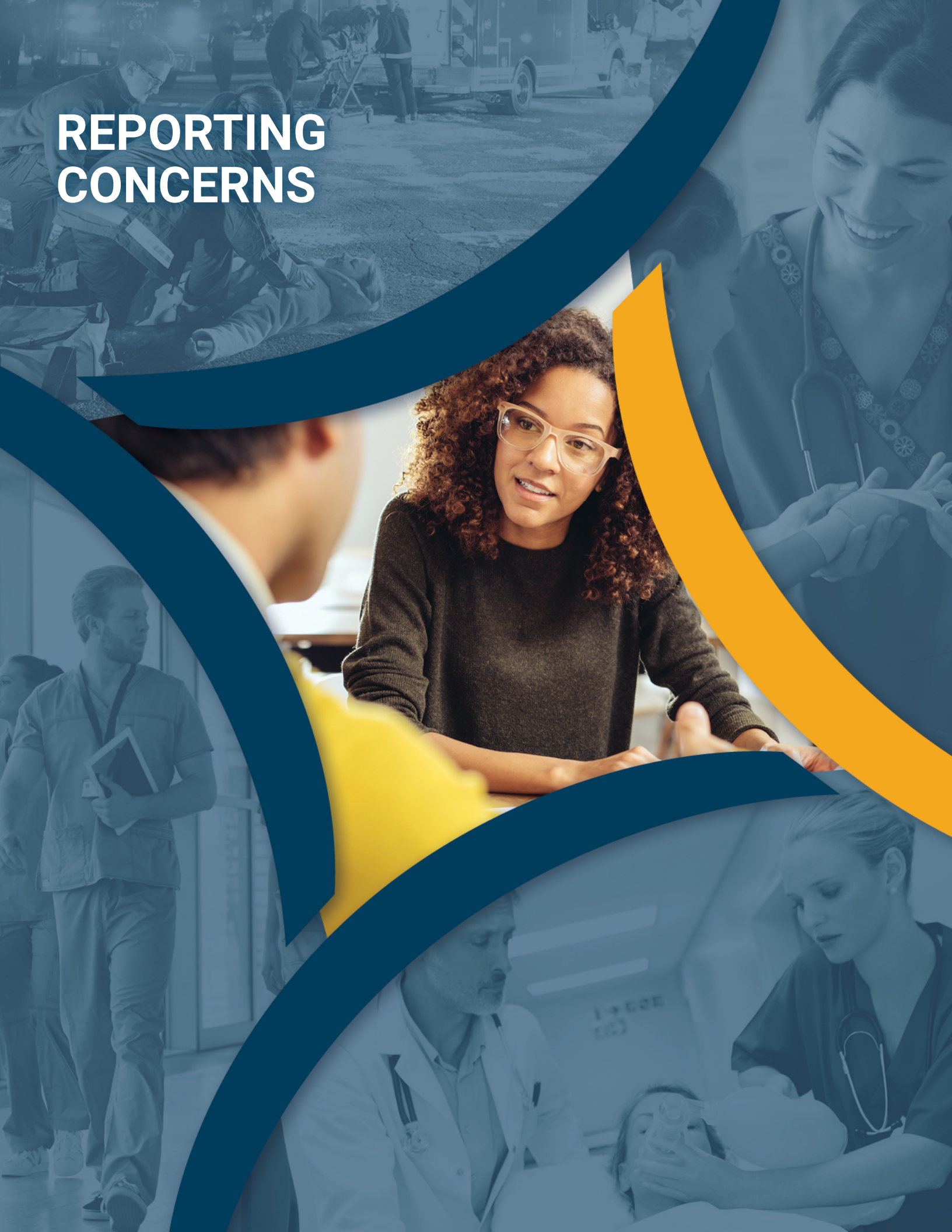
The legal and regulatory framework for operating in the healthcare sector is ever expanding and increasingly becoming more complex. Through a strong corporate governance and compliance program, Sarnova will be able to successfully navigate both routine and difficult business issues while adhering to its guiding principles.

Sarnova's corporate governance and compliance program is designed to advance our mission to be the best partner for those who save and improve patients' lives and to assure the vitality of the company for all those who depend on it.

To advance Sarnova's mission and uphold its guiding principles, the corporate governance and compliance program monitors the performance and conduct of the company's customers, employees and the other individuals and organizations that may impact the company in relation to its fiduciary duties, financial responsibilities, long-term goals, business strategies, competitive interactions, and other operational, environmental and social governance matters.

The corporate governance and compliance program represents the vision and leadership at the highest levels of Sarnova and plays a key role in the oversight of Sarnova's company culture, setting the tone at the top and holding management accountable for maintaining policies and procedures that encourage ethical and compliant conduct and foster an inclusive culture.

# REPORTING CONCERNS



## 6.1 WHEN TO REPORT

Consider the issue and take responsibility.



### VISIT OR CALL THE COMPLIANCE HOTLINE.

Go online or dial the number below.

Visit: [Compliance Hotline Online \(click link\)](#)

Call: 866-593-6050

# WHEN TO REPORT

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## DO YOU HAVE AN OBLIGATION TO REPORT?

If you become aware of questionable or illicit conduct that may violate this Code of Conduct, you should immediately report it to Sarnova's compliance hotline.

In these instances, ask yourself, does this feel right? Also consider whether our core values are being violated. Finally, how would the conduct in question be perceived if it were to be made public in the news?

This is your company, and we want you to speak up and not tolerate something that is, or appears to be, unethical or illegal.

## 6.2 HOW TO REPORT

You have options.



### VISIT OR CALL THE COMPLIANCE HOTLINE.

Go online or dial the number below.

Visit: [Compliance Hotline Online \(click link\)](#)

Call: 866-593-6050

# HOW TO REPORT

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## IN-PERSON OR ANONYMOUSLY

If you have a question or concern about this Code of Conduct or believe that someone may be violating it, do not hesitate to discuss these issues with your supervisor. Sarnova is committed to an environment where open, honest communications are the expectation, not the exception. We want you to feel comfortable approaching a manager or anyone in leadership in instances where you believe violations of policies or standards have occurred.

If a discussion with your manager is too uncomfortable or you prefer to report anonymously, you may do so through our Compliance Hotline:

Visit: [Compliance Hotline Online \(click link\)](#)

Call: 866-593-6050

Employees may report in confidence, and the company will use its best efforts to maintain the anonymity of the employee making the report. We will not allow retaliation against any employee who, in good faith, reports a concern.



## 6.3 RETALIATION

Protect whistleblowers.



### HUMAN RESOURCES IS HERE TO SUPPORT YOU.

Report retaliation. Do not be a victim.  
Protect victims. Do not let others  
discourage you from doing what is right.

# RETALIATION

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## NO RETALIATION!

Sarnova prohibits retaliation against any employee who reports or participates in an investigation of a possible violation of our Code, policies, or the law. If you believe you are being retaliated against or know someone who is, please do not hesitate to notify human resources, the legal department or anyone in management. You may also seek assistance through the compliance hotline.

Employees should feel comfortable reporting ethics or compliance violations without fear of retaliation. Otherwise our mission, vision and values are at risk, which places the financial health of our company in peril. We maintain a confidential compliance hotline that allows employees to report concerns anonymously or to seek guidance on ethical, safety or compliance issues day or night.

Visit: [Compliance Hotline Online \(click link\)](#)  
Call: 866-593-6050