



## KATENA CODE OF CONDUCT

Katena Products, Inc., (“Katena” the “Company,” “We” or “Our”) requires all of its directors, officers, employees and independent sales reps (“Katena personnel”) to adhere to the ethical standards established by the Compliance Program, including this Code of Conduct (the Code”) and to comply with all applicable law and regulation when engaging in business conduct on behalf of Katena. This is a fundamental obligation of each member of Katena’s personnel and is consistent with the personal responsibility of each of them to preserve and safeguard Katena’s assets and valuable reputation. This Code must be observed by all Katena personnel. Failure to adhere to this Code and any applicable laws or regulations may result in disciplinary action up to and including termination.

### A. EMPLOYMENT AT OR AFFILIATION WITH KATENA

Katena will not employ or contract with any individual or entity who: (a) has been convicted of a criminal offense related to health care, or (b) is debarred, excluded or is otherwise ineligible for participation in federal or state health care programs. For each new director, officer, employee or contractor Katena will:

- (1) Perform a reference check;
- (2) Perform a National Sex Offender Registry “NSOR” check;
- (3) Review (a) the List of Excluded Individuals and Entities (“LEIE”) maintained by the OIG (<http://exclusions.oig.hhs.gov/>) and (b) the Excluded Parties List System maintained by the GSA (<https://www.sam.gov/>).

The performance of these background investigations shall be documented and maintained in the appropriate personnel or contract files. Exclusion list reviews will be repeated annually for all directors, employees and independent sales reps and records of these periodic reviews also will be maintained.

### B. CONDUCT OF KATENA’S BUSINESS IN A LEGAL AND ETHICAL MANNER

Katena expects that all Katena personnel will:

- (1) Act with honesty, integrity and objectivity, without allowing independent judgment to be subordinated.
- (2) Understand and comply with all applicable laws, rules and the Comprehensive Compliance Program including this Code of Conduct and other Katena policies and procedures (“the Compliance Program”).
- (3) Promptly contact a supervisor or the Chief Compliance Officer (“CCO”) whenever there is a question about whether particular conduct violates the law or the Compliance Program.
- (4) Attend applicable Katena-sponsored compliance training, as it relates to job functions.
- (5) Immediately notify the CCO any pending criminal investigations involving healthcare fraud of which they are a target or any pending proceedings against them that could result in them being excluded or debarred.

- (6) Not commit or tolerate any conduct that may put the Company at risk of violating the law or the Company's ethical principles, or the Compliance Program
- (7) Act in good faith, responsibly, with due care, competence and diligence and without misrepresenting material facts or circumstances to customers, the public or anyone else.
- (8) Promote ethical behavior among employees, particularly those they supervise.
- (9) Use and control all Company assets and resources solely for the benefit of the Company.
- (10) Promptly report any suspected or actual violations of applicable law or the Compliance Program to the CCO.

**C. COMPLIANCE WITH THE LAW AND THE COMPREHENSIVE COMPLIANCE PROGRAM**

Katena will operate all aspects of its business in compliance with all applicable federal, state and local laws and regulations and the Comprehensive Compliance Program. Violations will be subject to disciplinary action, up to and including termination.

(1) Healthcare Fraud and Abuse Laws

Katena will comply with all applicable federal and state healthcare fraud and abuse laws and regulations, including the federal Anti-Kickback Statute (42 U.S.C. §1320a-7b(b)) and , as well as with all applicable provisions of the Federal False Claims Act. (31 U.S.C. §3729 *et seq.*). These fraud and abuse laws prohibit, among other things, payment or receipt of kickbacks and other forms of improper "remuneration" in return for purchasing, leasing, ordering or recommending the purchase, lease or ordering of any goods, facilities, services or items covered under federal or state health care programs.

Common business practices such as providing discounts, rebates, or services to customers may have potential fraud and abuse law implications if Katena does not document and structure these practices properly. Inappropriate consulting arrangements or educational or research grants also may have potential fraud and abuse law implications. Please refer to Katena's Healthcare Regulatory Compliance Policies and Procedures for information on properly structuring such arrangements.

The Federal False Claims Act prohibits submission or causing the submission of fraudulent claims to Medicare and other federal and state programs. Only true and accurate reimbursement information may be provided to customers. The Federal False Claims Act also prohibits the filing of incorrect reports, including quarterly Average Sales Price.

(2) Food and Drug Laws

Katena will comply with all applicable laws and regulations and all Katena policies, procedures, rules and practices that govern the research, development, manufacture, and distribution of medical devices cleared under the Federal Food, Drug and Cosmetic Act or human tissue products distributed under Section 361 of the Public Health Service Act.

(3) State Laws Regulating Compliance and Marketing Activities

Katena will comply with all applicable state laws and regulations governing its business, including state laws and regulations governing device manufacturer compliance programs, initiatives and interactions with health care professionals, including the statutory requirements of California Health and Safety Code §§119400-119402, Mass. Gen. Laws ch. 111N, § § 1-7 and 105 Mass. Code Regs. § § 970.000-970.101 and Vermont 9 V.S.A. § 4631a and 18 V.S.A. § 4632.

(4) Employment Laws

It is the policy of Katena to provide employment opportunities without regard to race, religion, color, national origin, sex, age, ancestry, citizenship, veteran status, marital status, sexual orientation or

disability, or any other reason prohibited by law. Decisions as to hiring, promotion and other aspects of the employment relationship are based solely upon job-related qualifications.

Katena also prohibits sexual harassment, as well as harassment based on any of the other characteristics listed above, and will take appropriate action to eliminate prohibited harassment and remedy the effects of such harassment.

(5) Other Laws

Various other types of laws may be applicable to Katena activities, including occupational health and safety laws, international trade laws such as the Foreign Corrupt Practices Act and others. Please consult your supervisor or the CCO if you are unsure about which laws are applicable to your activities.

(6) The Comprehensive Compliance Program

Adherence to all elements of the Comprehensive Compliance Program will be a factor in evaluating the performance of Katena personnel, including managers and supervisors. Any Katena personnel who violate any part of the Comprehensive Compliance Program will be subject to disciplinary action up to and including termination.

**D. COMPLIANCE WITH INDUSTRY STANDARDS**

Katena has incorporated the recommendations included in the OIG's Compliance Guidance for Pharmaceutical Manufacturers into its Comprehensive Compliance Program. Furthermore, Katena's Healthcare Regulatory Compliance Policies and Procedures are based upon the AdvaMed Code of Ethics on Interactions with Health Professionals. Katena personnel must follow Katena's Healthcare Regulatory Compliance Policies and Procedures (or Katena's state-specific policies and procedures governing interactions with health care professionals in such states) whenever they interact with licensed health professionals (including, but not limited to, physicians, nurses, and pharmacists), medical students, or members of drug formulary committees.

**E. CONFLICTS OF INTEREST**

Employees must avoid any investment, interest, activity, or association that interferes, or might interfere with or might appear to interfere with, their obligation to perform their responsibilities in the best interests of Katena.

**F. PROTECTION OF CONFIDENTIAL INFORMATION**

The disclosure of confidential information regarding Katena's business or scientific operations, whether intentional or accidental, may adversely affect the financial stability and competitive position of Katena as well as the job security of employees.

Katena personnel shall not, without the written consent of senior management, during the term of employment or thereafter, use, directly or indirectly, for the personal benefit of themselves or others, or disclose to others, any confidential information of Katena or of other entities obtained during the course of their employment at Katena. Furthermore, to the extent Katena receives individually identifiable health information purposely or inadvertently, Employees shall safeguard such information in accordance with Katena's policies and procedures.

Katena personnel shall not seek or accept confidential information of a competitor in an illegal or unethical manner, and if a competitor's confidential information is offered or given to the individual, the individual shall immediately report the matter to his/her supervisor or the CCO.

**G. GIFTS AND ENTERTAINMENT**

Katena personnel shall not seek, accept, offer, promise, or give any payment, fees, loans, services or gifts from or to any person or firm as a condition or result of doing business with Katena. Business courtesies,

gifts and entertainment must comply with the requirements of the Company's Healthcare Regulatory Compliance Policies and Procedures or Katena's state-specific policies and procedures governing interactions with health care professionals in such states.

**H. ACCURACY AND INTEGRITY OF BOOKS, RECORDS, BILLS AND CLAIMS**

Katena's books, records and accounts must completely and accurately reflect the nature of the transactions recorded. This includes, but is not limited to, financial transactions, expense reports, activity reports, and other documents used in the normal course of business.

**I. DEALINGS WITH GOVERNMENT AGENCIES**

Any communication with a government agency must be responsive, accurate, and complete. Any data or other information provided to a government agency must be accurate, complete, and include an explanation of any omission or inability to respond. Records of such communications must be retained in accordance with Katena's data retention policies and procedures. All government agents will be treated with respect. Any inquiry from a government agent outside the normal course of ministerial interactions for purposes of compliance with mandatory reporting requirements will be referred to the CCO. In no event will any employee be prohibited from speaking voluntarily with a government agent engaged in an investigation or an enforcement action, although they may be advised that they are not obligated to speak with an agent. For additional information, employees should consult the Katena policy on responding to government investigations, search warrants and subpoenas.

**K. APPROPRIATE USE OF ELECTRONIC MEDIA**

Katena provides access to and use of electronic mail, voicemail, the Internet and other electronic media for business purposes. Katena's electronic media shall not be used for any purposes that violate federal, state or local laws.

**L. ASK QUESTIONS IF NECESSARY TO ENSURE COMPLIANCE**

All Katena personnel should contact their supervisor or the CCO if they have questions about applicable law or any issues addressed in the Compliance Program, this Code of Conduct or other Katena policies in order to ensure full compliance.

**You can reach the CCO at:**

**Julie Eigenrauch, Email: [JEigenrauch@katena.com](mailto:JEigenrauch@katena.com), and Phone: 1-800-225-1195**