

Core Values and Code of Conduct

CORE VALUES

The tenets and principles that guide United Orthopedic, (“United”) can be found in our Core Values.

Our ethical ‘compass’ is a list of foundational principles that guide us and inform us on how the business conducts itself—both in the marketplace and with employees, suppliers and partners. Since 1993, United Orthopedics’ compass has been our Core Values. These are our promises we strive to fulfill in every day in every aspect of our operation.

Integrity



We are honest, open and forthright in our actions. We sincerely value trust and accountability, and honor our commitments. We make good on promises, even when it’s inconvenient, and even amidst the pressures of conflicting priorities and market uncertainty.

Responsibility



We take the initiative in all tasks, and selflessly assist others whenever possible. We eagerly comply with regulations that govern the world’s healthcare systems. We endeavor to be environmentally responsible, and to implement policies that support the practical, prudent use of resources.

Innovation



We enthusiastically embrace change and are driven by ideas that improve the welfare of mankind. We create marketable, sustainable value by unlocking employee creativity and resourcefulness—fostering an environment of exploration, encouragement and respect, and empowering imagination in every business unit.

Happiness



We believe that success comes from happiness. So we seek to enjoy life with pure hearts, open minds and honorable motives. We continually look for opportunities to compliment and reassure others, and to inspire a universal sense of joy, contentment and community.

CODE OF CONDUCT

The Core Values that guide our business are implemented, supported, and directed by our Code of Conduct, the roadmap for our success.

UNITED is committed to being a leading distributor of total hip and knee arthroplasty products. We ensure that we reach this goal by providing the highest quality products for our customers, providing responsive support and product education to our customers, dealing fairly with our customers and maintaining a challenging, open, innovative and productive work environment for our employees. Adherence to the policies set forth in this Code of Conduct and the Company’s associated Policies and Procedures (collectively the “Code”) is an essential element of achieving these goals.

I. Purpose

The purpose of the Code is to provide a statement of the fundamental principles, and a general description of certain key policies and procedures of UNITED, governing the conduct of the Company's business in a legally and ethically appropriate manner. The most fundamental principle of the Code is that all business conducted by the Company and the people who are employed or retained by the Company must meet high standards of business and personal ethics, in addition to complying with the letter and spirit of all applicable laws, regulations and policies.

The Code references "Employees" throughout, which for purposes of the Code includes every director, officer, employee and agent of the Company, including, but not limited to where applicable, consultants, distributors, and sales agents. Nothing about including non-employees in this definition, which definition is for the limited purpose of defining to whom the Code applies, shall confer employee-related rights, benefits, or obligations on any non-employees.

The Code is intended to provide Employees with general guidance concerning some common ethical and legal issues vital to maintaining the business reputation of UNITED. It does not, and cannot, cover all situations that may arise. Each UNITED Employee, as a custodian of UNITED's good name, has a personal responsibility to make sure that his or her conduct protects and promotes the Core Values of the Company and the legal and ethical requirements of the Code.

II. Summary and Compliance with Laws and Related Policies

The activities of the Company, and each of its directors, officers, employees, agents, consultants and other representatives regarding the Company's affairs, are conducted in a complex world of laws and regulations. It is the responsibility of each Employee of the Company to ensure that his or her activities complies with all applicable laws, regulations, and the Code. When there is any doubt as to the lawfulness of any proposed activity, advice should be sought from the President before such action is undertaken. Following is a summary of certain laws, rules and regulations and the related policies and procedures of the Company that are of particular importance to the Company's business and preservation of its good name and reputation. The following is not an exhaustive discussion of each related matter, but rather is intended to alert Employees of many of the common issues they may confront from time to time in conducting the Company's business.

All Employees of the Company must deal with suppliers, customers and all others doing business with the Company in a manner consistent with the best interests of the Company, without granting favors or preferences based on personal considerations, and without the appearance of doing so. Employees owe the Company their loyalty and should avoid any investment or association that interferes or has the potential to interfere with the independent exercise of sound judgment in the Company's best interest.

Since not every situation is clear, whenever there is any question about a possible conflict of interest the President should be consulted. In the event a conflict or potential conflict is found to exist, the matter should be resolved in a manner best suited to the interests of both the Employee and UNITED.

I. Conflicts of Interest

In determining whether a conflict of interest may exist, Employees should always consider not only their own activities and interests, but also those of their immediate family (*i.e.*, spouse, parents, siblings, children, nieces, nephews and in-laws). A conflict of interest could exist if a member of an Employee's family is employed by or affiliated with suppliers of a product or service to UNITED. A conflict may also arise with respect to any partnership, corporation or other firm of which an Employee or their family member have an interest. The following scenarios are just some common activities that should be avoided:

1. *Financial Interests in Suppliers, Customers, Competitors, Etc.* Holding a financial interest, directly or indirectly (as an owner, employee, stockholder, partner, joint venturer, creditor, guarantor or director), in a firm that either renders services or supplies materials or equipment to UNITED, or with which UNITED competes, or to which UNITED provides services or supplies materials or equipment is prohibited.

2. *Solicitation or Acceptance of Gifts or Favorable Considerations.* Accepting cash, commissions or other payments, or borrowing money from suppliers, customers, individuals or firms with which UNITED does business or competes is a conflict of interest. Accepting material gifts, favors, special allowances, discounts or entertainment or other benefits not generally available from suppliers, customers, individuals or firms with which UNITED does business or competes is not permissible. You may accept gifts distributed to business associates as customary practice in the industry and do not exceed \$200 in value per year and reasonable and customary meals and entertainment at which both the Employee and a business contact are present; provided that such gifts, meals and entertainment are not given in circumstances in which an obligation to the donor is stated or implied. Furthermore, Employees must make certain that continuation of such matters does not gradually build up to an obligation, implied or otherwise. Gifts not within the foregoing category should be returned to the donor with the explanation that UNITED's policy does not permit the acceptance of the gift. This policy does not prohibit participation in recognized business activities, such as exhibits, seminars and meetings that may include hospitality suites, meals and entertainment, provided such invitations are not solicited. This section of the Code works in concert with UNITED's Interactions with Health Care Professionals Policy and, in the event of any conflict between the two, the Interactions with Health Care Professionals Policy shall govern.

3. *Confidential or Proprietary Information.* Misusing for personal gain, or gain by others, information to which an Employee has access by reason of their position, or disclosing confidential or proprietary information to competitors, to any other person or entity outside of UNITED or to others in UNITED having no business need to know is prohibited. Confidential or proprietary information includes information on any aspect of the business of UNITED or of its customers or suppliers not generally known to the public. This includes but is not limited to information such as trade secrets, confidential information of a technical, financial or business nature or other "inside information." Employees should be careful not to inadvertently disclose confidential information, since even such inadvertent disclosure may harm UNITED's interests.

4. *Outside Activity.* Serving another organization or individual in any capacity, such as an employee, director, or consultant, can adversely affect a UNITED Employee's motivation or performance for the Company. Employees are expected to devote best efforts, skills and ability to UNITED's interests on a full-time basis. Permission to provide any services to others must be authorized in writing in advance, by the President.

B. Bribery and Corruption

Employees of UNITED must adhere and comply with moral and ethical standards in the conduct of business and they must avoid both improper acts and the violation of any governmental law or regulation in the course of performing their work. Certain specific areas are discussed in this section. Employees are reminded, however, that this Code is not limited to compliance with these specifically enumerated laws and standards.

1. *Improper Payments or Gifts.* UNITED corporate funds, assets or corporate facilities may not be used for any purpose that is improper or unlawful under the laws of any jurisdiction, domestic or foreign. Making or receiving improper payments of any kind in connection with the conduct of the Company's business, directly or indirectly, is strictly prohibited. Improper payments include payments that violate applicable laws, regulations, or guidelines, which includes policy and procedures established by hospitals and other customers of UNITED. In addition, any arrangements that aid another party to make or receive such a payment are improper. Improper payments need not be in the form of money. They may include gifts or services. For example, an Employee should not:

- a. pay or offer to pay anything of value to any foreign official or candidate, to any foreign political party or to any person acting in an official capacity on behalf of a foreign government (or any department, agency or instrumentality thereof), for the purpose of influencing official action, inaction or decision or to obtain any business. In countries where local customs call for giving gifts on special occasions to customers and others, an Employee may, with appropriate prior written approval of the Compliance Officer, proffer gifts that are lawful, appropriate in nature and nominal in value, provided this cannot be construed as seeking special favor. This prohibition, which is mandated by the Foreign Corrupt Practices Act of 1977, as amended, also includes payments to any person where the payor knows or has reason to know that all or a

portion of the payment will be offered or given, directly or indirectly, to persons in the categories described above for the aforesaid purposes;

b. pay or offer to pay anything of value in an attempt to influence the action of any U.S. federal, state or local government or regulatory official or employee. This prohibition also applies to payments to any person where the payor knows or has reason to know that all or a portion of the payment will be used as a bribe or otherwise to influence government action; or

c. pay or offer to pay bribes, kickbacks, payoffs or other similar payments and benefits, directly or indirectly, to any suppliers or customers of UNITED or their agents or employees. This prohibition also applies to payments where the payor knows or has reason to know that all or a portion of the payment will be used as a bribe, kickback, payoff or other similar payment. This prohibition includes unusually large gifts or entertainment, since such gifts or entertainment may be construed as constituting an improper inducement to such persons. Similarly, Employees should not accept or receive any payment or other thing of value (except for the nominal gifts and entertainment described in Paragraph 1(c) above) from anyone having a direct or indirect business relationship with UNITED (whether intended by the payor to be for UNITED's or the Employee's personal benefit) unless the payment is in the nature of a refund to UNITED that is permitted under applicable laws and regulations.

2. *Integrity of Books, Records, Invoices and Payments and Submissions to Regulatory Authorities.*

UNITED policy requires that all transactions involving corporate funds, whether cash, stock, facilities, inventory, other assets, or otherwise, be properly recorded on UNITED's books and records in such a manner that the true nature of the transaction is evident. U.S. federal law requires all transactions be recorded as necessary or appropriate to permit the preparation of financial statements in conformity with generally accepted accounting principles and other applicable rules and regulations and to ensure full accountability for all assets and activities of the Company. Under no circumstances may there be any unrecorded fund or asset of the Company, regardless of the purposes for which the fund or asset may have been intended, or any improper or inaccurate entry knowingly made in the books and records of the Company.

3. *Government Reports and Claims.* Many federal and state laws have detailed specification of records that must be maintained and the periods of time for which these records must be maintained. All such records must be accurate and properly maintained, both to satisfy the legal requirements and to enable P28 to defend itself in the event a question is raised by government or private parties.

C. Relationships with Customers and Consultants

The Company's relationships with customers and consultants are very important to us. UNITED's relationships with physician consultants are governed by professional codes of conduct established by the American Medical Association, the American Academy of Orthopedic Surgeons, AdvaMed, and other professional societies, as well as industry standards, and a variety of laws and regulations which apply to both physicians and medical device manufacturers. It has always been, and continues to be, UNITED's policy to comply with these requirements and standards of conduct. The Company has incorporated the voluntary Advamed Code of Ethics on Interactions with Health Care Professionals as the basis for how the Company and its Employees will comply with the Code and to facilitate our ethical interactions with all consultants including those individuals or entities that purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe UNITED's products in the United States (collectively "Health Care Professionals"). UNITED has several internal policies and procedures that mirror these codes, regulations, laws, and guidelines, and each and every of them are incorporated herein by reference. UNITED and its Employees shall encourage ethical business practices and socially responsible industry conduct and shall not use any unlawful inducement in order to sell, lease, recommend, or arrange for the sale, lease, or prescription of UNITED's products.

D. Antitrust Laws

UNITED is committed to ensuring that its efforts in the marketplace are conducted in a fair and equitable manner in strict accordance with the letter and spirit of all applicable antitrust, competition, and trade practice laws and regulations, whether federal or state. Compliance with all applicable antitrust laws is the policy of UNITED and the responsibility of each and every Employee.

These laws, while explainable in general terms, can become complex when applied to specific situations. Whenever contact with competitors is involved, or special treatment of particular customers is being considered, or if you have any doubt as to whether a certain discussion or activity might violate the antitrust laws, you should immediately stop and consult the President.

E. International Transactions - Foreign Laws

It is important to note that the U.S. antitrust laws may also apply to international transactions, if the transaction will have a substantial effect on U.S. imports and/or exports. In addition, the European Economic Community, as well as many non-European countries impose their own antitrust restrictions. UNITED employees and other associated persons should be careful to consider the applicable laws of all relevant jurisdictions or seek assistance from the President if they are unsure what the applicable laws are.

F. Equal Employment Opportunity.

It is UNITED's policy to provide equal employment opportunity in all areas of employment practices and to ensure that there shall be no discrimination against any qualified employee or applicant on the grounds of race, color, creed, religion, sex, age, marital status, national origin, citizenship, physical or mental disability, veteran status or sexual orientation. This policy of equal employment opportunity relates to all phases of employment, including, but not limited to, recruitment, hiring, compensation, benefits, promotion, demotion, assignment, transfer, development, layoffs, training, tuition assistance, and social and recreational programs. Managers must ensure that discriminatory motives are not present in job-related decisions and even the appearance of such motives should be steadfastly avoided.

G. Freedom from Harassment.

The Company's goal is to create a working atmosphere free from conduct which has the purpose or effect of unreasonably interfering with an individual employee's work performance or creating an intimidating, hostile or offensive working environment. In particular, an atmosphere of tension created by ethnic or religious remarks or animosity, sexual advances, requests for sexual favors or other discriminatory conduct is prohibited in our workplace. Sexual harassment may include unwelcome sexual advances, requests for sexual favors, and verbal or physical conduct or conditions of a sexual nature that have the effect of unreasonably interfering with an employee's work performance or which creates an intimidating hostile or offensive work environment.

H. Drug Free Workplace

UNITED is committed to maintaining a drug free workplace. Accordingly, the Company has incorporated a Drug Free Workplace Policy, incorporated fully herein by reference, which Policy applies to all UNITED Employees without exception. Violations of the Drug Free Workplace will result in discipline up to and including termination as determined in UNITED's sole discretion.

I. Product Regulatory Compliance and Quality Assurance.

The Company will conduct its business in compliance with all applicable laws and regulations governing the manufacture, labeling and distribution of the Company's products. In particular, in the United States all applicable requirements of the Federal Food and Drug Administration must be observed. Such laws and regulations include those relating to quality and safety standards for the Company's products. Quality has been and continues to be the hallmark of the Company's products. Employees and other associated persons are required to adhere to

established Company quality standards and quality control/quality assurance procedures. Employees and other associated persons who are aware of any deviations from the Company's established quality standards and procedures, whether intentional or accidental, must immediately bring these deviations to the attention of UNITED's President.

J. Use and Protection of Health Information.

In the ordinary course of our business, the Company may receive individual health information that is protected by various laws and regulations, including, but not limited to, the Health Insurance Portability and Accountability Act ("HIPAA"). The Company's general policy is that such information will be treated in a confidential manner and not disclosed to third parties or used internally except under very limited circumstances permitted by law and then only with appropriate protections and safeguards in place to maintain the confidentiality of such information.

It is also the Company's policy to protect the confidentiality of personal information received through the administration of any Company health benefit programs. The HIPAA Privacy Rules are in place to protect the confidentiality of personal information relating to the diagnosis, treatment, or payment for an illness or injury and shall be adhered to, to the extent applicable, by all Company Employees.

K. Discipline for Violations.

The Company may take disciplinary action against (a) any Employee who authorizes or participates directly, and in certain circumstances indirectly, in actions that are in violation of applicable laws, regulations, the Code or the Company's related policies and procedures; (b) any Employee who fails to report a violation of applicable laws, regulations, the Code or the Company's related policies and procedures or withholds information concerning a violation they either know about or should have known about; (c) any violator's supervisor(s) in circumstances that indicate inadequate supervision or lack of diligence by such supervisor(s); (d) any Company personnel who attempt to retaliate, directly or indirectly, or encourage others to do so, against an Employee who reports a violation of applicable laws and regulations, the Code or the Company's related policies and procedures; and (e) any Employee who knowingly files a false report of a violation of the Code.

L. Questions regarding the Code.

The Company is committed to providing timely and specific guidance to its Employees regarding the Code. If an Employee has any questions regarding compliance with the Code or feels the need to seek advice regarding the legal and/or ethical aspects of a certain course of conduct, the Employee should contact the President.

III. Responsibility for Reporting Violations

Everyone associated with the Company is responsible for complying with the Code and the Company's related policies and procedures. Violations must be reported immediately to the President.

IV. Amendment, Waiver, and Public Disclosure

UNITED may amend the Code as it deems appropriate. UNITED expects its directors, officers, Employees, and other persons associated with the Company to adhere to the Code at all times.

ALL MANAGERS AND SUPERVISORS ARE RESPONSIBLE FOR THE ENFORCEMENT OF AND COMPLIANCE WITH THIS CODE, INCLUDING NECESSARY DISTRIBUTION TO ENSURE EMPLOYEES' KNOWLEDGE AND COMPLIANCE. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO ASK QUESTIONS AND SEEK GUIDANCE.