

Policy for Interactions with Health Care Professionals

UOC USA INC.

1.0 Purpose

- 1.1 This policy is intended to provide all UOC USA INC. ("UOC") personnel with guidelines for interacting with health care professionals who are or may be customers of UOC, as well as other individuals in a position to order, refer, or otherwise arrange for the purchase of UOC products (collectively "HCPs") and to supplement UOC's other compliance policies, procedures, and related initiatives relative to sales and marketing activities.

2.0 Scope

- 2.1 This policy applies to all UOC personnel, whether such individuals are direct employees or independent contractors of UOC (collectively, "UOC" Personnel). It shall govern all interactions that UOC Personnel have with any HCP who is a past, present, or possible future user of UOC products and any other individual in a position to order, refer, or otherwise arrange for the purchase of UOC products whether such individual is an HCP or otherwise.

3.0 Guidelines for Interactions with Health Care Providers

- 3.1 A. UOC Personnel shall not engage in any conduct or provide any inducement, other than appropriate product related customer service and support, to an HCP that is designed or specifically intended to: (a) reward physicians or others for ordering products from UOC, or (b) induce physicians or others to order products from, or generate business for, UOC.

B. UOC sales personnel (whether direct employees or independent contractors) may not be involved in the offering, negotiation, or delivery of any personal services contract to any consulting or designing surgeon who is affiliated with UOC. Furthermore, UOC sales personnel shall not be provided with the specifics of the content of any consulting or designing surgeon's personal services contract except to the extent that the nature of the services that a consulting surgeon is providing may be made known to any UOC Personnel. In some circumstances, it may be appropriate for the Vice President of Sales or their designee to provide input regarding candidates for consulting and/or design services and, furthermore, it may be appropriate in certain circumstances for sales personnel to know what services a consultant and/or designing surgeon is providing. In no circumstance will it be appropriate or acceptable for sales personnel to negotiate or otherwise assist in the execution of a consulting or development agreement. Notwithstanding anything contained herein to the contrary, UOC non-sales personnel designated by the President will be expected to work closely with consulting and designing physicians during the design, development, and marketing phases of the products on which each consultant and/or designer provides services. Nothing herein is intended to prohibit or otherwise restrict such appropriate activity on the part of marketing personnel.

C. UOC Personnel may engage HCPs in business meetings that involve a meal paid for by the UOC Personnel. However, such meals must be modest in value, held in a location conducive to the furtherance of the business discussion, and attended only by individuals with a legitimate business interest in the meeting. In

determining the modest nature of any such meal, geographic factors will be taken into consideration, as will specifics regarding the nature of the business meal and the number of attendees.

D. UOC shall not provide reimbursement for HCPs to attend meetings where Continuing Medical Education (“CME”) credit is provided, regardless of whether UOC is the sponsor of any such meeting. Any monies provided to such a meeting in sponsorship of the meeting in general or in sponsorship of a particular speaker should be made directly to the CME sponsoring organization.

E. UOC Personnel shall abide by all UOC policies and procedures relating to UOC sponsored Sales and Promotional meetings and UOC sponsored training and education meetings as same relate to interactions with HCPs, whether such HCPs are UOC customers or otherwise (see Policy for Company Sponsored Meetings and Education/Training Programs for Health Care Professionals).

F. UOC Personnel shall comply with all UOC policies and procedures regarding compliance training including without limitation training regarding the health care fraud and abuse laws, internal UOC compliance policies, procedures, and initiatives, and UOC’s Corporate Code of Conduct.

G. UOC Personnel shall comply with all regulatory and related requirements as they relate to UOC products, including without limitation in the creation and dissemination, including without limitation in person sales calls, of marketing materials and other publications. All such materials and publications shall be approved by all appropriate UOC regulatory, clinical, and legal department personnel.

H. UOC Personnel shall not provide gifts or other things of value to any Physician Customer, unless the gift has a fair market value of \$100 or less **and** has patient education or product support value. Branded items of minimal value are not permitted. Gifts with significant patient education value that are in excess of \$100 (e.g., anatomical models, textbooks, patient education materials, etc.) are also permitted but must be approved in advance by the UOC Compliance Liaison. Notwithstanding the foregoing, the giving of gifts is generally discouraged and all UOC Personnel shall seek prior approval from their manager and/or supervisor before providing any gift to an HCP.

I. UOC Personnel shall only make representations to HCPs regarding UOC products that are true and accurate. Additionally, all representations made to HCPs regarding the use of UOC products shall be consistent with and limited to those applications for which each UOC product is cleared or approved. UOC Personnel shall not engage in discussions of off-label usage of any UOC product with any HCP.

J. UOC Personnel shall promptly report any product failure or related issues to UOC’s regulatory department or other appropriate personnel and shall endeavor to assist in the investigation, if requested, of any such product issue.

K. UOC Personnel shall promptly report any violation of this Interactions with Health Care Professionals Policy to the UOC Compliance E-mail at us.compliance@unitedorthopedic.com or in person to the UOC Compliance Liaison.

L. Any violation of this policy or any federal health care program requirement, rule, regulation, or guideline by any UOC Personnel shall result in disciplinary action including without limitation the possibility of termination.