



# Code of Conduct and Business Principles



# BIOVENTUS CODE OF CONDUCT AND BUSINESS PRINCIPLES

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# BUSINESS CONDUCT

We are honest and fair in all aspects of our business, and we expect the same in our relationships with all those with whom we do business.

## **A. Interactions with Healthcare Professionals and Government Officials**

You must take all necessary steps to be familiar with and keep to the laws and regulations governing any contact you may have with HCPs and Government Officials.

As a medical device manufacturer, we follow the codes published by AdvaMed in the United States, Eucomed in Europe, and similar industry codes of practice in other markets. The principles in these industry codes are aimed at protecting medical decision-making from improper inducements. Industry codes provide the basis for a minimum standard that would be acceptable in the industry. As noted above, in some regions, local laws and industry codes may be more stringent. In all cases, any interactions with HCPs and Government Officials must comply with applicable laws and industry codes. Applicable laws and industry codes are generally those in the country where the HCP or Government Official resides or is licensed to practise.

If an activity involves more than one country (for example, an HCP from one country performing services in another), you should take care to comply with the requirements in both countries, to the extent they apply.

### **1. General prohibition on improper payments**

You must not offer or make any Improper Payment (whether directly or indirectly, in cash or in kind) to any HCP, Government Official or any other person. You also must not encourage or allow others to offer or make Improper Payments.

You must not ask for or receive any Improper Payment (whether directly or indirectly, in cash or in kind) from any HCP, Government Official or any other person, or encourage or allow others to do so. Various countries have laws forbidding Improper Payments to Government Officials. Examples include the PRC Criminal Code and Anti-Unfair Competition Law, the US Foreign Corrupt Practices Act, the UK Bribery Act and other laws adopted pursuant to the OECD Convention on Combating Bribery.

- These restrictions apply whether or not an Improper Payment may be seen by some as accepted business practice in a particular country or culture. You must keep to this section of this Code in each market in which we work – even if these standards are higher than those practised by others in the market and even if this may mean giving up certain business opportunities.
- These restrictions cover even payments of small amounts to ensure or speed up the proper performance of a Government Official's routine duties (sometimes referred to as 'facilitating payments'). These are prohibited.
- These restrictions cover all forms of Improper Payments, whether made directly or through other people or companies acting on our behalf. You must take particular care with Third Party Representatives and other service providers. You must make sure they are approved to act for us, where approval is required. You will breach this Code if you engage or make any payment to a Third Party Representative or other service provider you know or believe is likely to make an Improper Payment that could relate to our business.

The restrictions on Improper Payments do not cover legitimate and lawful payments to HCPs for genuine business reasons, including Arrangements.

### **2. Hiring relatives and other dealings**

You may not hire as an employee or a Third Party Representative any Immediate Family Member of an HCP or Government Official to encourage the HCP or Government Official to use or buy our products or services or to obtain or retain business. You also may not allow any individual whom you or the Company knows to have an Immediate Family Relationship with any HCP or Government Official to act as the sales or account representative for that HCP or Government Official unless you have written approval from a Company executive in consultation with the Compliance Officer. To request approval, you must provide all relevant information related to the qualifications and background of the candidate and the proposed position and duties.

Other than authorized transactions in connection with our business, you may not have any commercial dealings with any HCP, Government Official, entity or organization that is owned or controlled by an HCP, Government Official or an Immediate Family Member of an HCP or Government Official, unless you have written approval from a Company executive in consultation with the Compliance Officer.

### 3. Meetings and conferences

All meetings between you and HCPs relating to Company business must be professional and for a proper purpose. You may carry out sales, promotional and other business meetings with HCPs to discuss, for example, product features, sales terms or contracts.

You may make product education and training available to HCPs to help them use our products safely and effectively. These events should be carried out in clinical, educational, conference or other suitable settings, which may include a hotel or the HCP's premises. If events involve out-of-town travel for some HCPs, we may pay for their reasonable travel and modest accommodation costs in line with all relevant laws and industry codes.

Bioventus values independent, educational, scientific or policy-making conferences that promote scientific knowledge and medical advancement and help in delivering effective healthcare. This includes:

- Conferences sponsored by national, regional or specialty medical associations;
- Conferences sponsored by accredited continuing medical education providers; and
- Grand rounds and other formal meetings at which physicians discuss the clinical case of one or more patients.

The Company may support a conference and, in some countries, sponsor HCPs to go to a conference, in line with applicable laws and industry codes.

You must never invite HCPs to meetings, or pay the costs for attending meetings, to reward or improperly induce the purchase of products. You may only include participants with a legitimate professional interest in the meeting. You may not invite or pay any expenses for an HCP's personal guest.

You may not hold meetings at venues that are lavish or extravagant for a business meeting or conference, or venues that are known principally for their entertainment facilities. It should be the meeting agenda that attracts attendees and not the associated travel, meals or location. So that you only focus on business matters, you may not provide any entertainment or recreational activities, such as theatre or sporting events (including golf, skiing and hunting), or vacation trips.

Any travel, accommodation or other expenses associated with these meetings must be properly authorized and paid for in line with laws, industry codes and Company procedures. No other expenses will be paid.

### 4. Meals

You may provide a meal as a courtesy while conducting business, as long as you meet the Company's applicable limits and keep to applicable laws and industry codes. Meals must be modest in value, infrequent, not connected with an entertainment or recreational event, and provided in a setting appropriate for business discussion.

You may provide a meal only to those HCPs who actually go to the meeting. You may not provide a meal for an entire office staff if some do not go to or are not necessary participants at the meeting, or to an HCP's personal guest. You also may not provide a meal if you are not present at the meal.

### 5. Gifts and educational items

You may offer gifts to HCPs or Government Officials when the gift is permissible under the applicable laws and industry codes. These gifts must be modest in value and infrequent. These gifts may include educational items that benefit patients or serve a genuine educational function.

If gifts are allowed, their fair market value is decided based on the retail value, not the cost to the Company to buy the item.

### 6. Arrangements

In certain circumstances, it is appropriate for us to enter into Arrangements with HCPs. Appropriate Arrangements may include:

- Consulting
- Fellowships
- Professional meetings and speaking engagements
- Teaching
- Clinical studies and publications
- License agreements
- Research, Grants and Donations

All Arrangements are based on a documented Needs Assessment. All consultants selected for an Arrangement are approved in line with the applicable procedures. Their choice is based on the Company's needs and the HCP's skills and experience. It is not affected by any improper considerations, such as past, present or future sales to the chosen HCP.

Sales personnel may suggest consultants based on our needs and the HCP's skills and expertise, but under no circumstances may sales personnel control or improperly influence any decision to provide an Arrangement to a particular HCP.

Payments for consulting services must not exceed the fair market value for the services, using information on compensation from an independent organization (if feasible). The Compliance Officer must review and approve the method of determining the fair market value for each geographic region. Any payments in connection with Arrangements must not be more than the approved budget for the Arrangement.

The Company may only enter into Arrangements in line with this Code and the related Company procedures. Each local business must use all reasonable efforts to make sure that its Third Party Representatives enter into Arrangements only in line with this Code. We and our Third Party Representatives may never enter into improper financial arrangements with HCPs to reward them for buying or using a product.

### 7. Needs assessment

The Company reviews the Needs Assessment at least every year. Substantive modification to the Needs Assessment may only be approved if the request is a genuine and commercially reasonable business need that was not expected at the time the Needs Assessment was approved.

### 8. Payments and records

All payments to HCPs or Government Officials must be authorized in advance in line with the relevant procedures. All payments we make (or which Third Party Representatives or others make on our behalf) must be accurately recorded. This must include, at the very least, details of who receives the payment and the amount and purpose of the payment. You must never falsify or disguise transactions or records. The Company should make payments by electronic funds transfer whenever possible. Payments in cash are not permitted.

### 9. Royalty arrangements

The Company may enter into a royalty Arrangement with an HCP for a product or service only if we expect the HCP to make, or if the HCP has made, a substantial and corresponding contribution to developing the product or service. The Company must set up a process to ensure it keeps records of any substantial contribution of intellectual property, whether made alone by an HCP or by a group in which the HCP is actively involved.

### 10. Grants and donations

The Company may make Grants or Donations for educational, charitable or humanitarian purposes in line with all applicable laws, industry codes and this Code. Grants or Donations may only be awarded after approval by the Company Grants and Donations Committee. Grants or Donations may be approved for these purposes:

- Support genuine independent medical research to advance medical science or education, as long as the Grant has well-defined aims and milestones that are not linked to buying our products; or
- Charitable organizations or accredited charitable purposes, such as to support care for those in most need, patient education, public education or to sponsor events where the proceeds are aimed at charitable purposes.

Sales and marketing personnel must not be involved in the approval of Grants or Donations. Grants or Donations must not be connected with any past, present or future purchases of our products or services.

#### **11. Discount and rebate programs**

You must not involve yourself in sales, marketing or other behavior that breaches any applicable laws or industry codes, including those designed to prevent healthcare fraud or abuse. The law may restrict our ability to enter into certain transactions even if our motives are proper. All transactions involving discounts, rebates, trade-ins, samples, equipment rentals, upgrades and so on must be approved in line with applicable laws and Company procedures.

#### **12. Product promotion and educational materials**

All sales and marketing activities must be within the approved product labelling for the local market. You may only use Promotional Materials approved for use with customers in that market. Materials designed to educate patients about a disease state may also be considered Promotional Materials.

#### **13. Product evaluations and samples**

Under certain circumstances, you may give free products to HCPs for evaluation purposes to allow them to assess products and decide whether and when to use, order, buy or recommend products in the future. If you provide free consumable or capital products for evaluation purposes, you must do so under the terms of a formal program developed by the local business and approved by the Compliance Officer. Providing free products to HCPs to reward them for buying or using a product is prohibited.

#### **14. Advice on claims and reimbursements**

We may provide accurate and fair information to explain the coverage of possible reimbursement and health economics on our products and services to HCPs. We may also help HCPs and others achieve favorable coverage decisions and adequate reimbursement levels from those who pay government and commercial health insurance. All information and help provided by us or on our behalf must be accurate, not misleading and keep to all applicable laws.

You must not interfere with an HCP's independent clinical decision-making. The Company may not provide coverage, reimbursement and health economics support with the aim

of illegally encouraging HCPs to use, recommend or buy our products. Applicable laws and industry codes may not allow the Company to provide free services that eliminate overhead or other expenses that HCPs would otherwise have to pay as part of their business operations.

Laws may place liability on anyone who sends in a false claim or record to get a payment from the government or to keep money he or she may not be entitled to. A person or company who helps, encourages or causes someone else to make a false claim for reimbursement can also be held responsible for the false claim. You must not suggest ways of billing for services that are not medically necessary, and you may not be involved in any fraudulent practice to achieve inappropriate payments.

To protect you from mistakes in this area, no one is authorized to suggest reimbursement or claim procedures on our behalf except in line with our written instructions or guidance.

#### **15. Behavior in an operating room or clinical environment**

You must complete the training we provide on being in an operating room before you enter any operating room or other clinical environment on our behalf.

You may only enter an operating room or other clinical environment with permission from an appropriate representative of the facility. At all times you should follow all applicable laws, industry codes and hospital procedures.

#### **16. Political donations and contact with government officials**

The use of any Company funds or assets for political contributions to any Government Official or politician in any form (whether in cash, property, services or use of facilities) is strictly prohibited.

It may be seen as a breach of local laws to give money or other items of value (travel expenses or entertainment, for example) to Government Officials, whether or not connected with any business purpose.

You must also use caution before contacting any elected Government Official in circumstances that could be viewed as lobbying. If in doubt, consult Company professionals before you act.

#### **17. Private air transport**

You may not transport any HCP or Government Official on a personal aircraft or private charter aircraft unless you have written approval from a Company executive in consultation with the Compliance Officer.

### **B. Company Employees**

#### **1. Conduct in the workplace**

Employees must maintain a work environment in which all feel welcome and free of harassment, discrimination or other improper conduct. Bioventus does not tolerate improper conduct in the workplace.

In daily work activities, you should behave with courtesy and consideration when interacting with other employees and people with whom the Company has business dealings. You should not engage 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 humour
- Communicating or displaying offensive material in the workplace.

Breaches of this policy by any employee may be considered gross misconduct and result in disciplinary action including termination.

#### **2. Conflicts of interest**

Both at work and in your free time, nothing you do should conflict with your responsibilities to the Company. No activity at work or at home should hurt the Company's reputation or good name. Misusing Company resources or influence is also prohibited. Even when nothing wrong is intended, the appearance of a conflict can have negative effects. It is important to consider how your actions might appear, and to avoid the perception of a conflict of interest.

As a part of the hiring process, all employees must disclose if they have an Immediate Family member who is an HCP or Government Official. Additionally, disclose (in writing to your manager) any outside activities, financial interests or relationships that may present a conflict or the appearance of one. Avoid actions or relationships that may cause potential conflicts or create the appearance of a conflict with your job or the Company's interests. Be wary of gifts or other benefits from those seeking business with Bioventus, and do not accept any item or benefit of significant value where the purpose, effect or appearance is to influence your judgement. If in doubt, consult your manager.

Do not use Company resources, intellectual property, time or facilities for personal gain – this includes office equipment, email and computer applications. Do not take for yourself personally any opportunities that the Company could have an interest in that are discovered through the use of your Company position, information or property.

Get approval from the your manager and the legal department before accepting an officer, director or not-for-profit board positions with an outside business while you are a Company employee. Be particularly careful if the organization has a relationship with Bioventus or might expect the Company's financial or other support. Approval is not given where the opportunity may create a conflict of interest.

#### **3. Confidential and personal information, privacy and security**

You should not disclose any of the Company's confidential or Personal Information except where authorized in connection with the conduct of Company business. If you believe you are compelled to make a disclosure, seek guidance from the Company's legal department. You must not use the Company's confidential information for any kind of personal gain, either during or after your time spent working for the Company.

Confidential information includes all non-public information relating to the Company where the Company has an advantage from keeping it secret, or would be disadvantaged if it were made public.

The Company seeks vigorously to protect its intellectual property, and it is expected that you treat intellectual property as confidential information, and subject to this Code.

You should not use in your work for the Company confidential information relating to other organizations, from a source outside of the Company, if there is a reason to believe it was obtained improperly.

You must exercise caution in transmitting confidential information relating to the Company due to the open environment of electronic communication, and always do so in accordance with Company policy.

The Company is committed to protecting Personal Information. You must comply with all policies and requirements that apply to the collection, use and retention of Personal Information.

You are allowed to access or use data containing Personal Information only as required by your job function with the Company. The Company does not sell data containing Personal Information to third parties unless the Company has received specific authorization to do so by individuals whose information is contained in the data.

#### **4. Computer and global information systems**

Internet access and other electronic communication systems (such as email, instant messaging and voicemail) greatly aid the Company's day to day business. However, their use also raises security concerns. As a result, there are a number of precautions that must be taken to assure the integrity, confidentiality and safety of the Company's technology and information.

Access to the Internet puts both your computer and the entire Company's information systems at risk. You are required to use only approved tools and methods for those activities.

Although you may use Company electronic equipment for incidental personal matters, you are not guaranteed personal privacy when using the Company's information or communication systems. Since all documents and information on those systems are the Company's property, they are subject to review at any time. Subject to applicable law, the Company retains the right to access and monitor information and communication systems, including employee email and other electronic documents, for all proper purposes.

You may not use Company resources or communication systems for communications that:

- Contain abusive or objectionable language
- Contain information that is illegal or obscene
- Are likely to result in the loss or damage of the recipient's work or systems
- Are defamatory
- Interfere with your work or the work of others
- Solicit employees for an unauthorized purpose

The Company has adopted additional policies relating to information security and the acceptable use of information technology.

#### **5. Books, records and document management**

The Company operates under specific accounting and reporting standards and is committed to maintaining accurate accounting records, consistent financial reports and effective internal financial control. 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. The Company will audit the adequacy of internal financial controls and systems and compliance with the Company's Finance Manual.

Subject to applicable laws and industry codes, you should keep active documents and records in a way that suits your daily business needs. Inactive or historical documents must be described in a records transfer list and stored in a reasonable manner intended to protect such documents from damage. Documents required to be kept for periods specified by law must not be destroyed in that period. Regular document destruction must stop immediately if you become aware of a legal request for such documents or if the legal department has requested that you preserve certain documents.

You are expected to be familiar with the specific document retention requirements of your function and location, as well as with applicable Company policies and procedures.

#### **6. Contract and vendor management**

You must observe the following in respect of the Company's contractual arrangements:

- All contracts must be properly authorized and signed by the correct number of authorized signatories. The legal department will advise on authorization.
- A suitable due diligence exercise must be undertaken for each vendor that has significance to the business. This will form the basis of a selection and qualification process which in turn will seek to protect the Company's reputation by avoiding association with disreputable counterparties.

### **C. Corporate Matters / Marketplace**

#### **1. Anti-trust and competition**

Anti-trust and competition laws regulate, among other things, relations between competitors; distribution agreements; patent, copyright and trademark licenses; territorial restrictions on resellers and licensees; rebates and discounts to customers; and pricing policies.

These laws generally prohibit agreements between the Company and our competitors that affect prices, terms and conditions of sale or fair competition. If you are responsible for areas where such laws apply, you must be aware of them and their implications and in particular, how they apply in the country where you operate. You or the Company may not have any arrangement with a competitor to:

- Discuss any bids, bid condition, discount, promotion or pricing information
- Agree on pricing
- Rig a bid or tender
- Allocate a market, or customers, or refuse to do business with another party
- Agree with or require a distributor or customer to resell Company products at certain prices or condition how or to whom they resell our products (with some exceptions as authorized by the Company legal department).

You or the Company must not unfairly undermine the products of a competitor, and any comparisons we draw

between our product and those of our competitors must be accurate and factual.

You or the Company may not use any unfair advantage over a competitor through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing. In general, you must conduct our operations in accordance with the principles of fair competition and in conformance with all applicable laws and industry codes.

#### **2. External communications**

The Company is committed to delivering accurate and reliable information to our stakeholders and members of the public. All public disclosures, including forecasts, press releases, speeches and other communications, must be honest, accurate, timely and representative of the facts. To ensure consistent, accurate delivery of Company information, and non-disclosure of confidential information, only designated persons are authorized to answer questions from the news media or other members of the public. When approached for information, you must record the name of the person making the inquiry and immediately notify the Company's communications personnel.

Only designated communications personnel may authorize or issue communications for media publication on behalf of, or with attribution to, the Company.

#### **Employees must:**

- Never communicate externally about the Company's prospects, performance or policies, or disclose inside information without appropriate authority.
- Never post any messages to any public Internet discussions such as in a chat room, blog, bulletin board or similar open public forum on the Internet in which the topic is related to the Company.
- Forward any request from the media to the relevant communications personnel.
- Forward requests from third parties for financial information to the Company Finance department.
- Receive manager approval before accepting an invitation to speak at an external event on Company time or regarding Company business.

## D. Regulatory and Quality

### 1. Health, safety and environment

Good health, safety and environmental standards and practices go hand in hand with excellent business results. High standards are essential to ensure that the Company's employees, the public and any other people affected by your work are adequately protected. Moreover, good practices contribute to business performance by protecting and developing human and physical resources and by reducing costs. The Company is committed to a safe and healthy work environment that complies with all applicable laws and industry codes. You are expected to develop a proactive, cooperative attitude toward issues of the environment, health and safety.

The Company strives to maintain fair and effective enforcement of a safe work environment to prevent injury and illness. The Company expects that you will comply with local operating procedure and safe working practices, report injuries and ill health arising from your work, take steps to prevent accidents, and in general be attentive to safety. The Company procedure concerning health, safety and environment can be found at the Company website.

### 2. Regulatory matters

The Company is subject to extensive government regulations. Compliance with these regulations contributes to business performance by helping to assure patient safety and enhance product performance. You must follow all Company procedures when performing job functions related to quality system management, third party manufacture of finished products, product safety, clinical investigations, control of Promotional Materials, customer complaints, adverse incidents, post-market surveillance, product recalls and advisory notices.

### 3. Scientific disclosures

The Company has a global practice of keeping our customers fully informed of the uses, safety, contra-indications and side effects of our products, and, where appropriate, the operational requirements and characteristics of the products. The Company provides this information through a variety of media including:

- Journal articles and supplements (both print and electronic)
- Scientific symposia
- Product information leaflets
- Mailings to HCPs
- Educational and Promotional Materials
- Presentations by service representatives
- The Internet

The information, regardless of the medium used, must be consistent with the global body of scientific knowledge available on the relevant products, be approved for use under the direction of your local regulatory affairs representative, and comply with local requirements of good medical practice and government regulation.

Articles discussing Company-sponsored studies must meet established authorship standards of the publication media, society, organization or venue. Appropriate disclosures must be made if the author has received funding or other support from Bioventus.

### 4. International trade control

International trade control laws are aimed at ensuring that certain countries, entities or persons, in particular those associated with terrorist activity, do not receive specific goods, services or any financial contributions.

Most countries, in particular the US and members of the EU, either prohibit or require a licence to trade internationally with some sanctioned countries. Many countries also maintain lists of prohibited persons and entities, with whom transactions may be restricted. The Company requires strict adherence to these rules, such that all transactions are screened for compliance with all applicable rules for trade with sanctioned countries and persons and prohibited end-uses.

## E. Reporting Misconduct

You must report any breach of this Code that you discover, even if you are not involved. If you do not, you may be subject to disciplinary action, which could include termination. You should make a report in any of the following ways.

You can contact:

- The Bioventus Compliance Officer or designee;
- The Bioventus legal department; or
- Your Bioventus manager, or a senior manager, who should pass on the report to compliance or legal personnel, as appropriate; or
- The Bioventus human resources department

You may also visit our Compliance website to make a report via the web or for a list of phone numbers you can use to make a report. You can make reports anonymously. There may be circumstances where we would have to reveal the identity of the person making the report. In this case, we will protect that information as far as possible.

We will make sure no action is taken against anyone who reports, in good faith, actual or suspected misconduct. Any such action would be, in itself, a breach of our policy.



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