



# **CORPORATE CODE OF CONDUCT**



**SURGIX JAMAICA LTD.**



# COMPLIANCE WITH LAWS

## **Anti-Bribery and Anti-Corruption**

As a global company, Surgix Jamaica Ltd., must comply with the anti-bribery and anti-corruption laws and regulations of every country in which it operates. Generally, these laws prohibit the payment of bribes and other illegal payments to Government Officials anywhere in the world. Moreover, as a company registered in Jamaica and the U.S. market, Surgix Jamaica Ltd., is subject to the stringent requirements of Jamaica and the U.S. Foreign Corrupt Practices Act (“FCPA”), the anticorruption statute most actively enforced against U.S.-registered companies operating globally. We are also, however, required to comply with all other relevant laws and regulations against bribery and corruption in the countries where we conduct business around the world, including, but not limited to, the U.K. Bribery Act (“UKBA”), and the anti-corruption laws of Germany, France, Italy, and Brazil.

Specifically, Surgix Jamaica Ltd., prohibits its directors, officers, managers, and employees, and all third parties retained by the Company, from engaging in any corrupt activity and directly or indirectly offering, promising, providing, or authorizing anyone to provide money or anything of value to a Government Official (or any private individual or entity) for the purpose of obtaining or retaining any improper advantage.

The commitment of all Surgix Jamaica Ltd., personnel to compliance with this important policy is key to the Company’s success and competitiveness in the international business environment in which we function. Details relating to the requirements that all Surgix’s directors, officers, managers, employees, and third parties must adhere to with respect to anti-corruption are set forth in detail in the Company’s Global Anti-Corruption Policy. That Policy must be read in conjunction with this section of the Code.

Any questions relating to the high standards Surgix maintains with respect to anti-bribery and anti-corruption compliance should be directed to the Compliance Office.



## **Antitrust and Competition**

Our business is subject to Jamaica and the U.S. antitrust laws and competition laws of the countries in which we operate. Our policy is to compete vigorously and ethically while complying with all antitrust and competition laws.

Antitrust and competition laws are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. These laws, among other things, prohibit or restrict activities related to fixing, coordinating or controlling prices and allocating or dividing customers, territories or markets.

As a result, you should limit communication with competitors to only that which is necessary and you must not communicate with competitors concerning activities that could be deemed to restrict competition, fix or control pricing or otherwise coordinate market actions. Do not make false, misleading, deceptive, or fraudulent statements regarding the Company's products and services or regarding the products and services of our competitors. Do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other unfair practice.

## **Insider Trading**

Insider trading means entering into a transaction to buy or sell securities, such as shares of stock, while in possession of material information that is not known to the public. Information is "material" if a reasonable investor would attach importance to the information in deciding whether to buy, sell or hold the securities or if the information could cause a change in its market price. Examples of information that is generally considered "material" include financial results and pending corporate transactions.

The trading of securities while in possession of material, nonpublic information is illegal and, if the trades are made in the Company's stock, it is a violation of Surgix Jamaica Ltd., policy. Material, nonpublic information obtained concerning other companies, including our suppliers and customers, as a result of your employment with the Company, also may not be used by you under law to trade in such other company's securities. You are also prohibited from communicating (called "tipping") any such information to others who might trade on



the basis of that information. If you have regular access to material, nonpublic information concerning the Company or another company, you need to take special care when planning your stock trades.

The laws against insider trading are complex. If you are uncertain about the constraints on your purchase or sale of Surgix’s securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Company’s General Counsel before making such purchase or sale. Note that certain employees are subject to “blackout” periods where they are strictly prohibited from trading.

These generally coincide with the announcement of the Company’s quarterly financial reporting. Details relating to the requirements that all Surgix Jamaica Ltd., directors, officers, managers, employees, and third parties must adhere to with respect to insider trading are set forth in detail in the Company’s Insider Trading Policy. That Policy must be read in conjunction with this section of the Code.

### **Data Privacy and Data Protection**

The collection, use, storage, and international transfer of personally identifiable information about individuals is increasingly subject to regulations in Jamaica the U.S. and other countries. We are committed to complying with all applicable data protection and privacy laws in the countries where we operate. You should carefully protect all personal information you acquire or have access to by virtue of your employment with Surgix. This includes personal information about Company employees, customers, vendors, suppliers, partners and other third parties with whom the Company does business.

### **Environmental Protection**

Surgix strives to maintain a clean and healthy environment, and to this end, we are committed to complying with all federal, state and local environmental protection laws.

To protect the safety of our workforce, all associates must safely manage hazardous materials and waste from point of entry to the point of final disposal. All hazardous material and other waste products must be identified, handled, labeled and disposed of according to Surgix policy.

### **Political Contributions**

Employees may not contribute or donate Surgix funds, products, services or other resources to any political cause, party or candidate.

Employees and contracted business associates may make voluntary personal contributions to lawful political causes, parties or candidates as long as they are not represented as coming from Surgix.

### **Your Responsibilities...**

- ✓ **Never contribute or donate Surgix resources to any political cause, party or candidate.**

### **Trade Restrictions and Export Controls Your Responsibilities...**

- ✓ **Dispose of regulated medical waste or other waste according to Surgix policies and procedures.**
- ✓ **Report any spills, leaks or unsafe storage of hazardous materials or waste.**
- ✓ **Wear the proper protective equipment and clothing designed to safely handle materials.**

- ✓ **Caution anyone else handling hazardous materials improperly.**

Jamaica the U.S. and other countries have laws imposing restrictions on exports and other dealings with certain countries, entities and individuals. These restrictions apply to:

- Exports to prohibited countries;
- Investments in and other dealings with sanctioned countries or with designated individuals; and
- Export of articles or services designed or adaptable for military application.

An “export” occurs when a product, service, technology, or piece of information is shipped to a person in another country. An export can also occur when technology, technical information or software is provided in any way, including verbally, to a foreign citizen located in either the U.S. or a third country.

Before engaging in exporting activity, you must verify the eligibility of both the location of delivery and the recipient. The Company must also obtain all applicable licenses and permits,



and pay required duties. The list of prohibited countries and restrictions is always subject to change. Therefore, if you are involved in international trade activities you should contact the

Company's General Counsel whenever you are unsure as to what is permissible and how to appropriately clear products for export.

### **Anti-Money Laundering**

is committed to complying with all applicable anti-money laundering laws, rules and regulations of Jamaica the U.S., the U.K., Germany, France, Italy, Brazil, Caribbean and other countries where Surgix Jamaica Ltd., operates.

Anti-money laundering laws and implementing regulations generally prohibit companies from engaging in any financial transactions involving funds derived from illegal activities. If you believe that Surgix Jamaica Ltd., or another party to a business transaction is engaged in any illegal activity or is using or transferring proceeds derived from an illegal activity, immediately contact the Legal Division or Compliance Office to notify them so they can consider the appropriate response.

### **Anti-Kickback Statute**

The Federal Anti-Kickback statute generally prohibits offering or paying (or soliciting or receiving) cash or other benefits to induce the purchase, order, or recommendation of products eligible for payment by a federal health care program.

The statute is designed to capture fraudulent or abusive practices that could encourage overutilization or otherwise increase federal health care program costs, or bias treatment decisions by health care providers.

Note that even normal business practices (discounts, for example) can sometimes violate the law if they fall outside of the designated "safe harbors" contained in the statute – particularly if they lack appropriate safeguards.

To ensure Surgix's compliance with the anti-kickback statute, we must carefully evaluate and properly structure any arrangements with parties in a position to prescribe, purchase or



recommend government-reimbursed products (for example, physicians, hospitals, nursing facilities, HMOs, PBMs, GPOs, or pharmacies), and must always avoid any arrangements that could inappropriately influence treatment or purchasing decisions.

## CONFLICTS OF INTEREST

It is every employee's obligation to ensure that he or she remains free of conflicts of interest in the performance of his or her responsibilities at Surgix. A conflict of interest may occur if your outside

activities or personal interests influence (or appear to influence) your ability to make objective decisions in the course of your job responsibilities. A conflict of interest may also exist if the demands of any outside activities hinder or distract you from the performance of your job or cause you to use Surgix resources for purposes that are not business-related.

In dealing with current or potential customers, suppliers, contractors, and competitors, each employee and contracted business associate must act in the best interests of Surgix to the exclusion of personal advantage.

- No employee or immediate family member of an employee or contracted business associate may have a significant financial interest in, or obligation to, any outside enterprise which does or seeks to do business with Surgix or that is an actual or potential competitor of Surgix Jamaica Ltd., without prior approval of the Compliance Committee, or in the case of executive officers or members of the Board of Directors, the full Board of Directors or a committee thereof.

✓ **Promptly report any financial, business or family relationship with an Surgix competitor, customer or supplier to your manager, the compliance committee or the Surgix Compliance Hotline.**

✓ **Obtain prior approval from the Surgix Corporate Compliance Committee before making a financial investment in any competitor, customer or supplier of Surgix.**

✓ **Obtain prior approval from the Surgix Corporate Compliance Committee before accepting any consulting or other business relationship with an Surgix competitor, customer or supplier while still employed with Surgix.**

### Your Responsibilities...



- No employee or contracted business associate may conduct a significant amount of business on Surgix Jamaica Ltd., behalf with an outside enterprise which does or seeks to do business with Surgix Jamaica Ltd.,if an immediate family member of the employee is a principal, officer or employee of such enterprise, without prior approval of the Surgix Jamaica Ltd.,Corporate Compliance Committee, or in the case of executive officers or members of the Board of Directors, the full Board of Directors or a committee thereof.
- No employee or immediate family member of an employee may serve as a director, officer or in any other management or consulting capacity of any actual or potential competitor of Surgix Jamaica Ltd.
- No employee or contracted business associate may use any company property or information or his or her position at Surgix Jamaica Ltd.,for his or her personal gain.
- No employee may engage in business activities that are directly competitive with those in which Surgix Jamaica Ltd., is engaged.
- No employee may divert a business opportunity fromSurgix Jamaica Ltd., for his or her own benefit.
- No employee or immediate family member of an employee may receive any loan or advance fromSurgix Jamaica Ltd., except in limited circumstances.

Each employee and contracted business associate must promptly and fully disclose in writing to the Surgix Corporate Compliance Committee any situation that may involve a conflict of interest. Failure to disclose any actual or perceived conflict of interest is a violation of the Code. In addition, the Audit Committee of the Board of Directors will review and approve all related-party transactions, as required by the U.S. SEC, the NASDAQ Stock Market or any other regulatory body to which Surgix Jamaica Ltd., subject.