

Arizant Code of Conduct



Arizant
bright ideas that work

FEBRUARY 2006

Dear Arizant Employee:

Arizant's Statement of Values includes a specific line that I want to focus and expand upon: "Act with Integrity and Honesty." In short, our reputation throughout the world for legal and ethical behavior depends upon all employees, at all levels, adhering strictly to a policy of compliance with all local, state and federal laws. Arizant's Statement of Values and our new Code of Conduct ("Code") provides essential guidance to all of us, regardless of where on the globe we find ourselves.

Our Code explains many of the basic rules that apply to the operation of our business and it stresses the personal responsibility each of us has to speak up if we ever see something that doesn't seem right. Our commitment to integrity and honesty must always be our number one priority, and that commitment outweighs any financial objective, marketing goal, effort to beat the competition, or desire to please the boss. Individual and corporate ethics must always come first.

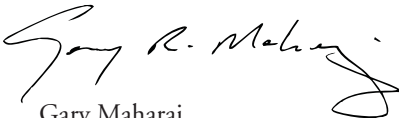
Each supervisor and manager in our company is responsible for ensuring employee understanding and compliance with the Code. Key management employees will be required each year to confirm that they are not aware of any unreported violations of the Code and that appropriate training on Code responsibilities has been communicated to the employees under their supervision.

No code or standard can cover every business situation in the complex regulatory environment in which Arizant operates. If you have any doubt about our Code or any conduct, review these issues with your manager, our Compliance Officer, our legal counsel, or use the Compliance Helpline number described in our Code. Our company's reputation for quality products and high standards can only be maintained by consistently honest and ethical dealings.

Compliance with this Code is vital and all employees of Arizant and its subsidiaries around the world must adhere to it.

Our Code is about how we do business – everywhere and all the time. It is about who we are and who we choose to be. Together, by following both the letter and spirit of our Code, we will ensure that working for Arizant is a source of pride.

Sincerely,



Gary Maharaj
President and CEO



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The Arizant Code does not alter terms and conditions of your employment. Rather, it helps each of us to know what is expected of us to make sure we always act with integrity.



Introduction

Purpose of Our Code of Conduct

The purpose of our Code of Conduct (“Code”) is to provide guidance to all employees regarding the manner in which we are expected to conduct our business. Our conduct is to be of the highest integrity and follow the spirit of our Statement of Values and Corporate Vision.

Who Should Follow This Code?

Our Code applies to all employees, temporary employees, officers, directors, and agents of Arizant and its subsidiaries. Vendors and consultants are also expected to act in a manner consistent with the principles in our Code and our instructions to them should not violate any of the provisions of this Code. We cannot ask others to do what we cannot do ourselves.

Throughout this Code the term employees will be used; this term is meant to include those named above.

Throughout this Code the Arizant name is intended to mean Arizant Inc., all of its subsidiary companies and all employees of any Arizant entity doing business in the United States.

While this Code is intended to be detailed, you will also find additional reference materials and guidance on particular subjects in each section of the Code.

There are instances where guidance must be obtained for circumstances or situations outside this Code. Examples include:

- Organizations we work with may have policies and procedures that are stricter than the standards in this Code, and they may expect you to comply with their policies and procedures.
- The country in which you are doing business may have additional or different laws and rules that apply to you.

Make sure you know the rules that apply to you.

Always ask your supervisor or the Compliance Officer if you have any questions or concerns that are not fully answered here or in other supporting documents.

What You Should Know About the Arizant Code of Conduct

Failing to meet these standards could expose Arizant to very serious harm. Moreover, it is wrong. Integrity means living up to the standards – government rules and requirements and our own company policies – that we commit to. Nothing is more important at Arizant. If it is not possible for us to participate in a business while complying with all applicable laws and this Code, we will not be involved with that business.

Responsibilities for the Arizant Compliance Program

This Code represents a commitment to doing what is right. By working for Arizant, you are agreeing to uphold this commitment. Understand the standards of the Code and the company policies that apply to your job and always follow them. Those who fail to follow these standards put themselves, their co-workers, and Arizant at risk. Where the requirements of our Code or other regulations are violated, employees may also be subject to disciplinary action up to and including termination. All employees will be rated on their performance relative to the rules and spirit of the Code.

This Code is designed to help each of us:

- Understand and apply the basic compliance and integrity rules that apply to our jobs.
- Know when and where to ask for advice.
- Set an example – show what it means to act with integrity.

Those who supervise others have additional responsibilities under our Code.

Supervisors must:

- Ensure that those who report to them have adequate knowledge and resources to follow the Code's standards.
- Monitor compliance of the people they supervise.
- Enforce the standards of this Code and all related company standards.
- Support employees who in good faith raise questions or concerns about compliance and integrity. There should never be any form of retaliation against an employee who raises such questions or concerns.
- Report instances of non-compliance to the proper management level, as appropriate.

Arizant Inc., the parent of our operating companies, is a corporation organized in the United States. For this reason and others, U.S. law may apply even when business activities are conducted outside the U.S. Other countries may apply their laws outside their boundaries, too. Each of us has an important responsibility to know and follow the laws that apply wherever we work.

Reporting, Asking Questions and Raising Concerns

We cannot live up to a commitment to act with integrity if we, as individuals, do not speak up when we should. That is why, in addition to knowing the legal and ethical responsibilities that apply to your job, you must speak up if:

- You are unsure about the proper course of action and need advice.
- You believe that someone acting on behalf of Arizant is doing – or may be about to do – something that violates the law or Arizant's compliance and integrity standards.
- You have personally engaged in misconduct.

Where to Go for Help

We work hard to foster an environment of open, honest communication. If you have a concern about a legal or business conduct issue, you have options. The most important thing is that you ask the question or raise the concern.

Your supervisor is usually a good place to start with a compliance issue. You may also get help or advice from:

- Any manager
- The Compliance Officer
- The Legal Department
- The Human Resources Department



If you are ever unsure about where to go, uncomfortable using one of the other resources identified in the Code, or wish to raise an issue anonymously, call the **Compliance Helpline at 952-947-1417** to leave a message. The Compliance Officer will check messages. In addition to the Helpline, another disclosure tool is available at goArizant.com. In the section called “Ask a Question” in the Compliance Program page of goArizant.com, any employee may write a question, provide a comment or describe a concern and have it sent to the Compliance Officer. The report can be sent anonymously, if requested.

With all reports, confidentiality will be maintained to the extent consistent with Arizant’s obligations under the law and the best interests of Arizant and the employees involved.

Employees may take concerns to authorities outside the company, if they feel that is the most appropriate action. But it is expected, consistent with our environment of open, honest communication, that employees will raise their concerns internally prior to taking the issue outside the company.

Any employee, who, in good faith, seeks advice, raises a concern or reports misconduct is following this Code – and doing the right thing. Arizant will not allow retaliation against that person for doing so. Individuals engaging in retaliatory conduct will be subject to disciplinary action, which may include termination. If you suspect that you or someone you know has been retaliated against for raising a compliance or integrity issue, immediately contact the **Compliance Helpline** or the Compliance Officer. Allegations of retaliation will be investigated and appropriate action taken. We take claims of retaliation seriously.

Please review this Code carefully and use it as a reference tool.

The Compliance Helpline: 952-947-1417

On-Line Communications Tool:

goArizant.com – Compliance Program – Ask a Question
(<http://www.goarizant.com/compliance/inquiry.jsp>)

The Compliance Officer and the Compliance Committee administer the Compliance Program.

Compliance Officer: David Westlin

Compliance Committee: Gary Maharaj, Bob Buehler, Janet Janiszewski, Marie Humbert, Paul Kennedy, John Rock, David Westlin, Teri Woodwick Sides

Work Environment

Equal Employment Opportunity and Diversity

Arizant is committed to fostering a workplace that is safe, professional and promotes teamwork, respect, diversity, and trust. This includes the strongest commitment to providing equal employment opportunities for all persons. Our business is culturally diverse and a desirable place to work. Our company recruits, hires, develops, promotes, disciplines, and provides other conditions of employment without regard to a person's race, color, religion, gender, age, national origin, sexual orientation, disability, citizenship status, marital status, or any other legally protected status. This includes providing reasonable accommodation for employees' disabilities or religious beliefs and practices. There may be additional protections provided to employees based on local laws or regulations. For example, in the United States discrimination based on certain veteran status is prohibited.

If you have further questions on equal employment opportunity or employment equity, contact Human Resources.

Harassment-Free Work Environment

Having a professional work environment also means that our company will not tolerate any form of harassment. Harassment can be verbal, physical, or visual behavior where the purpose or effect is to create an offensive, hostile, or intimidating environment. Sexual harassment, in particular, can include sexual advances, requests for sexual favors, unwanted physical contact, or repeated and unwelcome sexual suggestions. Other prohibited conduct includes: offensive racial, ethnic, religious, age-related, or sexual jokes or insults; distributing or displaying offensive pictures or cartoons; and using voice mail, e-mail or other electronic devices to transmit derogatory or discriminatory information. This type of behavior has no place at Arizant. Please see Arizant's Discrimination and Sexual Harassment in the Workplace Policy for more information.

Information and Reporting – Harassment Concerns

If you observe or experience any form of harassment, you should report it to your supervisor, department manager, Human Resources, or call the Compliance Helpline. Our company strictly prohibits any form of retaliation against anyone making such a good faith report.

Health and Safety Practices

Arizant is committed to providing its employees with a safe and secure work environment. Safety is especially important in manufacturing locations, which are subject to significant workplace safety regulations; however, every work location has safety rules that must be followed. Our company complies with all health and safety laws, as well as our own health and safety policies that go beyond what the law requires. All employees of Arizant, and the employees of other companies working on our premises, must know the health and safety requirements associated with their jobs.



A safe and secure work environment also means a workplace free from violence. Threats (whether implicit or explicit), intimidation, and violence have no place at Arizant and will not be tolerated. **Weapons – even if used for sporting purposes – are not allowed in the workplace without authorization.** Employees are urged to bring any unsafe practices – including threats or intimidation – to the attention of their supervisor, manager, Human Resources Department, or call the **Compliance Helpline**.

Employee Confidentiality and Security

Arizant believes in respecting the confidentiality of our employees' personal information. Access to personal records is limited to company personnel who have appropriate authorization and a clear business need for that information. Employees who have access to personal information must treat it appropriately and confidentially.

Never provide personal employee information to anyone outside of Arizant without proper authorization. Our commitment to employee confidentiality is not a license to engage in inappropriate personal activities at work. Company computers, for example, are intended primarily for official use, not for personal or outside business activities. Arizant has the right to access and review all communications, records and information created at work or with company resources. This includes such things as intranet or Internet activity, e-mail, voicemail, and telephone conversations. Employee confidentiality is subject to laws and regulations by a number of governmental bodies.

If you have questions, contact the Compliance Officer or the Legal Department.

Drugs and Alcohol in the Workplace

Work requires clear thinking and, often, the ability to react quickly – the safety of fellow employees and consumers depend on it. Being under the influence of alcohol or drugs or improperly using medication diminishes an employee's ability to perform at his or her best.

It is our policy to prohibit the use, sale, possession or influence of alcohol or non-prescription controlled substances, including illegal drugs, on Arizant property. Violations of these rules are taken very seriously. If you observe any drug or alcohol abuse, you should report it to your supervisor, the Human Resources Department, or call the Compliance Helpline. Arizant strictly prohibits any form of retaliation against anyone making such a good faith report.

Please see Arizant's Drug and Alcohol Policy on goarizant.com for more information.

Conflicts of Interest, Gifts and Entertainment

As employees of Arizant, we will work together to meet our common goals with objectivity and avoiding conflicts of interest. Our employees have many activities in their lives outside the company. A “conflict of interest” arises when an employee’s personal, social, financial, or political activities have the potential of interfering with his or her loyalty and objectivity to the company. Actual conflicts must be avoided, even the appearance of a conflict of interest can also be harmful.

Conflicts of Interest

Common ways that conflicts of interest can arise:

Outside employment and affiliations. A second job with, performing services for, or serving as a director or consultant for an organization that is a competitor, customer, supplier of goods or services, or any other organization with interests adverse to Arizant’s interests raises an actual or potential conflict of interest. This also applies to working for an organization that is seeking to become a competitor, customer or supplier. Some arrangements of this kind are never allowed – for example, working for or providing services to anyone you deal with as part of your job at Arizant. No outside affiliations with competitors, customers, suppliers or any other organization with interests adverse to Arizant’s interests are permitted unless you obtain the written approval of your supervisor and the Compliance Officer.

Jobs and affiliations of close relatives. The work activities of close relatives can create conflicts of interest, too. If you learn that a “close relative” (defined in the “Other Considerations on Conflicts of Interest” section) works or performs services for any competitor, customer or supplier, promptly notify your supervisor. You and your supervisor should then notify the Compliance Officer. The Compliance Officer will determine if any action is required to address the situation. In general, a relative should not have any business dealings with you, with anyone working in your business unit, or with anyone who reports to you. Exceptions require specific approval by the Compliance Officer. You must also be careful not to disclose any confidential business information to any relative.

Boards of directors. Occasionally, an employee may be asked to serve on the board of directors of another organization and this can, in some cases, raise a conflict of interest or even a legal issue. Such a position should be discussed with the Compliance Officer, if it has any relationship to an employee’s work or to the health care industry, to assure that any potential concerns are identified. You may not serve on the board of directors of a direct competitor, as there are antitrust laws that may prohibit this type of relationship, as well as issues relating to conflicts of interest.

Investments. Employees and their close relatives need to be careful that their investments do not create conflicts of interest, impairing the employee’s ability to make objective decisions on behalf of Arizant. Conflicts can occur if investments are made in competitors, suppliers, or customers. Any “substantial interest” in a competitor, supplier, or customer requires the prior written approval of your supervisor and the Compliance Officer.

A “substantial interest” means any economic interest that might influence or appear to influence your judgment.

ALWAYS WRONG

- Never invest in a supplier if you have any involvement in the selection or assessment of, or negotiations with, the supplier, or if you supervise anyone who has such responsibility.
- Never invest in a customer if you are responsible for dealings with that customer or supervise anyone with such responsibility.

In other circumstances, determining whether an investment creates a conflict of interest is a matter of good judgment. When deciding whether an investment might create a conflict, **ask yourself these questions:**

- Would the investment affect any decisions I will make for my company?
- How would the investment seem to others inside my company, such as my co-workers?
- Would they think it might affect how I do my job for the company?
- How would it look to someone outside, such as a customer, supplier, stockholder, or even the media?

Other Considerations on Conflicts of Interest

Close relatives. As the previous sections show, the activities of a close relative can create a conflict of interest. This happens when an employee's loyalty becomes divided – or may appear to be divided – between loyalty to the close relative (who has one set of interests) and loyalty to Arizant (which may have different interests).

“Close relative” includes a spouse, parents, stepparents, children, stepchildren, siblings, stepsiblings, grandparents, grandchildren, and in-laws. On conflict questions, you are not responsible for learning about the activities of family members who do not reside with you. For family members outside your home, you need only be concerned with those circumstances that you know about.

Potential suppliers, customers and competitors. For conflicts of interest, a “supplier,” “customer” or “competitor” also includes both actual and potential suppliers, customers, or competitors.

If you think you may have a conflict of interest, or that others could possibly believe an activity or relationship you are engaged in is a conflict of interest, you must promptly disclose the situation to the Compliance Officer.

Gifts, Entertainment or Courtesies

Arizant has many suppliers and customers who are vital to our company's success. That is why relationships with suppliers and customers must be based entirely on sound business decisions and fair dealing. Business gifts, entertainment and courtesies can build goodwill, but they can also make it harder to be objective about the person providing them. In short, gifts and entertainment can create their own conflicts of interest.

Gift/Entertainment Definitions

Gifts and Entertainment means anything of value. Specific terms, definitions and examples are provided below:

- **Gifts** normally mean providing something of value to a person to be used by that person.
- **Entertainment** can have a number of definitions. It typically means dining out or something similar that is separate from work.

- **Courtesies** usually mean incidental or nominal items such as providing a meal or snacks during a meeting.
- **Cash or Cash Equivalents** mean any type of gift that can be used like, or converted to, cash. Examples include gift certificates, loans, stock, stock options, bank check, money order, investment securities or other negotiable instruments. Cash or cash equivalents are not acceptable.

Giving Gifts, Entertainment or Courtesies

Just as we have strict rules for receiving gifts and entertainment, we must be careful in how we offer them. Offering business courtesies of a nominal value such as moderately valued meals and entertainment is common in the commercial world and is meant to create goodwill and enhance business relationships.

Using good judgment and moderation, occasionally exchanging courtesies of nominal value with a non-governmental individual or entity is acceptable unless the recipient's employer forbids the practice. Any courtesy must always comply with the policies of the recipient's organization. Gifts, entertainment or courtesies should only be offered in conjunction with situations where product, scientific or educational information is shared.

Gifts and entertainment offered by Arizant employees generally fall into three categories:

USUALLY OK

Some gifts and entertainment are small enough in value that they do not require pre-approval. Entertainment or courtesies with a value of \$100 or less to any one person in a calendar year are in this category (as long as they do not fall into the "Always Wrong" category). This means that as long as the following do not total more than \$100 to an individual in a calendar year they do not require pre-approval:

- Occasional meal with a customer
- Meal or snack provide as part of a training session
- Other reasonable courtesies

Similarly, offering pre-approved promotional items of nominal value, such as pens, calendars, and coffee mugs that are given to customers in general, does not require approval.

ALWAYS WRONG

Other types of gifts and entertainment are simply wrong, either in fact or in appearance.

Employees may never:

- Offer any gift or entertainment that would be illegal or result in any violation of law
- Offer any gift of cash or cash equivalent
- Offer or request anything as a "quid pro quo," or as part of an agreement to gain anything in return for the gift or entertainment
- Participate in any entertainment that is unsavory, sexually oriented, or otherwise violates our commitment to mutual respect while representing the company (Representing the company includes any time the employee is traveling for the company)
- Participate in any activity that you know would cause the person receiving the gift or entertainment to violate his or her own employer's standards
- Offer to provide the entertainment or courtesy to a spouse or other person not directly involved in the business event
- Offer gifts that are valued over \$100 without approval from the Compliance Officer. Gifts are generally discouraged, and should not be offered except in unusual circumstances (such as where gift giving is a regional custom).

ALWAYS ASK

For anything that does not fit into the other categories, you must have permission or approval from your supervisor and/or the Compliance Officer. Examples in this category include:

- Gifts and entertainment for a single source with an annual value over \$100
- Gifts that are valued over \$100

You must obtain permission from the Compliance Officer at Arizant to offer a gift, entertainment or courtesy over \$100 to any person in a calendar year. In determining whether to approve such a request, the Compliance Officer will use reasonable judgment and consider such issues as the requirements of the organization that is to receive the gift, entertainment or courtesy, and local laws that may restrict such offerings.

Group Events. While the above listed guidelines describe the allowable limits for giving gifts, entertainment and courtesies, special consideration must be given if groups are involved. Conflicts of interest, whether real or perceived, can take on different significance when groups are involved. As an example, it would not be appropriate to take out an entire department at a hospital, even if the cost is below \$100 per individual. But it is acceptable to provide a modest meal to a group during an in-service training, because the in-service is a required part of the clinicians' training.

Other than training sessions (or similar events), it is suggested that you contact the Compliance Officer when dealing with situations that involve more than three people outside Arizant.

Expense Records. Gifts, entertainment and courtesies must be properly documented in financial records. Records should indicate what was provided, to whom, how many people were involved, the total value, the date provided, the purpose of the meeting/event, and the location.

For more information on the risks of offering gifts and entertainment to government officials, see the sections in the Code of Conduct: "Political Contributions," "Bribery and Corruption Laws" and "Bidding or Providing Service for Government Contracts," or contact the Legal Department.

If you would like additional guidance on offering gifts and entertainment to individuals or entities, contact the Compliance Officer or the Legal Department.

Receiving Gifts, Entertainment or Courtesies

No Arizant employee may seek gifts, entertainment, or other benefits from any company doing business or seeking to do business with Arizant. If gifts or entertainment are offered, they must be evaluated based on the criteria provided here.

Notifying suppliers. You should inform all persons with whom you are doing or seeking to do business of this policy.

Gifts and entertainment offered to Arizant employees and their close relatives fall into three categories:

USUALLY OK

Some gifts and entertainment are small enough in value that they do not require approval. Gifts or entertainment with a combined market value of \$100 or less from any one source in a calendar year are in this category (as long as they do not fall into the “Always Wrong” category). This means that as long as the following do not total more than \$100 from a single source in a calendar year they do not require approval:

- Occasional meals with a business associate
- Ordinary sports, theater, and other cultural events
- Other reasonable and customary gifts and entertainment

Similarly, accepting promotional items of nominal value, such as pens, calendars, and coffee mugs that are given to customers in general, does not require approval.

ALWAYS WRONG

Other types of gifts and entertainment are simply wrong, either in fact or in appearance. They are never allowed and no one can approve these. Employees may never:

- Accept any gift or entertainment that would be illegal or result in any violation of law
- Accept any gift of cash or cash equivalent
- Accept or request anything as a “quid pro quo,” or as part of an agreement to do any thing in return for the gift or entertainment
- Participate in any entertainment that is unsavory, sexually oriented, or otherwise violates our commitment to mutual respect while representing the company (Representing the company includes any time the employee is traveling for the company)
- Participate in any activity that you know would cause the person giving the gift or entertainment to violate his or her own employer’s standards
- Accept gifts that are valued over \$100 without approval from the Compliance Officer.

ALWAYS ASK

For anything that does not fit into the other categories, you must have permission or approval from your supervisor and/or the Compliance Officer. Examples in this category include the following when paid by a current or potential supplier or customer:

- Individual gifts or entertainment valued over \$100
- Gifts and entertainment from a single source with an annual cumulative fair market value over \$100
- Travel or entertainment lasting more than a day

In determining whether to approve something in the “Always Ask” category, supervisors and the Compliance Officer will use reasonable judgment and consider such issues as:

- Whether the gift or entertainment would be likely to influence your objectivity
- Whether there is a business purpose (for example, business will be discussed as part of the event in question)
- What kind of precedent it would set for other employees
- How it would appear to other employees or people outside the company

Group Events. While the above listed guidelines describe the allowable limits for receiving gifts, entertainment and courtesies, special consideration must be given if groups are involved. Conflicts of interest, whether real or perceived, can take on different significance when groups are involved. As an example, it may not be appropriate for an entire department, or a group of three or more employees to be taken out by a supplier, even if the cost is below \$100 per individual.

It is suggested that you contact the Compliance Officer when dealing with situations that involve an entire department or a group of three or more employees and an outside party.

Exceptions In situations where an exception is granted, that exception must be documented and maintained by the person approving the gift/entertainment.

What to do if you receive an impermissible gift. You must immediately return any gift of cash or cash equivalent such as a bank check, money order, investment securities, negotiable instruments, loans, or gift certificates. If appropriate, a letter should be sent to the donor explaining your company’s policy with respect to gifts. Gifts such as a picture, desk set or the like that are valued over \$100 may be used in your office with the written permission of the Compliance Officer, but will remain company property.

What to do if you can’t return an impermissible gift. If returning the gift is not possible, and the Compliance Officer agrees that returning the gift is impractical or impossible, the gift is to be turned over to Arizant for company use, sale, or donation. If, because of time constraints or other considerations, the gift would otherwise go to waste, Arizant may hold a random drawing for employees and provide the gift to the winner of that drawing.

If you have questions or concerns about gifts and entertainment policies, contact your supervisor or the Compliance Officer.

Conducting Business

In all business dealings, Arizant strives to be honest and fair. We will vigorously compete, but do so fairly, complying with all laws protecting competition and the integrity of the marketplace. Arizant strictly adheres to what are called “competition” laws in many countries and “antitrust” laws in the U.S. – laws that protect markets around the world from anti-competitive behavior. Competition laws prohibit anti-competitive agreements, such as price fixing and predatory efforts to eliminate competitors.

Facts About Competition Laws

Competition laws vary around the world. Many countries, the European Union, and individual states in the U.S. have laws prohibiting anti-competitive behavior. Depending on where you work, the laws that apply to you may vary.

Competition laws can cover conduct outside the country. Some competition laws – such as those in the U.S. and EU – may apply even when the conduct occurs outside the country’s borders.

Careless conduct can violate the law. What might appear to be ordinary business contacts, such as a lunch discussion with a competitor’s sales representative or a gripe session at an industry trade association, can lead to competition law violations.

ALWAYS WRONG

Certain agreements among competitors almost always violate competition laws. Never talk with or exchange information in person or in writing, including e-mails, with competitors to:

- Fix prices with competitors – this can include setting minimum or maximum prices, or “stabilizing” prices, establishing pricing formulae, or discounts to be offered to certain classes of trade
- Fix terms related to price, pricing formulas, trade promotions, credit terms, etc.
- Divide up markets, customers or territories with competitors
- Limit or allocate production
- Rig a competitive bidding process including arrangements to submit sham bids (i.e., submitting bids at the request of a competitor and setting a price so as not to win)
- Boycott a competitor, supplier, customer or distributor
- Agreeing with distributors or dealers on the minimum sale price of our products (but you may establish resale prices with sales representatives or agents who do not take title to the goods and you may recommend prices to distributors or dealers).

Because of the risk, do not even discuss competitive matters with competitors at any time or any place, in person or in writing, including e-mails.

ALWAYS ASK

The following may raise antitrust issues and require legal review:

- Discussing joint ventures, mergers, acquisitions, co-marketing, purchasing or similar collaborative arrangements with competitors
- Establishing exclusive dealing arrangements (e.g., contracts that require a company to buy only from or sell only to Arizant)
- Tying or bundling together different products or services (e.g., conditioning the purchase of one good on the purchase of another to coerce the customer to purchase an unwanted good)
- Engaging in activities involving trade associations or setting industry standards
- Setting maximum resale prices with resellers (in the U.S. and some countries)

Use and Gathering of Competitive Information

To compete in the marketplace, it is necessary to gather competitive information. But some forms of information gathering are wrong and can violate the law. We are committed to avoiding even the appearance of improper information gathering, so know what you can do and what you should not do. Generally, we may obtain information about our competitors from our customers, as long as they are not subject to a confidentiality agreement prohibiting the disclosure of the information.

USUALLY OK

Legitimate sources of competitive information include:

- Newspapers and press accounts
- Other public information
- Talking with customers, but not obtaining confidential information. Generally, we may obtain information about our competitors from our customers, as long as they are not subject to a confidentiality agreement prohibiting the disclosure of the information. If you do obtain such information from a customer, indicate so on any documents.
- Customers giving you a competitor's proposal, but only if it is not confidential.
- Trade shows, but not information from competitors unless it material available to the public – see “Facts About Competition Laws” in this section
- Information publicly available on the Internet
- Publicly available industry survey results from reputable sources

ALWAYS WRONG

Never use the following:

- A competitor's confidential information (information that the competitor has taken steps to protect as confidential)
- Confidential information in any form brought by new hires from prior employers
- Marketing or other business information exchanged with competitors other than through trade associations where appropriate safeguards have been taken to aggregate data and otherwise limit the competitive effect
- Information about a confidential competitor's bid if you are involved in bidding, especially on confidential government contracts (other than the situation where the customer has legitimately given you information, such as a bid price, in order to get you to match or beat the bid)

- Information on a competitor that someone offers to sell where you reasonably believe such information was confidential

If you have a question about whether it is appropriate to use or have possession of certain competitive information, contact the Legal Department.

Competitive Practices

Arizant competes vigorously for business, but some conduct in the name of competition is not consistent with the law or our commitment to integrity.

ALWAYS WRONG

- Making false statements about competitors or their services
- Stealing or misusing competitors' trade secrets
- Requiring someone to buy from our company before we will buy from them
- Paying bribes to help Arizant's business or to hurt a competitor's business

Monopolizing

Attempting to monopolize and monopolizing markets in the US are illegal.

Competition laws in the US make it illegal to monopolize or attempt to monopolize a market, and some foreign laws regulate the conduct of companies that obtain a "dominant position" through exclusionary conduct. A dominant company must not try to prevent others from entering the market (other than through legitimate competition) or to eliminate competition.

Usually organizations set prices to cover their costs; below-cost pricing may appear to be "predatory." If there is a reason to price below some measure of cost, it should be reviewed with the Legal Department to ensure that it is not predatory or in violation of any law.

Charging different prices to competing customers where the effect may be to substantially lessen competition may be illegal, absent an appropriate defense. In the U.S., a complex law called the "Robinson-Patman Act" in some cases prohibits charging different prices on sales of goods to competing customers. There are a number of exceptions to this law.

Employees with authority to set prices need to learn the requirements of these laws and consult the Legal Department for help.

If you have questions or concerns about your responsibilities under the competition laws, consult with the Legal Department.

Use and Gathering of Information

Just as we protect our own confidential information (see “Proprietary Information” in this Code), Arizant respects the proprietary and confidential information of others. This includes written materials, software, and other “intellectual property.”

ALWAYS WRONG

Never use the following:

- A competitor’s confidential information or something similar belonging to anyone else. Do not accept or use anyone else’s confidential information except under an agreement approved by the Legal Department
- Information in any form brought by new hires from prior employers. Do not use or bring to Arizant any confidential information, including computer records, from prior employers
- Marketing or other business information exchanged with competitors
- Information about a competitor’s bid if you are involved in bidding
- Information on a competitor that someone offers to sell
- Do not copy documents and materials (including computer software) that are copyrighted. Do not use copyrighted materials (for example, portions of audio, video and off-the-Internet or off-the-air recordings) without specific permission from the copyright owner. Consult the Legal Department on whether “fair use” rules or existing licenses may allow it.

If you have questions about whether it is appropriate to use or have possession of certain competitive information, intellectual property or copyright rules, contact the Legal Department.

Trade Restrictions and Export Controls

The United Nations, the EU, Switzerland, the U.S., and a number of other jurisdictions periodically impose prohibitions or other restrictions on export and trade dealings. An “export” is not only the transfer of a physical commodity; it can include the transfer of restricted information to a national of another country.

U.S. trade restrictions are in force with respect to many countries and entities. In all international dealings, be sure you know and comply with all export controls and trade restrictions. If a product is subject to US export control laws, you may need to obtain an agreement with your customer that they will not re-export and will comply with US export control laws.

Import duties, taxes and regulations. Physical importation of products into a country must usually comply with either:

- Regulations that specify the import duties, value added tax, excise tax, and the like that may be payable in relation to our products; or
- Tax, bonding, or other similar regulations that govern “tax or duty free” shipments

You must be sure that all imports comply with these requirements, and that any information provided to customs and tax officials is accurate and truthful.

If you need further information on trade restrictions and export controls, contact the Legal Department.

Conducting Business with Governments

Arizant does business with the U.S. and other governments. While integrity is the foundation for all dealings with customers, special rules apply when a government is our customer – rules that may be very different from those that apply to a commercial customer. Violations can result in criminal and civil penalties.

Clinical and Regulatory Affairs

Arizant products are heavily regulated by governmental agencies, health ministries, and other regulatory authorities worldwide. Every employee is responsible for compliance with worldwide product regulation requirements, including marketing approvals, conducting clinical studies, good manufacturing practice requirements and standards, design controls, labeling and advertising controls, and any other product regulations and controls set by government agencies. Each employee is responsible for reporting any significant issues to their supervisor and/or the Director of Regulatory Affairs and/or the Compliance Officer.

Additional information related to regulatory requirements can be found in the “Dealing With Customers” section of this Code. Specific requirements related to Arizant regulated procedures and policies are found in the company’s Quality System documents. All employees must be familiar with the procedures that relate to their job functions.

Additional questions may be directed to the Regulatory Affairs Department.

Contact with Government Officials

The business activities of Arizant are regulated and, therefore, our employees may come into contact with government officials responsible for enforcing those regulations. Arizant is committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance, and product performance. If circumstances arise involving contact with government officials with respect to your duties, any information provided must be completely honest and truthful.

At the same time, care must be taken in dealing with representatives of government agencies so that all appropriate steps are taken. Accordingly, you should contact the Legal Department immediately upon receiving a request for information from a government agency unless it is a request of a type that has been identified by the Company as not needing legal review. Also, be sure that records relevant to the government inquiry are preserved.

If you have any questions, please contact the Legal Department.

Bidding or Providing Service for Government Contracts

Those involved in bidding on or providing service under a government contract need to know those rules. **Basic rules include:**

- Never seek or accept bid information from a competitor or in violation of any confidentiality agreement.
- Never offer or provide gifts, gratuities or entertainment without prior written approval of the Compliance Officer and the Legal Department

- Know and follow anti-kickback rules and other regulations applicable to government business, including restrictions on providing gifts or other things of value by those seeking business from the government and from government contractors
- Understand “most favored customer” pricing and verify compliance where applicable
- Conform strictly to the contract’s quality, quantity and testing requirements, if applicable
- Charging and allocation of costs, including time and overhead, provision of any cost and pricing data, and billing must always be accurate, complete, and in full compliance with all rules and regulations
- Be truthful, accurate, and complete in all representations and certifications
- Know your customer’s rules and regulations
- Don’t initiate any employment discussions with any current or former government employee until first consulting with the Legal Department

If you have questions about proper business relationships with governments, contact the Legal Department.

Exclusion and Debarment from Government Programs

Because Arizant may do business with various government programs, primarily through our customers who provide services to persons covered by Medicare, Medicaid and other government programs, it is important that we comply with requirements for government program participation.

Among other things, we must assure that Arizant, its employees and contractors have not been excluded or debarred from government programs participation. Included in “contractors” are clinical investigators that may be debarred by agencies such as the FDA. If you have been excluded from providing services in connection with government programs, or have reason to think that you may become excluded in the future, you are required to immediately advise the Compliance Officer.

Bribery and Corruption Laws

The U.S. Foreign Corrupt Practices Act and similar laws from other parts of the world prohibit bribes to foreign governments and other officials (such as political candidates, political parties and their officials, employees of government-owned businesses, United Nations officials, etc.). A violation is a serious criminal offense for both companies and individuals, which can result in fines, loss of export privileges, and imprisonment for individuals. Bribery and corruption laws apply to all Arizant employees, agents, and representatives worldwide.

ALWAYS WRONG

- Offering or giving anything of value to a foreign official for the purpose of obtaining or retaining business, or for any improper purpose (includes payments to reduce taxes or customs duties)
- Making improper payments through third parties. Additional care is needed if the prospective agent is – or is in association with – a government official
- Inducing a foreign official to do something illegal
- Ignoring or failing to report any indication of improper payments, gifts or entertainment
- Establishing an unrecorded fund for any purpose
- Making a false or misleading entry in company books
- Doing anything to induce someone else to violate these rules or look the other way when there might be a violation

The laws require that companies keep accurate books and records so that payments are honestly described and are not used for unlawful purposes. Arizant requires more of its employees. We prohibit bribes to anyone, anywhere in the world, for any reason. Remember that it is your responsibility to avoid these prohibited actions.

Facilitating Payments. U.S. law permits certain “facilitating payments” to foreign government employees. Arizant discourages these, but a payment can be made in the following limited circumstances:

- You obtain approval from the Legal Department
- It is legal in the country in question
- It is necessary to obtain or expedite the performance of routine, non-discretionary, legitimate, customary duties, such as mail delivery, scheduling inspections and customs clearance
- It is requested by the government employee
- The payment is small (below \$250) and is fully and accurately recorded on the company’s books
- It does not involve a decision to award business to, or to continue doing business with, the company
- All the qualifying requirements set by the US government for such payments are met

In some countries all such payments are considered illegal and therefore should never be made. Payments may never be made to any U.S. government employee.

If you are involved in international business, contact the Legal Department to make sure you understand the standards that may apply to your business activities, including the laws on international bribery.

Dealing With Customers

Product Quality

Maintaining the high quality of our products is critical to our success because it is what customers have come to expect from Arizant. Employees must act in accordance with these quality and safety commitments so that we consistently meet these expectations, and so that we meet or exceed all safety and quality standards for products produced.

Arizant will consistently work to:

- Follow all regulatory and customer requirements and all company standards for product quality
- Strictly adhere to company production and quality control procedures
- Strictly follow all procedures for the storing, handling and shipping of products
- Ensure that any new product has satisfied all applicable standards for quality and safety before being offered to the public
- Ensure that monitoring systems are in place to detect potential product defects and violations of laws and company policies

Complaint/Adverse Event Reporting

Any Arizant employee, who is informed of a customer complaint regarding a product or service, or an adverse event attributed to the use of an Arizant product, must report that information to the company. Reports are to be directed to Arizant's Customer Service department.

Fraud and Abuse Laws

Arizant's policy is to fully comply with all fraud and abuse laws applicable to our business, including but not limited to the US Federal Anti-kickback Law and any similar state laws or regulations. No employee may offer anything of value to anyone to refer customers to Arizant. In addition, nothing should be offered or provided to any health care professional in a manner that would interfere with the independence of the health care professional's judgment. Employees also may not accept anything of value in return for directing business or referrals to suppliers of Arizant.

For further information, see our Sales and Marketing Policy.

Advertising and Product Claims

As a medical device manufacturer, Arizant's business is subject to specific advertising and labeling requirements based on law, industry codes, and our own internal codes. It is extremely important that these standards be adhered to in letter and spirit at all times. Marketing, labeling, advertising, and sales activities must describe products fairly, honestly, and legally. When we make a claim about a product, we must be able to substantiate it.

Arizant has procedures in place to comply with applicable advertising and labeling standards. All advertising and promotions must be approved through procedural reviews and are subject to monitoring for compliance. Employees involved in advertising or marketing must know and follow the applicable rules, as well as require advertising agencies and marketing consultants to follow these guidelines in making any proposals or executing any programs.

Check with the Regulatory or Legal Departments if you need guidance on advertising and product claim policies.

Providing Free Products

Occasionally, Arizant provides free products to customers. This may involve providing an appropriate number of products to allow a potential customer to evaluate our products, or it may be related to a contract with a customer or other customer service issues. In no event should employees of Arizant ever suggest to any customer that the customer use the free products for financial gain. Customers will only be given a reasonable number of free products, based on the circumstances. We will always document the provision of free products with “no charge” invoices to avoid any confusion, and customers will be advised that they may be required to report receiving free products, in accordance with the Discount Safe Harbor under the Federal Anti-kickback Law. Language required to advise the customer can be obtained from Customer Service, Regulatory Affairs or Legal Departments.

Specific details concerning Free Products can be found in the Sales and Marketing Policy.

If you have any questions concerning the requirements for providing products, please contact the Regulatory Affairs or Legal Departments.

Product Pricing, Discounts, and Rebates

All discounts and rebates directly or indirectly paid or granted by Arizant must be in compliance with applicable law and our contractual obligations. All pricing, including discounts and rebates, must be consistent with written sales policies of Arizant and in compliance with the disclosure and reporting requirements of the Discount Safe Harbor under the Anti-kickback Law. Any employee involved with product pricing must be familiar with the written sales policies and the applicable laws. Any deviations from the Discount Safe Harbor or the written sales policies of Arizant must be reviewed and approved by the Legal Department.

If you have questions about pricing, discounts or rebates, contact the Sales Administration or Legal Departments.

Trade Organization Sponsorships

Arizant will consider partnering with an organization through sponsorships when specific objectives can be met through that partnership. **Objectives for sponsorships include:**

- Support of a reputable, medical industry based organization
- Develop a sense of pride and corporate responsibility among our employees, shareholders and distributors

The Philanthropic Management Team is responsible for oversight of all sponsorships. All sponsorship requests should be submitted to and administered by the Philanthropic Management Team. Other parties, such as marketing or sales, may be included in the review process, depending on the nature of the request, but will not be involved in the approval decision. **Approval guidelines are as follows:**

- Requests must be approved by the Philanthropic Management Team
- Documentation of approvals must be maintained
- Requests over \$10,000 must also be approved by the CEO

Sponsorship guidelines. Arizant will consider sponsorship requests in the healthcare arena that will assist us in meeting the above-stated objectives and are in compliance with the following criteria:

- Sponsorships must be budgeted under requesting party's fiscal budgets
- The sponsorship must comply with our Company's compliance policies and the U.S. Federal Anti-kickback Law
- A sponsorship cannot be intended to, or have the effect of, inducing the recipients of the donation to purchase Arizant products or to cause others to purchase our products

The Company will not provide sponsorships for the following:

- Individuals
- Travel
- Social, labor, veterans, alumni or fraternal organizations serving a limited constituency
- Political causes, candidates or legislative lobbying efforts
- Recreational, sporting events or athletic associations
- Religious organizations where the sponsorship would be used solely for religious purposes
- Golf tournaments, galas and other purely social events
- Site-specific sponsorships (i.e. sponsoring a new building/facility in a hospital or clinic)
- Site-specific advertising at a local/regional level

For details on this program, please contact the Compliance Officer.

Group Purchasing Organizations (GPOs)

Arizant often enters into contracts with group purchasing organizations (GPOs), which act as purchasing agents for groups of customers that purchase our products. These contracts can raise complex legal issues. Arizant has procedures in place to comply with applicable laws, including the Federal Anti-kickback Law.

All GPO contracts must be reviewed by the Legal Department; no GPO contracts are to be signed until the Legal Department has reviewed and approved the contract. Any provisions that are not consistent with the GPO Safe Harbor under the Federal Anti-kickback Law shall only be agreed to if reviewed and approved by the Legal Department.

For additional information, please see the Sales and Marketing Policy. For specific questions or to have a contract reviewed, please contact the Sales Administration or Legal Departments.

Consulting Contracts with Customers or Referral Sources

From time to time, Arizant enters into contracts with customers or referral sources for services or advice to the company. These contracts raise potential issues under the Anti-kickback Law, and must be carefully reviewed and approved only if:

- All such contracts must be in accordance with applicable Arizant policies, including review by legal counsel
- Arizant has a legitimate business need for the service, which can be appropriately met by entering into such an arrangement. It can have no influence on obtaining orders for products or encouraging the use of products by consultants or their associates
- Compensation for the services is at fair market value
- The consultant has the necessary qualifications to provide the services
- The arrangement is properly documented and administered

If you have questions about consultant contracts, contact the Compliance Officer or the Legal Department.

Reimbursement

Arizant employees must not provide any advice to customers or potential customers regarding reimbursement or any third party payment processes.

ALWAYS WRONG

Reimbursement-related information provided to customers about:

- Suggestions about how to obtain reimbursement for Arizant products
- Appropriate coding (because there are no specific codes assigned to Arizant products)
- Circumstances that must exist and be documented in order to support claims for payment for our products
- The effect of purchasing our products on a provider's overall reimbursement or the experiences of other providers in obtaining reimbursement for our products

USUALLY OK

Employees may provide payer contact information, such as:

- Payers' provider assistance web site addresses
- Provider information phone numbers
- Official statements regarding coverage for our products from sources such as publicly released government documents
- Other payer resources

If you have questions about reimbursement, contact the Legal Department.

Privacy of Information (HIPAA)

Arizant employees have a responsibility to protect the privacy of information that customers and employees entrust to them. Employees who are not authorized to access this information should never seek to do so. Those employees who are authorized to access such information for a legitimate business purpose must take steps to protect against the non-permitted release or use of private customer information.

Outside parties who are given access to individually identifiable health information must do so based on:

- Authority under applicable laws
- Written authorization of the customer or employee
- Appropriate circumstances in accordance with a Business Associate Agreement with Arizant, which requires the outside party to protect the privacy of such information

Customer and employee privacy is an important area, and rules are still being developed in the United States and elsewhere. Arizant is committed to monitoring evolving privacy standards, including those standards set forth in the HIPAA Privacy Rule, and may, from time to time, develop additional policies in light of them.

If you have questions about privacy issues, contact the Privacy Officer, Compliance Officer or the Legal Department.

Patient Contact

Arizant employees may not touch, apply therapy to, or perform any medical or nursing act on any patient. Employees may not be in a patient's presence during medical consultations or treatment, unless the attending clinician is also present and the clinician and patient have given permission. Arizant employees must not provide medical advice to any patient or clinician, other than describing the proper use of our products. Employees may not review patient charts unless permission is received from the clinician and the patient. In the case where a patient cannot provide consent (i.e., when anesthetized) permission of the clinician is sufficient.

Company Financial Disclosure, Information and Resources

Arizant employees seek to create shareholder value by working hard to achieve superior financial results. In pursuing this goal, the company and its employees will be forthright in measuring and reporting our financial performance and protecting company assets and resources. As an Arizant employee, you are expected to act with honesty and integrity in the performance of your duties. Simply put, fraud of any nature will not be tolerated at Arizant.

A company's credibility is judged in many ways – **one very important way is the integrity of its financial books, records and accounting.** Arizant is committed to providing shareholders with full, accurate, timely, and understandable information, in all material respects, about the financial condition and results of operations. In meeting this commitment, Arizant reports in accordance with Generally Accepted Accounting Principles in the U.S., and is committed to maintaining books and records that accurately and fairly reflect all transactions. Every employee of Arizant must help ensure that reporting of business information (computerized, paper or otherwise) is accurate, complete, and timely. This requires, among other things, accurately booking costs, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, regulatory data, and other essential company information.

In addition, all Arizant employees must:

- Follow all laws, external accounting requirements and company procedures for reporting financial information
- Never deliberately make a false or misleading entry in a report or record
- Never establish an unrecorded fund for any purpose
- Never alter or destroy company records except as authorized by established policies and procedures
- Never sell, transfer or dispose of company assets without proper documentation and authorization
- Cooperate with our internal and external auditors
- Contact the Finance Department with any questions about the proper recording of financial transactions

The goal of accurate accounting and financial reporting requires compliance with rules from the Financial Accounting Standards Board and other regulatory organizations.

If you have any questions about new or proposed accounting and financial reporting standards, contact the Finance Department. Remember, if you wish to raise concerns about accounting or auditing matters on an anonymous basis, call the Compliance Helpline.

Records Management

Managing records and recorded information is essential to the work of Arizant, and care must be taken to ensure that this information is managed properly.

Four principles should guide us:

- Maintain records as required by law. Some laws have specific record-keeping requirements. We must faithfully manage and maintain all records required by law.
- Be alert to the need for accuracy. Employees should always maintain accurate records. Providing false or misleading records, or altering them, is wrong under any circumstances and could constitute a serious violation of law.
- Retain any records related to litigation or an investigation. If there is an investigation or litigation pending, or if one is anticipated, certain records, including electronic records, may be subject to “disposal suspension.” This means they must be retained and must not be altered, deleted, concealed, or destroyed. Be sure to obtain advice from the Compliance Officer or the Legal Department.
- Know and follow company record retention policies. Every business needs an orderly process for retaining records and documents. Consult the record retention policies for further guidance.

Billing for Health Care Products

We bill customers, commercial payers, and government programs accurately and fairly. No employee may knowingly present any invoice or claim for payment that is false or incorrect.

We have adopted policies and procedures to facilitate accurate billing. All employees are required to comply with these policies and procedures.

If you have questions about billing, please contact the Finance or Legal Department.

Proprietary Information

Arizant regularly produces valuable, non-public ideas, strategies and other kinds of business information. This information is called “proprietary information,” which means that Arizant owns the information, just as it owns other kinds of property. Because it is the product of the company’s own hard work, various laws allow the company to protect this information from use by outsiders. Some examples of company proprietary information are:

- Sales, marketing and other corporate databases
- Marketing strategies and plans
- Personnel records
- Research and technical data
- Proposals
- New product development
- Formulas
- Trade secrets of any sort
- Quarterly shareholder updates and annual reports

All employees must protect the confidentiality of company proprietary information so that we reap the benefits of our own hard work. Sometimes an employee may need to share proprietary information with persons outside Arizant – for example, so that a commercial business the company has selected to work with can be an effective partner for us. However, even when there may seem to be a legitimate reason to share proprietary

information, never disclose such information without management's prior approval and under a written confidentiality agreement approved by the Legal Department.

Employees, officers, and directors of Arizant are prohibited from using Arizant property or information, or their position with Arizant for personal gain, such as taking for themselves business opportunities that they learn about through their work at Arizant.

If you have any question about whether a particular opportunity is covered by the above prohibition, or any question regarding Arizant policies on proprietary information, contact the Legal Department.

Public Information

Shareholders, financial analysts, creditors, and others count on us to provide reliable information on our operations, performance, and outlook.

To protect the integrity of the information:

- Personnel who are authorized to speak to investors and analysts on behalf of Arizant may not provide "special" or favored treatment to some. We must provide all members of the public equal access to honest and accurate information.
- Only those employees specifically authorized to do so may respond to inquiries from members of the investment community (e.g., shareholders, brokers, investment analysts, etc.). All such inquiries must be forwarded promptly to the Public Relations Department.
- Media or press calls require careful consideration. No employee should talk about company matters with a reporter, either on or off the record, without first contacting the Public Relations Department.
- During interviews of employee candidates, company information is often requested and provided. All employees need to be aware of what company information is not to be provided during interviews.

Additional assistance can be obtained from the Human Resource Department and/or the Hiring Team Leader.

Unsolicited Ideas

Persons outside our companies with ideas or suggestions they think we should use sometimes approach Arizant employees. These ideas can involve products, product modifications, promotions, advertising, processes, equipment, business methods and other topics. Unfortunately, if these "unsolicited ideas" are not properly dealt with Arizant risks liability. For this reason, do not accept or in any way encourage offers of unsolicited ideas. If a person freely indicates they have an idea they want to share with the company, refer them to the Arizant's Legal Department. The Legal Department will work with the individual to determine if the company is willing to accept the idea and what protections are required. This rule does not generally apply to agents and certain suppliers of the Company such as consultants and advertising agencies where typically their work agreements have provided for ownership rights in ideas and inventions.

Our company also operates customer feedback mechanisms that receive suggestions and comments according to special procedures. If you are unsure whether an unsolicited idea falls into one of these categories, always seek advice.

If you are approached about an unsolicited idea, immediately notify the Legal Department.

Information Systems (Computers)

Information systems – the hardware, software and the data that is stored, processed and reported – is critical to business success. Examples include your desktop or laptop computer, telephones, file servers and network, e-mail messages, and MS Word or Excel documents.

Everyone who uses our information systems is responsible to ensure that these resources operate as they should. **This means all employees must:**

- Use these systems responsibly for legitimate business purposes
- Protect the security and confidentiality of our information systems

Good judgment should guide your use of computers, but these guidelines can help:

NEVER

- Engage in communications that might be considered illegal, offensive, defamatory, harassing, obscene, vulgar or otherwise disruptive to normal business activity
- Visit inappropriate Internet sites
- Use company information systems to improperly disseminate copyrighted or licensed materials or confidential and proprietary information
- Install hardware or software or alter the company information systems without authorization from Information Services personnel

ALWAYS

- Protect information used to access company information systems including user IDs, passwords and building-access key cards
- Protect the confidentiality and security of our information systems, especially our data
- Protect company information systems from damage, both physical and including viruses

Any communications you have at work (e-mail, telephone, etc.) are not necessarily private.

Records of your communications may be made and used for a variety of reasons, and may be monitored to verify that company policies are being followed. Keep this in mind and follow the guidelines above to ensure compliance.

For more information and specific guidelines for the use of our Information Systems, see the Arizant Computer User Agreement. For questions regarding the information outlined above, please contact the IS Department.

Travel Policy

Employees of Arizant often travel on behalf of the company. Arizant will pay for typical expenses incurred as a result of the travel, such as airfares, automobile costs, meals and lodging, as long as the travel policies are followed. While traveling on behalf of the company, employees are not to participate in any entertainment that is unsavory, sexually oriented, or otherwise violates our commitment to mutual respect.

Documentation and expense reporting. Each employee is responsible for the completion of his or her own expense reports. Expense reports are completed for one week at a time. More than one expense report per week is not allowed except for multiple currency reports.

Expense reports should be completed and submitted to your supervisor for approval within two weeks of completed travel. Arizant remote employees should mail approved expense reports. Employees who do not travel regularly, but occasionally incur reimbursable expenses, should submit expense reports quarterly or when the expenses total \$200.00, whichever comes first.

Reimbursable expenses. Other reasonable expenses that will be reimbursed include:

- Visa/passport fees
- Inoculations (if required for business travel)
- While traveling on company business, daily health club fees up to \$10/day with receipt
- Additional expenses incurred if an employee extends a business trip to reduce airfare (must be approved by the employee's Senior Management Team representative)
- Currency exchange fees
- Laundry and dry cleaning for business trips of 5 days or more in duration

Non-reimbursed expenses. The company will not reimburse employees for the following expenses:

- Video rentals in hotel rooms
- Laundry or dry cleaning for business trips less than 5 days in duration
- Fines for infraction of laws
- NSF charges or any other bank fees
- Excess cost of side trips for personal reasons
- Personal accident insurance
- Personal items such as clothes, toiletries etc.
- Spouse's or other family member's expenses
- Expenses over \$25.00 that are not supported by a detailed receipt
- Personal entertainment (movies, theater, arcades, etc.)
- Gifts of any kind are generally not reimbursable by the company

For additional information and specific details regarding requirements, please see the Arizant Travel Policy on goarizant.com.

Use of Company Assets

All employees are responsible for using good judgment so that the company's assets are not misused or wasted. Company assets are intended to help employees achieve business goals. Careless, inefficient, or illegal use of company property hurts all of us.

How each employee uses company funds impacts profitability, so follow a simple rule: Protect company funds as you would your own, guarding against misuse, loss, or theft. This includes making sure that all claims, vouchers, bills, and invoices are accurate and proper.

Company funds include both cash and its equivalents, such as checks, postage, charge cards, bills, vouchers, reimbursement claims, and negotiable instruments.

For more information on our policies regarding the use of company property, see your supervisor.

Use of Time/Reporting Hours

To be successful, every employee must make the best use of his or her time and that of coworkers.

All employees at Arizant are expected to fulfill their job responsibilities and devote the necessary time to their work. Those required to report their hours worked must do so truthfully and accurately.

Insider Information/Insider Trading

In order to protect the investing public, securities laws make it illegal for those with "insider information" to buy or sell securities (stocks, bonds, options, etc.). Even though there is no public market for Arizant stock, it is important that insider information is controlled and disseminated in a careful and coordinated manner. "Insider information" means information that is not available to the public and is "material."

"Material information" means information that a reasonable investor would likely consider important in deciding whether to purchase or sell a security. Chances are, if you learn something non-public that leads you to want to buy or sell stock, the information would be considered material. Material information is not necessarily information that is certain: information that something is likely to occur, or even that it "may happen," may be considered material. Many of our employees may have insider information simply by virtue of their positions.

Insider information might include, for example:

- Introduction of an innovative new product
- Negative views about a new or existing product
- Significant new contracts
- Mergers, acquisitions and joint ventures
- Major developments in litigation
- Earnings statements and forecasts
- Expected governmental actions

Information about another company. Insider information can also be information you obtained confidentially during the course of your work about another company, for example from a customer or supplier. If you have knowledge of any of these kinds of information – and the information is non-public – this is insider information, and no employee of Arizant may buy or sell securities of Arizant or any other company while in possession of such information.

No “Tips”. This means employees must never give someone else (a spouse, co-worker, friend, broker, etc.) a “tip” regarding insider information; this includes discussions on Internet chat rooms. Securities law violations are taken very seriously and can be prosecuted even when the amount involved was small or the “tipper” made no profit at all. Government agencies regularly monitor trading activities. Employees (and outsiders with whom they are associated) who have insider information can lawfully trade in the market once the information is made public through established channels and enough time has passed for the information to be absorbed by the public.

If you have questions or concerns about your responsibilities under the insider trading laws, contact the Legal Department for further guidance.

Communities and Society

Arizant strives to respect society's values and honor our commitment to address society's expectations of us as a global family of businesses, employers and citizens. This means following responsible environmental practices, avoiding all corrupt business practices and participating in the political process only in lawful ways.

Environmental Requirements

Arizant expects full and complete compliance with all applicable environmental laws and regulations wherever we do business.

Employees of Arizant are required to:

- Conduct business in accordance with all applicable environmental laws, regulations, requirements, and corporate commitments.
- Understand that the goal is to move toward environmentally sustainable practices where feasible. This means we must all know the environmental consequences of what we do and look for ways to reduce or eliminate those consequences.
- Follow specified procedures, notify management of potential environmental concerns, and share ideas for continuous performance improvement.

If you have questions or concerns relating to Arizant environmental compliance requirements or activities, contact the Compliance Officer.

Political Contributions

The laws of the U.S. and some other countries set strict limits on contributions by corporations to political parties and candidates, and violators are subject to very serious penalties – including imprisonment in the case of individuals.

Corporate political activity. Employees may not make any direct or indirect political contribution or expenditure on behalf of Arizant unless authorized in writing by the CEO. This includes lobbying activities.

Contributions (and lobbying activities) can include such things as:

- Direct contributions to groups who actively lobby, such as Political Action Committees (PACs)
- Buying tickets for a political fundraising event
- Providing meals, goods, services, travel, accommodations or tickets for sporting and entertainment events tied to political activities
- Loaning personnel during working hours for fundraising activities
- Paying for advertisements and other campaign expenses

Lobbying. Lobbying requires disclosure, is subject to specific rules, and covers many kinds of activity. You may be engaged in lobbying if your work involves:

- Contacts with legislators, regulators, executive branch officials or their staffs
- Government contract sales
- Efforts to influence legislative or administrative action

You must discuss these activities with the Compliance Officer or the Legal Department to determine whether disclosure and other rules apply.

If you need further information on permissible political activities, contact the Legal Department or Compliance Officer.

Personal political activity. Arizant encourages political activity by employees in support of candidates or parties of their choice. You must, however, engage in the political process on your own time with your own resources. Never use company time, property or equipment for personal political activities.

Education Grants

Arizant generally will make educational grants only to accredited sponsors of continuing professional education programs, such as sponsors of continuing medical education accredited by the Accreditation Council for Continuing Medical Education (ACCME) for continuing education activity having a purpose of enhancing the professional's ability to care for patients. In making such grants, Arizant will comply with the applicable Standards for Commercial Support of Continuing Medical Education of ACCME, or similar rules of an accrediting agency. No educational grants will be provided to customers that are individuals or clinics (unless a clinic is an accredited sponsor of continuing medical education and the grant is for purposes of supporting such continuing education). Arizant may provide educational grants for other purposes or to other entities only with the approval of the CEO in appropriate circumstances and only in accordance with applicable laws with respect to such grants. No educational grant may be conditional on an implicit or explicit agreement to purchase, prescribe, recommend, influence, or use Arizant products.

Corporate Philanthropic Donations

In addition to the philanthropic donations, where Arizant will match employee donations, the company may elect to make other donations directly. Arizant focuses those donation efforts in the following areas:

- Healthcare community, including product donations
- Local charities involved in the community
- Other needy areas as assessed by Arizant's Philanthropy Management Team

Organizations supported by Arizant. Arizant will only support donations to qualified public charities or private operating foundations. When evaluating requests, Arizant will favor organizations whose:

- Needs can be met with Arizant products
- Mission is closely-related to the Company's funding priorities
- Programs focus on needs in providing healthcare in an under-served area
- Services are direct and of high quality
- Programs or activities are based in the metropolitan area of Arizant offices
- Missions are deemed suitable by Arizant's Philanthropy Management Team

The company will not support the following:

- Organizations without 501(c)(3) and/or 509(a) status
- Individuals
- Travel by groups
- Social, labor, veterans, alumni or fraternal organizations serving a limited constituency
- Political causes, candidates or legislative lobbying efforts
- Recreational, sporting events or athletic associations
- Religious organizations where the donation would be used solely for religious purposes

Types of support Arizant will donate capital, volunteer time, and product. Amounts vary according to of the needs of the organization and level of support determined appropriate by the company.

For details on this program, please see the Corporate Donations Policy.

