

Code of Conduct

Message from our CEO



For more than 20 years, INSIGHTEC has made remarkable contributions to healthcare and has earned a reputation for being a pioneer in medical technology. This is because we strive for excellence in everything we do. We take pride in the fact that we are improving the quality of life for those suffering with debilitating conditions. We also understand that the only way to be truly successful is to conduct our business with unyielding integrity – in other words, to always do the right thing.

Being honest, fair, and trustworthy and conducting our affairs ethically, lawfully, and in lockstep with industry codes are critical to our success. Mistakes can hurt our reputation, our bottom line, and the pride we share in our association with INSIGHTEC.

Adhering to this Code of Conduct is a condition of employment and doing business with INSIGHTEC. Compliance with the Code is non-negotiable. The Code is designed to guide you on a secure path to achieving your goals *the right way*, and in doing so it protects you, the company, and our customers. We must all do our part to support proper business conduct and hold ourselves and our teammates accountable.

I thank each of you for your unwavering commitment to doing the right thing and for putting integrity first in everything we do.

Press on,



Maurice R. Ferré,
Chief Executive Officer

Purpose

INSIGHTEC is committed to conducting its affairs ethically and lawfully. This Code of Conduct establishes policies and procedures to guide our personnel in their activities for INSIGHTEC and ensure compliance with INSIGHTEC's commitment to ethical and lawful conduct. You must follow this Code and related policies and procedures. Nothing - including making the numbers, competitiveness, or direct orders from a supervisor - should ever compromise our commitment to integrity. INSIGHTEC's reputation for integrity creates trust in the company and the people who represent it. We take pride in this reputation, but we cannot take it for granted. We must all safeguard it, and your unwavering commitment to ethical business conduct is expected and valued.

Scope

This Code of Conduct applies to all INSIGHTEC directors and employees. It also applies to any other person or entity acting in a position of confidence or trust on INSIGHTEC's behalf (including contractors, distributors and sales representatives) who are obligated to adhere to INSIGHTEC's policies and procedures.

Policies and Procedures

- 1) **Laws and regulations:** INSIGHTEC will conduct its business in compliance with applicable laws and regulations around the world and with high ethical standards. These include laws that are especially relevant to our business, such as those relating to healthcare fraud and abuse, anti-corruption (e.g. U.S. Foreign Corrupt Practices Act, U.K Bribery Act), data privacy laws (e.g. U.S. HIPAA, E.U. GDPR), transparency laws (e.g. U.S. Sunshine Act), and quality and regulatory requirements. Ignorance of the law is not an excuse. When in doubt, you are required to consult with your manager or the Legal/Compliance function.
- 2) **Improper Payments:** INSIGHTEC will not make any improper payments to government or non-government officials, healthcare professionals, customers, employees, persons, or entities, nor will INSIGHTEC request or accept any improper payment from suppliers, customers, or anyone seeking to do business with the company. INSIGHTEC's business involves arrangements with healthcare professionals and institutions that are subject to regulations around the world. Compliance with company policies and procedures related to these arrangements is critical. Training and education on these topics are provided on a regular basis.
- 3) **Products:** INSIGHTEC is committed to producing products that are safe and effective. In developing and manufacturing medical devices and other products, INSIGHTEC will meet or exceed requirements formulated by the government agencies that regulate clinical studies and manufacture and sale of these products around the world, including the U.S. Food and Drug Administration. We will make these products in a manner that is sustainable and meets applicable laws relating to protection of the environment.
- 4) **Sales and marketing:** INSIGHTEC will represent its products and services accurately and will comply with applicable regulatory and legal requirements governing the sale, marketing and promotion of its products and services. INSIGHTEC will not promote its products for unapproved commercial use.
- 5) **Work environment:** INSIGHTEC will maintain a safe and drug-free workplace that is free from discrimination or harassment based on race, color, religion, gender, age, sexual orientation, disability, national origin, citizenship, marital or veteran status, or any other prohibited factor. You are required to behave professionally and responsibly at all times and never engage in racial, religious or other stereotyping, derogatory jokes or gestures, physical or verbal conduct of a sexual, racist or defamatory nature, intimidating or aggressive acts, inappropriate humor, or displays of offensive material. You may not be under the influence of alcohol or illegal drugs (or abuse legal drugs) while performing duties for or on behalf of INSIGHTEC.

- 6) **Competition:** INSIGHTEC will compete for all business opportunities on the merits of its products and services - fairly, ethically, and legally. INSIGHTEC will comply with all antitrust and other laws regulating competition and trade in each country where it conducts business and will not have improper discussions about pricing, cost, plans, strategies, or any proprietary or confidential information with its competitors.
- 7) **Recording and reporting:** Because accurate information is essential to INSIGHTEC's ability to satisfy legal and regulatory obligations, all personnel will record and report information accurately and honestly. No person will sign or submit (or permit others to do so on behalf of INSIGHTEC) any document, record or statement that he or she has reason to believe is false.
- 8) **Fair dealing:** INSIGHTEC will deal fairly with its customers, suppliers, competitors, auditors, and employees, and will not take unfair advantage of anyone through manipulation, deception, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.
- 9) **Confidential information:** No person will use for personal gain, or disclose without authority to any third party, any confidential or proprietary information obtained through a relationship to INSIGHTEC. Confidential or proprietary information includes all non-public information that might be of use to competitors or harmful to INSIGHTEC or its customers if disclosed. No person will illegally buy, sell, or deal in securities based on non-public INSIGHTEC information. Only authorized personnel may comment to public or social media outlets or issue public statements about the company.
- 10) **Political contributions:** INSIGHTEC will make no corporate political contributions to parties or individuals, even where such contributions may be legal.
- 11) **Corporate opportunities:** Employees and directors owe a duty of loyalty to INSIGHTEC to advance its legitimate interests when the opportunity to do so arises. Employees and directors are prohibited from competing with INSIGHTEC or taking for themselves or diverting to others for personal gain opportunities that properly belong to INSIGHTEC.
- 12) **Conflicts of interest:** A conflict of interest exists when a person's private interest interferes or conflicts with the company's interest. This may arise, for example, when a person or a member of his or her family receives personal benefits from a third party as a result of his or her position with the company. No person will accept any improper benefit or engage in any activity that might interfere with the satisfactory performance of his or her duties or be harmful to INSIGHTEC. In some circumstances a conflict of interest may be managed or accepted by INSIGHTEC. For this purpose, company personnel must ensure that any conflict of interest of which they become aware is promptly brought to the attention of the executive in charge of the applicable function, the Legal/Compliance department, or the company's Chief Executive Officer.
- 13) **Company assets:** Theft, carelessness, and waste have a direct impact on the company's profitability. All employees and directors will take appropriate actions to protect INSIGHTEC's assets, including intellectual property and information systems, and ensure their efficient use for legitimate business purposes.

Compliance with this Code of Conduct

- 1) The executive in charge of each function is responsible for ensuring that his or her employees understand and comply with this Code of Conduct and for creating a work environment in which compliance is expected and commended.
- 2) Any violation of this Code of Conduct must be reported promptly to the executive in charge of the applicable function, Legal/Compliance, Human Resources or the Chief Executive Officer. A violation may also be reported by contacting INSIGHTEC's Ethics Hotline at +1-844-739-3204 or online at insightec.ethicspoint.com. The identity of the person making a report will remain confidential except on a "need to know" basis. You may remain anonymous when reporting through the Ethics Hotline, but please understand that failure to report is also a violation of this Code.
- 3) The company will promptly investigate any alleged violation of this Code or other company policies and procedures. Failure to comply will not be tolerated and will result in disciplinary action, which may include termination of employment and reports to authorities.
- 4) INSIGHTEC personnel will be required periodically to confirm in writing that they understand and are complying with this Code of Conduct and are not aware of any violation of these policies that has not been properly reported.
- 5) The company will not allow retaliation against any employee who, in good faith, reports a concern related to this Code of Conduct or other policies. The company will not criticize any person for any loss of business resulting from adherence to this Code.
- 6) This Code does not replace your responsibility to use good judgment and common sense. This Code also does not describe all applicable laws or company policies.
- 7) This Code and related policies and procedures may be modified from time to time.
- 8) Questions may be directed to the executive in charge of the applicable function, Legal/Compliance, or the company's Chief Executive Officer.