



Procedure Title: Code of Business Conduct and Ethics	Release Date: July 13, 2023	
	Effective Date: September 1, 2023	
Owning Department: Legal	Procedure Number:	Revision: B



## **Code of Business Conduct and Ethics**

Reprise Biomedical (the “Company”) is committed to the highest standards of legal and ethical business conduct. This Code of Business Conduct and Ethics summarizes the legal, ethical and regulatory standards that the Company requires in its business conduct and is intended to serve as a guideline for our directors, officers, employees and other representatives. Compliance with this Code is a requirement for every Reprise Biomedical employee, officer, and director. While this Code imposes additional and specific internal requirements on the Company and its directors, officers, employees and other representatives, in no manner is this Code intended to create any additional legal obligations for either the Company or its employees, officers, directors or other representatives. The Company reserves the right to amend this Code at any time.

## INTRODUCTION

Our business is complex, both in terms of the markets in which we function and the laws with which we must comply. To help you understand what is required of you and to enable you to carry out your responsibilities, we have created this Code of Business Conduct and Ethics. Additionally, we have designated a Chief Compliance Officer for the Company to oversee adherence to this Code.

This Code is not intended to be a comprehensive guide to all of our policies or to all your responsibilities under law or regulation. It provides general parameters to enable you to properly resolve any ethical and legal issues you encounter in conducting our business. Think of this Code as a guideline, or a minimum requirement, that must always be followed. If you have any questions about anything in the Code or appropriate actions in light of the Code, you may contact the Chief Compliance Officer or the Chair of the Board of Directors.

We expect each of our directors, officers, employees and other representatives to read and become familiar with the standards described in this Code and to affirm your agreement to adhere to these standards by signing the Compliance Certificate that appears at the end of this Code. Violations of the law, our corporate policies, or this Code may lead to disciplinary action, up to and including immediate dismissal.

### **I. We Insist on Honest and Ethical Conduct By All of Our Directors, Officers, Employees and Other Representatives**

We are building our business based on a commitment to delivering excellence in medical devices. This includes providing quality medical devices for physicians that improve the lives of patients, and hiring high quality employees and representatives who adhere to standards of honesty, ethics, and fairness in our dealings with all of our business contacts. We place a high value on the integrity of our directors, officers, employees and other representatives, and we demand this high level of integrity in all our dealings.

#### **Fair Dealing**

You are required to deal honestly and fairly with our customers, suppliers, competitors and other third parties.

We market our products fairly and vigorously based on our honesty and the proven quality and reliability of the products. Serving our customers effectively is our most important goal—in the eyes of the customer, our employees are Reprise Biomedical. In our dealings with customers, suppliers, and governmental regulatory bodies we:

- require clear, precise, and truthful communication in our communications, our advertising, our literature, our public statements, our contracts, and our statements to customers and government officials and seek to eliminate misstatements of fact or misleading impressions;

- prohibit bribes, kickbacks, or any other form of improper payment, direct or indirect, to any representative of government, labor union, customer or supplier in order to obtain a contract, some other commercial benefit, or government action;
- prohibit our directors, officers, employees and other representatives from accepting any bribe, kickback, or improper payment from anyone;
- prohibit gifts or favors of more than nominal value to or from our customers or suppliers;
- limit marketing and client entertainment expenditures to those that are necessary, prudent, job-related, and consistent with our policies;
- reflect accurately on all invoices to customers the sale price and all terms of sales for products sold;
- protect all proprietary data our customers or suppliers provide to us as reflected in our agreements with them, including maintaining the privacy of individually identifiable health information of our customers' patients as required by HIPAA; and
- prohibit our representatives from otherwise taking unfair advantage of our customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information, or any other unfair-dealing practice.

### **Dealings with Health Care Professionals**

There are many forms of interactions between our employees and health care professionals that improve patient care and advance medical treatment. Interactions should be focused on informing health care professionals about our products, providing scientific and educational information, and supporting medical education. Promotional materials provided to health care professionals by or on our behalf should (a) be accurate and not misleading; (b) make claims about a product only when properly substantiated; (c) reflect the balance between risks and benefits; and (d) be consistent with all Food and Drug Administration (FDA) requirements governing such communications. In these interactions, we will engage in ethical business practices and socially responsible conduct and shall not use any unlawful inducement in order to sell, lease, recommend, or arrange for the sale or lease of any of our products.

#### *Interactions with U.S. Health Care Professionals*

Specific rules concerning interactions with U.S. health care professionals according to the type of interaction are as follows:

*Training and Education.* As part of the sale of our medical devices, we provide training and education to our health care professional customers on the use of our products and the advancement of medical procedures connected to the products we develop and sell. These training and educational programs may range from short presentations at the health care institution on our products up to multi-day training at a centralized location necessitating out-of-town travel for the

participants. With regard to training and education programs on the safe and effective use of our products:

- We may provide health care professional attendees and members of their staff with hospitality only in the form of occasional meals in connection with these programs, so long as the presentations provide scientific or educational value and the meals (a) are modest as judged by local standards; (b) are not part of an entertainment or recreational event; and (c) are provided in a manner conducive to informational communication. Any such meals offered in connection with informational presentations made by field employees or any other employees are limited to in-office or in-hospital settings. Payment for attendance or other gifts to attendees is not allowed. We are not permitted to provide Vermont health care professional attendees and members of their staff with meals.
- We may pay for the reasonable, occasional, and modest meals provided to a health care professional in the setting of a clinical discussion concerning a Reprise product with a clinical management employee or officer of the Company. Any such meals must be: (a) reasonable in the setting of a discussion of the clinical aspects of a Reprise product; (b) occasional in the setting of not more than one meal per health care professional per quarter; and (c) modest at a cost of < \$150/person for a dinner or <\$50/person for a lunch or breakfast. We are not permitted to provide Vermont health care professional attendees and members of their staff with meals.
- We may pay for reasonable travel, lodging, and meal costs incurred by attending health care professionals to attend education and training programs provided out-of-town. No payment may be offered or made to compensate for time spent by health care professionals attending the training. All educational programs must be focused primarily on providing training and education to the health care professional and be conducted in meeting facilities conducive to the effective transmission of knowledge. We must have a signed contract describing the expenses to be paid on behalf of any Massachusetts or Vermont health care professional before they can attend out-of-town education or training programs for our medical devices.
- It is not appropriate to include a health care professional's spouse or other guest who does not have a *bona fide* professional interest in the information being shared at the meeting in a meal, travel or lodging cost accompanying an informational presentation made by or on behalf of us. Offering "take-out" meals or meals to be eaten without a Company representative being present is also not appropriate.

**Medical Meetings and Conferences.** Medical meetings and conferences promote medical knowledge, advancement in medical procedures and the delivery of superior health care. These include meetings and conferences sponsored by national, regional, or specialty medical associations; meetings and conferences

sponsored by accredited continuing medical education providers; grand rounds; and medical meetings sponsored by individual health care institutions. We may support these meetings and conferences in the following manners:

- We may provide a grant either directly to the meeting or conference sponsor to reduce meeting or conference expenses, or to the meeting or conference sponsor to allow attendance by medical students, residents, fellows and others who are health care professionals in training, except that we may not provide such grants for students, residents, fellows and other health care professionals in Massachusetts. We may provide educational grants when: (1) the gathering is primarily dedicated to promoting objective scientific and educational activities and discourse; and (2) the training institution or the meeting or conference sponsor selects the attending health care professionals who are in training. Such grants should be paid only to organizations with a genuine education purpose or function, and may be used only to reimburse the legitimate expenses for *bona fide* educational activities. Such grants also should be consistent with relevant guidelines established by professional societies or organizations. The grant should be made only to the meeting or conference sponsor, who should be responsible for and control the selection of program content, faculty, educational methods, materials, and venue.
- We may provide funding to the meeting or conference sponsor to support the meals and hospitality. Also, we may provide meals and receptions for all health care professional attendees, but only if it is provided in a manner that is consistent with the sponsor's guidelines. We may not pay for meals directly to a health care professional attending a meeting or conference.
- We may make grants to meeting or conference sponsors for reasonable honoraria, travel, lodging, and meals for health care professionals who are *bona fide* meeting/conference faculty members. Financial support will not be offered for the costs of travel, lodging or other personal expenses of non-faculty health care professionals attending third-party scientific or educational conferences or professional meetings, either directly to the individuals attending the meeting/conference or indirectly to the meeting/conference's sponsor. Similarly, financial support will not be offered to compensate for the time spent by health care professionals attending the conference or meeting.
- We may purchase advertisements and lease booth space for our displays at conferences and meetings.
- Vermont has specific requirements for medical device companies that sponsor meetings/conferences or meeting/conference faculty members. Most significantly, the only meetings/conferences or meeting/conference faculty that we may sponsor with Vermont health care professionals must be accredited by the Accreditation Council for Continuing Medical

Education or a comparable association. Decisions about sponsoring a Vermont meeting/conference or meeting/conference faculty will be made by the Chief Compliance Officer as described in the Continuing Medical Education section of the Code.

Prohibition on Entertainment and Recreation. Our interactions with health care professionals are intended to facilitate the exchange of medical or scientific information that will benefit patient care. To ensure the appropriate focus on education and informational exchange and to avoid the appearance of impropriety, we will not provide any entertainment or recreational items, such as tickets to the theater or sporting events, sporting equipment, or leisure or vacation trips, to any health care professional who is not a salaried employee of Reprise Biomedical. Such entertainment or recreational benefits should not be offered, regardless of (1) the value of the items; (2) whether we engage the health care professional as a speaker or consultant, or (3) whether the entertainment or recreation is secondary to an educational purpose. Modest, occasional meals are permitted as long as they are offered in the appropriate circumstances and venues as described in the relevant sections of this Code of Business Conduct and Ethics.

Activities with Consultants. We work with health care professionals on the design, development, and improvement of our medical devices. We also ask health care professionals to make presentations and publications on our products on our behalf at meetings/conferences and in journals. It is appropriate to pay health care professionals reasonable compensation for performing these services. All decisions on entering into a consulting arrangement with or payment to a health care professional in conjunction with these services must be made by an officer-level employee in the home office in advance of the performance of any services for compensation. The following factors provide the criteria for selection and support the existence of a *bona fide* consulting arrangement with health care professionals:

- Consulting agreements should be written, signed by the respective parties, specify the term of the agreement, specific services and compensation to be provided, and be retained by the Company.
- Compensation paid to consultants should be consistent with the fair market value for the services provided, and the Company shall make appropriate use of the services.
- Consulting agreements should be entered into only where a legitimate purpose and tangible benefit for the services is identified in advance, and with a number of consultants that is not greater than the number reasonably necessary to achieve the identified purpose.
- Selection of consultants should be based on the consultant's qualifications and expertise to address the identified purpose as determined by an officer of the Company, and should not be on the basis

of volume or value of business generated by the consultant.

- The location and circumstances for meetings with consultants should be appropriate to the subject matter of the consultation and conducted in settings conducive to the effective exchange of information.
- While modest meals or receptions may be appropriate during Company-sponsored meetings with health care professional commercial consultants, we should not provide recreational or entertainment events in conjunction with these meetings.
- We may pay for the reasonable and actual expenses incurred by consultants in carrying out the subject of the consulting arrangement and in holding meetings with us. It is not appropriate to pay honoraria or travel or lodging expenses to non-faculty and non-consultant health care professional attendees at Company-sponsored meetings, including attendees who participate in interactive sessions.

*Speaker Programs and Speaker Training Meetings.* Health care professionals may participate in Company-sponsored speaker programs in order to help educate and inform other health care professionals about the benefits, risks, and appropriate uses of our products. Any health care professional engaged by us to participate in such external promotional programs on behalf of us will be deemed a speaker for purposes of this Code, and the requirements of this section apply to our interactions with that health care professional in his or her capacity as a speaker. Decisions regarding the selection or retention of health care professionals as speakers will be made by an officer-level employee based on the professional's expertise and reputation, knowledge, and experience regarding the particular medical procedure and communication skills. Speaking arrangements are neither inducements nor rewards for utilizing any product of the Company. The Company may provide reasonable compensation for the health care professional's time, considering the value of the type of services provided, and reimbursement for reasonable travel, lodging, and meal expenses incurred in training for speaker programs. Such compensation and reimbursement should only be offered when (1) the participants receive extensive training on the Company's products or other specific topic to be presented and on compliance with FDA regulatory requirements for communications; (2) this training will result in the participants providing a valuable service to the Company; and (3) the participants meet the general criteria for *bona fide* consulting arrangements. Speaker training sessions should be held in venues that are appropriate and conducive to informational communication and training about medical information; specifically, resorts are not appropriate venues. Any compensation or reimbursement made to a health care professional in conjunction with a speaking arrangement should be reasonable and based on fair market value. The total amount of annual compensation that may be paid to an individual health care professional in connection with all speaking arrangements should be limited in a written agreement with the speaker. Speaker programs may include modest meals offered to attendees and should occur in a venue and manner conducive to

informational communication. Speaker programs are distinct from CME programs. Speakers and their materials should clearly identify that the presentation is sponsored by the Company and that the speaker is presenting information that is consistent with FDA guidelines. Our Chief Compliance Officer should periodically monitor speaker programs for compliance with FDA regulatory requirements for communications on behalf of us about our products.

*Payment of Royalties.* Core to our business model is developing products that benefit patients by addressing unmet needs of health care professionals. Health care professionals may provide us with ideas that are developed into products that we sell. We may opt to enter into license agreements with health care professionals if we believe that they have a novel, significant or innovative idea that may result in the development of a new product, technology, process or method. The decision to enter into such an agreement will be made by our Chief Executive Officer. Any license agreement that provides for the payment of royalties will not require the health care professional to promote the licensed product, and will not be conditioned upon a requirement that a health care professional purchase, order, or recommend any of our products.

*Continuing Medical Education.* Continuing Medical Education (CME) programs help physicians and other medical professionals obtain information and insights that can contribute to the improvement of patient care, and, therefore, financial support is appropriate. Such financial support is intended to support education on a full range of treatment options and not to promote a particular medicine, medical device, or method of treatment. Accordingly, all decisions concerning financial support of CME programs will be made by the Chief Compliance Officer, who is not a member of the Sales or Marketing departments. The Chief Compliance Officer shall determine using objective criteria that the program is a *bona fide* educational program and that the financial support is not an inducement to prescribe or recommend a particular medicine, medical device, or method of treatment. Financial support will only be provided to programs that meet the Standards for Commercial Support established by the Accreditation Council for Continuing Medical Education or equivalent standards of the relevant continuing education accrediting body. Any financial support should be given to the program provider, which, in turn, can use the money to reduce the overall registration fee for all participants. We should respect the independent judgment of the program provider and should follow standards for commercial support established by the entity that accredits the program. Responsibility for and control over the selection of content, faculty, educational methods, materials, and venue belongs to the organizers of the conference or meeting in accordance with their guidelines. We should not provide any advice or guidance to the program provider, even if asked by the provider, regarding the content or faculty for a particular program funded by us. Financial support should not be offered for the costs of travel, lodging, or other personal expenses of non-faculty health care professionals attending the program, either directly to the individuals participating in the event or indirectly to the event's sponsor. Similarly, funding should not be offered to compensate for the time spent by health care professionals participating in the event. We should not provide meals directly at the event,



except that the program provider at its own discretion may apply the financial support provided by us to provide meals for all participants.

If a CME sponsor is a Vermont health care provider, which includes any person or entity authorized to purchase medical devices in the state, a few additional criteria must be met: (a) all of the content at the meeting/conference must be objective and not promote specific products; (b) it must offer CME credit; (c) it must have multiple presenters on scientific research or be authorized to recommend or make policy; and (d) payment must not be made directly to the health care provider. If a CME faculty member is from Vermont, before we provide any sponsorship we must ensure that (a) the Vermont health care professional determines the content of the presentation; and (b) that a contract exists describing the specific activities the Vermont health care professional will provide and prohibiting the health care professional from engaging in marketing activities.

*Promotional Items.* Providing items for U.S. health care professionals' use that do not advance disease or treatment education – even if they are practice-related items of minimal value (such as pens, note pads, mugs and similar “reminder” items with Company or product logos) – may foster misperceptions that Company interactions with U.S. health care professionals are not based on informing them about medical and scientific issues. Such non-educational items may not be offered or given to health care professionals or members of their staff, even if they are accompanied by patient or physician educational materials. Items intended for the personal benefit of health care professionals (such as floral arrangements, artwork or tickets to a sporting event) likewise may not be offered or given. Payments in cash or cash equivalents (such as gift cards, gift certificates) may not be offered or given to health care professionals either directly or indirectly, except as compensation for *bona fide* services as provided in this Code. It is appropriate to offer items designed primarily for the education of patients or health care professionals (such as CDs or flash drives containing product presentations) if the items are not of substantial value (\$100 or less) and do not have value to health care professionals outside of his or her professional responsibilities. For example, an anatomical model for use in an examination room is intended for the education of the patients and is therefore appropriate, whereas a DVD or CD player may have independent value to a health care professional outside of his or her professional responsibilities, even if it could also be used to provide education to patients, and therefore is not appropriate. Items designed primarily for the education of patients or health care professionals should not be offered on more than an occasional basis, even if each individual item is appropriate. This section is not intended to address the legitimate practice of providing appropriate sample products and opportunities for product evaluation.

In addition to the limitations described above, we are limited in what we may provide to health care professionals licensed in Vermont and their assistants as promotional items. We may only provide: (a) demonstration or evaluation units to assess the appropriate use and function of a device (including a short-term loan of a device); (b) peer-reviewed academic, scientific or clinical articles or journals;

(c) samples of devices provided to health care providers for free distribution to patients; and (d) labels approved by the federal Food and Drug Administration.

*Evaluation and Demonstration Products.* Providing health care professionals with evaluation or demonstration products at no charge educates health care professionals regarding their use, facilitates the safe and effective use of our products, and can assist with improving patient care. We may provide reasonable quantities of our single-use products for evaluation and demonstration purposes so long as the amount provided does not exceed the amount reasonably necessary to evaluate the products. If a product is a non-sterile demonstration product, it should be clearly marked that it is not suitable for human use. Any multi-use capital equipment products will be provided for use only in conjunction with product education sessions. If requested, we will provide health care professionals with documentation that the evaluation and demonstration products were provided at no charge.

*Grants and Charitable Contributions.* We may make donations for a charitable purpose, such as supporting genuine independent medical research for the advancement of medical science or education, indigent care, patient education, public education or the sponsorship of events where proceeds are intended for charitable purposes. Donations should be made only to *bona fide* charitable organizations or, in rare instances, to individuals engaged in *bona fide* charitable missions for the support of that mission. Financial assistance for scholarships or other educational funds to permit medical students, residents, fellows, and other health care professionals in training to attend carefully selected educational meetings/conferences may be offered so long as the selection of individuals who will receive the funds is made by the academic or training institution. "Carefully selected educational conferences" are generally defined as the major educational, scientific, or policy-making meetings of national, regional, or specialty medical associations. All requests for grants and charitable contributions by the Company must be submitted in writing to the Chief Compliance Officer for approval in advance of making any commitment for support. All donations must be approved by the Chief Compliance Officer and appropriately documented.

It is explicitly forbidden for Reprise Biomedical employees, officers, directors and other representatives to make any charitable contribution or donation for the purpose of unlawfully inducing health care professionals to purchase, lease, recommend, use or arrange for the purchase, lease or use of our products. To avoid even the appearance of impropriety, every charitable contribution or donation proposed to be made by an employee, officer or director of Reprise Biomedical to a health care provider that is a potential customer of Reprise Biomedical, or that is solicited by or on behalf of a health care provider, must be approved in advance by the Chief Compliance Officer.

*Disclosure.* Under the Federal Physician Payment Sunshine Act, we are required to track, monitor, and annually disclose certain payments and transfers of value that we make to U.S. physicians or teaching hospitals (called "covered recipients" under the Act). In Connecticut, we are also required to track, monitor, and

quarterly disclose certain payments and transfers of value we make to Advanced Practice Registered Nurses. In addition, we are required to track, monitor, and annually disclose certain expenditures we make for Massachusetts and Vermont health care professionals and those who assist them in providing health care, as well as the hospitals and clinics where they work.

- *Federal Physician Payment Sunshine Act.* Under the Sunshine Act, we must disclose any direct or indirect payment we make to a covered recipient, as well as anything that we give to a covered recipient with a value of more than \$10 (or if the total annual value of items less than \$10 exceeds \$100). There are exceptions to the disclosure requirements for samples and educational materials. All expenditures made to, or for the benefit of, a covered recipient must include information about the party who benefits from the expenditure. Expense reports must accurately identify when U.S. physicians benefit from an expense (for example when physicians accept food or beverages offered during a training session) and where product samples are provided.
- *Massachusetts.* Massachusetts requires that we disclose the total value of sales and marketing activities if their value exceeds \$50 in any interaction with a health care professional. Any employee providing product training and education in Massachusetts cannot spend more than \$50 on approved items (such as meals and promotional items) in a single encounter without the consent of the Chief Compliance Officer. We cannot intentionally structure our spending to avoid the \$50 threshold. Sales and marketing activities, such as providing off-site product training and sponsoring meetings/conferences, exceeding \$50 and will be tracked and disclosed.
- *Vermont.* Vermont requires that we disclose the value of any “allowable expenditures” and permissible “gifts” irrespective of their value, and limits what can be provided to any health care professional working in Vermont. Any employee providing product training and education in Vermont must list any of the items they were allowed to provide on their expense reports so that they can be tracked by the Chief Compliance Officer. As a reminder, meals, and promotional items may not be provided to Vermont health care professionals. Other permissible activities such as providing off-site product training and sponsoring meetings/conferences will be approved and tracked by the Chief Compliance Officer.

*Annual Limitation on the Value of Expenditures Related to Individual Health Care Professionals.* Subject to the exceptions noted below, the annual aggregate value of expenditures that Reprise Biomedical may make to, or on behalf of, an individual health care professional shall not exceed \$20,000 for items permitted under this Code, such as educational promotional materials, evaluation and demonstration products, and modest and occasional meals provided in an office or hospital setting in connection with informational presentations. Drug samples given to physicians and health care professionals intended for free distribution to patients, financial support for CME forums, and financial support for health

educational scholarships are exempt from the foregoing limit. Payments, including for reasonable expenses, made for legitimate professional services provided by a health care or medical professional, including, but not limited to, consulting, also are exempt from the foregoing limit, provided that the payment does not exceed the fair market value of the services rendered, and those payments are provided in a manner that conforms to this Code. In addition, royalty or other payments, including for reasonable expenses, made to a health care or medical professional under a license agreement or related to a novel, significant or innovative idea that may result in the development of a new product, technology, process or method also are exempt from the foregoing limit, provided that those payments are provided in a manner that conforms to the Code.

### *International Health Care Professionals*

When we interact with international health care professionals, the standards of conduct are substantially similar to the standards of conduct for interacting with U.S. health care professionals. Unless specifically modified in this section, the standards of conduct for interactions with international health care professionals are the same as the standards of conduct for interactions with U.S. health care professionals. A health care professional is categorized as a U.S. or international health care professional by where he/she is licensed to work. If a health care professional is licensed both in the U.S. and internationally, the standards of conduct for U.S. health care professionals apply. In some countries, health care professionals are employed by the government and are therefore considered “foreign officials” under U.S. law. No gifts, promotional items or meals may be provided to an international health care provider employed by a foreign government, even if otherwise permitted under this Code, unless approved by the Chief Compliance Officer.

*Gifts and Promotional Items.* For international health care professionals, the giving of gifts is generally prohibited; however an exception is made in some countries for gifts which are of nominal value, recognized as a custom of trade, and are tasteful and appropriate. This may include modest promotional items (including pens, note pads, mugs and similar “reminder” items with Company or product logos, even if the promotional items do not directly benefit patients or serve a genuine educational function). This allowance is in addition to our ability to offer items designed primarily for the education of patients or health care professionals described in the *Promotional Items* section of the Code for U.S. health care professionals. Any gift or promotional item provided to international health care professionals should have a fair market value of less than \$100. The use of multiple promotional items totaling over \$100 in the aggregate to circumvent this restriction is not permitted. No gift of cash or cash-equivalent items (i.e. gift cards, gift certificates, etc.) or items intended for the personal benefit (such as floral arrangements, artwork or tickets to a sporting event) of an international health care professional is permitted, and the restrictions in the *Prohibition on Entertainment and Recreation* section of the Code apply to international health care professionals. Gifts or promotional items should not be offered on more than an occasional basis, even if each individual item is appropriate.

**Meals.** You may pay for occasional reasonable meals outside the office or hospital setting so long as it is in connection with training and education of our international health care professional customers on the use of our products and the advancement of medical procedures connected to the products we develop and sell. This is in addition to the meals provided in-office or in-hospital settings permitted in the *Training and Education* section of the Code for U.S. health care professionals. It is not appropriate to pay for meals of guests of health care professionals, or any other person who does not have a *bona fide* professional interest in the information being shared at the meeting. This allowance does not permit you to sponsor meals and receptions at medical meetings, conferences, or CME.

## **International Business**

International business arrangements present unique legal and ethical risks. U.S. anticorruption laws can make us liable for illegal actions of third parties taken outside of the U.S. to advance our business interests. In addition, U.S. export restrictions limit the products that we can sell directly or indirectly into certain countries.

We are required to comply with all applicable laws and act in a manner consistent with the general principals outlined in the *Fair Dealing* section of the Code in our interactions with any international distributors of our products. As such, we are generally prohibited from providing our international distributors with gifts unless the gifts are of nominal value. Any marketing or client entertainment expenditures should be necessary, prudent, and job-related. Any cash payment to an international distributor could be used by that distributor to fund a bribe or other illegal payment by the distributor, for which we could be liable under U.S. law. Accordingly, no payments may be made to international distributors without the approval of the Chief Compliance Officer. In addition, we may not ask or otherwise encourage international distributors to engage in conduct that is inconsistent with the Code on our behalf.

We only enter into arrangements for services to be performed outside of the U.S. with parties, including distributors, that we believe will comply with all applicable laws and regulations. All arrangements with parties outside of the U.S. or for services to be performed outside of the U.S. must be subject to a written agreement, approved by an officer-level employee in the home office in advance of the performance of any services.

If you believe one of our business partners may be taking actions to advance our business interests or related to our products that are illegal or inconsistent with the Code, you must report the actions in accordance with the *Reporting Violations and Questions* section of the Code.

## **Conflicts of Interest; Corporate Opportunities**

Our directors, officers, employees and other representatives should not be involved in any activity that creates or gives the appearance of a conflict of interest between their personal interests and the interests of Reprise Biomedical. In particular, without the specific permission of our Chief Compliance Officer or the Board of Directors, no director, officer or employee shall:

- Be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that:
  - Markets products in competition with our current or potential products;
  - Supplies products or services to Reprise Biomedical; or
  - Purchases products from Reprise Biomedical;
- Have a significant financial interest, including significant stock ownership, in any entity with which we do business that might create or give the appearance of a conflict of interest; provided that an investment position in the stock of a publicly held company which does not exceed 5% of the outstanding stock of that company will not be considered to be a significant stock ownership or significant financial interest;
- Seek or accept any personal loan or services from any entity with which we do business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- Be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or employee's responsibilities to us, (if in doubt, consult the Chief Compliance Officer);
- Accept any personal loan or guarantee of obligations from Reprise Biomedical, except to the extent such arrangements are legally permissible;
- Conduct business on behalf of Reprise Biomedical with immediate family members, which include spouses, children, parents, siblings, and persons sharing the same home whether or not legal relatives; or
- Take for their own benefit any business opportunities discovered through their position with Reprise Biomedical or through the use of Reprise Biomedical's property.

Directors, officers, employees and other representatives must notify the Chief Compliance Officer or the Chair of our Board of Directors of the existence of any actual or potential conflict of interest.

### **Confidentiality and Corporate Assets**

Our directors, officers, employees and other representatives are entrusted with our confidential information and with the confidential information of our suppliers, customers or other business partners. This information may include (1) technical or scientific information about current and future products, services or research, (2) business or marketing plans or projections, (3) earnings and other internal financial data, (4) personnel information including employee lists and contact information, (5) supplier and customer lists, and (6) other non-public

information that, if disclosed, might be of use to our competitors, or harmful to our suppliers, customers or other business partners. This information is the property of Reprise Biomedical or the property of our suppliers, customers or business partners and in many cases was developed at great expense. Our directors, officers, employees and other representatives shall:

- Not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends;
- Use confidential information only for our legitimate business purposes and not for personal gain;
- Not disclose confidential information to third parties; and
- Not use Reprise Biomedical property or resources for any personal benefit or the personal benefit of anyone else. Reprise Biomedical property includes the Reprise Biomedical internet, email, and voicemail services, which should be used only for business related activities, and which may be monitored by Reprise Biomedical at any time without notice.

Please see your employment agreement to review additional responsibilities in this area.

## **II. We Provide Full, Fair, Accurate, Timely and Understandable Disclosure**

We are committed to providing our shareholders and investors with full, fair, accurate, timely and understandable disclosure. To this end, our directors, officers, employees and other representatives shall:

- Not make false or misleading entries in our books and records for any reason;
- Not condone any undisclosed or unrecorded bank accounts or assets established for any purpose;
- Comply with generally accepted accounting principles at all times;
- Notify our Controller if there is an unreported transaction;
- Maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- Maintain books and records that accurately and fairly reflect our transactions;
- Prohibit the establishment of any undisclosed or unrecorded funds or assets;
- Maintain a system of internal controls that will provide reasonable assurances to our management that material information about Reprise Biomedical is made known to management, particularly during the periods in which our periodic reports are being prepared;

- Present information in a clear and orderly manner and avoid the use of unnecessary legal and financial language in our periodic reports; and
- Not communicate to the public any nonpublic information except through our Chief Executive Officer.

### **III. We Comply With all Applicable Laws, Rules and Regulations**

We will comply with all laws and governmental regulations that are applicable to our activities, and expect all our directors, officers, employees and other representatives to obey the law. Specifically, we are committed to:

- Comply with all applicable state and federal securities laws;
- Comply with all applicable state, federal and international laws concerning the manufacture, distribution and sale of medical devices including those concerning:
  - Reporting and investigating complaints and adverse events which may be associated with our products; and
  - The design, manufacture and evaluation of our products;
- Comply with all applicable laws designed to protect the confidentiality of patient records and health information;
- Maintain a safe and healthy work environment;
- Promote a workplace that is free from discrimination, intimidation, or harassment based on race, color, national origin, creed, religion, sex, sexual orientation, gender identity, pregnancy, marital or familial status, status with regard to public assistance, veteran/military status, age, genetic information, disability or other legally protected characteristics;
- Comply with the principles of fair competition and laws prohibiting restraints of trade and other unfair trade practices by prohibiting inaccurate or misleading representation of competitors' products or obtaining, through improper means, confidential commercial information concerning our competitors;
- Prohibit price fixing, allocating markets or customers with competitors or agreeing with suppliers or customers to constrain trade in violation of law;
- Conduct our activities in full compliance with all applicable environmental laws;
- Collect, process, store, and transmit customer and employee data lawfully, for proper business purposes only and with appropriate safeguards to prevent unauthorized use or disclosure of data;
- Keep the political activities of our directors, officers, employees and other representatives separate from our business;



- Prohibit any illegal payments, gifts, or gratuities to any government officials or political party;
- Prohibit the unauthorized use, reproduction, or distribution of any third party's trade secrets, copyrighted information or confidential information; and
- Prohibit the sale or export, either directly or through our representatives, of our products to countries where our products are not approved for sale.

## **REPORTING AND EFFECT OF VIOLATIONS**

Compliance with this Code is, first and foremost, the individual responsibility of every director, officer, employee and other representatives of the Company.

We attempt to foster a work environment in which ethical issues and concerns may be raised and discussed with management without the fear of retribution. It is the Company's responsibility to provide a system for reporting and access when you wish to report a suspected violation, or to seek counseling related to these policies.

### **Administration**

Our Board of Directors has established the standards of business conduct contained in this Code and oversees compliance with this Code. The Board has designated a Chief Compliance Officer for the Company to administer the Code. The Chief Compliance Officer reports directly to the Board of Directors in that role.

Training on this Code will be included in the orientation of new employees and provided to existing directors, officers, employees and other representatives on an on-going basis. To ensure familiarity with the Code, directors, officers, employees and other representatives may be asked to read the Code and sign a Compliance Certificate periodically.

### **Reporting Violations and Questions**

Directors, officers, employees and other representatives must report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code by any individual to either the Chief Compliance Officer or the Chair of our Board of Directors. Additionally, directors, officers, employees and other representatives may contact the Chief Compliance Officer or the Chair of our Board of Directors with a question or concern about this Code or a business practice of the Company. Any questions or violation reports will be investigated promptly, and violations will be addressed immediately. These reports can be made anonymously. If you feel uncomfortable reporting suspected violations to the designated individuals, alternatively you may report any such matters to Fox Rothschild, our outside legal counsel. The names, addresses and telephone numbers of these individuals are listed in the attachment to this Code.

**We will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any suspected violation**

Our Chief Compliance Officer (in conjunction with our Compliance Committee, if appropriate) will investigate any reported alleged or potential legal compliance violations and will advise the Board of Directors of any credible reports and investigations. The Chief Compliance Officer (in conjunction with our Compliance Committee, if appropriate) will complete any investigation at the direction of the Board of Directors. All reports will be treated confidentially to the extent reasonably possible. The Board of Directors will have sole authority to direct any legal compliance investigations and determine and implement any corrective actions.

**Consequences of a Violation**

Any director, officer or employee who violates any law, governmental regulation, or this Code will face appropriate, case specific disciplinary action, which may include demotion or immediate termination. Although each situation is considered on a case-by-case basis, the Company will strive to make appropriate and consistent corrective actions to address inappropriate conduct and deter future violations.

**Names and Addresses (as of July 2023)**

**Reporting Contacts:**

**Chief Compliance Officer:**

Name: Greg Smock  
Address: 17400 Medina Road, Suite 100  
Plymouth, MN 55441  
Phone: (763) 299-6756  
E-mail: gsmock@reprisebio.com

**Chair of our Board of Directors:**

Name: Howard Root  
Address: 25 Fairhope Avenue  
Tonka Bay, MN 55331  
Phone: (612) 327-7976  
E-mail: roothoward@gmail.com

**Additional Reporting Contact:**

**Our Outside Counsel:**

**Fox Rothschild LLP**

Name: Tom Letscher  
Address: 33 South 6th Street, Suite 3600  
Minneapolis, MN 55402  
Phone: (612) 607-7443  
E-mail: tletscher@foxrothschild.com

**REPRISE BIOMEDICAL, INC.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**COMPLIANCE CERTIFICATE**

I have read and understand the Reprise Biomedical, Inc.'s Code of Business Conduct and Ethics (the "Code") and agree to adhere in all respects to the ethical standards described in the Code. I understand that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or immediate termination. I certify that if I become aware of any violation or potential violation of law or the Code involving any employee, director or other individual, I will report such suspected violation in accordance with the procedures set forth in the Code. I also understand that the Code does not contain all of Reprise Biomedical's policies concerning its business or the conduct of my employment.

Subject to the attached Statement of Exceptions, if any, I certify to Reprise Biomedical, Inc., that I am not in violation of the Code and I am not aware of any violation of the Code or any conduct that, given the passage of time, will result in a violation of the Code by any employee, director, officer or other individual.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

**Check one of the following:**

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.

**REPRISE BIOMEDICAL, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**REPORTING FORM**

Date of Report: \_\_\_\_\_

In the space below, please state the nature of your concern and describe the event or circumstance giving rise to this compliance report. Please be as specific as possible and attach extra sheets if more space is required:

This form may be submitted anonymously. While supplying your name may assist in the investigation of your report, you are under no obligation to disclose your identity. It is a violation of the Code to retaliate in any way against an employee or officer who in good faith reports any actual or potential violation of the Code of Business Conduct and Ethics. Please submit the completed form to either the Chief Compliance Officer or the Chair of the Board of Directors or the representative of the Company's outside legal counsel. Contact information for these individuals is contained in the Code.

If you wish to provide your name, please do so below.

Name: \_\_\_\_\_ Phone Number: \_\_\_\_\_