

This Compliance Disclosure ("Compliance Disclosure") is provided pursuant to the requirements of CAL. HEALTH & SAFETY CODE §§ 119400 – 119402, which requires that certain pharmaceutical and medical device companies adopt and make public Comprehensive Compliance Programs ("Compliance Programs") that govern such companies' marketing and promotional activities.

Reprise Biomedical, Inc. ("Reprise") is a medical device manufacturer and marketer headquartered in Plymouth, Minnesota. Reprise's Compliance Program incorporates the standards of ethical and legal conduct, as expressed in laws, rules and regulations applicable to the many states in which Reprise does, or plans to do, business. The Compliance Program is modeled after the Compliance Program Guidance documents provided by the Office of the Inspector General of the US Department of Health and Human Services ("OIG"), the Federal Sentencing Guidelines' Seven Elements of an Effective Compliance Program, and the AdvaMed Code of Ethics on Interactions with Healthcare Professionals (the "AdvaMed Code").

As of the date of this Compliance Disclosure, Reprise believes its operations comply with the provisions of its Compliance Programs.

This Compliance Disclosure should not be read in isolation from Reprise's other disclosures of its compliance-related activities and information currently disclosed or disclosed in the future in its public statements, press releases, securities filings, and elsewhere. Questions regarding Reprise's Code of Business Conduct and Ethics or this Compliance Disclosure may be addressed to Greg Smock, General Counsel and Chief Compliance Officer, at [gsmock@reprisebio.com](mailto:gsmock@reprisebio.com).

## Element 1: Written Policies and Procedures

Reprise's written policies and procedures, including its Code of Business Conduct and Ethics, emphasize individual and corporate responsibility for compliance with all applicable laws and regulations and adherence to the highest ethical standards. All Reprise personnel must understand and comply with these obligations, and Reprise trains its personnel to ensure that they do so comply.

The Reprise Code of Business Conduct and Ethics (the "Code of Conduct") describes Reprise's commitment to operate in accordance with accepted standards of business integrity, Reprise policies, and applicable laws and regulations. Reprise's General Counsel and Chief Compliance Officer ensures that the Code of Conduct is regularly reviewed and offers revisions to Reprise's Compliance Committee.

The Code of Conduct and Reprise's compliance policies provide explicit guidance aimed at ensuring the integrity of Reprise personnel's relationships with customers and other Health Care Professionals ("HCPs"). Reprise's compliance policies and procedures closely model the AdvaMed Code and incorporate appropriate laws and standards of conduct from each state in which Reprise operates or does business. Reprise ensures that legal and compliance-related developments relevant to Reprise's business are captured in its policies and procedures and that those documents are revised, published, and trained on as necessary to maintain compliance with applicable laws.

Consistent with CAL. HEALTH & SAFETY CODE § 119402, Reprise has established a \$2,500-per-calendar-year limit for certain promotional materials, items and/or promotional activities provided to California licensed health care professionals. Consistent with California statute, this spending limit excludes the value of the following:

- Travel expenses for attendance at medical education and product training meetings,
- Product samples,
- Educational materials that directly benefit patients or are intended for patient use,
- In-kind items used for the provision of charity care, and
- Payment for legitimate professional healthcare services provided by a health care professional.

## Element 2: Compliance Officer and Compliance Committee

The Reprise Compliance Program is designed to equip and empower the participation of Reprise personnel at all levels, from the Board of Directors and Reprise senior management to sales representatives, distributors, accountants, research & development personnel, and administrative personnel. Reprise has also established the position of General Counsel and Chief Compliance Officer, with responsibility over the Compliance Program. The General Counsel and Chief Compliance Officer manages and oversees the day-to-day operations of the Compliance Program and reports directly to the CEO and the Reprise Board of Directors.

Reprise has also established a Compliance Committee to review the Compliance Program and advise the General Counsel and Chief Compliance Officer regarding its operation.

## Element 3: Training and Education

As part of their general compliance training, Reprise personnel must acknowledge and document that they have reviewed the Code of Conduct and compliance policies and procedures and acknowledge their obligation to carry out their responsibilities in accordance with applicable law and Reprise policies and procedures.

The General Counsel and Chief Compliance Officer ensures that all Reprise personnel receive generalized compliance training, as well as specialized training relevant to their day-to-day activities. Such training occurs at least annually, with additional training events as necessary for new personnel or to address significant changes in law or industry practices. The General Counsel and Chief Compliance Officer also sends compliance updates to Reprise personnel as appropriate.

## Element 4: Effective Lines of Communication

Reprise encourages candid and open communication between management and Reprise personnel regarding compliance concerns. Reprise requires its personnel to report possible violations of the Code of Conduct, its policies and procedures, U.S. law, or another country's anti-corruption laws to their supervisor or Reprise's Human Resources department or Chief Compliance Officer. Personnel are provided with means to report compliance concerns anonymously, whenever possible, and without fear of retaliation. Failure to report suspected non-compliance may result in disciplinary action, up to and including termination of employment or contract.

## Element 5: Auditing and Monitoring

Compliance concerns may be directed to numerous managers, supervisors, and executives throughout the organization, and are ultimately reported to Reprise's General Counsel and Chief Compliance Officer. Reprise also offers an Ethics helpline directly to its outside counsel. Callers may choose to remain anonymous, and information provided will be treated as confidential to the extent possible. We will ensure that no action is taken against anyone who reports, in good faith, actual or suspected misconduct.

The Reprise General Counsel and Chief Compliance Officer continuously monitors Reprise personnel's compliance with the Compliance Program and Reprise policies and procedures. The General Counsel and Chief Compliance Officer also conducts audits, both formal and informal, to address areas of risk.

## Element 6: Enforcement and Disciplinary Guidelines

Reprise Compliance Program documents establish the standards to which personnel are expected to adhere, as well as publish the procedures Reprise follows in response to any reported or otherwise-suspected improper behavior. Reprise timely investigates such suspected and/or reported non-compliance and responds promptly with corrective action consistent with Reprise's Compliance Program policies and procedures.

## Element 7: Response and Prevention

As noted above, Reprise timely investigates suspected and/or reported non-compliance and responds promptly with corrective and preventive actions tailored to address improper actions and prevent potential violations.

Actions in response to detected violations of the Compliance Program or applicable laws, rules or regulations can include, but are not limited to, corrective actions, prevention plans, disciplinary action (up to and including dismissal), revision of Compliance Program documents, and retraining. The General Counsel and Chief Compliance Officer works with Reprise management to ensure that Reprise personnel who remain with the company successfully complete any corrective action or prevention plans and takes the lead on re-drafting documents and conducting follow-up training, as necessary.

The General Counsel and Chief Compliance Officer reports such investigation outcomes, corrective actions and prevention plans to the CEO and Compliance Committee. Certain matters may also be reported to the Reprise Board of Directors.