



OsteoCentric

TECHNOLOGIES

CODE OF BUSINESS CONDUCT AND ETHICS

1. Purpose

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for all employees, officers, directors, contractors, agents, and distributors (“Personnel”) of OC Technologies (“OCT”) its subsidiaries and affiliates (“Company”). The Code applies the Company’s core values to day-to-day business situations and demonstrates how its business standards are applied through interactions with customers, investors, and government agencies.

2. Scope

- 2.1. This Code is intended to promote ethical conduct in all Company affairs in accordance with high standards of integrity, and to deter wrongdoing in compliance with all applicable laws and regulations. The Company maintains numerous Global Compliance Policies that provide specific direction across many functions of its business. Each employee is responsible for knowing and following the policies and procedures that are relevant to individual business activities.
- 2.2. Anyone who has questions regarding this Code or its application in any situation should contact his or her supervisor or the Corporate Compliance Officer. Employment or employee-related issues and questions about laws and regulations may be directed to the Legal Department. Questions regarding finance or accounting issues may be directed to the Finance Department.

3. Definitions

- 3.1. Insider Trading – Stock transactions conducted by Personnel who have material non-public information about the Company (or other companies) whose stock is being traded.
- 3.2. Gifts & Gratuities – The use of Company funds or assets for gifts, or receipt of same from others.
- 3.3. Officer – Individuals considered an “officer” under Section 16 of the Exchange Act and who are subject to special stock ownership reporting requirements, including the Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, and any other financial or operating officer that the Company may employ from time to time.

4. Responsibilities

4.1. Personnel

All Personnel are responsible for following the various guidelines and requirements of this Code, and for conducting themselves in all Company affairs in accordance with high standards of integrity and in compliance with all applicable laws and regulations.

4.2. Corporate Compliance Officer

The Corporate Compliance Officer will have responsibility to oversee and monitor compliance with this Code.

5. Honest and Ethical Conduct and Fair Dealing

Personnel should endeavor to deal honestly and ethically with the Company's suppliers, customers, competitors and fellow employees. Statements regarding the Company's products and services must be true, and not be misleading, deceptive or fraudulent. There cannot be improper advantage taken of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other improper practices.

6. Compliance with Laws, Rules, Regulations and Policies

- 6.1. The Company requires that all Personnel comply fully with all laws, rules, regulations and policies applicable to the Company wherever it does business, including, without limitation, the Sarbanes-Oxley Act of 2002, including its "whistleblower" provisions, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the False Claims Act, the Anti-Kickback Statute, and the Foreign Corrupt Practices Act of 1977. In addition, the Company has adopted the AdvaMed Code of Ethics on Interactions with Health Care Professionals which recognizes the obligation to facilitate ethical interactions between companies and those individuals or entities involved in the provision of health care services and products to patients in the United States.
- 6.2. The Company has adopted and maintains a Corporate Compliance Program, which is overseen by the Corporate Compliance Committee and implemented by the Corporate Compliance Officer, in accordance with the OCT Compliance Program Charter.
- 6.3. Personnel are expected to use good judgment and common sense to comply with all applicable laws, rules, regulations and policies, and to ask for advice when uncertain about them.
- 6.4. Anyone who becomes aware of a violation of any law, rule, regulation or policy by the Company, whether by its Personnel or any third-party doing business on behalf of or with the Company, has a responsibility to report the matter to a supervisor or to the Corporate Compliance Officer. Nothing in this Code should discourage anyone from reporting any unethical activity, including any suspected violation of the securities laws, antitrust laws, customs and import/export laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority.

- 6.5. Personnel shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against fellow Personnel because he or she in good faith reports a suspected violation. This Code does not prohibit anyone from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

7. Employment Practices

- 7.1. The Company works to ensure that all employees and applicants for employment are given consideration and treated without regard to their race, color, religion, national origin, gender, age, marital status, disability or other characteristics protected by law. The Company does not tolerate any behavior that harasses, disrupts or interferes with another person's ability to work.

8. Environmental, Health and Safety

- 8.1. The Company provides a safe and healthy workplace, promoting environmental excellence in our operations. The Company complies with government legislation and regulations and accepted industry standards. The Company's practices:

- Demonstrate the Company's commitment to complying with all environmental and health and safety regulations.
- Demonstrate the Company's commitment to preventing injuries and illnesses affecting employees and visitors at the Company's facilities.

9. Conflicts of Interest

- 9.1. Personnel should always act in the best interests of the Company, and refrain from any activity or personal interest that might appear as a "conflict of interest." A conflict of interest occurs when a personal interest interferes, or appears to interfere, with the best interests of the Company. A conflict of interest can arise whenever an employee, officer or director takes action, or has an interest, that interferes with his or her performance of Company duties and responsibilities.
- 9.2. It is each employee's responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chief Financial Officer, Corporate Compliance Officer or to the Company's General Counsel, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

10. Insider Trading

- 10.1. Personnel who are in possession of material non-public information about the Company or other companies, including competitors, suppliers and customers as a result of their relationship with the Company, are prohibited by law and Company policy from trading or gifting in securities of the Company or such other companies and are further prohibited from communicating such information to others who might trade on the basis of that information.

11. Confidentiality

- 11.1. Personnel will maintain the security of confidential information entrusted to them by the Company or other companies, including suppliers and customers, except when disclosure is authorized by a supervisor or is legally mandated. Unauthorized disclosure of confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether proprietary to the Company or another company, is not generally communicated within the Company.
- 11.2. Employees will honor all lawful obligations to former employers. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the recruiting of former colleagues to work at the Company, and non-competition agreements.

12. Protection and Proper Use of Corporate Assets and Opportunities

- 12.1. Personnel should seek to protect all Company assets. Fraud and waste have a direct impact on financial performance. Personnel are expected to use Company assets and services solely for legitimate business purposes and not for any personal benefit or the personal benefit of others.
- 12.2. Personnel should advance the Company's legitimate business interests whenever the opportunity arises. Personal opportunities that arise through one's position within the Company should not be exploited for personal gain or for competing with the Company.

13. Gifts, Gratuities and Business Entertainment

- 13.1. The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited.
- 13.2. Personnel should not accept or permit any member of their immediate family to accept any gifts, gratuities or other favors from any customer, supplier or other person doing, or seeking to do, business with the Company, other than items that are customary and reasonable. Gifts of significant value should be returned immediately and reported to one's supervisor. If immediate return is not practical, they should be given to the Company's General Counsel for charitable disposition or such other disposition as the Company believes appropriate in its sole discretion.
- 13.3. Common sense, moderation and applicable law should prevail in business entertainment on behalf of the Company. Personnel can provide or accept business entertainment to or from non-health care professionals doing business with the Company only when that entertainment is infrequent, is customary and reasonable, intended to serve legitimate business goals, and in compliance with applicable Global Compliance Policies. Personnel may not provide or accept business entertainment to or from health care professionals.

14. Health Care Laws and Regulations

- 14.1. The Company strictly follows all U.S. and foreign laws and regulations concerning the development, production, sale and distribution of our products. All applicable laws, regulations and Company policies in the design, testing, registration, approval and distribution of products must be complied with. Submissions to government agencies that regulate products, such as the U.S. Food and Drug Administration and similar agencies in other countries, must be complete and accurate.
- 14.2. All employees and officers are responsible for knowing and following the Global Compliance Policies regarding activities and interactions with health care professionals.

15. Anti-Corruption Statutes

- 15.1. The vast majority of countries have adopted anti-corruption laws. The Company is committed to achieving the highest standards of ethical conduct and complying with all applicable laws in the countries where it conducts business, including the United States Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”), the U.K. Bribery Act of 2010 (the “Bribery Act”), the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the “OECD Convention”) and the United Nations Convention Against Corruption (the “UN Convention”).
- 15.2. In general, the FCPA prohibits bribery of foreign officials and requires public companies to maintain accurate books and records. The FCPA prohibits the offer or promise of or payment of anything of value to any foreign official, foreign political party or party official or any candidate for foreign political office with the intention to influence the official in his or her official capacity in order to obtain or retain business or direct any contract or business to any other person. For purposes of the FCPA, foreign government officials include all levels of federal, state, provincial, county, municipal and similar officials of any government outside the United States or public international organizations.
- 15.3. The Bribery Act prohibits both bribery of foreign officials and bribery in the private sector if the company has a nexus to the U.K. The definition of a bribe under the Bribery Act is very expansive; a bribe may be any “financial or other advantage.”
- 15.4. The Company may not hire third-parties, such as distributors, agents, lobbyists, and consultants, to effect any such payments or enter into any such arrangements. Persons and entities covered by the FCPA and the Bribery Act are liable for indirect offers, promises or payments if such offers, promises or payments are made through a consultant, agent, sponsor, joint venture partner subsidiary or other third party intermediary with the knowledge that a foreign official will be the ultimate recipient.

- 15.5. The consequences for violating anti-corruption laws can be serious. The payment of illegal bribes can subject both the Company and individuals engaging in the illegal conduct to significant criminal and civil fines and possibly even imprisonment. In addition, bribing a government official or other individual in one country may result in criminal or civil liability not only in that country but also in a different country.

16. Accuracy of Books and Records and Public Reports

- 16.1. Personnel will honestly and accurately report all business transactions. Accurate information is essential in maintaining the Company's ability to meet legal and regulatory obligations. The Company will never take any fraudulent action to influence, coerce, manipulate, or mislead any external accountant engaged to perform an audit of the Company's records and/or financial statements.
- 16.2. All Company books, records and accounts must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of transactions recorded. The financial statements of the Company conform to generally accepted accounting rules in the United States and the Company's accounting policies. No undisclosed or unrecorded account or fund can be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property can be made without adequate supporting documentation. Destruction, alteration or falsification of related documents is never acceptable, other than pursuant to the Company's document retention policy.
- 16.3. It is a policy of the Company to provide full, fair, accurate, timely and understandable disclosure in all reports and documents submitted to the Securities and Exchange Commission, as well as in other public disclosures.
- 16.4. Personnel who may have any information concerning significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, or any fraud, whether or not material, shall promptly bring the matter to the attention of the Chief Financial Officer. If the matter involves management or other employees who have a significant role in financial reporting, disclosures or internal controls, it should be reported to the Corporate Compliance Officer.

17. Concerns Regarding Accounting or Auditing Matters

- 17.1. Any employee who believes that a questionable accounting or auditing matter may be occurring within the Company should address that belief directly by e-mail or voicemail to the Chief Financial Officer, Corporate Compliance Office, and/or to the Company's Director of the Board of Directors.
- 17.2. The Board of Directors will evaluate the merits of all concerns or questions received and will authorize follow-up actions, as it deems necessary or appropriate, to address those concerns.

18. Reporting and Compliance Procedures

- 18.1. All Personnel have a responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or director who knows or believes, in good faith, that any other Personnel of the Company has engaged, or is engaging, in Company-related conduct that violates applicable law or this Code should report such beliefs to an appropriate higher level of authority as follows:
- Notify their immediate supervisor, or their supervisor's supervisor, as appropriate; or
 - Notify the Company's Corporate Compliance Officer, General Counsel, or Chief Financial Officer; or
 - Notify Company on a self-identifying or anonymous basis through Company's website or compliance@osteocentric.com.
- 18.2. The Company will not discipline, discriminate or retaliate against any employee who reports a concern in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct.
- 18.3. The Company shall determine whether violations of this Code have occurred and, if so, further determine any disciplinary measures to be taken against any individual who has violated this Code. If an alleged violation involving an Officer or a director is proven true as per the procedure above, the Board of Directors shall determine the appropriate disciplinary measures to be taken against such Officer or director.
- 18.4. Failure to comply with standards outlined in this Code may result in disciplinary action including discharge and restitution. Certain violations of this Code may require the Company to refer the matter to appropriate governmental or regulatory authorities for investigation and/or prosecution.

19. Dissemination, Training and Amendment

- 19.1. This Code shall be given to all new Personnel of the Company upon commencement of employment or other membership with the Company, and will be available at all times on the Company's website.
- 19.2. Training sessions explaining this Code may also be provided, as a component of new employee orientation or separate recurring sessions, with the opportunity to ask any questions to ensure all aspects of the Code are understood. Each employee, Officer, director and contractor shall certify that he/she has received, read and understands the Code and will comply with its terms per the attached Acknowledgement form.
- 19.3. At least annually, employees at a level of Manager or above shall re-certify that they remain familiar and in compliance with the Code. This may be done on the attached Acknowledgement form, through a signed attendance sheet from a training session, or through an online training module. For employees at a level below Manager, this recertification process shall be met biannually.

- 19.4. The Company reserves the right to amend, alter or terminate this Code at any time.
- 19.5. This Code does not constitute a contract of employment between the Company and any individual employee, Officer or director. All employment relationships are established and performed on an at-will basis.

Acknowledgement

I have read and understand the OsteoCentric Technologies Code of Business Conduct & Ethics, and I agree to abide by the terms of the Code. I understand that it is my responsibility to report any activity or behavior that violates this Code.

Signature

Please Print Name

Date