

CODE OF BUSINESS CONDUCT
OF
CENTINEL SPINE

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CODE OF BUSINESS CONDUCT

INTRODUCTION

This Code of Business Conduct (“Code”) is part of the Corporate Compliance Program of Centinel Spine, and its **affiliated entities** (“Centinel Spine”). This Code covers a wide range of business practices and procedures, and is designed to deter wrongdoing and promote the standards set forth within. This Code does not address every issue that may arise in the course of your work, but it sets out basic principles and standards applicable to all Centinel Spine Personnel (as defined in Section 1 below), who must conduct themselves in accordance with this Code and seek to avoid even the appearance of improper behavior. Each supervisor and manager is responsible for ensuring that employees under his or her supervision understand and comply with this Code and other Centinel Spine Policies and Standard Operating Procedures. This Code should also be provided to and followed by Centinel Spine’s agents and representatives, including consultants.

If you have any questions about your obligations under this Code, you should ask Centinel Spine’s Corporate Director of Compliance (“Director of Compliance”) or Centinel Spine’s Compliance Liaison (“Compliance Liaison”) how to handle the situation.

If you become aware of any activity that may be inconsistent with any provision of this Code or that you believe may otherwise violate any national, state or local law or regulation, you are required to report this compliance issue to the Director of Compliance, whether through the **Compliance Hotline**, or by reporting the issue to your Centinel Spine manager, the Director of Compliance or the Legal Representative. (See Section 19 below for a discussion of the **Compliance Hotline** and other reporting procedures.) Individuals who violate the standards in this Code, including, without limitation, failure to report a compliance issue, will be subject to appropriate disciplinary action, which may include termination of employment or service.

This Code is intended to establish a framework for compliance by Centinel Spine. This Code does not include all of the practices of Centinel Spine that are designed to achieve compliance with legal and ethical requirements, as Centinel Spine already maintains and implements other policies, procedures and directives that continue to be part of its overall legal compliance efforts globally.¹

¹ Please be advised that this code is not, and should not be construed as an implied or express contract of employment, or any other contract. Adherence to the standards of the Code of Conduct is a condition of continued employment. This Code of Conduct does not give you rights of any kind, and may be changed by the company at any time without notice. Except as otherwise expressly provided by written agreement, your relationship with Centinel Spine is on an “at-will” basis, and wither you, or Centinel Spine, may terminate the relationship at any time.

1. COMPLIANCE WITH LAWS, REGULATIONS AND RULES

Obeying the law is the foundation on which Centinel Spine's ethical standards are built. All Centinel Spine employees, officers, directors, temporary agency personnel and contractor personnel (collectively, "Centinel Spine Personnel") must respect and obey all applicable national, state and local laws, regulations and rules. To that effect, Centinel Spine Personnel must take an active role in being knowledgeable of and ensuring compliance with all applicable laws, regulations and rules, as well as this Code and Centinel Spine's Policies and Standard Operating Procedures, and must immediately report violations or suspected violations to the Director of Compliance, whether through the **Compliance Hotline**, or otherwise. Supervisors and managers are expected to ensure employee compliance.

2. GOVERNMENT INVESTIGATIONS/INQUIRIES

It is the policy of Centinel Spine to cooperate fully with governmental investigations or inquiries. Centinel Spine must be made aware of any inquiries by the government that is not part of the normal course of business, *i.e.*, regulatory oversight activities, so that it can respond appropriately. Accordingly, if you receive any inquiry from a government investigator, Centinel Spine requires that you immediately notify your department manager, the Director of Compliance or the/your Legal Representative. You may not provide Centinel Spine documents to any government entity in response to such a request without the prior approval of the Director of Compliance. The law guarantees all of us a right to be represented by legal counsel during any investigation or inquiry by any governmental agency.

3. PROPRIETARY OR CONFIDENTIAL INFORMATION

Centinel Spine Personnel are prohibited from using any proprietary or confidential information of Centinel Spine or its customers for their personal benefit. You may not disclose or permit the disclosure of proprietary or confidential information of Centinel Spine or its customers to non-Centinel Spine personnel, except when disclosure is authorized by the Legal Representative, legally mandated by applicable laws or regulations, or as part of the ordinary course of business. You must use appropriate judgment when disclosing any proprietary or confidential information to other Centinel Spine Personnel and such disclosure should only be on a legitimate "need to know" basis. Confidential information includes (a) all non-public information that might be of use to competitors, or harmful to Centinel Spine or its customers, if disclosed, and (b) all information that may be used to identify patients who use Centinel Spine products. This obligation on your part to maintain the confidentiality of proprietary or confidential information of Centinel Spine continues after you no longer work for Centinel Spine

4. CORPORATE COMMUNICATIONS

In the course of doing business, Centinel Spine Personnel communicate regularly with many important constituencies, including customers, physicians, government officials,

financial analysts, the press and others. Communicating with these various audiences in a thoughtful, careful and appropriate manner is vital to growing our business and to expressing our commitment to compliance.

Therefore, all written and oral communications geared toward external audiences that discuss Centinel Spine business matters – in speeches, press releases, presentations and other such materials – must be cleared by the Centinel Spine’s CEO or their designee prior to release. This policy also applies to any public communication about Centinel Spine an employee might post over the Internet, including in such forums as “chat rooms” and “message boards.”

Requests for information about Centinel Spine or its business should be directed to the appropriate departments for response. In general, such requests should be answered only by departments directly responsible for communicating with the groups making the requests, such as Corporate Communications and the Corporate Secretary’s Office. Any inquiry about a pending legal matter or other sensitive issue should be referred to the Director of Compliance.

5. CORPORATE OPPORTUNITIES

Centinel Spine Personnel are prohibited from taking for themselves, personally, business opportunities that are discovered through the use of corporate property, information or position without the consent of Centinel Spine’s Board of Directors. Centinel Spine Personnel may not use Centinel Spine property, information, or position for personal gain, nor may they compete with Centinel Spine directly or indirectly. (See Section 6 below - Conflicts of Interest.) Centinel Spine Personnel have a duty to advance Centinel Spine’s business interests whenever the opportunity to do so arises.

6. CONFLICTS OF INTEREST

Conflicts of interest are strictly prohibited under this Code, unless approved by the Director of Compliance. A "conflict of interest" exists when a person's private interests interferes - or even appears to interfere - in any way with the interests of Centinel Spine. The existence of a conflict depends upon the circumstances, including the nature and relative importance of the interest involved. A conflict of interest situation can arise when Centinel Spine Personnel take actions or have interests that may raise questions as to whether such Centinel Spine Personnel may perform company related work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family receive any personal benefits from any third party as a result of his or her position with Centinel Spine. You may not obtain any financial benefit as a result of your position with Centinel Spine apart from Centinel Spine’s compensation and benefits program.

Although it is not practical to list every activity or interest that might present a conflict of interest, the following are examples of conflicts of interest and sets forth Centinel Spine's policy with respect to such conflicts of interest.

Interests in Other Companies

Centinel Spine directors, officers and employees and members of their families² may not acquire, own or have a significant financial interest³ in any business organization that does or seeks to do business with Centinel Spine or is a competitor of Centinel Spine, unless (a) such interest has been fully disclosed in writing to and approved by the Director of Compliance.

Employment by Other Companies

Centinel Spine directors, officers and employees may not serve or accept an offer to serve as a director, partner, consultant of, or in a managerial position or any other form of employment or affiliation with, any business organization that does significant business with or is a competitor of Centinel Spine, unless a such position, employment or affiliation has been fully disclosed in writing to and approved by the Director of Compliance or an attorney.

Fees and Honorariums

With prior approval, Centinel Spine officers and employees, and other Centinel Spine Personnel acting in their capacity as an agent of Centinel Spine, may give lectures, conduct seminars, publish articles in books or engage in any other similar activity for which he or she may be paid a fee or honorarium. However, any fees, honorariums or reimbursements must be transferred to Centinel Spine unless written approval is given to retain them.

Gifts, Entertainment, Gratuities and Payments Received by Centinel Spine Personnel

You may not seek or accept any gifts, gratuities, payments, fees, services, privileges, vacations or pleasure trips (even with an apparent business purpose), loans (other than conventional loans on customary terms from lending institutions) or other favors from any person or business organization that does or seeks to do business with, or is a competitor of, Centinel Spine. No one may accept anything of value in exchange for referral of third parties to any such person or business organization. In applying this policy:

² These include spouse, children, stepchildren, grandchildren, parents, stepparents, siblings, grandparents, in-laws, and any person living in the same household as the director, officer or employee.

³ As a minimum standard, a significant financial interest is an aggregate interest of a director, officer or employee and his or her family members of more than: (a) 5% of any class of outstanding securities of a company, (b) 5% of the profits or other ownership interest in a partnership or association, or (c) 5% of the total direct and beneficial assets or annual gross income of such director, officer or employee. A significant financial interest generally will not include an investment representing less than 1% of a class of outstanding securities of a publicly held company.

- (a) You may accept common courtesies or ordinary social amenities (such as, for example, a business lunch or the equivalent, or reasonable, business-related entertainment) generally associated with accepted business practices.
- (b) It is never permissible to accept cash or cash equivalents (savings bonds, stock, etc.) of any amount. In addition, entertainment beyond that described by (a) above should not be accepted under any circumstances.

Political Contributions

Centinel Spine Personnel may not use Centinel Spine funds for contributions of any kind to any political party or committee or to any candidate for, or holder of, any office of any government – national, state or local. This policy is not intended to restrict in any manner the use of personal funds by Centinel Spine personnel for bona fide political contributions. No such personal use of funds will be reimbursed by Centinel Spine under any circumstances.

Again, conflicts of interest are prohibited as a matter of Centinel Spine policy, except where approved by the Director of Compliance. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with the Director of Compliance. Any Centinel Spine Personnel who become aware of a conflict or potential conflict should bring it to the attention of the Director of Compliance, whether through the Compliance Hotline or otherwise.

7. RELATIONSHIPS WITH CUSTOMERS AND IMPROPER PAYMENTS

Unless specifically authorized by Centinel Spine Policies or Standard Operating Procedures, or the Director of Compliance, Centinel Spine, personnel may not provide the following: gifts; gratuities; entertainment; travel, meals or lodging (other than that which is modest in value and incidental to business with Centinel Spine); or bribes, kickbacks or other valuable items or services to any individual or organization that is in a position to use, order, recommend or arrange for the use, ordering or recommendation of, Centinel Spine products (whether directly or indirectly).

8. PAYMENTS TO GOVERNMENT PERSONNEL

Centinel Spine Personnel may not give anything of value, directly or indirectly, to officials of national or foreign governments or national or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the promise, offer or delivery to an official or employee of any national, state or local government of a gift, favor or other gratuity in violation of the rules of such national, state or locality would not only violate Centinel Spine policy but could also be a

criminal offense. State and local governments, as well as foreign governments, may have similar rules. Centinel Spine's Director of Compliance can provide guidance to you in this area.

9. COMPETITION, FAIR DEALING AND ANTITRUST LAW

Centinel Spine seeks to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. You should endeavor to respect the rights of and deal fairly with Centinel Spine's customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Antitrust laws and similar laws and regulations pertaining to business competition and fair trade practices are designed to maintain a competitive marketplace. Centinel Spine's policy is to comply fully with all antitrust laws.

The antitrust laws are complex. Centinel Spine Personnel are prohibited from collaborating with a competitor or from taking any action that could have an improper anti-competitive effect, without clearing such action with the Director of Compliance. Set forth below is a sampling of matters often giving rise to antitrust concerns:

- (a) Agreement or understanding with competitors to fix prices, divide customers or territories, or restrict sales;
- (b) A company may not monopolize a market or attempt to conspire to monopolize a market through means other than development of superior products or more efficient operations;
- (c) Antitrust laws may prohibit a company from selling the same product at different prices to different competitors when the price differential might adversely affect competition; and
- (d) Requiring a customer not to deal in the products of a competitor can give rise to an antitrust violation.

10. MARKETING PRACTICES

Centinel Spine products must be sold solely on the basis of price, quality and service. Centinel Spine's advertising should always be truthful, and specific claims must be substantiated. Centinel Spine's products should not be labeled or marketed in ways that may confuse them with those of its competitors. Centinel Spine's labeling of products should be consistent with the use parameters that were approved by the Food & Drug Administration for the relevant Centinel Spine products and must not promote off-label

uses. All advertising (and in particular, comparative advertising) must be approved in advance by the Director of Compliance.

All uses of Centinel Spine's trademarks and trade names should conform to Centinel Spine's policies on trademark usage. Centinel Spine Personnel should address any questions in this area to the Director of Compliance.

Centinel Spine and Centinel Spine Personnel will not make any secret payments or give any gifts, bribes, gratuities, kickbacks or inducements to anyone, including customers, their agents or employees, or members of their families, to pursue product sales or to induce the purchase of Centinel Spine's products instead of its competitors' products. If such a payment is requested, the Director of Compliance should be contacted immediately. Centinel Spine policy is to forgo business that is available only through improper or illegal payments.

11. PURCHASING PRACTICES

Suppliers who also are Centinel Spine customers (such as physicians and hospitals) should receive no advantage in Centinel Spine purchasing decisions. Purchases and sales should be viewed independently and analyzed solely on the basis of their financial impact on Centinel Spine's business. All suppliers shall be dealt with fairly, openly and honestly. This policy includes banking, auditing, legal, advertising and construction services, goods purchased for Centinel Spine use, and supplies obtained for manufacturing and all indirect goods and services.

12. MEDICAL DEVICE LAWS AND REGULATIONS

Centinel Spine is committed to producing products of the highest quality that are safe and effective. Centinel Spine's product lines include medical devices and all Centinel Spine Personnel should be aware of and obey applicable laws and regulations that apply to the manufacture, sale and distribution of medical devices, including, but not limited to, those under the jurisdiction of the United States Food and Drug Administration, Environmental Protection Agency, and all other similar national laws and regulations relating to Centinel Spine's businesses worldwide.

Strict attention, for example, must be given to quality control and adherence to good manufacturing practices (GMPs), quality system regulations (QSRs), good laboratory practices (GLPs) and guidelines for conducting clinical studies. Strict attention must also be devoted to corresponding laws and regulations of other nations where Centinel Spine engages in business. The foregoing are only a few examples of the laws and regulations affecting our medical device businesses that must be followed. Employees must address with the Director of Compliance any questions involving these or other areas of the law relating to medical devices.

13. RECORD-KEEPING

Centinel Spine requires honest and accurate recording and reporting of information in order to make responsible business decisions. You must ensure that all records for which you are responsible accurately reflect transactions and do not include any false or misleading information.

Many officers and employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your manager or other supervisor. Rules and guidelines also are available from the Finance Department.

All of Centinel Spine's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Centinel Spine's transactions and must conform both to applicable legal requirements and to Centinel Spine's system of internal controls. Unrecorded or "off the books" funds or assets must not be maintained.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that could be misunderstood. This applies equally to electronic mail, internal memoranda and formal reports. Records should always be retained or destroyed according to Centinel Spine's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult with the Director of Compliance.

14. DISCRIMINATION AND HARASSMENT

The diversity of Centinel Spine's workforce is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Centinel Spine will offer opportunities for employment, training, development and promotion to qualified individuals without regard to race, religion, national origin, color, sex, sexual orientation, age, military status, citizenship, disability, or any other characteristic protected by law.

15. ENVIRONMENTAL PROTECTION, HEALTH AND SAFETY

Centinel Spine's policy is to protect the environment and the health and safety of its customers, the public and of Centinel Spine Personnel. Centinel Spine strives to conduct its activities in an environmentally sustainable manner. To accomplish this, Centinel Spine is committed to maintaining management systems, programs and procedures for the environmentally responsible management of research and product development; manufacturing operations; packaging; transportation and distribution; marketing and sales; and contracted goods and services. Centinel Spine Personnel must support this policy by maintaining compliance with applicable laws and regulations. Facility

management shall encourage Centinel Spine Personnel to consider environmental protection and health and safety as inseparable parts of their everyday responsibilities.

Centinel Spine strives to provide a safe and healthful work environment. Everyone has a responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal or impairing drugs or alcohol. The use of alcohol or illegal drugs in the workplace will not be tolerated.

16. PROTECTION AND PROPER USE OF Centinel Spine ASSETS

All Centinel Spine Personnel should endeavor to protect Centinel Spine's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Centinel Spine's profitability. Any suspected incident of fraud or theft should be immediately reported to the Director of Compliance for investigation. Centinel Spine assets should not be used for non-Centinel Spine business, including, but not limited to use of electronic mail, voice mail and Internet services. Electronic mail systems and Internet services are provided to help you do our work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You also have an obligation to protect Centinel Spine's assets, including its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information may destroy the information's value, harm Centinel Spine's competitive position, or constitute breaches of agreements. It could also be illegal and result in civil or even criminal penalties.

17. COPYRIGHT LAW COMPLIANCE AND COMPUTER SOFTWARE

Centinel Spine Personnel are required to comply with copyright law with respect to the reproduction of copyrighted materials, which dictates under what circumstances a photocopy of a copyrighted work may be legally made for purposes of Centinel Spine. A person generally may make a single photocopy of a copyrighted article for his or her own use. The photocopying of whole works or substantial portions of works, such as newsletter issues, is not allowed. The law no longer requires one to include a copyright notice on his or her work for it to be protected by copyright.

You also must strictly observe the copyrights on computer software. Centinel Spine may duplicate copyrighted software only in specific conformance with individual software license agreements. You must use any licensed software strictly in accordance with individual agreements. If you learn of any misuse, including unauthorized reproduction,

of software or related documentation, you must immediately notify your department manager or the Director of Compliance. In addition, you are required to seek the guidance of your department manager, the Director of Compliance if you have any question about complying with these legal requirements.

18. INTERNATIONAL TRADE

Centinel Spine must comply with all import and export control and economic sanctions laws imposed by those nations where Centinel Spine engages in business, including laws and regulations relating to boycotts. Given the complexity of these matters, Centinel Spine Personnel should address all questions to the Director of Compliance.

19. COMPLIANCE AND REPORTING

Centinel Spine Personnel are required to report all known or suspected violations of law or regulation, or Centinel Spine Policies and Standard Operating Procedures to the Director of Compliance. If you withhold information that you know to be related to an actual or suspected compliance issue, you may be subject to disciplinary action, including possible termination. To make it easier to report such information, Centinel Spine has established and, through a third-party service provider, administers a Compliance Hotline with a toll-free telephone number. Centinel Spine Personnel may use the Compliance Hotline to ask questions, raise concerns and make reports regarding known or suspected violations of this Code, Centinel Spine Policies or Standard Operating Procedures, or laws and regulations. The Compliance Hotline also is intended for use by Centinel Spine Personnel to report complaints or voice concerns with respect to auditing or financial internal control matters.

If you observe a situation that you reasonably and in good faith believe is described by this Code or Centinel Spine Policies or Standard Operating Procedures, or may otherwise constitute unlawful conduct, you must notify your manager or the Director of Compliance in person or by using the Compliance Hotline. An individual may make an anonymous compliance report if he or she desires. Centinel Spine prohibits retaliation against any individual who makes a good faith report of a compliance issue.

Confidential Reporting and No Retaliation

Centinel Spine prohibits retaliation against any individual who makes a good faith report of a known or suspected compliance issue. It is the policy of Centinel Spine that after becoming aware of and confirming certain material unlawful activity involving Centinel Spine Personnel related to Centinel Spine operations, as determined by legal counsel, Centinel Spine will, without unreasonable delay, take steps to report the offense to the appropriate government authorities.

The fact that Centinel Spine has a Director of Compliance does not diminish or alter the independent duty of Centinel Spine Personnel to abide by the Compliance Program. This Code, and the provisions of this Code, do not constitute the complete set of Centinel

Spine Policies and Standard Operating Procedures. Known or suspected violations of issues not addressed in this Code must be reported in the same manner.