



ONE SURGICAL'S BUSINESS CONDUCT STANDARDS POLICY

Our Mission is to make and sell devices that alleviate pain, restore health and extend life. We recognize that healthcare professionals – those best suited to understand the needs of their patients, the performance of medical devices in the clinical setting and unmet treatment needs – are critical partners in our ability to fulfill our Mission. We collaborate with physicians to create new products and therapies and to improve existing products. We provide world-class training and education on the safe and effective use of our products and therapies to healthcare professionals. We sponsor scientific research conducted by healthcare professionals to gather clinical evidence related to our products. All of these interactions are for the ultimate benefit of patients.

In no instance will One Surgical offer or provide a payment to a Customer as an unlawful inducement to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe a One Surgical product. We define "Customer" to include any institution or individual, other than an individual patient, including any medical or healthcare professional or entity, in a position to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe One Surgical products. One Surgical also considers persons employed by a Customer, a close family member of a Customer (including spouse or life partner, their children and parents of the Customer) or an organization affiliated with a Customer (meaning that it is controlled by or under common control with the Customer or if the Customer is on the Board of the organization, receives material compensation from, or has an investment interest in the organization) to be within scope when determining whether an entity or individual should be treated as a "Customer" under our policies.

We are committed to adhering to applicable laws regarding physician-initiated use of our products and respect a physician's right to make independent medical decisions when treating patients. Our marketing, education and promotional activities are consistent with these commitments, and we comply with governing laws regarding appropriate promotion of our products.

STATEMENT OF PRINCIPLES

Partnership between industry and its Customers must be based on solid ethical principles, as it presents the potential for conflicts of interest. These conflicts, both real and perceived, can affect patient and stakeholder confidence in clinicians, products, companies – and the entire industry. To sustain and enhance medical innovation through principled cooperation so that patients continue to benefit from advances in medical care, One Surgical is guided by two central principles:

Preserve the integrity of the physician-patient relationship

The relationship between physician and patient is a uniquely trusting one because of the special role that physicians play in saving and enhancing human life. Appropriate safeguards and regulations are necessary to ensure these relationships are not compromised by the cooperation between a physician and industry in the development and testing of new products, or the training and education of other physicians on the safe and effective use of products.

Remain transparent

To provide patients and physicians with information to make informed treatment decisions, and to develop trust and minimize actual and perceived conflicts, One Surgical is committed to transparency and developing and implementing policies regarding its relationships with Customers. We believe also that promoting greater transparency into collaboration with Customers will help people better understand the critical role that these interactions play in innovation, advancing patient care, and ultimately, saving and improving lives.

COMMITMENT TO ETHICS AND COMPLIANCE

One Surgical is a new company and as such relies upon the advice and counsel of others to augment its growing understanding of certain local industry codes of ethics, for example, the AdvaMed Code, and many others.

This One Surgical Business Conduct Standards Policy ("BCS") give more specific instructions for common categories of interactions with Customers. One Surgical uses its best efforts and requires such of its employees, and others acting on its behalf to follow this BCS, as well as all other applicable laws, regulations, company policies and industry standards whenever interacting with Customers. One Surgical will address violations of the BCS and related policies promptly and with appropriate corrective action.

The BCS provides a framework to guide interactions with Customers that purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe One Surgical products. Because it cannot account for every situation, exceptions to this policy may be approved where the action contemplated does not raise legal, regulatory or ethical concerns.

STANDARD 1 | GENERAL PROVISIONS

Core Rule. In no instance will One Surgical offer or provide a payment or any other item of value to a Customer as an unlawful inducement to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe a One Surgical product. To ensure that all Customer interactions are legal and ethical, they must be consistent with One Surgical's Business Conduct Standards.

Scope of Business Conduct Standards. The BCS are mandatory for interactions involving a transfer of anything of value from One Surgical to a Customer (a "Customer Interaction"). If you are unsure of the scope of the BCS, you must consult with Legal or Compliance before entering into a transaction or initiating a discussion with a Customer.

Compliance with the BCS is required. All One Surgical executives and employees involved in Customer interactions are expected to know and comply with our BCS and any other applicable laws, regulations, company policies, procedures and interpretative guidance. As a requirement of working at One Surgical, all employees are expected to know and follow the BCS. Managers are responsible for ensuring that their reports comply with the BCS and any BCS-related requirements such as mandatory training. One Surgical distributors and agents must be required by contract to comply with applicable principles of the BCS.

If One Surgical is restricted from doing something, so are its employees and third party intermediaries. If these Standards restrict One Surgical's interactions with a Customer, One Surgical employees and third party intermediaries are likewise restricted, even if no reimbursement request is made to One Surgical. This means that One Surgical employees or agents may not give prohibited items to Customers even if they pay for them from their own personal funds.

BCS Violations. Employees who violate the BCS are subject to discipline, up to and including termination.

Interpretation of Business Conduct Standards. Any employee with questions about the BCS should contact his/her Manager or Legal or Compliance. Distributors and agents should contact their One Surgical business contacts. Legal and Compliance are responsible for final interpretations of the BCS.

Reporting Concerns and Prohibition against Retaliation. Any employee, agent or business consultant who is concerned that others may be engaging in, or requiring that the employee, agent or business consultant engage in, conduct that is inconsistent with the BCS, should discuss the concern with a Manager, Legal/Compliance, or contact One Surgical's head of compliance directly at (646) 373-8515. Retaliation against any individual for making a good faith report of a potential BCS violation is prohibited.

Method of Payment to Customers. Except as specified below, payments to, or on behalf of, or reimbursed to a Customer must be made by a One Surgical bank transfer only. Whenever possible and practical, payment for travel expenses incurred by a Customer (e.g. lodging, meals, or transportation) must be paid directly to the vendor (e.g., the hotel, airline and travel agency). When reimbursement is made to the Customer, original receipts or other supporting documentation are required. When a Customer is expected to pay directly for reimbursable travel expenses, the Customer should be provided with modest per-diem spending guidelines in advance.

Exceptions and Amendments to the BCS. Because the BCS cannot account for every situation, exceptions to the BCS may be approved where the action contemplated does not raise legal, regulatory or ethical concerns, following the appropriate Business Conduct Exceptions Process.

BCS Spending Limits. Spending limits may be established as needed for business-related expenditures on modest meals, refreshments and lodging; reasonable travel and occasional educational items provided to Customers. In addition, employees are expected to follow any applicable Customer-related restrictions. These include, for example, more restrictive laws or employer policies.

Proper Reporting of Expenses. Payments and all other benefits transmitted to Customers or on behalf of Customers must be timely reported to One Surgical using any applicable expense reporting system and attributed to individual Customers accurately and completely.

Modest Meals and Refreshments. We may provide modest meals as an occasional business courtesy so long as the meal is incidental to the purpose of the business interaction, provided in a manner and setting conducive to the exchange of information and attended by a One Surgical representative. We will not pay for meals for an individual Customer not in attendance at the meeting. We will not pay for or provide excessive alcohol at business meetings, as excessive alcohol undermines the legitimacy of the business meeting. Such meals or refreshments may be provided to Customers in conjunction with Business Meetings and Services Arrangements as defined below. Depending on the local rules, One Surgical may be able to pay reasonable travel costs for Customers in conjunction with these as well.

No Entertainment. One Surgical does not provide or pay the costs for a Customer's participation in entertainment or recreational events.

No Subsidy of Spouses, Partners or Guests. One Surgical may not pay for meals, other hospitality, travel or lodging for a spouse, partner or other guest of a Customer.

Reasonable Travel.

As a general rule, economy class travel should be used on all flights. The appropriateness of business class travel for Customers, according to One Surgical policy, shall only be considered for certain longer flights on a case by case basis. One Surgical will not pay for upgrades, provide Customers cash in lieu of a ticket or pay any costs associated with a private plane.

Locations and Lodging for Customer Interactions. Depending on the local rules, One Surgical may be able to provide modest lodging for Customers in conjunction with Business Meetings and Services Arrangements as set forth below.

When One Surgical is responsible for selecting location and lodging for a Customer interaction, it must be selected based upon program requirements, convenience of attendees, and cost savings to One Surgical. Where most or all of the Customer attendees are from the same country, the interaction should be held in that country unless there is a legitimate business purpose to hold the meeting elsewhere.

- One Surgical training and education programs requiring "hands-on" training in surgical procedures should be held only at surgical training facilities, medical institutions or other facilities appropriate for such purposes
- One Surgical manufacturing or research and development facilities may be appropriate locations for business or consultant meetings.

Requisition and BCS Approval Procedure. Approval processes involving evaluation by qualified, non-sales personnel are required for many Customer interactions (for example consulting agreements). Where an approval process is required by these Standards, One Surgical personnel may not proceed or make a commitment to a Customer before obtaining all required approvals. Failure to obtain the necessary approval may result in a BCS violation.

Training on the Business Conduct Standards is mandatory for all One Surgical executives and employees interacting with One Surgical's Customers. Third Party Intermediaries, such as distributors, consultants or agents are also subject to training requirements. Such training may occur at the time of hire, annually, or at such other times as may be required. For questions about required training, contact Legal or Compliance.

STANDARD 2 | DONATIONS, RESEARCH AND EDUCATIONAL GRANTS

Purpose. One Surgical may make monetary and product donations for appropriate scientific, educational, health care, or other charitable purposes. Donations are limited to certain institutions or organizations and are not always allowed for individuals who are Customers.

The donation or grant may not be connected to the purchase of One Surgical products and cannot be made to influence the judgment of an individual Customer related to the institution.

TYPES OF GRANTS AND DONATIONS

Educational Grants. One Surgical expects to make a variety of charitable contributions, including educational grants. Educational grants are provided to institutions; not individual people.

Fellowships / Scholarships. One Surgical may provide educational donations to recognized medical training institutions or professional societies for fellowships and scholarship awards (to underwrite appropriate related costs such as travel, tuition, lodging, meals, etc.) in fields associated with One Surgical products and therapies, so long as they relate to a bona fide educational need of the fellow and his or her institution.

The selection of fellows should be within the discretion of the teaching institutions at which they will be trained. Donations must be provided to either the teaching institution or the fellow's home institution (where and to the extent that the teaching institution charges tuition or costs to the home institution for the fellowship program), not to individual fellows. Grants may not be tied to an institution's purchase of One Surgical's products, or otherwise be based on an institution's past or potential future, undefined use of One Surgical's products or services.

Scientific Research Grants. One Surgical may fund scientific research including, for example, donations to support basic scientific research and general research grants to study new therapeutic uses of approved devices. However, One Surgical will not use such research for the purpose of unlawfully promoting uses of our products and therapies that have not been approved. Generally, the funding of research protocols related to One Surgical products and therapies should be carried out as an agreement under Services Arrangements below rather than a donation under this Business Conduct Standard. Other guidelines and requirements may apply to decisions for funding such research protocols, such as the need for review by appropriate One Surgical scientific personnel or its Board.

Fundraising Events. One Surgical may support a healthcare organization's fundraising event (for example, a golf outing or a formal gala) when the grantee is a registered charity and at least a portion of the donation qualifies for a charitable tax deduction. The tickets may be used by One Surgical employees or One Surgical guests who are not Customers, or they may be given back to the charity.

Prior Approval. All Customer-related grants and donations require prior approval of no less than two One Surgical executives or its Board under BCS approval procedures before a commitment may be made to the recipient. Donation / grant requests must be reviewed to ensure that a funding proposal has a permissible purpose, regardless of the volume or value of purchases made by, or anticipated from, the recipient and that funding is not used as a reward for prior sales or inducement for future sales. In general, it is not appropriate to provide retrospective financial support for research, educational or other projects already completed. Donations made to privately owned medical institutions require careful review to ensure appropriate project budgeting for use of funds.

STANDARD 3 | EDUCATIONAL ITEMS AND GIFTS

Except in the very limited circumstances below, the giving of gifts to Customers is generally prohibited. One Surgical may occasionally provide items that have a genuine educational function or benefit patients, such as textbooks or anatomical models, if they are modest in value. It is never appropriate to give items such as cash or cash equivalents, or personal items (e.g., clothing, perfume, iPods, iPads, iPhones, etc.).

The description and purpose of any items given to Customers should be documented and approved on an expense report or through a comparable authorization process.

STANDARD 4 | BUSINESS MEETINGS

We conduct business meetings with Customers to discuss features or other important aspects of One Surgical products or therapies, product-related service concerns, sales terms, contracts, patient access to therapies and other business topics. We do not use business meetings to promote our products or therapies in a manner that would be inappropriate under local law.

Business Purpose. A business meeting is defined as a meeting held with one or more One Surgical employees or independent sales representatives and a Customer for one of the following business purposes:

- discussion of product features; instruction on the use or other aspects of One Surgical products, therapies or services;
- product or service-related concerns;
- sales terms;
- contracts;
- coding and reimbursement;
- patient access to therapies; or
- other bona fide scientific, educational or business topics relevant to One Surgical.

Often, these meetings occur at or close to the Customer's place of business and require either time away from the clinic or a commitment of the Customer's non-working time. We host such business meetings only at settings that are conducive to bona fide scientific, educational or business discussions. In addition to providing occasional modest meals and refreshments in connection with such meetings, when necessary we may pay for reasonable travel costs and modest lodging of meeting attendees.

Plant tours and other such product- or manufacturing-oriented business meetings with Customers must follow any processes that have been previously reviewed and approved by Compliance/Legal.

Entertainment. One Surgical may not provide or pay for any entertainment or recreational event, such as golfing, attendance at sporting events, theatre, etc. for a

Customer. This includes paying for, contributing to or holding parties for Customers for the purpose of celebrating a non-business event, such as a holiday, retirement, promotion, etc.

Expense Reporting. For payment of meals/transport, it is the responsibility of the involved employee and the employee's manager to confirm the appropriateness of the type and amount of the event. The description and purpose of meals and related transportation should be documented and approved on an expense report or through a comparable authorization process.

STANDARD 5 | SERVICES ARRANGEMENTS

Business Purpose and Need. Services agreements with Customers must be entered into only where a specific, legitimate business purpose and need for services in the areas of training and education; product research and development; advisory services; or clinical research is identified in advance and documented as needed pursuant to One Surgical's Needs Assessment Policy. For example:

- Agreements to obtain services from Customers must match the business need of a specific project for required services.
- Research or Clinical Trial Agreements to conduct non-clinical or clinical research, including post-market outcome studies, must be based on a demonstrable need for data.
- Intellectual Property agreements must be based on a Customer having made, or the expectation that a Customer will make, a novel, significant, or innovative contribution to the development of a product, technology, process or method.

Limitations. The use of Customer service providers is limited:

- Customer service providers may not be paid to endorse or otherwise recommend the purchase, use or ordering of One Surgical products.
- Customer service providers may be retained to speak, write and present training and education programs, but may be subject to additional legal restrictions on product promotion.

Selection of Customer service providers must be on the basis of the Customer's qualifications, expertise and capacity to address the identified purpose. While it is possible that the qualifications for a task could include experience with, usage of, or familiarity with a One Surgical product or therapy, the selection of a Customer service provider may not be used to reward past usage or constitute an unlawful inducement.

Compensation may not exceed the fair market value of services provided. Fair market value must be assessed in accordance with any requirements of where the Customer normally practices (in the case of an individual Customer) or is located (in the

case of an institutional Customer) and may require independent determination before any agreement is approved by One Surgical. Compensation must be structured on a measurable basis, such as payment based on a daily, hourly or per-project rate, deliverables or milestones. Compensation paid to a Customer service provider may not be based on the volume or value of the Customer's past, present or anticipated business.

Services agreements must be in writing, must describe all services to be provided, must be approved in advance following the appropriate process and signed by the parties, including an appropriate One Surgical approver, and entered into prior to the start of services and payment. Agreements providing for general services or services on an as-needed basis with payment prior to receipt of services ("retainer agreements") are prohibited. In addition to the written agreement, the responsible business person must maintain accurate files documenting the services or intellectual property received in exchange for One Surgical's payments.

Any reimbursement for reasonable travel expenses should be paid, whenever possible and practical, directly to the hotel, airline, and travel agency and not to the Customer. If not paid directly, any reimbursement should be supported by original receipts or other supporting documentation. No payments for the Customer's family members are permitted. One Surgical should not arrange for the travel or lodging of a Customer's guests or family members.

Consultant Meetings. The venue and circumstances for meetings with consultants should be appropriate to the subject matter of the consultation. Hospitality that occurs in conjunction with a consultant meeting should be modest and should be subordinate in time and focus to the primary purpose of the meeting.

One Surgical must comply with applicable national and local laws with regard to the disclosure, transparency or approval requirements to any third parties associated with engaging Customers as service providers.

STANDARD 6 | TRAINING AND EDUCATION

Purpose. One Surgical may organize sessions with Customers for the purpose of instruction, education and training to explain the safe and effective use of One Surgical products. This education and training includes "hands on" product training as well as education on topics associated with the appropriate use of our products, therapies and related services and support programs. This may involve training and education on:

- how to use or implant a One Surgical product;
- indications or therapies appropriate for use of a One Surgical product;
- the technical features, properties, quality and/or design characteristics of a One Surgical product;

- disease states treated by One Surgical products;
- the benefits and risks of use of the product and appropriate precautions for use;
- the appropriate use of the product in the continuum of care; and
- product-related reimbursement support and economic outcomes.

Training and education must generally constitute a substantial majority of the program on each program day.

Appropriate Setting. Training and education programs are to be conducted in appropriate settings - places that are conducive to the program's training and education purpose, convenient for the attendees and reasonable in cost.

Travel Expenses. Where appropriate, we subsidize Customers' expenses to travel to One Surgical-conducted training and education programs. Lodging, setting, meals and refreshments provided in conjunction with training and education programs must be modest and in accordance with the applicable country limits and must not overshadow the training and education purpose of the program.

Payments to Customers to conduct One Surgical training and education sessions and reimbursement of travel expenses must be under a written agreement and in accordance with BCS 6. One Surgical may not pay an honorarium fee for simply attending a One Surgical training and education event.

Prior Approval. Training and education programs involving Customer travel must be reviewed and approved according to a written process that requires prior approval of the course content, agenda (covering all events from arrival to departure), budget, location/venue types and numbers of attendees and faculty. Agenda items may not include uses of our products or therapies that would be inappropriate under local law, nor may agendas include entertainment or recreation.

Faculty may include qualified One Surgical sales personnel, other One Surgical technical experts, as well as healthcare professionals with the proper qualifications and expertise to conduct the training and education.

STANDARD 7 | THIRD-PARTY CONFERENCES

Purpose. One Surgical may support independent educational, scientific and policymaking conferences and professional meetings that promote scientific knowledge, advance the practice of medicine and enhance the delivery of effective healthcare if they are generally recognized and respected within the medical community and relate to

our products and therapies. One Surgical never provides funding support for purposes of rewarding a Customer's past purchases or improperly influencing future ones.

RULES FOR FUNDING CONFERENCES BY ONE SURGICAL U.S.

Conferences in the U.S. – One Surgical's funding must be consistent with the rules of the body accrediting the educational activity. This means:

- Faculty selection and content development must be at the sole discretion of the conference organizer;
- One Surgical does not directly support the attendance of U.S. Customers at U.S. conferences by paying admission fees, honoraria or travel and lodging.

However, One Surgical may provide grants to conference organizers to reduce overall conference costs, defray faculty costs and expenses, support modest meals or receptions and allow attendance by healthcare professionals-in-training, or One Surgical may give a grant to a training institution to allow an HCP-in-training to attend a third-party conference or professional meeting.

Conferences outside the U.S. – Proposed sponsorship of such conferences requires prior Board review, including any U.S. Customers attending third-party conferences occurring outside the U.S.

RULES FOR FUNDING CONFERENCES BY ONE SURGICAL INTERNATIONAL

Where permitted under national and local laws, regulations and professional codes of conduct, and with prior approval, One Surgical may provide financial support to cover the cost of conference attendance by individuals who are Customers. Such financial support should be limited to the conference registration fee and reasonable travel, meals and accommodation costs relating to attendance at the event. One Surgical must ensure full compliance with national and local laws with regard to the disclosure or approval requirements associated with such sponsorship and where no such requirements are prescribed, shall nevertheless maintain appropriate transparency, for example, by requiring prior written notification of the sponsorship is made to the hospital administration, the individual Customer's superior or other locally-designated competent authority.

Note that Eucomed has established a process to approve conferences occurring in Europe which One Surgical will use as a guide for determining conference support.

STANDARD 8 | ACTIVITIES BENEFITING PATIENT CARE

Reimbursement Support. Patient access to our products and therapies depends on the availability of timely and complete coverage, reimbursement, and health economic



information. Where appropriate, One Surgical may provide this information to Customers, payors and patients, provided such reimbursement support is accurate, objective and related to One Surgical products, therapies, procedures and services. We may also collaborate with Customers, patients and organizations representing their interests, to achieve government and commercial payor coverage and adequate reimbursement levels that allow patients to access One Surgical products and therapies.

One Surgical-provided reimbursement support may never suggest mechanisms for either billing for services that are not medically necessary or that facilitate fraudulent practices to achieve inappropriate reimbursement.

Other Activities to Support Patient Access. One Surgical also undertakes other activities to support patient access to our products and therapies to improve patient outcomes. One Surgical may engage in market development activities and conduct educational and awareness programs with its customers. In addition, One Surgical may provide health and disease management programs that include the provision of items, services and provider and patient health management tools such as critical pathways, remote monitoring and patient compliance and education support.

ONE SURGICAL, INC.

By signing my name below, I certify that I have fully read the above Business Conduct Standards Policy, that I fully understand it, and that I agree to use my best efforts to abide by the policy, including seeking guidance, as needed, on any application of any of its standards to any interactions I may have with One Surgical’s Customers.

X: _____

Print Name _____

Date