



## Code of Ethics & Business Conduct Policy

Revised 2016

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Nothing in this Code of Ethics & Business Conduct Policy (this “Policy”) prevents or restricts OrthoPediatrics Corp. (the “Company”) from taking disciplinary action on matters relating to employee conduct, whether or not such action is discussed herein. Violation of these principles is discussed in your employee handbook. If required, disciplinary action may include termination of employment. If any part of this Policy becomes unenforceable under the law of a particular jurisdiction, that part may be revised or deleted without affecting the remaining parts.

## Message from the President & CEO

Integrity has always been an important characteristic at OrthoPediatics. It is one of the reasons we are an extraordinary company. Operating with integrity imposes important legal and ethical responsibilities that extend to our customers, our fellow employees, the healthcare providers and public agencies with whom we do business and the public at large. Accordingly, it is OrthoPediatics' policy that its directors, officers, employees, consultants, distributors, representatives and agents behave ethically and follow the laws, regulations, policies and procedures that affect their jobs.

This Code of Ethics & Business Conduct Policy (this "Policy") is designed to provide important guidance in good business practices wherever we operate worldwide. It is essential that you take time to read and understand it. Every director, officer, employee, consultant, distributor, representative and agent of OrthoPediatics is responsible for observing this Policy and the other policies, procedures and programs that support it. Any questions should be directed to your immediate supervisor, the Human Resources Department or the General Counsel.

By dedicating ourselves to the principles outlined in this Policy and to always *Do the Right Things "Right"*, we will maintain our reputation as the pediatric orthopedics leader in innovation, quality and integrity. It all starts with you.

Best regards,

Mark Throdahl  
President & CEO

## **What OrthoPediatrics Expects From You**

One of the behaviors that OrthoPediatrics Corp. (the “Company”) expects from all of its directors, officers, employees, consultants, distributors, representatives and agents (collectively, “Representatives”) is to *Do the Right Things “Right”* by focusing on high standards of quality and execution, operating with integrity and holding ourselves accountable for individual performance.

### **Do the Right Things “Right” Examples**

- Patient safety always comes first.
- Follow the policies and procedures that apply to your job.
- Avoid even the appearance of impropriety.
- Do not buy business.
- Practice transparency.
- Respect our customers and follow their policies.
- Admit mistakes and take the steps necessary to correct them.
- Cooperate with internal and legitimate external audits and investigations.
- Be a leader; recognize and act on teaching moments.
- Keep your promises to the Company, to its customers and to each other.

## What is Your Role?

### ***Your Role in Owning OrthoPediatrics' Global Ethics & Compliance Program***

The Company's written policies and programs are to be considered first, unless a customer's policy or an applicable law or other regulation is stricter.

***1. Read, understand and take ownership of this Code of Ethics & Business Conduct Policy (this "Policy").***

Representatives are expected to do what is right, to treat people fairly, to perform their jobs with diligence and honesty and to otherwise conduct the Company's business in a manner that is above reproach. The Company's principles of honesty and integrity are outlined in this Policy. By reading, understanding and taking ownership of this Policy, we each take responsibility for sharing these values, for our own success and for the Company's continued success.

This Policy is the cornerstone of the Company's Global Ethics & Compliance Program (the "Program"). This Policy provides general principles to guide each of us in making ethical and sound business decisions. It is not meant to address every specific situation. Each of us must use common sense and good judgment and ask for advice when necessary. The Program is also supported by a series of other policies, procedures and programs to provide relevant information for specific responsibilities. The applicable policies, procedures and programs referenced throughout this Policy (indicated in bold) are available from the General Counsel. It is your responsibility to read and understand them. Additional documents relating to the Program will be developed as needed.

***2. Understand the intent and spirit behind the laws and the efforts of the Company, government regulators, voluntary trade organizations and healthcare professional organizations to keep our industry viable and respected.***

***3. Report violations of this Policy without fear of retaliation.***

The Company will investigate and address (including determining appropriate disciplinary action) reported and suspected violations of this Policy. You are encouraged to report violations of this Policy to management without fear of retaliation. The Company will conduct a prompt and, wherever possible, confidential investigation of all such reports. Retaliation in any form will not be tolerated against an individual who in good faith reports a violation of this Policy, applicable law or other regulation.

## ***Your Role in Serving Patients***

### ***1. Provide quality products in a timely manner.***

Ensuring a patient's health and well-being is the Company's first and foremost objective. It is a big responsibility and one that the Company takes very seriously. It is the Company's purpose to design, manufacture and deliver products of the finest quality.

The Company's quality systems are described in its **Quality Policy**, which outlines authorities and responsibilities, quality system procedures and instructions, management reviews and system effectiveness audits. Management is responsible for training employees on the parts of the Quality Policy that apply to their jobs. It is your responsibility to understand if and how the Quality Policy applies to your responsibilities.

### ***2. Understand your responsibilities and be accountable for results.***

The Company strives to provide safe and effective medical products to patients around the world. Patient safety and well-being are our highest priorities. Each of us must take responsibility for understanding and performing our own jobs to the best of our ability, every day. We must also be accountable for our actions. If at any time you have questions, you are encouraged to consult with your immediate supervisor, the Human Resources Department or the General Counsel.

### ***3. Safeguard patient information.***

The Company generally does not need a healthcare provider to disclose confidential patient information in connection with its sales activities and requests that healthcare providers so inform its personnel. Regardless, the Company recognizes the need to safeguard any patient information to which Representatives may have incidental access in the course of the Company's relationship with a healthcare provider, and the Company is committed to cooperating with them in that regard. Representatives' necessary responsibilities may include the lawful collection of protected personal information for purposes such as fulfilling an order for a custom medical device, device tracking, clinical research, quality assurance, marketing, research and development, human resources, information technology, customer relations or sales. Accordingly, you shall safeguard and keep strictly confidential any patient information that you may have opportunity to access or observe incidentally in your relationship with a healthcare provider, using the degree of care that the Company uses to maintain the confidentiality of its own confidential information.

## ***Your Role in Fostering Best Business Practices***

### ***1. Deal honestly and fairly in business.***

The Company is fully committed to the tradition of developing strong customer relationships based on trust, knowledge, integrity and the highest quality medical devices in the world. It is a guiding principle at the Company to deal with customers honestly and fairly.

Each Representative should promptly disclose to the General Counsel any situation where its personal interests interfere, or appear to interfere, with those of the Company (such situation, a "Conflict of Interest"). In addition, Representatives are prohibited from (a) taking personally for themselves opportunities that are discovered through the use of the Company's property, information or positions, (b) using the Company's property, information or positions for personal gain or (c) competing with the Company for business opportunities.

To maintain our ethical business practices worldwide, the Company will continue to seek the guidance of industry-related organizations and may adopt those guidelines into our Program.

### ***2. Understand a customer's internal policies and requirements, and those of any applicable jurisdictions such as states, provinces, countries or medical societies.***

The Company's written policies and programs are to be considered first, unless a customer's policy or an applicable law or other regulation is stricter.

### ***3. Employees and all other U.S.-based Representatives must follow the Company's Policy & Procedures for Complying with AdvaMed's Code of Ethics on Interactions with Healthcare Professionals.***

The Company's **Policy & Procedures for Complying with AdvaMed's Code of Ethics on Interactions with Healthcare Professionals** has been designed based on applicable laws and medical device industry standards with respect to meals, consulting arrangements, grants, and educational and business meetings, as well as bans on providing gifts, entertainment and recreation. Representatives based outside of the United States must comply with all applicable laws, regulations and government directives concerning interactions with healthcare professionals.

### ***4. All corporate donations must comply with the Company's policies and any applicable laws or guidance, such as those outlining appropriate interaction with healthcare professionals.***

### ***5. Adhere to the Company's applicable policies regarding the prohibition of providing or accepting gifts or entertainment.***

### ***6. Take care when interacting with healthcare professionals who may be government officials so that the interactions are not considered bribery, which is unlawful. See "Interacting Honestly with Governments and Regulators" for more information.***

**7. Follow the Company's applicable Accounting Policies and Procedures.**

It is the Company's policy to comply with all applicable financial and accounting regulations. The Company's Finance and Accounting policies guide our activities in this area. Employees must follow the **Travel & Business Expense Policy** for all expenses incurred on behalf of the Company.

**8. Protect the Company's intellectual property and respect the intellectual property of others.**

**9. Maintain the confidentiality of the Company's non-public information.**

Representatives must maintain the confidentiality of all non-public information relating to the Company that would be harmful to the Company (or helpful to competitors) if disclosed, except when disclosure is authorized or legally mandated.



## ***Your Role in Interacting Honestly with Governments and Regulators***

### ***1. Assure regulatory compliance and comply with applicable laws and regulations.***

The provision of medical care and associated equipment, devices and pharmaceuticals is regulated and monitored by a variety of government agencies around the world. Representatives must understand and comply with all applicable laws, regulations and government directives. The Company is committed to cooperating in an open, helpful and effective manner with regulatory agencies on matters of regulatory policy, compliance, product submissions and product performance. If you have any questions about how your responsibilities comply with a particular law or regulation, please ask your immediate supervisor, the Human Resources Department or the General Counsel.

Representatives are expected to provide accurate, relevant information and records regarding the Company as requested by governmental regulators that are legally authorized to ask for such information.

### ***2. Appropriately handle third-party inquiries (e.g., government and media).***

The Company will respond to legitimate third-party inquiries in a cooperative and responsible manner. The Company's management must be informed immediately about any government, regulatory or media inquiry in order to properly and completely respond. If you are contacted by an outside individual or agency regarding the Company, please report immediately to management or the General Counsel. Media inquiries should be forwarded to the President & CEO, the Human Resources Department or the General Counsel.

### ***3. Practice transparency.***

The Company has policies, procedures and training materials designed to help Representatives appropriately interact with healthcare professionals in consulting arrangements for such things as product development and physician education. It has also established a tracking system and training to comply with disclosure laws covering payments to healthcare professionals.

### ***4. Cooperate with any internal or legitimate external investigation.***

Each Representative is responsible for maintaining accurate records and documentation concerning the Company and maintaining familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Representatives are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations. Representatives are expected to cooperate fully with any internal or legitimate external auditors, investigators and governmental regulators concerning the Company.

### ***5. Political Interactions.***

Representatives should not attempt to represent the Company's position or stance on issues in the political arena without the approval of the President & CEO. All laws governing political

contributions must be followed. Representatives shall not provide gifts, services, entertainment or anything of value to political officials on the Company's behalf.

**6. *Engage ethical business partners and associates.***

The Company shall verify that its business partners and associates are qualified, legitimate and reputable.

**7. *Follow the Company's Anti-Corruption Policy.***