



**COMPREHENSIVE
COMPLIANCE PROGRAM:
STANDARDS OF CONDUCT
POLICIES AND PROCEDURES**

POLICIES AND PROCEDURES

GENERAL PROVISIONS

Veniti has adopted the AdvaMed Code of Ethics on Interactions with Health Care Professionals (AdvaMed Code) to govern the company's interactions with health care professionals. A copy of the AdvaMed Code is attached to this internal document, which is intended to assist in the company's implementation of the AdvaMed Code by providing a familiar format and some practical information on how Veniti is implementing the AdvaMed Code.

These Policies and Procedures are an integral part of the Veniti Comprehensive Compliance Program. They address a critical part of our operations, and the most significant risk area faced by the medical device industry: our relationship with health care professionals. As set out in our Comprehensive Compliance Program and in our Standards of Conduct, Veniti is committed to conducting its business affairs in a manner that is compliant with all applicable laws, regulations, industry guidelines, and payor policies.

While the Policies and Procedures are applicable to all Veniti employees, they are especially relevant for our clinical, and sales and marketing staff. All employees are expected to review and follow them. Training on the AdvaMed Code will be provided to all employees as part of our Comprehensive Compliance Program training, with a special focus on issues relating to our clinical, sales and marketing activities. All employees are required to complete an initial training by December 31, 2014 and to attend annual refresher trainings thereafter. Under Massachusetts law, employees must also complete regular trainings on general science and product information.

For the purposes of this policy, "occasional" means infrequent and "modest" means inexpensive.

Any questions relating to these Policies and Procedures, including their implementation and whether you are required to attend a specific training, should be directed to your supervisor or the Company Compliance Officer.

PROVISION OF OFF-LABEL INFORMATION AND PROHIBITION OF OFF-LABEL PROMOTION

The US Food and Drug Administration (FDA) has promulgated regulations regarding product labeling and the advertising and promotion of products only for indications that have been cleared or approved by the agency. Health Care Professionals (“HCPs”), as part of their authority under “practice of medicine,” are permitted to use medical products, drugs and devices, as they see fit in accordance with providing the best care for their patients. As such, occasionally, HCPs request information from medical technologies companies that may not be approved by the FDA (Off-Label or Off-Label Use) but which can assist them in making informed decisions regarding the use of certain products in the care of their patients. While it is important to assist HCPs to make informed decisions, it is the policy of Veniti to comply with pertinent FDA regulations when responding to inquiries from HCPs for off-label information without engaging in proactive off-label promotion of its products.

The following requirements apply when responding to requests for off-label information:

1. Requests for Off-Label Information

Any request for off-label information must be in writing from a licensed HCP and must not be solicited or encouraged. Veniti sales and marketing employees may not initiate any discussion regarding off-label use of Veniti products and technologies. The request may be on the HCP’s letter head or may be made electronically, i.e., e-mail, fax, etc. In either case, the request must include the name and institution of the requestor. Any request for off-label information that has been encouraged by a Veniti employee will be denied, and the employee subject to disciplinary action up to and including termination of employment. If a Veniti employee is asked about off-label information on a Veniti product, the employee must refer the HCP to the Compliance Officer (CO).

2. Documentation

The CO will maintain a record of the:

- a. Date of the request
- b. Name and institution of the requesting HCP
- c. Brief summary of the information requested

3. Responses to Requests for Off-Label Information

Responses to requests for off-label information will include a cover letter confirming that the request was unsolicited or encouraged by any Veniti employee. It will state that the requested information has not been approved by the FDA and that Veniti is not promoting or otherwise encouraging any use of the product other than for indications that have been approved by the FDA. A copy of the request and the reply letter will be maintained by the CO. Responses shall be tailored to the specific information requested, and not be a broad based distribution of all information available about the product. In addition, the materials provided shall be truthful, accurate and not misleading.

4. Permitted Activities

The US FDA occasionally publishes guidance in the area of provision of off-label information. *Good Reprint Practices for the Distribution of Medical Journal Articles and Medical or Scientific Reference Publications on Unapproved New Uses of Approved Drugs and Approved or Cleared Medical Devices (Jan 2009)* is an example of such a publication. This publication and other similar publications may be found at www.fda.gov/RegulatoryInformation/Guidances. Veniti employees who interact with HCPs should be familiar with such guidance to assist them in how to respond to requests for off-label information. Such activities may include the dissemination of information from a published peer-reviewed journal article or enduring text, i.e., a chapter of a book.

The dissemination of off-label information is also permitted during discussions with Advisory Panels conducted by Veniti with a specific group of HCPs, where the objective of the meeting is to obtain feedback and guidance on the clinical development of a particular product, design or concept. Such panels shall be limited in scope and frequency, and conducted after specific goals have been identified in advance and for which the information developed will be used. The Head of Marketing is allowed to attend such meetings if it can be shown that the meeting includes a specific market research component.

VENITI-SPONSORED TRAINING AND EDUCATION MEETINGS FOR HEALTH CARE PROFESSIONALS

The U.S. Food and Drug Administration mandates training and education to facilitate the safe and effective use of certain medical technology. Veniti therefore has the responsibility to make available to health care professionals product education and training on the safe and effective use of its products (when necessary).

Purpose and Scope

Veniti may provide training and education to explain the safe and effective use of Veniti products to persons who have a bona fide need for such training and education. Training and education on the safe and effective use of Veniti products must be the principal purpose for the program. The need for any training or education program must be adequately documented and should be submitted to the Compliance Officer.

Location of Training and Education Meetings

Veniti-sponsored training and education meetings must be conducted in clinical, educational, conference, or other settings, including hotel or other commercially-available meeting facilities, that are conducive to the effective transmission of information. In some cases, it may be appropriate to provide training and education at the health care professional's location. Programs that require "hands on" training in medical procedures will be held at training facilities, medical institutions, laboratories, or other appropriate facilities. The training staff should have the proper qualifications and expertise to conduct such training. Training staff may include qualified field sales employees who have the technical expertise necessary to perform the training.

Travel, Lodging, Meals and Hospitality

Veniti may provide attending health care professionals with modest meals and refreshments in connection with these programs, so long as such meals and receptions are modest in value and subordinate in time and focus to the educational or training purpose of the meeting. In addition, Veniti may pay for reasonable travel and modest lodging costs of attending health care professionals, where out-of-town travel is needed to efficiently deliver training and education and this need is supported by objective reasons. Under no circumstances may Veniti pay for the travel or other expenses for guests of attendees who are not otherwise legitimately participating in the program, or for any other person who does not have a bona fide professional interest in the information being shared at the meeting.

Review and Audit

All expenditures must include the education and/or training provided, the names of the attendees, the costs incurred for each attendee, and any other costs incurred by the Veniti.

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These expenditures for training and education will be subject to review and audit by the Veniti Compliance Officer.

EDUCATIONAL CONFERENCES SPONSORED BY ORGANIZATIONS OTHER THAN VENITI

Veniti has an interest in building awareness and understanding of its products and related disease states through support of third-party scientific and educational meetings. Veniti may provide support for bona fide independent, educational, scientific, or policy-making conferences that promote scientific knowledge, medical advancement, and the delivery of effective health care.

Meetings Sponsored by Professional Organizations

Veniti may support bona fide, professionally-sponsored, independent, educational, scientific or policy-making conferences and professional meetings that have a relationship to Veniti businesses or products.

Conference Grants

Veniti may provide a grant, either directly to the conference sponsor to reduce conference costs, or to a training institution to allow attendance by medical students, residents, fellows, and others who are health care professionals-in-training. Such educational grants may be provided only when:

- 1) the gathering is dedicated primarily to promoting objective scientific and educational activities and discourse; and
- 2) the training institution or the conference sponsor selects the attending health care professionals who are in training.

The grants should be paid only to organizations with a genuine educational purpose or function, and may be used only to reimburse the legitimate expenses for bona fide educational activities.

Sponsor Guidelines

Conference grants must be consistent with relevant guidelines established by the conference sponsor and any body accrediting the educational activity. The conference sponsor should independently control and be responsible for and control the selection of program content, faculty, educational methods, and materials.

Modest Meals and Hospitality

Veniti may provide funding to the conference sponsor to support the provision of meals and refreshments to conference attendees. Veniti may also provide modest meals and refreshments directly to health care professional attendees if such meals and refreshments are provided to all health care professional attendees, but only if provided in a manner which is consistent with the sponsor's guidelines. Any meals and refreshments must be

subordinate in time and focus to the purpose of the conference, and clearly separate from the continuing medical education portion of the conference.

Faculty Expenses

Veniti may make grants to conference sponsors for reasonable honoraria, travel, lodging, and modest meals for health care professionals who are bona fide conference faculty members.

Advertisements and Demonstrations

Veniti may purchase advertisements and lease booth space for company displays at conferences.

Review and Audit

All expenditures related to the provision of support for professional meetings, other than the routine costs related to the attendance by Veniti employees, will be subject to review and audit by the Veniti Compliance Officer.

SALES, PROMOTIONAL AND OTHER BUSINESS MEETINGS

Business courtesies provided to a health care professional in the context of a bona fide sales and promotional meeting are limited to occasional modest meals and refreshments, reasonable transportation and lodging when necessary. In each case such business courtesies must be related to a legitimate business purpose.

A sales, promotional or other business meeting may be held to discuss, for example, one of the following business purposes:

- 1) explain the features, use or other important aspects of Veniti products;
- 2) understand a health care professional's concerns in connection with a product-related service, or other needs or demands;
- 3) explain the services and terms available from Veniti; or
- 4) negotiate contracts and sales terms.

Often these meeting occur close to the health care professional's place of business. It is appropriate to pay for reasonable travel costs of attendees when required for such purposes as plant tours or the demonstration of non-portable equipment and/or to provide occasional modest meals and refreshments in connection with such meetings. It is not appropriate to pay for meals, refreshments, travel, or lodging of guests of health care professionals or any other person who does not have a bona fide professional interest in the information being shared at the meeting.

CONSULTING ARRANGEMENTS

Veniti may compensate individuals, including health care professionals, for bona fide consulting services, including research, participation on advisory boards, presentations at Veniti-sponsored training, and product collaboration, where the services have value to Veniti and are compensated in accordance with fair market value. Such arrangements must be in writing and approved by the Veniti Compliance Officer.

Purpose and Payment

Consulting agreements may be entered into only for services for which there is a legitimate Veniti need which is identified in advance. Consultants contracting with Veniti must be appropriately qualified (in terms of education and professional experience) to provide the requested services. Compensation for services of consultants may not exceed the fair market value of the services provided, and may not be based on the volume or value of the consultant's past, present or anticipated future business. Compensation must be structured on a measurable basis, such as payment based on a daily or hourly rate.

Agreement Terms

Consulting agreements should comply with the "personal services safe harbor" to the Medicare/Medicaid Anti-Kickback Statute. Accordingly, consulting agreements must be entered into prior to the start of the services and prior to payment; must be in writing and signed by the parties; must be approved in advance by the Veniti Compliance Officer; and must specify with particularity all of the services to be provided by the consultant, the term of the agreement (which must be for at least one (1) year), the aggregate amount and method of payment, and any obligation to reimburse for travel, lodging, and other related expenses. Each agreement must specify a mechanism to verify that the required services are performed (e.g., periodic progress reports and an obligation that the consultant submit accurate and complete documentation substantiating the services performed). Agreements providing for services on an as-needed basis with payment prior to receipt of services are prohibited. In the case of consultant services for research purposes, the agreement must include a copy of the research protocol.

Documentation

Files relating to all consulting agreements must be appropriately maintained and must include the written agreement, rate of compensation, the purpose of the arrangement (i.e., the need for the particular consultant identified from the needs assessment), the basis for selecting the consultant (including the consultant's particular qualifications), the basis for determining the compensation, substantiation that the compensation reflects fair market value for the services performed, the identified need for the services, and any progress reports.

Limits on Use of Consultants

Consultants may be paid to speak, write and provide training and education on Veniti products and related disease states. Consultants may also provide technical expertise on behalf of Veniti.

Disclosure

During educational or training sessions led by Veniti consultants, or any other forum where disclosure is appropriate, consultants must disclose their affiliation with Veniti prior to providing services.

Meetings

Consultants invited to meetings to perform services must have written consulting agreements in effect describing the services to be provided at the meeting. Veniti personnel with a bona fide interest in, and in a position to use, the advice given by the consultants must be in attendance at each consultant meeting. Copies of the agenda and minutes of any consultant meeting must be maintained by the Veniti personnel organizing the meeting and are subject for review by the Compliance Officer.

Travel, Lodging, Meals and Hospitality

The locations of meetings with consultants must be appropriate to the subject matter of the consultation, and in no event should be at a resort. If services are not performed at Veniti facilities, meetings should be conducted in clinical, educational, conference, or other settings, including hotel or other commercially available meeting facilities, conducive to the effective exchange of information. Veniti may pay for documented, reasonable and actual expenses incurred by consultants in carrying out the subject of the consulting arrangement, including reasonable and actual travel, meals and lodging costs incurred by consultants attending meetings with, or on behalf of, Veniti. Veniti may not pay for the travel or other expenses (including the cost of meals or refreshments) of guests of consultants, or of any attendee who is not a bona fide contributor to the meeting hired by Veniti as a consultant in accordance with this policy. Covered expenses must be reasonable and documented by the consultant. Any meals or refreshments must be modest in value and subordinate in time and focus to the primary purpose of the meeting. Veniti may not provide any recreation or entertainment in conjunction with these meetings.

Royalties

Veniti should enter into a royalty arrangement with a health care professional only where the health care professional is expected to make or has made a novel, significant, or innovative contribution to, for example, development of a product, technology, process or method. A significant contribution by an individual or group, if it is the basis for compensation, should be appropriately documented. The calculation of royalties payable to a health care professional in exchange for intellectual property should be based on factors

that preserve the objectivity of medical decision-making and avoid the potential for improper influence. For example, royalties should not be conditioned on a requirement that the health care professional purchase, order or recommend any Veniti product (including any product or technology that is produced as a result of the development project) or a requirement to market an Veniti product (including any product or technology that is produced as a result of the development project upon commercialization). Consideration should be given as to whether it is appropriate and practicable to exclude from the calculation of royalties the number of units purchased, used or ordered by the health care professional and/or members of the health care professional's practice.

Review and Audit

The Compliance Officer will regularly conduct and keep an up-to-date record of the needs assessments of Veniti. All consultant agreements must be submitted to the Compliance Officer for prior approval based on identifying and documenting (1) a need from the current needs assessment, (2) how the particular arrangement satisfies the identified need and (3) a nexus between the qualifications of the particular consultant and the purpose of the arrangement. In addition, executed copies of each consultant agreement must be delivered to the Compliance Officer to be maintained in a file. The file maintained by the Compliance Officer will also include the documentation for items (1)-(3) above, as well as any progress reports or documentation submitted by the consultant substantiating the services performed. As part of the audit function of the Compliance Program, the Compliance Officer will be responsible to ensure that the agreement has been carried out in accordance with its terms.

PROHIBITION ON ENTERTAINMENT AND RECREATION

Providing or paying for any entertainment or recreational events or activities for non-employee health care professionals is prohibited.

Providing or paying for any entertainment or recreational event, activity or item for any non-employee health care professional is prohibited. Such activities include, for example, theater, sporting events, golf, skiing, hunting, sporting equipment, and leisure or vacation trips. Such entertainment or recreational events, activities or items should not be provided regardless of their value, whether the applicable health care professional is engaged as a speaker or consultant of Veniti or whether the entertainment or recreation is secondary to an educational purpose.

MODEST MEALS ASSOCIATED WITH HEALTH CARE PROFESSIONAL BUSINESS INTERACTIONS

Modest meals may be provided as an occasional business courtesy in various business interactions with health care professionals.

Purpose

Veniti should only provide modest meals on an occasional basis that are incidental to the bona fide presentation of scientific, educational or business information. Modest means the meals should be of moderate value, but this may differ depending on regional differences. Occasional means meals should be offered infrequently. Any meals should be provided in a manner that is conducive to the presentation of such information.

Setting and Location

Meals may occur at the health care professional's place of business. However, when this is impractical, inappropriate or otherwise not available or conducive to scientific, educational or business discussions, meals may be offered off-site.¹

Participants

Meals may only be provided to health care professionals who actually attend the presentation of scientific, educational or business information. Meals should not be provided to guests of health care professionals or any other person who does not have a bona fide professional interest in the information being shared at the presentation.

Audit

The Compliance Officer will establish limits on the frequency and costs of meals provided to health care professionals. As part of the audit function, the Compliance Officer will verify that Veniti employees are observing such limits.

¹ Massachusetts law prohibits the provision of payment for meals that are offered, consumed, or provided outside of the health care practitioner's office or hospital setting.

GIFTS

Providing gifts to health care professionals is prohibited. Similarly, providing branded promotional items, even if the item is of minimal value, is prohibited. It is permissible to occasionally provide items to health care professionals that benefit patients or serve a genuine education function. Subject to some limited exceptions, these items should have a fair market value of less than \$100.

Educational Items; Prohibition on Gifts

It is permissible to occasionally provide items (i.e., not gifts) to health care professionals that benefit patients or serve a genuine educational function for health care professionals. Examples of items that benefit patients include educational brochures. Permissible items are those that are not capable of a non-educational or non-patient related purpose, such as a DVD player or an iPod. The fair market value of any such items must be less than \$100, although the \$100 limit may be exceeded in the case of medical textbooks or anatomical models used for educational purposes. Gifts, such as food, flowers, wine, or other refreshments, even if to recognize a significant life event, are prohibited. Gifts or other items may not be given as a “thank you” for the purchase of Veniti products.

Branded Promotional Items

It is not permissible to give health care professionals any type of non-educational branded promotional items, even if the item is of minimal value and related to the health care professional’s work or for the benefit of patients. This includes items such as pens and notepads, and other items that might have Veniti’s name, logo or the name or logo of an Veniti product.

REIMBURSEMENT SUPPORT PROGRAMS

Purpose and Scope

Veniti may provide accurate and objective, timely and complete coverage, reimbursement and health economic information on its products to health care professionals and patients. In addition, Veniti may collaborate with health care professionals, patients and organizations representing their interests, to achieve government and commercial payor coverage decisions, guidelines, policies and adequate reimbursement levels to allow patients access to Veniti products. Veniti may not provide this information for the purpose of unlawfully inducing health care professionals to purchase, lease, recommend, use, or arrange for the purchase, lease, or prescribe Veniti's products.

No Provision of Substantive, Valuable Services

Veniti cannot interfere with a health care professional's decision-making or provide coverage, reimbursement and health economics support as a free service that eliminates a health care professional's overhead or other expense. For example, it is not permissible to provide personnel or services to a health care professional in situations that relieve such health care professional of the need to hire such personnel or purchase such services, unless a fair market value rate is received. Veniti should not suggest mechanisms for billing services that are not medically necessary or for engaging in fraudulent practices to achieve inappropriate payment.

Disclaimer

Veniti must ensure that, in connection with furnishing reimbursement support information, it has communicated to the health care professional that the health care professional, as the provider or supplier of the item to the patient, is ultimately responsible for ensuring the validity of the code(s) used to bill the Medicare program. Appropriate disclaimer language must be used in all communications.

Continuing Communications with Health Care Professionals

If Veniti becomes aware of any development that changes or raises an issue with respect to reimbursement support information provided to a health care professional by Veniti, Veniti will promptly notify such health care professional of such development.

GRANTS AND CHARITABLE DONATIONS

Educational and research grants and charitable donations are permitted only if the grant or donation is not an unlawful inducement to purchase, order or recommend Veniti's products.

Purpose and Scope

Permissible donations include those supporting genuine independent medical research for the advancement of medical science or education, indigent care, patient education, public education, or the sponsorship of events where proceeds are intended for charitable purposes. Donations may not be linked, implicitly or explicitly, to an agreement to use, order, recommend or refer for Veniti products or used to reward prior purchases. Veniti sales personnel may provide input about the suitability of a proposed grant or charitable donation recipient or program, but all final decisions with respect to whether a particular health care professional or institution will receive such grant or charitable donation will be the responsibility of the Compliance Officer.

Charitable Donations

Veniti may make monetary donations or donations of Veniti equipment for charitable purposes. Donations should be motivated by bona fide charitable purposes and should be made only to bona fide charitable organizations, or, in rare instances, to individuals engaged in genuine charitable activities for the support of a bona fide charitable mission.

Research Grants

Veniti may provide research grants to support independent medical research with scientific merit. Such activities should have well-defined objectives and milestones and may not be linked directly or indirectly to the purchase of Veniti products.

Educational Grants

Educational grants may be provided for legitimate educational purposes, including: supporting an endowed chair at an academic institution; subsidizing the education of fellows participating in fellowship programs with an academic affiliation; subsidizing medical congresses and conferences; and educating patients or the public about important health care topics. Educational grants may not be made to individual health care professionals.

Review and Audit

All donations are subject to review and audit by the Compliance Officer. The Compliance Officer will review to be certain that for each donation there is in the file a description of the organization, the purpose of the donation, objective criteria for the donation, the amount requested, and a statement addressing whether or not there is any relationship or affiliation between the organization for which the donation is intended and any customer or potential customer of Veniti, or anyone in a position to influence the sale or purchase of Veniti products.

EVALUATION PRODUCTS

Veniti may provide reasonable quantities of Veniti products to health care professionals at no charge for evaluation purposes. Such purposes include allowing the health care professional to assess the appropriate use and functionality of the product and to determine whether and when to use, order, purchase, or recommend the product in the future.

Providing products to Health Care Professionals at no charge for evaluation or demonstration purposes can benefit patients in many ways. These benefits include improving patient care, facilitating the safe and effective use of products, improving patient awareness, and educating Health Care Professional regarding the use of products. Under certain circumstances described below, Veniti may provide reasonable quantities of products to Health Care Professionals at no charge for evaluation and demonstration purposes.

This section is limited to providing evaluation and demonstration products only and is not intended to address any other arrangement.

Veniti products that may be provided to Health Care Professionals for evaluation include single use (e.g., consumable or disposable products). These products may be provided at no charge to allow Health Care Professionals to assess the appropriate use and functionality of the product and determine whether and when to use, order, purchase, or recommend the product in the future. Veniti products provided for evaluation are typically expected to be used in patient care.

Single Use/Consumables/Disposables. The number of single use products provided at no charge should not exceed the amount reasonably necessary for the adequate evaluation of the products under the circumstances.

Demonstration. Veniti demonstration products are typically unsterilized single use products or mock-ups of such products that are used for Health Care Professional and patient awareness, education, and training. For example, a Health Care Professional may use a demonstration product to show a patient the type of device that will be implanted in the patient. Demonstration products typically are not intended to be used in patient care. Demonstration products also are typically identified as not intended for patient use by use of such designations as “Sample,” “Not for Human Use,” or other suitable designation on the product, the product packaging, and/or documentation that accompanies the product.

Veniti will provide Health Care Professionals with documentation and disclosure regarding the no-charge status of evaluation and demonstration products. The sales order file for all No-charge product orders will reflect quantities, institutions and HCP to whom the No-charge product was provided. If any product provided was not used, a completed Return Goods Authorization will be maintained in the Sales Order file.

SPECIAL NOTE ON STATE AND FEDERAL LEGISLATION

A number of states have enacted legislation affecting the interactions of medical technology companies and HCPs, particularly in the areas of meals and refreshments, gifts and entertainment. Further, the Patient Protection and Affordable Care Act (PPACA) (Pub. L. No. 111-148) will require annual disclosures to HHS that detail information regarding payment or other transfer of value to physicians and teaching hospitals. It is Veniti's intention to comply with PPACA and the requirements set forth in the Addendums which may change from time to time. As noted earlier, it is the responsibility of Veniti employees to be aware of such requirements and if there are questions to raise them with their supervisor.

ADDENDUM FOR CALIFORNIA

This Addendum supplements certain standards specified in this Standards of Conduct. Where no reference to a certain section or paragraph is made in this Addendum, compliance is no different for interactions with healthcare professionals licensed by California (“California HCP”) than for those interactions with healthcare professionals licensed by the states governed under the standards of this Standards of Conduct. Please structure your compliance efforts using the policies and guidelines found in the main body of this Standards of Conduct for that particular section or paragraph.

Policy on Meals, Entertainment, Recreation, and Gifts

In addition the main Standards of Conduct, the following provisions apply:

Veniti may provide modest meals (by local standards) as an occasional business courtesy in connection with presentations of scientific, educational or business information to California HCPs. These meals must be provided in the California HCP’s office or hospital setting, training facility, medical institution or other appropriate facility.

Company Support for Continuing Medical Education (CME), Third-Party Educational or Professional Conferences, and Charitable Organizations

In addition to the main Standards of Conduct, the following provisions apply:

CME

If Veniti decides to engage in CME in the future, the policies set forth in this Addendum shall apply. It is Veniti’s policy to separate CME grant-making functions from its sales and marketing departments. Veniti will not provide direct payment for meals nor provide financial support for the cost of travel, lodging, attendance or other personal expenses of non-faculty healthcare professionals attending any CME event, or third-party scientific or educational conference or professional meeting. Veniti does not directly provide meals at CME events to California HCPs; however, at third party conferences or professional meetings at which CME activities comprise only a part of the conference or meeting, Veniti may sponsor a meal or reception at the conference which California HCPs may attend if it is permitted by the group holding the conference or meeting and is clearly separate from the CME portions of the program. In such cases, any meals or receptions sponsored by Veniti should be modest by local standards and clearly subordinate to the amount of time spent at other aspects of the meeting. Veniti will not sponsor any CME in California that is not compliant with the appropriate standards set by the Accreditation Council for Continuing Medical Education (“ACCME”) or other equivalent accrediting body.

Company Support for Third-Party Educational or Professional Conferences

If Veniti decides to engage in providing company support for third-party educational or professional conferences in the future, the policies set forth in this Addendum shall apply. Veniti will not select California HCPs to present at or attend third-party conferences; rather, the training institution or conference sponsor will select attendees. Further, Veniti

acknowledges that the responsibility for, and control over, the selection of content of faculty, educational methods, materials and venue belongs to the organizers of the conferences or meetings.

It is Veniti's policy to provide directly any financial support for the third-party educational and professional conferences to the conference sponsor, which sponsor will decide, independent of Veniti, how to use such support. No financial support will be provided for costs of travel, lodging or other personal expenses of non-faculty California HCPs attending third-party conferences. Funding will not be provided to compensate a California HCPs for time spent attending a conference or meeting.

Charitable Contributions

If Veniti decides to provide charitable contributions in the future, the policies set forth in this Addendum shall apply. Veniti shall not invite healthcare professionals to attend any charitable event in California to which it has donated.

Consulting Arrangements with Healthcare Professionals

In addition to the main Standards of Conduct, the following provisions apply:

Scholarships, Educational Funds and Travel Grants

In addition to main Standards of Conduct, the following provisions apply:

Veniti may occasionally provide scholarships, educational funds and travel grants to benefit medical students, residents, fellows or other healthcare professionals for training or attendance of major national, regional or scientific meetings. In these cases, for California HCPs, it is Veniti's policy to provide the funds directly to the academic or training institute; Veniti has no input into the selection of the recipients of the scholarship or funds.

Compliance with State and Federal Regulations Governing Interaction with Healthcare Professionals

In addition to the main Standards of Conduct, the following provisions apply: Veniti is committed to complying with all applicable state and federal regulations and reporting requirements governing interactions with California HCPs. Veniti shall annually declare, in writing, that it is in compliance with its Comprehensive Compliance Program (i.e. this Standards of Conduct). Veniti shall make its Comprehensive Compliance Program and its annual written declaration of compliance with the program available to the public on its website and shall also provide a toll-free telephone number where a copy or copies of the Comprehensive Compliance Program and written declaration of compliance may be obtained.

Annual Dollar Limit and Reporting Requirements

Veniti shall, individually and independently, cap the total amount of annual dollars it will pay to a California HCP to \$3,000. This limit applies to consulting fees, speaking engagements, promotional materials, and any items or materials Veniti provides free of charge to a California HCP. It is Veniti's policy to keep records of all gifts to California HCPs, regardless of their value, in order to comply with state laws governing relationships with healthcare professionals.

ADDENDUM FOR MASSACHUSETTS

This Addendum supplements certain standards specified in this Standards of Conduct. Where no reference to a certain section or paragraph is made in this Addendum, compliance is no different for interactions with healthcare professionals licensed by Massachusetts (“Massachusetts HCP”) than for those interactions with healthcare professionals licensed by the states governed under the standards of this Standards of Conduct. Please structure your compliance efforts using the policies and guidelines found in the main body of this Standards of Conduct for that particular section or paragraph.

Policy on Meals, Entertainment, Recreation, and Gifts

In addition to the main Standards of Conduct, the following provisions apply:

VENITI may provide modest meals (by local standards) as an occasional business courtesy in connection with informational presentations of scientific, educational or business information to Massachusetts HCPs. VENITI will not provide or pay for Massachusetts HCPs’ meals that: (1) are part of an entertainment or recreational event; (2) are offered without an informational presentation made by a pharmaceutical or medical device marketing agent or without such an agent being present; (3) are offered, consumed, or provided outside of the Massachusetts HCP’s office or a hospital setting; or (4) are provided to a Massachusetts HCP’s spouse or other guest.

Company Support for Continuing Medical Education (CME), Third-Party Educational or Professional Conferences, and Charitable Organizations

In addition to the main Standards of Conduct, the following provisions apply:

CME

If VENITI decides to engage in CME in the future, the policies set forth in this Addendum shall apply. VENITI may provide funding to a CME sponsor to support the provision of meals and refreshments to Massachusetts HCP attendees only if such meals and refreshments are: (1) provided to all Massachusetts HCP attendees (or if the provision of the meal satisfies all the requirements delineated above), and (2) provided in a manner that is consistent with applicable standards established by the conference sponsor and the body accrediting the educational activity. Meals and refreshments, however, must be clearly separate from the CME portion of the conference.

VENITI will not provide direct payment for meals nor provide financial support for the cost of travel, lodging, attendance or other personal expenses of non-faculty Massachusetts HCPs attending any CME event or third- party scientific or educational conference or professional meeting. VENITI will not sponsor any CME in Massachusetts that is not compliant with the appropriate standards set by the Accreditation Council for Continuing Medical Education (“ACCME”) or other equivalent accrediting body.

Company Support for Third-Party Educational or Professional Conferences

If VENITI decides to engage in providing company support for third-party educational or professional conferences in the future, the policies set forth in this Addendum shall apply. VENITI will not select Massachusetts HCPs to present at or attend third party conferences; rather, the training institution or conference sponsor will select attendees. Further, VENITI acknowledges that the responsibility for, and control over, the selection of content of faculty, educational methods, materials and venue belongs to the organizers of the conferences or meetings.

It is VENITI's policy to provide directly to the conference sponsor any financial support for the third-party educational and professional conferences in Massachusetts, which sponsor shall decide, independent of VENITI, how to use such support. No financial support will be provided for costs of travel, lodging or other personal expenses of non-faculty Massachusetts HCPs attending third-party conferences. Funding will not be provided to compensate a healthcare professional for time spent attending a conference or meeting.

Compliance with State and Federal Regulations Governing Interaction with Healthcare Professionals

In addition to the main Standards of Conduct, the following provisions apply: Under Massachusetts law VENITI has:

- adopted a Standards of Conduct for interactions with Massachusetts HCP in accordance with Massachusetts law;
- adopted and submitted to the Massachusetts Department of Public Health (the "Department") a description of a training program to provide regular training to appropriate employees including, without limitation, all sales and marketing staff, regarding the VENITI Standards of Conduct for interactions with Massachusetts HCPs. The training program:
 - ensures that all representatives who are employed by or acting on behalf of the VENITI and who visit Massachusetts HCPs have sufficient knowledge of:
 - this Standards of Conduct,
 - general science, and
 - product-specific information to provide accurate, up-to-date information, consistent with state law and FDA requirements; and
 - provides for regular assessments of persons who are employed by or acting on behalf of VENITI to ensure that they comply with the requirements of Massachusetts law and other relevant Company policies;
- certified to the Department to the best of VENITI's knowledge, information and belief that it is in compliance with Massachusetts' Pharmaceutical and Medical Device Conduct law;

- adopted and submitted to the Department policies and procedures for investigating non-compliance with Massachusetts' Pharmaceutical and Medical Device Conduct law, taking corrective action in response to noncompliance and reporting instances of non-compliance to the appropriate state authorities; and
- submitted to the Department the name, title, address, telephone number and electronic mail address of the VENITI Compliance Officer it has identified as responsible for certifying compliance with Massachusetts' Pharmaceutical and Medical Device Conduct law and implementing, monitoring, and enforcing this Standards of Conduct.

Disclosure of Marketing Activities

Massachusetts law requires VENITI to make disclosures of its marketing activities. The specifics of these requirements are as follows:

VENITI must disclose annually, in a report to the Massachusetts Department of Public Health, the value, nature, purpose, and recipient of any economic benefit with a value of \$50 or more provided to a "covered recipient" in connection with "sales and marketing activities" if that information is not already reported to CMS pursuant to the federal physician payment sunshine act. "Covered recipient" is defined to include any person authorized to prescribe, dispense, or purchase prescription drugs in Massachusetts, excluding employees of manufacturer or consumers.

“Sales and marketing activities” include:

1. Advertising, promotion, or other activity that is intended to be used or is used to:
 - a. Influence sales or market share of a biologic or medical device;
 - b. Influence or evaluate the prescribing behavior of a covered recipient to promote a biologic or medical device;
 - c. Market a biologic or medical device; or
 - d. Evaluate the effectiveness of a medical device sales force
2. Product education, training, or research that is designed or sponsored by the marketing division of a medical device manufacturing company or has marketing, product promotion or advertising as its purpose.
3. Other payments with a value of \$50 or more to a covered recipient, except as expressly excluded by Massachusetts regulations.

All VENITI employees that engage in sales and marketing activities involving a Massachusetts HCP are responsible for tracking the value, nature, purpose, and recipient of any economic benefit with a value of \$50 or more provided to a "covered recipient" in connection with sales and marketing activities. It is the responsibility of VENITI employees to submit complete and accurate expense reports relating to such sales and marketing activities within two weeks of incurring such expenditures.

ADDENDUM FOR NEVADA

This Addendum supplements certain standards specified in this Standards of Conduct. Where no reference to a certain section or paragraph is made in this Addendum, compliance is no different for interactions with healthcare professionals licensed by Nevada (“Nevada HCP”) than for those interactions with healthcare professionals licensed by the states governed under the standards of this Standards of Conduct. Please structure your compliance efforts using the policies and guidelines found in the main body of this Standards of Conduct for that particular section or paragraph. If VENITI interacts with HCP’s in Nevada:

Company Support for Continuing Medical Education, Third-Party Educational Conferences, and Charitable Donations

In addition to the main Standards of Conduct, the following provisions apply:

Company Support for Third-Party Educational or Professional Conferences

If VENITI decides to engage in providing company support for third-party educational or professional conferences in the future, the policies set forth in this Addendum shall apply. VENITI will not select Nevada HCPs to present at or attend third-party conferences; rather, the training institution or conference sponsor will select attendees. Further, VENITI acknowledges that the responsibility for, and control over, the selection of content of faculty, educational methods, materials and venue belongs to the organizers of the conferences or meetings.

VENITI may provide funding to a conference sponsor to support the provision of meals and refreshments to Nevada HCP attendees only if such meals and refreshments are: (1) provided to all healthcare professional attendees (or if the provision of the meal satisfies all the requirements delineated above), and (2) in a manner that is consistent with applicable standards established by the conference sponsor and the body accrediting the educational activity. Meals and refreshments, however, must be clearly separate from the CME portion of the conference.

Scholarships, Educational Funds and Travel Grants

In addition to the main Standards of Conduct, the following provisions apply:

VENITI may occasionally provide scholarships, educational funds and travel grants to benefit medical students, residents, fellows or other healthcare professionals for training or attendance of major national, regional or scientific meetings in Nevada. In these cases, it is VENITI’s policy to provide the funds directly to the academic or training institute; VENITI has no input into the selection of the recipients of the scholarship or funds.

Prescriber Data

In addition to paragraph 1.12 of the main body of this Standards of Conduct, the following provisions apply: VENITI will use non-patient identified prescriber data to facilitate the flow of information to Nevada HCPs. This data may serve many purposes. VENITI will respect and abide by the wishes of the Nevada HCPs who ask that their prescriber data not be made available to VENITI sales representatives.

Compliance with State and Federal Regulations Governing Interaction with Healthcare Professionals

VENITI shall submit to the Nevada Board of Pharmacy annually:

- A copy of this Standards of Conduct;
- A description of its training program;
- A description of its investigation policies;
- The name, title, address, telephone number and electronic mail address of its Compliance Officer;
and
- Certification that it has conducted its annual audit and is in compliance with this Standards of Conduct.

VENITI, INC.
ANNUAL BUSINESS CONDUCT STATEMENT

I hereby state that except as set forth on the attached Supplement, the following statements are true and correct:

1. Use of Confidential Information

I have not disclosed or used information relating to the Company's business, technology or products for personal profit or advantage; nor have I disclosed any such information to any third parties who are not entitled to receive such information. I have reviewed the Company's Non-Disclosure Policy and the Confidentiality and Inventions Rights Agreement which I signed and am in compliance with that Policy and Agreement.

2. Financial Integrity

I have not maintained or established any undisclosed or unrecorded funds, made false or artificial entries on the books or records of the Company or its subsidiaries, or made or cause to be made any payments on behalf of the Company or its affiliates to be used for something other than the stated purpose.

3. Gifts, Gratuities, and Entertainment

Neither I nor any member of my immediate family have accepted gifts, money, any items of material value, excessive entertainment or other favors from any third party that does or to my knowledge is seeking to do business with or is a competitor of the Company under circumstances in which it might be inferred that such action was intended to influence me in the performance of my duties. This does not include the acceptance of items of nominal value that are clearly tokens of respect or friendship and not related to any particular transaction or activities of the Company. I have reviewed the Company's Business Conduct Policy and am in compliance with that Policy.

4. Outside Interests

I do not hold, directly or indirectly, a position of material financial interest (other than investments in publicly-held companies) in any third party from which I have reason to believe the Company secures goods or services or that is engaged in a business competitive with that of the Company or which is in a business in the life sciences industry.

5. Outside Activities

I am not engaged, either directly or indirectly, as an employee, officer, director, consultant, advisor or otherwise in a business that is competitive with that of the Company or which supplies products or services to the Company or which is a business in the life sciences industry. I have obtained the written approval of my supervisor for activities with any outside businesses.

6. Improprieties

I am not aware of any improprieties committed by any employee, officer, director or other representative of the Company or of any act that may compromise the Company's integrity.

7. Interactions with Healthcare Professionals

I have not violated any laws, regulations or company compliance policies that relate to interactions with Healthcare Professionals (HCPs), nor am I aware of any such improprieties committed by any employee, officer, director or other representative of the Company.

I hereby agree to report to the Chairman of the Board and/or the President of Veniti, Inc., any situation that may develop, which will modify any statements related to these issues prior to the completion of my next questionnaire. I further agree that if a situation arises where it is difficult to determine the proper course of action, I will discuss the matter with my Direct Supervisor or with the President/CEO and/or Chairman of the Board of Veniti, Inc.

Signature

Date

Print Name

