

OMNIlife science, Inc.
Corporate Code of Conduct

Purpose:

OMNIlife science, Inc. (“OMNI”) is a medical device manufacturer engaged in the business of designing, developing, manufacturing, marketing, distributing, and selling total joint prosthesis orthopedic implants and related products for human implantation in the treatment of orthopedic injuries and disorders. OMNI is committed to conducting its business activities ethically and lawfully. This Code of Conduct establishes policies and procedures that are intended to guide employees, officers, and directors, and independent sales representatives who provide sales and sales support services to OMNI in the performance of their duties and responsibilities and ensure compliance with the Company's commitment to ethical and lawful conduct as well as compliance with the applicable laws and regulations that govern the medical device industry generally. These policies and procedures apply to all employees, officers, and directors of OMNI and, to the extent that have relevance and are applicable, to independent sales representatives and physician and other third party consultants of OMNI.

1. **Compliance.** OMNI will conduct its business affairs and related activities in compliance with all applicable laws, rules, and regulations and in accordance with OMNI’s high ethical standards. OMNI is aware of the need to ensure compliance with those laws, regulations and guidelines which govern OMNI’s business as well as that of its physician customers, and manufacturer affiliates on whose behalf OMNI provides services.
2. **The Workplace.** OMNI will maintain a safe and drug-free work place that is free from discrimination based on race, color, creed, religion, gender, age, disability, national origin, ancestry, citizenship, armed forces service, marital or veteran status, sexual orientation, or any other impermissible factor.
3. **Designing, Developing, Manufacturing and Selling Products.** OMNI is committed to designing, developing, manufacturing, marketing, distributing, and selling products through its independent sales representatives in a safe and legally compliant manner. In designing, developing, manufacturing, marketing, distributing, and selling medical devices and related products, OMNI has established and will comply with standards that meet or exceed the laws and regulations applicable to such activities.
4. **Competitive Practices.** OMNI will compete for all business opportunities in the marketplace vigorously, fairly, ethically, and legally. OMNI will comply with all antitrust and other laws regulating competition and trade and will not discuss pricing, cost, production plans, business strategies, or any other proprietary or confidential information with its competitors.

5. **Marketing and Sales Activities.** OMNI will represent its products and services accurately and will comply with applicable regulatory and legal requirements governing the marketing and sale of its products and services.
6. **Payments.** Neither OMNI nor its employees, directors, officers, or independent sales representatives will make any improper payments to government or non-government officials, employees, customers, persons, or entities, nor will OMNI or its employees and directors request or accept any improper payment from suppliers, customers, or anyone seeking to do business with OMNI.
7. **Fair Dealing.** Each employee and director will deal fairly with OMNI's customers, suppliers, competitors, affiliates, independent auditors, and other employees and will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.
8. **Confidential Information.** No employee, director, or independent sales personnel will use, for his or her own personal gain, or disclose to any third party, any confidential or proprietary information that he or she obtained as a result of his or her employment with or relationship to OMNI. Confidential or proprietary information includes without limitation all non-public information that might be of use to competitors or harmful to OMNI and its customers if disclosed.
9. **Corporate Opportunities.** Employees, officers, and directors owe a duty to OMNI to advance its legitimate interests when the opportunity to do so arises. Such personnel are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information, or position, (b) using corporate property, information, or position for personal gain, or (c) competing with OMNI.
10. **Conflicts of Interest.** No employee or director will engage in any activity or have any outside interest that might deprive the Company of his or her loyalty, interfere with the satisfactory performance of his or her duties, make it difficult to perform his or her duties for the Company objectively and effectively, or be harmful or detrimental to OMNI. Employees and directors must immediately disclose in writing any actual or potential conflict of interest that they may have to senior management for resolution. A conflict of interest occurs when a person's private interest interferes or appears to interfere in any way with the Company's interests and may also arise when an employee or director or a member of his or her family receives improper personal benefits as a result of his or her position with the Company.

Examples of actual or potential conflicts of interest include without limitation whenever:

- (a) An employee or director holds an outside position or is engaged in an outside activity that affects the performance of his or her work for the Company.
 - (b) An employee or director, or any member of his or her family, is employed by, is a consultant to, or holds an ownership or other interest (other than a nominal investment in stock of a publicly traded company) in any concern that is a competitor of the Company, a supplier or dealer for the Company, or is involved in a joint venture with the Company.
11. **Protection and Proper Use of Company Assets.** Theft, carelessness, and waste have a direct impact on the Company's profitability. All employees and directors will take appropriate actions to protect the Company's assets and ensure their efficient use for legitimate business purposes.
12. **Collaboration with Consulting and Designing Physicians.** In an effort to ensure the continuous development and commercialization of new products, as well as improvements upon existing products, OMNI collaborates with members of the physician community in its design, development, and evaluation activities. OMNI and its employees, officers, and directors will abide by all applicable laws, regulations, and industry guidelines when contracting with, working with, compensating, and otherwise reimbursing physicians in connection with their work for OMNI. Internal policies and procedures addressing such activities will be routinely reviewed and updated as necessary and all OMNI personnel will be trained on the applicable policies and procedures. OMNI will not under any circumstances consider the value or volume of business, if any, generated by any physician with whom OMNI works and OMNI will enforce its policies and procedures regarding interactions with such physicians vigorously and without exception.
13. **Disclosure.** Patients who receive or are considering receiving OMNI products have a right to know if their physician works with OMNI on product development or related projects. OMNI is committed to ensuring that patients have all information reasonably necessary about OMNI and their products to make informed decisions about their healthcare. Therefore, OMNI will make disclosure to the patient population via its external (public) website of those physicians who work with OMNI and, accordingly, receive compensation from OMNI, as well as making such disclosure to any health care institution or entity who requests same.
14. **Compliance:**

- (a) Any violation of this Code of Conduct and any implementing policies and procedures should be reported immediately to the Chief Compliance Officer either in person or via e-mail at CorporateCompliance@OMNIs.com. The identity of the person or persons making a report will remain confidential at the election of the individual reporting the violation.
- (b) Officers, directors, and other appropriate employees will be required to confirm in writing no less frequently than annually that they understand and are complying with this Code of Conduct and any implementing policies and procedures and that they are not aware of any violations of same or have properly reported all violations.
- (c) OMNI will promptly investigate any alleged violation of these policies. Violation of a policy, retaliation against any individual for reporting a violation, or failure to otherwise comply with these policies will not be tolerated and will result in disciplinary action, including termination of employment where appropriate.

Questions concerning this Code of Conduct should be directed to OMNI's Chief Compliance Officer.

The OMNI life science Corporate Code of Conduct is hereby adopted and made binding on all employees, officers, directors, and, to the extent applicable, independent sales representatives and physician consultants of OMNI life science.