

**CORMETECH, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
**(MARCH 2018)**

**Introduction**

This Code of Business Conduct and Ethics (the “Code”) describes the basic principles of conduct that we share as officers and employees of Cormetech, Inc. (“Cormetech”) and its subsidiaries and affiliated companies (collectively referred to herein as “the Company”). This Code also applies to our directors and should be provided to and followed by our agents and representatives, including distributors and sales representatives.

We adhere to ethical guidelines in dealing with our employees, suppliers, customers, investors, insurers, competitors, regulators, auditors and counsel, and we expect all of our employees, agents and representatives to do the same.

This Code is intended to provide a broad overview of basic ethical principles that guide our conduct. It is our policy to conduct our business affairs honestly and in an ethical manner. In some circumstances, we maintain more specific policies on the topics referred to in this Code. Should you have any questions regarding these policies, please contact Cormetech’s General Counsel.

**Compliance with Laws, Rules, and Regulations**

We comply with all laws, rules, and regulations of the places where we do business. If a law, rule, or regulation is unclear, or conflicts with a provision of this Code, you should seek advice from our General Counsel but always seek to act in accordance with the ethical standards described in this Code. You are expected to comply with all local country laws in conducting the Company’s business. If you violate these laws or regulations in performing your duties for the Company, you not only risk individual indictment, prosecution and penalties, and civil actions and penalties, you also subject the Company to the same risks and penalties. If you violate these laws in performing your duties for the Company, you may be subject to immediate disciplinary action, including possible termination of your employment or affiliation with the Company.

**Conflicts of Interest**

We conduct our business affairs in the best interest of our Company and should therefore avoid situations where our private interests interfere in any way with our Company’s interests. We need to be especially sensitive to situations that have even the appearance of impropriety and promptly report them to a supervisor, or if appropriate, a more senior manager. If you believe that a transaction, relationship, or other circumstance creates or may create a conflict of interest, you should promptly report this concern.

## **Record Keeping**

We require honest and accurate recording and reporting of information to make responsible business decisions. We document and record our business expenses accurately. Questionable expenses should be discussed with our General Counsel.

We avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies in our business records and communications. We maintain our records according to our record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult our General Counsel.

The senior management will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles. Senior management will ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.

Senior management bears a special responsibility for promoting integrity throughout the Company. Furthermore, senior management has a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information.

## **Corporate Opportunities**

We do not personally take opportunities that are discovered using Company property, information, or position without the prior consent of Cormetech's Board. Our directors, officers, and employees are also prohibited from competing with the Company.

## **Competition and Fair Dealing**

We outperform our competition fairly and honestly by developing and providing leading services and products based on innovation and performance and providing high quality service in a timely and efficient manner. We do not engage in unethical or illegal business practices such as stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing disclosure of this type of information by past or present employees of other companies.

## **Business Entertainment and Gifts**

We recognize that business entertainment and gifts are meant to create good will and sound working relationships, not to gain unfair advantage with customers or suppliers. Neither we nor our family members can offer, give, or accept any gift or entertainment unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff, and (e) does not violate any laws or regulations. Any questionable gift or invitation should be discussed with a supervisor or, if appropriate, a more senior manager.

## **Discrimination and Harassment**

The diversity of our employees is a tremendous asset. We provide equal opportunity in all aspects of employment and will not tolerate discrimination or harassment of any kind. Derogatory comments based on racial or ethnic characteristics, national origin, religious affiliation or creed, age, sex, physical/mental disability, veteran status, or citizenship are prohibited. Likewise, unwelcome sexual advances and similar behavior are prohibited.

## **Health and Safety**

We strive to provide a safe and healthy work environment. We ensure a safe and healthy work environment by diligently following safety and health rules and practices and promptly reporting accidents, injuries, and unsafe equipment, practices, or conditions to a supervisor or more senior manager.

We do not permit violence or threatening behavior in our workplaces. We report to work in condition to perform our duties at our best, free from the influence of illegal drugs or alcohol. We do not tolerate the use of illegal drugs or alcohol in the workplace.

## **Confidentiality**

We protect confidential information. Confidential information includes proprietary information such as our trade secrets, patents, trademarks, technical information, trade names, copyrights, business, marketing plans, sales forecasts, proprietary software, designs, databases, records, salary information, and unpublished financial data and reports, as well as any non-public information that might be of use to competitors or harmful to us or our customers if disclosed. It also includes information that suppliers and customers have entrusted to us on a confidential basis. Our personal obligation not to disclose confidential information continues even after employment ends. Notwithstanding the foregoing, you may disclose in confidence our confidential information (1) to federal, state, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law and (2) in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure. Nothing in this policy is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b).

## **Protection and Proper Use of Company Assets**

Theft, carelessness, and waste of Company assets have a direct impact on our profitability and should be avoided. Any suspected incident of fraud or theft should be immediately reported to a supervisor or, if appropriate, a more senior manager for investigation. We carefully safeguard our confidential information. Unauthorized use or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.

## **Anti-Corruption Policy**

Employees may **never** offer or give a “gift” or payment - no matter how small - to influence or reward a government official for an official act. A “government official” is any

official or employee of any government (local, state, federal, or foreign) or any agency, ministry, or department of a government (at any level). A “gift” includes loans, meals, beverages, tickets, entertainment, commemorative items, transportation, lodging, or any other goods or services of value. In limited circumstances, gifts to government officials may be permitted. Employees should, however, obtain express prior written approval from the General Counsel before making any gifts.

In compliance with the United States Foreign Corrupt Practices Act (“FCPA”) we do not give anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. We do not promise, offer, or deliver to any foreign or domestic government employee or official any gift, favor, or other gratuity that would be illegal. Our General Counsel can provide guidance in this area.

The laws or customs of other countries in which we operate must also be followed; however, they may be less clear. It is our policy to comply with those laws or customs; but, if a local law or custom seems to contradict the principles described in this Code, contact our General Counsel for guidance.

### **Reporting Violations of Company Policies and Receipt of Complaints Regarding Financial Reporting or Accounting Issues – Our “Whistleblower” Policy**

You should report any violation or suspected violation of this Code to the General Counsel of the Company. You can provide your report verbally or in writing (i.e., by e-mail, letter, or memo) or, if you prefer, you can make your report anonymously by contacting the Company Values Line (888-475-8376).

The Company’s efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that you promptly bring to the attention of the General Counsel any material transaction, relationship, act, failure to act, occurrence or practice that you believe, in good faith, is inconsistent with, in violation, or reasonably could be expected to give rise to a violation, of this Code.

Here are some approaches to handling your reporting obligations:

- If you believe a violation of the Code or a violation of applicable laws and/or governmental regulations has occurred or you have observed or become aware of conduct which appears to be contrary to the Code, immediately report the situation to our General Counsel in the manner described above.

- Use common sense and good judgment; act in good faith. You are expected to become familiar with and to understand the requirements of this Code. If you become aware of a suspected violation, do not try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. The circumstances should be reviewed by appropriate personnel as promptly as possible, and delay may affect the results of any investigation. A violation of this Code, or of applicable laws and/or governmental regulations is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone

or put him or her in a false light. Reports of suspected violations should always be made in good faith.

- **Internal investigation.** When an alleged violation of this Code, applicable laws, and/or governmental regulations is reported, the Company will take appropriate action in accordance with the compliance procedures outlined in this Code. You are expected to cooperate in internal investigations of alleged misconduct or violations of this Code or of applicable laws or regulations.

- **No fear of retaliation.** It is the Company's policy that there be no retaliation against any person who provides truthful information to a Company or law enforcement official concerning a possible violation of any law, regulation or Company policy, including this Code. Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which you report a suspected violation in good faith, the Company will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of its investigation, the Company may find it necessary to share information with others on a "need to know" basis. No retaliation shall be taken against you for reporting alleged violations while acting in good faith. **To be clear, the Company's "no retaliation" policy applies whether you are reporting to the Company directly or to law enforcement or a government agency.**

**CODE OF BUSINESS CONDUCT AND ETHICS  
ACKNOWLEDGMENT FORM**

I hereby acknowledge receipt of the Cormetech Code of Business Conduct and Ethics (the “Code”). I further acknowledge that I have read and agree to abide by the terms of the Code.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date Signed: \_\_\_\_\_