

COOK MEDICAL GLOBAL CODE OF CONDUCT

Revised January 2011



Contents

Cook Mission Statement and Values	4
How Do You Do the Right Thing?	4
Your Role in:	
I. Owning Cook's Global Ethics & Compliance Program	5
II. Serving Patients	6
III. Fostering Best Business Practices	7
IV. Interacting Honestly with Governments and Regulators	8
V. Caring for Cook	9
VI. Respecting Coworkers	10
VII. Honoring Our Communities and the Public	11

Nothing in this Code of Conduct prevents or restricts the company from taking disciplinary action on matters relating to employee conduct, whether or not that disciplinary action is discussed in this document. Violation of these principles is discussed in each company's employee manual or handbook. If required, disciplinary actions may include termination of employment. If any part of this Code becomes unenforceable under the law of a particular jurisdiction, that section may be revised or deleted without affecting the remaining sections.

This Code should not be construed as a guarantee of employment for any period of time, nor does this Code constitute a contract of employment. The Code may be revised, changed or amended at any time.

Cook Mission Statement

Cook is dedicated to bold leadership in pioneering innovative medical solutions to enhance patient care worldwide.

Values

Patients: Maintain a deep concern for patient safety and well-being.

Quality: Provide the highest quality medical products.

Customers: Treat customers with respect and serve them to the best of our ability.

Knowledge: Solve diverse medical problems while maintaining a willingness to listen, learn, innovate and educate.

Integrity: Respect our company by giving our best effort, loyalty, honesty and accountability.

Employee Involvement: Acknowledge the contribution of our fellow employees.

Corporate Citizenship: Serve as a corporate role model for the betterment of society by being a sensitive employer and contributor to the communities where we reside, and an example of the highest integrity in business dealings.

Environment: Minimize our corporate impact on the environment and act intentionally to preserve and improve our surroundings for future generations.

How Do You Do the Right Thing?

At Cook, "do the right thing" means:

- Patient safety always comes first.
- Follow the policies and procedures that apply to your job.
- Avoid even the appearance of impropriety.
- Don't 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 our customers, to Cook, to our community and to each other.

What is your role?

I. Your Role in: Owning Cook's Global Ethics & Compliance Program

The written Cook programs must be considered first, unless a customer's policy or local law or regulation is stricter.

1) Read, understand and take ownership of this Code of Conduct.

Cook expects its employees and agents to do what is right, treat people fairly, perform their jobs with diligence and honesty, and otherwise conduct Cook's business in a manner that is above reproach. Cook's principles of honesty and integrity are outlined in this Code of Conduct ("Code"). By reading, understanding and taking ownership of this Code, we each take responsibility for sharing these values and for our own success, as well as the continued success of Cook.

This Code is the cornerstone of Cook's Global Ethics & Compliance Program ("Program"). This Code provides general principles to guide all 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 "Policy & Guidance" documents, procedures and programs to provide relevant information for specific job functions. The applicable "Policy & Guidance" documents, the programs and the procedures referenced throughout this Code, indicated in bold, are available in each Cook company from the compliance officer. It is your responsibility to know them. "Business Practice Manuals" are being developed for use in applying the Program elements in regions around the world where laws as well as customer and industry standards may differ, and in the various industries represented by Cook companies. Additional Program documents will be developed as needed.

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

3) Report violations of this Code of Conduct without fear of retaliation.

Cook investigates and addresses reported and suspected violations of this Code. Where allowable by law, you are encouraged to report violations of this Code to management or to your corporate compliance officer without fear of retaliation. Cook will conduct a prompt and, wherever possible, confidential investigation of all reports. Retaliation in any form will not be tolerated against an individual who reports a violation of this Code, applicable law or regulation.

Integrity at Cook starts with you!

II. Your Role in: Serving Patients

1) Provide quality products in a timely manner.

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

Cook's quality systems are described in the quality policy manuals for each Cook manufacturing company. The manuals outline authorities and responsibilities, quality system procedures and instructions, management review, and system effectiveness audits. Management is responsible for training employees on the parts of the quality system that apply to their jobs. It is your responsibility to understand if and how the quality system applies to your job.

2) Understand your job and be accountable for results.

Cook 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, Cook encourages you to consult with your supervisor, manager, department head or human resources department.

3) Follow applicable privacy laws.

Cook is committed to maintaining the confidentiality and integrity of protected personal information, such as medical health data, national identification numbers and payment details provided to us by our employees, customers, patients and clinical trial participants. Cook is committed to following relevant privacy legislation in every country where we do business. National laws include the U.S. Health Insurance Portability and Accountability Act ("HIPAA"), the U.S./E.U. Safe Harbor Privacy Principles, the Canadian Personal Information Protection and Electronic Documents Act ("PIPEDA"), the European Privacy Directive, the Australian Privacy Law Act ("PLA") and the Japanese Personal Information Protection Law. In addition, there are specific state and provincial laws governing personal information and breach notification around the world. If you have questions or need additional information, please contact the Cook Group Global Privacy Office.

4) Do your part to ensure data security.

As a Cook employee, part of your necessary job function 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. All employees must follow Cook policies on the collection, transmission, use, disclosure, retention and secure destruction of data as outlined in the Cook Policy & Guidance on Handling Protected Personal Information, the Cook Records Management Program (with the applicable Records Retention Schedule being developed for each company) and the Cook Electronic Information Policy. In addition to the many national and local privacy laws worldwide, there are many strict laws that require immediate notification to government agencies in the event of a breach or loss of protected personal information.

You are responsible for understanding your role in this process. Transmission of protected personal information from country to country is heavily regulated and in many instances prohibited. All Cook companies that process, store or transmit credit card information for any purpose are obligated to comply with the Payment Card Industry Data Security Standard (commonly referred to as PCI compliance). If you have questions or need additional information, please contact the Cook Group Global Privacy Office.

Remember that other jurisdictions may not respect the privacy laws of your home jurisdiction. United States Customs, for instance, and many other governmental border authorities possess the power to copy and/or confiscate any electronics or data for any purpose.

Potential data security hazards while traveling highlight the need to evaluate what you store electronically and carry with you. Not all types of storage are appropriate for all types of confidential data.

If you have a data security breach while traveling, immediately contact your corporate compliance officer. If you have additional questions, contact the Cook Group Global Privacy Office.

Disease is our competition.

III. Your Role in: Fostering Best Business Practices

1) Deal honestly and fairly in business.

Cook is fully committed to our 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 Cook to deal with our customers honestly and fairly. Furthermore, you are asked to take the highest ethical road when interacting with competitors in the marketplace. Follow the requirements of the Cook Policy & Guidance on Antitrust and Fair Competition or applicable Business Practice Manuals.

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

2) Follow a customer's internal policies and requirements, and those of individual political jurisdictions such as states, provinces, countries or medical societies with respect to doing business in their facilities, with their employees or with their members. The specific rules or policies of an individual medical institution or a hospital system regarding interaction between the medical device industry and healthcare professionals must be considered first, if more stringent than Cook policies.

3) Follow the Cook Policy & Guidance on Interaction with Healthcare Professionals, which has been designed based on applicable laws and medical device industry standards with respect to meals, consulting arrangements, grants, educational meetings and business meetings as well as bans on providing gifts, entertainment and recreation.

4) All corporate donations must comply with Cook policies and any applicable laws or guidance, such as those outlining appropriate interaction with healthcare professionals. Follow the Cook Procedure for Responding to Funding Requests from Healthcare Professionals for specific guidance.

5) Adhere to Cook policy on employees accepting gifts or entertainment.

Cook employees should not accept gifts or entertainment of more than a modest value from any individual or business in a position to gain a relationship with Cook, with the exception of a routine social function. This includes, but is not limited to, customers, vendors, consultants and other potential business partners. Gifts of merchandise or products, as well as personal services or favors, may not be accepted unless they have a value of less than \$100.00 USD or the equivalent. This monetary limit is intended to serve as a guideline, and employees are urged to talk to their supervisor, manager or department head before accepting any gift of more than a modest value. It is never appropriate for a Cook employee to ask for a gift. A gift of cash or cash equivalent (e.g., securities) may never be accepted.

In some international business transactions, it is customary and legal for business leaders in a host country to present gifts to Cook employees. These gifts may be of more than a modest value and, under the circumstances, returning the gifts or paying for them may be an insult to the giver. In this situation, the gift must be reported to the employee's supervisor. In all other cases where a gift cannot be returned and where offering to pay for the gift would damage the business relationship, your supervisor must be notified. In some cases, a gift to an individual may be kept by the company, at the company's sole discretion. It is important that gifts do not influence, or appear to influence, business decisions.

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 section IV, "Interacting Honestly with Governments and Regulators," for more information.

7) Follow the Cook Accounting Policies and Procedures.

It is Cook's policy to comply with all financial and accounting regulations that apply to our companies worldwide. The Cook Accounting Policies and Procedures document guides our activities in this area. Employees must follow the applicable regional Cook Expense Reporting Guidelines for all expenses incurred on behalf of Cook.

8) It is Cook's policy to protect our intellectual property and to respect the intellectual property of others.

Treat customers honestly and fairly.

IV. Your Role in:

Interacting Honestly with Governments and Regulators

1) Assure regulatory compliance.

The provision of medical care and associated equipment, devices and pharmaceuticals are regulated and monitored by a variety of government agencies around the world. It is Cook's policy that all Cook employees understand and comply with laws, regulations and government directives that apply to our business activities. Cook 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.

It is Cook's expectation that all Cook employees provide accurate, relevant information and records as requested to government regulatory bodies that are legally authorized to ask for such information.

2) Provide reimbursement information in terms of Cook product support only.

Cook has established the position of Director of Reimbursement in the U.S. and entrusted that person with properly establishing accurate reimbursement code information for Cook products. Cook employees are only to provide information on coverage, coding and payment rates to support Cook products and should not provide such information as a consulting service for customers. In the U.S. follow the Policy & Guidance on U.S. Billing, Coding and Reimbursement. Outside the U.S., similar resources are in development.

3) Appropriately handle third-party inquiries (e.g., government and media).

Cook will respond to legitimate third-party inquiries in a cooperative and responsible manner. Cook 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, please report immediately to management or directly to the Cook Group Legal Department. Media inquiries should be forwarded to your supervisor to be reported to the Public Relations Department of Cook Incorporated.

4) Practice transparency.

At Cook we have Policy & Guidance documents as well as procedures designed to help our employees appropriately interact with healthcare professionals in consulting arrangements for such things as clinical trials, product development and physician education. We have established a tracking system and training to comply with disclosure laws covering payments to healthcare professionals.

5) Comply with applicable laws and regulations.

It is your responsibility as a Cook employee to comply with laws and regulations that apply to our business activities worldwide. If you have any questions about how your job procedures comply with a law or regulation, please ask your manager or corporate compliance officer.

6) Cooperate with any internal or legitimate external investigation.

It is Cook's policy that each employee is responsible for maintaining accurate records and documentation and cooperating fully with any internal or legitimate external auditors, investigators and governmental authorities.

7) Follow the Cook Policy & Guidance on Political Interactions.

Cook employees should not attempt to represent Cook's position or stance on issues in the political arena without the approval of the Global Functional Leader for Legislative Affairs (in the U.S.) or the president or managing director of the relevant Cook company (outside the U.S.). All laws governing political contributions must be followed. Cook employees shall not provide gifts, services, entertainment or anything of value to political officials. Further, if a Cook employee in the U.S. authorizes payment to an event sponsor at which one or more federal officials are honored or solicit a contribution, he or she shall report the details of the payment and event to the Global Functional Leader for Legislative Affairs.

8) Engage ethical business partners and associates.

Follow Cook procedures to research prospective business associates.

Observe the Cook Policy & Guidance on International Trade and the local laws and regulations that govern your business activities. A chart of countries that are restricted, with respect to doing business with Cook, and a flow chart to help with decision making are located on the Global Technical Warehouse (GTW).

Verify that business partners and associates are legitimate, reputable and qualified. Be mindful when interacting with government-owned healthcare facilities, as the healthcare practitioners may also be government employees, implicating the Foreign Corrupt Practices Act (U.S.), U.K. Bribery Act and other anti-corruption and bribery laws and regulations. Distributors and other agents should be trained on Cook's Global Ethics & Compliance Program as a condition of doing business with them.

V. Your Role in: Caring for Cook

1) Maintain confidentiality.

Cook has taken many protective measures to maintain the integrity of our proprietary and confidential business information, such as how we conduct our business activities, the identities of our customers, and our manufacturing methods and processes. As a Cook employee, you are trusted and obligated to always put the company's best interest above your own. Much of Cook's success is a direct result of employee values and loyalty. Public and customer confidence, along with employee loyalty, plays a key role in our continued success. In addition to protecting Cook's confidential information, we must do our jobs with diligence, care and skill.

Cook employees are obligated to protect the proprietary and confidential information and trade secrets belonging to the company. Your obligation continues even when you are no longer employed by Cook.

2) Protect intellectual property.

It is Cook's policy to protect our intellectual property, and to respect the intellectual property of others. Cook puts significant time, money and resources into developing our procedures and medical products. Our intellectual property includes, but is not limited to, processes, product designs, manufacturing methods, confidential information and our business practices. Although some intellectual property is protected by patents, copyrights and trademark registrations that are enforced through the court system when necessary, it is also the responsibility of each of us to protect all company-confidential information.

Cook is careful to limit exposure of our confidential intellectual property and we respect our competitors' efforts to do the same. Confidential information must not be shared with anyone outside Cook unless there is a company-approved confidentiality agreement in place. Likewise, we must not accept the confidential information of others, including competitors, without a real need for the information and a confidentiality agreement in place stating the permissible use or disclosure. You should contact the Cook Group Legal Department for advice regarding the correct form to use in all cases when a company requests changes in our confidentiality agreement or insists on the use of its form.

3) Avoid conflicts of interest.

Avoid situations where your interests conflict or appear to conflict with those of Cook.

A conflict of interest exists if you find that your personal interest in a situation makes you unable to act in Cook's best interest, such as making corporate investments or using a company's services for your personal gain. Contact your manager, HR representative or corporate compliance officer if you have questions or need advice.

4) Appropriately use company property.

It is Cook's policy to maintain and protect company property from theft or destruction. All employees are responsible for properly using Cook's physical resources and property, as well as its proprietary and confidential information. Company property, facilities and resources may not be used to conduct business, solicit sales or distribute products or services that are not related to an employee's job within the company. The only exception is for charitable activities formally approved in advance by company management.

5) Follow the Cook Electronic Information Policy as part of the Cook Records Management Program.

It is Cook's policy that employees use Cook computer resources in a productive and professional manner for the benefit of the company and our customers. Cook has established guidelines for maintaining a secure environment for company information systems. Access to computers, the internet and e-mail is provided to benefit Cook and our customers. You are responsible for using computers, the Internet and e-mail in accordance with the Cook Electronic Information Policy, which must be read and signed (either as a separate agreement or as part of an employee handbook/manual) by those accessing Cook's system in any way. All employees are required to comply with this policy.

6) Maintain and retain accurate records.

Cook is committed to maintaining accurate and complete records on which it can rely to effectively manage its operations and to comply with record keeping and retention laws that govern our business. As a Cook employee, you are entrusted with the responsibility for accurate preparation and careful maintenance of those records. Proper maintenance of records also includes the thoughtful destruction of records, because the retention of records beyond their usefulness and beyond legal requirements is both unnecessary and costly.

The Records Management Program is designed to provide Cook employees with guidance for the retention, storage and disposal of Cook's records. A new Cook Records Retention Schedule is being developed for each Cook company, listing a retention period for every Cook record. It is the responsibility of each employee to be familiar with, and to strictly observe and follow, the Records Management Program and also the Records Retention Schedule when established.

7) Follow Cook Corporate Travel Policy and Procedures.

Star Travel Services, Inc. has the responsibility of providing arrangements for transportation and accommodations for many employees who travel on Cook's behalf. It is Cook's policy to ensure that such travel is conducted in a reasonable and cost-efficient manner, while minimizing difficulties. The Corporate Travel Policy and Procedures booklet produced by Star Travel outlines the expectations for making business travel arrangements.

VI. Your Role in: Respecting Coworkers

Each of us plays an important role in working together for the success of Cook and for the success of our colleagues. Our individual values and behaviors should reflect the highest standards of the organization and serve as an example for all to follow.

- 1) Recognize and develop the strengths of our individual differences.
- 2) Create an environment that allows all employees to fully contribute to the highest levels of our capabilities.
- 3) Treat each other with respect and common courtesy.
- 4) Protect each other from inappropriate behavior or treatment without fear of retaliation.
- 5) Be knowledgeable of and follow all policies in your company employee handbook/manual and do not tolerate workplace violence, harassment or discrimination.
- 6) Be safe. As an employee at Cook, you are expected to follow all environmental and safety rules and practices to protect yourself, your coworkers and your community.

Safety is an integral part of our daily operations, and it is the responsibility of all of us to be actively involved in following and creating safe work practices. Combining the following five elements with a common sense approach helps us prevent accidents and will provide a safe work environment:

- Know and use safe work procedures.
- Avoid unsafe acts.
- Keep your work area clean and uncluttered.
- Report accidents and injuries immediately when they occur.
- Report unsafe work practices, conditions and procedures.

Diversity and inclusion spark innovation.

VII. Your Role in: Honoring Our Communities and the Public

1) Commit to the communities where we work.

Giving back to our communities is important to us. Cook companies have always strived to be good neighbors in the communities where we work and live. Our companies have a history of philanthropy and we encourage our employees to get involved in their communities by volunteering. Cook is committed to complying with applicable local ordinances and other local legal requirements.

2) Protect the environment.

We are responsible for minimizing the impact our business activities have on the environment. Cook facilities must operate in compliance with all applicable environmental laws to protect our neighbors, our neighborhoods and our businesses. Cook intends to reduce environmental impact by encouraging the adoption of environmentally friendly practices in all areas of business.

3) Immediately report data breaches or loss of protected personal information.

As a necessary job function, Cook employees will collect protected personal information for various purposes such as research and development, marketing, sales, regulatory, human resources and quality control functions. All employees must follow Cook policies on the collection, transmission, use, disclosure, retention and secure destruction of data as outlined in the Cook Policy & Guidance on Handling Protected Personal Information, the Cook Records Management Program (including the Records Retention Schedules) and the Cook Electronic Information Policy. These policies offer instruction on lawful collection, transmission, use, disclosure, retention and secure destruction of data. In the many national and local privacy laws worldwide, there are strict requirements that require immediate notification to government agencies in the event of a breach or loss of protected personal information. Cook employees are responsible for understanding their role in this process and are expected to immediately follow company reporting procedures. If you have questions or need additional information, please contact the Cook Group Global Privacy Office.

4) Do not engage in insider trading.

It is possible that, while working for Cook, you may become aware of material nonpublic information about a company with which Cook does business. It is Cook's policy that you may not, directly or indirectly through family members or other persons, (a) buy or sell securities of the other company, or engage in any other action to take personal advantage of that information, or (b) pass that information on to others outside the company, including family and friends.

“We all have an obligation to society to give... do so without the feeling that you are ever going to have a reward.”

- Bill Cook