



Septodont

205 Granite Run Drive

Suite 150

**septodont**

# Comprehensive Compliance Program and Standards of Conduct

## Septodont (North America)

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## **SEPTODONT (North America) COMPREHENSIVE COMPLIANCE PROGRAM**

Septodont (North America) (“Septodont” or the “Company”) is committed to implementing and maintaining an effective Comprehensive Compliance Program consistent with the Compliance Program Guidance for Pharmaceutical Manufacturers published by the Office of Inspector General (“OIG”), U.S. Department of Health and Human Services and the Pharmaceutical Research and Manufacturers of America (“PhRMA”) Code on Interactions with Healthcare Professionals.

Septodont seeks to comply with the California Health and Safety Code (Section 119400 through 119402), which requires pharmaceutical and medical device companies to establish a Comprehensive Compliance Program. Septodont is also committed to complying with all applicable federal and state statutes and regulations.

Our Compliance Program was established by the Company’s Senior Executive Committee to ensure that our commitment to the highest standards of corporate ethics and conduct is clearly defined and comprehensive.

The Compliance Program reflects our intention to have interactions with healthcare providers that are professional exchanges designed to benefit the patients and to enhance the practice of medicine. Septodont’s Compliance Program embraces the principle that a healthcare professional’s care of patients should be based solely upon each patient’s medical needs and the healthcare provider’s medical knowledge and experience. Further, in the context of its business activities and interactions, Septodont also does not tolerate fraud or abuse of the healthcare system. This document will serve to outline the measures that Septodont has undertaken to prevent and detect violations of law or company policy with respect to the interactions of our employees with the healthcare community, as well as with other defined and applicable regulatory standards.

An effective Comprehensive Compliance Program must be dynamic and responsive to new developments. Septodont will make conforming changes to its Program within six months of any update or revision to the OIG Compliance Program Guidance for Pharmaceutical Manufacturers or the PhRMA Code on Interactions with Healthcare Professionals or any applicable federal or state laws. We expect to review our Compliance Program yearly and to enhance it over time to meet our evolving compliance needs.

## 1. Overview of Compliance Program

### A. Written Policies and Procedures

Septodont has established written standards of conduct, including those outlined in Section 2 of this Compliance Program, that are designed to ensure compliance with the requirements associated with federal, state and local laws and regulations. This Program is reviewed annually and updated as necessary.

In accordance with the California Law, which requires each pharmaceutical company to establish limits on gifts, promotional materials or items or activities that the company may provide to individual healthcare practitioners, Septodont has established that the value of each individual item does not exceed \$100, and the aggregate annual maximum for individual healthcare practitioners will not exceed \$3,000.

### B. Compliance Officer and Compliance Committee

Our Compliance Officer, Eric Penrose (Vice President of Quality and Compliance), is responsible for the implementation, operation, and monitoring of the Septodont Comprehensive Compliance Program. He can be reached at (519) 629-0154. Many of the principal elements of the Compliance Program are under the direction and supervision of the Compliance Officer. The Compliance Officer reports to Mr. Kent Chiu, Chief Operating Officer of Septodont, Inc., and has direct access to the Board of Directors. The Compliance Officer reports appropriate updates regarding compliance activities directly to the Senior North American Executive Committee (NAMEX) who function when required as the Compliance Committee.

### C. Effective Training and Education

With regards to interactions with Health Care Providers (HCP), Septodont is committed to developing and conducting an effective compliance training program for their relevant employees and sales force under the direction of the Compliance Officer. Septodont is committed to ensuring that all levels of personnel are aware of our Compliance Program, Standards of Conduct and applicable federal, state and local laws.

Septodont will regularly review and update its training programs and materials to ensure that they reflect changes to Septodont operations, its Compliance Program, the OIG Compliance Program Guidance for Pharmaceutical Manufacturers, the PhRMA Code, and applicable law. Septodont may also identify additional areas of training on an as-needed basis.

Septodont will provide annual compliance training and periodic refresher training for Septodont employees or applicable independent affiliates who represent Septodont. Participation in annual compliance training for employees who interact with HCP will be mandatory. The Compliance Officer will create or identify appropriate programs for new and existing personnel. The focus of the initial compliance training will be the

Comprehensive Compliance Program in general as well as the applicable federal and state laws and regulations that apply to Septodont operations. When an area of perceived compliance risk involves specialized issues not of general concern to the entire employee population, the Compliance Officer may direct certain employees or affiliates to attend appropriate continuing education courses offered by commercial conference organizers or government agencies. All participants will be required to sign an attendance sheet at each internal training session that is conducted or certify attendance at external training sessions.

Training may be presented in a variety of ways. In-person meetings, video presentations, web-based training programs, and outside seminars are all acceptable training approaches. For certain situations, the Compliance Officer may also elect to require self-training through the review of documents and the completion of a certification that the materials have been read. Regardless of the medium used for training, the Compliance Officer maintains an open-door policy and is available to answer questions and clarify instructions.

#### **D. Open Lines of Communication**

Septodont has an “open-door” policy and employees can freely approach the Compliance Officer with questions or concerns they may have or report non-compliance issues. In order to encourage communication between employees and the Compliance Officer, the Compliance Committee will ensure confidentiality and non-retaliation practices are applied; therefore, employees can report matters of concern confidentially and without fear of retribution.

Employees, contractors or other persons may make a report of violations of the Standards of Conduct or applicable federal or state laws by calling the Compliance Officer, Eric Penrose, at (519) 629-0154. This contact may be made confidentially. The report will be evaluated by the Compliance Officer to determine whether an investigation is warranted. Alternatively, a person may report his or her information by letter (Septodont, 25 Wolseley Court, Cambridge, ON, Canada N1R 6X3) or email to the Compliance Officer ([epenrose@septodont.com](mailto:epenrose@septodont.com)) discussing his or her concerns. Written reports will be treated with the same degree of confidentiality as oral reports. Employees should be assured that retaliation for filing a report of a suspected violation in good faith is absolutely prohibited, even if the report is not found to be accurate or it is determined that no violation of the Standards of Conduct or applicable laws occurred.

#### **E. Internal Monitoring and Auditing**

Septodont will conduct periodic audits and monitoring of certain facets of Septodont operations, including its sales and marketing practices. The nature of these reviews as well as the extent and frequency of our monitoring and auditing activities will vary depending upon perceived regulatory risk, new regulatory requirements, changes in business practices, and other considerations. We expect our routine evaluation of enforcement developments coupled with our periodic assessments of our operations to result in the identification of new and emerging risk areas that will be subsequently addressed through enhancements to our Compliance Program.

This Comprehensive Compliance Program is intended to adapt to changes in the law and to Septodont operation and experiences. The Program itself will be reviewed regularly to assess how it is working. As part of this process, the Compliance Officer will prepare an annual report for the Compliance Committee (North American Senior Executive Committee - NAMEX) that describes the general compliance efforts that Septodont has undertaken. This report will also identify any changes that are needed to be implemented to ensure that the Program is functioning effectively. The annual report will incorporate substantive learning about risk areas and risk management learned from periodic audits and reviews, complaint-driven investigations, employee and contractor questions, exit interviews and the like.

If anything in the report identifies areas of possible non-compliance, the Compliance Officer will report that fact to the Compliance Committee (NAMEX).

#### **F. Corrective and Preventative Procedures**

Reports of actual and suspected violations of compliance policies or applicable laws will be documented and investigated promptly. If an investigation determines that a violation has occurred then a corrective action plan will be put in place to remediate the violation and if necessary, appropriate federal or state authorities will be notified.

The Compliance Officer is responsible for reviewing, assessing and, as appropriate, investigating reports of possible misconduct from Septodont employees, independent contractors or others. If the Compliance Officer concludes, based upon the initial review of a report, that the report contains allegations that should be investigated further, the Compliance Officer will initiate an investigation. The Compliance Officer is responsible for conducting the expeditious investigation of any credible report that alleges a violation of Septodont's Standards of Conduct or applicable law. If necessary, the Compliance Officer may request assistance from Legal Counsel in completing any of these responsibilities.

Promptly at the conclusion of any investigation, the Compliance Officer will draft a report of findings and recommendations. This report will be forwarded for review by Septodont's Compliance Committee (NAMEX) or if Senior Management itself is implicated in any wrongdoing, to the Owner of Septodont and/or to the Directors.

The Compliance Officer will maintain a detailed log of investigated reports of actual and possible violations of compliance policies and applicable federal or state laws – stating the nature of the investigation, outcome, corrective actions and disciplinary action taken, if applicable.

#### **G. Discipline**

Septodont acknowledges that different categories of unacceptable conduct may exist (i.e., simple negligence, gross negligence, or willful misconduct) and this will be taken into consideration when determining the appropriate discipline. Certain offenses may justify immediate termination, suspension of employment and/or other actions:

- 1) Violation of any Federal or State criminal statute;

- 2) Failure to report conduct by an employee, contractor, officer, or director that a reasonable person under the circumstances should have known was a violation of law;
- 3) Failure to report a violation of the Standards of Conduct by any employee, contractor, officer, or director that a reasonable person under the circumstances should have known violated the Standards;
- 4) Knowingly or willfully obstructing any government investigation or audit.

An employee or independent contractor whose conduct would otherwise justify termination may have a lesser discipline imposed depending upon (a) whether the employee or independent contractor reported his or her own violation; (b) whether the report constitutes Septodont's first notice of the violation and the employee's or contractor's involvement, and (c) whether the employee or independent contractor has provided full and complete cooperation during the Compliance Officer's investigation of the violation.

All managers and supervisors are encouraged to take appropriate action to identify any misconduct committed by employees or others whom they supervise. Managers may be subject to discipline for failure to detect compliance violations that occur to the extent that the manager is negligent in this duty. If a manager or supervisor, through negligence, carelessness, or inattention, facilitates or prolongs misconduct, then an appropriate disciplinary action based on the seriousness of the offense will be imposed.

Coordination and oversight of the disciplinary process is normally a function organized through the Human Resources team. However, for any officer, employee, or contractor of Septodont who is found to have violated the Standards of Conduct, the Compliance Officer may be involved to ensure the individual is disciplined in an appropriate, measured, and consistent fashion. The Compliance Committee (NAMEX) shall review all significant disciplinary decisions on an annual basis to ensure that this standard has been met.

It shall be the Compliance Officer's responsibility working in cooperation with Human Resources to establish an appropriate schedule of penalties, including possible termination, which shall be applicable to violations of this Comprehensive Compliance Program.

## 2. Standards of Conduct

Our Standards of Conduct (“Standards”) which are summarized below set forth the general philosophy and expectations of compliance behaviour that apply not only to our relationships with customers and outside partners, but also to how we work and interact with each other. These Standards apply to all of us at Septodont in North America. Further, Septodont employees sponsoring representatives engaged to perform work for, or on behalf of, Septodont, including temporary agency personnel, independent contractors, and consultants and vendors are also expected to ensure these others comply with the Standards. The term “employee” used throughout this Program includes each of the abovementioned persons, unless specifically stated otherwise.

Specific written procedures in Septodont’s functional departments and at the various operational sites are consistent with the Standards described in this policy, but provide additional detail for the appropriate local management of Human Resources, Finance, IT, Quality, Operations, Sales and Marketing. Employees of Septodont must recognize that they have assumed a number of ethical and professional responsibilities; and therefore, are expected to conduct themselves with honesty, and in compliance with the law, and shall not cause any other employee or non-employee to act otherwise, either through inducement or coercion.

A violation of a Standard of Conduct is a serious matter. Under appropriate circumstances, and after proper procedures have been followed, employees may be subject to discipline, up to and including termination, for violations of these Standards.

### A. Conduct of Septodont Business in a Legal and Ethical Manner

Septodont expects that all employees will:

- Comply with applicable laws, rules, and regulations applicable to Septodont wherever it does business. Everything that employees do as employees is subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation.
- Comply with all Septodont policies, including this Program, except where different requirements are mandated by local laws.
- Not tolerate any conduct that may put Septodont at risk of violating the law, Standards or policies.
- Promptly contact Septodont’s Compliance Officer when they have a question about whether a particular activity violates the law, a Standard or policy.
- Attend any Septodont-sponsored compliance training, as it relates to their job functions.

- Report to the Compliance Officer any pending criminal investigations or proceeding that could result in them being excluded from participation in any federal healthcare program.
- Report violations of the Standards to the Compliance Officer.

## **B. Compliance with the Law**

Septodont will operate all aspects of its business in compliance with all applicable federal, state and local laws and regulations, including for example, but not limited to Healthcare Fraud and Abuse Laws, the Food and Drug Act and Regulations, the federal Anti-Kickback Statute and Anti-Trust Legislation.

All government agents will be treated with respect. Any inquiry from a government agent outside the normal course of ministerial interactions for purposes of compliance with mandatory reporting requirements will be referred to the Compliance Officer and /or the President. In no event will any employee be prohibited from speaking voluntarily with a government agent engaged in an investigation or an enforcement action, although they may be advised that they are not obligated to speak with an agent.

## **C. Compliance with Industry Standards**

Septodont offers to the marketplace a diverse and dynamic range of innovative products and solutions, including pharmaceuticals, medical devices, dental materials and other items, that support and assist healthcare practitioners with their primary market being those individuals engaged within the practice of dentistry. As such, the activities of the business frequently cover a broad scope of interactions related to its full range of product offerings. Such activities include both direct and indirect support of educational forums / speakers and other training / detailing activities, routine interactions for feedback and/or education of individual practitioners in the dental community at large or key opinion leaders, and extending to ethical business relationships with group practices. Regarding promotions or premiums associated with dental market trade shows and related events, these will be offered in a non-exclusive manner, which is consistent with applicable standards established by the conference sponsor or the body responsible for the educational activity. Within this context of the dental community at large Septodont's policy is to endorse the intentions as described in the PhRMA guidance outlining appropriate conduct for direct interaction between our employees and the healthcare practitioner.

Septodont has based its Compliance Program on the recommendations included in the OIG's Compliance Guidance for Pharmaceutical Manufacturers and the PhRMA Code on Interactions with Healthcare Professionals. A copy of the PhRMA Code may be viewed and downloaded at: <http://www.phrma.org/code-on-interactions-with-healthcare-professionals>.

Although the PhRMA Code does not, by its terms, apply to direct sales and marketing interactions with healthcare institutions and businesses (e.g., dental schools, wholesalers and distributors) or with indirect customers (e.g., health plans and their pharmacy benefits managers), Septodont, to the extent practicable, also will model its interactions with these customers according to these Standards.



## **D. Reporting and Compliance Procedures**

Septodont adheres to an "Open Door Policy" and encourages all employees to discuss with their supervisor, the Compliance Officer, or Human Resources any compliance issues or concerns without fear of retaliation and with the assurance that the matter and the reporting individual's identity are kept as confidential as possible. To that end, employees are expected to promptly report any suspected violations of these Standards, other Septodont policies and procedures, or any other laws, rules or regulations. Individuals are encouraged to report a violation even if they have participated in the violation that is being reported. While self-reporting will not shield someone from potential consequences, positive consideration will be given to an individual who comes forward to report his or her own compliance violation.

Any reports made should contain sufficient information to investigate the concerns raised by the reporting employee. To the extent possible, and when appropriate under the circumstances, efforts will be made to treat each report confidentially and to protect the identity of the individual who makes a report. Upon receipt of a credible report of suspected violation(s), the Company, or outside counsel, would begin an initial, confidential inquiry and take corrective action where appropriate. The Company may determine that further investigation is warranted, including interviews and review of relevant documents. The reporting employee is expected to cooperate in the investigation, if requested.

Septodont follows a strict non-retaliation policy. As such, no adverse action or retribution of any kind will be taken by Septodont against an employee because the employee reports in good faith a suspected violation of these Standards, Septodont policy or other law. An employee's protection under the non-retaliation policy is in addition to any protections the employee may have pursuant to any applicable state or federal law, and these Standards should not be construed as limiting any such protections. If a Septodont employee believes he or she has been subjected to unlawful retaliation by the Company, he or she may file a complaint with the Compliance Officer. If it is determined that any employee has experienced improper employment action in violation of this or any other Septodont policy, the Company will endeavor to promptly take appropriate corrective action.

Any employee who deliberately makes a false report, or who knowingly fails to report a matter of non-compliance, will be subject to disciplinary action, up to and including termination.

All reports and complaints made to or received by the Compliance Department relating to potential compliance violations as well as subsequent investigative efforts shall be documented and maintained in accordance with Company policies.

## **E. Honest and Ethical Conduct and Fair Dealing**

Employees are expected to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and other employees. Any statements you may make about Septodont's products and services must not be untrue, misleading, deceptive, or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of

privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

#### **F. Quality and Patient Safety**

Septodont is committed to carefully assessing the risks and benefits of its products before and after they are brought to market and takes the responsibility of providing accurate product information to patients and physicians very seriously. Septodont will work with appropriate regulatory authorities to ensure that accurate and complete information about the indications and safety of our products is provided.

Septodont supports new medical research and recognizes that clinical trial and other research findings are important contributors to the medical community's body of knowledge. Septodont is committed to developing and manufacturing the highest quality products in accordance with Good Manufacturing Practices and all relevant laws. Any employee who hears about an adverse event that might be related to a Company product must report the information to the Quality Assurance department

#### **G. Conflicts of Interest**

Employees must avoid any investment, interest, activity or association that interferes, or might interfere with, their obligation to perform responsibilities in the best interests of Septodont.

As an employee, you are required to refrain from engaging in any activity or having a personal interest that might conflict with the best interests of the Company, and you should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interests interfere with the best interests of the Company. A conflict of interest may arise whenever you, as an employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

Employees should avoid any outside employment or activities that would have a negative impact on the performance of their job duties with, or which are likely to conflict with their obligations to, the Company. Activities such as serving on a board of directors or speaking at a conference, may present a conflict of interest, so before engaging in outside employment or activities, you must seek the appropriate approval.

Employees should also avoid any financial interests that might influence their decision-making or actions on matters involving the Company. Such interests may include, but are not limited to: (a) significant personal or immediate family interest in an enterprise that has significant business relations with the Company; or (b) an enterprise or contract with a supplier, service provider, or any other company or entity where the employee or a member of the immediate family of an employee is a principal or financial beneficiary, other than as an employee. Any and all such interests should be disclosed by the employee to the Company's Compliance Officer.

In addition, employees should be mindful that action by members of an employee's family, significant others, and other persons who may live in their household, may potentially create a conflict of interest or otherwise raise ethical issues that may affect the Company's reputation. For example, acceptance of inappropriate gifts by a family member from a Septodont vendor could create a conflict of interest and result in a violation attributable to you, the employee.

If you become aware of an actual or potential conflict, you must promptly notify the Compliance Officer.

#### **H. Protection of Confidential Information**

The disclosure of confidential information regarding Septodont business or scientific operations, whether intentional or accidental, may adversely affect the financial stability and competitive position of Septodont as well as the job security of employees.

Employees shall not, without the written consent of Senior Management, during the term of employment or thereafter, use, directly or indirectly, for the personal benefit of themselves or others, or disclose to others, any confidential information of Septodont or of other entities obtained during the course of employment at Septodont.

Employees shall not seek or accept information designated as confidential in an illegal or unethical manner, and if information is offered or given that is reasonably viewed as having been obtained through illegal or unethical means, or even accidentally, the employee shall immediately report the matter to the Compliance Officer.

#### **I. Privacy**

Septodont believes in the importance of respecting the privacy of all those with whom we do business and it is our policy to protect the confidentiality of personal, sensitive or nonpublic information. This may include personal, sensitive or nonpublic information about various individuals, such as employees, customers, clinical trial participants, and others with whom we do business. Accordingly, all employees are expected to maintain and use such information in accordance with the law, and Septodont's policies and procedures.

#### **J. Maintenance of the Accuracy and Integrity of Books and Records**

Septodont complies with the applicable standards and requirements for financial reporting.

Septodont has implemented measures to ensure that its records are appropriately safeguarded. All employees must comply with Septodont's records management policies. Septodont will retain records for as long as they are required and in the manner required to meet legal, regulatory, administrative and operational requirements. In many instances, there may be legal requirements that certain records be retained for a specific period of time and may appropriately be disposed of once that period of time has elapsed. If it should ever become apparent that records of any type will be required in connection with a lawsuit or government investigation, all relevant records should be preserved, and ordinary disposal or alteration of records pertaining to the subject of the litigation or investigation should be

suspended. If you ever have any questions about whether particular records under your control should be preserved because they might relate to a lawsuit or government investigation, you should contact the Compliance Officer.

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

The assets of the Company are much more than its properties, facilities, equipment, and systems. They also include technologies and concepts, business strategies, and other information and plans about the business. Theft, carelessness, and waste have a direct impact on the Company's financial performance and profitability. All employees are expected to protect the Company's assets, and may use these assets and services solely for legitimate business purposes and not for any personal benefit or the personal benefit of anyone else. Employees may not use the Company's name, brand name(s), or any trademark(s) owned or associated with the Company for any personal purpose. As an employee of Septodont, you are expected to protect the Company's assets and ensure their efficient and proper use. Any misuse or suspected misuse of the Company's assets must be immediately reported to the Compliance Officer.

#### **L. Appropriate Use of Electronic Media**

Septodont provides access to and use of electronic mail, voicemail, the Internet and other electronic media for business purposes. Septodont also engages in Social Media – Facebook, Twitter and YouTube. Septodont employees will comply with usage policies, and will not use electronic media for any purposes that violate federal, state or local laws.

All employees who use Septodont's technology in the course of their employment are responsible for using the resources provided appropriately and securely. You may only use e-mail, voice mail systems, and other Company equipment, such as computers and servers, for conducting business or for other purposes authorized by the Company. Reasonable and limited personal use of these systems and equipment may be permissible, but employees are prohibited from using any of Septodont's systems or equipment in connection with any inappropriate or offensive material, including, without limitation, any pornographic or obscene material. Septodont may monitor and audit the use of its systems and equipment to ensure integrity and prevent misuse. There is no expectation of privacy in your use of the Company's systems or equipment.

#### **M. Compliance with Antitrust Laws**

As an employee, you may not engage in any conduct that might restrict competition or otherwise restrain competitive activity. This conduct may include, but is not limited to, the following types of agreements or discussions: (i) pricing strategies or terms of sale; (ii) refraining from competing on bids ("bid rigging") with competitors; (iii) market division with competitors; or (iv) boycotting or collectively refusing to deal with certain customers, healthcare professionals or vendors. In addition, employees or representatives of the Company should never threaten to use the Company's potential market position against a third party, boast about "market power," disparage competing products, or mislead a customer or supplier about a competitor. Although these actions may not necessarily be violations of antitrust laws, they may create an appearance of improper behavior.

## **N. Relationships with Government Officials and Compliance with Anti-Bribery Laws**

Septodont is committed to compliance with anti-bribery laws wherever it does business, including the U.S. Foreign Corrupt Practices Act and various other local or multinational laws prohibiting the payment of bribes to government officials. Accordingly, Septodont prohibits unlawful exchanges of value, including bribes, kickbacks, and other types of payoffs and benefits paid to any healthcare professionals, customers, governmental authorities, suppliers, or any other parties, to influence them to obtain or retain a business advantage.

Employees are prohibited from making or promising to make, directly or indirectly, any payment of money or anything of value to any government official, a political party, or a candidate for political office, which is intended to induce or influence that person to act in any way to assist Septodont in obtaining or retaining a business advantage.

Septodont is committed to working fairly and honestly with government representatives and agents, and to complying with governmental requests and processes. Employees must be truthful and straightforward in their dealings with the government and may not direct or encourage another employee or anyone else to provide false or misleading information to any government official.

Providing gifts, gratuities, or other favors or items of value to government officials is generally prohibited. The Company will not offer, give or reimburse expenses for entertainment or gratuities, including transportation, meals at business meetings, or tickets to sporting or other events, to government representatives or agents who are prohibited from receiving such expenses by applicable government regulations.

It is important to note that many healthcare professionals outside of the United States are employees or officials of foreign government agencies and, therefore, are considered "government officials." Thus, employees should exercise care and caution in their business interactions with such institutions and seek guidance from the Compliance Officer when they have any questions.

## **O. Giving and Receiving of Gifts and Other Things of Value**

Giving or receiving of gifts, gratuities, courtesies, favors or entertainment (collectively referred to as "gifts"), can create a conflict of interest and in many cases may be unlawful. Therefore, giving or receiving gifts in return for doing business with Septodont is generally prohibited. Even a nominal gift should not be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence the recipient's fair and impartial judgment.

No employee should offer, give, accept or receive a gift if:

- It violates any Septodont guideline, policy or procedure;
- It can be construed as a bribe, kickback or payoff in violation of any law;

- It would create an obligation for the giver or receiver;
- It is in cash or any other form of monetary compensation;
- It is excessive in value;
- It is frequent;
- It could cause embarrassment to or discredit the Company if disclosed.

Even on those occasions when giving or receiving a gift may seem permissible, employees must first ask themselves whether the gift is intended to influence, or might appear to influence, the recipient's business decisions and would thereby compromise the recipient's ability to act in the best interests of the Company. Prior to accepting any gift that is offered to you, you must receive approval from your manager or the Compliance Officer. If you have any questions about accepting or offering of gifts, you should contact their manager or alternately the Compliance Officer for advice.

#### **P. Interactions with Healthcare Professionals**

Items may be given when appropriate to licensed healthcare professionals, medical or dental students, or members of a drug formulary committee as long as each individual item is consistent with the PhRMA Code; for example, items which generally support patient education or safety, or are associated with the normal conduct of business transactions such as sales/discounts, and which are not intended in any way to influence the free choice of the healthcare practitioner in choosing the most appropriate treatment option for their patient, or to otherwise influence that individual toward abuse or fraud related to their individual business, regulatory or ethical responsibilities.

Any and all business meals provided to a healthcare professional should be modest, occasional in nature, contain an informational component, and be conducive to *bona fide*, education, or business discussion. Such items will be tracked through expense reporting and declared as appropriate.

Septodont is committed to declare all transfers of value in accordance with the Patient Protection and Affordable Care Act (§6002) and similar state and local laws and requirements.

Septodont also recognizes that some states have more stringent regulations than their counterparts when it comes to gifts and expenditures made to HCPs; and therefore, we intend to fully comply with such applicable state regulations.

#### **Q. Workplace Safety, Equality, and Harassment Policies**

Septodont is an equal opportunity employer and is committed to fostering a work environment in which all individuals are treated with dignity and respect. Septodont does not unlawfully discriminate, and it does not tolerate others unlawfully discriminating, against anyone on the basis of race, religion, color, national origin, sex, sexual orientation, gender identify, age, ancestry, physical or mental disability, medical condition, marital status, or any

other classification protected by applicable local, state or federal laws. These Standards apply to all aspects of employment, including, but not limited to: hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline, and termination. In compliance with the Americans with Disabilities Act (ADA), the Company provides accommodation to the disabled to the full extent required by law. The Company may require medical certification of both the disability and the need for accommodation. Septodont expects all employees to support our equal employment opportunity policy, and to take any and all steps necessary to maintain a workplace free from discrimination and harassment.

Septodont is also committed to maintaining a safe and healthy workplace. Septodont conducts all operations with the highest regard for the safety and health of all employees. Employees must comply with all established safety rules and procedures, as well as all applicable federal, state and local health and safety laws, including those issued by the Occupational Safety and Health Administration ("OSHA"). You must report any violation of a safety rule, procedure or law, or any accident, workplace injury, or any situation presenting a danger of injury of which you become aware.

Septodont policy prohibits the use of illegal drugs, alcohol abuse, and the misuse of legal drugs in the workplace. Accordingly, if you become aware that a Septodont employee is in violation of these Standards, you should notify your supervisor and/or Human Resources immediately.

In addition to maintaining a drug-free work environment, Septodont is committed to maintaining a safe working environment, free of threats, malicious behavior, intimidation, and physical harm. Any comments or behavior that could be reasonably interpreted as intent to do harm to employees, their family or their property will be considered a threat. If you believe that you may be the target of violence or the threat of violence, or if you are aware of violent or threatening conduct by another individual that could result in injury to any employee or the destruction of property, you must immediately report the situation to your supervisor and/or Human Resources.

## **R. Employment**

Your employment with Septodont is voluntarily entered into, and you are free to resign at will at any time, for any or no reason, with or without notice. Similarly, Septodont may terminate the employment relationship in a manner consistent with applicable federal, state or local law.

## **S. Disclosure of Suspension/Debarment/Criminal Conviction**

All candidates for employment must undergo a comprehensive background screening process that includes review of federal healthcare program exclusion status. Septodont does not employ any individuals who have been "suspended" or "debarred" by FDA or the General Services Administration ("GSA"), or who have been excluded from participation in any federal healthcare program.



All employees are required to inform Septodont, through Human Resources, if they become involved in a debarment proceeding with FDA or are otherwise excluded from participation in a federal healthcare program.

### 3. Other Matters

As a worldwide leader in local dental anesthetics, we are recognized globally; and therefore, interact with international regulatory bodies, customers and institutions. We strive to respect all cultures, customs and traditions.

Operation of the Septodont Compliance Program and complying with its Standards of Conduct increases the likelihood of preventing unlawful and unethical behavior. However, even an effective Compliance Program may not prevent all violations of applicable laws. As such, our Compliance Program requires Septodont to respond promptly to potential violations of our Standards of Conduct or of applicable law, take appropriate disciplinary action, assess whether the violation is in part due to gaps in our policies, practices, or internal controls, and take action to prevent future violations. In addition to assessing the Compliance Program annually and making recommendations to the Senior Executive Committee for needed responses to concerns, the Compliance Officer coordinates these tasks in an ongoing manner throughout the year and ensures that the Compliance Program is promptly revised to reflect changes in the law or industry standards.

Eric Penrose, Compliance Officer

2019.04.29

Date