



## **Code of Business Conduct & Ethics**

Norwood Medical has adopted this Code of Business Conduct & Ethics for all Norwood Medical Employees. Each employee is responsible for complying with the code.

If any employee believes that a prohibited act under this Code has occurred, then he or she shall promptly report such belief to a Director or Owner of the Company. Whenever possible, the employee should report the code violation to the Director for which he or she works. If for any reason an employee is not comfortable speaking to their Director, they may contact any Norwood Medical Director or Owner. The Director and/or Owner have a responsibility to follow-up on the report to ensure this code has not been violated. In the event the Code has been violated, then appropriate remedial or disciplinary action will be taken.

Reports of potential code violations, and investigations pertaining thereto, shall be kept confidential to the extent possible. No employee reporting a potential code violation will be threatened, discriminated against or otherwise subject to retaliation or adverse employment consequences as a result of the report. An employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including termination of employment.

### **Conflicts of Interest**

Norwood Medical employees have a duty to avoid business relationships which conflict with the interests of the Company or which divide their loyalty to the Company. A conflict or the appearance of a conflict of interest may arise in many ways. Each Norwood Medical employee must deal at arm's length with the Company and should disclose to a Director any conflict or any appearance of a conflict of interest on his or her part. Any activity which even appears to present such a conflict must be avoided or terminated unless, after such disclosure to the Director, it is determined that the activity is not harmful to the Company or otherwise improper. The end result of the process of disclosure, discussion and consultation may well be approval of certain relationships or transactions on the ground that, despite appearances, they are not harmful to the Company. All conflicts and appearances of conflicts of interest are prohibited, even if they do not harm the Company, unless they have gone through this process.

### **Conduct of Business and Fair Dealing**

No employee shall:

- compete with the Company by providing service to a competitor as an employee;
- profit, or assist others to profit, from confidential information or business opportunities that are available because of service to the Company;
- improperly influence or attempt to influence any business transaction between the Company and another entity in which a Company employee has a known direct or indirect financial interest or acts as an employee in a similar capacity; or

- take unfair advantage of any customer, supplier, competitor, or other person through manipulation, concealment, misrepresentation of material facts or other unfair-dealing practice.

### **Gifts**

No employee shall solicit or accept gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors, or other seeking to do business with the Company. Social amenities customarily associated with legitimate business relationships are permissible. These include the usual forms of entertainment such as lunches, dinners, or occasional sporting events as well as occasional gifts of modest value. While it is difficult to define “customary,” “modest,” or “usual” by stating a specific dollar amount, common sense should dictate what would be considered extravagant or excessive. For example, tickets to a special event (i.e. Olympics, Super Bowl) would be considered extravagant and not acceptable whereas tickets to a single regular season sporting event may be acceptable. Any travel or entertainment lasting more than one day would generally not be acceptable. If a disinterested third party would be likely to infer that the gift would affect the judgment of the employee, then it is too much. All business dealings must be on arm’s-length terms and free of any favorable treatment resulting from the personal interest of our employees.

### **Corruption, Bribery, & Money Laundering**

No employee shall have business dealings with any customer, supplier, competitor, or other seeking to do business with the company based on giving or receiving payments, gifts, entertainment, or favors.

All employees shall protect the Company’s funds, assets, and information. No employee shall use Company funds, assets or information, or opportunities that arise in the course of his or her employment, to pursue personal opportunities or gain.

No Company funds, assets, or information shall be used for any unlawful purpose. No employee shall purchase privileges or special benefits through payment of bribes.

Employees should be careful to only conduct business with reputable customers and suppliers involved in legitimate business activities with funds derived from legitimate sources. Norwood Medical employees are fully committed to complying with anti-money laundering and anti-terrorism laws and should immediately report any questionable transactions discovered to a company Director or Owner.

### **Antitrust and Competition**

It is the Company’s policy to comply with the antitrust and competition laws of each country in which we do business. No employee of the Company shall engage in anti-competitive conduct in violation of any such antitrust or competition law. Moreover, no employee shall take unfair advantage of any customer, supplier, competitor, or other person through manipulation, concealment, misrepresentation of material facts, or other unfair-dealing practice.

### **Intellectual Property & Confidential Information**

It is the Company’s policy that all employees are responsible for protecting both the Company’s as well as others’ intellectual property (IP) and confidential information. Intellectual property and confidential information can take on different forms including patents, trademarks, designs, copyrights, trade

secrets, etc. Employees should take extra care to protect all intellectual property and confidential information that they have exposure to during the course of business with our customers, suppliers, and competitors.

### **Socially Responsible Marketing**

The Company believes it is important to not only be profit-driven, but to make decisions which reinforce social and ethical values for the benefit of citizens. We believe the policies put forth in this document help drive ethical business practices as well as socially responsible marketing. The Company engages in limited advertising and promotion in order to help keep the costs of our products low. We depend on word of mouth and direct contact with customers and suppliers versus advertising and promotion. The Company has also continued to expand upon our “green” initiatives in order to promote a better environment.

### **Fraud**

Norwood Medical employees, and especially Managers, have a responsibility to prevent as well as report any suspected fraud, misappropriations, or other irregularities. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each Manager will be familiar with the types of improprieties that might occur within his or her area of responsibility. If any irregularity is detected or suspected, the issue should be immediately elevated to the Director of Business Systems. The Director of Business Systems will coordinate the investigation with the appropriate parties which, depending on the situation, may include Owners, the HR Manager, Directors, and/or Company attorneys. Any acts of fraud may be punishable by termination and/or prosecution.