

## 1. BACKGROUND

Biocare Medical, LLC and its subsidiaries (“Biocare” or, collectively, the “Company”) conducts its business in certain international locations. This can present the unique challenge of trying to observe local business customs while still complying with applicable U.S. and other laws prohibiting corruption. The Company is committed to doing business with integrity and to maintaining the highest ethical standards of business conduct. To that end, the Company expects all employees, distributors (defined as those that hold Company inventory and sell on its behalf), and agents (defined as those authorized to act or sell on behalf of the Company), to comply fully with the laws of the United States and other locally applicable laws governing corruption, including but not limited to the U.S. Foreign Corrupt Practices Act (“FCPA”, the U.K. Bribery Act, or the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Bribery Convention”) and its local enabling legislation. This Anti-Corruption Policy (this “Policy”) establishes Biocare’s global standards regarding the prevention of bribery or corruption. The U.S. Foreign Corrupt Practices Act (“FCPA”) and other anti-corruption laws prohibit any payment or offer of payment to a “foreign official” for the purpose of influencing that official to assist in obtaining or retaining business for a company. A “foreign official” includes, but is not limited to, any employee of a governmental entity (including at the national, state, provincial, local, or other levels), including all departments and agencies, or any employee of state-owned or state-controlled entities. The Company has established this Policy in order to ensure that all employees of the Company, its agents, and its affiliates are aware of anti-corruption laws and engage in ethical and legal practices.

If local laws or other regulations governing corruption in a particular country or region in which Biocare does business are more restrictive than any of the rules set forth in this Policy, then Biocare, all employees and personnel, and any subcontractors, agents, distributors, intermediaries, or consultants operating on behalf of or jointly with Biocare in that country or region must comply fully with the more restrictive requirements.

## 2. APPLICATION

This Policy applies to all individuals working for Biocare worldwide, including all directors, officers, and employees of Biocare or any of its subsidiaries or joint ventures (“Biocare Personnel” or “Company Personnel”), as well as any consultants, contractors, agents, business partners, and any other third parties working on the Company’s behalf (“Partners”).

## 3. POLICY STATEMENT

**Bribery of any kind is strictly against Biocare policy.** Almost every country prohibits the bribery of its own government officials. In addition, many countries have anti-bribery or anti-corruption laws that make it illegal to bribe officials of other countries and/or private parties for the purpose of obtaining or retaining business.

As a result, **all Biocare Personnel and Partners are prohibited from offering, promising, authorizing, or giving, directly or indirectly, anything of value to any person (including government officials and individuals in the private or commercial sector), if the offer/promise/gift is intended to induce the recipient to misuse his or her position in order to obtain or retain business for the Company (or any other improper advantage).** Biocare Personnel and Partners are also prohibited from requesting or accepting a bribe.

The following concepts are essential to understanding this prohibition against corruption:

- a. Offering, promising, authorizing, or giving. The act of offering, authorizing, or promising a corrupt payment is a violation of anti-corruption laws and is prohibited, even if no payment is ever made or the payment is refused.
- b. Anything of value. Not all bribes are paid in cash or monetary equivalents. Benefits that could be considered a bribe if offered in exchange for a benefit include:

- Gifts;
- Meals and entertainment;
- Travel expenses;
- Charitable contributions;
  
- Internships or job offers or family members;
- Discounts; and
- Other business opportunities.

- c. To any person. While virtually all anti-corruption laws focus on bribery of domestic government officials, many countries also have laws that prohibit bribery of foreign government officials and persons in the private sector, or commercial bribery. This Policy prohibits bribes in all forms, regardless of whether the recipient is in the public or private sector.
- d. Directly or indirectly. Under applicable anti-corruption laws, Biocare can be held liable for the conduct of third parties that are acting on its behalf, such as consultants, partners, vendors, suppliers, or others. That means that even if you do not make an improper payment yourself, you (and the Company) may still be liable and face penalties if you authorize somebody else to pay a bribe, know that they've done so, or ignore signs indicating that they are likely to pay a bribe.

Prior to entering into any business relationship with a third party that acts on Biocare's behalf, employees must assess the risk that such third party poses to Biocare by performing appropriate due diligence.

- e. To obtain an improper benefit for the Company. Improper benefits can include:
- The awarding or renewing of a contract;
  - a reduction or evasion of taxes or fees;
  - expediting an approval or permitting process;
  - gaining access to non-public information;
  - avoiding penalties or sanctions; and
  - obtaining exemptions from regulations.

**If you have any doubt about whether a payment or other conduct is appropriate under this Policy, you should consult the Chief Compliance Officer before acting.**

#### 4. OTHER CONSIDERATIONS

- a. **Gifts and Business Hospitality Expenses.** Gifts or business hospitality may never be offered or provided to any person for the purpose of improperly influencing that person's performance of duties or to assist Biocare in obtaining or retaining a business advantage.

The provision of gifts or business hospitality to third parties (especially in the case of government officials) can often be perceived as improper or intended to gain an unfair business advantage. As a result, any gifts provided by Biocare Personnel to third parties must be of de minimis value, and any business hospitality (e.g., meals, lodging and/or travel expenses) must be reasonable in amount and only provided for a bona fide business purpose—such as a stakeholder meeting where food and travel are required for participation. In addition, the following requirements must be met:

- The gift or hospitality complies with local law;
- It is given openly and transparently;
- It is properly recorded in the Company's books and records;
- It does not include cash or cash equivalents;
- It is infrequently given to the same individual; and
- It is of an appropriate type and value and is appropriate under the circumstances.

Token gifts or modest meals and entertainment provided in the ordinary course of business are acceptable under this

Policy. Some examples of token gifts include Biocare-branded materials. Biocare prohibits the payment of any lavish, expensive, or extravagant gifts, travel, or hospitality on Biocare's behalf. Biocare Personnel should be aware that what might be considered a modest payment in the United States may be considered a much larger and more significant amount in a foreign country.

Biocare Personnel must obtain pre-approval from the Chief Compliance Officer before providing any gift or paying expenses for a government official's travel, lodging, meals, or entertainment in connection with Biocare business.

- b. Facilitating Payments.** In certain parts of the world, it is common for companies to pay low level government employees to expedite or secure the performance of a routine governmental action, such as to obtain a visa or a permit. Though these payments may be customary in certain parts of the world, these payments may violate U.S. law. You must obtain approval from the Chief Compliance Officer, for any payment to any government official, no matter how common or ordinary the payment may appear. Biocare prohibits bribes of any kind, including facilitating payments. A facilitating payment is a payment made to expedite or secure the performance of a routine government action that does not involve a decision or discretion by a government official (for example, paying a clerk \$5 to move your application to the top of the pile and ensure it gets reviewed first). Facilitation payments are expressly prohibited under this Policy.
- c. Charitable Contributions.** Many companies, including Biocare, engage in charitable giving to their communities. Legitimate charitable giving does not violate this Policy or applicable anti-corruption laws. However, charitable donations may not be used to disguise a bribe. Biocare Personnel should not make any charitable donation that might provide a personal benefit to a government official, or that is made in connection with an exchange of favors with any party. Similarly, charitable donations or sponsorships may never be given or promised by Biocare as a reward for a past favor, or with the expectation that the recipient will provide a future benefit to the Company in return for the contribution. Charitable donations and sponsorships must be made to entities or organizations, and never to individuals. Where possible, in-kind donations are preferred to monetary support.

All charitable donations must be pre-approved by the Chief Compliance Officer, must comply with applicable Company procedures, and must be accurately reported in the Company's books and records.
- d. Political Contributions.** Biocare prohibits contributions of any kind, whether monetary or non-monetary, to any political party, candidate for office, or political organization, where such contributions would be made by or on behalf of the Company. Biocare Personnel are permitted to make political contributions on their own volition, but may not, under any circumstances, identify themselves as representatives of Biocare in relation to their donation or indicate that the contribution is being made in the name of or on behalf of Biocare or any of its affiliates or business partners. Under no circumstances will the Company reimburse any Biocare Personnel for making a personal political contribution.
- e. Cash Payments.** Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer," or anyone other than the party entitled to payment except to replenish properly used petty cash funds. If cash payments are necessary, approval is required from the Chief Compliance Officer before making any disbursements.
- f. Retaining Agents.** Because the actions of a third party acting as an agent or representative of a company can expose that company to liability under the FCPA, great care should be taken in the retention of such agents and representatives (defined as those who are authorized to speak, though not act, on behalf of the Company). A sufficient investigation should be undertaken to ensure that any such representative does not intend to engage in any improper practices. In determining whether to engage a particular representative, factors such as the representative's reputation and qualifications, the manner and reasonableness of compensation, the relationship, if any, between the owners and employees of the representative and a foreign official, the presence or absence of any secret partners, the willingness of the representative to fully disclose its relationship with us and the legality of the relationship under local law must be considered.

- g. Government-Owned Businesses.** In many countries it is a common practice for government officials to own or operate

business enterprises. While the FCPA and related laws do not prohibit legitimate business relationships with business enterprises owned or controlled by foreign officials, great care must be taken to avoid any association with any such enterprise in circumstances that might constitute an evasion of the FCPA. If you intend to engage in business with a company that is owned by one or more government official or entities, you must contact the Chief Compliance Officer for approval.

- h. Retention of Professionals.** No person acting on behalf of the Company may enter into any transaction with agents, contractors, consultants, lawyers, or other persons that is intended or designed to permit such persons to circumvent currency, tax or other laws of a foreign country. Any transaction that has the appearance of permitting any person to circumvent such laws must be avoided. Particular care must be taken in respect to “split payments” (i.e., payments for services that are made outside the country in which the services are performed, other than payments in the country in which the provider of the services is incorporated and has an established presence, or payments inside the country in other than the local currency).

## 5. BOOKS AND RECORDS

In addition to its anti-bribery provisions, the FCPA also imposes certain accounting requirements on companies. Specifically, the FCPA requires that a company maintain books, records, and accounts that, in reasonable detail, accurately reflect the transactions and dispositions of that company. This policy incorporates these record keeping requirements. In order to comply with these requirements, it is imperative that Company employees, agents and others acting on the Company’s behalf maintain complete and accurate records with respect to all transactions and dispositions undertaken on behalf of the Company.

Consistent with these requirements, Biocare Personnel must record all payments and other compensation in their corporate books, records, and accounts in a timely manner and in reasonable detail. No undisclosed or unrecorded accounts may be established for any purpose. Biocare Personnel must not participate in falsifying any accounting or other business records, including invoices, purchase orders, reimbursements, commissions, and other documents. False, misleading, incomplete, inaccurate, or artificial entries in Biocare’s books and records are prohibited.

In addition, Biocare Personnel must not attempt to circumvent or evade the Company’s internal accounting controls for any purpose whatsoever. All payments on behalf of the Company must be approved and supported with appropriate documentation. Biocare Personnel shall not make any payment with the intention or understanding that all or any part of the payment is to be used for any purpose other than the purpose described by the documents supporting the payment.

These requirements apply to all transactions regardless of financial materiality. All Biocare Personnel should be attentive to these laws, even if they do not maintain Biocare’s books and records.

## 6. FUNDAMENTAL RESPONSIBILITIES

All Biocare Personnel and Partners are responsible for understanding this Policy and performing their duties according to the requirements set out in this Policy and any guidelines or procedures established under and in furtherance of this Policy. In addition, employees in management roles have the responsibility to ensure that the employees they supervise, as well as those third parties that they work with, are made aware of and understand this Policy and undertake training on how to implement and adhere to this Policy and any applicable guidelines or procedures. It is the responsibility of all members of senior management to supervise, monitor and train the employees under their supervision to ensure that the purposes of this policy are fulfilled. Biocare’s Chief Compliance Officer, with assistance from other Company employees and/or third-party agents, will regularly monitor the effectiveness of, and compliance with, this Policy.

The consequences of failing to comply with the FCPA and other anti-corruption laws are very serious. Violation of the FCPA and related laws by a Company employee can result in millions of dollars in fines against the Company and can subject the employee to prosecution, criminal fines, and imprisonment, as well as disciplinary action by the Company, including dismissal. The FCPA states that fines and penalties imposed upon individuals may not be paid directly or indirectly by any corporation for which they may have acted. It is the responsibility of each employee to comply with this policy and with procedures and guidelines

established in furtherance of this policy. Failure to comply with the policy is grounds for disciplinary action, up to and including termination.

## 7. REPORTING REQUIREMENTS

Any transaction, no matter how seemingly insignificant, that might give rise to a violation of any applicable anti-corruption law, or this Policy must promptly be reported to their supervisor or the Chief Compliance Officer. Such reports may also be made through the Company's confidential whistleblower reporting system. Partners must report any possible or suspected violations of this Policy or any applicable anti-corruption laws to their primary contact at Biocare or through the Company's ethics hotline, EthicsPoint.

Visit: <http://biocare.ethicspoint.com/>

▶ Call: (844) 721-1130

Any reports of actual or suspected violations of this Policy or any applicable anti-corruption laws will be assessed and investigated by the Company. Supervisors who receive reports from employees they supervise of potential violations of this Policy should forward the reports to the Chief Compliance Officer for review. The Chief Compliance Officer, along with any employees or third parties engaged by the Company for that purpose, is responsible for ensuring all reported concerns are appropriately assessed and investigated.

All such reports will be treated as confidential and will be shared with authorized individuals only on a need-to-know basis. As long as a report is made honestly and in good faith, the Company will take no adverse action against any person based on the making of such a report. Employees should note that the failure to report known or suspected wrongdoing of which an employee has knowledge may, by itself, subject that employee to disciplinary action.

## 8. NO RETALIATION.

Biocare prohibits retaliation of any kind against any Biocare Personnel who, in good faith, reports a red flag or possible violation of this Policy or of any other applicable anti-corruption laws. Biocare Personnel will not suffer adverse consequences for refusing to pay or take a bribe, even if this results in a loss of business to Biocare.

## 9. QUESTIONS ABOUT THE POLICY.

For any questions relating to this Policy, please contact the Chief Compliance Officer at [Compliance@biocare.net](mailto:Compliance@biocare.net).