

INTRODUCTION

Employees of Biocare Medical, LLC and its subsidiaries and controlled affiliates (“Biocare Medical”) should do the right thing – follow the law, act honorably, and treat co-workers with courtesy and respect. Biocare Medical is committed to conducting business in an ethical, legal and socially responsible manner. This Code of Conduct (“Code”) defines the minimum standards we require of Biocare Medical and any of its resellers, advisors, original equipment manufacturers, and distributors, suppliers, vendors, consultants, lobbyists, and any other third-party representative (collectively, “Partners”), each of whom are required to comply with this Code.

This Code constitutes the minimum and not maximum standard required of our employees and Partners and is based on core International Labor Organization (ILO) conventions and the UN Guiding Principles on Business and Human Rights (UNGPs). Our Partners may also be required to comply with additional, separate policies developed to address specific product or commodity risk applicable.

We expect all of our employees and Partners to know and follow this Code. Failure to do so can result in disciplinary action, including termination of employment, terminations of contract and legal action. Any waivers of this Code for directors or executive officers must be approved by our Board of Directors.

Biocare has a zero-tolerance policy for retaliation. Anyone who retaliates against someone who reports or participates in an investigation of a possible violation of the Code of Conduct Policy will face disciplinary action, including termination, termination of their contract or business relationship with Biocare, or legal action.

I. COMPLIANCE WITH LAWS

Comply with all applicable legal requirements and understand the major laws and regulations that apply to your work. Employees and Partners must comply with all laws, ordinances, rules, regulations and orders of public authorities pertaining to the maintenance and operation of its business relationship with Biocare, including, but not limited to, those relating to health, safety, sanitation, employment, environmental regulation and taxation. Additionally, employees and Partners must comply with published industry standards.

Where there is disparity between law and the standards set in this Code, Partners are expected to comply with whichever provision affords greater protection to the worker. Biocare Medical recognizes that local and cultural constraints might apply to the implementation of this Code. We are committed to working collaboratively with our Partners to support continual improvement over a reasonable time frame.

A few specific laws are easy to violate unintentionally and so are worth pointing out here. If you have any questions about these laws or other laws governing our work, please consult the Chief Compliance Officer.

- Trade Controls. Various trade laws control where/to whom we can send, or from where/from whom we can receive, our products and services. These laws are complex and apply to:
 - importing and exporting goods to or from the United States and other countries;
 - exporting services or providing services to non-U.S. persons;
 - exporting data, especially data originating in the U.S.

If you are involved in sending or making available products, services, software, equipment, or technical data from one country to another, work with your manager to ensure that the transaction stays within the bounds of applicable laws.

- Competition Laws. Be sure you follow all laws designed to promote free and fair competition and protect consumers.

These laws generally prohibit 1) arrangements with competitors that restrain trade, 2) abuse of market power to unfairly disadvantage competitors, and 3) misleading or harming consumers. Some of these laws carry civil and criminal penalties for individuals and companies.

- **Anti-Corruption Laws.** Various laws that prohibit bribery in different settings. Our rule is simple – don't bribe anybody, at any time, for any reason. Employees and Partners must comply with all requirements of Biocare's Anti-Corruption Policy.
 - *Non-government relationships.* Be careful when you give gifts and pay for meals, entertainment or other business courtesies on behalf of Biocare Medical. Avoid the possibility that the gift, entertainment or other business courtesy could be perceived as a bribe. Provide such business courtesies infrequently and, when you do, to keep their value moderate.
 - *Dealings with government officials.* Various laws prohibit seeking to influence official action by offering or giving anything of value to government officials, candidates for public office, employees of government-owned or -controlled companies, public international organizations, or political parties. See Biocare's Anti-Corruption Policy for further information on dealing with government officials.

II. AVOID CONFLICTS OF INTEREST

When you are in a business situation, in which competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family, at the expense of Biocare Medical or our customers, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of Biocare Medical. If the answer is "yes," the action you're considering is likely to create a conflict-of-interest situation, and you should avoid it.

III. ENSURE FINANCIAL INTEGRITY AND RESPONSIBILITY

Ensure that money is appropriately spent, our financial records are complete and accurate, and our internal controls are honored. If your job involves the financial recording of our transactions, make sure that you're familiar with all relevant policies, including those relating to revenue recognition.

Never interfere with the auditing of financial records. Similarly, never falsify any company record or account.

If you suspect or observe any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them.

IV. CHILD LABOR

Partners must not use employees who are under the legal age for employment under local law. No person shall be employed at an age younger than 15 (14 in certain developing countries as designated by ILO. Workers under 18 may only work during times that do not interfere with their mandatory schooling or jeopardize their physical or mental well-being. They must not work at night in adherence with ILO Conventions on Night Work (C090 and C079), and Partners must maintain formal documentation, as appropriate and verifiable through local laws, to verify worker ages.

V. FORCED LABOR

Partners must not use forced, slave, or bonded labor, indentured servitude, involuntary prison labor, violence, physical punishment, confinement, or other form of physical, sexual, psychological, or verbal harassment, intimidation or abuse of any worker. No trafficked individuals will be employed in any part of the supply chain and workers will not be required to pay fees, either directly or indirectly, or lodge deposits or original identity papers to obtain work. Workers will be free to leave employment after reasonable notice.

VI. HEALTH AND SAFETY

Partners must provide their employees with safe and healthy working conditions, including clean restrooms, appropriate fire exits, essential safety equipment, access to emergency medical care and well-lit workstations. Responsibility for health and safety will be assigned to a senior management representative who will conduct health and safety risk assessments and ensure all required documentation and permits regarding structural, electrical and fire safety are in place. Where required, personal protective equipment (PPE) will be provided, and workers will be regularly trained on health and safety protocol and PPE use. All health and safety training, risk assessments and training will be documented.

VII. COMPENSATION AND WORK HOURS

Partners must fairly compensate their employees by providing wages and benefits that are in compliance with all applicable laws, or prevailing local standards, whichever is higher. Overtime work, if required under applicable law, will be paid at a premium rate, normally not less than 125% of normal rate. Partners must not deduct from wages for disciplinary measures. Wages must be paid directly in full, on a regular schedule and employees must receive an understandable pay slip that shows how wages are calculated. No deductions, beyond ordinary and required taxation will be made unless explicitly agreed to by the worker.

The number of hours and days worked must be recorded and in compliance with all applicable laws, prevailing local standards, or industry standards, whichever is lower. Employees must not be required to work in excess of a basic 48 hours per week and will be provided with at least one day off for every seven-day period. Overtime must be voluntary, will not average more than 12 hours per week and will not be undertaken on a regular basis.

VIII. NO DISCRIMINATION

We believe that all terms and conditions of employment should be based upon an individual's ability to perform the job, not based upon personal characteristics or beliefs. Accordingly, Biocare Medical employees and Partners must not discriminate in hiring or terms of employment based upon race, color, caste, nationality, religion, age, disability, gender, marital status, sexual orientation, social origin, social status, indigenous status, political affiliation, pregnancy, or other status of the individual unrelated to the ability to perform the job. Partners will develop a whistle-blowing policy for reporting issues of non-compliance against this Code and must not seek retribution against an employee who reports a violation of this Code. Migrant, contract and home-workers will receive the same rights, benefits and opportunities as other workers performing similar activities.

IX. FREEDOM OF ASSOCIATION

To the extent required by applicable laws in their jurisdiction, Partners must allow workers to join or form trade unions or other comparable organizations of their own choosing, to collectively bargain with their employer, and any other means of independent and free association and bargaining and must provide any workers' representatives with access to carry out their representative functions.

X. ENVIRONMENT

We require our Partners to comply with all relevant local, national and international legal requirements regarding environmental stewardship and expect them to have a strong environmental commitment and strive to continuously improve upon environmental performance. Partners must be able to demonstrate that they have and will continue to conduct an environmental impact assessment and remediate any issues identified.

XI. GRIEVANCE MECHANISM

We require Partners to provide a complaints mechanism or whistleblowing process in order for worker to raise concerns. Issues raised should be investigated fully with swift responses and be entirely confidential (if desired) and unbiased with a fair resolution, with no fear or retaliation. This process should be effective and accessible. To this end, we encourage Partners to provide multiple grievance channels (e.g., phone or web) in order to increase access.

XII. ANTI-MONEY LAUNDERING AND ANTI-TERRORISM

We are committed to complying fully with all anti-money laundering and anti-terrorism laws throughout the world. Biocare Medical will conduct business only with reputable Partners involved in legitimate business activities, with funds derived from legitimate sources. Partners must comply with all applicable anti-money laundering and anti-terrorism laws and regulations, regardless of local practices or customs.

XIII. AUDITS / INSPECTIONS

All Partners must comply and use good faith efforts to require their own suppliers, subcontractors, and other partners to comply with this Code. Failure to comply with this Code will be sufficient cause for Biocare Medical to immediately require corrective action or to revoke a Partner's approval status. Biocare Medical shall have the right upon reasonable notice to inspect and audit all records maintained by Partner relating to the products supplied to Biocare Medical or distributed by Biocare Medical to Partners, during the period in which Partner supplies and/or distributes the Products and for a period of three (3) years thereafter. Such inspection and/or audit shall be conducted during normal business hours at Partner's principal place of business. Partner agrees to provide copying capability of information that is not proprietary to Partner and that pertains to the Products and workspace and agrees to cooperate fully in any such inspection. Refusal to permit such inspections or audits will be sufficient cause for Biocare Medical to terminate the Partner relationship.

XIV. APPLICATION

This Code is in addition to the Partner's obligations as may be set out in any agreements with Biocare Medical (or its affiliates). In the event of any conflict between this Code and any applicable agreement, the agreement will control.

Biocare Medical reserves the right to revise or withdraw this Code. This Code does not create rights for any person or entity other than Biocare Medical.

In order to ensure effective implementation of this Code, Partners are required to:

- Communicate this Code within their organization and to their subcontractors;
- Sign and return a copy of this Code to Biocare Medical;
- Maintain records to demonstrate compliance;
- Immediately notify Biocare Medical of any material breaches of this Code, together with a schedule for immediate corrective action.

CONCLUSION

We rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. We expect all Partners and employees to be guided by both the letter and the spirit of this Code.

There are several options for you to report any concerns:

- Contact the Chief Compliance Officer;
- Contact the Vice President of Quality and Regulatory;
- Contact the Biocare Human Resources Department;
- Use Biocare's EthicsPoint Hotline at (844) 721-1130.
 - Visit: <http://biocare.ethicspoint.com/>

You may report your concerns anonymously to our EthicsPoint Hotline; however, the Ethics Committee encourages you to provide your contact information so that we may contact you directly with questions if necessary.

I confirm that I have read and understood Biocare Medical's Code of Conduct in full and agree to comply with the Code.

Signed:

Name (Print):

Title:

Date:

On behalf of Partner: