

**KENSEY NASH CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS**

A. INTRODUCTION

1. Purpose

This Code of Business Conduct and Ethics (the Code) of Kensey Nash Corporation (referred to herein as, the “Company,” “we,” “our,” or “us”) contains general guidelines for conducting the business of Kensey Nash Corporation (the Company) consistent with high standards of business ethics. To the extent that this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our members of the Board of Directors (the Board), officers and employees. We refer to all persons covered by this Code as “Company employees” or simply “employees.” We also refer to our chief executive officer and our chief financial officer and any other senior financial officers collectively as our “senior financial officers.” For purposes of this Code, “manager” and “supervisor” shall be used interchangeably.

This Code is established to ensure that all of our employees observe the highest standards of ethics in the conduct of the Company’s business, so that they avoid the appearance of impropriety, and conduct themselves with the highest regard and respect for others. Lawful and ethical behavior is required from our employees at all times. Our core values include respect for individuals, honesty, integrity and leadership by example, and we seek employees who are highly reliable, are good at what they do and strive to improve, exceed expectations, respect each other and the Company and find the most effective means to achieve our goals. It is our policy to be a “good citizen” of the United States and the states and foreign countries in which we do business. We hold our employees to a responsibility to obey both the spirit and the letter of applicable governmental laws, rules and regulations. This includes the laws and regulations that directly affect the way we do business, such as those covering antitrust matters, those relating to the Company’s securities, those covering the sale of our medical devices, and those governing our relationship with our employees. We obey the laws, rules and regulations pertaining to our employees and our company whether we agree with them or not. Each of our employees has a responsibility to set an example of good behavior by continually acting in a clearly ethical manner. Company managers are expected to lead according to our standards of ethical conduct in both words and action. Managers are responsible for promoting open and honest two-way communications, and for being positive and active role models who show respect and consideration for each of our employees.

This Code includes standards and policies that must always be observed by you at the Company. You may have additional requirements because you are responsible for significant decisions affecting the conduct of our business. Furthermore, there are other Company policies and procedures that regulate the conduct of our employees. It is important that you know and understand the policies and standards contained in this Code and those other policies and procedures reflected in these other documents, as compliance with all of these is an integral part of standards of ethical and business conduct we expect from our employees in the performance of their duties.

2. Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company's ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact your Department Director or Vice President of the Human Resources (HR) or Legal Department. The Chairperson of the Audit Committee of the Board has also established an Ethics Help line that is available 24 hours a day, 7 days a week at 1-800-524-1984, ext. 220. You may remain anonymous and will not be required to reveal your identity in calls to the Ethics Help line, although providing your identity may assist the Company in addressing your questions or concerns.

3. Reporting Violations of the Code

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the senior attorney in the Legal Department, who will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the HR or Legal Department directly. You may also report known or suspected violations of the Code on the Ethics Help line that is available 24 hours a day, 7 days a week at 1-800-524-1984 ext. 220. You may remain anonymous and will not be required to reveal your identity in calls to the Ethics Help line, although providing your identity may assist the Company in investigating the known or suspected violation. Regardless of how any known or suspected violation is reported, neither the Company nor any employee or supervisor shall retaliate against any such reporting employee.

All reports to known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the HR and Legal Departments and the Company will keep confidential your identity to the extent possible, consistent with the law and the Company's need to investigate the matter. The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations.

It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and many incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, when not in compliance with the law or with this Code, can result in serious consequences for both you and the Company.

4. Waivers of the Code

Waivers of this Code will be granted only in extraordinary circumstances. Waivers of this Code for non-executive employees may be made only by an executive officer of the Company and

shall be reported to the Corporate Governance and Nominating Committee upon grant. Any waiver of this Code for our directors, executive officers or other senior financial officers may be made only by the Board or the appropriate committee of the Board and will be disclosed to the public as required by law and the rules of the NASDAQ Stock Market. Additionally, the Board, upon granting any waiver, shall designate the appropriate decisions, activities or committees in which the recipient of the waiver must refrain from participating.

B. CONFLICTS OF INTEREST

1. Identifying Potential Conflicts of Interest

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of, but not an all-inclusive list of, conflicts of interest:

- Outside Employment. No employee should be employed by, serve as a director of, or provide any services to a company that is a material, significant customer, supplier or competitor of the Company without Board approval.
- Improper Personal Benefits. No employee should obtain any material, significant (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- Financial Interests. No employee should have a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier or competitor of the Company. A "significant financial interest" means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) unless disclosed to and approved by the Board, an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- Loans or Other Financial Transactions. No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters, parents, in-laws and children, whether such relationships are by blood or adoption.

For purposes of this Code, a company is a “material” customer if the company has made payments to the Company in the past year in excess of 5% of the Company's gross revenues. A company is a “material” supplier if the company has received payments from the Company in the past year in excess of \$50,000 or 5% of the supplier's gross revenues, whichever is greater. A company is a “material” competitor if the company competes in the Company's line of business and has annual gross revenues from such line of business in excess of \$1,000,000.

If you are uncertain whether a particular company is a material customer, supplier or competitor, please contact the Finance, HR or Legal Department for assistance.

2. Disclosure of Conflicts of Interest

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the HR or Legal Department. Your supervisor and the HR and Legal Departments will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of the Code” above.

C. GIFTS AND ENTERTAINMENT

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses should be properly accounted for on expenses reports. The following specific examples may be helpful:

1. Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:
 - The items are of reasonable value;
 - The purpose of the meeting or attendance at the event is business related; and
 - The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

2. Advertising and Promotional Materials. You may occasionally accept or give advertising or promotional materials of nominal value.
3. Personal Gifts. You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift of reasonable value is also acceptable if it is based on a

family or long-standing personal relationship and unrelated to the business of the Company involved between the individuals.

4. Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment. However,

gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments. If you have any questions about this policy, contact your supervisor or the Legal Department for additional guidance. For a more detailed discussion of special considerations applicable to dealing with the U.S., state and local governments, see "Interactions with the Government."

If you conduct business in other countries, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See "Laws Governing Our Business Internationally" for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the HR or Legal Department, which may require you to donate the gift to an appropriate community or charitable organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the HR or Legal Department for additional guidance.

D. CORPORATE OPPORTUNITY

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You may not take personal advantage of opportunities that are presented to you or discovered by you as a result of your position with the Company or through use of the Company's property or information, unless authorized by your manager or the Board (or a committee of the Board that has been given such authority). You cannot use your position with the Company or Company property or information for improper personal gain.

E. RECORDS RETENTION

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, regulatory records, manufacturing records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be true, complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. Ask your supervisor if you have any questions.

The Company has a formal document retention policy contained within its Quality Assurance procedure QA-08, "Record and Document Control Policy", as required by the Code of Federal

Regulations Part 21 and International Standards Organization #13485. You are responsible for understanding and complying with this policy.

F. ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a public company, we are subject to various securities laws, regulations and reporting obligations. State and federal laws, as well as our policies, require the disclosure of true, accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's senior financial officers and other employees working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts. In addition, these employees must ensure that accounting entries are promptly and accurately recorded and properly documented and that no accounting entry intentionally distorts or disguises the true nature of any business transaction. These employees must use good business judgment in the processing and recording of all financial transactions, maintain books and records that fairly and accurately reflect the Company's business transactions, and not make, or tolerate to be made, false or artificial statements or entries for any purpose in the books and records of the Company or in any internal or external correspondence, memoranda or communication of any type, including telephone or wire communication.

G. COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any-doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the HR or Legal Department. In addition, each employee is expected to:

1. Follow all company policies and procedures, employee safety and health laws, workplace environment and conditions, pollution control standards and all other applicable laws and regulations;
2. Immediately report to his or her manager or other supervisor all accidents, injuries, unsafe equipment and practices or conditions or violations of any of the Company's environmental standards;
3. Report to work fit to perform his or her assigned duties and be free from the effects of alcohol or drugs; and

4. Continually seek to improve the safety of the workplace and enhance the Company's efforts to comply with health and safety laws, pollution control standards and other applicable laws.

The company's sales and marketing personnel must pay careful attention to regulations regarding the promotion and sale of medical devices. The company has formalized a policy entitled QA10-07, "Dissemination of Information Related to Uncleared, Unapproved, or Investigational Products and Uses", in order to assure compliance with U.S. and Foreign regulations. See also "Regulatory Compliance."

H. TRADE SECRETS AND CONFIDENTIAL INFORMATION

It is very important for all employees to safeguard the Company's trade secrets and confidential information. Employees are also responsible for safeguarding other companies' confidential information that is obtained in the general course of business with those companies.

1. Confidential Information

Confidential or proprietary information includes any information that is not generally disclosed to the public and which could cause competitive or legal damage to a company if improperly disclosed. Frequent dissemination of information about the Company is made through press releases, reports to stockholders, filings with government agencies and other Company communications. Employees may be privy to confidential or proprietary information about the Company that is not public but is vital to our success.

Examples of confidential information include such items as financial data, sales figures for individual products, new product development plans, advertising programs, areas where the Company intends to expand, supplier and customer lists, wage and salary data, capital investment plans, projected earnings, changes in management or policies of the Company, testing data, designs, artwork, concepts, production processes or procedures, research and development, customized software, suppliers' prices, or any plans the Company may have for improving any of its products. A good operating assumption is that, if you haven't seen it in a press release or on the company website, it's probably confidential.

2. Intellectual Property

The Company's intellectual property includes designs, engineering and manufacturing know-how and processes, business and product plans with outside vendors, patent applications, patents, trade secrets and copyrighted material. Intellectual property is developed and maintained at substantial cost to the Company and represents a significant and material asset that provides the Company with a competitive advantage in the marketplace. The unintentional disclosure of certain of the Company's intellectual property can be just as harmful as intentional disclosure. Accordingly, employees must never discuss with any unauthorized person information, which has not been made public by the Company. In addition, employees are required to use the Company's intellectual property only in connection with the Company's business.

3. Improper Disclosure of Confidential Information.

The Company believes in and supports free speech and privacy, but the dissemination of false or misleading or confidential or proprietary information is a violation of our policies. Each employee must ensure that they handle the information they possess about the Company, including but not limited to, its business, finances, personnel, strategies and performance with professionalism and discretion. Unauthorized dissemination of confidential or proprietary information of any kind, including by email, on the Internet, or otherwise could materially harm our business. Such information must be disseminated exclusively through the appropriate authorized channels; for example, certain confidential information may be disclosed to other parties after having them sign a Non-Disclosure Agreement. For further details regarding this type of protected disclosure, see your supervisor or the Legal Department.

4. Confidential Information of Third Parties

The Company occasionally exchanges or receives trade secret or other confidential information from other companies. Once received, you should treat all confidential information of any third party with the same level of care as you would treat the Company's confidential information. If you have a business need to give or receive confidential information, you may be required to complete a confidentiality agreement before giving or receiving any disclosure; have this preapproved by your supervisor and have the Agreement reviewed and signed by someone in the Legal Department. Even if any information was obtained informally, you still have an obligation to treat the confidential information as confidential.

5. Guidelines for Safeguarding the Company's Confidential Information

Our employees should use the following as guidelines for the protection of trade secrets and confidential information:

- Treat confidential information on a "need to know" basis within the Company.
- If you need to disclose our own trade secret or confidential information to any person outside the Company, it should be done only with appropriate authorization and in conjunction with an appropriate trade secret or confidentiality agreement, which can be obtained from the Legal Department.
- You should not post messages containing confidential or proprietary information — good or bad — about the Company on the Internet, on message boards, in "chat rooms" or in other forums, from work or from home.
- You should always guard against inadvertent disclosures, which may arise in either social conversations or in normal business relations with our suppliers, customers and business partners.
- While you should always be alert to our competitive surroundings and obtain as much information as possible about our competitors, you must do so only in accordance with sound and ethical commercial practices.

- If you are approached with any offer of confidential information that you believe may have been obtained improperly, you must immediately notify your manager or the Legal Department.

6. Consequences of Unauthorized Disclosures of Confidential Information

Unauthorized disclosure, use, or misrepresentation of confidential information of the Company or of a third party may cause the Company serious harm and will result in disciplinary action against the employee involved. Please contact the Legal Department if you have any questions regarding your obligations with respect to the Company's or other companies' confidential information. Our business reputation and the integrity of our relationship depend on your adherence to this policy.

I. FAIR DEALING

1. Supplier and Customer Relationships.

It is the Company's policy to treat our suppliers and customers honestly and fairly. Treating our suppliers and customers right is a key to our success and is the responsibility of all employees.

2. Competitor Relationships.

We respect the rights of our competitors, and we will act fairly toward them in the marketplace. You are expected to also respect the rights of competitors and to act fairly toward them in the marketplace. You should strive for competitive advantages through superior execution, quality and service, never through unethical or questionable business practices. We do not, and expect that you will not, engage in unfair or illegal trade practices. See also Section L – "Compliance with Antitrust Laws" of this Code.

J. PROTECTION AND PROPER USE OF COMPANY ASSETS

1. Improper Use of Company Assets.

No Company property (tangible or intangible) may be sold, loaned, given away, disposed of or used for personal benefit without authorization from the senior employee with budgetary responsibility for the property. Unauthorized copying of software, tapes, books and other documents, which are legally protected, is prohibited. In cases where the senior employee initiates the transaction, authorization should come from his or her immediate manager.

Company property must be safeguarded from loss, damage or theft. Abusing, destroying, damaging or defacing company property, tools, equipment or property of others is prohibited.

2. Information Technology Assets.

Each employee must:

- (a) protect computer hardware from loss, theft or damage;
- (b) protect computer software and company data against unauthorized access;

- (c) reduce risk of computer viruses;
- (d) comply with federal and state copyright laws, which provide copyright owners with exclusive rights against misuse of their proprietary programs, files and databases, including making copies of software for non-back up purposes; violations can result in civil and criminal penalties for the Company and the person(s) involved;
- (e) limit personal use of company computer hardware and software; and
- (f) responsibly use the company-wide electronic mail system.

Abuse of these guidelines is prohibited and a violator of these guidelines will be subject to disciplinary action.

3. Company Funds.

Each employee is responsible for Company funds under his or her control. Funds should be spent for valid business purposes only at prices representing a fair value to the Company. Approval of payment should occur only if these two criteria are met. Specific authority limits are established for each department. Each employee should discuss these limits with his or her manager to ensure compliance

K. INTERACTIONS WITH THE GOVERNMENT

The Company sometimes conducts business with the federal, state and/or local governments, as well as the governments of other countries. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to government contracts and government transactions. In your interactions with the government, you should:

- Be forthright and candid at all times. No employee should intentionally misstate or omit any material information from any written or oral communication with the government.
- Exercise extreme care in maintaining records for and allocating costs to government contracts. Costs incurred on one government project should not be charged against any other government project.
- Not offer to exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, government employees.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Legal Department.

1. Political Contributions and Activities

The Company does not make political contributions. Therefore, no contributions of the Company's funds will be permitted in connection with any federal, state, local or foreign

election. This prohibition includes performance of services or providing anything of value by an employee as part of his or her duties for the Company. Certain expenditures of funds in connection with proper lobbying activity are permissible, but only with the approval of the Chief Executive Officer.

L. COMPLIANCE WITH ANTITRUST LAWS

Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which the Company conducts business.

1. Actions that Violate U.S. Antitrust Laws

In general, U.S. antitrust laws forbid agreements or actions “in restraint of trade”. All employees should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are violations of U.S. antitrust laws:

- Price Fixing. The Company may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- Limitation of Supply. The Company may not agree with its competitors to limit its production or restrict the supply of its service.
- Allocation of Business. The Company may not agree with its competitors to divide or allocate markets, territories or customers.
- Boycott. The Company may not agree with its competitors to refuse to sell to, or purchase products from, third parties. In addition, the Company may not prevent a customer from purchasing or using non-Company products or services.

2. Meetings with Competitors

Employees should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor for any reason, you should obtain the prior approval of the Legal Department. The contents and disclosures of your meeting should be fully documented. Specifically, you should avoid any communications with a competitor regarding:

- Prices;
- Costs;
- Market share;
- Allocation of sales territories;
- Profits and profit margins;
- Suppliers' terms and conditions;
- Product or service offerings;
- Terms and conditions of sale;
- Production facilities or capabilities;
- Bids for a particular contract or program;

- Selection, retention or quality of customers;
- Distribution methods or channels; or
- Intellectual property protection.

3. Professional Organizations and Trade Associations

Employees should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, you should not discuss pricing policy and other competitive terms, plans for new or expanded facilities or any other proprietary, competitively sensitive information.

4. Seeking Help

Violations of antitrust laws carry severe consequences and may expose the Company and employees to substantial civil damages, criminal fines and, in the case of individuals, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is your responsibility to contact the Legal Department promptly for assistance, review and approval.

M. COMPLIANCE WITH INSIDER TRADING LAWS

Company employees are prohibited from trading in the stock or other securities of the Company while in possession of material, nonpublic information about the Company. In addition, Company employees are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material, nonpublic information. Company employees who obtain material nonpublic information about another company in the course of their employment are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in making a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered “material” include:

- Financial results, or any information that indicates a company’s financial results may equal, exceed or fall short of forecasts or expectations;
- Important new products or services;
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers, joint venture proposals or a significant sale of assets;
- Possible management changes or changes of control;

- Pending or contemplated public or private sales of debt or equity securities;
- Events involving securities, including changes in dividend policies, the declaration of a stock split, default on senior securities, call for redemption of securities, establishment of a purchase plan or changes to rights of security holders.
- Significant developments regarding a significant customer, vendor or contract;
- Significant write-offs;
- Initiation or settlement of significant litigation; and
- Changes in the Company's auditors or a notification from its auditors that the Company may no longer rely on the auditors' report.

Many individuals post anonymous messages on the message boards of Internet service providers claiming to have "inside information". These messages — regardless of whether they are true or false — could affect the price of our securities, could spark lawsuits, or otherwise adversely affect the Company. If the Company or a third party is damaged as a result of messages posted online, the Company may have a legal right to bring a lawsuit against the individual posting the messages. Even if the messages are posted by an anonymous individual using an alias, the Company can uncover his or her identity by hiring investigators, which may include filing a subpoena to obtain the individual's personal information from the sponsor of the message board or using a monitoring system.

The laws against insider trading are specific and complex. You must abide by the Company's Insider Trading Policy which you received when you joined the company, but an additional copy can be obtained from the HR or Legal Departments or on the Company's intranet within the section titled "Documents" and the subsection thereof titled "HR Documents." The Company's Insider Trading Policy gives specific trading guidance to the Board and senior management, including trading during blackout periods and under arrangements established pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934. Any questions about information you may possess or about any dealings you have had, or may have, in the Company's securities should be promptly brought to the attention of the HR and Legal Departments.

N. PRODUCT RELATED REGULATORY COMPLIANCE

The Company is subject to many types of laws, which govern the design, development, production, marketing, and transportation of medical devices to customers and end-users. Laws applicable to the Company include, but are not limited to, Part 820 of the Code of Federal Regulations (21 CFR 820) of the Food and Drug Administration (FDA), which governs design, development, manufacturing and quality control for the medical device marketplace, as well as Good Clinical Practices and other FDA regulations that govern the conduct of clinical studies in the U.S. In addition, the Company is subject to workplace health and safety laws, air and water pollution control standards and laws governing the transportation of hazardous materials. To the extent any of these laws or standards apply to your activities on behalf of the Company, you must comply with such laws and standards.

O. PUBLIC COMMUNICATIONS AND FAIR DISCLOSURE

1. Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Company's Chief Financial Officer (CFO) or Chief Executive Officer (CEO). The CFO or CEO will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

2. Compliance with Regulation FD

In connection with its public communications, the Company is required to comply with the rule under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when we disclose material, non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the general public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

To ensure compliance with Regulation FD, we have designated the following officials as "Company Spokesperson(s):"

- Chief Executive Officer;
- Chief Financial Officer; and
- Chief Operating Officer.

Only Company Spokespersons are authorized to disclose information about the Company in response to requests from securities market professionals or stockholders. If you receive a request for information from any securities market professionals or stockholders, promptly contact a Company Spokesperson to coordinate a response to such request.

Company employees who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. Contact the Legal Department if you have any questions about the scope or application of Regulation FD.

P. LAWS GOVERNING OUR BUSINESS INTERNATIONALLY

1. Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the FCPA) prohibits the Company and its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA

prohibits the payment of bribes, kickback or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Certain small facilitation or "grease" payments to foreign officials may be permissible under the FCPA if customary in the country or locality and intended to secure routine governmental action. Governmental action is "routine" if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. For instance, "routine" functions would include setting up a telephone line. Any such payments must receive prior written approval from the Legal Department and must be clearly and accurately reported as a business expense.

2. Customs

The Company maintains a policy of strict compliance with the customs laws and procedures of the United States and all other countries in which we conduct business. Each employee must exercise reasonable care in all of the Company's cross-border transactions and to take steps to ensure that the Company's record keeping practices comply with legal requirements. This includes, without limitation, exercising reasonable care in classifying imported goods and ensuring that stated values and countries of origin are correct.

Employees must comply with all applicable national and multinational export and import control laws. Under certain circumstances "trading with the enemy" laws, and equivalent laws in foreign jurisdictions, prohibit U.S. companies and their subsidiaries, including those located outside the United States, from dealing directly or indirectly with particular countries or business located in those countries. Employees may obtain a list of such countries from the Legal Department.

3. Other Laws Governing our Business Internationally

The Company's business is subject to various U.S. and international trade control regulations, including licensing, shipping documentation, import documentation and reporting and record retention requirements. To ensure compliance, all shipments of product, software and technology must be cleared through the Shipping and Receiving Department of the originating facility or location.

Employees with significant responsibilities in our international business units have an additional responsibility to understand and comply with such applicable laws. These employees are expected to have a working knowledge of the laws and regulations applicable to their job positions. Questions and requests for assistance should be directed to the Legal Department.

The Company is also subject to U.S. anti-boycott laws and regulations, which prevent U.S. companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country upon a nation that is friendly with the United States. Boycott laws often change and must be closely monitored. To ensure compliance, any boycott issue must be referred to the Legal Department.

Q. ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Company employees must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the HR or Legal Department if you have any questions about the laws, regulations and policies that apply to you.

1. Environment

All Company employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve the use of hazardous materials have a special responsibility to safeguard the environment. Such employees should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air.

2. Health and Safety

The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the HR Department.

R. QUALITY AND PRODUCTIVITY

The Company is dedicated to fostering a productive work environment and instilling a commitment to quality among its employees. Equally important is the Company's commitment to productivity. In order to maintain our competitiveness, we must ensure that our work processes are as efficient, safe and operationally sound as possible. Process improvement is characterized by reducing time to complete the process and identifying and eliminating sources of inefficiency. The Company's workplace environment should foster teamwork. It is an environment where new ideas are actively sought and received with open minds. All employees are responsible for maintaining high quality and high productivity.

S. EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from the HR Department and in the Company's Employee Handbook, which can be found on the Company's intranet within the section titled "Documents" and the subsection thereof titled "HR Documents." Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association,

privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Legal Department or the HR Department if you have any questions about the laws, regulations and policies that apply to you.

1. Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, gender identity, age, disability, veteran status or other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtation, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the HR Department. All complaints will be treated with sensitivity and discretion. Your supervisor, the HR Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation against an employee who, in good faith, files a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the HR Department immediately.

2. Alcohol and Drugs

The Company is committed to maintaining a drug-free work place. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

3. Violence Prevention and Weapons

The safety and security of Company employees is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company's property or affects the Company's business must immediately report the situation to their supervisor or the HR Department.

The Company does not permit any individual to have weapons of any kind on or in Company property or vehicles, while on the job or off-site while on Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Company management to carry weapons.

CONCLUSION

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the HR or Legal Department or the Ethics Help line at 1-800-524-1984. We expect all Company employees to adhere to these standards.

This Code shall be our "code of ethics for senior financial officers" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, and our "code of ethics" within the meaning of Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.