

**TACTILE SYSTEMS TECHNOLOGY, INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

**Effective: August 28, 2018**

**INTRODUCTION**

This Code of Business Conduct and Ethics (this “Code”) of Tactile Medical (AKA Tactile Systems Technology, Inc.) (hereinafter, the “Company”) applies to all directors, officers, and employees of the Company (hereinafter “Representatives”). The Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions are subject to additional requirements set forth in the Addendum to this Code. This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide business conduct related to the Company. All of our Representatives must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code should also be provided to and followed by the Company’s agents and representatives, including consultants.

It is the Company’s policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Representative of the Company to adhere to the standards and restrictions imposed by those laws, rules, and regulations. It would be impossible to summarize here all the laws, rules, and regulations with which the Company and Representatives must comply; this Code refers to only a subset of them.

As a manufacturer and provider of medical devices, the Company is subject to a number of federal and state statutes and regulations governing entities involved in the healthcare industry. Concerns regarding Anti-Kickback, False Claims, Sunshine Act, HIPAA/HITECH, and the like have led to a higher level of scrutiny over healthcare providers and the subsequent need for a specific set of policies addressing activities that have the potential to violate standards set by these state and federal regulatory frameworks.

In order to fulfill its mission and duty as a provider of durable medical equipment, the Company interacts on a daily basis with healthcare providers (“HCPs”) and patients. Such interactions may include things such as supporting educational meetings and scholarships, research sponsorships, product education, and patient demonstrations. Such interactions must be for bona fide purposes and monitored and approved by corporate management. Furthermore, such interactions must be appropriately documented and conform to applicable corporate policies and procedures.

With regard to professional conduct, Representatives will practice:

- Integrity by maintaining an ongoing dedication to honesty and responsibility;
- Trustworthiness by acting in a reliable and dependable manner;
- Evenhandedness by treating others with impartiality;
- Respect by treating others with civility and decency;
- Stewardship by exercising custodial responsibility for Company intellectual, financial, and material assets and resources; by following federal and state laws and regulations and Company policies and procedures related to their duties and responsibilities; and
- Confidentiality by protecting the integrity and security of Company Information; such as patient records, employee files, confidential product and market information; and
- Reporting any activity reasonably believed to violate federal or state laws or regulations or Company Policies or Procedures to the Compliance Officer, CEO, COO, CFO or a member of management.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should contact the appropriate person listed on Schedule A to this Code. This Code may only be amended with approval of the Company’s Board of Directors.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. ***If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 17 of this Code.***

## **1. PUBLIC DISCLOSURE**

It is the Company's policy that the information in our public communications, including filings and submissions with the Securities and Exchange Commission, be full, fair, honest, accurate, timely and understandable. All Representatives of the Company who are involved in our disclosure process are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any Representative of the Company who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently. In accordance with the Reporting of Outcomes Policy, the Company will inform the Board of Directors of any sanctions or outcomes from reviews, inspections and/or audits that could adversely affect regulatory compliance or licensure of the Company; the Board of Directors and regulatory agencies will be informed promptly of any such outcomes that adversely affect the Company; and the Company's accreditation body, ACHC, will receive reports of certain adverse occurrences or changes in ownership/management as well as the responses to the outcome and action taken as a result of the outcome.

## **2. CONFLICTS OF INTEREST**

A "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole. A conflict situation can arise when a Representative of the Company takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively.

Personal conflicts of interest are prohibited as a matter of Company policy, unless they have been waived in writing by the Company. In particular, no Representative of the Company may use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family members, or for any other person, including loans or guarantees of obligations, from any person or entity. The term "family member" means a person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home. Service to the Company should never be subordinated to personal gain or advantage. Representatives of the Company must also avoid incurring any financial or personal obligations that may affect (or appear to affect) their judgment in dealing on the Company's behalf, with other companies or individuals. Conflicts of interest should, to the extent possible, be avoided.

Any Representative of the Company who is aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter promptly with an appropriate contact person listed in Schedule A to this Code.

The company will comply with Medicare disclosure requirements and other requirements codified at 42 CFR 420.201 through 420.206 as applicable.

Select areas of concern include:

1. Holding an interest, directly or indirectly, in a firm that is in competition with the Company or a firm with which the Company does business.
2. Receiving gain from any purchase or decision made by the Company.
3. Accepting favors, financial or otherwise, from an outside person or organization that may affect the employee's judgment in making decisions related to the Company.

4. Using information to which an employee has access by reason of his or her position by disclosing such information to competitors (e.g., financial information, technical information, or trade secrets) or using such information for his or her own benefit.
5. Offering consulting services or serving as an employee of another organization.

No “presumption of guilt” is created by the mere existence of a relationship with outside firms. However, if you have any influence on transactions involving the Company’s purchases, contracts, or leases, it is imperative that the existence of any actual or potential conflict of interest be disclosed so that safeguards can be established to protect all parties. To assess potential conflicts and to ensure that those employees engaging in outside employment or other activities inform management, all such employees will complete an Employee Confidentiality and Assignment of Inventions Agreement at the time of hire. This Agreement, in part, prohibits all employees from engaging in other employment or activities which conflict with the interests of the Company. Personal gain may result not only in cases where an employee or relative has a significant ownership in a firm with which the Company does business but also when an employee or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving the Company. If a change in outside employment or other activities occurs, it is the employee’s responsibility to appropriately notify his/her manager at Tactile Medical in a timely fashion.

In addition, all members of the Board of Directors have a continuing obligation to disclose employment or other activities that may constitute a conflict with the interests of the Company. The audit committee of the Board of Directors shall review all possible conflicts and shall, in its discretion, determine if any further or corrective action is required.

In the event that a conflict with the interests of the Company is believed to exist, the affected employee(s) and/or board member(s) should be excluded from offering input, voting or otherwise affecting decisions related to that conflict.

### **3. INSIDER TRADING**

U.S. securities laws prohibit covered individuals from trading in the securities of a company on the basis of material non-public information. Covered individuals mean Company personnel, consultants and advisors, and related parties (“Covered Persons”). Material non-public information includes any information concerning a company’s business, prospects, securities or market that an investor might consider important in deciding whether to buy or sell the securities of the company or that could affect the market price of the securities. Examples of material information include: possible mergers, acquisitions or divestitures, actual or estimated financial results, purchases and sales of investments in companies, obtaining or losing significant contracts, significant product developments, threatened major litigation or developments in such matters, and major changes in business strategies. Certain Covered Persons in the Company are identified as Corporate Insiders (directors and Section 16 officers of the Company and other officers and key employees of the Company and any subsidiaries who have been designated as Corporate Insiders by the Chief Financial Officer).

If you are a Corporate Insider you are subject to additional restrictions on trading Company securities as set out in the addendum to the Insider Trading Policy. The Company may also, from time to time, impose on all or an appropriate group of Covered Persons, additional restrictions on trading Company Securities when circumstances warrant. These additional restrictions will be communicated by the Chief Financial Officer. If you have access to material information, whether it pertains to the Company or another company, do not buy or sell Company securities or those of the other company until an appropriate time has passed after the information has been disclosed to the public by press release or similar announcement. Two simple rules can help protect you in this area: (1) do not use material non-public information for personal gain, and (2) do not pass along such information to someone else who

does not have a reason to know. Representatives who fail to comply with this Code and the Insider Trading Policy, will be subject to appropriate disciplinary action and possible civil and criminal penalties.

#### **4. CORPORATE OPPORTUNITIES**

Representatives of the Company owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Representatives of the Company are prohibited from taking for themselves, or directing to a third party, a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, Representatives of the Company are prohibited from using Company property, information or position for personal gain or competing, directly or indirectly, with the Company.

With prior approval, you may give lectures, conduct seminars, publish articles in books or engage in any other similar activity for which you may be paid a fee or honorarium. However, any fees, honorariums or reimbursements must be transferred to the Company unless written approval is given to retain them.

#### **5. GIFTS AND OTHER BENEFITS; INTERACTIONS WITH HEALTHCARE PROFESSIONALS**

The Company interacts with HCPs to expand awareness and education and discuss appropriate treatment options for patients. The Company is committed to ensuring that such interactions are not inappropriately influenced by financial considerations. Financial interactions with HCPs are more specifically addressed in the Healthcare Professionals Financial Support Policy and the Open Payment Compliance SOP. The Company prohibits all gifts, except small trinkets such as pens and sticky notes, to any HCP. Entertainment is also prohibited. Meals, consulting fees, product training, and discounts may be provided under certain circumstances and in those areas not excluded by law. No bribes, kickbacks, or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity.

The Anti-kickback Statute, False Claims Act, and Sunshine Act govern the interactions between HCPs and medical device companies. These guidelines apply equally to an employee's personal funds and company funds. In no situation should a Representative ever make a direct (personal) payment (including reimbursement of legitimate expenses) to a HCP for any reason. Payments should be made through the company's accounts payable process.

Federal and some state laws impose criminal and civil penalties for offering or receiving improper "inducement" to purchase, order, or recommend a healthcare item or service. The major purpose of these laws (often referred to as "Anti-kickback" laws) is to ensure that the purchase or prescription of a product reimbursed by the government is based upon patient benefit, price, quality, service, and similar considerations. The Company makes payments to HCPs only for bona fide reasonable and necessary services, and in amounts that are no more than the fair market value for the services performed. In accordance with the Anti-kickback Statute, the Company shall encourage ethical business practices and socially responsible industry conduct and shall not unlawfully induce the purchase, prescription, or referrals of goods or services.

The False Claims Act is designed to ensure the integrity of information provided to the government for the reimbursement of products. A manufacturer is deemed liable for a False Claims Act violation if it participates in a false claim for reimbursement. In accordance with the False Claims Act, the Company ensures that its role in providing reimbursement services or advice to HCPs is in compliance with the law and does not encourage inappropriate reimbursement for its products.

The purpose of the Sunshine Act is to create transparency for patients to the financial relationship between their doctors and medical device and pharmaceutical companies. As a medical device company, the Company is required to document any transfers of value to prescribers in excess of certain minimum

thresholds and report these transactions annually. Transfers of Value include cash or cash equivalent as well as in-kind services. These transactions are posted on a public website so that any patient may search and view if a doctor has received transfers of value from industry. In compliance with the requirements of the Sunshine Act the Company has implemented policies, procedures, and training to ensure its employees are fully informed and are able to explain this obligation to its prescriber customers. It is important that the Representatives of the Company follow these established procedures in the course of their interactions with HCPs. The Company has implemented appropriate processes to fulfill its obligations under the Sunshine Act. To support accurate reporting Representatives must be specific and thorough when documenting financial interactions related to HCPs.

## **6. COMPETITION AND FAIR DEALING**

The Company has a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each director, officer, employee and representative of the Company should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. The Food and Drug Administration's ("FDA") advertising and promotion laws and regulations address the claims we can lawfully make about our products. In complying with the FDA's advertising and promotional law, the Company shall promote its products based upon the cleared or approved claims. The Company shall be truthful, not misleading, and fairly balanced in the claims it makes about its products. If off-label information is shared with HCPs, it will be done appropriately and lawfully.

## **7. DISCRIMINATION AND HARASSMENT**

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate illegal discrimination or harassment of any kind. The Company is committed to providing a work environment free from harassment or intimidation, including sexual harassment and harassment on account of sex, race, color, national origin, religion, marital status, sexual orientation, age, disability, or any other protected classification. Further detail regarding the Company's harassment policy and procedures is located in the Employee Handbook. Policies extend to our patient population as well. The Cultural Background and Religious Beliefs and the Communication Barriers policies provide guidance to employees on handling various patient populations.

## **8. HEALTH AND SAFETY**

The Company strives to provide a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices, or conditions in the workplace and when in the patient's home. As a Company Representative, you are responsible for following all safety guidelines and procedures specified in applicable government regulations and Company literature. The following policies provide further detail on safety topics and guidelines for the employee: Safety Management, Infection Control, and Tuberculosis Infection Control Plan.

## **9. ETHICS**

The Company considers, discusses, and resolves conflicts and ethical issues arising with patients, caregivers, staff, physicians, and referrals sources. The Company identifies issues and educates its staff members about available ethical aspects of care or service. The Compliance Officer should be consulted/notified if ethical issues, concerns, or questions arise. At orientation, annually, and as needed, Company Representatives are to be informed of the process for resolving ethical issues, including but not limited to:

- Define ethical issues within the Company
- Resolve actual or potential conflicts (

- Provide a forum for discussion of ethical issues that arise
- Provide staff education concerning ethical issues
- Provide educational resources to assist staff with conflicts or ethical dilemmas.

As ethical issues are identified, Representatives may include the patient and caregiver(s), physicians and other members of the healthcare team for input, support, and resolution. Ethical issues with respect to in-home care include but are not limited to:

- Unsafe home situation and patient safety (Patient Abuse or Neglect Policy; Home Safety Education Policy)
- Non-compliance to Plan of Service or Plan of Care and refusal of services (Patient Bill of Rights and Responsibilities Policy; Order Assessment and Plan of Service Policy)
- Informed consent
- Confidentiality (Confidentiality and Privacy of Patient Information Policy)
- Care of patients without payment sources (Eligibility Assessment and Guidelines Policy)
- Any issues which cause an ethical conflict or moral dilemma

Ethical issues may arise for the staff and contractors such as:

- Appropriate behavior of staff members in the home (refer to the Professional Boundaries section within the Employee Handbook)
- Accepting of gifts from patients
- Conflict with care or services provided
- Staff members will document in-home care records evidence of discussions and decisions (Patient Record Documentation Policy)

## **10. RECORD-KEEPING**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, consult Travel and Business Expense Policy, or contact your manager or the appropriate person listed on Schedule A to this Code.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Records should be maintained according to the Record Retention Policy. Additional requirements for record retention or management are outlined in the following policies:

- Record Retention
- Patient Record Documentation
- Patient Record Management.

## **11. SCIENTIFIC INFORMATION AND INTEGRITY**

The Company expects honesty and integrity in recording, interpreting, and reporting clinical and scientific data and results. All such individuals are expected to report their findings truthfully and without fear of reprisal or retribution. Individuals who are aware of violations of this policy must communicate these violations to individuals with management responsibility over the affected operations. The medical device industry is a heavily regulated industry. From time to time employees and directors may find themselves dealing with requests from the FDA or other regulatory agencies. Company representatives

should cooperate in good faith and in accordance with the law, answering regulatory inquiries in a fair and accurate manner.

## **12. CONFIDENTIALITY AND SECURITY**

Representatives of the Company often learn confidential or proprietary information about the Company, patients, our customers, prospective customers or other third parties. Representatives must maintain the confidentiality and security of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company. Confidential information also includes our clients' protected health information (PHI) (see the Confidentiality and Privacy of Patient Information Policy.) The obligation to preserve confidential information continues even after a Representative ceases to perform services for the Company.

The Company recognizes the importance of maintaining an effective Information Security program. This program is responsible for ensuring reasonable and appropriate policies and procedures to comply with the standards, implementation, specifications, or other requirements of state and federal regulations regarding Information Security. The Security Officer is assigned formal responsibility for oversight of development, implementation, monitoring, and communication of security policies and procedures (see the Corporate Passwords Policy, Portable Devices and Media Policy, and Workstation Use and Security Policy.)

## **13. PROTECTION AND PROPER USE OF COMPANY ASSETS**

The Company's assets should not be used for non-company business, though incidental personal use may be permitted. Any act that involves theft, fraud, embezzlement or misappropriation of any property is prohibited. Theft, carelessness and waste have a direct impact on our profitability. Any suspected incident of fraud or theft should be reported immediately for investigation.

The obligation of Representatives of the Company to protect our assets includes our proprietary information, intellectual property and innovative ideas.

Intellectual property rights, including patents, trademarks, copyrights, trade secrets and know-how, are valuable assets and must be planned for and managed with the same degree of care as any other valuable asset. New concepts and ideas will be identified for purposes of evaluation and protection, as appropriate, to support the Company's long-term and short-term goals.

Representatives of the Company also have an obligation to protect and manage any software that is proprietary to, or licensed by, the Company. "Software" includes programs, routines and procedures that cause a computer system to perform a predetermined function or functions, as well as the supporting documentation. This includes algorithms, flow charts, diagrams, specifications, diagnostic testing materials and operating or maintenance manuals. Representatives of the Company developing, using or acquiring software must make sure that the appropriate intellectual property rights (copyrights, patents and trade secrets) in the software are obtained. All software must be developed and used in compliance with applicable laws and contractual obligations assumed by the Company, including copyright laws and necessary licensing. No Representative of the Company may use unlicensed software or create or use unauthorized copies of software.

## **14. PAYMENTS TO GOVERNMENT PERSONNEL**

The U.S. Foreign Corrupt Practices Act and other laws applicable to the Company prohibit giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

#### **15. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

Any waivers of the provisions in this Code for the Company's directors or executive officers may be granted only by the Company's board of directors. Any waivers of the provisions in this Code for any other employee of the Company may be granted only by the Company's Chief Executive Officer, or his or her designee. Any amendment to, or waiver of, a provision of this Code that applies to a director or other executive officer will be publicly disclosed as required by applicable law, regulation or requirement of the stock exchange or automated quotation system upon which the Company's common stock is listed, if any.

#### **16. REPORTING VIOLATION AND ENFORCEMENT**

All Representatives of the Company must understand and comply with this Code. Violation of this Code will not be tolerated and will result in discipline for employees and other appropriate consequences for non-employees.

Any person who knows or reasonably believes that any Representative of the Company has engaged or is engaging in Company-related conduct that violates this Code should report such information to an appropriate contact person listed in Schedule A to this Code.

You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any person who reports such conduct in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct. Confidentiality regarding those who make compliance reports and those potentially involved is maintained to the extent possible during a compliance investigation.

Each report of a suspected violation of this Code will be treated seriously and investigated diligently by the Company. Depending on the nature of a suspected violation, and the parties involved, the investigation will be conducted by management, the Compliance Officer, the Company's board of directors, or outside professionals hired specifically for the investigation.

The Company also may commence legal proceedings, if necessary, to recover the amount of any improper expenditures, any profits realized by the offending Representative of the Company, and any financial detriment sustained by the Company. In appropriate circumstances, violations of this Code will be reported to the applicable authorities.

#### **17. PRACTICAL CONSIDERATIONS**

We must all work to ensure compliance with the Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask Yourself Questions. If you are in doubt about a business conduct situation, ask yourself the following questions:
  - Is it legal?



- Does it violate this Code?
  - Is it consistent with the Company's values?
  - Is it fair and just?
  - How would it look in a newspaper article?
  - Does it have the appearance of impropriety?
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
  - Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
  - Seek help from Company resources. If you feel that it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with the appropriate person listed on Schedule A to this Code.
  - Always ask first, act later: If you are unsure of whether something that you plan to do, or have been asked to do, may violate this Code, seek guidance before you act.

**SCHEDULE A**  
**CONTACT LIST**

**Directors and Executive Officers**

**Contact:**

- Chairman of the Board
- Chairman of the Audit Committee
- Chairman of the Compliance Committee
- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer

**Other Employees, Representatives, Agents,**

**Contact:**

- The employee's immediate supervisor
- VP & Compliance Officer
- Chief Financial Officer
- Chief Operating Officer
- Chairman of the Compliance Committee
- Chairman of the Audit Committee

This contact list is subject to change from time to time. Any change to this contact list shall not be deemed an amendment to this Code.

**RECEIPT AND ACKNOWLEDGMENT**

I acknowledge that I have received and will comply with the Code of Business Conduct and Ethics of Tactile Medical including, if applicable, the Addendum for Senior Financial Management. I understand and agree that the Code of Business Conduct and Ethics is **not** an employment contract between Tactile Medical and me.

I understand that if I have questions related to the standards of conduct outlined in the Code of Business Conduct and Ethics, I am to discuss them promptly with an appropriate contact person listed in Schedule A attached to the Code of Business Conduct and Ethics.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Print Name \_\_\_\_\_

Location \_\_\_\_\_

Return this page to:           Tactile Medical  
  3701 Wayzata Blvd, Suite 300  
  Minneapolis, MN 55416 USA

## ADDENDUM FOR SENIOR FINANCIAL MANAGEMENT

*Applicability.* This Addendum supplements the Tactile Systems Technology, Inc. Code of Business Conduct and Ethics (the “Code”) applicable to all employees and applies to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions (the “Senior Financial Management”).

*Purpose.* This Addendum is designed to deter wrongdoing and to promote:

- honest and ethical conduct;
- full, fair, accurate, timely and understandable disclosure by the Company;
- compliance with applicable laws, rules and regulations;
- prompt reporting of violations of the Code or this Addendum; and
- accountability for adherence to the Code and this Addendum.

*Requirements.* All members of the Senior Financial Management shall:

- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission, and in other public communications by the Company.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the individual’s independent judgment to be subordinated.
- Share knowledge and maintain skills relevant to carrying out the individual’s duties within the Company.
- Proactively promote ethical behavior among peers and employees under the individual’s supervision at the Company.
- Achieve responsible use of and control over all assets and resources of the Company entrusted to the individual.
- Promptly report to the Chairman of the Audit Committee any information concerning violations of the Code or this Addendum, significant deficiencies in the design or operation of the Company’s internal financial controls, or any fraud involving management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

*Reporting Violations.* Any person who has information concerning any violation of the Code or this Addendum by any member of the Senior Financial Management shall promptly bring such information to the attention of the Chairman of the Audit Committee. Alternatively, any person may report any violation of the Code or this Addendum by calling the **Company’s Compliance Hotline at (844) 417-8862**, which provides a means for making anonymous, confidential reports. Reports received by the Compliance Hotline will be forwarded to the Chairman of the Audit Committee and the VP & Compliance Officer. The Audit Committee will oversee the handling of reports involving accounting, internal control or audit matters and any report involving the Senior Financial Management, and will refer other reports to the Compliance Officer for appropriate handling and response.

*Sanctions.* Violations of the Code or this Addendum may subject the employee to appropriate sanctions, including censure, suspension or termination. These sanctions shall be reasonably designed to deter wrongdoing and promote accountability for adherence to the Code and this Addendum.

*Waivers and Amendments.* Waivers of or amendments to the provisions of the Code or this Addendum may be granted or approved only by the Board of Directors of the Company. Any such waivers or

amendments shall be promptly disclosed as required by law, regulation or requirement of the stock exchange or automated quotation system upon which the Company's common stock is listed, if any.

*Acknowledgements.* Each member of the Senior Financial Management shall acknowledge in writing his or her obligation to fully comply with the Code and this Addendum.