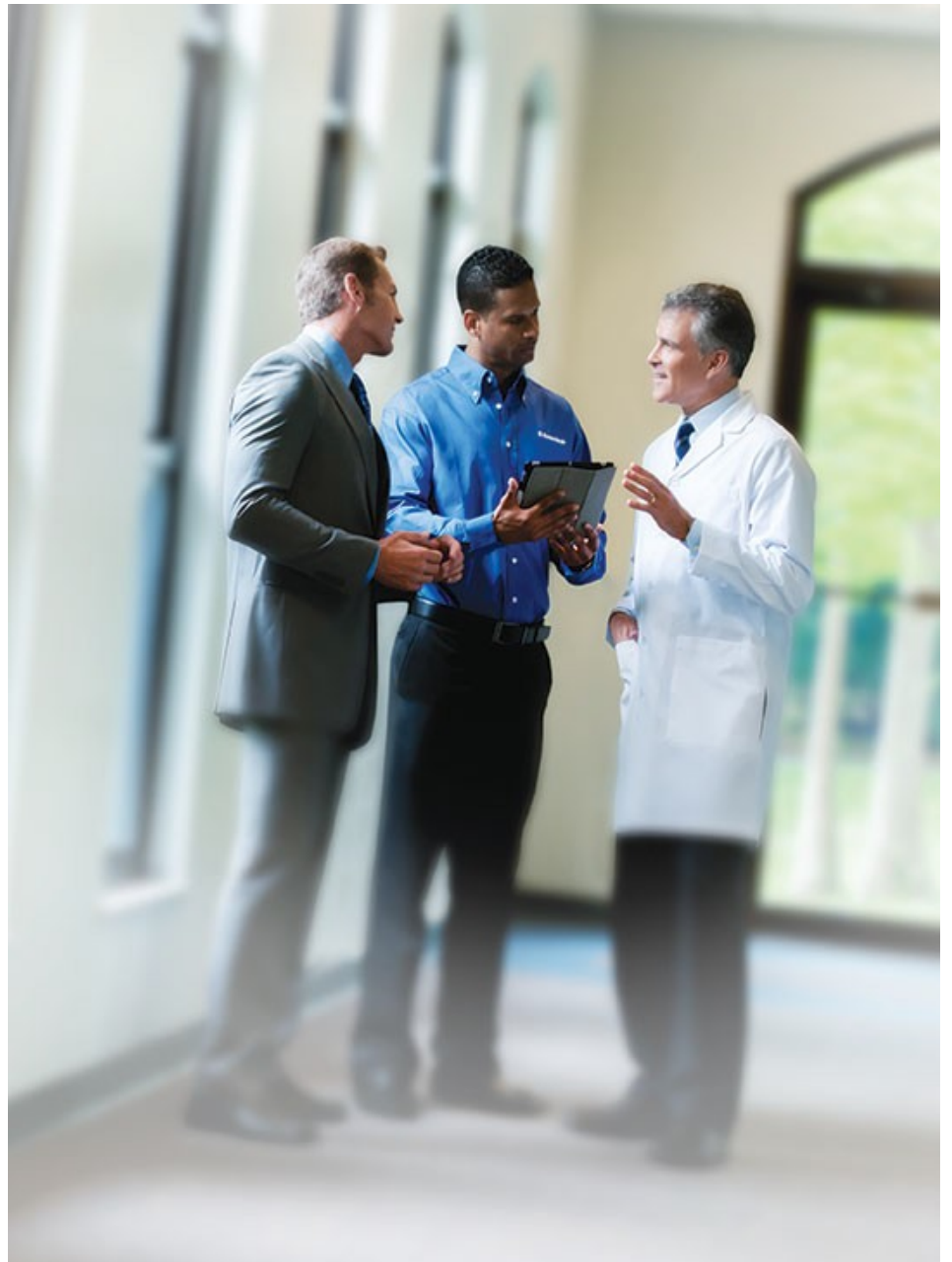


Exactech Third Party Code of Business Conduct



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The Code highlights important legal, ethical, behavioral and other requirements for parties who wish to be a Third Party of Exactech.

INTRODUCTION

Exactech strives to achieve and maintain the highest possible standards of corporate integrity and ethical behavior. Exactech expects that its Third Parties will conduct their business not only in a lawful manner but also in compliance with the same high standards of integrity and ethics. This Third-Party Code of Business Conduct establishes such expected standards, but is not meant to be all-inclusive, and there is an expectation of personal integrity from each of the Third Parties, their employees, and individuals they interact with in their business dealings. The Code highlights important legal, ethical, behavioral and other requirements for parties who wish to be a Third Party of Exactech. Exactech Third Parties are further expected to take reasonable and necessary steps to help ensure that their sub-contractors conduct business in compliance with this Code of Third-Party Business Conduct. Exactech reserves the right to amend, modify and add to this Code from time to time as Exactech, in its sole discretion, believes is appropriate.

It is expected that all Third Parties must conduct business in accordance with all applicable country, state, and local laws in the jurisdictions in which they operate. This includes, without limitation, laws relating to employment, human rights, the environment, health and safety, and trade. Third Parties are to comply with the commercial best practices of said Third Party's industry. Exactech reserves the right to decline to deal with Third Parties who do not comply with the law.

STANDARD OF EMPLOYMENT

Safe Work Environment

Third parties shall maintain a healthy, clean and safe work environment. Suppliers shall maintain written safety and health policies and systems to minimize work-related injury and illness.

Child Labor Avoidance

Third Parties must not employ any person younger than the legal minimum age for working in the jurisdiction in which such person is employed and must comply with all applicable minimum legal age requirements and other applicable child labor laws. Exactech does support the use of legitimate workplace apprenticeship programs, but only if they comply with all applicable laws and regulations.

Slavery and Human Trafficking

Third Parties must not support, promote or engage in the practice of slavery or human trafficking, and suppliers must comply with the laws regarding slavery and human trafficking of the country or countries in which they are doing business.

Wages and Benefits

Third Parties must provide compensation, including regular wages and overtime hours, and legally mandated benefits, in accordance with all applicable laws and standards.

Working Hours

Third Parties must comply with all applicable laws governing the number of maximum work hours, vacation time, leave periods and holidays. Employees of Third Parties shall not work beyond the maximum working hours permitted by applicable law. Third Parties will compensate for overtime in accordance with applicable laws.

Respect and Dignity

Third Parties shall take appropriate measures to promote and ensure that Third Party's workplace(s) are free from harassment of any type, harsh treatment, threats of violence, corporal punishment, or other forms of physical, mental or emotional coercion.

Non-Discrimination

All conditions of employment by Third Parties shall be based upon an individual's merit and ability to perform the responsibilities of the job. Third Parties shall not discriminate on the basis of race, color, national origin, gender, religion, age, nationality, disability, social or ethnic origin, pregnancy, political affiliation, veteran status, union membership or marital status, or other factors prohibited by applicable laws and regulations.

Freedom of Association

Third Parties agree to respect the rights of their employees regarding the rights of such employees generally whether to associate or not associate with any group or labor organization, in accordance with applicable laws and regulations.

Immigration Laws

Third Parties shall only employ employees with a legal right to work in the jurisdiction(s) in which Third Parties intend to hire such employees. Third Parties shall review appropriate and relevant documentation and confirm the legal status of their prospective employees prior to hiring such prospective employee.



Never share with competitors pricing information or information that could affect pricing, including but not limited to information on costs, production, products and services, sales territories, distribution channels, customers or other non-public business information

FAIR BUSINESS DEALINGS

Third Parties shall conduct all business dealings in a fair and above-board manner. Third Parties must uphold fair business standards in advertising, sales, or competition, and prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or that unlawfully reduce competition. Third Parties must compete fairly and ethically for all business opportunities and ensure all statements, communications and representations to Exactech are accurate and truthful.

Third Parties are required to comply with all applicable competition and anti-trust laws and regulations. Robust fair competition practices include to:

- Always bid for tenders independently from competitors and never discuss bidding practices
- Never enter into agreements, coordinated practices, or understandings that could restrict competition, and never exchange information that is competitively sensitive
- Never share with competitors pricing information or information that could affect pricing, including but not limited to information on costs, production, products and services, sales territories, distribution channels, customers or other non-public business information
- Never place business partners at an unjustified disadvantage in countries where the distributor holds a dominant position
- Only gather information about competitors using ethical means and lawful sources.



Third Parties will maintain integrity, transparency and accuracy in corporate record keeping.

Anti-Corruption and Anti-Bribery

Third Parties will conduct their business without engaging in any form of bribery, extortion, embezzlement or corruption, including public or private bribery or kickbacks. Third Parties will abide by, and will cause all of its affiliates and the respective directors, officers, employees, agents or representatives of such affiliates, its sub-contractors, as well as any other person acting on behalf of the Third Party or any of its affiliates (“Associates”) to abide by the US Foreign Corrupt Practices Act (“FCPA”); the UK Bribery Act, the Organization of Foreign Public Officials in International Business Transactions (“OECD Bribery Convention”), and its country’s established legislation; and any anti-corruption and anti-bribery laws, rules and regulations in all the jurisdictions in which the Third Party transacts business. Third Parties will maintain integrity, transparency and accuracy in corporate record keeping. Third Party will immediately notify Exactech in the event that Third Party should become aware of any behavior by itself or any Associates that violates or is likely to violate the FCPA, UK Bribery Act, the OECD Bribery Convention or any other anticorruption law, rule or

regulation.

Fraud

Exactech prohibits fraud of any kind, which is the act or intent of cheating, tricking, stealing, deceiving, misrepresenting or lying for any personal or professional advantage. Fraud is dishonest and incompatible with Exactech’s values and culture. Allegations of fraud will be investigated and properly reported. Third Parties must not engage in any fraudulent behavior, including, but not limited to:

- The theft of Exactech funds or property
- Misusing Exactech resources for private purposes
- Making or submitting false expense claims
- Forging invoices or documentation
- Intentionally filling false financial records or statements
- Stealing or misusing intellectual property
- Stealing or misusing proprietary or confidential business property or intelligence

Conflicts of Interest

Third Parties are expected to disclose to Exactech any situation that may present a conflict of interest with respect to Exactech. For that reason, Third Parties must inform Exactech if an employee of any Third Party, or their family member, has a relationship with an Exactech employee who can make decisions that will affect such Third Party’s business, or if any Exactech employee, or their family member, may have an interest of any kind in such Third Party’s business or any kind of economic ties with such Third Party. Additionally, Third Parties are required to disclose whether any of its employees, their family members, or its affiliates has a relationship with a Healthcare Professional (“HCP”) or Public Official.

Exactech Issued Documents

Third Parties may never change the original invoice issued by Exactech to minimize cost of customs or taxes by reducing the original purchase prices and thereby the cost of goods. Such conduct is not permissible.

Gifts and Hospitality

Third Parties must ensure that the acceptance or bestowing of any gift or offer of hospitality cannot be construed as an attempt to secure favorable treatment from or to the Third Party. Third Parties or any member of their family should not accept or bestow any type of gift or any offer of hospitality related directly or indirectly to Third Parties’ operations.



Third Parties are required to disclose whether any of its employees, their family members, or its affiliates has a relationship with a Healthcare Professional (“HCP”) or Public Official.

SECURITY, SAFETY, ENVIRONMENTAL SUSTAINABILITY

Security

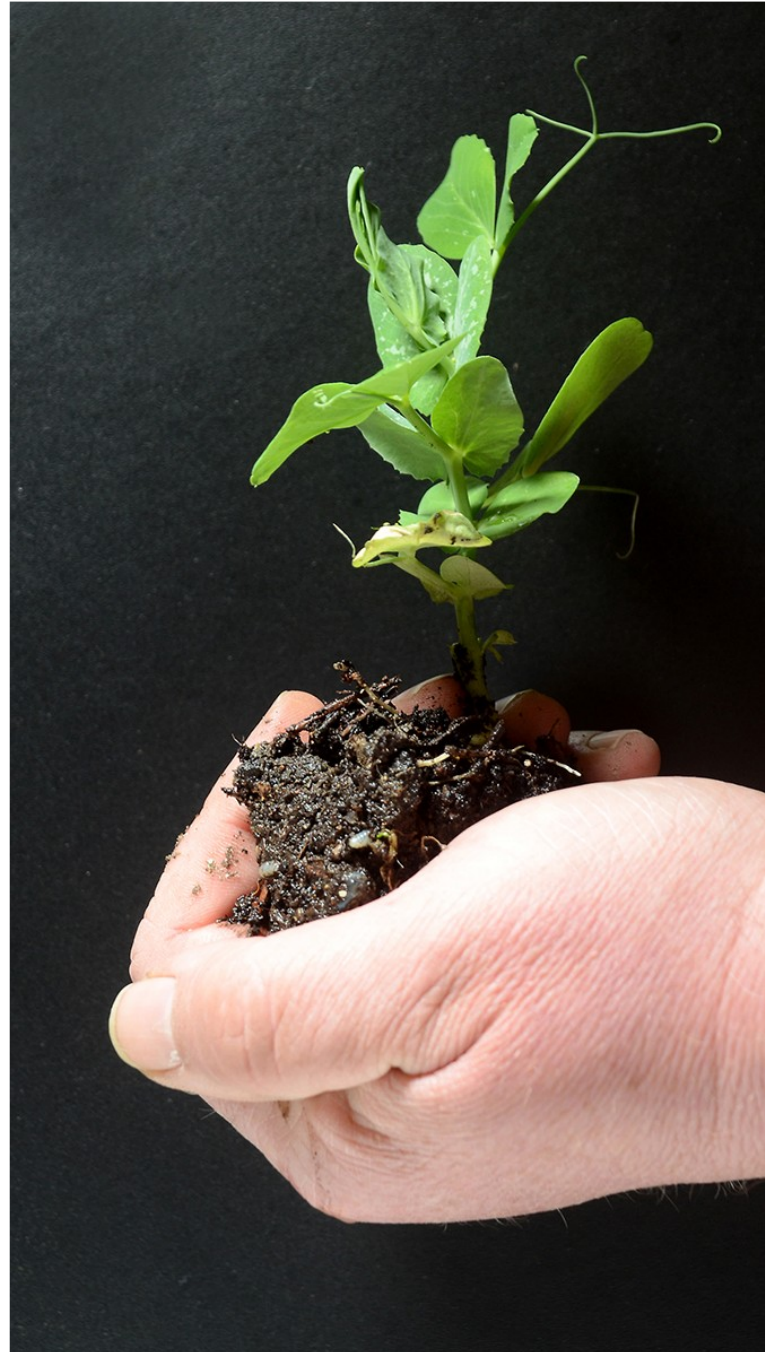
Third Parties shall maintain reasonably adequate security at all its facilities. Third Party shall implement and maintain supply chain security and business continuity procedures designed to comply with all applicable customs procedures, laws, regulations and rules.

Health and Safety

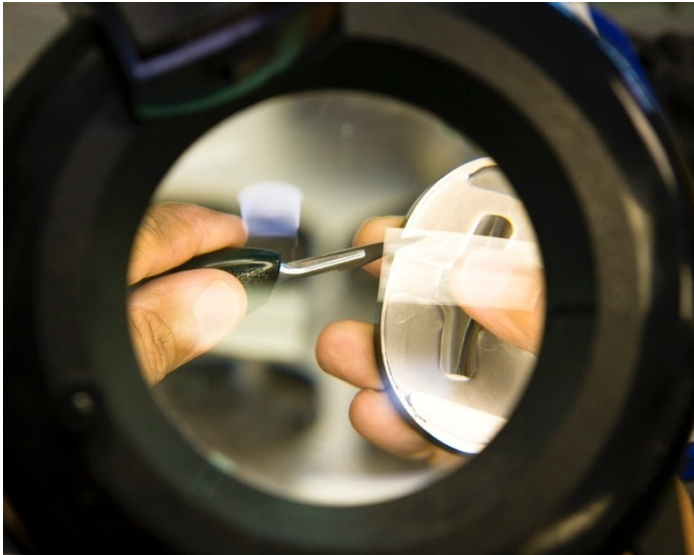
Third Parties shall maintain a clean, safe and healthy environment to include appropriate controls, safety procedures, preventative maintenance, and appropriate protective equipment in compliance with all applicable laws and regulations. Third Party shall maintain written safety and health policies and systems to maintain such a work environment and minimize workplace accidents and injuries. Suppliers should measure, track, and improve health and safety performance and establish emergency response plans.

Environmental Sustainability

Third Parties will act in an environmentally responsible manner. Third Parties shall comply with applicable environmental laws and regulations and remediate any environmental problems they may cause. Third Parties shall strive to implement and maintain manufacturing operations which are environmentally friendly. Exactech will actively seek Third Parties that share our commitment to protecting the environment and who work to sustain, protect and restore the environment, by such means as energy conservation, recycling and proper disposal of waste.



Third Parties shall strive to implement and maintain manufacturing operations which are environmentally friendly.



CONFIDENTIALITY AND PRIVACY

Confidentiality

Third Parties with access to confidential Exactech information must not disclose such information to other parties without Exactech's written consent. In addition, Third Parties must respect intellectual property rights and the transfer of confidential information must be done in a manner that protects intellectual property rights. Such confidential information may include, but is not limited to, product pricing, employees, designs, customers, operating systems, policies and practices, production technologies and know-how, and engineering, technical, or scientific techniques.

Privacy

When Third Parties handle personal confidential information in the performance of services on our behalf, we require them to ensure that such information is protected against unauthorized disclosure and is appropriately safeguarded. Suppliers must immediately report actual or possible unauthorized disclosures of personal confidential information to Exactech's Compliance Department. Personal confidential information includes, but is not limited to, private information about individuals including name, address, birth date, identification numbers, etc.

COMPLIANCE, RECORD RETENTION, AND AUDIT

Audits and Assessments

Third Parties will implement appropriate programs, policies and procedures to help ensure compliance with the standards and obligations set forth in this Code, including designating one or more of its management staff to be responsible for monitoring their compliance with this Code. Exactech or a third-party designated by Exactech may conduct periodic audits, inspections or reviews of Third Parties' facilities for purposes of confirming such compliance.

Corrective Action

Third Parties are expected to promptly take corrective action to address any deficiencies identified with respect to compliance with this Code.

Compliance

Third Parties will maintain necessary records and documentation to demonstrate such implementation and their compliance with this Code. Additionally, where laws and requirements obligate a Third Party to disclose payments made directly to or made in-kind to a Healthcare Professional, known as transparency laws, Third Party is required to comply with all such transparency laws.

Reporting Noncompliance

Third Parties, their employees, and their subcontractors should report any questionable behavior by Exactech employees or by such Third Parties, their employees or subcontractors. Reports can be filed, either by email or phone to the Exactech Compliance Hotline. Hotline numbers are found on the Company's website: <https://www.exac.com/compliance-hotline/> or may be made via the internet at www.lighthouse-services.com/exac.

Consequences

If a Third Party is found to be in violation of this Code, Exactech will take all appropriate measures to address the violation. Exactech reserves the right to terminate its relationship with any Third Party for failure to comply with



APPENDIX A – EXACTECH CONFLICTS OF INTEREST POLICIES

Exactech utilizes a standard methodology to identify and evaluate the potential for individual Third Parties to meet the criteria for providing necessary goods or services. At a minimum, such an evaluation must include an inquiry into the personal interests and relationships (including ownership, management, or family relationships) between the potential Third Party under evaluation and any Exactech employee or HCP.

Conflicts of interest may arise when an employee, officer or director, or members of his or her family receive any personal benefits from any third party as a result of his or her position with Exactech. This concept also applies to Exactech's interactions with HCPs. Exactech does not take actions or make offers to an HCPs or any immediate family member of an HCP that would induce the HCP to make or influence the purchase, recommendation, referral, or use of Exactech products.

A conflict of interest exists when a person's private interest interferes – or even appears to interfere – in a way with the interests of the company. The existence of a conflict depends upon the circumstances, including the nature and relative importance of the interest involved.

Exactech requires that suppliers disclose current, relevant relationships, and situations that may constitute an actual or perceived conflict of interest. In the event that a Third Party has a relationship or situation involving an Exactech employee or HCP, either currently or in the future, that results in a potential conflict of interest; the Third Party shall notify Exactech immediately. This information may be disclosed to Exactech's Compliance Department, Legal Department, or by utilizing Exactech's Hotline reporting methods.

Exactech employees may not seek or accept any gifts, gratuities, payments, fees, services, privileges, vacations, or trips (even with an apparent business purpose), loans (other than conventional loans on customary terms from lending institutions) or other favors from any person or business organization that does or seeks to do business with, or is a competitor of, Exactech. Exactech Purchasing representatives will not practice or encourage the practice of reciprocity in purchase decisions. Neither Exactech employees nor Exactech Third Parties may accept anything of value in exchange for referral to any such person or business organization.