



**Inspire Medical Systems, Inc.**  
**Code of Business Conduct and Ethics**

## **1.0 Introduction**

### **A. Purpose**

This Code of Business Conduct and Ethics (the “**Code**”) contains general guidelines for conducting the business of Inspire Medical Systems, Inc. (the “**Company**” or “**we**”) consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

This Code applies to all of our directors, officers and other employees and individual contractors who perform services on behalf of the Company. We refer to all directors, officers and other employees and individual contractors covered by this Code as “Company employees” or simply “employees,” unless the context otherwise requires. In this Code, we refer to our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions, as our “principal financial officers.” Where appropriate, we may contractually oblige certain organizational contractors (e.g., companies that serve as our, subcontractors, vendors or distributors) to require that their individual employees comply with applicable portions of this Code.

### **B. 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 the Company’s Chief Compliance Officer. The Company has also established an Ethics Hotline through which you may report known or suspected violations of the Code. The Ethics Hotline is available 24 hours a day, 7 days a week by telephone at 1-844-858-5771, or on the Internet at [inspiresleep.ethicspoint.com](http://inspiresleep.ethicspoint.com). Except where otherwise required by law, you may remain anonymous and will not be required to reveal your identity in calls to the Ethics Hotline, although providing your identity may assist the Company in addressing your questions or concerns.

### **C. Reporting Violations of the Code**

All employees have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If you suspect a violation of this Code, you should immediately report the conduct to an immediate supervisor, the Company’s Chief Compliance Officer, or the Company’s Ethics Hotline. Upon receipt, the Chief Compliance Officer, or their designee, will work with appropriate persons to investigate the concern. The Chief Compliance Officer or their designee, as the case may be, will also report such concern to the Audit Committee, if the concern relates to accounting, internal

accounting controls, auditing matters or questionable financial practices, or to the Nominating and Corporate Governance Committee, if the concern relates to other known or suspected violations of the Code. As previously stated, to the extent permitted by law, when submitting a report to the Ethics Hotline, employees may remain anonymous, and will not be required to reveal their identity in calls to the Ethics Hotline, although providing identity may assist the company in investigating specific situations and concerns. All reports of known or suspected violations of the law or this Code will be handled with sensitivity and discretion. Even when you do not report anonymously, your immediate supervisor, the Chief Compliance Officer, and any other individual duly authorized to participate in the follow-up to your report, including any investigation of the matters reported, will, if you request that they do so, attempt to protect your identity as the reporter from disclosure to the greatest extent practical, consistent with applicable laws and the company's need to investigate potential concerns.

It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment or, in the case of a director, a request that such director resign from the Board of Directors. This determination will be based upon the facts and circumstances of each particular situation. If you are accused of violating this Code, you will be given an opportunity to present your 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 may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

#### **D. Policy Against Retaliation**

The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

#### **E. Waivers of the Code**

Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors and will be disclosed to the public as required by law or the rules of the New York Stock Exchange, when applicable. Waivers of this Code for other employees may be made only by our Chief Executive Officer or Chief Financial Officer and will be reported to our Audit Committee and our Nominating and Corporate Governance Committee.

## 2.0 Conflicts of Interest

### A. Identifying Potential Conflicts of Interest

Employees must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest” and should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interest interferes with the interests of the Company. A conflict of interest can arise whenever you, as an employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations might reasonably be expected to give rise to a conflict of interest and should be identified to, and addressed by, the Company’s General Counsel or the Board of Directors:

- Outside Employment. An employee being employed by, serving as a director of, or providing any services to a company that the individual knows or suspects is a material customer, supplier or competitor of the Company (other than services to be provided as part of an employee’s job responsibilities for the Company).
- Improper Personal Benefits. An employee obtaining any material (as to him or her) personal benefits or favors because of their position with the Company. Please see “Gifts and Entertainment” below for additional guidelines in this area.
- Financial Interests. An employee having a “material interest” (ownership or otherwise) in any company that the employee knows or suspects is a material customer, supplier or competitor of the Company and using their position to influence a transaction with such company. Whether an employee has a “material interest” will be determined by the Board of Directors in light of all of the circumstances, including consideration of the relationship of the employee to the customer, supplier or competitor, the relationship of the employee to the specific transaction and the importance of the interest to the employee having the interest.
- Loans or Other Financial Transactions. An employee obtaining loans or guarantees of personal obligations from, or entering into any other personal financial transaction with, any company or individual that the employee knows or suspects 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. An employee serving 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 customer has made payments to the Company in the past year in excess of \$200,000 or 5% of the customer’s gross revenues, whichever is greater. A company is a “material” supplier if the supplier has received payments from the Company in the past year in excess of \$200,000 or 5% of the supplier’s gross revenues, whichever is greater. If you are uncertain whether a particular company or individual is a material customer, supplier or competitor, please contact the Company’s General Counsel for assistance.

## **B. Disclosure of Conflicts of Interest**

The Company requires that employees disclose any situation that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a situation that could give rise to a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it in writing to your supervisor or the Company’s General Counsel, or if you are a director or executive officer, to the Board of Directors. The Company’s General Counsel or the Board of Directors, as applicable, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. All transactions that would give rise to a conflict of interest involving a director, executive officer or principal financial officer must be approved by the Board of Directors, and any such approval will not be considered a waiver of this Code.

## **3.0 Corporate Opportunities**

Except as provided in the Company’s certificate of incorporation, as an employee of the Company, you have an obligation to advance the Company’s interests when the opportunity to do so arises. If you discover or are presented with a corporate opportunity through the use of corporate property or information or because of your position with the Company, you should first present the corporate opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or their position with the Company for personal gain or compete with the Company while employed by or serving as an officer or director of us.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Company’s General Counsel and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

## **4.0 Confidential Information**

Employees have access to a variety of confidential information regarding the Company. In addition, employees have access to personal health information, including, but not limited to, “personally identifiable health information” (“**PHI**”) as that term is defined in HIPAA, of persons treated with the Company’s products or enrolled in clinical trials sponsored by Company, that is protected by law or contract (“Patient Information”). Confidential information includes (i) all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its counterparties, collaborators, customers or suppliers; and (ii) all Patient Information. Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company. An employee’s obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its counterparties, collaborators, customers or suppliers and could result in legal liability to you and the Company.

Employees are required to familiarize themselves with, and abide by, the Company’s Information Security Policy.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Company’s Chief Privacy or General Counsel.

## **5.0 Competition and Fair Dealing**

All employees should endeavor to deal fairly with one another and with the Company’s collaborators, licensors, customers, suppliers and competitors. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. Employees should maintain and protect any intellectual property licensed from licensors with the same care as they employ with regard to Company-developed intellectual property. Employees should also handle the nonpublic information of our collaborators, licensors, suppliers and customers responsibly and in accordance with our agreements with them, including information regarding their technology and product pipelines.

## **6.0 Gifts and Entertainment**

### **A. Business Courtesies Extended to Customers**

Many gifts, entertainment and other business courtesies that are allowable in other commercial contexts are prohibited in the healthcare industry. Accordingly, you are

permitted to give gifts and business courtesies to anyone who purchases or recommends or may purchase or recommend Inspire products, or anyone who influences that person's purchasing or referral decisions (usually an employee, agent, or close family member), if at all, only as specifically allowed in the Company's operating rules relating to interactions with the Company's customers (corporate policy #18). This is true regardless of whether you seek reimbursement for the expense from the Company. These rules have been drafted to ensure compliance with laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering the marketing of products, bribery and kickbacks. You are expected to understand and comply with all laws, rules and regulations that apply to activities you engage in when acting on the Company's behalf.

Note: Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of the U.S. government or state or local governments. If you have any questions about this policy, contact your supervisor or the Company's Chief Compliance Officer 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 Governments." If you conduct business in other countries, you must be careful that gifts and entertainment given even to persons who are not Customers, but who could be considered to be government officials, are not construed as bribes, kickbacks or other improper payments. See the "Anti-Corruption Laws" section of this Code for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

## **B. Business Courtesies Extended to Employees**

You may accept modest gifts and entertainment, so long as they are such that they do not compromise, or appear to compromise, your ability to make objective and fair business decisions in keeping with your duties to the Company.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts from collaborators, customers or suppliers only if the gift or entertainment is infrequent, modest, intended to further legitimate business goals, in compliance with applicable law, and provided 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 expense reports.

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 Chief Compliance Officer, who may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or a principal financial officer for additional guidance.

## **7.0 Company Records**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports, regulatory submissions and many other aspects of our business and guide our business decision-making and strategic planning. Company records include financial records, personnel records, records relating to our technology and product development, clinical development and clinical testing, customer collaborations, manufacturing and regulatory submissions and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. Each employee must follow any formal document retention policy of the Company with respect to Company records within such employee's control. Please contact your supervisor or the Company's Chief Compliance Officer to obtain a copy of any such policy or with any questions concerning any such policy.

## **8.0 Protection and Use of Company Assets**

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only and not for any personal benefit or the personal benefit of anyone else. Theft, carelessness and waste have a direct impact on the Company's financial performance. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

Employees should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. Employees and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

## **9.0 Accuracy of Financial Reports and Other Public Communications**

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of 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 principal 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.

## **10.0 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, false claims, transparency regarding payments or other items of value provided to healthcare providers, data privacy and security, the development, testing, approval, manufacture, marketing and sale of our products and product candidates, 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. In addition, the Company has certain operating guidelines and policies regarding compliance with the foregoing laws, rules and regulations applicable to the Company's operations, including, but not limited to, operating rules related to interactions with the Company's customers (corporate policy #18) and operating rules related to data privacy and security (corporate policy #19). You are expected to understand and comply with all laws, rules and regulations and the Company's operating rules (i.e., its policies) that apply to your job position. If any doubt exists about whether a course of action is lawful or in compliance with the Company's operating rules, you should seek advice from your supervisor or the Company's Chief Compliance Officer.

### **A. The Food, Drug and Cosmetic Act and Interactions with the Food and Drug Administration and Comparable Authorities in the European Economic Area**

The Company's products, product candidates and operations are subject to extensive and rigorous regulation by the U.S. Food and Drug Administration (the "**FDA**") under the Federal Food, Drug, and Cosmetic Act (the "**FFDCA**") and its implementing regulations. The FDA regulates many areas of the Company's operations, including, but not limited to, the development, design, non-clinical and clinical research, manufacturing, safety, efficacy, labeling, packaging, storage, recordkeeping, premarket clearance or approval, adverse event reporting, advertising, promotion, marketing, sale and distribution of our products. The FDA also regulates the export of products manufactured in the United States to international markets. In addition to U.S. regulations, the Company is also subject to a variety of regulations in the European Economic Area (which is comprised of the 28 Member States of the European Union plus Norway, Liechtenstein and Iceland) governing clinical trials and the commercial sales and distribution of the Company's products. Violation of these laws and regulations can have significant impacts on the Company and its products, including, among other things, severe civil and criminal penalties, adverse publicity for the Company, total or partial suspension of production of a Company product, withdrawal of a Company product from the market or restrictions on our ability to continue selling a Company product, and disciplinary action by the Company against the responsible individuals, up to and including termination of employment.

Company employees with responsibilities in the areas governed by the FFDCA and FDA regulations and comparable authorities in the EEA are required to review, understand and comply with applicable laws and regulations. These employees are expected to have a thorough understanding of the laws, regulations and other relevant



standards applicable to their job positions, and to comply with those requirements. If any doubt exists regarding whether your job position or a particular course of action is governed by these laws and regulations, you should seek advice immediately from your supervisor and the Company's Chief Compliance Officer.

## **B. Interactions with the Government**

The Company may conduct business with the U.S. government, state and local governments and 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 communications with governmental bodies that may have regulatory authority over our products and operations, such as government contracts and government transactions.

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 as well as with any applicable policies or standard operating procedures that the Company has implemented. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Company's Chief Compliance Officer.

In addition to the above, you must obtain approval from the Company's Chief Executive Officer or Chief Compliance Officer for any work activity that requires communication with any member or employee of a legislative body or with any government official or employee. Work activities covered by this policy include meetings with legislators or members of their staff or with senior executive branch officials on behalf of the Company. Preparation, research and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made. If any doubt exists about whether a given work activity would be considered covered by this provision, you should seek advice immediately from your supervisor and the Company's Chief Compliance Officer.

## **C. Political Contributions and Volunteer Activities**

The Company encourages its employees to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by our Chief Executive Officer or Chief Compliance Officer, and any political contribution made with such approval will be reported to the Company's Board of Directors. The Company will not reimburse you for personal political contributions. When you participate in non-Company political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. Please contact the Company's Chief Compliance Officer if you have any questions about this policy.

## **D. Compliance with Antitrust Laws**

Antitrust laws of the United States 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. Violations of antitrust laws may result in severe penalties against the Company and its employees, including potentially substantial fines and criminal sanctions. You are expected to maintain basic familiarity with the antitrust principles applicable to your activities, and you should consult the Company's Chief Compliance Officer with any questions you may have concerning compliance with these laws.

### **D.1. 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, you should obtain the prior approval of an executive officer of the Company. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. You should create and, after seeking review by the Company's Chief Compliance Officer, circulate agendas in advance of any such meetings, and the contents of your meeting should be fully documented.

### **D.2. 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 and are conducted in an open fashion, adhering to a proper agenda. At such meetings, you should not discuss the restricted topics listed above, the Company's pricing policies or other competitive terms or any other proprietary, competitively sensitive information. You are required to notify your supervisor or the Company's Chief Compliance Officer prior to attending any meeting of a professional organization or trade association.

## **E. Compliance with Insider Trading Laws**

Consistent with the Company's Insider Trading Compliance Policy, the Company's 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 the Company's stock or other securities on the basis of material non-public information. Employees who obtain material non-public information about another company in the course of their duties 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. You are required to read carefully and observe our Insider Trading Compliance Policy, as amended from time to time. Please contact the Company's Chief Compliance Officer for a copy of the Insider Trading Compliance Policy or with any questions you may have about insider trading laws.

## **F. Compliance with Trade Control Laws**

The United States antiboycott law prohibits certain actions to comply with or support an unsanctioned foreign country against a country friendly to the United States. The prohibited actions include refusing to do business in a certain country, furnishing information about a person in response to a boycott-related request, and implementing a letter of credit that contains a condition related to any of the prohibited actions.

United States economic sanctions regulations generally prohibit U.S. persons from dealing with certain foreign governments and their specially designated nationals named by the Office of Foreign Assets Control ("**OFAC**"). These regulations also require that assets of these governments and persons be frozen. The Company will establish and maintain procedures to ensure that its current and potential licensors, collaborators, customers or suppliers are not on the OFAC list. As a result, all Company employees should be familiar with any such procedures that apply to your job responsibilities.

## **11.0 Public Communications and Regulation FD**

### **A. 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 (from 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.

### **B. Compliance with Regulation FD**

In connection with its public communications, the Company is required to comply with a 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 public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

The Company has designated certain individuals as "spokespersons" who are responsible for communicating with analysts, institutional investors and representatives of the media. Any employee who is not a designated spokesperson of the Company is

prohibited from communicating any information about the Company to analysts, institutional investors or representatives of the media.

For more information on the Company's policies and procedures regarding public communications and compliance with Regulation FD, please contact the Company's Chief Compliance Officer for a copy of the Company's Policy Regarding Communications with Analysts, Security holders and Others or with any questions you may have about disclosure matters.

## **12.0 Anti-Corruption Laws and the U.S. Foreign Corrupt Practices Act**

Applicable anti-corruption laws, including the Foreign Corrupt Practices Act (the "**FCPA**") and, where applicable, the UK Bribery Act ("**UKBA**") and other local anti-corruption laws, prohibit the Company and its employees and agents from offering, giving or promising money or any other item of value, directly or indirectly, with the intent to improperly secure business, retain business, or to influence any act or decision of any government official, political party, candidate for political office or official of a public international organization. Stated more concisely, Company employees are prohibited from giving or receiving bribes, kickbacks or other inducements in order to obtain an improper business advantage. This prohibition also extends to payments to a third-party agent of the Company (an "intermediary") if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Indirect payments include any transfer of money or other item of value to another individual or organization where the person making the transfer knows or has reason to know that some or all of that transfer is for the benefit of an individual to whom direct payments are prohibited. The use of intermediaries for the payment of bribes, kickbacks or other inducements is expressly prohibited. Violation of an applicable anti-corruption law can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

For a more detailed description of the responsibilities of Company employees in this area, employees should consult the Company's anti-corruption policy (corporate policy #17).

## **13.0 Import Laws and Counter-Terrorism**

The Company must comply with import regulations as well as counter-terrorism requirements when engaging in international trade. If you are involved with importing, you need to be aware of the applicable governmental regulations and requirements, including those required by the Customs-Trade Partnership Against Terrorism ("**C-TPAT**"). A failure to comply can result in fines, penalties, imprisonment and/or a loss of import privileges.

## **14.0 International Trade Laws**

Company employees and agents must know and comply with U.S. laws and regulations that govern international operations, as well the local laws of countries where the Company operates. The United States and many countries have laws that restrict or otherwise require licensing for the export or import of certain goods and services to other

countries or to certain parties. U.S. laws and regulations also impose various trade sanctions or embargoes against other countries or persons, and prohibit cooperation with certain boycotts imposed by some countries against others. The Company does not participate in prohibited boycotts.

The scope of these licensing requirements, trade sanctions, and trade embargoes may vary from country to country. They may range from specific prohibitions on trade of a given item to a total prohibition of all commercial transactions. It is important to note that the Company may not facilitate or encourage a non-domestic company to perform a transaction that it could not perform itself pursuant to sanctions laws.

Employees involved in export transactions or international operations must familiarize themselves with the list of countries against which the United States maintains comprehensive sanctions and the rules relating to exporting to or transacting with such countries, either directly or indirectly through foreign subsidiaries or other third parties. Due to the complexities of these international trade laws, contact the Company's Chief Compliance Officer before exporting or importing goods or services, or engaging in transactions with countries or persons that may be affected by economic or trade sanctions. If requested to participate in or cooperate with an international boycott that the United States does not support (e.g., the boycott of Israel sponsored by the Arab League), you may not agree to or comply with such request. Immediately report this request to the Company's Chief Compliance Officer.

## **15.0 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 it does 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 Company's Chief Compliance Officer if you have any questions about the laws, regulations and policies that apply to you.

### **A. 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.

### **B. 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 positions. 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 Company's Chief Compliance Officer.

### **C. Employment Practices**

The Company pursues fair employment practices in every aspect of its business. The following is only intended to be a summary of certain of our employment policies and procedures (corporate policy #001). Copies of the Company's detailed policies are available from the Human Resources Department. Company employees must comply with all applicable labor and employment laws, including antidiscrimination laws and laws related to freedom of association and privacy. 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 Company's Human Resources Department if you have any questions about the laws, regulations and policies that apply to you.

### **D. 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, age, disability, veteran status or other characteristic protected by law. The Company also prohibits harassment based on these characteristics in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees (corporate policy #001). Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive or racially degrading objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the Human Resources Department. All complaints will be treated with sensitivity and discretion. Your supervisor, the Human Resources 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 Human Resources Department immediately.

## **E. Alcohol and Drugs**

The Company is committed to maintaining a drug-free workplace. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances (corporate policy #001). Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events or as otherwise authorized by management. 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.

## **F. 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. If you 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 you must immediately report the situation to your supervisor or the Human Resources Department.

The Company does not permit any individual to have weapons of any kind on Company property or in 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.

## **16.0 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 Company's Chief Compliance Officer. The Company expects all of its employees to adhere to these standards.

This Code, as applied to the Company's principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

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

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Effective Date: October 31, 2019

Update: November 8, 2023