



Code of Conduct and Ethics – BlueWind Medical’s Business Standards on Interactions with Healthcare Professionals (the “Standards”)

INTRODUCTION

BlueWind Medical recognizes that healthcare professionals are critical partners in our ability to fulfill our purpose. We collaborate with healthcare professionals to create new products and therapies and to improve existing products. We provide training and education on the safe and effective use of our products to healthcare professionals. We sponsor scientific research conducted by healthcare professionals to gather clinical evidence related to our products. These interactions are for the ultimate benefit of patients. To meet our commitment to high ethical standards, we have a Compliance Program designed to detect and prevent behaviors that could harm BlueWind Medical and the people we serve. The Compliance Program is based on recognized government and industry standards for establishing an effective compliance program and provides for:

Leadership – the Vice President of Compliance oversees the program and reports directly to the Chief Executive Officer.

Written Policies – Our commitment to compliance and ethics is set forth in our policies and procedures that help us follow relevant laws, regulations, industry codes and best practices.

Effective Lines of Communication – We promote an environment where employees can raise questions and concerns and ask for clarity without fear of retaliation. We offer two (2) distinct communication channels for employees to report violations: the Open Door Channel and an Employee Helpline.

Training – We provide appropriate education and training to help our employees meet their ethical and compliance obligations.

Accountability – Consequence Management. We require all employees to adhere to our program standards as a condition of their employment. We support ethical behavior, evaluating it as part of annual performance reviews, promptly investigating reports of misconduct and, if necessary, timely disciplinary action against those who violate our policies and standards. Adjudication of non-compliance is managed by the Consequence Management Team, comprised of BlueWind Medical’s CEO, Vice President of Compliance, and Vice President of Human Resources.

Assessment – We perform monitoring and auditing of the program to evaluate its effectiveness.

Remediation – Results of investigations, audits and monitoring are communicated according to policies and procedures. When an area for improvement is identified, we take appropriate corrective action.

In no instance will BlueWind Medical offer or provide a payment to a healthcare professional as an unlawful inducement to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe a product. We are committed to adhering to applicable laws regarding a healthcare professional’s use of our products and respect their right to make independent medical decisions when treating patients. Our marketing, medical education and promotional activities are consistent with these commitments, and we comply with governing laws regarding appropriate scientific, educational training and promotion of our products.

We recognize that compliance is a dynamic concept, so we periodically review and update our program.

Link to CEO Commitment to Compliance: <https://bluewindmedical.com/compliance/>

Our business activities are conducted in a complex world of laws and regulations. As a company with global presence, such laws and regulations vary from one geographic region to another, and it is the responsibility of our employees to ensure that their business activities comply with all laws and regulations relative to their respective locations.

These Standards do not provide an exhaustive discussion of the legal and ethical requirements employees must adhere to, but rather are intended to alert employees of the common issues they may confront from time to time in conducting business. In many instances, the Compliance Program will include a policy and procedure that contains more detailed instructions concerning the issue. Some of these policies and procedures are referenced in the Standards, but employees are responsible for determining when a more specific policy or procedure applies. If you have any doubt as to the lawfulness of any proposed activity, you should seek advice from the Vice President of Compliance before such action is undertaken.

WHAT’S AT STAKE?

The laws that apply to compliance are complex, far-reaching, and occasionally overlapping. As a result, single acts of misconduct can raise issues under multiple statutes and jurisdictions. Punishments can be severe, resulting in multi-million-dollar civil penalties and criminal convictions that involve major fines and, in some cases, imprisonment. In addition, there are government sanctions that can potentially devastate an entire company, all parties who engage in illegal activity may be held accountable. This means that our healthcare professional partners, along with our employees, can be prosecuted for violations. In adhering to the regulations that govern health care compliance, we are protecting our healthcare professional partners, our company, our stakeholders, our patients, and ourselves.

WHO MUST FOLLOW THE STANDARDS

The Standards apply globally to our employees, the Board of Directors, consultants, and vendors.

EMPLOYEE RESPONSIBILITIES

As an employee, you are expected to understand the Standards and the company’s compliance policies, abide by them, and raise any questions or concerns you may have.

You are also responsible for reporting perceived or actual wrongdoing should any occur. If you know or suspect that a law has been broken or the Standards have been violated, report it promptly to your Manager, the Vice President of Compliance, the Vice President of Human Resources, the CEO, or contact the confidential Employee Helpline at 1.844.946.0424 (toll-free calling from the United States) or through the portal at:

<https://bluewindmedical.ethicspoint.com>.

Ethical business conduct is part of everyone’s job. We do not change our ethics because competitors may behave differently, or our financial goals aren’t being met. There are four questions you may ask yourself if you are approached with new situations, questions, challenges, problems, or temptations during the course of doing your work:

- ① Will my action violate any laws or regulations?
- ② Will my action violate any company policy or any provision of the Standards?
- ③ Will I be proud of my action if seen by my co-workers, family, friends, regulators, or the media?
- ④ Will my action be honest, fair, and promote the values of BlueWind Medical?



Always feel free to discuss any situation with your manager. We do not permit retaliation of any kind against employees for good faith reports of ethical violations. In cases where it may not be appropriate or you feel uncomfortable discussing an issue with your manager, you may discuss the situation with the Vice President of Compliance, Vice President of Human Resources, the CEO), or seek help from the confidential Employee Helpline.

MANAGEMENT RESPONSIBILITIES

If you supervise others, you have a responsibility to act and communicate in a manner that is consistent with the Standards. You may be held accountable if your employees break the law or violate our policies or the Standards. We rely on you to create a culture of compliance in which your employees understand their responsibilities and feel comfortable raising concerns without fear of retaliation. Encourage ethical conduct by personally leading compliance efforts, taking compliance into consideration when evaluating your employees, and reinforcing the importance of our compliance policies – help your team understand that results are never more important than conduct, that we must respond promptly and adequately to compliance questions and issues.

Model ethical behavior and follow BlueWind Medical’s processes at all times.

Be proactive in addressing people, policies and procedures that may pose a compliance risk.

Educate your employees about key compliance issues and make yourself available to answer any questions about what is appropriate and what isn’t. Include Compliance in your strategy meetings to provide guidance to your team before any potential violations can occur.

Carefully review expense reports, check requests and invoices that you approve for payment. Tell your employees what you expect of them and maintain an open and trusting environment for them to share their questions and concerns.

Educate your employees about the reporting process; make sure your team understands their responsibility to speak up if they see or suspect misconduct.

Don’t investigate matters yourself, bring compliance issues forward to the Vice President of Compliance.

Never respond to concerns in a retaliatory manner or allow retaliation by others.

HOW TO SEEK ADVICE

You may need advice or assistance to resolve an issue. Your manager typically should be the first person you turn to for help. If you are not comfortable discussing an issue with your manager, other resources/communication channels are available. If you are not comfortable speaking with anyone inside of BlueWind Medical, you may contact the confidential Employee Helpline via phone or through the web portal. The Helpline is an external reporting service operated by an independent company, not BlueWind Medical employees.

WHAT HAPPENS WHEN YOU CONTACT THE EMPLOYEE HELPLINE?

A customized web form that you complete - or a professional interview specialist - will document your question or concern in detail and then relay it to a team at BlueWind Medical for follow-up. You may be asked to check back to provide additional information or answer questions as fact-finding beings or your concerns are investigated. All questions or concerns shared through the confidential Employee Helpline are handled promptly, appropriately, and discreetly. You may choose to seek advice or report concerns anonymously, if permitted by local law.



HOW TO REPORT ISSUES OR ASK QUESTIONS

Every employee is responsible for compliance. If you suspect that a potential violation of the law or the Standards has occurred, it is your responsibility to report it.

If you report an issue or want to ask for clarity regarding a policy and wish to remain anonymous, your identity and the information you share will be provided on a “need-to-know” basis with those responsible for resolving the concern. You may remain anonymous, as permitted by applicable law; however, if you identify yourself, we will be able to follow up with you and provide specific feedback.

No one will be punished for asking about possible breaches of law, regulations, or a BlueWind Medical policy. We absolutely prohibit retaliation against anyone who raises an issue or helps address a compliance matter in good faith.

Any allegation of reprisal will be investigated, and corrective action taken. It is our policy to protect those who do the right thing.

Accountability – Consequence Management. We require all employees to adhere to our program standards as a condition of their employment. We support ethical behavior, evaluating it as part of annual performance reviews, promptly investigating reports of misconduct and, if necessary, timely disciplinary action against those who violate our policies and standards. Adjudication of non-compliance is managed by the Consequence Management Team, comprised of BlueWind Medical’s CEO, Vice President of Compliance, and Vice President of Human Resources.

Compliance, together with the Consequence Management Team, is responsible for administering internal fact finding and investigations of suspected violations of the Standards and related compliance policies. We will assign an investigator, including appropriate personnel within BlueWind Medical, as well as outside legal counsel if appropriate and necessary.

We may refer financial matters, when appropriate, to the CFO, the CEO, and the Board of Directors. The investigator will work to determine the facts and recommend corrective actions. Whenever possible, the person who raised the concern will receive feedback on the outcome. You are expected to cooperate if called upon during any investigation. Do not compromise the integrity of the investigative process, i.e., do not circumvent the policy and process and conduct your own investigation.

We use every reasonable effort to prevent conduct that violates the Standards and to stop any misconduct as soon as it is discovered. Employees who fail to comply with the laws or regulations governing our business, or who intentionally and/or repeatedly violate the spirit or letter of our policies are subject to disciplinary action up to and including termination of employment and, if warranted, legal proceedings. Misconduct that may result in discipline includes the following:

- Committing – or directing someone else to commit – violations of law or the Standards
- Failing to promptly raise a known or suspected violation
- Failing to cooperate in fact finding or an investigation of possible violations
- Failing to tell the truth during an investigation
- Retaliating against another employee for reporting a concern

WAIVERS AND AMENDMENTS

We will waive application of the policies set forth in the Standards only where circumstances warrant granting a waiver. Waivers for directors and executive officers may be made only by the Board of Directors or a designated committee and must be promptly disclosed as required by law or regulation.

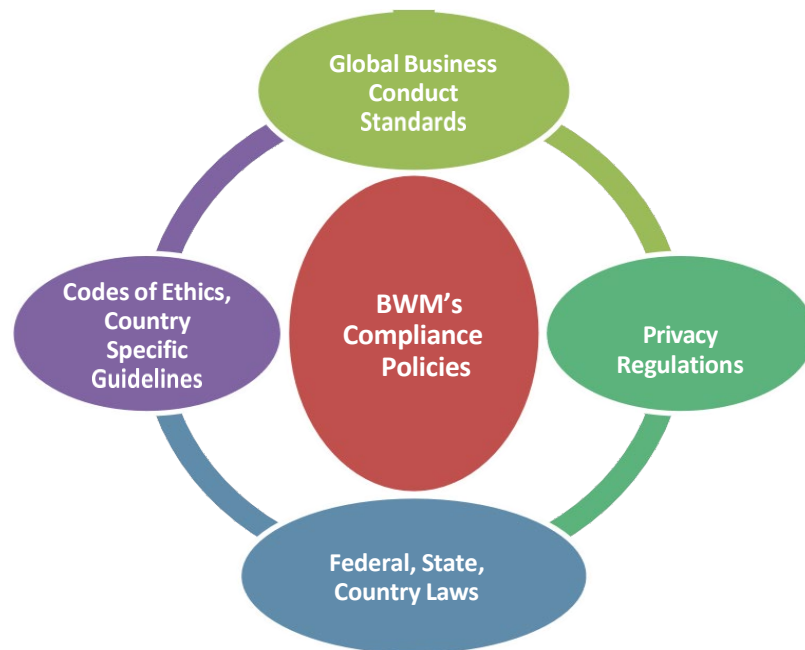
THE STANDARDS

The term Healthcare Professionals (HCPs”), as used here, encompasses the individuals, institutions, and other entities that prescribe, recommend, purchase, or influence the recommendation or purchase of our products or services. We conduct our business with honesty and integrity and obey all laws and regulations in conducting our business with HCPs.

Our relationships with HCPs are very important to us and we are firmly committed to complying with all laws and regulations governing our interactions with them.

An interaction with an HCP can be anything from a brief product-related discussion between an employee and a physician - to an agreement with an institution on the terms of a restricted educational grant. All interactions with HCPs – no matter how brief or informal – must be conducted in accordance with existing laws, industry standards, country-specific guidelines, compliance policies and the Standards. Under no circumstances may an employee engage in any conduct that unlawfully induces (or appears to unlawfully induce) an HCP to purchase, lease, recommend, use, or arrange for the purchase, lease, or use of a BlueWind Medical product. We may compensate HCPs for consulting services, performing research, participating on advisory boards, or providing other bona fide services for which a legitimate need has been identified and for which BlueWind Medical pays fair market value compensation, provided that such arrangements are made in writing and approved by the Vice President of Compliance.

The Standards define our commitment as a company – and as individuals – to abiding by laws, industry guidelines (i.e., AdvaMed Code of Ethics), country-specific guidelines and regulations, and BlueWind Medical’s Compliance Policies that apply to our day-to-day interactions with HCPs.





MEDICAL DEVICE LAWS AND REGULATORY REQUIREMENTS

We comply with applicable medical device laws and respect our regulatory requirements.

Our products are heavily regulated by governmental agencies, health ministries and other regulatory authorities around the world. Regulatory requirements include marketing approvals, clinical study parameters, good manufacturing practices, design controls, and labeling and advertising controls, among others.

Although HCPs can lawfully prescribe or use products for unapproved (or off-label) indications, BlueWind Medical cannot promote products for off-label indications and are restricted in how we communicate with HCPs about these uses. You have a responsibility to understand and comply with these requirements and to contact the Vice President of Compliance or your manager for guidance or to report any acts that violate regulations.

ADHERENCE TO PRODUCT LABELING

*Our business plan is directed toward driving sales growth for approved indications
Promotional discussions and materials pertaining to approved products are consistent with product labeling
Sales representatives and other commercial field-based staff undergo training in appropriate promotional practices.*

All labeling, marketing and sales materials are reviewed and approved prior to any internal or external discussion or distribution

SALES AND MARKETING PRACTICES

We market our products honestly and in compliance with relevant laws and regulations.

We must preserve our reputation as a company whose products and services are desired for their features, innovation, quality and value. We honestly describe our products and services and take care to ensure that all promotional material and communications are accurate, balanced, substantiated and compliant with legal and regulatory standards. We make sure in our marketing practices that we:

- Don't mislead or omit important facts
- Don't promote a product before it is approved
- Don't promote a product for use other than for which it was approved
- Don't unfairly criticize a competitor's products or services – some countries prohibit all comments about a competitor

EDUCATIONAL PROGRAMS - PATIENT/PROVIDER EDUCATIONAL MATERIALS

BlueWind Medical may provide restricted grants to develop or disseminate patient education or professional education materials describing medical conditions and their treatments.

Content is limited to approved product labeling, is non-promotional, and is focused on education
The grant request is appropriate for the nature and scope of the project, and the terms of the support are clearly documented in a Letter of Agreement and approved by Compliance.

All materials that are provided have value and will need to be tracked and reported according to appropriate regulations and guidelines.



RESPONDING TO UNSOLICITED REQUESTS FOR MEDICAL INFORMATION REGARDING OFF-LABEL USES

BlueWind Medical is responsible for responding appropriately to unsolicited requests for information about the safe and effective use of its products, as well as information on unapproved, off-label uses.

PROVIDING PRODUCT INFORMATION TO HEALTHCARE PROFESSIONALS

BlueWind Medical cannot promote products for unapproved indications and are restricted in how we communicate with Healthcare Professionals about these uses.

Unsolicited HCP requests for medical information about off-label uses received by BlueWind Medical may be reviewed by Compliance, as well as other members of senior leadership, and the company's Chief Medical Officer, who will ensure any information provided is current, objective, scientifically sound, free of promotional influence, and describes the limitations of the device, making sure the requestor understands what the device can and cannot do.

PROVIDING TECHNICAL SUPPORT DURING PATIENT PROCEDURES

Healthcare Professionals sometimes request that a BlueWind Medical representative remain in the room during patient procedures for the purpose of answering questions about the medical device.

The BlueWind Medical representative providing the technical support does not promote the device, or any of its features, for uses outside the approved product labeling.

If a Healthcare Professional elects to use a device in a manner not described in the product labeling, the BlueWind Medical representative limits the discussion of product-related information to the device's labeled instructions for use, its operating principles, its performance specifications, and other technical aspects of the product the BlueWind Medical representative must not touch or make contact with a patient - or - during the procedure, touch or operate instruments or equipment that delivers or regulates therapy to the patient.

PRODUCT TRAINING

BlueWind Medical has a responsibility to demonstrate the safe and effective use of medical devices to Healthcare Professionals who – due to a lack of familiarity with a device or its particular use – clearly require such training.

Training is consistent with approved product labeling.

Training venues may include BlueWind Medical's facilities, independent teaching facilities such as a hospital or other appropriate clinical setting.

Healthcare Professionals who attend training sessions may be reimbursed for reasonable travel and modest lodging and meal costs but may not receive any other compensation for time spent in training.

INTERACTIONS WITH HEALTHCARE PROFESSIONALS

We interact with Healthcare Professionals in compliance with all laws, regulations, and applicable industry standards.

Keep medical decision-making free of improper industry influence - as an employee, you are prohibited from offering or giving anything of value to an HCP in order to induce or influence that person to prescribe, use, purchase, lease or recommend our product. In cases where a healthcare professional is also a government employee, extra care must be taken.



Patients undergoing medical treatment share the expectation that decisions made on their behalf are guided by objective medical knowledge and experience and are free of improper influence. A growing number of laws, guidelines and compliance policies have been introduced to help preserve the independence of medical decision-making. They limit and regulate giving or offering anything of value to HCPs to avoid improperly influencing choices made in the interest of patient care. Industry guidelines (such as AdvaMed Code of Ethics) and compliance policies also are intended to limit even the appearance of improper influence.

You are responsible for knowing our compliance policies and procedures regarding promotional activities and interactions with healthcare professionals. Refer to them when you are considering:

- Use of a healthcare professional as a consultant
- Sponsoring medical seminars or other events attended by healthcare professionals
- Promising to award and/or awarding restricted educational grants
- Paying honoraria or speaker fees
- Sponsoring trips to medical meetings or BlueWind Medical facilities

We have adopted the AdvaMed Code of Ethics to guide our interactions with healthcare professionals, as well as follow similar industry standards and country-specific guidelines around the world.

Keep in mind, other local and national laws may govern healthcare professional relationships as well. The Vice President of Compliance works with healthcare attorneys and other compliance subject matter experts around the world who serve as consultants in specific countries regarding any issues that may arise.

THE STANDARDS FOR HEALTHCARE PROFESSIONAL-BASED ACTIVITIES

BlueWind Medical is committed to protecting treatment choices from improper financial inducements.

The Standards, which reflect this commitment, are based on important laws, regulations, guidance, and industry codes - including:

- The federal Anti-Kickback Statute, which prohibits companies from providing cash or other value to HCPs to influence the use or purchase of federally reimbursed products.
- The federal False Claims Act, which prohibits a person from knowingly submitting or causing someone else to submit a fraudulent claim for reimbursement to a government-funded health care program. This law may intersect with the Anti-Kickback Statute when product orders are placed, as a result of improper inducements, and later reimbursed by a federally funded health care program.

PROTECTION OF CONFIDENTIAL PATIENT INFORMATION

Employees are obligated to comply with laws and rules relating to protecting confidential patient health information.

This protected information includes all individually identifiable information relating to (i) an individual's past, present, or future physical or mental health or condition, (ii) the provision of health care to an individual, or (iii) payment for providing health care to an individual. If the information identifies or provides a reasonable basis to believe it can be used to identify an individual, it is considered individually identifiable health information. If you have any questions regarding protected health information, please contact the Vice President of Compliance before you use or disclose that information.



HIPAA

The HIPAA Privacy Rule creates national standards to protect individuals' medical records and other patient health information.

Healthcare Professionals have a duty to safeguard this information which may include paper records and electronically transmitted records. HIPAA provides clear standards for the protection of this information and regulates the way protected health information (PHI) is created or received. BlueWind Medical routinely handles PHI, meaning, we must conform to HIPAA rules. The HIPAA Privacy Rule allows BlueWind Medical, as a member of the healthcare team, to share PHI for treatment purposes without patient authorization, as long as employees use reasonable safeguards when doing so. Treatment communications may occur orally or in writing, by phone, fax, email, or otherwise. Safeguards may vary depending on the mode of communication used.

GENERAL DATA PROTECTION REGULATION (GDPR)

BlueWind Medical adheres to the GDPR regarding collecting and processing of personal data, that it will be done in a lawful, fair, and transparent manner.

BlueWind Medical ensures all vendors and suppliers adhere to its data privacy policy regarding the processing of personal data, the rights of the people whose personal data is processed, and what must be done should a data breach be discovered. BlueWind Medical requires vendors and suppliers to include data privacy and breach information in their agreements, and sign, if necessary, a Data Privacy Addendum to existing Agreements to ensure compliance with all applicable data privacy laws, regulations and guidelines regarding the gathering, processing, retention and disposal of personal data.

BUSINESS ASSOCIATE AGREEMENTS

Any requests for BlueWind Medical to sign a Business Associate Agreement must be forwarded to the Vice President of Compliance.

Under no circumstances should an employee sign a Business Associate Agreement on behalf of BlueWind Medical.

REIMBURSEMENT AND HEALTH ECONOMIC INFORMATION

BlueWind Medical recognizes that patient access to necessary medical products and technologies may depend on healthcare professionals and/or patients having timely and complete coverage, reimbursement, and health economic information.

BlueWind Medical also recognizes the importance of accurate and responsible billing to reimbursement payors. BlueWind Medical may provide possible coding suggestions based on assigned codes by Medicare or other agencies through the coding verification process. In those instances, it is our policy to provide at arm's length accurate, objective and appropriate reimbursement and health economic information. The assigned codes are the required billing codes for our company's products; however, it is the healthcare professional's responsibility to confirm specific coverage, coding, and billing guidance with individual third-party payers to determine the appropriate billing code.



Limitations on BlueWind Medical: BlueWind Medical may not interfere with a healthcare professional's independent clinical judgment or provide coverage, reimbursement, or health economics support as an unlawful inducement. For example, BlueWind Medical may not provide free services that eliminate the overhead expenses that a healthcare professional would otherwise incur. Further, BlueWind Medical may not suggest methods for billing for services that are not medically necessary or engage in other fraudulent practices to obtain an inappropriate payment.

MEALS AND TRAVEL WITH HEALTHCARE PROFESSIONALS

BlueWind Medical is expected to adhere to industry standards for conducting business and providing meals to healthcare professionals:

- Business meetings with healthcare professionals are limited to settings conducive to the exchange of information related to our business and products
- BlueWind Medical may offer occasional and modest meals as part of a business discussion about scientific or clinical information related to our products
- Healthcare professional meal limits per person are (reflected in USD): breakfast \$25; lunch \$50, and dinner \$150. A bottle of wine should not exceed \$100 per bottle
- Recreational or entertainment events are not permitted
- Attendance at events by spouses, children, or guests is not permitted
- Travel – BlueWind Medical may offer reasonable, necessary, and pre-approved travel and lodging

WRITTEN ARRANGEMENTS WITH HEALTH CARE PROFESSIONALS

BlueWind Medical is permitted to occasionally enter into agreements with healthcare professionals who provide services that are of bona fide value to the company (e.g., consulting, training and education, clinical research, advisory board participation, product development, and speaking engagements).

Services must relate to an area of legitimate, pre-approved business interest to BlueWind Medical identified on a Business Justification Form. Compensation is consistent with fair market value analysis. The agreement is clearly documented in a signed contract outlining the healthcare professional's responsibilities, the duration of the arrangement, and the terms of fair market value compensation.

Speakers can present scientific, educational, and non-promotional information pertaining to our products and services; healthcare professional speakers may receive payments consistent with fair market value reflected in their consulting agreement and may be reimbursed for modest meals and reasonable travel and lodging expenses incurred in the fulfillment of their agreements. All speakers are required to disclose potential conflicts of interest. Product-related scientific information is limited to approved labeling or with appropriate disclaimers approved by BlueWind Medical, and all program content undergoes internal review.

RESTRICTED EDUCATIONAL GRANTS

BlueWind Medical may provide grants to support legitimate educational activities directed towards Healthcare Professionals or patients, such as funding to accredited continuing medical education (CME) providers.



BlueWind Medical may provide grant support for these programs but cannot be involved in the development of the content or the selection of speakers or authors. All requests for educational funding must be reviewed by the Grants Review Committee and approved by the Vice President of Compliance.

- All requests for grants must come from the entity and the requestor must use the appropriate request form
- Funding is consistent with the nature and scope of the program, and the source of the grant is disclosed
- Speakers disclose conflicts of interest, such as a financial relationship with BlueWind Medical, to the institution or association conducting the program. Speakers' travel and other expenses are reimbursed by the institution or association conducting the program, not by BlueWind Medical.
- The content is non-promotional, balanced, educationally focused, and developed without input or guidance from BlueWind Medical. The terms of the grant are clearly documented in a Letter of Agreement approved by the Vice President of Compliance.

BRIBERY AND CORRUPTION

We do not bribe. We do not make or receive improper payments, nor do we offer inappropriate gifts or entertainment. We do not participate in any corrupt practices, nor do we allow those who work on our behalf to make or offer them. We do not participate in illegal or unethical behavior in order to sell our products. We keep accurate and transparent business records.

All employees and consultants or other individuals representing BlueWind Medical must follow the laws of the country in which they operate as well as the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act. These laws are serious and far-reaching, and companies that violate them risk not only damage to their reputation and future success, but also costly lawsuits, substantial fines, and even jail time for individuals. Remember individual accountability in all interactions.

We are committed to securing business based solely on the quality of our products. Regardless of local or custom competitive practices, do not offer, make or authorize, request, agree to receive or receive payment of money or anything value – including cash, gift cards, travel expenses, entertainment, charitable or political contributions, payments, sponsorships, loans or employment offers to influence the judgement or conduct, or to ensure a desired outcome or action of any individual or entity.