Standards of Business Ethics & Conduct

Integrity, Responsibility, and Values
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Letter from Leadership

As a leader in the field of regenerative medicine, ACell (the “Company”) has an obligation to maintain a steadfast reputation as a company that is ethically responsible. Our comprehensive Ethics and Compliance program is at the core of this effort. The Compliance program supports and enhances all of ACell’s business efforts by providing clear guidelines for our employees and other stakeholders, as well as reducing our level of risk.

The products we make affect people’s lives. Without the trust of our valued stakeholders – from customers and the patients they serve to our employees and shareholders – none of ACell’s successes would be possible. The Standards of Business Ethics and Conduct (the “Standards”) outlined here are essential to our shared goal of building and maintaining that trust. The Standards also reflect our Company values.

Our corporate integrity is critical to our collective achievement. Each employee or agent who acts for ACell is responsible for its good name. We must demonstrate our commitment to ethical business practices in all of our actions, both inside and outside the Company. Therefore, ACell expects every employee to comply with the principles and guidelines laid out in these Standards.

The purpose of these Standards is to provide an overview of expected ethical behavior, answer questions about what is and is not appropriate conduct, and explain how to report possible violations of law or ethical principles within ACell. We know that many of the issues we routinely encounter are complex, and that most of us are not legal experts. However, we do expect that the entire ACell team will use sound judgement and common sense as we strive to comply with these Standards and other applicable requirements, and that our employees and agents will seek advice when any uncertainty arises.

On behalf of the Board of Directors and Senior Management Team, we want to emphasize the importance of complying with these Standards of Business Ethics and Conduct, and thank you for your ongoing efforts to keep ACell’s reputation strong.

Kyle C. Kerbawy  Patrick A. McBrayer  Bill Hrubes
Chairman  President & CEO  VP & Chief Compliance Officer
Introduction

Our Company’s integrity plays a critical role in our success. It is the responsibility of each ACell employee to ensure that ACell maintains an excellent reputation in the industry. Our Standards of Business Ethics and Conduct form the foundation for our good reputation and set forth guidelines for how we will protect our reputation, our co-workers, our products, and our industry.

These Standards help to reinforce ACell’s commitment to abide by all applicable laws and regulations, and provide guidance to help you identify and handle a variety of potentially challenging compliance issues and concerns. ACell employees and agents are expected to maintain the highest standards of ethical conduct in all business activities.

The Standards are binding and applicable to all employees, directors, and agents of ACell when they are conducting business on behalf of ACell. All our employees, directors, and agents have an obligation to report any potential violations of these Standards or questionable conduct. This can be done anonymously on-line through ACell’s Ethics and Integrity Helpline at www.lighthouse-services.com/acell or anonymously via phone by calling toll free 844-620-0004. ACell expects all employees, as well as suppliers, business partners, and consultants to adhere to the principles of our Standards in their respective areas of business. To supplement these Standards and further guide ACell employees and agents, ACell has developed a comprehensive Compliance program which includes additional policies and procedures, training on those policies and other requirements, and ongoing monitoring and auditing. The principles outlined in ACell’s Compliance program are consistent with the principles outlined in the AdvaMed Code of Ethics and the Office of Inspector General (“OIG”) Compliance Program Guidance.
The Compliance Program

In everything that we do, individually and collectively, we must put ethical business conduct at the center. Maintaining a comprehensive Compliance program (the “Program”) represents a substantial and important commitment on our part to ethical and compliant conduct. Further, our efforts help us to continue to garner the trust of our customers, employees, and stakeholders.

ACell’s Compliance department is led by the Chief Compliance Officer who works with senior management and the Board of Directors to ensure the successful implementation and management of a comprehensive Compliance program. Additional oversight of the Program is provided by the Nominating, Corporate Governance, and Compliance Committee of the Board of Directors, to whom the Chief Compliance Officer reports.

Policies and Procedures

ACell has implemented policies and procedures (collectively, the “Policies and Procedures”) that help to address many of the issues outlined in these Standards. It is important to remember that these Standards and our Policies and Procedures cannot anticipate every situation you may face. However, no issue is too small or unimportant for you to raise a concern to your manager or a member of the Compliance department.

Each employee and agent is responsible for reviewing, understanding and complying with all ACell Policies and Procedures, especially these Standards.

ACell Policies and Procedures are available on ARS or by request from the Compliance department.

Compliance with All Laws and Regulatory Requirements

ACell is committed to complying with all the laws and regulations that govern our business, including those that regulate the way we promote our products (e.g., Food and Drug Administration (“FDA”) regulations) and those that impact the way we interact with Healthcare Professionals (“HCPs”) (e.g., anti-kickback and anti-bribery laws). All ACell employees and agents must ensure that all activities in which we engage comply with applicable policies and procedures and laws and regulations governing not just ACell, but also the customers we serve. If you have any doubt, you should speak with your manager, a member of the Compliance department, or any member of senior management.

Because employees often turn first to their managers with questions and concerns, leaders at ACell have an additional responsibility to know and understand these Standards and our Policies and Procedures, ensure their conduct is modeled after these Standards, and ensure that all employees understand their obligations and what is expected of them in their business practices.

Evaluations and Discipline

Complying with all aspects of the Program and participating in all related training is mandatory and is a key element in evaluating the performance of all ACell team members. Additionally, anyone who violates the Standards, any applicable laws and regulations, or the spirit of the Program is subject to corrective and disciplinary action, up to and including termination of their employment or contract with ACell.
Protecting Our Integrity

The most basic tenet of the Standards is that we will act ethically at all times in the conduct of our business. We will comply with the letter and spirit of the laws and regulations that govern our industry, and we will demonstrate ACell’s values and protect its reputation in everything we do.
Improper Payments and Gifts

ACell employees and agents are strictly prohibited from offering or accepting unlawful payments, gifts, or any other form of economic benefit which may be construed as a bribe or kickback, as such activity would violate applicable laws and regulations. As an employee or agent of ACell, you are strictly prohibited from accepting or offering any gift to a HCP. You may not use personal funds to circumvent this clear rule.

If you become aware of a situation in which a payment or gift is requested, offered, solicited, or made, you must immediately notify your supervisor and the Compliance department. If it would be inappropriate to refuse a gift, or if you are unable to return a gift from a HCP, you should immediately report this issue to your supervisor and the Chief Compliance Officer.

ACell prohibits offering cash, cash equivalents such as gift cards, or other similar business courtesies to HCPs.

These rules are particularly rigorous, and the consequences of non-compliance can be particularly severe, when sales to government entities (including public hospitals) are involved. Additional information regarding this issue is discussed further in these Standards in the section entitled: ‘Protecting Our Relationship with the Government.’

Conflict of Interest

ACell employees, agents, and members of the Board of Directors are expected to act in ACell’s best interest when conducting business on behalf of the Company. Each employee of ACell is expected to conduct business in a manner consistent with the highest standards of business ethics, free from any personal interest which might conflict with ACell’s interests. We must ensure all business activities are free from any actual or perceived conflicts of interest. If you have a personal or family relationship with another ACell employee, customer, supplier, or agent that may create or give the appearance of creating a conflict of interest, you must notify your manager and a member of the Compliance department.

Remember, even the mere appearance of a conflict of interest can often be viewed as seriously as an actual conflict, and can result in irreparable harm to ACell’s good reputation.

Travel and Business-Related Expenses

Our effort to protect the Company’s reputation includes our obligation to be good stewards of the Company’s money, including money used for travel and other business expenses. ACell employees are responsible for ensuring that all expenses are submitted in an accurate and timely manner and in compliance with applicable Company policies, laws and regulations, and industry standards for reasonableness. Further, all employees and agents must remember that each expense must have a legitimate business purpose. Travel expenses, such as business meals reported on expense reports, must have a legitimate business purpose and may not be lavish or extravagant.

It is incumbent upon each of us as ACell employees to review, understand, and adhere to all policies related to travel and business-related expenses. Further, you should promptly record business expenses completely and correctly through our Expense Reporting System in accordance with our Policies and Procedures. All ACell employees and agents must remember to demonstrate particular care when documenting and submitting expenses related to engagements with customers, potential customers, and other HCPs. While interacting with HCPs is essential to our mission to develop and market products to help patients, such interactions are closely scrutinized and produce risk to the Company no matter how well intended. Careful, accurate, and transparent records demonstrate our commitment to ethical interactions with HCPs.
Additional restrictions apply when travel and business expenses relate to doing business with government entities (including public hospitals); such restrictions are discussed further in these Standards in the section entitled: ‘Protecting Our Relationship with the Government.’

Managers are responsible for the careful review and approval of employee expenses to ensure compliance with Company Policies and Procedures.

The Compliance department, in collaboration with the Finance department, is responsible for the monitoring and auditing of expenses involving HCPs and other ACell customers.

**Political Contributions**

ACell encourages employees to participate in the political process on their own time during non-business hours. Personal political activity must remain separate from your job responsibilities at ACell. Federal and state laws limit ACell from making contributions to political parties or candidates. Any political contribution to a candidate or political party by ACell must be approved by both the General Counsel and Chief Compliance Officer. As an ACell employee, you may make personal contributions to candidates or political parties; however, you may not submit for reimbursement of these expenses or make them in ACell’s name.

**Evaluation Product**

ACell recognizes that providing product to a HCP at no charge for evaluation purposes potentially benefits patients in many ways. These benefits include improving patient care, facilitating the safe and effective use of ACell products, and improving patient and physician awareness of our products. For these reasons, ACell may provide reasonable quantities of evaluation product to a HCP to assess the appropriate use and functionality in a clinical case, and to also determine whether and when to order, purchase, or recommend the use of the product in future cases. ACell employees and agents involved in any way in the provision of evaluation product must carefully manage and document the transactions following ACell Policies and Procedures and demonstrate an appropriate and legitimate need.

It is important for ACell employees and agents involved in the provision of evaluation product to remember those products may only be provided for the indication(s) for which they have been cleared or approved by the FDA.
Our commitment to ethical conduct in our interactions with patients, HCPs, our community, and each other includes our respect for the privacy of personal information.

Privacy

Our commitment to ethical conduct in our interactions with patients, HCPs, our community, and each other includes our respect for the privacy of personal information we collect or otherwise acquire during the course of our business activities. The Health Insurance Portability and Accountability Act ("HIPAA") was passed by the Federal Government to protect the privacy of individuals’ protected health information. ACell employees and agents should pay particular attention to local rules and regulations and customer policies and procedures regarding patient consents for obtaining and sharing medical information such as photos and case data. Further, you should never disclose patient-specific information to any unauthorized persons, inside or outside of ACell, who do not have a legal right to this information.

Inquiries from the Media

ACell, like all similar companies, must provide clear and consistent responses to media and analyst inquiries to ensure compliance with the rules and guidelines governing how we communicate certain types of information. As an employee, you may receive a request for information from the media related to ACell. If you do receive such a request, you should not provide any information, you should contact the Marketing department.

Inquiries from the Government

The life sciences industry is highly regulated. As such, ACell is required to maintain records that may be periodically requested by governmental agencies. ACell is committed to cooperating with the government when it requests such records. When interacting with any government agency or employee, you should always be honest and forthright and never misstate or omit information from any written or verbal communication.

If you receive an inquiry from a government agency to provide information about ACell, you should contact your supervisor and the Legal department prior to providing any information.

Insider Trading

Insider trading is prohibited by federal law. The act of insider trading occurs if you become aware of non-public information about ACell or a public company ACell does business with, and you use or share that information to trade stocks or other securities for the purpose of financial gain. That is a potentially serious offense and could result in criminal prosecution.

ACell strictly prohibits any employee or agent from trading on, acting on, or sharing such information.
Protecting Our Company

Protecting our Company means respecting company property, keeping honest, transparent, and accurate records, and conducting our business affairs in the best interests of the Company.
Financial Matters

All financial reporting and accounting must be maintained and reported in accordance with our Policies and Procedures. We will comply with generally accepted accounting principles designed to ensure that financial reports accurately describe our true financial position. In addition, we will provide accurate and timely financial reporting to any entity or individual which is entitled to receive such information. Abiding by these principles ensures our confidence in the integrity of the financial information we supply to all stakeholders.

Never falsify records or misrepresent factual information regarding the true nature of a transaction. Financial records should not be released to outside parties without approval from the CFO. If you have questions regarding financial reporting or the disclosure of financial information, you should discuss these matters with your supervisor or the Finance department.

Intellectual Property of ACell

ACell derives its competitive advantage in part from trade secrets and other types of proprietary intellectual property. Patents, technical knowledge, know-how, trademarks, service marks, company names, supplier lists, copyrights, and other trade secrets are valuable assets. The protection of these assets is vital for ACell’s ongoing success. Be careful to protect confidential business assets by not speaking openly about them with third parties or in the presence of third parties.

If any employee or agent becomes aware of any possible misuse of or infringement on ACell’s intellectual property, they are obligated to immediately notify their supervisor and the Legal department.

Intellectual Property of Others

All ACell employees and agents are required to respect the intellectual property of others and refrain from infringing upon valid patents, trademarks, service marks, copyrights, or other intellectual property not owned by or licensed to ACell. Any duplication of books, articles, or software may violate copyright laws and subject both ACell and the employee or agent to significant fines and penalties.

Any contracts involving Intellectual Property rights must be reviewed and approved by the Legal department. If you have
questions about whether use of certain material violates the intellectual property of others, you should contact the Legal department for guidance.

Confidentiality

Like ACell’s intellectual property, confidential Company information is a key asset that we are all obligated to protect. In the course of your employment with ACell, you will come into possession of and have access to confidential and proprietary documents of ACell and its customers and suppliers. Under no circumstances, except as required by law or as directed by the Legal department, may any employee divulge such confidential or proprietary information to any third party.

Examples of confidential company information include pricing information, product development ideas, trade secrets, and salary information.

Record-Keeping and Document Retention

All ACell employees and agents are required to accurately create and maintain records related to ACell activities in accordance with ACell Policies and Procedures. Those Policies and Procedures are designed to help us manage our records in compliance with the laws and regulations in our heavily regulated industry. Failure to maintain accurate records places ACell at legal risk. When maintaining records on behalf of ACell, employees and agents should pay particularly close attention to records related to financial transactions and statements, research and clinical records, quality and manufacturing data, and records which are filed with any government agency.

Specific questions regarding record-keeping and document retention should be directed to the Legal department.
It isn’t always easy to determine the right thing to do. All ACell employees should hold themselves to rigorous ethical standards when in challenging situations. You can ask questions like:

- “Are my actions legal?”
- “Am I being fair and honest?”
- “How will I feel about myself afterward?”
- “How would it look on the evening news or in tomorrow’s newspaper?”
- “How would I feel if someone I admire knew I was doing this?”

Litigation Holds

ACell may become involved in litigation or other legal matters which require the preservation of documents. In such circumstances, the Legal department will send out a notification to all affected employees requesting preservation of all records relating to a specific event. Each of us must comply fully with all litigation holds. If you have any questions about what you are required to retain, you should err on the side of maintaining the documents until you can contact the Legal department for guidance.

Use of Company Equipment and Resources

ACell provides resources and equipment to assist employees in the performance of their job responsibilities, allowing us to serve the needs of our customers effectively and conduct business in a professional manner. All ACell employees are responsible for protecting all computer equipment (hardware and software) and other resources, and for using them in an appropriate and secure way.

While ACell recognizes that employees may occasionally use company resources for personal use, the use of company equipment should be primarily for business purposes. Any such personal use must never be for any unlawful or improper purpose, or be disruptive or interfere with ACell’s business practices.

Social Media

Social media plays an important role in modern communications, including in the business world. Social media include social networks (e.g. Twitter, Facebook, and LinkedIn), blogs, wikis, and video streaming websites. ACell employees and agents may not use social media for any clinical or patient activity if not specifically authorized by ACell management for the purpose of improving the performance of the business. ACell employees and agents may not:

1. Use social media for ACell related business activity (e.g. for recruiting or public relations activities) without pre-approval by your supervisor or manager;
2. Disclose any patient-related information via social media;
3. Use social media to engage in unlawful discrimination, harassment or intimidation; or
4. Use the ACell name or ACell branding to promote or endorse any product, opinion, cause, or political message or candidate.

Email Communication

ACell employees are required to conduct Company business exclusively on ACell issued email accounts and equipment. It is important for employees to remember that ACell email should be used for business purposes.

The exclusive use of ACell email accounts for ACell business is integral to the Program. Employees are prohibited from conducting ACell business on personal email accounts.

Employees should be aware that all ACell emails are maintained in accordance with Company Policies and Procedures and may be reviewed at any time.
Protecting Our Products

We develop, manufacture, and sell products to help patients with serious medical conditions. We have a responsibility to those patients, and to the HCPs who treat them, to ensure the quality and safety of our products and the accuracy and truthfulness of our communications about those products.
Quality

The safety of our products and the patients who use them is integral to ACell’s corporate identity and mission. To sustain ACell’s focus on manufacturing safe and efficacious products for our customers and ultimately the patients who place their trust in us, ACell has instituted a disciplined, cross-functional, continuous quality improvement program. We will investigate and report in a timely manner any product quality complaints and potential adverse events that we are required by regulations to report. To help ensure ACell’s ongoing commitment to quality and patient safety, all ACell employees and agents are reminded that they must report any and all potential complaints and product failures to ACell’s Quality department upon being notified of or becoming aware of such an instance.

Equally important is ACell’s commitment to ensuring compliance with various laws and regulations that govern the development, manufacturing, marketing, and distribution of medical devices. The Quality department at ACell works in conjunction with the Legal, Manufacturing, Research and Development, Compliance, and other departments to ensure such regulations are being followed.

Promotion of Company Products

ACell employees and agents are prohibited from promoting products prior to approval or clearance by the FDA or other appropriate regulatory authority. Moreover, because we never want to interfere with a HCP’s unbiased, independent, clinical decision making, all promotional materials involving ACell products must be fair, balanced, truthful and not misleading, and must be reviewed in accordance with ACell Policies and Procedures.

“The safety of our products and the patients who use them is integral to ACell’s corporate identity and mission.”
Protecting Our Industry

Because we understand that our reputation is based on our business conduct, just as the reputation of our industry is based on the collective conduct of the companies that make up the industry, we are committed to fair business practices free from any hint of bribery, corruption, or any form of unfair dealing, and we expect the same from our competitors.
Business Meals and Courtesies

ACell employees and agents may offer business meals in conjunction with legitimate business activities, such as providing a meal during a business meeting or during an educational event. It is important to remember that any business meals provided to HCPs must be modest in amount, provided infrequently, and must not give the appearance of inappropriately influencing clinical or business decision-making.

It is important to consider that business meals and courtesies may be viewed as inappropriate inducements that violate applicable laws and regulations and ACell’s Policies and Procedures, and therefore you must exercise due care when offering business meals and courtesies.

If you have any questions regarding the acceptability of a business meal, you should discuss these matters with your supervisor or a member of the Compliance department.

Charitable Contributions

As part of our commitment to patients and the community, ACell supports charitable causes through contributions made to not-for-profit organizations, typically those with a focus on healthcare. All charitable contributions are based upon the need of the organization and are never based upon current usage of ACell products or the recommendation or purchase of our products.

ACell encourages employees to support the efforts of charitable organizations through either their personal time or their own personal financial support. All ACell employees and agents must ensure any financial contributions are free from conflict and do not appear to inappropriately influence any current or potential product purchases.

All questions or requests for charitable contributions should be sent to the Compliance department.

Interaction with Government and Industry Regulators

We work in good faith with all government agencies and industry regulating bodies. Anyone encountering regulatory

“We are confident that we will achieve business success based on our great products, our superior medical and commercial teams, and our focus on helping patients.”

More restrictive rules apply when doing business with government entities and employees (including public hospitals); such restrictions are discussed further in these Standards in the section entitled: ‘Protecting Our Relationship with the Government.’
agents at work, such as the FDA, must be courteous and must promptly contact their manager for assistance, if appropriate.

Anyone who is contacted by government agents outside of work may decide whether they want to talk with government agents or not, without fear of retaliation. If you are contacted by government agents, you should contact your supervisor and the Compliance and Legal departments for assistance and guidance.

**Fair Dealing**

We are confident that we will achieve business success based on our great products, our superior medical and commercial teams, and our focus on helping patients. Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation of ACell’s long-term success. Unlawful and unethical conduct, which may lead to short-term gains, may damage a company’s reputation and long-term business prospects. Accordingly, all directors, officers, employees, and agents of ACell must endeavor to deal ethically and lawfully with the Company’s customers, suppliers, competitors, and employees in all business dealings. ACell will not engage in conduct that is inconsistent with the principles of fair competition.

**Competitive Intelligence**

Our commitment to competing fairly includes our pledge to gather competitive intelligence ethically. Competing includes knowing your competitors as well as you can, but that knowledge must be gained in an ethical and legal manner.

ACell will not accept competitive information if we suspect it was obtained the wrong way. We will not spy, bribe, steal, deceive, or misrepresent our actions to gather information about our competitors. We will use appropriate means including public sources of information like articles, websites, advertisements, speeches, and the like.

Additional rules apply when competitive intelligence relates to government procurement activities; additional information regarding this issue is discussed further in these Standards in the section entitled: ‘Protecting Our Relationship with the Government.’
Transparency Reporting

ACell, along with all other medical device, pharmaceutical, and biologics manufacturers operating in the United States, is required under the Open Payments Act to track and report on an annual basis identified payments and transfers of value provided to physicians and teaching hospitals. ACell is committed to complying with federal and state transparency reporting laws, and to being transparent regarding our financial relationships with HCPs and relevant healthcare institutions.

The Centers for Medicare and Medicaid Services has provided a method for physicians and teaching hospitals to review information reported by ACell and other manufacturers.

Additional information on this issue can be obtained at: https://www.cms.gov/openpayments/

“ACell is committed to complying with federal and state transparency reporting laws, and to being transparent regarding our financial relationships with HCPs and relevant healthcare institutions.”
Protecting Our Co-Workers

Our commitment to ethics, integrity, and compliance is dependent on our employees. If our employees are not dedicated to acting with integrity, treating each other with respect, striving always to do the right thing, and willing to ask questions, raise issues, and come forward when they see a problem, the Company cannot follow through on its commitment. You demonstrate respect for your colleagues when you raise a concern so that it can be addressed and resolved.
Respecting Each Other

Our employees are our most important assets. ACell leaders must treat all employees with respect and all employees must show the same respect for each other. We all benefit, as do our customers, when we show respect for our co-workers and consideration for each other’s different perspectives and points of view. We are all expected to contribute to a work environment that is free from harassment and intimidation. Behavior that a co-worker finds insulting, demeaning, hurtful, threatening, or bullying has no place at ACell. Jokes or derogatory remarks related to race, ethnic origin, or religion will not be tolerated; nor will sexually explicit questions or communications of any kind or unwelcome sexual advances.

Diversity and Inclusion

ACell is committed to supporting a culture of workplace diversity, inclusion, and equality that ensures our workforce represents the communities in which we work and conduct business.

The Company values the unique characteristics, life experiences, and perspectives that make us who we are as individuals and as groups of people. In a diverse and inclusive organization, differences are valued and essential for success. Further, they help us ensure an environment exists where everyone is included and inspired to do their best work.

“ACell is committed to supporting a culture of workplace diversity, inclusion, and equality.”
The Company is committed to supporting, promoting, and enhancing the employment opportunities for all employees. Innovative approaches to recruitment and retention will be applied to employment opportunities to ensure that ACell maintains and enhances a diverse workforce.

**Keeping a Safe Workplace**

Maintaining a healthy and safe workplace helps to create a pleasant work environment where employees can reach their most creative and productive potential. We all must work together to create such an environment and help prevent injury and illness. The unsafe use or abuse of alcohol or drugs at work is prohibited. All ACell employees and agents have a responsibility to protect the health, safety, and well-being of co-workers by reporting any unsafe conditions or threatening situations to the Human Resources department.

**Duty to Come Forward**

As an employee or agent of ACell you have an obligation to report any known or suspected violations of ACell Policies or Procedures or applicable laws and regulations. You are also encouraged to ask questions about any concerns regarding compliance with the law, these Standards, or applicable Policies and Procedures.

Employees and other interested parties may submit concerns through **www.lighthouse-services.com/acell | 844-620-0004**
Remaining silent about an issue prevents us from addressing the situation and may subject ACell to reputational harm.

**Knowing When to Raise Issues**

Just as every ACell employee and agent is obligated to bring to the attention of appropriate ACell management any instance of conduct that violates these Standards, you are also obligated to raise concerns even if you may not be certain that legal or ethical standards are being violated.

**Non-Retaliation**

ACell is committed to ensuring that employees and agents are comfortable reporting issues or concerns. ACell will not tolerate any form of harassment or retaliation against any employee or other person who in good faith reports a known or suspected violation of the law, these Standards, or Company Policies and Procedures.

Managers must ensure that any employee under their supervision is not subject to retaliation for making a good faith report, and if they become aware of such retaliation, they must immediately notify the Chief Compliance Officer and a member of the Human Resources department.

In accordance with applicable laws and regulations, as appropriate, and to the extent practical, ACell will work to ensure that the confidentiality of the individual(s) who brings the issue(s) forward is maintained. It is important to remember that coming forward will not protect an employee from the consequences of any misconduct in which they may have participated.

**Procedures for Raising Issues**

ACell employees and agents are encouraged to raise issues or concerns with their immediate supervisors. If, for any reason, an employee is uncomfortable speaking to his or her supervisor, the employee may also bring issues forward by speaking with:

1. Any member of the Human Resources department;
2. Any member of ACell’s senior management;
3. Any member of the Compliance department.

“**To ensure that you are not discouraged from filing a report, all reports will remain confidential to the maximum extent possible, and you have the option to remain anonymous.”**

Alternatively, employees and other interested parties may submit concerns through (1) ACell’s Ethics and Integrity Website at: [www.lighthouse-services.com/acell](http://www.lighthouse-services.com/acell) or (2) by calling ACell’s toll-free Ethics and Integrity Helpline, at 844-620-0004, each of which are available 24 hours a day, seven days a week. To ensure that you are not discouraged from filing a report, all reports will remain confidential to the maximum extent possible, and you have the option to remain anonymous. To ensure confidentiality in reporting, all reports filed through the Ethics and Integrity Helpline are managed by a third-party vendor and forwarded to the Compliance department for review.

**Investigation of Complaints**

ACell is committed to investigating every complaint or inquiry received through the Compliance program. To that extent, ACell will take the following actions when a complaint is received:

1. Assign an investigator to the matter in question;
2. Conduct interviews and review applicable documentation;
3. If appropriate, implement a corrective action plan to address the concerns raised by the reporter;
4. As permitted by Company Policies and Procedures, and local laws and regulations, share the results of the investigation with the reporter who raised the concern.
Protecting Our Relationship with the Government

ACell provides products and services to government organizations, including Veterans Administration hospitals, military hospitals, and other hospitals that are owned or operated by government entities (“Public Hospitals”). Federal and State Governments have ethical considerations and impose laws and regulations that differ from those that apply to non-government businesses. If you work in Public Hospitals or interact with government employees, you must understand and follow the letter and spirit of these rules. Noncompliance, even from lack of knowledge, can have serious consequences for you and for ACell.
Payments and Gratuities

The rules involving payments are strict where government customers are involved. You should not directly or indirectly make or offer payments of money, gifts, services, entertainment, or anything of value to any government official or employee. Government officials and employees include employees and elected or appointed officials of all federal, state, and local governments and government institutions, and members of both the uniformed and civilian branches of the armed services.

ACell employees and agents are strictly prohibited from:

• Paying for business meals and courtesies (except for modest refreshments such as soft drinks, coffee, and donuts, offered other than as part of a meal - for example, during a training session);

• Paying for a government employee’s travel expenses such as carfare, airfare, or lodging. This includes providing transportation in your own car or a rental car;

• Paying for the cost of a government employee’s entertainment (e.g., sports event).

These restrictions apply whether or not you seek reimbursement of the expense, since you may not legally use personal resources to do something that cannot permissibly be done using company resources. It is permissible, however, for a government employee to pay their fair share of the market value of meals, transportation, or entertainment.
Sometimes you may wish to make a gift to a friend or relative who happens to work for the government. Gifts purchased at personal expense (and not reimbursed by ACell) that are based solely on a family relationship or personal friendship and do not relate to company business may be permitted but should be approved by the Compliance department. NOTE: This does not, however, permit a gift to a business customer with whom you have become friendly.

Strict rules also apply when dealing with HCPs or other agents who work for or represent a government agency, including a Public Hospital.

If you receive any such requests or offers, you must decline them and report them to your manager or the Compliance department for necessary follow-up.

Procurement Integrity

ACell employees and agents may not request or receive from government employees confidential procurement-related information, either in writing or verbally. This can include both "contractor bid and proposal information" (e.g., confidential technical or pricing information belonging to a competitor) and "government source selection information" (e.g., non-public procurement-related information, such as rankings and evaluations).

If you come into contact with any information that you think might be a prohibited bid, proposal, or source selection information, you should immediately limit further access to the document (or stop the conversation) and report it to the Compliance department or Legal department.

Hiring from the Government

Former government employees can be and frequently are valued employees. However, there are many conflict of interest laws and regulations that govern who they can work for and what they can do. In addition, there are special rules that apply to retaining a government employee as a Key Opinion Leader or consultant.

If you want to hire or even discuss employment or a consulting relationship with a current or former government employee, first consult with the Compliance department for guidance.

Performance Requirements & Representations

Failure to meet performance requirements of a government contract may create a breach of contract and, in some cases, may violate criminal or civil fraud laws. We must deliver what we have contracted to provide and may not substitute something different, unless the contract has been appropriately modified, even if the substitute product is better.

It is also critical that all representations made and information provided to the government be accurate and complete. The sanctions for providing false or misleading information are severe, and can include criminal penalties. Before you provide information or sign a document that will go to the government, especially if it involves billing, make sure that the information is accurate or came from a company employee who is in a position to know that the information is accurate.
Integrity, Responsibility, and Values

Ethics and Integrity Helpline

Call: 844-620-0004
Visit: www.lighthouse-services.com/acell
E-mail: reports@lighthouse-services.com

(must include company name with report)