

CODE OF BUSINESS CONDUCT AND ETHICS

Baylis Medical Technologies Inc.

GLORIA BAYLIS



In 1986, Gloria Baylis incorporated Baylis Medical Company Inc. (“BMC”). Since its founding as an importer and distributor of neuro-embolization products, the company has grown to be a leading developer of medical devices used in cardiology, radiology and spinal procedures. With her formal training as a nurse, Gloria was committed to putting the well-being of the patient first. This core approach continues to be the guiding principle of our company to this day.

Gloria built the company’s success on the foundation of our four values and a strong code of ethics. She started the company in dealing with high-technology products and we continue to focus on high-technology medical devices. She believed deeply in providing the best customer service possible and this remains critical to our success. Gloria never stopped learning and expected all of us to continue to improve our knowledge so that we could grow our contributions to the patient and the company. Finally, with the success of our company came corporate social responsibility.

Today, Baylis Medical Technologies Inc. (“BMT”) continues her legacy.

Your commitment to these four core values and our code of ethics not only contributes greatly to our overall success, it honours her memory.

LETTER FROM THE PRESIDENT



Baylis Medical Technologies Inc. was established in 2021 to specialize in the fields of radiology and spine. BMT continues to seek to be a world leader in the conception, development, production, and distribution of state-of-the-art medical products that improve the lives of people around the world.

We enjoy a very strong reputation with our customers as a company that provides technologically advanced products along with excellent service to all our customers.

At BMT, every employee is an integral part of our successful team. We stress the importance of excellence in all aspects of our organization from teamwork, to customer service, to research and development, to continued improvement and learning.

Welcome to the BMT team!

Krishan Shah

President of Baylis Medical Technologies Inc.

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SCOPE

This Code of Business Conduct and Ethics (also referred to as the “Code”) applies to all directors, officers and employees of Baylis Medical Technologies Inc. (referred to herein as “BMT”). Other individuals representing BMT (such as consultants or contractors) are also expected to abide by all applicable provisions of the Code and adhere to the principles and values set out in the Code when representing the company to the public or performing services for, or on behalf of, the company.

In this Code, “you” refers to all BMT employees, directors, officers and, where applicable, other

representatives of BMT. “Our” refers to BMT. This Code is available to any interested parties, including visitors to our website. Our Board of Directors review the effectiveness of this Code on an ongoing basis to ensure that BMT’s business activities are conducted in accordance with this Code and that BMT’s reputation for high ethical standards is maintained.

PURPOSE

BMT is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions.

To this end, this Code serves to:

- emphasize BMT's commitment to ethics and compliance with the law;
- set forth standards of ethical and legal behaviour;
- provide reporting mechanisms for known or suspected ethical or legal violations; and
- help prevent and detect wrongdoing.

In order to ensure that this Code is working effectively, questions or concerns about this Code are encouraged and will be treated seriously and respectfully. This Code provides fundamental guidance with respect to expected standards for ethical conduct but cannot describe all situations that you might face. Accordingly, an important feature of this Code is the set of procedures for seeking further guidance if you have questions, and for communicating concerns that you may have regarding compliance with this Code. In any ambiguous situation, you should seek advice from your supervisor, manager or other appropriate personnel to ensure that all actions taken on behalf of BMT are in line with the Code.

COMPLIANCE PROCEDURES

All employees, directors, officers and other representatives of BMT must work together to ensure prompt and consistent action against violations of this Code. In certain situations, however, it may be difficult to know if a violation has occurred. Because not every situation that will arise can be anticipated, it is important that the following steps be used to approach a new question or new problem:

- » **Ask first, act later.** If you are unsure of what to do in any situation, seek guidance before you act.
- » **Make sure you have all the facts.** In order to take the correct action(s), gather all the facts first.
- » **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** In such instances, it is important to use your judgment and common sense. If something seems unethical or improper, it is important to seek information and clarification. Do not do anything that is unethical or improper.
- » **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- » **Discuss the problem with your supervisor or manager.** This is the basic guidance for all situations. In many instances, your supervisor or manager will be more knowledgeable about the questions. He or she can help with the decision-making process.
- » **Seek help from BMT resources.** In cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor or manager, or where you believe your supervisor or manager has given you an inappropriate answer, discuss the matter with the Legal Affairs Department.
- » **You may report ethical violations in confidence, without fear of retaliation.** If your situation requires that your identity be kept secret, your anonymity will be protected to the maximum extent consistent with BMT's legal obligations. BMT in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.

ETHICAL STANDARDS

ETHICAL STANDARDS

1. Honest and Responsible Conduct

Working for a company that conducts research and development on products to improve human health comes with certain responsibilities. To achieve success, each employee must commit to the obligations that come with working in the life sciences sector. You must always maintain strict compliance with the spirit and intent of applicable laws and regulations. BMT expects all its employees to maintain the highest level of personal and professional ethics. This standard of ethics includes: honesty, integrity, open communication and trust in all endeavours.

Q: A colleague posted an offensive, inappropriate comment about me on his personal social media page. Is my co-worker allowed to do that?

A: BMT requires that all employees commit to a high standard of ethical behaviour. If you feel that you are being harassed by any other employee in any manner, please contact us immediately.

ETHICAL STANDARDS

2. Conflicts of Interest

A conflict of interest exists if you have a private interest that conflicts with the interests of BMT. A conflict can arise when you take action or have interests that may negatively impact your ability to perform your work for BMT objectively and effectively. For example, it is a conflict of interest for you to work simultaneously for a competitor of BMT. Conflicts of interest may also arise when you, or members of your family, receive personal benefits as a result of your position at BMT. Loans to, or guarantees of obligations of, you or your family members, may create conflicts of interest. You should be sensitive to any activities, interests, or relationships that might interfere with, or appear to interfere with, your ability to act in the best interests of BMT.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor, manager or other appropriate personnel. If circumstances warrant, consult with Legal Counsel. If you become aware of a conflict or potential conflict, you should bring it to the attention of your supervisor, manager, or other appropriate personnel. Alternatively, you should consult the procedures described in [How to Raise A Concern with Respect to this Code in this Code](#).

All directors and executive officers of BMT must disclose to the Legal Affairs Department any material transaction or relationship that reasonably could be expected to give rise to a conflict. No action should be taken with respect to such transaction or party unless and until such action has been approved by the Legal Department. You must notify your supervisor, manager or other appropriate personnel of any business relationship or proposed business relationship that BMT may have with any company:

- a) where you or a related party have a direct or indirect interest,
- b) from which you or a related party may derive some benefit, or
- c) where a related party member is employed, if such relationship or transaction might give rise to the appearance of a conflict of interest. This requirement generally does not apply if the interest consists solely as a result of your ownership of less than 1% of the outstanding equity securities of such a company.

BMT requires that you obtain approval of Legal Affairs before you accept a position as a director of an unaffiliated for-profit company or organization. This is because of potential conflicts with BMT or the perception of a potential conflict of interest in connection with the acceptance of an appointment as director of an unaffiliated, for-profit company or organization. Before accepting such an appointment, you may be required to obtain approvals and execute certain documents specified by BMT approving such directorships. In addition, you may not accept or hold a position as a director, employee, agent of, consultant, or advisor to any competitor of BMT unless you obtain BMT's written approval.

ETHICAL STANDARDS

2. Conflicts of Interest (cont'd)

The purpose of business entertainment and gifts in a commercial setting, when permitted, is to create good will and sound working relationships, not to gain unfair advantage with third parties. No gift or entertainment should ever be accepted by you or any family member of yours unless it:

1. is consistent with customary business practices;
2. is not excessive in value;
3. cannot be seen by others as a kickback, bribe or payoff; and
4. does not violate any laws or regulations.

The offer or acceptance of cash gifts by you is prohibited. You should discuss with your supervisor, manager or other appropriate personnel any gifts or proposed gifts which you think may be inappropriate.

Receiving gifts of nominal value (or gifts in such form and substance where accepting the gift will not influence your judgment of the giver), customary and reasonable meals, and entertainment at which the giver is present, such as an occasional business meal or sporting event are generally acceptable, if permitted by applicable law. If you have a question about the appropriateness of accepting a gift or invitation, consult with the Legal Affairs for guidance.

You will not make any payment, or provide a gift or favour to any person in a position of trust, such as a government or corporate official, to induce him or her to violate his or her duty or to obtain favourable treatment in the negotiations or the award of contracts or otherwise.

Q: I am a sales representative, and I have become good personal friends with one of our physician customers in my region and we often socialize outside of work. Do I need to tell anyone about this?

A: Yes. In the event that a close personal relationship develops with a customer or potential customer, you are responsible for promptly disclosing this to your manager or Legal Affairs Department. In order to adhere to our high ethical standards, we need to ensure that any such relationship would not be perceived as a conflict of interest.

ETHICAL STANDARDS

3. Corporate Opportunities

You owe a duty to BMT to advance its legitimate interests when the opportunity to do so arises. You are prohibited from taking for yourself opportunities that are discovered through the use of corporate property, information or position without the consent of BMT. You may not use corporate property, information or position for improper personal gain. You will not compete with BMT directly or indirectly.

Q: I am a Sales Manager, and during my last meeting with a hospital administrator, she gave me a competitor's full product list, complete with pricing information (of course, no bribery was involved...). Can I send this to my management team?

A: No, not only may you not forward this to others, you should not accept or review the information in the first place. We are committed to integrity and protecting confidential information and it extends to protecting even our competitors' confidential information and even when the information is provided in an unsolicited manner. You should politely decline the administrator's offer to provide this information.

ETHICAL STANDARDS

4. Fair Dealing

BMT is committed to promoting equal opportunity in all dealings with employees, clients, suppliers and others. BMT will conduct its business in a manner that will make it a desirable employer. In doing so, BMT will:

- » **strive to maintain a work environment in which the personal dignity of all individuals is respected;**
- » **prohibit discrimination, intimidation or harassment on the basis of race, gender, sexual orientation or religious beliefs or any other personal characteristic protected by law; and**
- » **forbid coercion or intimidation in the workplace.**

Keeping these principles in mind, you are required to behave honestly and ethically at all times and with all people. You are required to act in good faith and with due care. You are required to engage only in fair and open competition, treating competitors, suppliers, customers, colleagues and shareholders in an ethical manner. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

ETHICAL STANDARDS

4. Fair Dealing (cont'd)

You will not make any payment, directly or indirectly, to a person who has a decision-making role in a contemplated transaction with BMT in an attempt to influence such decision. You will not use illegal means to obtain information on any business matters generally, and more particularly, on those being the object of research, studies or analysis by BMT.

Fees that are paid to agents and consultants are to be reasonable and in accordance with sound business practice. You will not knowingly aid or abet any party to circumvent any laws, evade income taxes or defraud minority interests or creditors. Accordingly, no payment due to a customer, agent or distributor or to another entity nominated by the customer, agent or distributor, will be made if, after reasonable inquiry, it is possible that such purpose is intended. No payments are to be made to an unidentified bank account.

All contractual agreements of BMT will only be entered into by employees of BMT in accordance with the authority given to such employees by the Board of Directors. All agreements for the procurement of goods and services by BMT will be made in accordance with BMT's procurement policy.

Q: A surgeon told me that one of our distributors has invited the surgeon to be their guest for a golf weekend at a resort location. The surgeon is asking whether the invitation is appropriate because it came from our distributor, not from BMT. Can I tell the surgeon to go ahead and improve his golf game on the distributor's tab?

A: Distributors, sales agents and other third parties that act on behalf of BMT may not engage in activities that would be not be allowed if they were performed by an employee of BMT directly. Just as BMT employees would not be permitted to provide such an invitation, neither may our distributors. You should immediately inform your manager or Legal Affairs about what you have learned concerning the distributor's conduct.

ETHICAL STANDARDS

5. Confidentiality

You must maintain the confidentiality of confidential information entrusted to you, except when disclosure is authorized by an appropriate officer of BMT or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to BMT or its customers if disclosed. It also includes information that suppliers and customers have entrusted to BMT. The obligation to preserve confidential information continues even after employment ends.

EXAMPLES OF CONFIDENTIAL INFORMATION

- Manufacturing processes
- Equipment designs
- Research priorities
- Stage-gate results
- Detailed sales information
- Business performance targets
- Product strategies
- New product information
- Pending personnel announcements

Q: A competitor's sales director reached out to me to discuss the price of our respective products. What do I do?

A: You should never enter into a discussion with competitors about the price of our products or other proprietary information. If you receive a call from a competitor, or if someone unknown to you approaches you to discuss pricing, make it clear that our pricing strategy is proprietary. Politely end the conversation and report the incident to the Legal Affairs department.

ETHICAL STANDARDS

6. Protection and Proper Use of BMT Assets

Confidential Information – Information about BMT’s business activities, technology, plans and strategies, which has not been publicly disclosed by BMT or is not publicly available, is confidential.

You will conduct yourself in a manner that protects and safeguards BMT’s confidential information. Each employee signs a confidentiality agreement or an employment agreement containing confidentiality undertakings and is required to strictly abide by the terms of those agreements.

If you believe it is necessary to disclose confidential information to a third party in order for the third party to provide a valuable service to BMT, you will first seek the guidance of Legal Affairs prior to disclosure of any confidential information.

Confidential information of a third party that has been communicated to BMT must be protected and is not to be used or disclosed except in accordance with the terms under which it was provided to BMT. Any employee who has access to information of a third party that has been provided pursuant to a confidentiality agreement between the third party and BMT must be familiar with the terms of that agreement and act in accordance with such terms.

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Q: I am taking a vacation where I want to completely disconnect. Is it okay if I leave my laptop with my assistant to handle any approvals in the various company systems on my behalf? I trust this person completely so I don’t mind sharing my password.

A: No. Employees should never give their personal password to anyone. Some systems may allow you to delegate certain tasks to others or escalate issues to your manager in case of absence. If you avoid these controls you are undermining the security of our systems, avoiding your own responsibilities and putting your assistant in the position of also violating our company policies.

ETHICAL STANDARDS

6. Protection and Proper Use of BMT Assets (cont'd)

Intellectual Property – BMT's intellectual property (including: trade secrets, patents, trademarks and copyrights) is one of its most important business assets. Each of you, pursuant to your employment agreement or confidentiality agreement, is under an obligation to BMT to safeguard intellectual property as confidential information that is proprietary to BMT. Any ideas, inventions, or documentation that a BMT employee generates is the intellectual property of BMT.

This intellectual property must be disclosed to BMT and must be kept strictly confidential. Unless you have consent from Legal Affairs, such information cannot be disclosed to a third party at any time including after termination of employment.

Other Company Assets – Each of us is personally responsible for protecting and appropriately using BMT's property that is entrusted to us. In addition to confidential or proprietary information and intellectual property, BMT's assets include physical assets such as equipment and facilities, as well as its information and communications systems, computer and telephonic equipment, and supplies.

You should endeavour to protect BMT's assets and ensure their efficient use. Theft, carelessness, and waste have a direct negative impact on BMT's profitability. Any suspected incident of fraud or theft should be immediately reported to your supervisor, manager or other appropriate personnel for investigation. BMT's equipment should not be used for non-company business, though incidental personal use is permitted.

Your obligation to protect BMT's assets also includes information such as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates BMT policy. It could also be illegal and result in civil or criminal penalties.

ETHICAL STANDARDS

7. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which BMT/s ethical standards are built. In conducting the business of BMT, you will strictly comply with applicable governmental laws, rules and regulations at all levels of government in Canada and in any non-Canadian jurisdiction in which BMT does business. Although not all employees are expected to know the details of these laws, it is important to know enough about the applicable local, provincial and federal laws to determine when to seek advice from your supervisor, manager or other appropriate personnel.

BMT and its employees, officers and directors shall comply and adopt as part of this Code the code of conduct of the [Medtech Canada](#) and the code of ethics of the [Advanced Medical Technology Association \(AdvaMed\)](#).

The following areas of regulated business activity require particular attention: Laws and regulations governing safety and the environment – BMT is committed to providing a safe and healthy work environment and to protecting and preserving the environment. You will comply with environmental, health, and safety laws and regulations, and follow BMT’s environmental and safety policies and procedures.

Laws and regulations respecting privacy and human rights in the workplace – BMT is committed to providing a work environment where you are free from discrimination or harassment. To ensure that all employees are treated with dignity and respect, as well as to ensure compliance with applicable laws, you will comply fully with BMT’s Anti-Harassment Policy. Laws relating to the medical device industry – The development, manufacture, approval and marketing of our products are subject to complex and extensive governmental regulation. You must comply fully and strictly with the requirements of the US Food and Drug Administration and its counterparts in other countries, as applicable. You must also comply with all applicable regulations governing the manufacturing, quality control, pre-clinical evaluation and clinical testing of new devices. BMT is committed to the highest standards of quality assurance. All employees who prepare information, records, communications with or submissions to governmental agencies must do so diligently, accurately, completely and with complete integrity.

Q: Dear Abby, I was having lunch with a friend, and she wanted to know how well one of our clinical trials was going. I’m sure she was just asking out of curiosity, but I wasn’t sure how to handle the situation. Signed, Confused by Confidentiality.

A: Dear Confused, changing the subject is one way to go. Another way would be to tell your friend that we do not share material non-public information, in a nice way, of course ...

ETHICAL STANDARDS

7. Compliance with Laws, Rules and Regulations (cont'd)

Antitrust and Competition Laws – BMT is subject to laws known as “antitrust” laws designed to preserve competition among enterprises and to protect consumers from unfair business arrangements and practices. It is the policy of BMT to comply with antitrust and competition laws of each country in which it does business. You are expected to comply with these laws at all times.

BMT is committed to full compliance with all U.S. Federal Health Care Program requirements, and their counterparts in other countries (for example, Canadian and U.K. anti-bribery/anticorruption laws, HCP transparency regulations, etc.), as applicable, including the following:

Federal Anti-kickback Statute – The laws that regulate Federal Health Care Programs include the Federal anti-kickback statute, which applies both to our sales and marketing activities and to a broad range of other activities, including grants, research contracts, and consulting agreements. It generally prohibits offering or paying (or soliciting or receiving) cash or other benefits to induce the purchase, order, or recommendation of products eligible for payment by a Federal Health Care Program.

The statute is aimed at fraudulent or abusive practices that could encourage overutilization, otherwise increase Federal Health Care Program costs, or bias treatment decisions by health care providers. Normal business practices (discounts, for example) can sometimes violate the statute if they fall outside its “safe harbors”, particularly if they lack appropriate safeguards. To ensure BMT’s compliance with the Anti-kickback statute, we must carefully evaluate and properly structure any arrangements with parties in a position to prescribe, purchase or recommend Government-reimbursed products (for example, physicians, hospitals, nursing facilities, HMOs, PBMs, GPOs, or pharmacies), and we must always avoid any arrangements that could inappropriately influence treatment or purchasing decisions.

Physician Payments Sunshine Act (“Sunshine Act”) – Compliance with the Sunshine Act requires BMT to track, consolidate and report transfers of value to the Department of Health and Human Services (HHS) for all physicians licensed in the United States and teaching hospitals.

Stark Law – Compliance with the Stark law prohibits a physician (or immediate family member) who has a financial relationship with BMT from making referrals to BMT for the furnishing of designated health services for which payment may be made under the Federal Health Care Programs, unless an exception or safe harbor is satisfied.

Health Insurance Portability and Accountability Act (“HIPAA”) – sets the standard for protecting sensitive patient data. BMT and its employees will ensure that all the required physical, network, and process security measures are in place and followed, when dealing with protected health information (PHI).

ETHICAL STANDARDS

8. Timely and Truthful Public Disclosure

If you are involved in the preparation of reports and documents filed with the public or submitted to or for public communications made by BMT (including the preparation of financial or other reports and the information included in such reports and documents), you will make disclosures that are full, fair, accurate, timely and understandable. Where applicable, you will provide thorough and accurate financial and accounting data for inclusion in such disclosures. You will not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading BMT's independent auditors.

9. Effective Financial Controls and Accurate Records

You must record all assets and liabilities in accordance with accepted accounting standards. No undisclosed or unrecorded fund or asset will be established or maintained for any purpose.

No false or artificial entry, or entry that obscures the purposes of the underlying transaction, will be made in BMT's books or records for any reason. You must not conceal any information from BMT's independent auditors. It is a breach of this Code and of the law for you to attempt to influence, such as through bribery or otherwise, the conduct of the external audit or the determination or judgment of BMT's auditors.

The President and each senior financial officer will promptly bring to the attention of the Legal Affairs Department any information he or she may have concerning.

- a) significant deficiencies in the design or operation of internal control over financial reporting that could adversely affect BMT's ability to record, process, summarize and report financial data, or
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in BMT's financial reporting, disclosures or internal control over financial reporting.

RESPONSIBILITY FOR CODE OF ETHICS COMPLIANCE

RESPONSIBILITY FOR CODE OF ETHICS COMPLIANCE

This Code applies to all employees, officers and directors of BMT, and, to the extent applicable, all other representatives of BMT. All officers, senior financial managers, human resources managers and legal counsel are expected to conduct themselves in a manner that fosters compliance with this Code and to that end each is required to abide by additional undertakings to BMT that he or she will exhibit role model behaviour in respect of this Code.

BMT encourages each of you to report any situation or conduct that you believe is contrary to this Code or constitutes a violation of any law or is a breach of another BMT policy. Each supervisor, manager or other personnel who is made aware of any behaviour that might constitute a breach of this Code, is required to report such behaviour to the Legal Counsel, who, in turn, must respond appropriately to any such report that is received. BMT will not tolerate any retaliation or reprisal against anyone who in good faith reports a potential breach of this Code or raises a concern with respect to whether certain conduct constitutes a breach. (“In good faith” means a report that is made honestly, whether or not the person has all of the facts or is certain a breach has occurred; a report that is knowingly false would not be in good faith.)

BMT will take disciplinary action, up to and including termination, in respect of breaches of this Code. The type of disciplinary action will be dependent on the nature of the breach, and will be subject to, and in accordance with, applicable employment law. Disciplinary action will be consistently applied.

You will follow established company policies and procedures. BMT acknowledges that from time to time extenuating circumstances may arise where a policy cannot be fully adhered to in a particular instance. Not every instance in which a policy is overridden or where an exception to a policy is taken will constitute a breach of this Code. However, any decision to depart from this Code may only be made by BMT’ Board of Directors or its Legal Department and will be promptly disclosed as required by law.

HOW TO RAISE A CONCERN WITH RESPECT TO THIS CODE

HOW TO RAISE A CONCERN WITH RESPECT TO THIS CODE

BMT encourages each of you to report any conduct that might constitute a breach of this Code. A report may be made to your supervisor, manager, or other appropriate personnel or to the Legal Affairs Department. A report may also be made by leaving an anonymous message, such as writing to your manager, supervisor or other appropriate personnel without identifying yourself. However, a submission is made, BMT encourages its directors, officers and employees to provide as much detail as possible in order to allow for the matter to be thoroughly investigated.

The Legal Affairs Department has responsibility for ensuring that all submissions are appropriately investigated in accordance with an appropriate protocol. You might be required to cooperate with such an investigation. In the discretion of the Legal Affairs Department the matter might be investigated by third parties. Any supervisor, manager or other appropriate personnel who receives or is aware of an allegation of a breach of this Code will report it to the Legal Affairs Department. The Legal Affairs Department will report to the Legal Affairs Department in respect of each allegation of a breach of this Code brought to him or her. The Legal Affairs Department will oversee the taking of appropriate corrective actions where breaches of this Code have occurred. This may include the process of making improvements to corporate practices or procedures and/or the taking of disciplinary action, up to and including termination of employment in respect of employees whose conduct was in violation of this Code. Such disciplinary action may include written notices to the individual involved that a violation has been determined, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending person and BMT. The type of disciplinary action that will be taken in respect of Code violations will be dependent on the nature of the violation and will be in accordance with and subject to applicable employment laws.

Q: Why should I report a concern?

A: We all have the responsibility to uphold our values every day. That includes being open to communication by asking questions when we are unsure of what to do and reporting concerns related to our business activities. Raising a concern on noncompliance carries on our commitment to act ethically in all areas of our business. Your actions can make a difference.



AMENDMENT

The Board of Directors and the Legal Affairs Department may, from time to time, amend the Code.

NO RIGHTS CREATED

The Code expresses the principles of honesty and ethical conduct expected of each director, officer and employee acting on behalf of BMT. While each director, officer and employee is obligated to follow the Code, the Code does not constitute a contract of employment and does not create rights in any person or entity, including third parties.

WHERE TO GO FOR HELP?

Although our Code provides examples of conflicts of interest, it is impossible to define every situation. If you have a conflict of interest or are not sure whether you have a conflict, you are required to provide details of the conflict to your manager and/or his or her manager or your Human Resources or Legal Affairs Department. It is a good idea to document the decision in writing.

Human Resources:

Allyia Mahmood

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Legal Affairs Department:

Nir Lifshitz

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Compliance:

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