

# MERIT CODE OF CONDUCT & ETHICS

JANUARY 2019



## FROM MERIT'S CEO

**Merit Medical Systems, Inc. is a leading manufacturer and marketer of proprietary medical devices used in interventional, diagnostic, and therapeutic procedures.** We strive to be the most customer-focused company in healthcare. Merit is committed to following the highest ethical standards as well as all legal requirements in conducting its business and in its interactions with the medical community.

Merit was founded on the principles of honesty, integrity, innovation, and the determined pursuit of success. Each day, employees seek to understand physician and patient needs and deliver innovative products and unparalleled service in each discipline of our business.

Our Code of Conduct and Ethics is a guidepost that sets the expectations for integrity and ethics that I expect employees to follow. Read it, discuss it, and commit to upholding it. If you have any questions or concerns, please contact your manager, a member of our Human Resources, Compliance or Legal Departments. Certain concerns or questions you may report or ask anonymously using Merit's ALERT LINE.

**Fred P. Lampropoulos** | Chairman, President, and Chief Executive Officer

### ALERT LINE

**U.S.** (877) 874-8416

**Ireland** 1-800-550-000, then 844-637-6753

**Mexico** 1-800-288-2872, then 844-637-6753

**U.S.** [merit.alertline.com](http://merit.alertline.com)

**Europe** [meriteu.alertline.com](http://meriteu.alertline.com)

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# OUR VISION

Our vision is to be the most customer-focused company in healthcare. Each day we are determined to make a difference by understanding our customers' needs, and innovating and delivering a diverse range of products that improve the lives of people, families, and communities throughout the world.

## OUR VALUES

We are engaged in building something special. We fundamentally believe that long-term value is only created for our customers, employees, shareholders, and communities when we are outward focused and determined to deliver an exceptional customer experience. When our focus is aligned with our customers' interests, we build loyalty, trust, and long-term value. The words worth, distinction, value, quality, integrity, excellence, talent and dignity are synonyms of "Merit" and describe who we are and aspire to be as a company.

### Worth

We're passionate about proactively meeting the needs of our customers while building trust and loyalty to ensure that our products are worthy of the patients and customers we serve.

### Distinction

Our culture is intense, fun, results-driven, and team-oriented; we distinguish ourselves by holding the customer experience above all else.

### Value

Our focus is on the long term, and in building lasting value. This includes holding ourselves accountable to shareholders by relentlessly measuring the returns and effectiveness of the investment decisions we make.

### Quality

We innovate and excel in all things we design, make and sell. Customer centricity demands constant innovation, evolution, and reinvention.

### Integrity

We hold ourselves accountable for our personal and team performance with the highest integrity.

### Excellence

We work hard and are cost-conscious. We understand the importance of maintaining a lean, cost-conscious culture while delivering excellent quality and innovation.

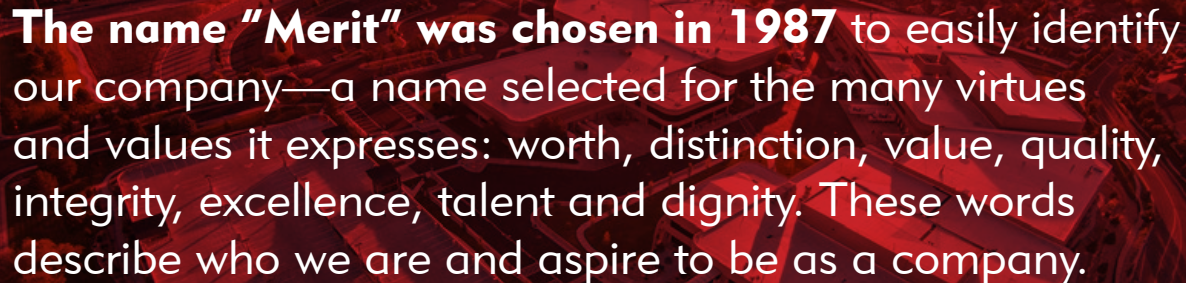
### Talent

We hire and develop people who are determined to build something special through hard work, team building, innovation, empowerment, and commitment.

### Dignity

We understand the importance of socially responsible stewardship—respecting human rights, promoting environmental sustainability, and improving the lives of others in the communities in which we operate.

## INTRODUCTION



**The name “Merit” was chosen in 1987** to easily identify our company—a name selected for the many virtues and values it expresses: worth, distinction, value, quality, integrity, excellence, talent and dignity. These words describe who we are and aspire to be as a company.

### Our Stakeholders

Merit’s reputation is attained through our individual business conduct. Every interaction with our stakeholders is an opportunity for us to demonstrate that integrity is central to our business success, and that Merit should always be judged on the merit of our products and people, and the patients we serve.

### Patients & Customers

Patients, and the skilled healthcare providers who care for them, are at the center of all we do. We devote our energy and resources so that patients and healthcare providers around the world can have access to medical devices of unmatched quality and value. We communicate honestly, maintain ethical standards, and respond promptly to questions and concerns.

### Fellow Employees

We treat each other with honesty and respect. We work together to create and maintain a healthy and safe work environment. Our success is dependent on mutual respect, appreciation, and trust—allowing each of us the opportunity for personal and professional satisfaction while maximizing our strength as an organization.

### Shareholders

We seek to return a fair profit to our shareholders. As stewards of Merit’s resources, we must make decisions with Merit’s best interests in mind. It is our responsibility to ensure that Merit’s books and records are accurate, that the information we learn while performing our work is used properly, and that we treat Merit’s assets with great care. We also have a responsibility to ensure that those who do business on our behalf share our commitment to following our standards for business integrity.

### Government Regulators

The medical device industry is dynamic and highly regulated by governments worldwide. Government regulators work to protect the health and safety of their citizens and the integrity of their markets by enforcing appropriate laws and regulations. We fulfill our vision and values of becoming the next great healthcare company when we follow all applicable laws and regulations, and Merit policies.

## Communities and the Public

Our values commit us to maintaining good citizenship in the communities in which we live and operate, and to society in general. We strive to act responsibly in our local, national, and global communities.

## Complying with the Law

Following the laws, regulations, and Merit policies in the countries where we do business is not only required, but critical to our success. Each of us must follow the laws, regulations, and Merit policies that apply to our individual work, and seek guidance whenever we have questions. Each of us must be cooperative and truthful in connection with any investigation conducted by or for Merit into possible violations of the law, regulations, or company policies. Any failure to do so will be grounds for discipline, up to and including termination.

## Protecting Our Reputation

Merit's reputation is a valuable corporate asset earned through the good behavior of employees, past and present. Our favorable reputation often sets us apart from competitors. We all benefit from Merit's reputation for conducting business ethically and with integrity. We all have a responsibility to maintain and enhance this legacy through the integrity we display each day.

## Asking Questions

We believe that acting with integrity means always being truthful, accountable, and doing the right thing. Because of the complex environment in which we work, however, we may occasionally come across situations requiring specialized help or advice.

Any time you have questions about whether an action is lawful or complies with this Code, seek advice. Depending on the circumstances, you may seek guidance from a coworker, your manager or supervisor, a representative from Human Resources, or someone within the Legal Department or the Compliance Office. You may also ask a question or raise certain concerns anonymously through the ALERT LINE. Always ask questions when you are unsure of the right course of action.

## Non-Retaliation Policy

Merit forbids retaliation against anyone who asks questions or raises a concern in good faith. Anyone who engages in retaliation against someone who asks questions or voices a concern will face discipline, up to and including termination, regardless of that person's position or influence at Merit.



# OUR RELATIONSHIP WITH EACH OTHER

## A SAFE & HEALTHY WORKPLACE

Merit strives to provide each employee with a safe and healthy work environment. We provide health education and healthy lifestyle programs, which assist employees in making healthy and informed personal choices.

Each employee has a responsibility for maintaining a safe and healthy workplace by following Merit's environmental, safety and health rules and practices. This includes reporting accidents, unsafe equipment, injuries, any discharge into the environment, or any situation that may present a danger of injury or discharge. We ask every employee to actively champion the behaviors and the attitudes necessary to prevent work-related injuries, illnesses, property damage, and adverse impact to the environment. In this way, Environmental, Health and Safety (EHS) is an integral part of our culture and a driver for sustainable growth.



- **Environment**

Merit seeks to minimize the use and discharge of hazardous substances and to promote the recycling of resources. We also work to reduce the environmental impact of our operations and strive to have every decision we make improve the environmental health and social well-being of our employees and the people we serve.

Our employees must be engaged in helping us maintain a workplace free of hazards and with minimal environmental impacts. We provide training and conduct systematic assessments to identify and address potential hazards. We communicate our expectations to contractors, suppliers, and other partners to reinforce this shared responsibility.

We expect our operations to meet or exceed the requirements of the countries or jurisdictions in which we operate; we use an EHS management system to help us reach these goals.

- **Harassment**

It is the policy of Merit to maintain a workplace free of harassment. We do not tolerate harassment of an individual because of that person's race, color, gender, gender identity, sex, creed, religion, citizenship status, national origin, disability, veteran status, military eligibility, age, ancestry, marital status, familial status, sexual orientation, genetic information, disability, or any other applicable protected group status. Harassment by co-workers, customers, vendors, agents, or any other third parties is forbidden. Harassment includes, but is not limited to, verbal, visual, online, physical, and sexual harassment. Any employee who engages in any form of harassment is subject to discipline, up to and including termination of employment.

If you believe that you have been subjected to harassment, or have seen someone else harassed, you must report it immediately to your supervisor or local Human Resources Department. You may also call the Compliance or Legal Departments. All reports of harassment will be investigated and, where appropriate, corrective action will be taken to end such harassing conduct and prevent it from recurring. Merit forbids retaliation against anyone who reports harassment in good faith or cooperates in an investigation. Visit the [ALERT LINE](#) or in Europe please use [this link](#) or call 1 (877) 874-8416 in the U.S.; 1-800-550-000, then 844-637-9753 in Ireland; 01-800-288-2872 then 844-637-6753 in Mexico.

- **Workplace Violence Prevention**

Merit is committed to maintaining a work environment free from violence, threats of violence, harassment, intimidation, and other disruptive behavior. All employees, including supervisors, regular employees, and temporary employees, should be treated with courtesy and respect.

All reports of incidents will be taken seriously and will be dealt with promptly and appropriately. Such behavior can include oral or written statements, gestures, or expressions that communicate a direct or indirect threat of harm. Individuals who commit such acts may be removed from the premises and may be subject to disciplinary action (up to and including termination), criminal penalties, or both. Retaliation against persons who report incidents will not be tolerated.

We need your cooperation to create and maintain a safe, positive and inclusive work environment for all. Do not ignore violent, threatening, harassing, intimidating or other disruptive behavior. If you observe or experience such behavior by anyone on Merit's premises or at a Merit function, whether he or she is a Merit employee, report it immediately to a supervisor, manager, Human Resources professional, or Security employee (where available). Employees who receive such reports should seek advice from their local HR professionals and Security, as appropriate.

### **Protecting Employee Privacy**

In conducting our business, we need to access and use various types of personal information – about our employees, our business partners, our customers, and patients. Merit is committed to protecting and maintaining the confidentiality of personal information. Personal information is any information that can be used alone or in combination with other accessible information, to identify a specific individual, such as names, addresses, personal identification numbers, or date of birth, regardless of the format in which it is held.



Merit and each employee must protect personal information responsibly, with appropriate safeguards designed to maintain the confidentiality, integrity, and accuracy of the information. Merit must restrict access to personal information and use it or disclose it only as necessary for legitimate business purposes, such as the administration of human resources programs, to fulfill a transaction requested by a customer, or to support a Merit product. Merit must retain personal information only as long as necessary. Merit must only provide personal information to third parties if it is necessary for an authorized and legitimate business purpose; if Merit does provide such information to a third party, Merit must ensure the third party is contractually obligated to protect the information. Our collection, maintenance, and use of such information must comply in all respects with the relevant laws of the jurisdictions where we operate, including the European Union's General Data Protection Regulation ("GDPR") and Merit policies implementing the GDPR. See [web page](#) for details.

Merit should take special care to protect patient health information – personal information about physical or mental conditions, the provision of healthcare services, or payment for healthcare that can be linked to a specific individual. Subject to applicable laws and regulations, Merit can only use, access, or disclose such patient information to the extent Merit has been expressly authorized to do so by the patient or his/her healthcare provider.

Merit will allow individuals to have reasonable access to their own personal information. Employees who wish to have access to their personal information should contact their local Human Resources representative.

### **Individual Responsibility**

Every Merit employee is expected to have a strong work ethic and act with integrity—an honest day's work for an honest day's pay. We also expect all employees to use Merit resources responsibly and limit expenditures to what is necessary, reasonable, and appropriate to meet our business needs. Whether traveling or making purchases on Merit's behalf, all are expected to be responsible stewards of Merit resources. Employees are expected to maintain honesty and integrity in all aspects of their job responsibilities, including the certification of training, performance and/or internal control assignments within the company.

### **Manager and Supervisor Responsibility**

Managers and supervisors need to be role models and inspire ethics and integrity at work. Managers and supervisors must:

- Lead by example, in both their spoken words and actions.
- Ensure that the employees under their supervision understand their responsibilities under this Code, Merit policies and procedures, and applicable laws.
- Discuss this Code and reinforce the importance of ethical behavior and compliance.
- Create an environment in which employees are comfortable asking questions or raising issues.
- Consider conduct in relation to this Code and Merit policies and procedures when evaluating employees' performance.
- Ensure that employees understand that it is never acceptable to achieve business results at the expense of ethical conduct or compliance with this Code, Merit policies, or applicable laws and regulations.
- Report any concerns or violations they suspect or witness, and
- Never attempt to identify an employee who may have participated in an internal investigation or retaliate against any employee for their participation.

# OUR RELATIONSHIP WITH OTHERS

## INTEGRITY & FAIRNESS

Our interactions with patients, customers, and third parties must be undertaken with integrity. The best way to do this is by dealing fairly with others, and setting and enforcing high ethical and quality standards. We strive to work with third parties who maintain the same high standards that we do.



## Fair Dealings

We should deal fairly with customers, payors, suppliers, competitors, the public, and one another, in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. No inappropriate payment in any form should be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or any other favorable action.

We do not disparage or make untrue statements about our competitors' products or services. Instead, we stress the advantages that we have to offer and only make accurate and fair comparisons between our offerings and those of our competitors.

## Competitive Information

A critical part of competition is knowing what the competition is doing. While it is important to know about our competitors and industry, we must always follow these rules:

- No illegal methods (such as trespass or theft) should ever be used.
- No information considered to be or identified as confidential should ever be accepted without the knowledge of the party who owns it and without Merit's specific authorization.
- No deceptive or dishonest methods should ever be used.
- Former employees of competitors should not be hired to get access to their proprietary knowledge.

Consult the Legal Department ([legal@merit.com](mailto:legal@merit.com)) for additional guidance in this area.

## Quality Commitment

We strive to be the most customer-focused healthcare company, which requires our products to be exceptional in design, quality, and reliability. To achieve this goal, we must comply with the laws, regulations, Merit policies, and standards for safety in all aspects of our product design and manufacturing processes, including requirements for packaging, labeling, record-keeping, personnel training, supplier qualification, design controls, complaint handling, corrective and preventive actions, and internal auditing. Beyond holding ourselves accountable for the quality of our products and therapies, we also hold our suppliers and distributors accountable to ensure the quality of the products and services they provide.

We also have a responsibility to report any issues related to the quality of product or our processes, e.g., manufacturing or services, and taking appropriate corrective and preventive actions. If you learn of a complaint associated with a Merit product or process, you have a responsibility to report it to the appropriate quality function as soon as you become aware.

## Customer and Patient Interactions

All of our interactions with customers and patients must be ethical and beyond reproach. Merit does not want business obtained through the improper use of business courtesies. You may never provide or accept a bribe, kickback, or other illegal payment. You may not offer or provide anything of value—such as gifts, meals, travel, entertainment, consulting or speaking engagements, donations, grants, scholarships, or sponsorships—directly or through a third party, such as a distributor or agent, to improperly influence or reward any customer, including health care professionals and government officials, to purchase, lease, order, arrange, prescribe, or recommend any Merit products or services.

We will adhere to our Global Compliance Policy—including the AdvaMed Code of Ethics and Medtech Europe Code of Ethical Business Practice we have adopted—to build relationships based in integrity, trust, and honesty. Those of us who interact with healthcare providers and other customers must know, understand, and follow Merit's Global Compliance Policy, and any policies and procedures that apply to our work.

For additional information, visit [Merit's Global Compliance Policy](#) or, if you have questions, contact [compliance@merit.com](mailto:compliance@merit.com).

## Respecting the Patient-Physician Relationship

We hold paramount respect for the relationship between patients and their healthcare professionals. This is a relationship based on respect, collaboration, confidentiality, and trust. Physicians have a moral, ethical, and legal obligation to put the patient's welfare ahead of their own self-interest. Patients have the right to expect this. At no time should our work compromise the integrity of the patient-physician relationship.

## Supporting our Products

Merit representatives are occasionally asked to be present in health care facilities for technical support on Merit's medical devices. Their presence and technical assistance is valued by healthcare providers, who recognize that "industry representatives...can play an important role in patient safety and quality of care by providing information about the proper use of the device or equipment as well as technical assistance to physicians." AMA Code of Medical Ethics, Opinion 8.047.

Merit representatives, however, are not authorized to practice medicine. Their role is limited to assuring that the clinicians have the medical devices needed for the procedure, and to provide technical support for such devices.

For additional information, visit Merit's Global Compliance site to review the [Rules of Clinical Conduct](#).

## Promoting our Products

Respecting the patient-physician relationship includes promoting our products solely based on their approved labeling, as well as promoting and selling our products through accurate and truthful communications about their efficacy, quality, safety, and price. All advertising and promotional materials and activities for medical devices must be truthful, accurate, and non-misleading. All materials created for use in promoting our products must be reviewed and approved through the proper channels, particularly via Merit's established engineering change process.

We are bound by law to secure the appropriate approvals for our products through regulatory agencies and bodies worldwide. Since approvals are unique to each country, we will follow the specific requirements for the marketing, sale, and promotion of our products and therapies in each country.

For additional information, see Merit's Advertising and Promotion policies at:

[Global Advertising and Promotion Policy](#)

[US Advertising and Promotion](#)

If you have further questions, contact Regulatory Affairs or Compliance.

## Third-Party Relationships

To conduct business and expand our marketing channels, Merit partners with third parties. We seek partners who share our commitment to quality, cost effectiveness, responsiveness, social responsibility, integrity, and innovation. We strive for open communication with all such third parties, including prospective partners. As a result, we may be privy to confidential information about our vendors, suppliers, and other business partners. We must safeguard this information and honor all contractual commitments. In part, this means protecting all third-party intellectual property, such as inventions and software, from disclosure, theft, loss, or misuse—and we expect the same treatment and protection from such third parties who handle Merit intellectual property.

# OUR RELATIONSHIP WITH THE COMPANY & SHAREHOLDERS

## SAFEGUARDING OUR ASSETS

During a typical day, Merit employees use a variety of tools—our workplace, materials, equipment, software, and third-party service providers— to perform their jobs. These tools are to be used for appropriate business purposes. Each of us has a responsibility to protect these assets from theft, loss, misuse, and waste. You may need to use Merit equipment, such as computers or the telephone, for occasional personal communications. Such use is permitted, so long as it is infrequent, does not interfere with your work performance, does not create a conflict of interest, and does not result in a significant cost to Merit.



## Investor and Media Inquiries

We must speak with one voice to investors, analysts, the press, and public interest groups, and in accordance with all applicable laws, regulations, and Merit policies. Therefore, any requests from agencies, including investors, financial analysts, and media inquiries, should be referred to Merit's Vice President, Corporate Communications at (801) 208-4167.

For additional information visit the [Merit Investors page](#).

## Confidential and Proprietary Information

Due care should be taken with respect to the transmission of confidential and/or proprietary information. You also have a duty to maintain the confidentiality of privileged or confidential communications and information. Conveyance of sensitive information should be limited to only those individuals with a need to know. At no time should confidential and/or privileged information be posted to the Internet or made accessible beyond the intended and authorized recipients. When using Merit technologies, you must maintain the confidentiality of "material, non-public information" in accordance with Merit's Insider Trading Policy which you have received.

Some of you may have come to Merit from other companies, and some of you may leave Merit to work somewhere else during your career. If you leave Merit, you may not take any confidential information from Merit and reveal it to your new employer. Likewise, you may not reveal a previous employer's confidential information to Merit.

Consult the Legal Department ([legal@merit.com](mailto:legal@merit.com)) for guidance should any issues arise in this area.

## Intellectual Property

The obligation of employees to protect Merit's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, business and marketing plans, engineering and manufacturing ideas, designs, databases, records, pricing information and any unpublished financial data and reports.

## Accurate Accounting

Each of us records or prepares information of some kind during our work: financial reports, accounting records, business plans, regulatory submissions, quality records, expense accounts and so on. Many people are relying on those reports to be truthful and accurate—they include our fellow employees, independent auditors, our shareholders, government agencies, and our communities.

Merit has set up accounting procedures to protect company assets and ensure the accuracy and reliability of its financial reports so that they may be reviewed by outside auditors. We may have equally important obligations to report non-financial information accurately to regulatory agencies, the investment community and others. You should not, and no fellow employee should ever ask you to, deviate from Merit's commitment to state necessary information truthfully and accurately.

Our reports and documents filed with or submitted to the US Securities and Exchange Commission, or other countries' equivalent agencies, and our other public communications must include full, fair, accurate, timely and understandable disclosure.

## Record-Keeping

Merit requires honest and accurate recording and reporting of information in order to make responsible business decisions. Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor, your local Finance Department resource, or the Accounting Department.

All of Merit's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect Merit's transactions, and must conform both to applicable legal requirements and to Merit's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This

applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to Merit's record retention policies.

## **Conflicts of Interest**

A conflict of interest exists when an employee's private interest—or those of someone close to the employee—interferes in any way with the interests of Merit. A conflict can arise when an employee takes actions or has interests that may make it difficult to work objectively and effectively.

We are expected to place Merit's best interest ahead of our own when conducting company business. This means avoiding any perceived or actual conflict of interest. Gifts and business courtesies, outside opportunities, and personal relationships are just a few of the many situations in which a conflict of interest may occur.

### **• Gifts and Business Courtesies**

Just as gifts and business courtesies can undermine the integrity of our relationships with customers, they can create a real or perceived conflict of interest in our interactions with other third parties. While there may be appropriate business reasons for accepting business courtesies, such as meals and entertainment, we must use sound judgment to avoid a real or perceived conflict of interest. We may never solicit gifts, entertainment, or recreation for personal use. These items may only be accepted under limited circumstances when approved by your manager.

Gifts of merchandise or products, as well as personal services or favors, may not be accepted unless they are of a modest value; employees are urged to talk to their manager before accepting any gift of more than a modest value. A gift of cash or cash equivalent (e.g., securities) may never be accepted. A gift must never be of a value or nature, or accepted in a circumstance, that could cause embarrassment to either Merit or the giver.

For restrictions on the provision of gifts and hospitality by Merit, see [Merit's Global Anti-Corruption Policy](#).

### **• Outside Opportunities**

Employees, officers, and directors may work as employees, officers, consultants, or directors for other companies so long as the following conditions are satisfied:

- o The other company may not be a competitor of Merit.
- o If the other company is a supplier of goods or services to Merit, then the employee, officer, or director may not hold a position at Merit with decision-making authority regarding purchases from the other company.
- o If the other company is a customer of Merit, then the employee, officer, or director may not hold a position at the other company with decision-making authority regarding the other company's purchases from Merit.
- o The outside employment may not materially interfere with the performance of the employee's, officer's, or director's duties at Merit.
- o Merit's confidential information may not be shared with the outside employer or used in any way in connection with the outside employment. Confidential information includes, but is not limited to, trade secrets, marketing and sales strategies, production techniques, research and development initiatives, non-public financial and business information, etc.

### **• Corporate Opportunities**

If an officer or director encounters a business or investment opportunity in which Merit might conceivably be interested (such as, for example, an acquisition or significant investment in another medical device or medical supplies manufacturing company, or a company that may be or become a customer or supplier of Merit), the opportunity must be presented to Merit before the officer or director may pursue it personally. Only if Merit declines to pursue the opportunity may the officer or director take advantage of it personally.

# OUR RELATIONSHIP WITH REGULATORS

## QUALITY & REGULATION OF OUR PRODUCT

Many of the products that Merit makes and sells are used to diagnose and treat patients all over the world. To help successful diagnosis and treatment, these products must be medically safe and effective for their intended use. The Food and Drug Administration in the US and similar agencies in other countries and regions have established requirements to ensure the safety and effectiveness of medical products. These requirements have the force of law in most countries; the regulatory agencies that enforce them are recognized by the public for protecting the health of the population. Merit markets and sells its products throughout the world and employees should be knowledgeable of and comply with each country's laws, regulations, and internal policies that govern our medical products and services.





Merit has always believed that quality management and product quality are among our most important values, along with robust regulatory compliance and the prevention of regulatory violations.

Our employees help to ensure safety, product quality, and regulatory compliance by:

- Adhering to regulatory and generally accepted good manufacturing, good clinical and good laboratory practices, and quality system requirements.
- Conducting product clinical trials in accordance with regulatory and ethical standards, making accurate product claims, and supporting such claims with product testing and clinical trials where appropriate.
- Ensuring that all information we record internally or submit to government authorities is truthful, accurate and complete.
- Properly registering all products as required.
- Properly labeling, advertising, and promoting our products; never promoting “off-label” or unapproved uses of products.
- Reporting complaints, adverse events and other indicators of potential problems, and supporting and taking timely and appropriate corrective action.

Failure to meet product quality requirements can expose the patient to possible harm, and can expose Merit, to serious civil and criminal fines, and even imprisonment. If you have any questions or issues in this area, please contact your local Quality Assurance or Regulatory Affairs representative.

### **Clinical Research**

We are committed to ensuring the safety, privacy, and well-being of the patients who volunteer in our clinical trials. We fulfill our values by upholding the highest ethical, scientific, and clinical standards in all of our research initiatives worldwide. Our clinical studies are designed and conducted in accordance with:

- Internationally recognized principles of ethics;
- Local laws and regulations;
- Recognized medical and ethical standards; and
- Supplemental requirements imposed by a research site or institutional ethics committee.

We respect the culture, laws, and regulations of the countries where we conduct our studies. We must follow the principles of ethical clinical study conduct, accurate and transparent reporting, interpretation, and verification of our clinical data and results.

### **Fair Competition and Antitrust Laws**

Merit must comply with all applicable antitrust and competition laws around the world. These laws essentially require businesses to compete fairly. They prohibit agreements among competitors that restrain trade or reduce competition, such as agreements to:

- Fix, stabilize, or control prices.
- Limit output levels or the sale of products.
- Allocate customers or geographic territories.
- Boycott certain suppliers or customers.

Most antitrust and competition laws also prohibit the use of a dominant market position to drive a competitor out of business. These laws are not identical around the world. If you are not sure whether an action may raise antitrust issues, you should first consult the Legal Department ([legal@merit.com](mailto:legal@merit.com)) for guidance.

### **Anti-Corruption and Bribery**

Corruption undermines our integrity and reputation. It is contrary to our values and long-term success. A U.S. law, the Foreign Corrupt Practices Act or FCPA, makes it illegal for a U.S. company such as Merit, or any of its worldwide subsidiaries, affiliates, employees, agents, or representatives, to offer or pay money or some other form

of bribe to any government official worldwide to get, or keep, business or a business advantage. Other anti-corruption laws prohibit the offer or payment of money or some other form of bribe to commercial entities worldwide to cause them to act inconsistently with their job responsibilities or to give Merit an improper business advantage. This is true whether the payment is made directly by an employee or through someone not employed by Merit. The FCPA and other anti-corruption laws also make it illegal to set up situations where there is deliberate ignorance of illegal payments, for example, giving money to a third party or intermediary and instructing them not to tell you where the money will go. Such payments are also usually illegal under the laws of the country where the bribe is paid or accepted. Merit is committed to complying with all applicable laws and regulations throughout all its business activities and practices.

For additional information, visit Merit's Global Compliance site to review the [Global Anti-Corruption Policy](#).

### **Securities Laws and Insider Trading**

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about Merit should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. To assist with compliance with laws against insider trading, Merit has adopted a specific policy governing employees' trading in securities of Merit. All Merit employees receive a copy of its Insider Trading Policy and are expected to adhere to it.

If you have any questions, please consult Merit's Legal Department at: [legal@merit.com](mailto:legal@merit.com).

### **International Trade and Sanctioned Countries**

The U.S., the E.U., and other countries have imposed sanctions and trade limits that restrict activities and transactions within or involving certain specified countries, their nationals, and other designated entities and individuals. In particular, all activities involving certain sanctioned countries must be reviewed by the Legal Department or Compliance. Complementing the sanctions laws are export control laws that regulate the export and re-export of goods, services, and technology to specified destinations and end-users and for specified purposes. These restrictions include prohibitions on interactions with individuals and entities on denied parties lists, such as identified terrorist organizations or narcotics traffickers. These restrictions also cover related activities, such as installation and service, and often apply regardless of the type of products or the originating location. Merit does not export or sell products without proper approvals from the Legal Department or Compliance. Governmental authorization, notification, or licenses may also be required.

### **Government Audits and Investigations**

We cooperate and comply with valid governmental investigations and requests for information, while also protecting the legal rights of Merit and its employees. We also cooperate with government officials who may inspect our facilities or investigate our activities. When inquiries occur, consult with the Quality Assurance, Regulatory Affairs, or the Legal Department before submitting to any interviews, answering questions, producing documentation, or discussing compliance. All communications and documents connected with a government inquiry or other legal matter, including a notice of investigation, lawsuit, subpoena, or request for production of documents, must be forwarded to the Legal Department immediately.

# OUR RELATIONSHIP WITH OUR WORLD

## HUMAN RIGHTS & LABOR STANDARDS

Merit recognizes our obligation to provide our customers with high quality products at a competitive price while seeking to ensure that no person in any part of the supply chain is exploited or treated in a way that violates relevant human rights, business ethics, or labor standards. We are fully aware of the responsibilities we bear to all parties involved in producing our products.

We promote basic human rights by following applicable local labor laws and we do not allow any form of child or forced labor by Merit or its suppliers. We also follow all applicable wage and hour laws, including minimum wage, overtime, and maximum hour rules.

For additional information, please review the [Merit Human Rights and Labor Standards Policy](#).

### **Environmental Sustainability**

Merit recognizes its responsibility, and opportunity, to be an excellent steward of the environment. We will continually strive to improve the welfare of our employees, our communities, and our environment.

We are committed to:

- Conserving natural resources;
- Reducing greenhouse gas emissions;
- Eliminating waste;
- Reusing and recycling materials;
- Purchasing environmentally preferable products; and
- Enhancing sustainability during new building construction and facility modifications.

### **Political Activity**

Merit supports each employee's individual right to participate in the political process. Employees may make whatever personal contribution of time or money they wish to the political process. However, such participation or contribution may not (1) be expressed or implied to be on behalf of Merit or (2) otherwise occur during the course of an employee's employment duties.

Merit prohibits the use of Merit corporate funds and assets to support candidates, political parties, ballot measures, or referendum campaigns unless an exception is approved by the CEO and the Chief Legal Officer. If approved, an exception may only be granted without regard to the personal political affiliations or views of any individual Merit employee. Moreover, Merit employees may not use company resources to promote their personal political views, causes, or candidates, and Merit will not directly or indirectly reimburse any personal political contributions or expenses.

### **Philanthropy**

We should each strive to be a good corporate citizen to the communities where we live and work. Thoughtful giving of time, money, and talent is part of our unwavering commitment as global citizens. Through Merit's humanitarian grants and product donations, children and adults throughout the world are receiving expanded access to healthcare.

# BUILDING THE NEXT GREAT HEALTHCARE COMPANY

FOUNDED IN 1987

Merit set out to build the world's most customer-focused healthcare company by understanding customers' needs, innovating, and delivering a diverse range of products that improve the lives of people, families, and communities throughout the world.

At the time of adoption of this Code, Merit's primary products consist of inflation devices used in angioplasty and stent placement; diagnostic and therapeutic catheters used for various procedures in cardiology and radiology; diagnostic and hydrophilic products used to manage and monitor the administration of contrast media and other fluid solutions; thrombolytic catheters and fluid dispensing systems; embolotherapeutic products for the treatment of uterine fibroids, hypervascularised tumors, and arteriovenous malformations; wire-free breast localization and other devices to assist in the delivery of radiation therapy, tumor localization and surgical guidance; and procedural trays, packs, and kits.

We understand that our most valuable assets are people. The dedication and drive of thousands of Merit employees, around the world. All with a single vision: Understand. Innovate. Deliver.

Merit's success is hard-earned. Our product portfolio is the result of truly listening to our customers. Intensive research and development. And a zero-defect approach to manufacturing and distribution. Merit has the global infrastructure, products and, above all, people, with energy, passion, and the vision to succeed.

Read and discuss this Code of Conduct and Ethics, and commit to upholding it, as we continue our journey to become the next great healthcare company.







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[merit.com](https://www.merit.com)

