



GRANT AND CHARITABLE DONATIONS POLICY AND SUBMISSION GUIDELINES

I. Purpose and Scope

MicroPort Orthopedics, Inc. is committed to fostering charitable donations and giving, and to encourage research and education. This commitment is based on the principles of transparency and accountability by ensuring compliance with applicable laws and regulations, and preserving the integrity of the physician-patient relationship. This Grant and Charitable Donations Policy (the "Policy") is intended to be consistent with the principles set forth in the Company's Code of Business Conduct, the Advanced Medical Technology Association Code of Ethics on Interactions with Health Care Professionals ("AdvaMed Code"), Accreditation Council for Continuing Medical Education (ACCME) Essentials and Standards for Commercial Support, state and local laws, and the requirements of MicroPort's Corporate Integrity Agreement.

This Policy applies to all Company Representatives, which include all employees (full-time, part-time and temporary), executive officers, members of the Board of Directors, independent contractors, consultants, sales agents, distributors, distributor employees, sub-distributors and all others performing services on behalf of the Company.

"Health Care Professionals" (HCPs) include individuals and entities that are (1) involved in providing health care services and/or items to patients and (2) in a position to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe MicroPort's products in the United States. The phrase Health Care Professional is to be interpreted broadly and includes both persons providing services (such as physicians, physician assistants, nurses, operating room staff or consultants) and persons who do not provide services directly (such as administrative hospital or office staff), but who may be involved in the decision to purchase, lease, or recommend MicroPort products. Health Care Professionals also include purchasing agents, physician's practice managers and management within Group Purchasing Organizations ("GPOs").

II. Eligibility

A. MicroPort will only provide grants and donations to support and encourage:

- the advancement of medical science or education. Fellowships based outside the United States may be directly funded if such programs are accredited under recognized local standards and are within fair market value for such programs;
- indigent care or medical missions;
- patient and public health education; and
- events where the proceeds are intended for charitable purposes.

B. MicroPort will not provide grants or donations:

- for research unless there is a written agreement defining the required procedures and protocol;
- where the budget for a proposed program appears to be unreasonable under the circumstances;
- to directly fund any fellowships within the United States. Fellowships based in the United States may be funded through legitimate medical education foundations or institutions;
- to non-profit organizations that are, if there appears to be significant, control by an HCP or an immediate family member of an HCP, or if there appears to be any inappropriate influence by the HCP on the organization;
- to fund scholarships unless the recipients are medical students, residents, fellows, or others who are HCPs in training;
- where the circumstances are likely to improperly influence, or appear to improperly influence, medical judgment;
- where one purpose is to influence an HCP to purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe MicroPort's products.
- when the funds would be used to defray the requestor's ordinary operating expenses or overhead;
- when funds would pay for travel, housing expenses or time spent for doctors attending third party educational events;
- to fund educational events whereby social events or activities such as golf outings, leisure time, or other recreational activities, take precedence over the educational component are not considered high quality programs of significant educational value;
- when the funds would be used to directly fund payments for exhibit space, consulting or other services or goods provided to the Company, Company promotional activities or events, or any program where any of the speakers are Company employees; and
- when the funds would be in support of or to offset entertainment or recreational activities.

III. Administration

The Company's Arrangements Sub-Committee ("ASC") is the administrative body that reviews and approves all grants and donations including, but not limited to, research grants, scholarships, fellowships, education grants, and all other charitable donations to organizations that are affiliated with HCPs. The ASC meets at regularly scheduled intervals.

The Human Resources Department reviews and approves charitable donations to organizations that are not affiliated with HCPs. See Appendix A for contact information.

Recipients: Except in the case of medical missions, the Company will only award funds to (1) non-profit organizations or (2) entities that have been recognized as qualified providers of continuing medical education (“CME”) by the ACCME, or by state or territory medical societies approved by ACCME to accredit CME providers.

Except in the case of medical missions, grants and donations must not be provided to:

- any individual;
- any “for-profit” physician practice or group;
- any patient;
- any individual on behalf of any patient or HCP; or
- non-CME accredited “for-profit” providers.

Product Donations: The Company may donate product for charitable missions and/or the benefit of indigent patients. Requests for product donations will require certification by the requestor that the patient’s physician(s) and/or the hospital or other facilities will not bill the patient, Medicare, Medicaid or any other person or third party payor for the cost of any of the health care services for which donated Company products will be used.

Any multi-use equipment provided for product donations must adhere to MicroPort’s inventory controls to assure proper return of equipment (e.g. instrument sets and kits)

Fellowships: The Company may provide funds to subsidize accredited fellowship programs by funding fellows' salaries and educational activities related to disease states treated by MicroPort therapies and support of post-residency training programs that allow new physicians to continue their training and specialize in a specialty or sub-specialty. In the United States, these grants may only be provided to third-party groups that have a *bona fide* interest in advancing education and research in the areas of legitimate interest to MicroPort.

Grand Rounds: The Company may provide funds to support programs for education of fellows/residents/interns. These programs are therapeutic area specific, but not specific to a company’s product. Company Representatives may not attend Grand Rounds events that MicroPort has funded.

Exhibits, Booths and Meeting Sponsorships: Exhibits, booths and meeting sponsorships are not considered grants or donations and must be approved through the Company’s Compliance Department and/or Arrangements Sub-Committee.

IV. Request Requirements

The Requestor should submit the required documentation, as outlined below, to the MicroPort grants mailbox at grants@ortho.microport.com. Each request must be received from an authorized representative of the requesting organization and include the following:

- The requestor's name, address, IRS tax identification number and a copy of the IRS tax-exempt determination letter (or other appropriate tax-exempt status documentation);
- A letter and a description of the organization's charitable, educational, or scientific purpose;
- A description of the specific educational or charitable event or other purpose for the grant;
- A detailed agenda of the event, outlining location, dates, time, speakers and topics;
- A detailed budget, outlining the event and speaker expenses;
- A completed W-9, signed by the organization;
- For medical missions, a list of the requested products to be provided by MicroPort, along with the purpose and ultimate destination for the use of the products; and/or a description of the requested equipment to be provided by MicroPort, along with the purpose and ultimate location of the equipment; and
- Completed Certification of Compliance from the organization, including confirmation that requestors and their respective institutions are not persons or organizations excluded from participation in Medicare, Medicaid or other federal healthcare programs by the Department of Health and Human Services Office of Inspector General and are not barred from federal contracting by the General Services Administration. In the case of fellowships, these requirements are also applicable to the attending physician and the proposed fellow. See Appendix B for a copy of the Compliance Certification.

Funds must be paid directly to the recipient only by Company check or electronic funds transfer.

V. Grant Review Process

Upon receipt of the grant request by MicroPort, the Grant Requestor will receive confirmation of the request by email.

The Requestor will receive written notification of the Company's decision upon completion of this review. MicroPort reserves the right to deny a grant or charitable donation request for any or no reason, in its sole discretion. MicroPort is under no obligation to provide an explanation for its decision.

To avoid delays and ensure a complete evaluation process, requests should be submitted at least 12 weeks prior to the event for which funding is being requested and should contain the required documentation as stated above.

APPENDIX A

Contact Information

<p><u>Chief Executive Officer</u></p> <p>Timothy E. Davis Chief Executive Officer 901-867-4680 Ted.Davis@ortho.microport.com</p>	<p><u>Human Resources</u></p> <p>Melissa Scruggs Director - Human Resources 901-867-4465 Melissa.Scruggs@ortho.microport.com</p>
<p><u>Legal Department</u></p> <p>Brad Ottinger General Counsel 901-290-5246 Bradley.Ottinger@ortho.microport.com</p>	<p><u>Compliance Department</u></p> <p>John B. Knighton Chief Compliance Officer 901-290-5847 John.Knighton@ortho.microport.com</p>
<p><u>Regulatory Affairs</u></p> <p>Kamaal Anas Vice President - Regulatory Affairs 901-290-5233 Kamaal.Anas@ortho.microport.com</p>	

Appendix B

MicroPort Orthopedics, Inc. Certificate of Compliance

This certification is intended to comply with all applicable laws, rules and regulations regulating the subject matter of this request for funding and the relationship to the parties, including the federal anti-kickback statute 42 U.S.C. §1320a-7(b), as well as the related safe harbor regulations. MicroPort reserves the right to modify this certification for such reasons as MicroPort deems appropriate to maintain compliance with federal, state, local laws, rules, and regulations.

I, the undersigned, certify that to the best of my knowledge, all of the following statements are true with respect to this request:

1. The receiving organization, its personnel, and I have not, implicitly or explicitly, solicited the requested donation in exchange for an agreement to purchase, use, order, or recommend MicroPort products.

2. No representative of MicroPort Orthopedics implicitly or explicitly offered a donation to the receiving organization, its personnel, or me to purchase, use, order, or recommend MicroPort products or to reward prior purchases, uses, orders, or recommendations of MicroPort products.

3. The requested donation will not result in any private benefit to a health care provider who uses, orders, or recommends MicroPort products.

4. The receiving organization, its personnel, and I are not a person (or persons) or organization excluded from participation in Medicare, Medicaid, or other federal healthcare programs by the Department of Health and Human Services Office of Inspector General and is not barred from federal contracting by the General Services Administration.

5. The receiving organization, its personnel, and I are not a person (or persons) or organization identified on the U.S. Treasury Department's list of Specially Designated National or Blocked Persons.

Organization Name: _____

Requestor's Name & Title: _____

Area Code & Phone Number: _____

Signature: _____ Date: _____

If you have any questions about this Certificate, please notify MicroPort Orthopedics' Compliance Office by calling (901) 290-5878 or by sending an email to grants@ortho.microport.com.