



**BLOCKADE MEDICAL, INC.  
ANTICORRUPTION POLICY**

**I. Introduction**

Blockade Medical is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA) and other laws that prohibit improper payments to obtain a business advantage.

This document describes Blockade Medical's Policy prohibiting bribery and other improper payments in the conduct of Blockade Medical business, and employee responsibilities for implementing the Policy. Questions about the Policy or its applicability to particular situations should be directed to the Compliance Officer.

Blockade Medical's Code of Conduct makes clear that Blockade Medical expects its directors, officers, and employees to act according to the highest ethical standards and in compliance with all laws, including applicable anti-corruption laws such as the FCPA, the UK Bribery Act of 2010 (the "UK Bribery Act"), and applicable local laws. Blockade Medical expects the same from any third party that acts on Blockade Medical's behalf. This Policy supplements the Code of Conduct by providing global minimum standards to ensure that Blockade Medical's activities are conducted with ethics and integrity.

**II. Scope**

This Policy applies to the activities of Blockade Medical, Inc., and to all Blockade Medical Personnel. For purposes of this Policy all references to Blockade Medical are deemed to include subsidiaries of the Company.

Subsidiaries may also adopt local policies or procedures that are more stringent than this Policy. In that case, the local requirements must be followed. The Company may from time to time designate additional parties subject to this Policy.



### III. Definitions

When used in this Policy, the following terms have the following meanings:

“Blockade Medical” or “the Company” means Blockade Medical, Inc. and its subsidiaries.

“Blockade Medical Personnel” means officers and employees of Blockade Medical, as well as third parties who act on behalf of Blockade Medical or represent Blockade Medical products and who are advised by Blockade Medical that they are subject to this Policy. The term Company Personnel also refers to non-employee members of the Board of Directors of Blockade Medical, with respect to their activities related to Blockade Medical.

“Compliance Officer” means the Chief Compliance Officer of Blockade Medical, as well as any other Compliance Officer that may be designated from time to time by Blockade Medical and given responsibility with respect to this Policy.

“Payment” means cash, cash equivalents, gifts, in-kind items or services, and any other benefit or thing of value.

“Policy” means this Global Anticorruption Policy.

“Gifts and Hospitality” means: gifts of any kind, including souvenirs, branded items, food and wine, entertainment, drinks, meals, snacks, receptions, transportation, and lodging, except for meals, transportation or lodging provided or reimbursed to service providers in connection with the performance of bona fide services reasonably requested by Blockade Medical and carried out pursuant to a written contract with Blockade Medical.

“Government Official” means: any employee or representative of a national, regional or local government agency or public institution; an elected official of any government body; any official of any political party; any employee of a state-owned business entity; and any person acting on governmental business (including individuals acting in connection with government licensing and procurement decisions).

“HCP” means an individual (whether clinical or non-clinical, including without limitation, physicians, physician assistants, nurses, technicians and purchasing managers) or



entity (including, without limitation, hospitals and group purchasing organizations or procurement agencies) that directly or indirectly purchase, lease, recommend, use, prescribe or arrange for the purchase or lease of any Blockade Medical product.

#### IV. Fundamental Principles

Principle 1: ***We Act with Integrity.***

Blockade Medical Personnel and any other parties acting for Blockade Medical must act with integrity in connection with Blockade Medical's business and avoid conduct that might damage the Company's reputation.

Blockade Medical's commitment to acting with integrity means that the Company would rather lose an opportunity or sale than obtain benefits through improper or unethical means.

Principle 2: ***We oppose all forms of corruption, without exception.***

This Policy prohibits corruption of both government officials and private individuals and entities. This prohibition applies regardless of local customs or traditions. Therefore, corrupt conduct will not be tolerated even if it is "how business is done" in a given location.

Principle 3: ***We maintain strong internal controls.***

The Company maintains a strong system of internal controls to ensure that the Company's transactions are accurately recorded in its books and records, all Company assets are accounted for, and access to Company assets is controlled.

Principle 4: ***Our customer interactions are transparent and ethical.***

Blockade Medical has adopted policies and procedures to ensure that its interactions with HCPs comply with applicable laws and the highest industry ethical standards. When interacting with HCPs, Company Personnel must abide by the Company's Policy and Procedure on interactions with HCPs.



Principle 5: *We hold our business partners to our high standards.*

Blockade Medical requires that its business partners adhere to high standards of business conduct and comply with all applicable laws. When appropriate, we require parties acting on our behalf, such as sales agents, distributors, and consultants, to adopt our policies and procedures when undertaking activities on our behalf.

### V. Standards

- A. **No Corrupt Payments.** Company or Personnel may never directly or indirectly (i.e., through an intermediary) provide or offer a Payment with the intention to improperly obtain or retain business or any business advantage, or improperly influence the recipient's behavior.

This prohibition applies even to so-called "facilitating" or "grease" payments, i.e., small payments or gifts to a government official for the purpose of expediting or securing the performance of a routine governmental action.

- B. **Gifts and Hospitality.** Blockade Medical occasionally provides Gifts and Hospitality to its business partners, Government officials, or HCPs in connection with the conduct of its business.

Gifts and Hospitality may **never** be offered or provided to business partners or Government Officials as part of a quid pro quo—i.e., with the intent to improperly influence their judgment to do something in return that would favor Blockade Medical or to refrain from doing something that would disadvantage Blockade Medical.

Gifts and Hospitality must be reasonable and customary, in type and value, in the host country or the country in which the recipient resides or conducts business, whichever is more modest. Lavish entertainment and expensive gifts are never permissible. Travel arrangements or reimbursement are permitted only in connection with legitimate Company business, and never as a gift or incentive.



Gifts and Hospitality must be provided openly, rather than secretly. Gifts and Hospitality should never be of a value or nature, or given in a circumstance, which could cause embarrassment to either Blockade Medical or the recipient.

Cash and cash equivalents (e.g., gift certificates, shopping vouchers, and bonus cards) must never be offered or given as Gifts. Per diems or lump sum payments may not be provided as part of Hospitality.

Gifts to HCPs must be permitted only to the extent allowed by the Company's Policy and Procedure on Interactions with Health Care Professionals.\*

Gift and Hospitality expenditures must be adequately supported by documentation and accurately recorded in reasonable detail in Blockade Medical's books and records.

- C. **Grants and donations:** Grants and donations may be given only to not-for-profit organizations, including public or governmental organizations, and may not be provided to individuals, groups of individuals, or for-profit entities.

Grants and donations may be provided for legitimate purposes only, in compliance with the provisions of the Company's Policy and Procedure on Interactions with Health Care Providers. Grants and donations must be adequately supported by documentation and accurately recorded in reasonable detail in Blockade Medical's books and records.

- D. **Government Officials:** Blockade Medical's interactions with Government Officials must be in compliance with applicable laws and regulations, including anticorruption laws. As with other activities described above, benefits provided to and/or expenditures on behalf of Government Officials must be reasonable, justified, fully transparent, and accurately recorded in reasonable detail in Blockade Medical's books and records.

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\* For non-employee Personnel, the Policy and Procedure on Interactions with Health Care Providers applies only to the extent set forth in such Policy. Personnel not subject to such Policy must, at a minimum, comply with the AdvaMed Code on Interactions with Health Care Professionals (with respect to interactions with US-based HCPs) or the Eucomed Code of Ethical Business Practice (with respect to interactions with HCPs based outside of the US), and with all applicable laws and regulations.



E. **Political contributions:** Blockade Medical generally does not provide contributions to support politicians or political parties either directly or indirectly (through intermediaries). Due to the complex nature of local laws and regulations governing political contributions, advance, the advice of counsel as well as the approval of the Compliance Officer is required for any political contributions. Political contributions must never be provided with the expectation of receiving any commercial benefit for Blockade Medical. Political contributions must be adequately supported by documentation and accurately recorded in reasonable detail in Blockade Medical's books and records. Payment of membership dues to one or more well-established and reputable industry trade organizations shall not be deemed a "political contribution" for purposes of this Policy, even if the organization engages in lobbying activities on behalf of its members generally.

F. **Third Parties Acting on Behalf of Blockade Medical:** Blockade Medical may engage third parties to act on behalf of the Company only where there is a bona fide business justification. Payments to third parties must be reasonable and based on a market rate for services actually rendered. A third party may never be used to secure any advantage for Blockade Medical through improper means. Blockade Medical cannot take actions indirectly through a third party that Blockade Medical and Blockade Medical Personnel cannot take directly.

Third party representatives must be engaged through written contracts in the form approved by the Compliance Officer or counsel to the Company, reflecting anti-corruption representations, warranties, and safeguards. Blockade Medical monitors the activities of all entities and individuals acting on behalf of the Company. Payments to Third Party representatives must be adequately supported by documentation and accurately recorded in reasonable detail in Blockade Medical's books and records.

Blockade Medical Personnel who are interested in retaining a third party representative, consultant, or agent that will potentially interact, on Blockade Medical's behalf, with Government Officials or HCPs, must first notify the Compliance Officer, and must follow any due diligence procedures requested by the Compliance Officer.

The Compliance Officer is responsible for developing and maintaining due



diligence procedures for Third Party representatives that take into account the risks presented by the nature of the services or business to be undertaken by the third party, the known degree of corruption in the geographic region in which the third party will conduct its activities on behalf of the Company, and the nature of the proposed interactions with Government Officials and HCPs on behalf of the Company.

Examples of third parties that may require due diligence include:

- Sales agents and distributors
- Consultants who will interact with Government Officials or HCPs
- Freight forwarders or customs brokers
- Real estate brokers and travel agents for jurisdictions outside the United States
- Travel agents
- Public or government relations consultants
- Business development consultants

It is the responsibility of any Company Personnel arranging for the engagement of a third party representative, or executing a contract with a third party representative, to ensure that the Compliance Officer has approved the contract and that any due diligence procedures requested by the Compliance Officer have been undertaken.

### **G. Discounts and Rebates.**

Discounts and rebates on products and services must be market-driven and based on arm's-length commercial terms.

Discounts and rebates may never result in an improper benefit, either directly or indirectly, to any business partner, Government Official, or HCP. All discounts (including discounts given to the the Company's distributors) must be adequately supported by documentation and accurately recorded in reasonable detail in



Blockade Medical's books and records.

- H. **Acceptance of a Bribe:** Blockade Medical Personnel must not request or accept any Payment if it is intended, or could be seen as an attempt, to improperly influence any business decision by Blockade Medical or the performances of the duties of Blockade Medical Personnel.

### VI. ACCURATE BOOKS AND RECORDS AND INTERNAL CONTROLS

Blockade Medical must create and maintain books and records that reflect financial transactions and dispositions of assets fairly, accurately, and in reasonable detail. False or misleading entries in Blockade Medical's books and records, "slush funds," or other "off-the-books" accounts are strictly prohibited.

Further, Blockade Medical must maintain a system of internal accounting controls sufficient to provide reasonable assurances that the Company's transactions are accurately recorded in its books and records, all Company assets are accounted for, and access to Company assets is controlled. Even if corruption is not involved, failure to maintain accurate books and records or internal accounting controls may result in a violation of law.

### VII. BREACH OF POLICY

Any breach of this Policy, including failure to report actual or potential violations of this Policy or applicable law, may result in disciplinary measures, up to and including termination.

Blockade Medical Personnel are required promptly to report any known or suspected violation of this Policy or applicable laws, regulations, or industry codes, in the manner described in our Code of Conduct or on our website at [cyang@blockademedical.com](mailto:cyang@blockademedical.com).

### VIII. NON-RETALIATION

Blockade Medical will not tolerate any form of retaliation against anyone for making a



good faith report of a potential violation.

**IX. AUDIT, MONITORING, AND EVALUATION**

Blockade Medical will monitor and periodically audit compliance with this Policy and anti-corruption laws and to ensure that its policies, procedures, and internal controls are effective in preventing and detecting any violation of this Policy or applicable anti-corruption laws.

**X. TRAINING AND CERTIFICATION**

At the outset of their relationship with Blockade Medical, and at least biannually thereafter, Blockade Medical Personnel must certify familiarity and compliance with this Policy. Blockade Medical will provide appropriate training regarding this Policy and anti-corruption laws.

**XI. EXCEPTIONS**

Any exception to this Policy must be approved in advance, in writing, by the Compliance Officer.

**XII. EFFECTIVE DATE**

This Policy shall be effective as of October 20, 2015.