



# business partners code of conduct

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## **Axogen Business Partners Code of Conduct**

### **I. A Letter from Management**

Dear Business Partners,

Axogen's success is driven by our passion to restore function and quality of life to patients with peripheral nerve injuries in an ethical and compliant way.

To achieve this, we strive to have a high-caliber workforce that holds itself to the highest ethical standards. We extend these to our Business Partners, vendors, suppliers, and their employees. Axogen's Business Partners Code of Conduct is designed to share these ethical standards. It is our commitment that these principles are followed by Axogen. We expect our Business Partners to implement management systems that facilitate compliance with this Code of Conduct and the law, mitigate related operational risks, and facilitate continuous improvement.

Thank you for contributing to the legacy of integrity we enjoy at Axogen Corp.

Sincerely,

Karen Zaderej  
Chairman, CEO and President

### **II. Introduction & Company Statement**

We believe a strong relationship with our Business Partners is the key to ensuring our company's success. This Code of Conduct was created to communicate our expectations.

### **III. Purpose**

This Code of Conduct aims to create a mutual understanding of Axogen's core values and beliefs as well as our expectations according to law in ensuring consistent compliance from all Business Partners.

### **IV. Human Rights Commitment**

This Code of Conduct is rooted in a deep commitment to human rights and the gift of tissue donation.

We expect all our Business Partners to commit to human rights and honor this highest standard when applicable laws and regulations differ. We herein refer to our anti-human trafficking policy ([axogen-antihuman-trafficking-policy.pdf \(axogeninc.com\)](#)). We hereby reference and point all our business partners to our expectations by conformance with the [Universal Declaration of Human Rights | United Nations](#); [OECD Guidelines](#); and the [GuidingPrinciplesBusinessHR\\_EN.pdf \(ohchr.org\)](#).

### **V. Risk Assessment and Management**

We expect our Business Partners to develop and maintain processes that identify risks in all areas addressed in this Code; assess the significance of each risk; and implement appropriate procedures and controls to minimize the identified risks.

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## **VI. Performance Objectives with Implementation Plans and Measures**

We request that our Business Partners develop and outline performance objectives and implementation plans, including assessments of performance against those specified objectives.

## **VII. Verification**

We request our Business Partners maintain documentation to verify compliance with this Code of Conduct and applicable laws and regulations.

## **VIII. Scope**

This code applies to all our Business Partners, including any company or contractor who provides supplies and services to Axogen Corp (Axogen), including but not limited to components, packaging, labeling, contract manufacturing, laboratory and sterilization, tissue agencies, material processing and storage facilities, manufacturers of finished products and medical devices, calibration services, shipping companies, independent agencies, distributors, consultants, contractors and other business entities or individuals and their subcontractors. This code is not exhaustive; Business Partners are required to use their own discretion to ensure compliance with unaddressed topics. For additional information regarding our requirements, refer to our general code of conduct. [Axogen's Code of Business Conduct and Ethics](#)

## **IX. Definitions**

**Axogen Corp (Axogen):** Axogen, Inc. and all its associated entities.

**Employee:** All current and former workers of Axogen, their Business Partners, or subcontractors.

**Supplier:** An institution, including their subcontractors, who provides goods or services to Axogen.

**Vendors:** all entities that work with, contract with, or have a connection with Axogen's products or services.

**Partners:** all other entities that have a relationship with Axogen that are not best captured by the supplier or vendor title.

**Business Partners:** all suppliers, vendors, or other business relationships/entities in which contracts for good or services are entered into with Axogen.

**Applicable Laws and Regulations:** All local, state, federal, and international laws and regulations, including but not limited to the labor and employment, health and safety, and environmental laws and regulations of the [region where Supplier operates].

## **X. Legal Compliance**

We expect our Business Partners to fully comply with all applicable laws and regulations in the state and country of their operation and in each Axogen location.

## **XI. Ethics**

We expect the highest standard of ethics, integrity, and responsibility in all our operations and endeavors. Business Partners are requested to be ethical in all aspects of business, practices, operations, and relationships.

## **XII. Overview Sentence on Business Integrity**

We hold all of our Business Partners to the highest ethical standards. Business Partners may not engage in bribery, embezzlement, extortion, or other corrupt practices.



### **XIII. Accuracy of Business Records**

We are committed to the integrity of our business records and ensuring that our books, records, and financial reporting are accurate and complete. We expect Business Partners to maintain up-to-date business and financial books, records, and statements to demonstrate compliance with applicable laws and regulations. Upon Axogen's request, these records must be made available consistent with contract.

### **XIV. Disclosure of Information**

We expect Business Partners to accurately record and disclose information regarding its business activities, without falsification or misrepresentation, to all appropriate parties and as required by Applicable Laws and Regulations.

### **XV. Fair Competition and Antitrust**

We expect our Business Partners to conduct their business in full compliance with all Applicable Laws and Regulations with regard to fair competition and antitrust laws and regulations in the jurisdictions in which they operate.

### **XVI. Conflicts of Interest**

Business Partners may not engage in any activities that would create an actual or potential conflict of interest regarding their duties, interests, or obligations to Axogen. We expect our Business Partners to immediately notify Axogen if any conflicts of interest arise by emailing [compliance@axogeninc.com](mailto:compliance@axogeninc.com).

### **XVII. Anti-Bribery/Anticorruption**

Business Partners may never engage in any kind of bribery or kickbacks, including promising, offering, providing, or authorizing anything of value to a government official or political entity to gain an unfair business advantage.

We expect Business Partners to be in full compliance with all applicable foreign and domestic anticorruption laws. This includes compliance with the U.S. Foreign Corrupt Practice Act & UK Bribery Act.

### **XVIII. Gifts and Entertainment**

Business Partners may not offer or accept anything of value from business partners to obtain unfair business advantages. Any gifts or entertainment must comply with Applicable Laws and Regulations and must not violate Axogen's policies on the matter. "Gifts and entertainment" include anything of value, such as loans, prizes, meals, tickets, or gift certificates.

### **XIX. Confidentiality/Privacy**

To conduct day-to-day business with Axogen, Business Partners may need access to confidential /private records. Business Partners should ensure this information is protected and remains confidential and abide by all Applicable Laws and Regulations regarding data privacy and protection. Business Partners may not disclose this information unless given written permission from Axogen.



## **XX. Intellectual Property**

Business Partners must respect Axogen's intellectual property rights, including processes, information, technology, and customer information. Business Partners are required to take all reasonable efforts and necessary precautions to safeguard their knowledge and protect intellectual property rights.

## **XXI. Insider Trading**

Business Partners cannot purchase, sell, or trade Axogen's securities if they are in the possession or aware of non-public material information about Axogen. Non-public information is information which is not available to the general public and which could influence an investor to buy, sell, or hold securities. For additional information email [investorrelations@axogeninc.com](mailto:investorrelations@axogeninc.com).

## **XXII. Speaking Up / Whistleblower Protection and Anonymous Complaints**

Business Partners are expected to create and maintain an anonymous complaint reporting system for managers and workers to report workplace complaints. Business Partners are expected to protect whistleblower confidentiality and prohibit retaliation. This system should be functionally equivalent to Axogen's Whistleblower Policy: <https://www.axogeninc.com/code-of-ethics-and-conduct/>.

## **XXIII. Workplace Standards: Overview**

Business Partners are expected to follow all general workplace standards and must comply with all applicable laws and regulations, including those that relate to labor, wage, working hours, discriminatory hiring and employment practices, and health and safety. This commitment establishes and ensures a safe working environment for all employees.

## **XXIV. Nondiscrimination**

Business Partners may not engage in or tolerate any discriminatory conduct against any person on any basis, including race, color, religion, gender, age, national origin, ancestry, citizenship, marital status, sexual orientation, gender identity, physical or mental disability, handicap, veteran status, genetic information, union membership, political opinion and any other characteristic protected from discrimination by applicable federal, state, or local law.

## **XXV. No Harassment**

All workers have the right to a workplace free of harassment and abuse. We expect our Business Partners to prohibit all types of harassment including, but not limited to physical, verbal, psychological and sexual harassment.

## **XXVI. No Substance Abuse**

Business Partners should strive to create and maintain a workplace free from the illegal use, possession, sale, or distribution of controlled substances.



#### **XXVII. No Forced Labor**

Business Partners must ensure that all work is on a voluntary basis. Business Partners may not use or tolerate the use of any illegal form of forced labor or child labor, including trafficked, bonded, slave, indentured, or prison labor.

#### **XXVIII. Terms of Employment**

Business Partners are expected to provide their employees an environment that is respectful of human dignity and a person's fundamental rights.

#### **XXIX. Child Labor**

Business Partners must not use child labor. All employees must be of at least legal age established by working age laws of their and Axogen's country of operation. If the local law does not set a minimum age, employees must be at least 15. To ensure compliance, Business Partners must create and maintain official and verifiable documentation of each of its employees' ages.

#### **XXX. Working Hours**

Business Partners must comply with all Applicable Laws and Regulations regarding working hours, break periods, and overtime hours in any jurisdiction where the supplier and Axogen operates.

#### **XXXI. Wages and Benefits**

Business Partners must pay employees in accordance with applicable wage laws, including minimum wages, overtime hours and mandated benefits in any jurisdiction where the supplier and Axogen operates. Employees must not be expected to work additional hours to earn minimum wage for a day's work.

#### **XXXII. Freedom of Association and Union Association**

Business Partners must recognize, respect, and protect employees' lawful rights to freely associate and collectively bargain in accordance with Applicable Laws and Regulations and without fear of retaliation.

#### **XXXIII. Immigration**

Business Partners must comply with applicable immigration laws and regulations in any jurisdiction where they and Axogen operate and only employ workers with a legal right to work in the relevant location.

#### **XXXIV. Subcontractors / Third Party Employment Agencies**

We expect to be informed of all subcontractors that will be working on or on behalf of Axogen. Business Partners are responsible for educating and training subcontractors and ensuring subcontractors are compliant with the provisions of this Code and Applicable Laws and Regulations.

#### **XXXV. Health and Safety Practices Overview Sentence**

Business Partners are expected to comply with all applicable safety and health laws and regulations in the countries in which they and Axogen operate. Business Partners are expected to provide employees with a healthy and safe workplace, including access to clean, safe and reasonable working conditions.



### **XXXVI. Occupational Safety**

Business Partners should protect workers from exposure to chemical, biological, and physical hazards, in addition to on-site accidents. Business Partners are expected to identify, evaluate, and manage these occupational health and safety hazards.

### **XXXVII. Emergency Prevention Section**

Business Partners should identify and assess potential emergency situations in the workplace. Business Partners should develop and implement emergency plans and response procedures, including but not limited to fire alarms, fire drills, exit aids, fire detection and suppression equipment, and recovery plans to minimize harm to life and property.

Business Partners should regularly test emergency preventative methods, such as fire alarms, and fire extinguishers to ensure that they are in working order.

### **XXXVIII. Infectious Disease Preparedness and Response**

Business Partners should develop, implement, and maintain a program to prepare for, prevent, and respond to the potential of an infectious disease outbreak among its employees.

### **XXXIX. Incident Management**

Business Partners should create and maintain procedures to prevent, manage, track, and report employee safety incidents. Business Partners are expected to implement corrective action plans to mitigate risks, provide necessary medical treatment, and facilitate employees' return to work.

### **XL. Sustainability**

We recognize our responsibility to the environment and seek to operate sustainably. Business Partners are expected to adopt a similar position and apply a continuous improvement approach to enhance their environmental performance and reduce their environmental footprint. Business Partners must follow all Applicable Laws and Regulations regarding environmental practices. This continuous improvement approach should at a minimum consist of an active physical program that reduces waste and increases recycling.

### **XLI. Hazardous Waste**

Business Partners are expected to create and maintain systems to ensure the safe handling, movement, storage, disposal, and management of hazardous materials. Business Partners are expected to train employees on how to handle hazardous materials per local and state regulations.

### **XLII. Wastewater and Solid Waste Emissions**

Business Partners are expected to monitor, treat, control, manage, and properly dispose of wastewater and solid waste. Business Partners must comply with all applicable waste management laws and regulations.



#### **XLIII. Air Emissions**

Business Partners are expected to identify, manage, reduce, and properly dispose of air emissions that pose a hazard to the environment. Business Partners are expected to conduct routine monitoring of the performance of its air emission control systems.

#### **XLIV. Pollution Prevention**

Business Partners should strive to reduce consumption of resources, including raw materials, energy, and water. Business Partners are expected to implement improvement plans for waste reduction, recycling, and energy conservation policies and seek ways to use cleaner sources of energy.

#### **XLV. Conflict Minerals**

Business Partners and their subcontractors must not use conflict minerals, whose obtainment is linked to human rights violations. Business Partners must meet the conflict reporting requirements as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Securities and Exchange Commission. For more information see: <https://www.sec.gov/spotlight/dodd-frank.shtml>.

#### **XLVI. Permits and Reporting**

Business Partners must obtain and maintain all required environmental permits. Business Partners must comply with the reporting requirements of applicable permits and regulations.

#### **XLVII. Audits and Inspection**

Axogen may request and schedule an audit of the Business Partner to ensure compliance with the standards in this Code of Conduct. Factories can be inspected as a part of this process. If permission to conduct an audit is denied, consequences up to or including termination of our agreement may occur.

#### **XLVIII. Penalties for Noncompliance**

Part of conducting business with Axogen includes compliance with this Code of Conduct. We have the right to terminate business with a supplier who fails to adhere to the code.

After cooperative consultation with our Business Partners, if it is determined a supplier does not, will not, and/or cannot adhere to this Code of Conduct Policy, the Business Partner will take all commercially reasonable efforts to correct their actions to ensure compliance with the requirements outlined in this document.

Please reach out to [compliance@axogeninc.com](mailto:compliance@axogeninc.com) with any questions or assistance regarding this Code of Conduct Policy.