



# Code of Business Conduct and Ethics

Revised: January 8, 2018

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## A Message from the President & Chief Executive Officer

Misonix was founded on the vision of creating leading edge products that make a difference in our patients' lives, giving them hope, and improving their quality of life. For more than 60 years, we have worked to achieve this mission. Integral to this mission are two core values: integrity and excellence in everything we do.

What we say and how we behave matter – in everything we say and do, we all must act with integrity. We demonstrate this integrity in our Code of Business Conduct and Ethics (the “Code”), which contains the guidelines and requirements that all employees, directors, officers, contractors, home-based workers, contingent workers, and interns (“Staff Members”) are expected to follow. Through adherence to the Code, we ensure that the way we conduct business meets our ethical standards to do the right thing, to follow the company’s policies and procedures, and to comply with the laws of all of the countries and jurisdictions where we operate.

Our Code is more than just words on a page. It is a foundational part of our character; it defines us. Therefore, it is important that everyone who works at or for Misonix understands and abides by our Code. Following the Code is not optional. Because we believe Better Matters, nothing should ever compromise our commitment to doing the right thing and acting with integrity.

Thank you for doing your part in following these shared commitments and fulfilling the obligations of the Code.



Stavros Vizirgianakis, CEO

## Your Obligations

Our Code outlines basic principles and requirements for conducting business for and on behalf of Misonix. It is worded broadly because we know that we cannot give specific answers for every situation that arises. Therefore, you are expected to adhere to the principles of the Code and to use common sense and good judgment before speaking and/or acting on behalf of Misonix. In addition, you are expected to be familiar with, and to abide by, the additional policies and procedures that Misonix has developed to address specific situations. If you are unsure about any part of our Code, ask questions of your department management, the Human Resources department, the Chief Compliance Officer, or the Chief Executive Officer.

Misonix expects all Staff Members to:

1. Comply with the principles and requirements in our Code;
2. Comply with both the letter and the spirit of all applicable international, national, regional, and local legal requirements and regulations;
3. Act honestly, ethically, and fairly;
4. Learn and follow the policies and procedures that apply to their roles;
5. Seek guidance and input when there are questions about our Code or any Misonix policy or procedure; and
6. Promptly report any concerns, including potential violations of the Code or any of Misonix's policies and procedures, to an appropriate person noted in the Reporting section of this code.

## Compliance Program

Misonix has an established Compliance Program, and our Code is the foundation upon which that program is built.

### Structure of the Compliance Program

Misonix's Chief Compliance Officer (CCO), who manages and oversees the Compliance Program, reports directly to our CEO and the Audit Committee of the Board of Directors. The CCO also chairs the Compliance Committee, which is composed of the CEO and the executive management team. The Compliance Committee meets regularly to review the Compliance Program and to provide guidance and feedback regarding the program's continual development.

## Compliance with Laws

All Staff Members must comply with all laws in the jurisdictions where we operate.

### Anti-Bribery and Anti-Corruption

Misonix has a zero tolerance policy with respect to bribery and corruption in all forms, and is committed to conducting business with honesty and integrity, and in accordance with all applicable anti-corruption laws. Regardless of who makes the request or why it is made, Staff Members and individuals and entities acting for or on behalf of Misonix, including but not limited to distributors, representatives, and agents (“Business Partners”), may not provide or promise to others, or receive from others, anything of value in exchange for Misonix receiving or providing favorable treatment or product orders. It is also a violation of our Code – and possibly the law – to work with or use others who do not work for Misonix to facilitate any such scheme.

If someone approaches a Staff Member seeking or offering a bribe, the Staff Member should not agree and should immediately report the situation to the CCO or a member of the Compliance Committee.

Many, if not all, of the countries where we conduct business have their own anti-corruption and anti-bribery laws. Staff Members and Business Partners must comply with these laws, regardless of where they live or work, or their country of citizenship.

Below are brief explanations of the United States Foreign Corrupt Practices Act (the “FCPA”) and the United Kingdom Bribery Act (the “UKBA”) for illustrative purposes.

The FCPA prohibits paying, or agreeing or offering to pay, anything of value to a foreign government official in exchange for favorable treatment or a business advantage. The term “anything of value” is very broad and can include, for example, money, gifts, lavish meals, promises of future employment, tickets to sporting events, and a host of other items or favors that can influence a public or government official. The term “government official” is similarly broad, and includes anyone acting on behalf of a foreign government agency, department, or instrumentality. It also includes those affiliated with state-owned or state-controlled entities (for instance, physicians employed by state-owned hospitals), public international organizations, or political parties.

This prohibition applies globally to all Staff Members and Business Partners, regardless of location or citizenship. Violation of the FCPA may result in criminal and/or civil liability, as well in imposition of fines and penalties, debarment, and other repercussions.

The UKBA also applies globally to all individuals and companies that conduct business in the U.K. The UKBA is similar to the FCPA in prohibiting the offering or paying of bribes to gain a business advantage, but it goes even further in that: (i) it is not limited to government officials – i.e., it also prohibits commercial bribery; (ii) it prohibits the receiving or acceptance of bribes or improper payments; and (iii) it penalizes the failure to prevent a bribe or improper payment.

For additional details about the FCPA and the UKBA, please see the Anti-Bribery / Anti-Corruption (ABAC) policy.

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## Business Meals and Other Courtesies

Building strong relationships with our customers and business partners is important to the success of our business. Therefore, it may be appropriate to pay for a meal or provide some other courtesy for a customer or partner in order to establish or further develop ties. This practice is acceptable as long as the expense is an objectively reasonable amount and is incurred in the course of conducting Company business. However, Staff Members and Business Partners must follow our specific policies and procedures that outline what is reasonable and acceptable – e.g., Travel & Expenses for HCPs and Other Consultants. In situations where the requirements are not clear or the specific circumstances are not addressed, Staff Members and Business Partners should contact the CCO or a member of the Compliance Committee before acting.

## Anti-Kickback Statute

The federal Anti-Kickback Statute (the “AKS”) protects government-funded health care programs (e.g., Medicare and Medicaid) from fraud and abuse. The law prohibits an individual or company from providing, or offering to provide, remuneration in the form of cash or other value to health care professionals in order to induce them to recommend, use, prescribe, or purchase products or to refer patients to others to use products that are eligible for payment by a U.S. federal health care program.

For example, a sales representative cannot offer a surgeon a research grant in exchange for the surgeon’s recommendation that a product be purchased by the hospital.

The AKS is broadly drafted and establishes penalties for individuals and entities on both sides of the prohibited transaction. Conviction for a single violation may result in a fine of up to \$25,000 and imprisonment for up to five (5) years. In addition, conviction results in mandatory exclusion from participation in federal health care programs. The government may also assess civil money penalties, which could result in treble damages plus \$50,000 for each violation of the AKS.

The AKS includes several “safe harbors,” which allow certain marketing and promotional activities despite their potential for violating the statute. For instance, the Discount Safe Harbor permits companies to discount the prices of products to customers if the discounts are fully documented and disclosed; and the Personal Services Safe Harbor allows legitimate fee-for-service agreements (e.g., consulting or training) with surgeons and other health care professionals.

## False Claims Act

The federal False Claims Act (the “FCA”) imposes liability on any person or entity that submits a claim to the federal government that he/she/it knows or should know is false. The FCA also imposes liability for knowingly submitting a false record in order to obtain payment from the government. The third area of liability includes those instances in which an individual or entity obtains money from the federal government to which he/she/it is not entitled, and then uses false statements or records to retain the money.

The FCA may be enforced by the Department of Justice or by a private individual in a qui tam proceeding alleging that defendants defrauded the federal government.

Many states have their own False Claims Act statutes.

There are significant criminal and civil penalties for violating the FCA. Federal penalties can total three times of the amount of the claim, plus fines of \$5,500 to \$11,000 per claim. State FCA laws include possible imprisonment, in addition to fines of \$5,000-\$10,000 per claim.

## Anti-Competition and Anti-Trust Laws

Anti-Competition and Anti-Trust laws exist to ensure that all companies operate on a level playing field and can compete fairly. These laws are designed to promote competition by prohibiting practices that unreasonably restrict competition or create an unfair advantage to competitors in the market place.

Misonix prohibits all activities that can restrict competition in the marketplace. Accordingly, be sure to limit communication with competitors to what is necessary and not to engage in any activities that could be viewed as price fixing, restricting competition, or coordinating activities in the market place. For example, refrain from discussions about allocating markets or customers, agreements to exclude competitors from the market, and terms of sale or pricing.

## Privacy Laws

There are laws in the U.S. and internationally that regulate personally identifiable information, including names, addresses, social security numbers or protected health information. For instance, the U.S. Health Insurance Portability and Accountability Act (“HIPAA”), enacted in 1996, provides data privacy and security provisions for safeguarding medical information.

Staff Members that learn protected health or other personal information of an individual (including other Staff Members) must protect this information and keep it confidential in compliance with these laws. Examples of personal information may include salary, benefits, credit history, and employment history.

## Insider Trading

Insider trading is the trading of a company’s stocks or other securities by individuals with access to confidential or non-public information about the company. Using or providing undisclosed material information for personal benefit is a violation of law. Further, Staff Members cannot tell family, friends, or others about confidential or non-public information that they could use to trade in Misonix stock. Please note that Misonix, like all publicly traded companies, has a blackout period, during which Staff Members are prohibited from trading the company’s stock. This period extends from a predetermined number of days before and after the company releases its financial results publicly. In all cases, Misonix employees must contact the Chief Financial Officer for permission to trade Misonix stock prior to making any purchase or sale. Further details are available in the company’s Insider Trading Policy.

## Trade, Commerce, and Export Controls

All countries have laws that impose restrictions and regulate the export and import of products, and other related matters. Staff Members must adhere to applicable import/export requirements in the countries

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where they are doing business. Before exporting products from the U.S., Misonix must verify that the ultimate destination of the export and the identity of the end user are legally permissible under U.S. export controls and sanctions laws. The U.S. government maintains and aggressively enforces laws and regulations that prohibit business activities involving certain technologies, entities, persons, or countries. For example, the U.S. government currently enforces trade embargoes against Iran, Sudan, and Syria, and maintains a list of several thousand “proscribed” persons (individuals, groups, and entities) in various locations around the world with virtually all transactions between U.S. persons and listed parties being prohibited.

There are both administrative and criminal penalties for violations of U.S. export control laws, including denial of export privileges. Staff Members involved in the export of products on behalf of Misonix are responsible for understanding and following the law and the company’s related policies. Any Staff Member that is unclear on legal requirements should contact the CCO before acting.

## Protecting the Environment

Misonix strives to maintain in good order the property we are privileged to use, to protect the environment and natural resources, and to reduce environmental impacts from our operations, products, and services. Staff Members are required to comply with all federal, state, and local environmental laws and regulations that relate to our specific work responsibilities.

## Conduct in the Workplace

Misonix is committed to ensuring a safe, healthy, and secure workplace that promotes fairness and respect. The key principals we follow are summarized below.

### Equal Opportunity

Misonix will provide and maintain equal employment opportunities to all employees and job applicants. Misonix prohibits discrimination and harassment in any form based on race, gender, color, marital status, sexual orientation, religion, age, country of national origin, disability, or any other protected characteristic that has been established by applicable law.

### Harassment

Misonix has zero tolerance for harassment in any form and is committed to establishing and maintaining a work environment that promotes respect and dignity for everyone. Please see our Employee Manual for additional detail.

### Occupational Safety

As part of the company’s commitment to providing a safe and healthy workplace, Staff Members are expected to comply with all occupational health and safety laws applicable to their jobs.

## Drug and Alcohol Use

Misonix maintains a drug-free workplace and prohibits the possession, consumption, sale, purchase, or use of drugs or alcohol on company premises, in its vehicles, or at company functions. Modest consumption of alcohol at business dinners or company parties is permitted.

## At Will Employment

Unless otherwise agreed in writing, all employees of Misonix are considered at will employees. This means that either you or the Company can end your employment at any time without notice or cause.

## Conflicts of Interest

A conflict of interest happens when an interest (which could be personal or financial), an association, or an activity of a Staff Member directly or indirectly compromises his or her judgment, independence, or loyalty to the Company. Staff Members and their families must avoid situations that present actual or potential conflicts of interest, or even the appearance of a conflict.

- ✓ Promptly report any financial, business or family relationship with a Misonix customer, supplier or competitor to the Chief Compliance Officer.

Examples of conflicts include, but are not limited to:

1. Owning, running or being a Board member of a company that either competes with Misonix or one that supports or supplies goods or services to Misonix
2. Using Misonix resources for personal use (e.g., computers or commercial data purchased by Misonix)
3. Receiving gifts or entertainment from Misonix customers, competitors, or suppliers that are more than nominal value (approximately \$50 USD)
4. Receiving loans from or providing loans to Misonix customers, competitors, or suppliers

Misonix recognizes that Staff Members often have multiple interests outside of the workplace. If any Staff Member believes he or she is involved or will become involved in a potential conflict situation, the Staff Member should seek guidance from the CCO.

## Accurate Financial Reporting

Transparency and honesty are expected of all Staff Members and Business Partners. Nowhere is transparency more essential than in our financial statements.

- ✓ Record all financial records in a timely manner.
- ✓ Ensure all data is accurate.
- ✓ Speak with the Finance Department leadership if you have questions.

Misonix is committed to maintaining accurate and complete financial books and records. We use these financial records to comply with all regulatory, tax, and financial reporting requirements. To ensure that we meet these requirements, your duties and responsibilities include:

- Never destroy, falsify or alter any records, in accordance with the Company's records retention policy.

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- Never process an improper payment that is intended for any purpose other than the stated purpose.
- State all financial records accurately.

If any Staff Member or Business Partner has concerns about questionable accounting situations or the failure to fully cooperate with our internal or independent auditors, he or she must raise the issue with the CCO, the CFO or a member of the Compliance Committee.

## Protecting Company Assets

Staff Members have a responsibility to protect the assets of Misonix, both tangible and intangible, which includes confidential and proprietary information. Staff Members must comply with all company policies and processes to secure these assets.

### Proper Use of Misonix Property and Assets

Unless authorized, removal of furnishings, supplies, equipment, or company confidential documents (e.g., client lists, files, and emails) is strictly prohibited. Staff Members and Business Partners should only use Misonix property and resources to conduct Company business. There is no expectation of privacy when using Company equipment, such as telephones or computers.

Protecting the Company's assets is serious. All employees must report any theft of company property to management. Staff Members that steal or attempt to steal equipment, documents, intellectual property, or personal property of other employees are subject to immediate termination of employment and possible referral to law enforcement.

### Confidential Information

All confidential information provided by the Company to employees is done with the understanding that all such information will be held in strict confidence and not provided to anyone that is not authorized to see it, except as required by applicable law. Examples include patents and patent applications, business plans, trade secrets, customer lists, sales data, and data regarding products still under development.

In addition to protecting the confidential information of Misonix, we must also respect the confidential information of others, including Business Partners and our competitors. Therefore, Staff Members may not:

1. Disclose, or ask someone else to disclose, the confidential information of others without first obtaining the permission of the information holder to do so;
2. Attempt to obtain information by misrepresenting their connection with Misonix; or
3. Misuse, or ask someone else to misuse, the intellectual property of others.

When in doubt about whether a possible action or activity may violate our Code, Staff Members should contact the CCO.

# External Communications

## Using Social Media

Misonix recognizes that social media is widely used by many individuals. However, social media also can challenge our efforts to communicate honestly and transparently with our stakeholders. While our Employee Manual contains detailed requirements on using social media, in general, Staff Members should remember:

1. They should not identify themselves as representatives that are speaking on behalf of Misonix.
2. They must not recommend, endorse, or discuss Misonix products or attributes.
3. They must not disclose any confidential or non-public information about the Company or its financial performance.

Nothing in this policy is intended to prohibit employees from professionally discussing the terms and conditions of their employment with others through social media or otherwise to prevent employees from engaging in protected activity. For a more complete understanding of our requirements, please consult the Employee Manual or contact the Human Resources Department.

## Interacting with Governmental Regulatory Authorities

Misonix is committed to complying with all applicable laws and regulations pertaining to our business. Given that our industry is highly regulated, the Company may have a government inspection or investigation at some time. We believe it is essential for us to be open, honest, and forthright when working with the government, and will cooperate with all such inspections. If you receive a request from a government agency for information, you should immediately contact the CCO and the CEO before responding in any way. You are not to provide any information without the approval of one of these authorities.

## Approval of Promotional Materials

Only those materials that have been approved by the Misonix internal approval process, which includes Regulatory Affairs and Compliance review, may be used to promote Misonix products. Alteration of Company approved materials or use of materials that have not been approved by the Company is prohibited.

## Political Contributions

Misonix respects the democratic process and we encourage everyone to be politically involved. Staff Members may make personal contributions to lawful political parties, candidates, or causes, but must ensure that it is clear that these contributions are not related to or coming from Misonix. Staff Members may not make political contributions with the expectation that they will get something in return (either for themselves or Misonix). Staff Members will not be reimbursed for political contributions.

## Charitable Donations

Misonix is committed to our community and its healthcare needs, and we focus our support on charitable causes for not-for-profit organizations working in the healthcare area. We also encourage our Staff Members to be charitably active with their time or their resources. Any charitable activities by Staff Members must be voluntary and free from any conflict of interest.

## Interacting with Health Care Professionals

In the conduct of business, Staff Members may interact with Health Care Professionals (HCPs). All interactions with HCPs must be legal and ethical. Misonix follows the guidelines set forth in the AdvaMed Code of Ethics on Interactions with HCPs. Misonix also has established business courtesy guidelines for interactions with HCPs, including the Policy on Working with Healthcare Professionals and the Travel and Expense Policy. All Staff Members must follow these guidelines when interacting with HCPs. If you have any questions, or if the specific circumstances are not clear or not addressed in our policies, you should contact the CCO before acting.

## To Ask Questions or Report Concerns

Misonix encourages everyone to ask questions and/or seek guidance if unclear about Misonix policies or procedures, or laws or regulations.

Misonix expects all Staff Members to report concerns regarding conduct that they believe, in good faith, is unethical or a violation of company policies or the law.

Retaliation is not tolerated and Misonix strictly enforces its non-retaliation policy for employees that report, in good faith and for lawful purposes, any suspected improper, unethical or illegal conduct or activities.

If you have questions regarding our Code, or if you wish to report any concerns, you are encouraged to speak with your supervisor or manager. You can also speak to your department head, the Director of Human Resources, the CCO, or the CEO. If you would like to make a report anonymously, you can reach out to the Misonix Ethics & Compliance hotline, for which a telephone number, website, and email address are provided below.

## Ethics Hotline

Contact	Details
<b>Human Resources</b>	Joseph Gigante <ul style="list-style-type: none"> <li>Office (631) 927-9117</li> <li>Mobile (631) 579-1981</li> </ul> <a href="mailto:jgigante@misonix.com">jgigante@misonix.com</a>
<b>Chief Compliance Officer</b> (Interim)	Joe Dwyer (631) 694-9555 <a href="mailto:jdwyer@misonix.com">jdwyer@misonix.com</a>
<b>President &amp; CEO</b>	Stavros Vizirgianakis (631) 694-9555 <a href="mailto:svizirgianakis@misonix.com">svizirgianakis@misonix.com</a>
<b>Chief Financial Officer</b> (Financial Matters Only)	Joe Dwyer (631) 694-9555 <a href="mailto:jdwyer@misonix.com">jdwyer@misonix.com</a>
<b>Audit Committee Chairman</b>	Thomas Patton (203) 315-6311 <a href="mailto:tpatton@camed.com">tpatton@camed.com</a>
<b>Ethics &amp; Compliance Hotline</b>	<ul style="list-style-type: none"> <li>Toll-Free Telephone numbers:               <ul style="list-style-type: none"> <li>When calling from the USA and Canada: (844) 448-0007</li> <li>International Direct Dial from all other countries: +001-651-602-2391</li> </ul> </li> </ul> <p>Note: Operators answer all calls in English. You can request an operator that speaks languages other than English when you reach the hotline.</p> <ul style="list-style-type: none"> <li>Internet website: <a href="http://www.lighthouse-services.com/misonix">www.lighthouse-services.com/misonix</a></li> <li>E-mail: Misonix.hotline@<a href="http://lighthouse-services.com">lighthouse-services.com</a></li> </ul>
<b>Anonymous via US Postal Service</b>	Misonix Chief Compliance Officer Misonix, Inc. 1938 New Highway Farmingdale, NY 11735 U.S.A.

## Outcomes of Reporting a Concern

Reports made to the Misonix Ethics & Compliance Hotline will be forwarded to the CCO and the Audit Committee of the Board of Directors. Misonix will investigate all reported concerns in a timely manner.

Staff Members found to have violated our Code, other Misonix policies and procedures, and/or any law or regulation may be subject to disciplinary action, up to and including termination of employment. Business Partners found to have violated Misonix policies and procedures and/or any law or regulation may have their contracts with the Company terminated. Confirmed violations of law or regulation will be reported to the appropriate legal or regulatory authorities.

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## Certification to the Misonix of Code of Business Conduct and Ethics

1. I have read and understand the Misonix Code of Business Conduct and Ethics (the Code).
2. I am not in violation of any of the policies or expectations of the Code and I am not aware of any violation that has not been reported in accordance with the procedures set forth in the Code.
3. I will abide by and support the policies set forth in the Code.
4. I understand that failure to comply with the Code may result in disciplinary action for Staff Members (including termination of employment), or termination of a contractual relationship with Misonix for Business Partners, and that a violation of the Code may also constitute a violation of law that may result in civil or criminal penalties for me and/or Misonix.
5. I further understand that my agreement to comply with the Code does not constitute a contract of employment for Staff Members or Business Partners.

Employee Information:

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Employee Name (Print)

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Employee Signature Date

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Misonix Department