

REVA

designs that disappear

Code of Business Conduct and Ethics

TABLE OF CONTENTS

Policy Statement	1
Questions Regarding the Code	1
Compliance with Laws and Regulations	2
Accurate and Understandable Disclosure	2
Environment, Safety, and Occupational Health	3
Special Ethics Obligations for Financial Reporting	4
Insider Trading	4
Conflicts of Interest and Corporate Opportunities	5
Confidentiality	6
Fair Dealing	6
Protection and Proper Use of Company Assets	7
Reporting Violations or Complaints	7
Compliance Procedures	8
➤ <i>Compliance</i>	9
➤ <i>CEO Responsibility</i>	9
➤ <i>Compliance Management</i>	9
➤ <i>Internal Reporting of Violations</i>	9
➤ <i>Screening of Employees</i>	9
➤ <i>Access to the Code</i>	9
➤ <i>Monitoring</i>	9
➤ <i>Auditing</i>	10
➤ <i>Internal Investigation</i>	10
➤ <i>Disciplinary Actions</i>	10
➤ <i>Retention of Reports and Complaints</i>	10
➤ <i>Required Government Reporting</i>	10
➤ <i>Corrective Actions</i>	11
Amendments and Waivers of the Code	11

CODE OF BUSINESS CONDUCT AND ETHICS

Policy Statement

This Code of Business Conduct and Ethics (the “***Code***”) sets forth the rules and guidelines under which the directors, officers, employees, and agents of REVA Medical, Inc. (the “***Company***”) are to conduct business on behalf of the Company. The NASDAQ stock exchange rules and the Corporate Governance Principles and Recommendations issued by the Australian Securities Exchange (“***ASX***”) require the Company to provide a code of conduct. The Company’s policy is to conduct its business affairs honestly and in an ethical manner and to be a good corporate citizen. That goal cannot be achieved unless the directors, officers, and employees individually accept responsibility to promote integrity and demonstrate the highest level of ethical conduct in all activities. Activities that may call into question the Company’s reputation or integrity should be avoided. The Company understands that not every situation is black and white and that the key to compliance with this Code is the exercising of good judgment. This means following the spirit of this Code and the law, doing the “right” thing, and acting ethically even when the law is not specific. When faced with a business situation, to help determine the right and ethical course of action, consider the following questions:

- Am I following the spirit, as well as the letter, of any law or Company policy?
- Would I want my actions reported on a news program such as *60 Minutes*?
- What would my family, friends, or neighbors think of my actions?
- Will there be any direct or indirect negative consequences for the Company?

Managers set an example for other employees and are often responsible for directing the actions of others. Every manager and supervisor of the Company is expected to take necessary actions to ensure compliance with this Code, to provide guidance and assist employees in resolving questions concerning the Code, and to permit employees to express any concerns regarding compliance with this Code. No one has the authority to order another employee to act contrary to this Code.

Questions Regarding the Code

If you have any questions related to this Code or the topics addressed in this Code, please contact REVA’s Chief Financial Officer (“***CFO***”).

Compliance with Laws and Regulations

The Company is committed to full compliance, both in letter and spirit, with the laws and regulations of the cities, states, and countries in which it operates. All directors, officers and employees are required to comply with all applicable laws, rules, and regulations in performing duties for the Company. In addition to the numerous federal, state, and local laws and regulations that define and establish obligations, local country law may also establish requirements and these requirements may differ from this Code. A violation of any law or regulation not only creates the risk of an individual indictment, prosecution and penalties, and civil actions and penalties, but also subjects the Company to the same risks and penalties. A director, officer, employee, or agent of the Company who violates a law in performing duties for the Company may also be subject to immediate disciplinary action, including possible termination of employment or affiliation with the Company.

As further described below, the Company's CFO should be notified of any questions or issues involving the legality of business conduct.

Accurate and Understandable Disclosure

It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission ("**SEC**") or to the ASX, or in any other public communications made by the Company, is full, fair, accurate, timely, and understandable. Individuals involved with the disclosures must take all steps available to assist the Company in these responsibilities, consistent with their roles within the Company. In particular, prompt and accurate answers must be provided to all inquiries made in connection with the Company's preparation of its public reports and disclosure.

The Company's Chief Executive Officer ("**CEO**") and CFO are responsible for designing, establishing, maintaining, reviewing, and evaluating on a quarterly basis the effectiveness of the Company's disclosure controls and procedures (as such term is defined by applicable SEC rules). The Company's CEO, CFO, controller, and such other Company officers designated from time to time by the Audit Committee of the Board of Directors (the "**Board**") shall be deemed the "Senior Officers" of the Company. Senior Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC and ASX, and all disclosure in other public communication made by the Company, is complete, fair, accurate, timely, and understandable.

Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Senior Officers will take all necessary steps to ensure compliance with these controls and principles. Senior Officers will ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. Senior Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

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- transactions are executed in accordance with management’s general or specific authorization;
 - transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements and (b) to maintain accountability for assets;
 - access to assets is permitted, and receipts and expenditures are made, only in accordance with management’s general or specific authorization; and,
 - the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the Company’s financial statements.

Any attempt to enter inaccurate or fraudulent information into the Company’s accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

Environment, Safety, and Occupational Health

The Company believes that sound environmental, occupational health, and safety management practices are in the best interests of its business, its employees, and the community. The Company is committed to conducting its business in accordance with recognized industry standards and to meeting or exceeding all applicable environmental and occupational health and safety laws and regulations. The Company is committed to being mindful of, and attentive to, the environmental and social impact of the resources, products, and services it uses or provides to others.

Having regard to the personal safety and well-being of all personnel, the Company will recruit, select, train, promote, compensate, transfer, discipline, and release personnel and take any and all other actions without regard to race, creed, color, religion, nationality, place of origin, age, sex, sexual orientation, marital status, or the fact that a person has a physical handicap, is a war veteran, or was convicted of an offense for which a pardon has been issued.

The necessary policies and measures will be adopted by the Company to create and maintain:

- a viable business enterprise that will provide the Company’s personnel with competitive wages and benefits;
- a safe, healthy, efficient, and productive work place for personnel;
- an environment that promotes a high degree of cooperation and mutual trust between the Company and its personnel; and,
- opportunities for personnel to develop their potential.

Should any individual feel that discrimination has occurred or that an event has occurred that affects the work place or environment, the individual should report the occurrence to his/her superior.

Special Ethics Obligations for Financial Reporting

Senior Officers each bear a special responsibility for promoting integrity throughout the Company. Furthermore, the Senior Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operations and financial condition and other financial information.

Because of this special role, the Senior Officers are bound by the following Senior Officer Code of Ethics, and by accepting the Code each agrees that he or she will:

- perform his or her duties in an honest and ethical manner;
- handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner;
- take all necessary actions to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications;
- comply with all applicable laws, rules, and regulations of federal, state, and local governments; and,
- proactively promote and be an example of ethical behavior in the work environment.

Insider Trading

Federal law and Company policy prohibit purchasing or selling Company stock, directly or indirectly, on the basis of material non-public information concerning the Company, especially if that information was acquired through employment or a fiduciary relationship with the Company. Any person possessing material non-public information must not engage in transactions involving Company securities until this information has been released to the public. Generally, material information is that which would be expected to affect the investment decisions of a reasonable investor or the market price of the stock. Employees and affiliates of the Company must also refrain from trading in the stock of other publicly held companies, such as existing or potential customers or suppliers, on the basis of material confidential information obtained in the course of employment or service to the Company. It is also illegal to recommend a stock (i.e., "*tip*") to someone else on the basis of such information. Any questions concerning the appropriateness or legality of a particular securities transaction should be brought to the attention of the Company's CFO. Officers, directors, and certain other employees and consultants of the Company are subject to additional responsibilities under the Company's insider trading policy, a copy of which has been provided to each such officer, director, and employee, and which can be obtained from the Company's CFO.

Conflicts of Interest and Corporate Opportunities

Directors, officers, employees, and agents are expected to perform their duties to the Company in an honest and ethical manner, avoiding the appearance or an actual conflict of interest. Actual or apparent conflicts of interest between personal and professional relationships are to be handled in an ethical manner.

Situations in which personal, family, or financial interests conflict, or even appear to conflict, with those of the Company are to be avoided. These include activities that compete with the Company or compromise its interests and activities the result in personal benefits or opportunities discovered in the course of employment that should have benefited the Company. The following are examples of actual or potential conflicts:

- an employee, or a member of his or her family, receiving improper personal benefits as a result of his or her position in the Company;
- using Company property for personal benefit;
- engaging in activities that interfere with an employee's loyalty to the Company or the ability to perform Company duties or responsibilities effectively;
- simultaneously working (whether as an employee or a consultant) for a competitor, customer, or supplier;
- an employee, or a member of his or her family, having a financial interest in a customer, supplier, or competitor that is significant enough to cause divided loyalty with the Company or the appearance of divided loyalty (the significance of a financial interest depends on many factors, such as size of investment in relation to income, net worth and/or financial needs, potential to influence decisions, and the nature of the business or level of competition between the Company and the supplier, customer, or competitor);
- an employee, or a member of his or her family, acquiring an interest in property (such as real estate, intellectual property rights, or securities) in which the Company has, or might have, a legitimate interest;
- an employee, or a member of his or her family, receiving a loan or a guarantee of a loan from a customer, supplier, or competitor (other than a loan from a financial institution made in the ordinary course of business and on an arm's-length basis);
- divulging or using the Company's confidential information (such as financial data, customer information, or computer programs) for personal purposes;
- making gifts or payments, or providing special favors, to customers, suppliers, or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier, or competitor to make a purchase, or take or forego other action, that is beneficial to the Company and which the customer, supplier, or competitor would not otherwise have taken; or,
- receiving a right to buy stock in other companies or receiving cash or other payments in return for promoting the services of an advisor, such as an investment banker, to the Company.

No director, officer, employee, or agent, or any member of their immediate family, are permitted to solicit or accept valuable gifts, payments, special favors, or other consideration from suppliers, customers, or competitors. Any gifts may be accepted only on behalf of the Company with the approval of an officer and the CFO. Any gifts should be turned over to Human Resources for appropriate distribution. Any exchange of gifts must be conducted so that there is no appearance of impropriety. Gifts may be given only in compliance with the Foreign Corrupt Practices Act.

Conflicts are not always clear-cut. If an individual becomes aware of a conflict, potential conflict, or has a question as to a potential conflict, he or she should consult with a manager or the Company's CFO and/or follow the procedures described in this Code.

Confidentiality

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Directors, officers, employees, and agents of the company must maintain the confidentiality of such information, except when disclosure is authorized by the Company or required by law.

Examples of confidential information include, but are not limited to: the Company's trade secrets; business trends and projections; financial performance; new product or marketing plans; research and development ideas or information; manufacturing processes; potential acquisitions, divestitures, and investments; stock splits, public or private securities offerings or changes in dividend policies or amounts; significant personnel changes; and, existing or potential major contracts, orders, suppliers, customers, or finance sources or the loss thereof.

Obligations with respect to confidential information extend beyond the workplace. In that respect, it applies to communications with family members and continues to apply following termination of employment or services.

Fair Dealing

All dealings with the Company's customers, suppliers, competitors, and employees are to be honest and fair. Under federal and state laws, the Company is prohibited from engaging in unfair methods of competition, and unfair or deceptive acts and practices. Situations in which unfair advantage is gained through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing are prohibited.

Examples of prohibited conduct include, but are not limited to:

- bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor's trade secrets through bribery or theft;
- making false, deceptive, or disparaging claims or comparisons about competitors or their products or services; or,
- mislabeling products or services.

Protection and Proper Use of Company Assets

Company assets, both tangible and intangible, are to be used only for legitimate business purposes of the Company and only by authorized employees or consultants. Intangible assets include intellectual property such as trade secrets, patents, trademarks and copyrights, business, marketing and service plans, engineering and manufacturing ideas, designs, databases, Company records, salary information, and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure, or distribution of Company assets violates Company policy and this Code. Theft or waste of, or carelessness in using, these assets have a direct adverse impact on the Company's operations and profitability and will not be tolerated.

The Company provides computers, voice mail, e-mail, and Internet access to employees for the purpose of achieving the Company's business objectives. As a result, the Company has the right to access, reprint, publish, or retain any information created, sent, or contained in any of the Company's computers or e-mail systems or any Company equipment. Use of e-mail, the Internet, voice mail, or any Company asset for an illegal purpose or in any manner that is contrary to the Company's policies or the standards embodied in this Code is prohibited.

Making copies of, or reselling or transferring copyrighted publications, including software, manuals, articles, books, and databases being used in the Company, that were created by another entity and licensed to the Company, unless authorized to do so under the applicable license agreement, is prohibited. Downloading or using software, third party content, or databases is allowed only by receiving the prior written permission of the President or CFO. Transferring data or information to a Company computer for other than Company use is prohibited. If using a handheld computing device or mobile phone in connection with work for the Company, such device may not be used to access, load, or transfer content, software, or data in violation of any applicable law or regulation or without the permission of the owner of such content, software, or data. Any questions as to permitted use in this regard should be directed to the CFO.

Reporting Violations or Complaints

The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate promptly bringing to the attention of the CFO, or, if appropriate, the Chairman of the Audit Committee, any material transaction, relationship, act, failure to act, occurrence, or practice that is inconsistent with, in violation of, or reasonably could be expected to give rise to a violation of, this Code. Any suspected violations of the Company's financial reporting obligations or any complaints or concerns about questionable accounting or auditing practices in accordance with the procedures set forth below should be reported

Following are some approaches to handling such reporting obligations:

- In the event you believe a violation of this Code or applicable laws and/or governmental regulations has occurred, or you have observed or become aware of conduct that appears to be contrary to this Code, immediately report the situation to your manager, the CFO, or the Chairman of the Audit Committee. Managers who receive any report of a suspected violation must report the matter to the CFO.

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- If you have, or receive notice of, a complaint or concern regarding the Company’s financial disclosure, accounting practices, internal accounting controls, auditing, or questionable accounting or auditing matters, you must immediately advise your manager, the CFO, or the Chairman of the Audit Committee.
 - If you wish to report any such matters anonymously or confidentially:
 - Mail a description of the suspected violation or other complaint or concern to:

REVA Medical, Inc. 5751 Copley Drive San Diego, CA 92111 Attention: CFO	or	REVA Medical, Inc. 5751 Copley Drive San Diego, CA 92111 Attention: Audit Committee Chairman
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- or
- Contact the CFO at (858) 966-3011
- If you become aware of a suspected violation, do not try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution; delay may affect the results of any investigation. A violation of this Code, or of applicable laws and/or governmental regulations, is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.

When an alleged violation of this Code or applicable laws and/or governmental regulations is reported, the Company will take appropriate action in accordance with the compliance procedures outlined below. Reporters of violations, as well as all others involved, are expected to cooperate in the internal investigations.

It is Company policy that there be no intentional retaliation against any person who provides truthful information to a Company or law enforcement official concerning a possible violation of any law, regulation, or Company policy, including this Code. Persons who retaliate may be subject to civil, criminal, and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which a suspected violation is reported in good faith and the reporting person is not engaged in the questionable conduct, the Company will attempt to keep its investigation and discussions confidential to the extent reasonably possible. In the course of its investigation, the Company may find it necessary to share information with others on a “need to know” basis. No retaliation shall be taken against anyone for reporting alleged violations while acting in good faith.

Compliance Procedures

The Company has established this Code as part of its overall policies and procedures. To the extent that other Company policies and procedures conflict with this Code, you should follow this Code. The Code applies to all directors, officer, employees, and agents in all locations.

The Code is based on the Company's core values, good business practices, and applicable law. The existence of the Code, however, does not ensure that directors, officers, employees, and agents will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to the Code must know and understand the Code as it applies to them and as it applies to others and must champion the Code and assist others in knowing and understanding it. Following are the key aspects to complying with this Code:

- *Compliance:* You are expected to become familiar with and understand the requirements of this Code. Most importantly, you must comply with it.
- *CEO Responsibility:* The Company's CEO shall be responsible for ensuring the Code is established and effectively communicated to all employees, officers, and directors. Although day-to-day compliance issues will be the responsibility of managers, the CEO has ultimate accountability with respect to the overall implementation and compliance.
- *Compliance Management:* The CFO shall act as the compliance officer and will, with the assistance and cooperation of the Company's management, foster an atmosphere where employees are comfortable in communicating and/or reporting concerns and possible Code violations.
- *Internal Reporting of Violations:* The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that all employees, officers, and directors report suspected violations in accordance with this Code.
- *Screening of Employees:* The Company shall exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving substantial discretionary authority, such as an executive, senior manager, or financial management position. The Company shall make reasonable background inquiries of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.
- *Access to the Code:* The Company shall ensure that employees, officers, and directors may access the Code on the Company's website. In addition, each employee will be provided with a copy of the Code. New employees will receive a copy of the Code as part of their new hire information. From time to time, the Company will sponsor employee training programs in which the Code and other policies and procedures will be discussed.
- *Monitoring:* The Company's officers shall be responsible to review the Code with the Company's managers. In turn, the managers should review the Code with their direct reports. Managers are the "go to" persons for employee questions and concerns relating to the Code, especially in the event of a potential violation. Managers are to immediately report any violations or allegations of violations to the CFO. Managers will work with the CFO in assessing areas of concern, potential violations, needs for enhancement of the Code, or remedial actions to effect the Code's policies and overall compliance.
- *Auditing:* An internal audit team selected by the Audit Committee will be responsible for auditing the Company's compliance with the Code.

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- *Internal Investigation:* When an alleged violation of the Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice. If the suspected violation appears to involve either the law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether an employee, a shareholder, or other interested person regarding the Company's financial disclosure, internal accounting controls, questionable auditing or accounting matters, or practices or other issues relating to accounting or auditing, then the manager or investigator should immediately notify the CFO, who, in turn, shall notify the Chairman of the Audit Committee, as applicable. If a suspected violation involves any director or executive officer or if the suspected violation concerns fraud, whether or not material, involving management or other employees who have a significant role in internal control, such suspected violation should be immediately reported to the CFO, if appropriate, the President and/or Chief Executive Officer, and, in every such case, the Chairman of the Audit Committee. The CFO or the Chairman of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.
 - *Disciplinary Actions:* Subject to the following sentence, the CFO, after consultation with the President or the CEO, shall be responsible for implementing an appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated the Code. If a violation has been reported to the Audit Committee or another committee of the Board, that Committee shall be responsible for determining appropriate disciplinary action. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action, up to and including termination of employment. Any employee engaged in the exercise of substantial discretionary authority, including any Senior Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of his or her duties, shall be removed from his or her position and not assigned to any other position involving the exercise of substantial discretionary authority. In addition to imposing discipline upon employees involved in non-compliant conduct, the Company also will discipline, as appropriate, an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them, and other individuals who fail to report known non-compliant conduct. In addition to imposing its own discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel.
 - *Retention of Reports and Complaints:* All reports and complaints made to or received by the CFO or the Chairman of the Audit Committee shall be logged into a record maintained for this purpose by the CFO and this record shall be retained for five years.
 - *Required Government Reporting:* Whenever conduct occurs that requires a report to the government, the CFO shall be responsible for complying with the reporting requirements.

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- *Corrective Actions:* Subject to the following sentence, in the event of a violation of the Code, the manager and the CFO should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised public disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures, and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

Amendments and Waivers of the Code

The most current version of this Code is posted and maintained on the Company's website. The Company's Annual Report on Form 10-K shall disclose that the Code is maintained on the website and shall disclose any substantial amendments and waivers occurring during the reporting period.

Any substantive amendment or waiver of this Code (i.e., a material departure from the requirements of any provision) particularly applicable to, or directed at, directors or executive officers may be made only upon approval by the Board of Directors after receiving a recommendation from a committee comprised of a majority of independent directors and will be disclosed within four business days of such action. The amendment or waiver shall be disclosed on the Company's website for a period of not less than 12 months and in a Form 8-K filed with the SEC. Such disclosure shall include the reasons for any waiver. The Company shall retain the disclosure relating to any such amendment or waiver for not less than five years.

Approved: October 21, 2010
Revised: November 3, 2015