

Standards of Business Conduct and Ethics

May 2011



Integra Brand Promises

Integra Promises to Limit Uncertainty by:

- 1 Making everything you touch and do as simple as possible.
- 2 Simplifying procedures and products to eliminate unnecessary steps, recognizing that time is your scarcest resource.
- 3 Involving surgeons in creating better products and procedures because we believe surgery is a blend of art and science.
- 4 Having the best trained professionals dedicated to anticipating the needs of the busiest surgeons.
- 5 Delivering our products when and where you need them, every time.
- 6 Quickly replacing or repairing products, because minutes matter.

A Message From the CEO



To all Integra employees:

We promise our customers and ourselves to limit uncertainty. One of the ways we limit uncertainty is by doing business in a lawful and ethical manner. We cannot and will not be successful if we do not apply this principle across the company. So, when any leader says, “Get it done,” they mean to do so ethically and legally – in compliance with our policies and procedures and the law.

Proper conduct means compliance with both the spirit and the letter of the law, as well as adopting high standards of business and personal ethics. In all of our dealings, whether with customers, suppliers, shareholders, colleagues, or governmental agencies, we live by this principle.

We expect your full cooperation to ensure that Integra’s reputation remains strong in everything that we do. If you have any questions about interpreting or applying these standards, or any other policy or procedure, you should contact the Law Department or the Corporate Compliance Officer. Solid ethics and principles, when combined with hard work, dedicated teammates and outstanding products, lead to great results.

Thank you for your support.

Peter Arduini
President and Chief Executive Officer



Introduction

The Board of Directors of Integra LifeSciences Holdings Corporation (“Integra”) has adopted this Code of Conduct (“Code”) on May 17, 2011 to provide standards for employees of Integra in order to ensure that we conduct our business in an ethical and compliant manner.

This Code and the Corporate Compliance Program include all of our corporate policies and standard operating procedures. This Code replaces the Code of Conduct of Integra Lifesciences Holdings Corporation and subsidiaries in the United States of America and Puerto Rico revised in April 2004, and Integra Code of Conduct Europe of March 2009. This Code should guide your behavior. If you have any questions about this Code or any other issue involving compliance, please contact the Law Department or the Corporate Compliance Officer. Please remember that the Code cannot cover every situation. If you face a situation that the Code does not address, we ask that you use good judgment and, where you have concerns, ask your supervisor, department head, or human resources representative, or the Law Department or the Corporate Compliance Officer for help. By not leaving anything to chance, we limit uncertainty for our customers and ourselves.

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Basic Principles

1. We work ethically and honestly.

Integra values honesty and ethical dealings by all of our employees, members of the Board of Directors and management: with each other, with our customers, with our vendors, with governmental agencies and with our competitors. We expect employees to act with personal integrity and dignity. We also expect employees to treat all people with respect, including fellow employees, customers, vendors, or anyone for business purposes. As representatives of Integra, we all should act in a way that reflects the values set forth in this Code.

2. We communicate about problems and we tell the truth.

We rely on honest communication from our employees. If you believe that management does not know about or is not addressing a problem, contact a supervisor or a more senior person in the department or in the company who can properly respond. If you do not know who is responsible, ask your site manager, your human resources representative, or the Corporate Compliance Officer. Under no circumstances may anyone at Integra retaliate against an employee who in good faith calls attention to a violation of policy or procedure.

In addition, we expect employees will tell the truth in all of your business dealings. Employees may not falsify or improperly modify records, reports, correspondence or other documents, whether in dealing with colleagues or people outside Integra. The best way to deal with even the most difficult situation is by addressing it quickly and directly.

3. We remember that we make products that are used to save lives.

Every day, we make and sell medical devices that surgeons use to treat patients and improve their quality of life. We must treat our products as if they will be used to treat you or your family and friends. Many different laws and governmental regulations – domestic and foreign – regulate Integra’s operations, including the design, manufacture, distribution and promotion of our products. We expect employees to understand their responsibilities and the laws, policies and procedures that apply to them in their role at Integra. We should especially pay attention to quality assurance and quality control and adherence to good manufacturing practices (GMPs), quality system regulations (QSRs), good laboratory practices (GLPs), good tissue practices (GTPs) and guidelines for conducting clinical studies. If you have any questions, please contact the Regulatory or Quality Departments.

Assuring Quality is at the core of what we do. Our Quality Department stands on these four fundamental principles:

- We are committed to providing life saving products that are safe and effective.
- We are committed to continuously improving our Quality Management System, our products, and our services.
- We are committed to meeting regulatory requirements and to satisfying the needs of our customers and partners.
- We strive to deliver high quality products and services to achieve total customer satisfaction.

4. We report financial information correctly and on time.

Integra makes complete and accurate disclosures on time in reports and documents that we submit to the government as well as in other public communications, such as press releases and presentations. We expect employees to ensure that all financial reports, accounting records, expense reports, time sheets and other documents are true, correct, and complete.

We also expect all employees to help ensure we meet these requirements by promptly reporting any non-compliance with our financial policies and procedures and any suspicion of any hidden fund or asset, any false or artificial entry in the financial books and records of Integra or any inappropriate payment in accordance with the procedure set forth in this Code.

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5. We interact with our customers and competitors ethically and according to legal requirements.

Integra limits uncertainty by doing business with high ethical standards and as required by law. International laws require that no Integra executive or employee may (either himself or herself or indirectly through another party such as a distributor):

- Pay bribes, kickbacks or gifts to any government official, customer, potential customer, or person in a position to influence a customer (including physicians and other healthcare professionals) with the intent to influence a purchasing decision;
- Agree with a competitor to fix or share prices, divide or allocate the market with a competitor, or otherwise limit open and honest competition;
- Participate in a boycott or engage in certain exclusive dealings and price discrimination agreements without permission of the Law Department;
- Sell products – directly or indirectly – that are subject to U.S., European, or other laws that prevent the sale of our products to certain entities or into certain countries;
- Make claims about our products that do not conform to the products' indications communicated by the Company. The performance of our products and promotional materials used in the selling of our products shall be those disseminated by the Company only. In addition, our advertising should always be truthful and offered equitably to all customers;
- Engage in unfair trade practices, misappropriation of trade secrets, deception, intimidation and similar unfair practices; or
- Commit any kind of fraud or help any other person commit fraud. Be certain not to help any customer defraud any health insurer or government agency.

In addition to these principles, we expect employees to follow other laws that apply to the ways Integra markets and sells its products. To that end, Integra has adopted the AdvaMed Code of Ethics as well as the EucoMed Code of Business Practice. Integra has further established detailed policies and procedures that more specifically govern Integra's interactions with healthcare professionals and customers. These policies include the Discount Policy, the Travel and Expense Policy, the Policy on Interactions with Health Care Professionals, the Consultants Policy, and any policy related to compliance with anti-bribery laws. Integra has also adopted various standard operating procedures related to the marketing of its products. Integra may also adopt further policies, or revise existing policies, in the future to provide further guidance on interactions within the marketplace. If you have any questions about interpretation of these policies or their application, you should contact the Law Department.

6. We do business by avoiding conflicts of interest.

We expect employees to avoid conflicts of interest. In particular, we expect employees will not:

- Represent Integra in any transactions in which they have a private financial interest;
- Use for private purposes confidential, valuable, or internal information obtained while carrying out professional duties for Integra, or make such information known outside those who need the information within the company, unless otherwise instructed by an authorized corporate representative;
- Compete with Integra, or help another person compete with Integra, in its business, for any transaction in which Integra is or might be a party, or engage in work that may conflict with their job responsibilities;
- Accept gifts, services or money from a vendor to Integra where the gift might affect – or appear to affect – the judgment of the employee;
- Use an employee's position at Integra to profit personally or to assist others in profiting at the expense of Integra.



7. We treat our employees with respect and correctly under the law.

Integra believes that fair treatment of employees and other persons is an important part of its vision and goals. Integra expects its employees to treat others with respect, in compliance with local labor and employment laws. Integra is committed to providing equal employment opportunities to all qualified applicants and employees. If you have any questions about local laws, please consult with your human resources representative.

8. We protect the company's assets.

It is our responsibility to earn a profit for our stockholders, who are the owners of our company. We are working for them. Therefore,

- You are responsible for Integra's property, including its money and assets, and may use it only for the benefit of Integra;
- Integra expects its employees to exercise judgment in managing and spending money and property;
- Integra expects its employees to protect its intellectual property by maintaining the secrecy of Integra's innovations, trade secrets, strategies, and other confidential information;
- You should use good judgment when disclosing any proprietary or confidential information to other Integra employees and do so only on a "need to know" basis;
- Do not buy or sell Integra's stock if you have internal (i.e., non-public) information that will assist you in making a profit, or otherwise in violation of the Company's policies or local law. Examples of internal information include financial results or forecasts, potential mergers or acquisitions, divestitures or joint ventures, significant product developments, significant litigation developments, and major changes in the business direction. Employees may not disclose this information to others outside the company;
- Do not buy or sell the stock of another company doing business with Integra or that Integra acquires using internal (non-public) information that you have because of your employment with Integra.

Please direct any questions you have to the Law Department.

9. We respect that personal information is confidential.

Personal information is confidential. Personal information can belong to customers, patients, employees, and business partners. Personal information includes social security numbers, patient information, clinical trial information, individually identifiable health information, and employee information. We expect employees to understand the limitations on the use of this information. Unless it is required for one's job, we expect employees will not reveal any personal information about someone else to anybody, unless approved in advance by the Law Department. We ask employees to notify the Law Department or Human Resources Department if they become aware of a situation where the personal information of someone else has been disclosed.

10. We care about the health and safety of our employees and those outside of Integra.

Integra limits uncertainty by doing business in a safe and compliant manner that promotes the health of our employees, customers, community and the environment. You are encouraged to take environmental, health and safety (EH&S) concerns seriously in your everyday work and follow health and safety rules by reporting accidents, injuries, unsafe equipment, procedures or work conditions. If you become aware of conditions or practices which you believe violate applicable regulations or established EH&S programs or have any questions about EH&S policies, you may contact your EH&S Coordinator or the Corporate EH&S Director.

11. We comply with the law.

We shall comply with all applicable laws, whether or not discussed here or in other Integra policies. Local management is responsible for understanding local laws, and should seek advice from the Law Department if it has a question.

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In addition, we expect that Integra's assets, such as computers and email systems, will not be used to violate laws or company policies, such as by sending offensive messages, accessing inappropriate websites, or sending confidential information without permission. Careless use of e-mail and the Internet – even with the best intentions – can lead to serious problems for Integra. As a result, we urge you to use e-mail and the Internet carefully. This is especially true when posting information on social media sites that have any details relating to your work at Integra.

What is the Compliance Program?

We are committed to compliance with national, state, and local laws, rules, and our own policies and procedures. To that end, please read and understand this Code. If you have questions or concerns, we encourage you to discuss them with your supervisor or department head. Integra may modify, monitor, and audit this Code of Conduct from time to time.

Integra expects employees to cooperate with audits and investigations, whether internal or external. To that end, employees shall not make any false or misleading statements in connection with an audit or investigation, or take any other action that would interfere or improperly influence an audit, inspection, or investigation of Integra.

The **Corporate Compliance Officer** oversees compliance with all applicable laws, this Code and all related Integra policies and procedures. The Corporate Compliance Officer directs the Corporate Compliance Program and reports to the Corporate Compliance Committee. The Corporate Compliance Officer also directs and reviews the results of investigations of noncompliance, determines what the Corporate Compliance Committee reviews and ensures that the Audit Committee of the Board of Directors receives reports on and reviews material matters of misconduct. The Corporate Compliance Officer ensures that Integra maintains an effective training program on compliance matters.

The **Corporate Compliance Committee** is made up of corporate officers. Its purpose is to implement and maintain the Corporate Compliance Program. The Corporate Compliance Committee has responsibility for establishing compliance standards and procedures, which are set forth in this Code of Conduct and operating policies and for ensuring compliance with these policies. The Corporate Compliance Committee meets at least twice a year and on an as-needed basis. The Corporate Compliance Committee makes periodic reports to the Audit Committee of the Board of Directors on the results of the Corporate Compliance Program and any material non-compliance.

An important part of our Compliance Program is the **global employee hotline**. This hotline enables employees to report serious risks to the Company of financial wrongdoings, all of which is in compliance with, among others, audit and control obligations set forth by the Sarbanes Oxley Act adopted in July 2002 by the government of the United States. Where allowed by law, the hotline also provides for reporting of compliance issues relating to quality, regulatory, sales, marketing, human resources, legal, and other matters.

Reporting and Communication

1. Communicating the Code of Conduct

Integra will give a copy of this Code of Conduct to each employee when hired or when it is revised. Integra may distribute the Code of Conduct either in paper or electronic format. Integra will also post this Code of Conduct on its external website. From time to time, and as allowed by local laws, Integra may expect employees to make certain certifications related to this Code to ensure all employees know about the Code. These formal communications do not substitute for informal reinforcement. Make sure that you talk about the compliance program with the people you supervise, and that they understand it.

2. Communicating with the Media

Integra allows only certain people to speak with the media. Employees should direct all inquiries from the media to the Director of Corporate Communications. In addition, Integra's businesses are highly regulated and oftentimes governments seek information from us. Employees should refer all requests for information from any governmental agency to the Law Department or Regulatory Department.



3. How to Report a Compliance Concern

No one may retaliate against any individual because the individual made a good faith report for violations of the Code or cooperated in an investigation of a report.

a. Matters occurring outside Europe and reported by an employee whose workplace is outside of Europe

1. What to Report

If you believe that you or another employee has violated a law, regulation, or this Code (including all policies and procedures), engaged in any form of unethical conduct or have any other concerns regarding compliance issues, you need to report that information to your supervisor or department head or to the Corporate Compliance Officer. If you do not know if a situation needs to be reported, contact your immediate supervisor, department manager, Corporate Compliance Officer, or the Law Department. If you wish to remain anonymous or are uncomfortable approaching the people listed, contact Integra’s hotline system.

2. How to File a Report Using the Hotline

Integra’s hotline system is your anonymous and confidential reporting tool. Reporting through the hotline is a three-step process:

Step 1: Access: Use any one of these three options:

Company Network	Public Internet	Toll-Free Phone
Click on the link on the Integra intranet site. This link will direct you to the secure landing page.	From any computer having Internet access go to www.integralife.com/ethicspoint and follow the instructions under “To File a Report.”	Call 1-800-229-5274 or 1-888-279-6256. Someone will assist you with filing your report.

Step 2: Complete a Report: Please include as much information in the report as you can. You should provide all information you have. At a minimum, you should include:

- **Who:** persons engaged in the incident, including titles;
- **What:** what specifically occurred;
- **Where:** the location of the incident; and
- **When:** the time and duration of the incident.

Step 3: Follow-Up: Five (5) business days after you complete your report, you should return to the hotline system to see if the Company has any follow-up questions or requests.

b. Matters occurring in Europe or reported by an employee whose workplace is within Europe

To comply with international laws and to maintain high ethical standards, Integra adopted a hotline system for reporting and investigation of potential violations of certain types of compliance violations, listed below.

Integra encourages you to try to address your issues locally if possible, by reporting to your supervisor, department head, or site manager, or local human resources representative. If you make a report to any of these people, they will contact the responsible function, such as the direct supervisor, the site manager, human resources representative, the Corporate Compliance Officer or members of the Law Department.

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Since only certain types of matters may be reported using the hotline, you should rely on your judgment, based on the guidance in this Code, to determine whether a given issue should be reported or not through the hotline.

1. Purpose of the employee hotline reporting system

This employee hotline system is not intended to substitute other issue reporting mechanisms within the corporate organization, whether legal or managerial, that employees or their representatives may use. We know that there may be circumstances where it is clearly not possible or not advisable to report to the responsible manager or human resources representative or any other responsible person at the company. In such case, you may report the matter to the employee hotline in accordance with the guidelines below.

The reporting of issues under the hotline system is not mandatory and Integra will not punish an employee who chooses not to use it. This is also true if an employee chooses to use the system in good faith. However, if an employee uses the system in bad faith, Integra may take action against that employee.

2. Reporting of facts relating to potential unlawful financial wrongdoings

The hotline system in Europe is intended to enable Integra employees, whatever their level of responsibility, to report in good-faith facts that exclusively relate to serious accounting or other financial risks for Integra, including:

- Inaccuracies in accounting and in accounting audit procedures, including false entries in the financial books and records of Integra and inappropriate payments;
- False entries;
- Tax fraud;
- Appearing to hire personnel that do not, in fact, exist;
- Bribery;
- Misappropriation of public funds such as grants from government related authorities; or
- Hiding funds or assets.

Integra will send information collected through this reporting system to the appropriate group for investigation.

3. Reporting of violation of anti-trust laws

Additionally, an employee may report facts that do not pertain to Subsection 2 above through the hotline system where serious grounds exist to believe that Integra may be infringing anti-trust laws (that is, cooperating with a competitor to fix prices or otherwise agree to avoid true competition).

4. Reporting matters unrelated to the risks listed under Subsection 2 or 3 above

An employee ought not report through the hotline system matters unrelated to the risks listed under Subsections 2 or 3 above because it could violate privacy laws. In the event an employee makes such a report, we will redirect the author of the report to the appropriate supervisor and shall immediately destroy or archive the report itself.

5. Confidentiality

For improved processing and for the protection of the employee filing a report under the hotline system, Integra requests that employees of European-based subsidiaries of Integra (which have rules about privacy that differ between the United States and the European Union) identify themselves at the time of the report. Integra shall treat the identity of the reporter as confidential to the extent possible.



6. Employee hotline process

To report an alert you may use one of the following methods:

Public Internet	Toll-Free Phone
From any computer having Internet access go to www.integralife.com/ethicspoint and follow the instructions under “To File a Report.”	From any computer having Internet access go to www.integralife.com/ethicspoint and click on “Click here to make a report by telephone.” Then select the country were you are located so as to access the appropriate country phone number.

When you submit the report, you will receive a report number. Please write it down and keep it in a safe place. Please use this number along with the password of your choosing to return to the Hotline system through the website or telephone hotline in 5 business days. You will then have the chance to review the status, answer follow-up questions, or provide additional information.

The third-party service provider involved, EthicsPoint, will issue a report for investigation to Law Department Europe, attention Vice President, Law, Europe and LAPAC (the “Data Controller”). The Data Controller is based in Saint-Priest (France), Integra LifeSciences Services (France), 97 allée Alexandre Borodine, Parc Technologique de la Porte des Alpes, 69800 Saint Priest.

You may also report a suspected violation directly to our Vice President, Law, Europe and LAPAC, our Senior Corporate Counsel in charge of Compliance or our Corporate Compliance Officer, using our contact details indicated at the end of this Code of Conduct.

The individuals in charge of processing reports under the hotline system are subject to heightened confidentiality obligations within the meaning of Opinion 1/2006 of the Article 29 Data Protection Working Party (Directive 95/46/CE).

7. Types of recorded personal data under the hotline

Each report through the hotline system will generate a file containing the following data:

- Identity, position, and contact details of the individual making the report, the individuals who are the subject of the report, and the individuals who are involved in the collection or processing of the report;
- Reported facts;
- Elements gathered during the investigation of the reported facts;
- Outcome of the investigation; and
- Results of the employee report.

8. Notice to the subject of a complaint

When deemed appropriate, for instance when Integra initiates an investigation or after it takes efforts to preserve evidence, Integra shall inform the individual who is the subject of a complaint in the hotline system. Integra shall give the individual the opportunity to access, modify or delete their personal data. These rights are enforced with the Data Controller.

9. Storage of personal data

Data pertaining to the hotline system will be destroyed or archived within two months from the resolution of the report, except in case of pending legal proceedings; in which case, the data shall be stored for a duration that shall be no longer

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than the duration of the legal proceedings. Archived data are stored in a separate information system. Access is restricted to the individuals in charge of the processing of employee reports, and in the following circumstances only:

- When required to defend Integra's interests with the courts;
- When requested from third parties authorised under data privacy legislation; or
- When requested from beneficiaries of access and rectification rights to personal data.

Other data shall be destroyed or immediately archived.

10. Declaration to national data privacy authorities

When required under local laws, Integra intends that this hotline system be declared to the competent national data privacy authorities.



If, after reading this Code of Conduct, you have any questions, please direct them to your local management, your local human resources representative, or senior executives, or to:

Chief Compliance Officer

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