

# **Stimwave Technologies Incorporated Code of Business Conduct and Ethics**

Dear Stimwave Team Members and Partners,

As employees and associates of Stimwave, we can take great pride in the knowledge that our actions directly impact the ability of patients to improve their quality of life on a daily basis. We are committed to a culture of compliance, performance, innovation, sustainable growth, trust and compliance. Integrity is the foundation of which we build our business practices. Our success is so closely related to our reputation, it is up to all of us to keep it strong. It is our responsibility to always act in a manner which assures that our patients, customers and stakeholders trust us.

This Code of Business Conduct and Ethics explains our commitment to integrity, to compliance with the law, and our guiding principles. It is a strong statement about how we must behave in a wide range of business settings. With clear policies and guidance for business practices, the Code is the cornerstone for our ethics and compliance program. This Code applies to all of our employees worldwide, as well as to the members of our Board of Directors, temporary agency and contractor personnel working for Stimwave and our independent distributors, agents and representatives. It is critical that you read this Code carefully. As we continue to grow, it is imperative that we all make a personal commitment to comply with this Code.

Please take a few minutes to review the Code of Business Conduct and Ethics, to think about what these requirements mean for you. Compliance with this Code supports the Stimwave reputation. We all count on each other to uphold these standards and preserve our reputation for integrity and compliance. Thank you for taking responsibility for your part in this shared commitment.

Sincerely,

Aure Bruneau, CEO

# Stimwave Technologies Incorporated Code of Business Conduct and Ethics

<b>TITLE</b>	<b>PAGE</b>
INTRODUCTION	3
COMPLIANCE WITH THE LAW	4
CUSTOMER RELATIONSHIPS	4
COMPETITION, FAIR DEALING AND ANTITRUST LAW	5
BOOKS AND RECORDS	6
CONFLICTS OF INTEREST	7
INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION	8
MARKETING PRACTICES	9
REGULATORY AND QUALITY EXCELLENCE	9
PATIENT AND DATA PRIVACY	10
CORPORATE OPPORTUNITIES	11
PROTECTION AND PROPER USE OF STIMWAVE ASSETS	11
ENVIRONMENTAL MANAGEMENT	11
SAFETY AND HEALTH	11
PRODUCTIVE WORK ENVIRONMENT	12
POLITICAL ACTIVITY	12
CHARITABLE DONATIONS/GIFTS	13
PAYMENTS TO GOVERNMENT PERSONNEL	13
COPYRIGHT LAW COMPLIANCE AND COMPUTER SOFTWARE	14
GOVERNMENT, ANALYST AND MEDIA INQUIRIES	14
REPORTING MISCONDUCT	14
DISCIPLINARY ACTION	15
QUESTIONS UNDER THE CODE AND WAIVER PROCEDURES	16

# STIMWAVE TECHNOLOGIES INCORPORATED CODE OF BUSINESS CONDUCT AND ETHICS

## INTRODUCTION

Stimwave Technologies Incorporated (“Stimwave” or “the Company”) is committed to operating its business with integrity and in a manner that complies with the law. This Code of Conduct (the “Code”) is intended to inform the Company’s officers, directors, employees, temporary agency and contractor personnel working for Stimwave and our independent distributors, agents and representatives (hereafter “Stimwave Personnel” or “you”) of your legal and ethical obligations to Stimwave and our customers. It is a formal way of telling you that Stimwave expects you to “do the right thing”. This Code applies to all Stimwave Personnel worldwide.

Stimwave is committed to a culture of integrity and compliance. Stimwave strives to promote compliance and ethical behavior. As part of its commitment to compliance, the Company dedicates resources designed to prevent unethical or unlawful behaviors, to halt any such behavior and to discipline those who violate the standards contained in the Code. Thus, you have the obligation to comply with the standards contained in this Code, to report any alleged violations to your supervisor, Human Resources and/or the Legal Department and to assist, as requested, in investigating any allegations of wrongdoing. See the section captioned “Reporting Misconduct” at the end of this Code for more information on Stimwave’s “open door” policy for reporting suspected violations to this Code and details regarding the Stimwave reporting hotline.

This Code serves as a guide. No code of conduct can cover all circumstances or anticipate every situation that may come up. When you encounter situations not specifically addressed by this Code, you should apply its general philosophy – be honest, act with integrity, do the right thing. If a question still exists in your mind, review the circumstances with either your supervisor or the Chief Legal Officer.

Stimwave has adopted our industry’s codes of ethics, such as the AdvaMed Code of Ethics on Interactions with Health Care Professionals, the MedTech Europe Code of Ethical Business Practices and the APACMed Code of Ethics, which are embodied in the “*Stimwave Technology Incorporated Policy on Interactions with Health Care Professionals.*” On an annual basis, our Chief Executive Officer and Compliance Officer will certify that Stimwave has adopted the AdvaMed Code of Ethics and implemented each of its recommended elements of an effective ethics and compliance program.

In an effort to remind you of your ongoing compliance obligations, Stimwave requires all Stimwave Personnel to review this Code on an annual basis and to execute a certification affirming that you have reviewed this Code and that you agree to abide by its terms.

## **COMPLIANCE WITH THE LAW**

Stimwave Personnel shall comply with all applicable laws and regulations while conducting Stimwave business.

## **CUSTOMER RELATIONSHIPS**

Stimwave believes that product decisions should be made in the best interests of patients and will not seek to obtain business by offering improper inducements to decision makers. Unless specifically authorized by Stimwave policies, standard operating procedures, or the Compliance Committee, neither Stimwave nor Stimwave Personnel may offer, provide or fund:

- Gifts;
- Grants;
- Honoraria;
- Meals;
- Lodging;
- Travel;
- Entertainment (tickets, sporting events, etc.);
- Charitable contributions;
- Donations;
- Sponsorships;
- Professional meetings;
- Product training;
- Medical education;
- Research grants;
- Clinical studies;
- Payments or reimbursements for personal or professional services;
- Advertising, promotion or marketing expenses or support;
- Product development services;
- Royalties or other payments for transfer of intellectual property; or
- In-kind services or other items or services of value

to any individual or organization that is in a position to use, order, recommend or arrange for the use, ordering or recommendation of, Stimwave products or services (hereafter referred to as “Health Care Professionals” or “HCPs”).

Stimwave may compensate HCPs for consulting, research and other services rendered, consistent with the *Stimwave Technologies Incorporated Policy on Interactions with Health Care Professionals* and where the services are provided for legitimate business purposes, have value to Stimwave and are compensated at fair market value. Stimwave also has a responsibility to provide HCPs with instruction and training on the use of its products and

may reimburse HCPs for travel and other expense associated with such training. Stimwave is committed to full transparency and reporting these transfers of value as required under the U.S. Open Payments Act (see Stimwave procedure 72-01603) or other global transparency regulations.

Stimwave prides itself on the quality of its products and services and must avoid any improper conduct or inducement (real or implied) with customers, patients, physicians, hospitals and others.

All customer facing employees, agents/distributors and executives must complete annual training on, and adhere to, the *Stimwave Technologies Incorporated Policy on Interactions with Health Care Professionals* (60-00011). You may also refer to this policy for additional guidance in this area.

## **COMPETITION, FAIR DEALING AND ANTITRUST LAW**

Stimwave seeks to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing or otherwise improperly obtaining proprietary information from another company, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You should endeavor to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair practice.

Antitrust laws and similar laws and regulations pertaining to business competition and fair-trade practices are designed to maintain a competitive marketplace. The Company's policy is to comply with all antitrust laws. All Stimwave Personnel are responsible for compliance with these laws and must abstain from actions that might violate them. Stimwave expects all Stimwave Personnel to be familiar with principles of antitrust law applicable to their employment responsibilities. Stimwave Personnel are prohibited from collaborating with a competitor or from taking any action that could have an anti-competitive effect, without clearing such action with the Chief Legal Officer. Examples of prohibited conduct include:

- Agreements or understandings with competitors, either directly or through others, to fix prices, divide customers or territories or restrict sales;
- Exchange of information on pricing, discounting, allowances, royalties, costs, quotas, allocation of customers or territories, or other similar proprietary information with competitors; and
- Illegal price discrimination, or refusals to deal.

Stimwave management is expected to maintain familiarity with the principles and purposes of the antitrust laws as they apply to Stimwave business, and to abstain from any activities that might violate or create any appearance of intention to violate such laws. Stimwave employees are expected to understand the antitrust principles that apply to their activities. All employees are to seek guidance from their supervisor or Stimwave’s Chief Legal Officer in any circumstances where there is a question or doubt exists.

**BOOKS AND RECORDS**

**Proper Accounting**

Stimwave maintains a system of internal controls to provide assurance that transactions are executed in accordance with management’s authorization, are properly recorded and posted, and are in compliance with legal and regulatory requirements. You are expected to follow our internal controls and procedures that ensure that transactions are authorized by management and properly recorded.

**Accurate Records**

Stimwave must preserve the integrity of its records. All company reports, accounting records, sales reports, expense accounts, invoices, purchase orders and other documents must accurately and clearly represent the relevant facts and the true nature of all company transactions. No employee may take any action that would cause the Company’s books and records to be inaccurate. Examples would include making records appear as though payments were made to one person when, in fact, they were made to another; back-dating a document; submitting expense accounts that do not accurately reflect the true nature of an expense; and creating any other records that do not accurately reflect the business transactions, or that omit any information that would be necessary to interpret such records.

False or artificial entries must never be made in Stimwave’s books or records or in any public record. “Slush funds” or similar off-book accounts, where there is no accounting for receipts or expenditures on the corporate books, are strictly prohibited. Stimwave Personnel must not create records that are intended to mislead or to conceal anything, especially items that may be improper. No secret or disguised payments may be made or unrecorded funds created for any purpose. In addition, the making of false or fictitious accounting entries with respect to transactions or the disposition of corporate assets is prohibited.

**Retention of Records**

Stimwave must maintain its records in accordance with Company policy and legal requirements. The retention of certain records for various periods of time may be required by law, particularly in the tax, personnel, health and safety, environmental, regulatory, quality, contract and corporate areas. In addition, all Stimwave Personnel are prohibited

from discarding, concealing, falsifying, altering or otherwise making unavailable any records, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit, once such personnel have become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit. Before destroying records, you should refer to company policies and procedures or consult with the Chief Legal Officer for guidance.

## **CONFLICT OF INTERESTS**

Stimwave officers, directors, and employees owe a duty of undivided business loyalty to Stimwave. This duty is breached when an officer, director or employee engages in activities that cause a conflict of interest. Conflicts of interest may arise when considerations of gain or benefit to an officer, director or employee (or to their family members) conflict with or appear to conflict with their obligation to serve the best interest of Stimwave or their ability to perform Company work objectively and effectively. Anything that would be a conflict of interest for an officer, director or employee may also be a conflict of interest if it involves an immediate family member. Conflicts of interest can take many forms, not all of which can be addressed by this Code.

The following are examples of conflicts of interest:

- Consulting with or employment by a competitor, supplier or customer of Stimwave;
- Holding a substantial equity, debt, or other financial interest in any competitor, supplier or customer;
- Having a financial interest in any transaction involving the purchase or sale by Stimwave of any products, materials, equipment, services or property, other than through company-sponsored programs;
- Using employees, material, equipment or other assets of Stimwave for any unauthorized purpose; or
- Accepting any cash, gifts, entertainment or benefits that are more than modest in value from any competitor, supplier or customer

Each officer, director and employee is responsible for avoiding conflicts of interest as well as the appearance of such conflicts. Officers, directors or employees who are unsure whether they are involved in a conflict of interest or whether an action might create a conflict of interest should discuss the issue with Human Resources or the Chief Legal Officer.

All conflicts or potential conflicts of interest must be disclosed to Human Resources if the conflict is with their position at Stimwave, if the conflict regards a familial or business relationship with an HPC, it must be disclosed to the Compliance Officer or Chief Legal Officer. If a conflict involves a Stimwave officer or members of the Boards of Directors, the conflict must be disclosed to the Board. Conflicts should be disclosed before the conflicting conduct or transaction is consummated or if the conflicting conduct is to continue.

Depending upon the situation, Stimwave may require that the conduct be stopped or that actions taken be reversed where possible.

### **Reporting to an Immediate Family Member**

Employees should not directly supervise, report to, or be in a position to influence the hiring, work assignments or evaluations of someone who is a family member or with whom they have a romantic relationship. See the Stimwave Employee Handbook for additional guidelines on this topic.

### **Gifts, Entertainment and Payments Received by Stimwave Personnel**

The *Stimwave Technologies Incorporated Policy on Interactions with Health Care Professionals* governs all interactions with HCPs and this section does not alter this policy. In connection with your interactions with any person or business organization that does or seeks to do business with, or is a competitor of, Stimwave:

- You may accept reasonably priced business meals.
- Gifts of food (i.e. Holiday Baskets) should be shared with the department.
- Anything of value beyond that described above should not be accepted under any circumstances.
- It is never permissible to accept cash or cash equivalents (saving bonds, stock, gift cards, etc.) of any amount.
- You may not seek or accept payments, fees, services, privileges, vacations or pleasure trips (even with an apparent business purpose), loans (other than conventional loans on customary terms from lending institutions) or other favors.

In the event you receive a gift or other payment that is not acceptable under the foregoing guidelines, you must immediately return such gift or payment and advise the individual(s) from whom it was received of Stimwave's policy. The matter should also be immediately reported to your manager who will elevate it to Human Resources if needed. Stimwave Personnel are encouraged to make the Company's position on gifts and gratuities known, where appropriate, in the course of regular business dealings with third parties.

## **INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION**

Stimwave invests substantial resources in developing proprietary intellectual property and confidential information. Confidential information is information that is not generally known or readily available to others. Stimwave protects its confidential information by taking precautions to prevent inappropriate disclosure or loss of such information.

Confidential information is a costly, valuable resource that is critical to our competitive advantage. Confidential information includes technical know-how and data, trade secrets, business plans, marketing and sales programs, clinical trial results, FDA or other regulatory agency actions and sales figures as well as information relating to mergers and acquisitions, stock splits, divestitures, licensing activities and changes in senior management. Confidential information also includes personal information about Stimwave employees, such as salaries, benefits and information contained in personnel files. You are prohibited from sharing confidential information with others outside Stimwave except pursuant to and in accordance with approved business relationships. You also are prohibited from accepting confidential information from third parties that is not provided as part of and in accordance with an approved business relationship, including competitors, without the authorization of the Chief Legal Officer.

All Stimwave Personnel are required to sign an agreement that describes their obligation not to disclose the Company's confidential or proprietary information while employed and after they leave Stimwave. The loyalty, integrity and sound judgement of Stimwave Personnel both on and off the job are essential for protection of this vital business information.

## **MARKETING PRACTICES**

Stimwave products must be sold solely on the basis of price, quality and service. Stimwave advertising, product labeling and promotional material should:

- Always be truthful, not misleading, and specific claims must be substantiated;
- Not downplay or misrepresent the risks associated with the Company's products or safety information;
- Not use materials or messages that have not been approved under relevant Stimwave regulatory policies and procedures to assure all claims are balanced and on-label;
- Comply with applicable laws and government regulations.

Stimwave and Stimwave Personnel pledge to market and sell Stimwave products only for their approved, intended uses as determined by applicable federal regulators and governmental agencies.

Certain states or countries may regulate the manner in which Stimwave markets its products to physicians located in those states or countries. Company policy is to comply strictly with all such requirements.

## **REGULATORY AND QUALITY EXCELLENCE**

Patients and health care professionals around the globe rely upon our commitment to the quality of our products, instruments and services. At Stimwave, we have developed and implemented regulatory compliant systems to ensure the highest standards of quality and

safety. All Stimwave Personnel play a key role in continually improving the Company's quality assurance systems and processes. We count on each of you to follow applicable laws, regulations and policies and procedures. Stimwave Personnel should raise questions and voice concerns about issues that may affect the quality or safety of our products, instruments and services. See the Stimwave Quality Manual, 60-0004, for additional details on the Company's quality system.

## **International Trade Restrictions**

As a global company, Stimwave regularly sells and ships our products internationally. We are committed to following applicable import and export control laws and regulations in the United States and in other countries in which we conduct business. Stimwave does not participate in trade with sanctioned countries or prohibited boycotts. Stimwave will also not enter into any agreement that includes a boycott of Israel.

## **PATIENT AND DATA PRIVACY**

Stimwave Personnel are obligated to comply with laws and rules relating to protection of confidential patient health information for their appropriate country. Per the United States Health Insurance Portability and Accountability Act of 1996 (HIPAA), patients have the right to expect all health care information to be kept confidential. Therefore, Stimwave Personnel are required to apply the "Minimum Necessary" standard as described in HIPAA. The minimum necessary standard seeks to limit the use or disclosure of, and requests for, protected health information ("PHI") to the minimum necessary to accomplish the intended purpose.

All Stimwave Personnel must:

- Comply with customer instructions regarding incidental exposure to sensitive health information;
- Not record, discuss or otherwise divulge PHI to which you have been exposed without the customer's written authorization;
- Follow hospital rules regarding the confidentiality of PHI for signing in when visiting a facility.

While, PHI may be used for billing and clinical purposes, Stimwave Personnel must always be vigilant that only the minimal amount of PHI necessary is shared for these purposes.

In addition to patient privacy, Stimwave must take the necessary steps to protect personal data by having effective systems and safeguards in place to make sure this data is secure, and so it can be destroyed once there is no longer a business need

## **CORPORATE OPPORTUNITIES**

You may not take for personal use opportunities that are discovered through the use of corporate property, information or position, and you may not use corporate property, information or position for your own personal gain or to compete with Stimwave. You have a duty to advance the Company's interests when the opportunity to do so arises.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

You should protect Stimwave's assets and promote their efficient use. Theft, carelessness and waste have a direct impact on Stimwave's profitability. All Stimwave assets should be used for legitimate business purposes. Incidental and occasional use of Stimwave assets such as computers, telephones and supplies is permitted. The use of any of Stimwave's computer systems and telecommunication facilities (including internet use and access) are subject to the Stimwave Employee Handbook.

Except as is customary or necessary for the performance of an individual's specific job responsibilities, Stimwave Personnel are prohibited from removing any of Stimwave's property from a Stimwave facility, unless authorized by Stimwave, and using such property for purposes other than Stimwave's business. This applies to furnishings, equipment and supplies as well as property created or obtained by Stimwave for its exclusive use – such as customer lists, files, personnel information, reference materials and reports, computer software, data processing programs and data bases.

## **ENVIRONMENTAL MANAGEMENT**

Stimwave is committed to doing business in an environmentally responsible manner and will strive to improve its performance to benefit its employees, customers, communities, shareholders and the environment. All Stimwave Personnel are responsible for making sure Stimwave's business is conducted in compliance with all applicable laws and in a way that is protective of the environment.

## **SAFETY AND HEALTH**

Stimwave is committed to a safe, healthy work environment that is in compliance with applicable laws and regulations. All Stimwave Personnel are responsible for ensuring that Stimwave complies with all provisions of the health, safety and environmental laws of the countries in which the Company does business and are expected to develop a proactive, cooperative attitude toward issues of health and safety throughout Stimwave

## **PRODUCTIVE WORK ENVIRONMENT**

Stimwave is committed to maintaining a work environment where all employees feel respected and appreciated. Key elements for developing such an environment include freedom from harassment in any form, a culture that recognizes and appreciates the advantages of a diverse work force, and a decision process which seeks to ensure that all employees are treated with dignity and respect.

Discrimination on the basis of race, religion, gender, color, ethnic or national origin, age, disability, sexual preference or marital status will not be allowed. This includes discrimination in hiring, training, advancement, compensation, discipline and termination. Harassment, such as racial or sexual harassment, will not be tolerated. Stimwave encourages all Stimwave Personnel to bring any problem, complaint or concern regarding any alleged employment discrimination or harassment to the attention of the Human Resources Department. Stimwave Personnel who have concerns regarding such conduct should also feel free to make any such reports to the Chief Legal Officer or to Stimwave's compliance hotline.

Stimwave is also committed to providing a drug-free work environment. Substance abuse poses serious health and safety hazards in the workplace. Stimwave Personnel are prohibited from using, possessing, distributing or being under the influence of illegal drugs or abusing prescription drugs while working for the Company or while at a Stimwave sponsored event. The possession or consumption of alcohol on Stimwave premises is not permitted except at authorized Company events at which Stimwave provides the alcohol. At Company sponsored events where alcohol is provided, you are expected to continue to embody the professionalism expected from a member of the Stimwave organization.

## **POLITICAL ACTIVITY**

Stimwave supports your right to participate actively in the political process. However, federal and state laws restrict the use of corporate funds in connection with elections. Accordingly, all political activity on behalf of the Stimwave shall be coordinated through the Chief Legal Officer. Without proper approval and authority, you must not:

- Include, directly or indirectly, any political contribution on your expense account or seek reimbursement for such contribution from Stimwave in any way. In general, the cost of fund-raising tickets for political functions is considered a political contribution. Therefore, including the cost of any fund-raising dinner on an expense account, even if Stimwave business is, in fact, discussed at such event, is prohibited.
- Use of Stimwave property or facilities, or the time of any employee, for any campaign activity. Examples of prohibited conduct would be using Company time or equipment to send invitations for political fund-raising events, allowing any candidate to use any

Stimwave facilities for political purposes or loaning any Company property to anyone for use in connection with a political campaign.

The political process has become highly regulated, and anyone who has any question about what is or is not proper should consult with the Chief Legal Officer before agreeing to do anything that could be construed as involving Stimwave in any political activity at the federal, state or local level.

### **CHARITABLE DONATION/GIFTS**

As a responsible member of the global, local and medical communities, Stimwave frequently makes charitable donations and gifts to organizations in need of support. Charitable contributions may not be tied in any way to past, present or future prescribing, purchasing or recommending of any Stimwave product. All requests for support of HCP related donations and gifts must be presented to the Compliance Committee for review.

### **PAYMENTS TO GOVERNMENT PERSONNEL**

In many parts of the world, hospitals and clinics are government-owned. The medical staff and other employees of government-owned hospitals and clinics are considered government officials. Under the U.S. Foreign Corrupt Practices Act (“FCPA”), Stimwave Personnel are prohibited from offering, paying, promising to pay or authorizing payment of anything of value, directly or indirectly, to officials of national or foreign governments or national or foreign political candidates with the intent to corruptly influence official conduct in order to obtain or retain business. The gift is “corrupt” under the FCPA if it is made for the purpose of:

- Influencing any act or decision of a foreign official in their official capacity;
- Inducing a foreign official to do, or omit to do, any act in violation of their lawful duty;
- Inducing a foreign official to use their position to affect any decision of the government; or
- Inducing a foreign official to secure an “improper advantage”.

It is strictly prohibited to make illegal payments to government officials of any country. Any Stimwave Personnel who have questions as to whether a particular gift or payment might be “corrupt” under the FCPA, or would otherwise violate this policy, should contact the Chief Legal Officer.

In addition, the promise, offer or delivery to an official or employee of any national, state or local government of a gift, favor or other gratuity in violation of the laws of such nation, state or locality would not only violate Stimwave policy but could also be a criminal offense. State

and local governments, as well as foreign governments, may have similar rules. The Chief Legal Officer can provide guidance to you in this area if needed.

**COPYRIGHT LAW COMPLIANCE AND COMPUTER SOFTWARE**

Stimwave Personnel are required to comply with copyright law with respect to the reproduction of copyrighted materials, which dictates under what circumstances a photocopy of a copyrighted work may be legally made for purposes of Stimwave. A person generally may make a single photocopy of a copyrighted article for his or her own use. The photocopying of whole works or substantial portions of works, such as newsletters issues, is not allowed. The law does not require the inclusion of copyright notice on work for it to be protected by copyright.

You also must strictly observe the copyrights on computer software. Stimwave may duplicate copyrighted software only in strict conformance with individual software license agreements. You must use any licensed software strictly in accordance with individual agreements. If you learn of any misuse, including unauthorized reproduction, of software or related documentation, you must immediately notify your department manager or the Legal Department. In addition, you are required to seek the guidance of your department manager, or Legal Department counsel if you have any question about complying with these requirements.

**GOVERNMENT, ANALYST AND MEDIA INQUIRIES**

Stimwave must be made aware of any inquiries from the government, the financial/analyst community or the media so that it can properly and thoroughly respond. If you are contacted by a representative of a government agency seeking an interview or making a non-routine request for documents, you should immediately contact the Legal Department so that appropriate arrangements can be made to fully comply with the Company’s legal obligations. All inquiries from the financial/analyst community as well as all media inquiries should be referred to the CEO.

**REPORTING MISCONDUCT**

Stimwave is committed to conducting every facet of its business activities in compliance with all applicable laws and regulations, as well as this Code and other Company policies and procedures. As a matter of policy, Stimwave Personnel are required to report, either in person to their manager, supervisor, Human Resources or via the Compliance Hotline described below, known or suspected violations of applicable law or regulation, this Code or other Stimwave policies.

If you withhold information that you know to be related to an actual or suspected violation of this Code, you may be subject to disciplinary action, up to and including possible

termination. In addition to disciplinary action, to the extent Stimwave Personnel fail to comply with any of these requirements, they may be individually subject to legal action, which may include fines and criminal charges under applicable laws.

To make it easier to ask questions, express concerns or report such information, Stimwave has established a Compliance Hotline that is managed through a third-party provider and is staffed 24 hours a day every day of the year. You may use either of the following methods to submit a report through the Compliance Hotline.

Telephone:

Within the United States dial: 1-855-252-7606

Outside of the United States dial: 1-703-822-0524

Internet:

Web Reporting: <http://hotline-services.com>

An individual may make an anonymous report if he or she desires. Stimwave will investigate and follow up on all reports. Stimwave prohibits retaliation against any individual who makes a good faith report of a known or suspected violation of this Code or of any law. Stimwave will strive to maintain the confidentiality of any reporting person. It must be understood, however, that it may be necessary to disclose the identity of the reporting person including in situations where Stimwave is compelled to do so by government or court order.

The fact that Stimwave has a Compliance Officer does not diminish or alter the independent duty of Stimwave Personnel to abide by all applicable laws and regulations, including federal health care program requirements, this Code and other Stimwave policies and procedures. This Code, and the provisions of this Code, do not constitute the complete set of Stimwave policies and procedures. Known or suspected violations of other Stimwave policies not addressed in this Code must be reported in the same manner.

## **DISCIPLINARY ACTION**

Stimwave may take disciplinary action against (a) any Stimwave Personnel who authorizes or participates directly, and in certain circumstances indirectly, in actions that are in violation of applicable laws, regulations, the Code or the Company's related policies and procedures; (b) any Stimwave Personnel who fail to report a violation of applicable laws, regulations, this Code or Stimwave's related policies and procedures or withholds information concerning a violation they either know about or should have known about; (c) any violator's supervisor(s) in circumstances that indicate inadequate supervision or lack of diligence by such supervisor(s); (d) any Stimwave Personnel who attempt to retaliate directly or indirectly, or encourage others to do so, against an individual who reports a violation of applicable laws and regulations, the Code or the Company's related policies and

procedures; and (e) any employee who knowingly files a false report of a violation of applicable laws and regulations, the Code or Stimwave’s related policies and procedures.

The level of discipline used will depend on the nature, severity and frequency of the violation and may result in any of the following disciplinary actions with respect to Stimwave Personnel: (1) verbal warning; (2) written warning; (3) written reprimand; (4) suspension/loss of compensation; and/or (5) termination.

**QUESTIONS UNDER THE CODE AND WAIVER PROCEDURES**

Stimwave Personnel are encouraged to consult with the Compliance Officer regarding any uncertainty or questions they may have regarding this Code. If any situation should arise where a course of action would likely result in a violation of the Code, but for which the individual believes a valid reason for the course of action exists, the individual should contact the Compliance Officer to obtain a waiver prior to the time the action is taken. No waivers will be granted after the fact for actions already taken. Except as noted below, the Compliance Officer will review all the facts surrounding the proposed course of action and will determine whether a waiver from any requirement in the Code should be granted. It is Stimwave’s policy to only grant waivers from the Code in limited and compelling circumstances.

**Waiver Procedures for Executive Officers and Directors.**

Waiver requests by an executive officer or member of the Stimwave Board of Directors shall be referred to the Board of Directors for consideration. A waiver will be granted only if approved by either (a) a majority of the independent directors on the Executive Committee of the Board of Directors, or (b) a committee comprised solely of independent directors.