



CODE OF CONDUCT

A GUIDE TO ETHICAL STANDARDS

TABLE OF CONTENTS

01	Purpose
03	My Personal Responsibilities in Ethical Decision Making
05	Speaking Up & Reporting Concerns
09	Our Commitment to Fellow Employees
15	Our Commitment to our Customers & Suppliers
19	Our Commitment to our Shareholders
27	Our Commitment to the Public
31	Administration of Code
33	Acknowledgement & Certification of Your Commitment

ETHICAL DECISION MAKING

The Surgalign Code of Conduct is a summary of the principles and standards of business conduct expected of all employees wherever you operate, providing you with practical guidance on how to deal with important ethical issues.

All of our officers, directors and employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code may also be provided to and followed by the Company's other agents and representatives, including consultants.

If the Code conflicts with applicable laws, rules, or regulations, you must comply with such laws, rules or regulations. It is important that you know both the local rules and the Code. Where local laws or local industry codes are stricter than Surgalign, you must comply with the local regulation. If you have any questions about such conflicts, you should ask your supervisor how to handle the situation.

The Code sets the standard that every employee is expected to meet. It is also intended to provide general guidance on situations that may arise in your day-to-day activities on behalf of the company. This document also tells you where you can find more detailed information on any of the topics covered and who you can contact for help in resolving problems.



We rely on our leaders and managers to reinforce the principles of our **Code & Values** throughout all levels of our workforce.

MY PERSONAL RESPONSIBILITIES IN ETHICAL DECISION MAKING



All Company employees are accountable and responsible for fully understanding and complying with this Code of Conduct, as well as all laws, regulations, and all other Company policies and guidelines that are related to their jobs.

Each Employee Must:

- Read, understand, and comply with this Code, as well as have a general awareness of directly relevant laws, regulations and all other Company policies and guidelines. Surgalign will provide training, guidance and access to those laws, regulations and policies that are applicable to your position.
- Participate in training and educational programs/events required under Company policy.
- Obtain guidance for resolving a business practice or compliance concern if you are uncertain about how to proceed in a situation.
- Recognize and report possible violations of this Code, as well as all policies, guidelines, applicable laws and regulatory requirements under which the Company operates.
- Cooperate fully in any investigation.
- Make a commitment to conduct yourself in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission and in other public communications made by the Company.

Each Leader & Manager Must Also:

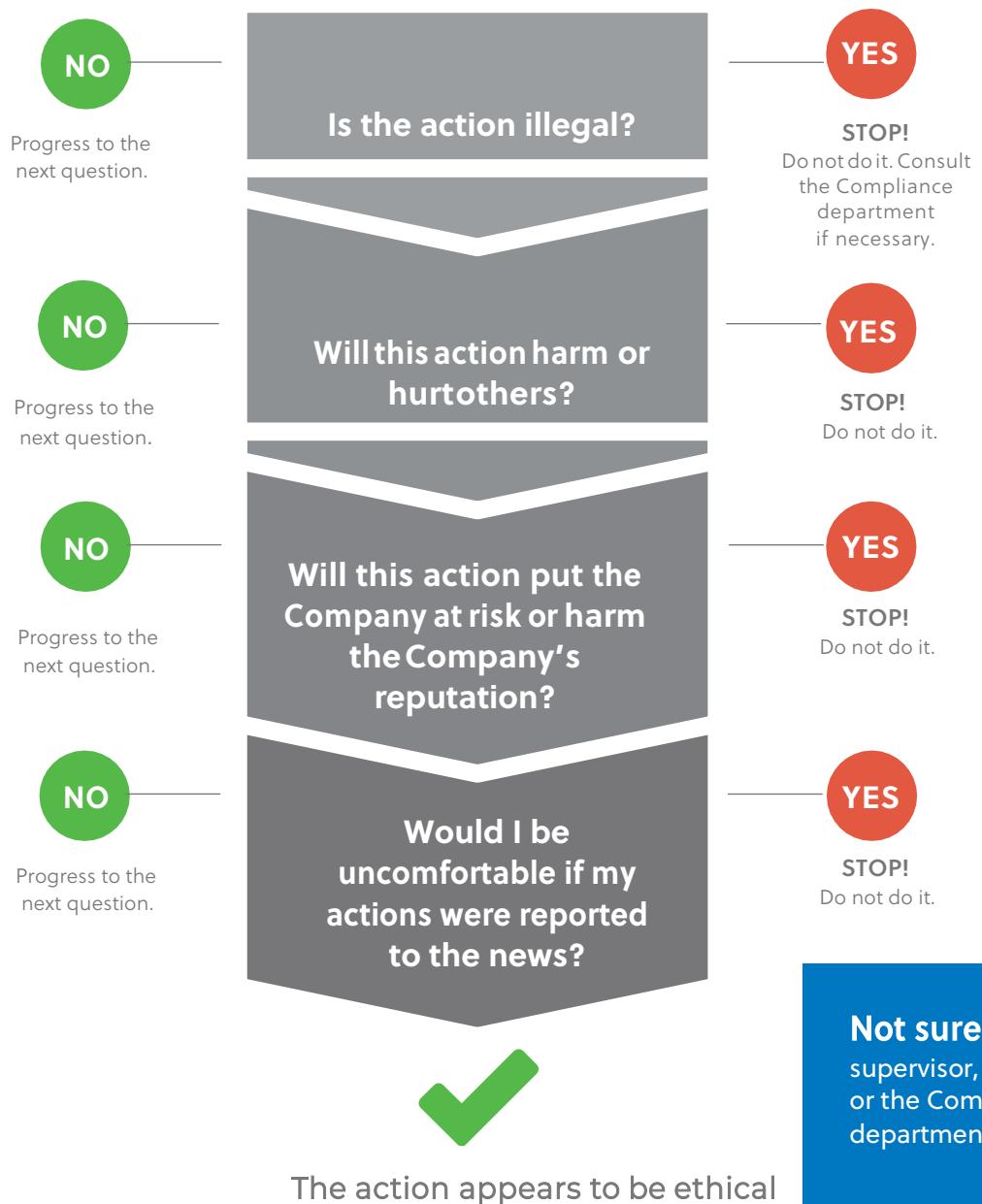
Each of us must act with integrity and inspire trust. While all employees are expected to act ethically, each manager and leader at Surgalign has the increased responsibility of leading by example. We rely on our leaders and managers to reinforce the principles of our Code and Values throughout all levels of our workforce.

We expect our leaders and managers to serve as positive role models and inspire others to embrace our Code by:

- Encouraging and respecting ethical decision-making
- Committing to foster a work environment where team members feel comfortable raising concerns
- Preventing retaliation against those who speak up
- Seeking help in resolving and escalating issues when they arise

Each Senior Financial Professional Must Also:

Our senior executives and those responsible for our financial reporting face additional responsibilities and are required to sign the Code of Ethics for Senior Financial Officers which imposes strict obligations on them to take careful steps to assure that the Company properly tracks and reports our financial performance.



SPEAKING UP & REPORTING CONCERNS

It is your obligation to report situations that may involve violations of the Code, policies and procedures, or applicable laws.

Channels Available for Seeking Guidance in Reporting:



Your immediate supervisor: your managers are excellent resources for guidance on concerns related to job-specific duties, co-worker conflict, discipline disputes, promotion or transfer opportunities and work environment issues.

Compliance or Legal departments: these departments have expert knowledge of federal and international standards of conduct as they relate to business finance, law, and ethics.

Ethics and Compliance Hotline: in addition to the resources listed above, the confidential third- party hotline is available 24 hours a day / 7 days a week for reports of suspected compliance violations or concerns. You can elect for your phone call or online submission to be anonymous. You will be provided a reference number for your report. The reference number allows you to check on the status of the case. Outside the U.S., the hotline may be restricted to receiving only specific types of reports, as there may be different legal requirements.

Discipline & Zero Tolerance for Retaliation

It is the responsibility of every employee who becomes aware of or has reason to suspect activity that is criminal, potentially criminal, or in violation of this Code or Company policies to report such activity to the Company. Failure to make such a report is a violation of these standards and the Company's employees may be subject to disciplinary action up to and including termination with the Company, and/or possible civil or criminal liability/prosecution.

Any form of retaliation against any of the Company's personnel or business partner representative(s) who reports an actual or potential compliance matter in good faith is strictly prohibited. Any employee who commits or condones any form of retaliation against a person who has reported an alleged violation or who has participated in an investigation will be subject to disciplinary action up to, and including, termination. Any business partner representative of the Company who commits or condones any form of retaliation against a person who has reported an alleged violation or who has participated in an investigation will be subject to disciplinary action up to, and including, disaffiliation with the Company.'

Hotline: 1-855-231-0619

Website: www.surgalign.ethicspoint.com



Whistleblower Protection

Any employee of the Company may submit a good faith complaint regarding accounting or auditing matters to their manager or supervisor, any officer or member of the Surgalign Leadership Team, the Legal department, or Human Resources without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company's Audit Committee of the Board of Directors will oversee treatment of employee concerns in this area.

COMPLIANCE HOTLINE

EASY-TO-USE CONFIDENTIAL REPORTING HOTLINE

Corporate compliance means more than just following laws, policies and procedures. It means practicing strong ethical standards in everything we do. Our high standards allow us to provide patients and surgeons with the most innovative, highest quality treatment options.

At Surgalign, our philosophy is to conduct business with an uncompromising ethical standard of excellence.

Thank you for supporting this effort by reporting any violation of the Surgalign Code of Conduct, policies, procedures, laws or regulations.



As a reminder, we do not permit any form of retaliation against an employee who reports a suspected violation in good faith.

For more information contact:
Compliance@surgalign.com



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**Q: I'm concerned about reporting a suspected violation.
What if I am wrong and it gets me in trouble, or I hurt
someone's reputation?**

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A: We do not discipline employees for reports made in good faith, even if they turn out to be unfounded. We are careful when looking into alleged wrongdoing to ensure that employees' reputations are protected. Investigations are conducted in a prompt, objective, fair and confidential manner. We encourage you to talk to your manager first to help decide the best course of action.

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**Q: I am a manager and one of my employees came to me to
express her concern over a fellow employee who recently made
what she thought were harassing comments to her. She asked me
not to do anything about it – she just wanted to tell someone.
Should I just ignore it until she brings it to my attention again?**

||||||||||||||||||||||||||||||||||||||||||||||||

A: No. As a manager, you are obligated to bring any situation that could be harassment-related to the attention of Human Resources, who will provide guidance once notified.

OUR COMMITMENT



Q: What happens when I call the Compliance Hotline?

A: Your phone call will be answered by a live operator at EthicsPoint, a third-party vendor. You will be asked a series of questions about the incident you are reporting. Ensure that your answers are honest and straightforward and that you provide sufficient detail. Ethics Point will notify the Compliance Officer and General Counsel who will compile the details of your complaint and report them via a secure portal to the Company's Compliance department. The complaint will be assigned to an investigator and an investigation plan will be developed to review the matter. EthicsPoint will assign a unique username (report key) and Password regarding your report. You can use this information in the future to check for feedback or to answer any questions with respect to the investigation, or to provide more information if you remember after-the-fact. You are encouraged to check back as the investigator may need more information to complete the inquiry.

Hotline: 1-855-231-0619

Website: www.surgalign.ethicspoint.com

Q: During a department presentation I asked a question. I felt the response I received was abusive and I felt humiliated. Several other people in the room started to laugh. Is this okay?

A. The Company encourages open communication, differing opinions on issues and healthy debate when decisions are being made. However, when we disagree it must be done professionally and respectfully. Talk to the individual who made you uncomfortable or contact your manager or someone in Human Resources.

TO FELLOW EMPLOYEES

Our greatest strength is our employees. We must encourage each other as we work toward common goals and set a higher standard.



Personal Conduct

We respect and promote diversity

We do not make employment-related decisions based on a person's race, age, color, gender, national origin, religion, citizenship status, disability, medical condition, sexual orientation, gender identity, veteran status, marital status, or any other basis protected by law.

We behave professionally

What we do and how we look reflects on the professional image of the Company. Behaving and dressing in a manner that upholds the standard of excellence the Company provides is just one of the ways we demonstrate respect for those we work with and serve. Carefully consider safety and cultural expectations and norms for professional dress.

We have zero tolerance for harassment

Harassment of or by any employee – as well as contractors, suppliers or customers - while on company property or on company business will not be tolerated in any form. While standards and definitions of harassment may vary from country to country, harassment constitutes as any unwelcome behavior that has the purpose or effect of creating an intimidating, offensive or hostile work environment. If you experience or suspect harassment, report the situation immediately to your supervisor or any member of management, Human Resources, or the Compliance department.

Workplace Health & Safety

The Company conducts its operations with the highest regard for the health and safety of its employees, customers and the general public. Each employee is responsible for maintaining a safe workplace. Therefore, each employee must comply with all safety rules as well as the rules and regulations legally required.

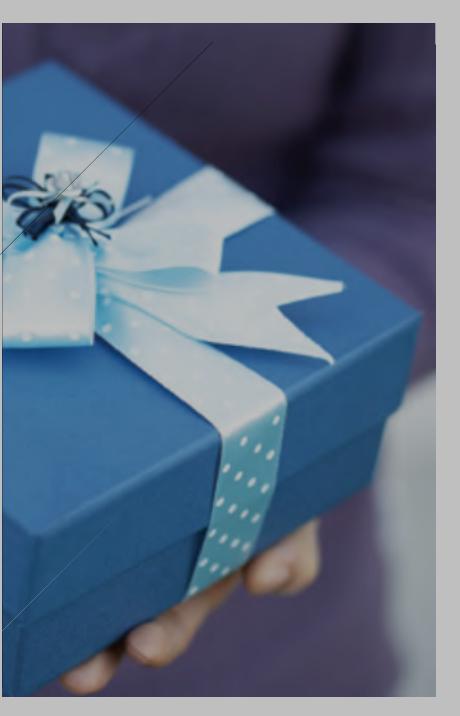
Alcohol & Drugs

Employees are expected to report ready for work with no prohibited drugs or alcohol in their bodies. The Company prohibits the illegal use, possession, sale, manufacture or distribution, of illegal drugs, alcohol, or other controlled substances on its property. A randomly selected percentage of the regular and/or temporary contracted employee population will be tested to satisfy the requirements of our Drug Free Workplace Policy. Compliance with this requirement is considered an essential job qualification for all assignments.

Injury & Illness

Incidents, even if they do not result in injury, are to be reported for evaluation and tracking. By assessing and addressing any incident, potential lost time, injuries, and serious system failures can be averted. It is imperative that you notify your supervisor immediately for exposure injuries and within 24 hours for all other injuries that an accident has occurred. Employees will be asked to submit to a urine drug screen after an OSHA recordable accident.

TO FELLOW EMPLOYEES (CONT.)



Workplace Violence

Threats, either implied or direct, of any kind by an employee, client, vendor, or any other person are strictly prohibited at the workplace. Such conduct will not be tolerated and will result in prompt disciplinary action, up to and including termination. All employees are urged to come forward to the Human Resources office in the event that they become aware of any type of potential or actual threat or in any situation in which they observe or learn of a conflict within the workplace. An immediate investigation will occur when any such report is made. Retaliation against a person who makes a complaint regarding violent behavior or threats of violence made to such person is also prohibited.

Gifts

As a general rule, giving and accepting gifts or entertainment from competitors, customers, suppliers, or potential suppliers is not acceptable, (even if the gift is of nominal value such as less than \$25.00), as such activities could be perceived by others to improperly influence business decisions. Interactions with competitors, customers, suppliers, or potential suppliers or customers should have the primary focus of business topics. For these reasons, all gifts need to be reported to the Company's Compliance Officer at compliance@surgalign.com in advance to ensure compliance with this Code and applicable laws.

OUR COMMITMENT

Q:I have a business I run outside the Company, can I use the Company's computers and Internet to run this business?

A: No. You cannot use any Company resources to run a personal business.

Q: I was working late last night at the office. When I went to use the photocopier, I found a small stack of records in the sorter. I noticed that the copies contained payroll information for our department. There is a lot of personal information on these forms. I don't want to get anybody in trouble, but I don't think it is right that this kind of information is left for all to see. What should I do?

A: You should return the papers to payroll immediately and by confidential means. You should also report your discovery and your actions to your supervisor. Protecting confidentiality and privacy is the personal responsibility of each employee. You are doing the right thing by being alert to the issue and acting accordingly. The individual that left the papers in the copier will be counseled on their duty to protect the confidentiality of employee (and customer) data.

Q: For the past couple of nights, I have seen a liquid leaking from one of our buildings that does not look normal. I reported this to a manager who said the discharge was normal but did not go into details regarding the situation. I have worked here for 10 years and have never seen this before. I am concerned we may be doing something illegal.

A. If you are not satisfied with the answer you received, you should bring the issue to a higher level in the Company or report your concern to the Compliance or Legal departments by any of the approved reporting methods.



Q: I suspect that my co-worker is abusing prescription drugs. Since this is not an illegal substance, should I tell someone?

A: Abuse of legally prescribed drugs can be as dangerous as abuse of illegal substances. Talk to your co-worker about our Company's Employee Assistance Program if you are comfortable doing so. Otherwise, share your concerns with your manager, Human Resources or report your concern to the Compliance Hotline.

Q: What should I do if there is an incident in which no one is injured at that facility?

A: You must report all accidents, no matter how small, so that potentially dangerous conditions are identified and corrected before serious injuries occur. This permits the Company to maintain a high safety level for its employees.

Q: Suppose my boss asks me to do something that I think is wrong. What should I do?

A: The Company relies on you to use your best ethical judgment. Therefore, do not do anything that you believe may be wrong. A first course of action may be to express your concerns directly to your supervisor. If you feel your supervisor has not adequately addressed your concerns or if you are uncomfortable raising the issue with your supervisor, you can take further steps to resolve this issue by calling the Compliance Hotline described in the Speaking Up & Reporting Concerns Section or speaking with the Human Resources, Legal, or Compliance departments.



Use of Company Computers & Networks

The high-speed global communications available through the Internet have changed the ways companies do business. However, this tremendous technological advance also presents risks. As needed, the Company monitors computer use by employees, including internet use and, in certain cases, email use.

- We log off our workstations and never share our passwords.
- We do not install, share or copy software programs or perform any other acts that would violate a vendor's software license agreement or organizational policies. We report information security weaknesses and suspected or actual instances of computer and information theft or abuse to the IT help desk.
- We use computer information, including email, primarily for business purposes.
- We treat mobile devices and portable storage devices as Surgalign property. If an employee utilizes their personal mobile device for business use, all company data remains the property of Surgalign.
- We must protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability.

Employee Travel & Expense

Employees may be reimbursed for ordinary, reasonable and necessary travel expenses when directly connected with or pertaining to the transaction of company business.

Employees are expected to exercise prudent business judgment regarding expenses covered by the policy. Employees submitting expenses that are not in compliance with this policy risk delayed, partial, or forfeited reimbursement. Cases of significant abuse may result in disciplinary action, including employee termination. For details regarding transportation, lodging, meals, and entertainment, and other reimbursable expenses, please refer to the Travel policy. Questions or further information regarding this program should be addressed to the appropriate head of Finance.

TO OUR CUSTOMERS & SUPPLIERS

We commit to offer only those products and services that we can deliver and strive to meet or exceed the commitments that we make. We compete fairly, engaging only in legal and ethical practices. Lastly, we meet our contractual obligations by reporting information accurately and charging honestly for our products and services.

Purchasing Practices

The Purchasing group has responsibility for the process of purchasing all materials, equipment and its services, directly affecting quality or integrity of the Company's products.

Purchasing is required to create an environment of competitive alternatives. Purchasing will lead the negotiation of price, terms, and conditions prior to the development of the purchase order/contract.

The selection of suppliers will be made on the basis of the total value they will provide to the Company. This includes suppliers complying with applicable laws and regulations related to labor, health and safety, and the environment. Suppliers who are also Company customers will receive no advantage in Company purchasing decisions. Purchases and sales should be viewed independently and analyzed solely on the basis of their impact on the Company's business.

Advertising & Product Promotion

All of the Company's products must be distributed solely on the basis of price, quality, and service. Our policy is that all promotional materials and communications pertaining to our company and products will be accurate, balanced, substantiated, scientifically rigorous, and compliant with all medical, legal, and regulatory standards in the jurisdiction of distribution.

The Company's advertising should always be truthful, and specific claims must be fair and substantiated.

No employee should engage in either deceptive advertising or questionable promotional activities.

- We strictly prohibit the promotion of the Company's products or use other than for those indications previously authorized by the FDA or relevant government body for other countries of distribution.
- We have a robust document review process to ensure all customer-facing documents are properly evaluated to minimize the risk that a communication could be issued that was unintentionally misleading or non-compliant with jurisdictional legislation.



Protecting Patient Information

In the United States, the Health Insurance Portability and Accountability Act of 1996, as amended by the 2009 Health Information Technology for Economic and Clinical Health Act (HITECH), and the related regulations (collectively HIPAA) establish standards in the U.S. for the privacy and security of individually identifiable health information. In the European Union, the General Data Protection Regulation (EU – 2016/679) imposes stringent standards on the processing of any personal data of EU residents whether within the EU or abroad. Other jurisdictions are also proposing to implement personal data protection legislation. SURGALIGN is committed to handling all personal data in its custody in an ethical manner and in full compliance with all applicable laws. Employees must be familiar with established policies and procedures that govern the protection of sensitive, proprietary, confidential and classified information. If a violation occurs, both the employee and the Company could face substantial civil and/or criminal sanctions including fines and imprisonment.



TO OUR CUSTOMERS & SUPPLIERS (CONT.)



Ethical Interactions with Health Care Professionals

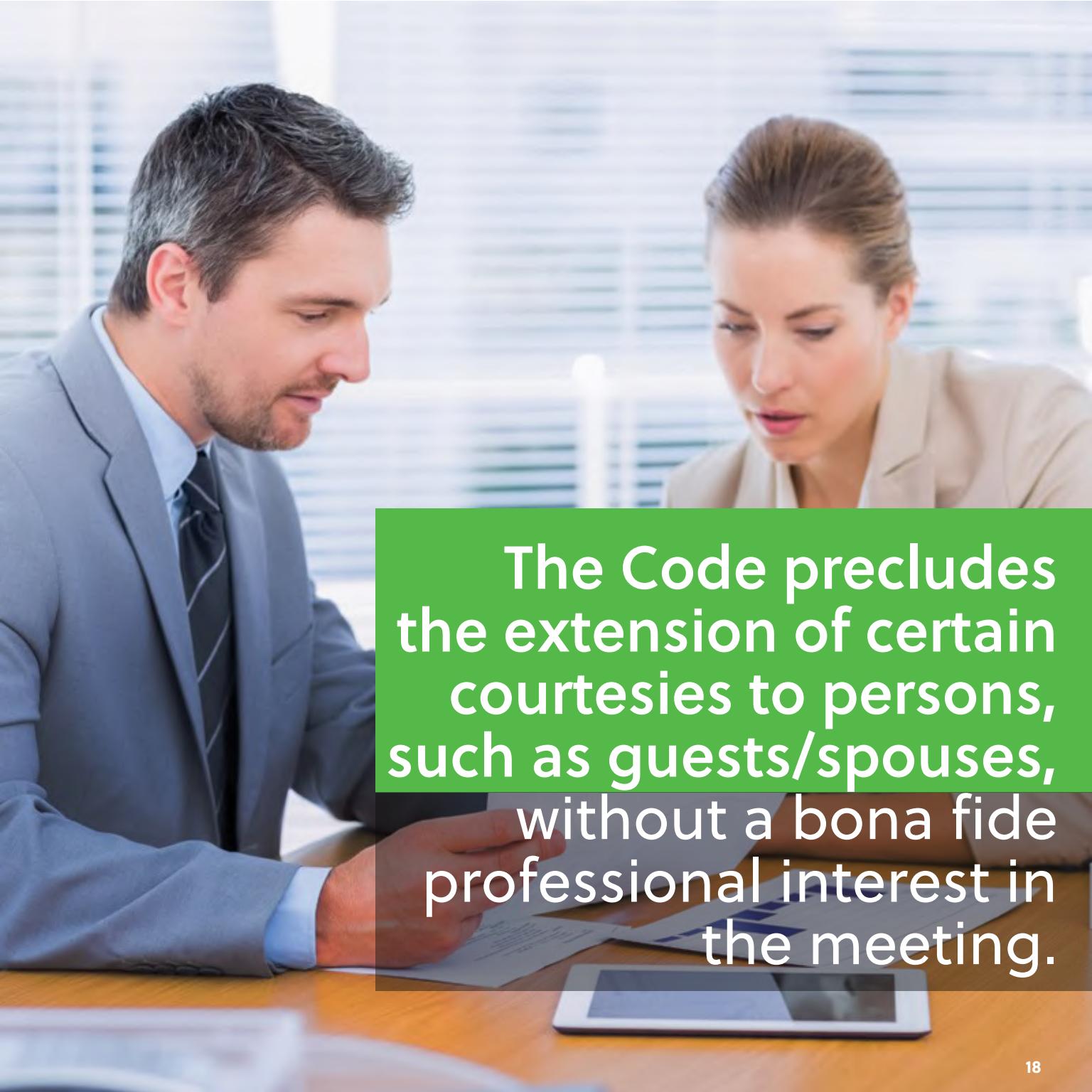
The Company is committed to maintaining ethical interactions with individuals or entities involved in the provision of health care services and/or items to patients or with individuals or entities which purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe Company products ("Health Care Professionals" or "HCPs"). Collaboration between HCPs and the Company is important for promoting the advancement of Company technologies, the safe and effective use of Company products, encouraging bona fide research and education, and fostering charitable giving.

However, as interactions with HCPs are governed by laws, such as the federal Anti-kickback Statute and state and international counterparts, as well as other applicable regulations and government guidance ("Applicable Laws"), Company employees must ensure that all interactions with HCPs are in full compliance with applicable laws and ethical business practices. Accordingly, the Company has adopted the AdvaMed Code of Ethics on Interactions with Health Care Professionals ("AdvaMed Code") as well as the MedTech Europe Code of Ethical Business Practice

("MedTech") and has incorporated their principles into this Code to ensure compliance by Company employees and agents. For any questions concerning interactions with HCPs, contact the Company's Compliance department at compliance@surgalign.com. Maintaining compliance with applicable laws and regulations ensure that the decisions made regarding our products are with the best interests of the patients.

Surgalign complies with the Physician Payment Sunshine Act that is part of the Patient Protection and Affordable Care Act of 2009 which focuses on providing transparency in industry collaboration with HCPs to the public. In addition, certain jurisdictions such as Massachusetts, Vermont, and Belgium, have enacted transparency legislation. This Code and Company policies incorporate compliance with these applicable reporting requirements by reference.

Finally, providing gifts to Health Care Professionals is prohibited under the AdvaMed and MedTech Codes of Ethics on Interactions with HCPs, which the Company has adopted into practice and is incorporated into the relevant policy. For any questions related to this matter, please contact the Compliance department at compliance@surgalign.com.

A professional photograph of a man and a woman in business attire. They are seated at a table, looking down at a document or piece of paper. The man is on the left, wearing a grey suit and tie, and the woman is on the right, wearing a light-colored blazer. A smartphone lies on the table in front of them.

The Code precludes the extension of certain courtesies to persons, such as guests/spouses, without a bona fide professional interest in the meeting.

TO OUR SHAREHOLDERS

We must maintain the trust of our company owners.

Conflicts of Interest

It is important to avoid not just an actual conflict of interest but even the appearance of a conflict with your job responsibilities. As a standard business practice, conflict of interest disclosures are made at the time of hire. Employees are required to update their Employee Conflict of Interest Disclosure Form if there is a change in circumstances. Company officers and employees who purchase goods or services for the Company or who enter into and administer contracts on behalf of the Company must file this form annually regardless of a change in circumstances.

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise if an employee, officer or director (or a family member) takes actions that make it difficult for him or her to perform duties objectively or receives improper personal benefits.

Updates to your Employee Conflict of Interest Disclosure Form should be submitted to your direct supervisor. From there the needed steps will be taken to address any conflict. The form and additional instructions can be found on the Intranet in the Forms & Policies section. They are also available by request from the Human Resources department.

The following areas of conflicts of interest must be avoided:

- Ownership interest (of more than 1% in the securities of a publicly-traded company) in suppliers, customers, or competitors;
- Consulting or employment relationships with customers, suppliers or competitors;
- Outside business activity that is competitive with any Company business;
- Outside activity substantial enough to raise questions about an employee's ability to devote appropriate time and attention to assigned job responsibilities; or
- Service on a board of directors of any customer, supplier or competitor, except when such service is known to the Company and approved in advance by the CEO.

OUR COMMITMENT



Securities Trading & Insider Information

Company policy forbids unauthorized disclosure of material non-public information about the Company or the companies it deals with, and both Company policy and the law forbid profiting from material non-public information relating to the Company or the companies with whom we do business.

Material information includes any information that a reasonable investor is likely to consider important in determining whether to buy, sell or hold the Company's stock.

Examples of material information include:

- Internal financial information;
- Commencement of a new business or development or approval of a new product or technological breakthrough; or
- Contemplated acquisition of another company or disposition of an existing business to another company.

Information is considered non-public if it has not been disseminated in a manner making it available to investors, generally such as disclosure in the Company's quarterly conference calls with investors or periodic reports to its stockholders, inclusion in a press release or widely reported in the media, and investors have a reasonable period to react to the information.

Like proprietary information, all employees should take great care not to disclose material non-public information within the Company, inadvertently or unnecessarily, and in no event to disclose such information outside the Company. Employees should not discuss Company business where unauthorized persons may be present such as in elevators or restaurants, even if no names are used. In addition, disclosures to others

within the Company are permissible only on a need to know basis. Employees uncertain about the rules on buying or selling Company securities, or securities of companies familiar to them as Company employees, should consult the Company's CFO, Corporate Secretary, or manager of SURGALIGN's stock plan before making any purchases or sales.

Proprietary Information

Proprietary information is any information not publicly available, but of value to the Company or its competitors, or any information that is exclusively owned. Inappropriate disclosures may destroy the information's value, harm the Company's competitive position, violate laws or constitute breaches of agreements.

The most common examples include, but are not limited to:

- Financial data
- Revenue figures for products or product groups
- Planned new advertising programs
- Acquisition or divestiture of business or products
- Manufacturing processes
- Customer and supplier lists
- Wage and salary data
- Company policy or management changes

OUR COMMITMENT TO OUR SHAREHOLDERS (CONT.)



Documents may be confidential or proprietary even though they do not bear a legend stating "Confidential" or "Proprietary."

To adhere to the Company's guidelines regarding proprietary information, employees:

- Should discuss proprietary information with other Company employees only on a need-to-know basis;
- Should remain alert to inadvertent disclosure of proprietary information, such as in social conversations or normal business relations with suppliers, customers and others;
- Should not discuss proprietary information where non-employees of the Company may overhear such as in elevators, airplanes, restaurants, etc.;
- Should not accept proprietary information from third parties unless such information is subject to a written confidentiality agreement prepared by the Company's CFO;
- Should not participate in an illegal or improper acquisition of another's proprietary information.

A close-up photograph of a man with dark hair and a beard, wearing a light blue button-down shirt. He is looking intently at a laptop screen on his left, with his right hand resting against his chin in a thoughtful pose. A white coffee cup is visible in the bottom right corner.

**Information is considered
non-public if it has
not been disseminated in
a manner making it
available to investors.**

OUR COMMITMENT TO OUR SHAREHOLDERS (CONT.)

Antitrust, Fair Pricing & Fair Competition

Antitrust laws are designed to maintain a free, open and competitive marketplace. Under these laws, competitors are prohibited from agreeing upon or "fixing":

- Terms and conditions of distribution of their products;
- Prices to charge for their products or margins;
- Advertising or promotion of their products;
- Territories in which to distribute products;
- Customers to whom products are distributed;
- Product types, product lines or amounts that companies can produce or distribute; or
- Matters related to competitive bids.

It is the Company's practice that employees must not discuss such matters with competitors or attend/participate in any meeting where such matters are discussed.

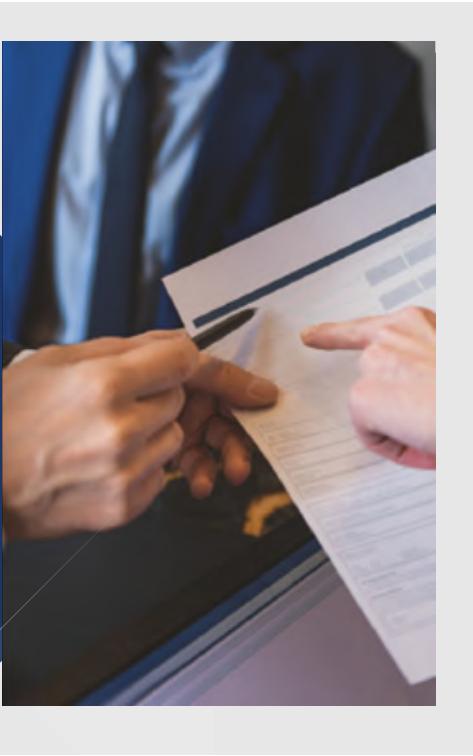
An employee should discuss the implications of any of the following practices or arrangements with the Company's CFO or General Counsel:

- Predatory practices and attempting to monopolize a market;
- Tying, bundling and reciprocity arrangements;
- Restrictions on Company distributors, such as establishing a minimum price that a distributor must charge for the Company's products;
- Discrimination in pricing or promotions, such as charging different prices for the Company's products to similarly situated customers;
- Boycotting practices, for example persuading another Company not to do business with a competitor; and
- Restrictions on dealing in goods of a competitor, for example, conditioning distributions of Company products on a customer's refusal to deal with other suppliers.

A close-up photograph of a person's hand holding a sleek, silver ballpoint pen. The hand is positioned as if it is in the middle of writing on a white sheet of paper. The background is blurred, creating a soft focus effect.

Antitrust law is complex;
therefore, the Company's
counsel must be consulted
in advance
with regard to any
practice or arrangement,
which could be viewed
as a violation
of antitrust laws.

OUR COMMITMENT TO OUR SHAREHOLDERS (CONT.)



Government Reporting, Investigations, Audits, Subpoenas & Litigation

It is the policy of the Company to cooperate fully with governmental investigations. Whenever employees know or reasonably believe that a governmental investigation or inquiry is under way, they must communicate the details immediately to the Company's CFO.

Given the importance of such investigations, no employee should ever:

- Destroy Company or personal documents, records, or other data while anticipating requests for the documents from a government agency or court;
- Alter Company or personal documents or records;
- Lie or make misleading statements to a government investigator; or
- Attempt to keep any person from giving information to government investigators or attempt to induce anyone to offer false or misleading information.

Employees have a right to be represented by conflict-free counsel even if investigators pose questions off Company premises, for example, after work hours or at home. An employee may not be denied the time to consult legal counsel before answering questions from government investigators, especially when such inquiries may subject the employee to criminal or civil liabilities.



**Discussion of pricing
strategies or other
confidential matters
with competitors
or participation in
such meetings is
prohibited.**

OUR COMMITMENT TO THE PUBLIC



The stakes for not behaving ethically are high. If we do not act in an ethical manner, we risk jeopardizing the credibility of our company, customers we serve, patients we impact, our employees, and everyone that does business with us.

Respect for the Environment

We follow laws and regulations relating to the environment, including those laws and regulations regarding the handling, storage, use, and disposal of hazardous materials and infectious wastes.

Anti-Boycott Laws, Embargoes, & Other Trade Restrictions

The Company, including all domestic and foreign subsidiaries, must comply with U.S. law and Company policy, which prohibit compliance with the boycott of several countries. The Company and its subsidiaries cannot refuse to do business with such countries or blacklisted firms.

In addition, the Company must report to the U.S. government the receipt of certain requests for information, declarations or other statements relative to such boycotts. Participation in certain boycotts may also violate laws of other countries. Any questions in this area should be directed to the Company's CFO.

The law of the U.S. and other countries where the Company does business from time to time prohibits or restricts direct or indirect dealings, not specifically licensed, with certain countries or with persons and companies controlled by the governments or nationals of some such countries. U.S. law also prohibits or restricts dealings with certain parties identified by the U.S. Commerce and Treasury departments.

The Company's
policy is to reject
business that is
available only
**through improper or
illegal payments.**



OUR COMMITMENT TO THE PUBLIC (CONT.)

Anti-Corruption & Anti-Kickback

The Company strives to maintain the highest ethical and legal standards. We understand and comply with the public sector contracting and procurement laws, such as the Foreign Corruption Practices Act (FCPA) and other international laws where the Company conducts business. This includes any payments to health care professionals, who in many foreign countries are considered public officials as a result of their employment or reimbursement by a publicly funded health system or insurance company.

- Our Company prohibits direct or indirect payment of any funds, or the providing of any gift or financial benefit, to any foreign government official, officials of public international organizations, candidates for foreign political office, party official or representatives of a government official, candidate or political party, or to any other person with the knowledge that the payment, gift or financial benefit will be offered, given or promised to any such person.
- It is not acceptable to offer or accept any gifts, gratuities, or entertainment to or from an official of any domestic or international government.
- It is against Company policy to request reimbursement for any partisan political contributions. This includes expense accounts or other types of reimbursement the Company normally covers, directly or otherwise.
- The provision or acceptance of entertainment or other recreational activities could implicate liability for employees and the Company under applicable anti-bribery and anti-corruption laws.

The Federal Anti-Kickback Statute prohibits the offering of funding or the provision of any other items of value with the intent to induce or reward the use of healthcare products that are reimbursed by federal healthcare programs. Such practices may result in felony conviction punishable by fines and imprisonment.

External Communications

As a highly regulated and publicly held company, it is important to govern messaging and communication to external audiences such as financial, media, government, customers and other public audiences. Communicating with these audiences must be done in a thoughtful, careful and appropriate manner to comply with regulations, corporate branding and messaging.

External communications, including but not limited to financial communications, press releases, presentations, advertisements, promotions, collateral or electronic communications, among others, must follow appropriate review and approval procedures as outlined in company policies and practice. If you are contacted and asked to discuss company business with any members of financial, media, government or other external audiences, refer them to Corporate Communications or the CFO.



Only copies
of presentation
materials that
have been
cleared by
**Corporate
Communications**
are permitted to be
distributed.

ADMINISTRATION OF THE CODE



Code of Conduct Issuance of & Amendments

The Company's Compliance Committee is responsible for approving and issuing the Code. It is reviewed periodically by the Compliance and Legal departments, as revisions may be required due to legal or regulatory changes, changes in the business, or business environment.

Enforcement of the Code of Conduct is overseen by the Compliance, Legal, and Human Resources departments. Disciplinary action for violation of the requirements of the Code will vary based on the severity of an incident, history of violations, and other factors. Sanctions range from a verbal reprimand and retraining on relevant policies to termination of employment or disaffiliation from the Company.

Certification

All employees, managers and executives are required to certify that they have read, understand, are in compliance with, and will continue to comply with this Code. Executives are required to certify that they have read, understand are in compliance with the Code of Conduct annually. Under no circumstance does your failure to read the Code, sign and acknowledge the Code, or certify online that you have reviewed the Code exempt you from your obligation to comply with the Code.

Requests for Waivers

While some standards in the Code of Conduct require strict application (and exceptions or waivers are not allowed), others do allow for waivers. For example, minor conflicts of interest may be resolved by disclosing the conflict to all interested parties.

Any waiver of the Code of Conduct for directors and executive officers may be made only by the Board of Directors and must be promptly disclosed to shareholders of the Company through the Company's website. Employees who are not executive officers and believe they merit a waiver, should first contact their supervisor. If the supervisor agrees that a waiver is warranted, the supervisor may forward a request for a waiver to the head of the Compliance department, where the request will be reviewed and either approved or denied.



**Integrity and honesty are
an integral part of the
Code of Conduct.**

ACKNOWLEDGEMENT & CERTIFICATION OF YOUR COMMITMENT TO SURGALIGN'S CODE OF CONDUCT

I understand that as a Surgalign employee I must embrace our Code of Conduct. These principles support and promote our way of doing business and protect our employees, business relationships, financial integrity, patients, and shareholder value. As a condition of my employment with Surgalign, I agree to abide by these important and sustaining rules of conduct and confirm as follows:



ACKNOWLEDGEMENT & CERTIFICATION OF YOUR COMMITMENT TO SURGALIGN'S CODE OF CONDUCT (CONT'D)

I Understand and Endorse the Code of Conduct and Related Policies

It is my responsibility to be familiar with the Surgalign Code of Conduct and related policies and procedures and to understand my obligations as outlined in this document.

I acknowledge that I have received, read, understand, and agree to this Code without limitation. I also understand that I have the responsibility to periodically review and comply with other Surgalign policies and procedures that apply to my job responsibilities at Surgalign. I confirm that I have access to these documents through the Company intranet, and if I would like a hard copy, I know that I can ask Human Resources for one.

I Have an Obligation to Report Violations

I agree to report any actual or suspected violations of the Code, policies, laws, and/or regulations of any jurisdiction where I work. I am aware of the various reporting mechanisms that are available to me to report issues and know where to go to refresh my recollection of reporting options. I understand that The Ethics & Compliance Hotline and website are anonymous options to report these violations and compliance concerns.

I know that I can contact the Surgalign hotline at 1-855-231-0619 or www.surgalign.ethicspoint.com. I also understand that employees who report violations in good faith will be protected against any retaliation. I further understand that Surgalign will use The Ethics & Compliance Hotline in accordance with local laws.

I Understand and Accept the Consequences of Violating these Principles

I understand that a violation of the policies and ethical standards outlined in the Code or related policies will subject me to disciplinary action up to and including termination. The Code does not, nor is it intended to, confer any rights or benefits of employment, or constitute an assurance of continued employment or a change in employment status.

Signature

Date

Printed Name

Office Location



Q: I have just hired an employee from a competitor. May I ask the employee to divulge information about his former employer?

A: No. It is improper, and often times illegal, to obtain confidential information about a former employer. Additionally, employees approached with offers of proprietary information, or with any information believed to have originated illegally or improperly, must immediately refer the matter to the Company's General Counsel.

Q: How do I know whether I am aware of "material" nonpublic information about the Company?

A: Information is material if it is important to an investor making a decision about buying or selling the company's stock. This information includes financial results, business acquisitions or sales, senior management changes, government investigations, changes in significant customers and product recalls. If you are unsure whether you have material information, refrain from trading and consult your manager or the Legal department.

Q: What is a "kickback?"

A: A "kickback" is something of value provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with the award of a contract.



Q: May I hire my brother to do some contract work for the Company if his rates are the best rates available?

A. No. The Company generally prohibits business dealings with employees' family members. Regardless of your brother's rates, the Company will not hire him to perform services under a contract if he will be working under your supervision or if you have any influence over the decision to employ him.

Q: I just received a call from a government agency requesting information on one of our customers. Should I provide the requested information?

A: You should contact the Legal department before providing any information about a customer to a third party. The Company always seeks to cooperate fully with law enforcement investigations, but it must also take into account certain additional considerations and the potential liability to a customer for providing information beyond that which is appropriate under the law.

Q: What should I do if I am attending a trade association meeting and hear several members discussing pricing strategy?

A: Do not participate in the conversation. Immediately excuse yourself from the meeting and promptly contact the Company's Compliance department by any of the approved reporting methods. In the United States and in many other countries, discussing these types of matters with competitors may be viewed as price-fixing and can lead to jail sentences, fines and large damage awards.



Q: What should I do if I come across an Internet chat room that is discussing certain information I believe to be proprietary to the Company?

A: Immediately refer the matter to the Company's CFO. Each employee is responsible for protecting the proprietary information of the Company.

Q: A competitor is constantly making misleading and disparaging comparisons with our product. What can I do to counter this?

A: The Company expects its employees to compete vigorously and effectively but never unfairly. Therefore, you must make sure that any comparisons with the competition are fair and accurate.

Q: Our distributors are required to have an approved product registration to sell our products. This process can take months, but the distributor suggests he can expedite the process if we are willing to pay the approving agent an extra amount. It looks large. May I pay the extra cost?

A: This is a payment to a government official and needs to be approved in advance by the Legal department and your manager. It does not matter that the payment may be made by our distributor. It is still attributable to our business. Since the extra amount suggested is large, it does not fall under the narrow exception that allows small payments to expedite routine transactions; therefore, the payment is prohibited.



Q: Over the past year, I have been working very closely with one of our top vendors. During the holiday season, I receive a beautiful fruit basket from the vendor. What should I do?

A: Accept the gift graciously. If the vendor continues to send gifts, politely advise the vendor of the Company's policy. In the event the gift had been of substantial value (greater than \$25.00), advise the vendor of the Company policy and report the gift to the Company's Compliance Officer at compliance@surgalign.com. You may be required to return the gift or if it is impractical to return the gift, you should turn the gift over to the Company for charitable or other lawful uses.

Q: What should I do if I am asked questions by the media after making a scientific presentation at a conference?

A: You cannot share any information beyond that provided to the general investing public. You are required to obtain his or her name and affiliation and report the conversation to our Corporate Communications department. Only copies of presentation materials that have been cleared by Corporate Communications are permitted to be distributed.

Q: I received a phone call from a local newspaper asking my opinion on the Company's practices on hiring and retention of employees. What should I say?

A: Refer the call to our Corporate Communications department. Communicating information prematurely, incorrectly, or without proper clearance, no matter how innocent that communication may seem, could have a serious impact on the Company. It could affect the Company's competitive position, stock price, litigation or shareholder value.



Q&A

Q: One of the surgeons I have had interactions with regarding our product design sent me an image of one of our implants, but it had confidential patient information on it that is not necessary for me to know. Can I just save it and black out the patient information?

A: No. You must delete the file and ask the doctor to re-send a file with the confidential information already removed. Remind the individual that we must not have any access to individual patient identifying information in these files, documents, or other information received that is not necessary for our job responsibilities.

Q: A colleague asked me to send marketing materials to the printer for distribution to our clients. In looking through the materials, it appears that certain statements about our products and services are inconsistent with those in earlier approved marketing materials. Should I send the materials to the printer?

A. No. You should raise the issue with your manager to have the materials reviewed to determine if they meet the Company's advertising requirements as well as local and regulatory requirements. Employees can also contact the Legal department or head of the Compliance department.



Q: I have an idea to reduce subscription costs for trade publications. The office would get just one subscription to each journal or newsletter, which would then be circulated to everyone with instructions to copy any articles they want. Is this a good, cost-cutting measure?

A: No. While we want to cut costs, part of your idea would infringe copyright law. It is legal to circulate the publications, but not to have employees make separate file copies of articles for their later use. If they need file copies, they must first obtain legal permission or purchase additional copies of the publications.



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