
ALIVEDX CODE OF BUSINESS CONDUCT FOR DISTRIBUTORS

This Code of Business Conduct for Distributors applies to each distributor of Clinical or Alba products. The Code summarizes values and principles that reflect AliveDx's and its affiliates' (the "Company" or "We" or "us") standards for ethical, lawful business conduct. It is a general guide to appropriate business behavior. The contents of this Code must be combined with experienced judgment, common sense and the principles below to guide the conduct of each distributor and sales agent's behavior while distributing the Clinical or Alba products lines.

Company expects from its Distributors:

- **Honesty.** To be honest and forthright with the Company, customers, communities and suppliers.
- **Integrity.** To deliver what is promised, to stand for what is right and to avoid situations that constitute a conflict of interest or that create the appearance of such a conflict.
- **Respect.** To conduct business with dignity and fairness.
- **Trust.** To build confidence through open and candid communication.
- **Responsibility.** To speak up, without fear of retribution, and report concerns, including violations of laws, regulations and Company policies, and to seek clarification and guidance whenever there is doubt.
- **Citizenship.** To obey the laws of the countries in which we conduct business and to do our part to improve the communities in which we live and work.

Each Distributor is responsible for its employees' actions. Violation of this Code can adversely affect the Company, its corporate reputation and credibility and the confidence of its customers, end-users and investors. Violations by a Distributor may result in the termination of its contractual agreement with the Company. Violation of applicable laws may result in civil liability and even criminal prosecution. This Code may be modified or revised from time to time by Company in its sole discretion.

We seek to promote a culture of honesty and transparency in our business. Any distributor who has a question or concern about the requirements of our Code of Business Conduct for Distributors or the conduct of a Company representative may communicate that concern to your Company Regional Manager.

All cases of questionable activity or improper conduct will be reviewed for appropriate action. There will be no reprisal against a Distributor for the good faith reporting of a violation or suspected violation, or for making an inquiry about the appropriateness of an anticipated course of action.

Thank you for doing your part to create and maintain an ethical business environment.

This Code of Business Conduct applies to all Company Distributors. As used in this Code, the term "Distributor" refers to any company or individual who purchases, promotes and markets AliveDx Clinical or Alba products for sale or resale, whether as a distributor, dealer or sales agent. All Distributors must read the Code, and conduct business according to its standards.

Legal compliance requirements are stated in the written Distribution Agreement between the Distributor and the Company. These requirements are part of the Company's Code of Business Conduct for Distributors. It is the Company's policy to do business only with Distributors who comply with this Code and operate their business in a legal and reputable manner.

I. COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS: ANTI-CORRUPTION LAWS

Company expects its Distributors to conduct their business in accordance with anti-corruption laws and regulations applicable to Distributor, including the US Foreign Corrupt Practices Act, international treaties, national laws, import/export sanctions and rules. It is the Distributor's responsibility to know and comply with all laws that govern its operations. Illegal conduct by a Distributor may result in the termination of the Distribution Agreement by the Company. Some misconduct may result in civil liability and even criminal prosecution.

Distributors shall not conduct business using bribes, kickbacks, or otherwise in any manner to influence government officials in return for obtaining or retaining business, as outlined in numerous international and national laws, including the U.S. Foreign Corrupt Practices Act (FCPA).

II. GIFTS AND ENTERTAINMENT

It is the Company's strict policy not to give gifts or provide entertainment to its customers. However, Company recognizes that Distributors occasionally may provide inexpensive, branded or non-branded items as gifts to health care professionals, if they are modest in value and in accordance with the national and local laws, regulations and industry and professional codes of conduct of the country where the health care professional is licensed to practice.

Gifts must relate to the health care professional's practice, benefit patients or serve a genuine educational function. Gifts must not be given in the form of cash or cash equivalents.

It is not permitted to disguise a gift as a contribution to a third party, even a charitable organization, if the purpose of the gift is to obtain or retain business. In addition, even modest gifts may be a violation of anti-bribery laws.

Distributors are expected to understand and abide by the laws and regulations applicable in their country and industry. This section is not intended to address the legitimate practice of providing appropriate sample products and opportunities for product evaluation.

III. COMPLETE AND ACCURATE BOOKS AND RECORDS

Distributors must record all transactions in their accounting records accurately, fairly, in reasonable detail and on a timely basis. Distributors certifying the correctness of records, including vouchers or bills, should have reasonable knowledge that the information is correct and proper.

Side agreements, obtaining or creating "false" invoices or other misleading documentation or the invention or use of fictitious sales, purchases, services, loans, entities or other financial arrangements is prohibited.

Payments to Company should only be made to the appropriate corporate entity at the corporate address as specified in the agreements covering the Distributor's relationship with Company. No payment shall be made to Company in cash.

IV. INTERACTIONS WITH HEALTH CARE PROFESSIONALS

Each Distributor is expected to abide by the applicable laws and regulations governing interactions with healthcare professionals.

Company is a member of MedTech Europe and of AdvaMed, respectively the European and US based association representing manufacturers and suppliers of medical technology, including with regards to MedTech Europe, national trade and pan-European product associations. MedTech Europe and AdvaMed have each developed industry codes to promote ethical interaction between persons and organizations who market and sell medical devices and those who purchase or

prescribe them within MedTech Europe and AdvaMed respective scope and geographies ("Health Care Professionals"). Company expects its Distributors in relevant geographies to abide by the MedTech Europe Guidelines on Interactions with Health Care Professionals built into MedTech Europe Code of Ethical Business Practice which can be found through MedTech Europe website at [MedTech Europe, from diagnosis to cure - Homepage](#), and by the AdvaMed Code of Ethics which can be found through AdvaMed website at [AdvaMed® Code of Ethics® - AdvaMed®](#).

V. *CONFLICTS OF INTEREST*

Distributors should operate their business without conflicts of interest. A Distributor may not employ or pay any person who is employed by a government entity. A Distributor may not employ or pay a person who is employed by a customer of the Distributor.

VI. *ANNUAL CERTIFICATION*

Each Distributor shall, on an annual basis and when requested by the Company, certify in writing its compliance with this Code and shall disclose in writing to the Company any violations of or exceptions to the Code.