



# Code Of Business Conduct

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## Directors' Code of Conduct

The Board of Directors of Ortec, Inc. has adopted this Directors' Code of Conduct to guide the directors in recognizing and addressing ethical issues and in ensuring that their activities are consistent with the Company's values and commitments of:

### The Guiding Principles



The Code is intended as a reflection of our Guiding Principles, since no code or policy can anticipate every situation that may arise. Directors with questions about the Code's application to particular circumstances are encouraged to discuss the issue with the Company's Secretary or with the Chairman of the Board of Directors.

### Compliance with Laws and Company Policies

Directors are expected to comply with applicable laws and Company policies and to monitor legal and ethical compliance by the Company's officers and other employees.

### Conflicts of Interest

Directors must avoid any conflicts of interest with the Company. A "conflict of interest" exists when a director's personal or professional interest is adverse to, or may appear to be adverse to, the interests of the Company. A conflict situation can arise when a director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a director, or members of his or her family, or an organization with which the director is affiliated, receives improper benefits as a result of the director's position. Any situation that involves, or



may involve, a conflict of interest must be promptly disclosed to the Company's Secretary.

### **Corporate Opportunities**

Directors owe a duty to the Company to advance its legitimate interests. Directors may not take for themselves personally or for other organizations with which they are affiliated opportunities discovered through the use of Company property, information, or position. No director may compete with the Company or use Company property, information, or position for personal gain.

### **Competition and Fair Dealing**

Directors shall endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees, and shall oversee fair business dealing by the Company's officers and employees. No Director should take unfair business advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Directors and members of their immediate families may not accept gifts from outside persons or entities when the gifts are made in order to influence the director's action as a member of the Board, or where acceptance of the gifts could create the appearance of impropriety.

### **Confidentiality**

Directors must maintain the confidentiality of information entrusted to them by the Company or its customers, and any other information which comes to them about the Company, except when disclosure is authorized or legally required. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers if disclosed.

### **Protection and Proper Use of Company Assets**

Directors must protect the Company's assets and ensure their efficient use. Directors must not use Company time, employees, supplies, equipment, buildings, or other assets for personal benefit, unless the use is approved in advance by the Chairman or is part of a compensation or expense reimbursement program available to all directors.

### **Encouraging the Reporting of any Illegal or Unethical Behavior**

Directors should promote ethical behavior and take steps to ensure that the Company (a) encourages employees to talk to supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Employee Handbook; (c) informs employees that the Company will not permit retaliation for reports made in good faith.

For the avoidance of doubt, nothing in the Employee Handbook prevents Company employees from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, and any agency Inspector General, or from making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Company employees do not need prior authorization to make any such reports or disclosures and are not required to notify the Company that they have made such reports or disclosures.

### **Enforcement**

The Board shall determine appropriate actions to be taken in the event of violations of this Code. Directors should communicate any suspected violations of this Code promptly to the Secretary. The Secretary, or their designee, will investigate violations, and will ensure that appropriate remedial action is taken.

### **Waivers of the Code of Business Conduct and Ethics**

Only the Board may waive a Company business conduct or ethics policy, and the waiver must be disclosed to shareholders within four business days of such waiver.

### **Regular Review**

The Board shall review and reassess the adequacy of this Code regularly and make any amendments that it deems appropriate.



## Supplier Code of Conduct

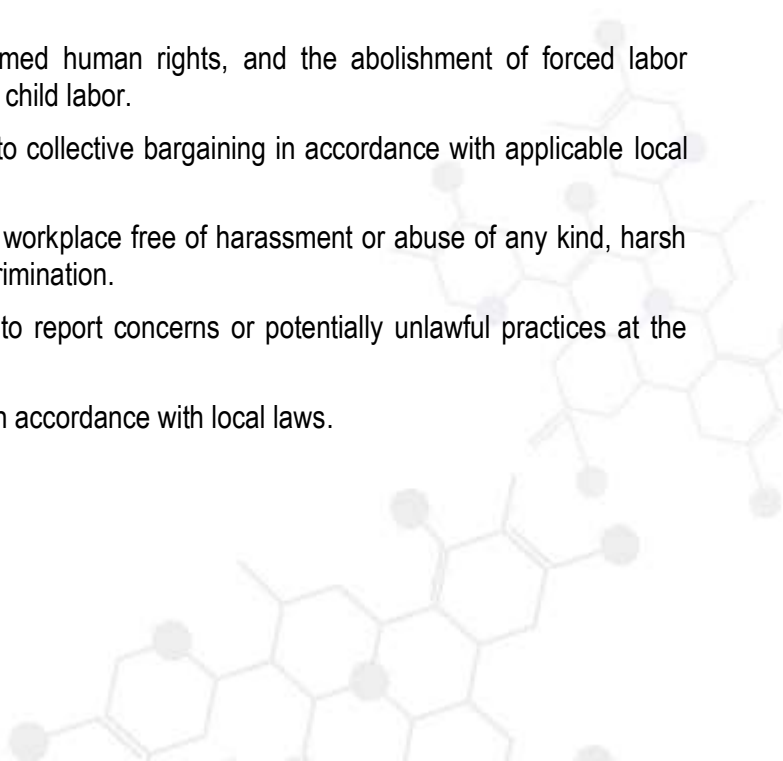
We have committed to the principles of ChemStewards® and want to partner with our suppliers to further develop their sustainability performance in our supply chain. We expect our suppliers to fully comply with applicable laws and to adhere to internationally recognized environmental, social and corporate governance standards (ESG standards). We also expect our suppliers to use their best efforts to implement these standards with their suppliers and subcontractors.

We particularly expect you as our supplier to support, embrace and enact the following ESG standards, which are based on the ten principles of the United Nations Global Compact initiative, the United Nations Guiding Principles on Business and Human Rights, the International Labour Organization, Declaration on Fundamental Principles and Rights at Work, and the principles of ChemStewards®:

### Environment

- You comply with all applicable environmental, health and safety regulations.
- You promote the safe and environmentally sound development, manufacturing, transport, use and disposal of your products.
- You ensure by using appropriate management systems that product quality and safety meet the applicable requirements.
- You protect your employees' and neighbors' life and health, as well as the general public at large against hazards inherent in your processes and products.
- You use resources efficiently, apply energy-efficient and environmentally friendly technologies and reduce waste, as well as emissions to air, water and soil.
- You strive to minimize your negative impact on biodiversity, climate change and water scarcity.

### Social

- You support the protection of internationally proclaimed human rights, and the abolishment of forced labor (including modern slavery and human trafficking), and child labor.
  - You uphold the freedom of association and the right to collective bargaining in accordance with applicable local laws.
  - You treat your employees with respect and provide a workplace free of harassment or abuse of any kind, harsh and inhumane treatment, unlawful practices, and discrimination.
  - You enable your employees and other stakeholders to report concerns or potentially unlawful practices at the workplace.
  - You comply with minimum wages and working hours in accordance with local laws.
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## Governance

- You abide by all applicable national and international trade laws and regulations including but not limited to antitrust, trade controls, and sanction regimes.
- You consider business integrity as the basis of business relationships.
- You prohibit all types of bribery, corruption, and money laundering.
- You forbid gifts to private or public officials that aim to influence business decisions or otherwise encourage them to act contrary to their obligations.
- You respect the privacy and confidential information of all your employees and business partners as well as protect data and intellectual property from misuse.
- You have an appropriate compliance management system, which facilitates compliance with applicable laws, regulations, and standards.

Ensuring the principles of sustainable development in our supply chain is important to us. You may acknowledge the principles stated above or demonstrate your commitment via compliance with your own code of conduct or company policies that embrace these standards. ORTEC, INC. reserves the right to conduct audits or assessments to ensure your compliance and will take appropriate steps regarding our relationship with you if there is a reason for concern. ORTEC, INC. reserves the right to discontinue any relationship for non-adherence to local and international laws, failure to correct violations, or displaying patterns of non-compliance with these standards.

**YOU are part of our supply chain – ORTEC, INC. counts on your commitment!**

For further details and information please visit:

[https://ortecinc.com/cms\\_files/wp-content/uploads/2021/01/Code-of-Business-Conduct-2021.pdf](https://ortecinc.com/cms_files/wp-content/uploads/2021/01/Code-of-Business-Conduct-2021.pdf)



## Environmental Health & Safety Policy

It is Ortec, Inc.'s policy to protect the health and well-being of employees and contractors through the prevention of injury and illness at work. This commitment is based on caring for our employees and aligns with our core safety value.

**Ortec, Inc.** is dedicated to continuous improvement in environmental, health, safety, and security performance. We promote innovative, safe and responsible operations and contribute to a healthy, productive economy. To meet these responsibilities, we pledge to manage our business according to the following principles:

- To make environmental, health, safety and security considerations a priority in our planning and operations for all new and existing products and processes.
- To train employees in their environmental, health, safety and security responsibilities and promote involvement and accountability in these areas.
- To communicate with and engage employees, business partners and the community to foster a greater understanding of environmental, health, safety, and security matters.
- To promote the concepts of product stewardship throughout a product's lifecycle.
- To continuously strive to use our resources efficiently and minimize waste.
- To continuously commit to the prevention of pollution to the environment.
- Comply with applicable laws, regulations and company policies.
- Communicate accurately about product attributes, including product handling and use under foreseeable conditions, through Safety Data Sheets (SDS), labeling and product information.
- Retain sufficient documentation to support this policy.

To comply with all applicable legal requirements and with other requirements to which Ortec, Inc. subscribes which relate to its environmental, health, safety and security aspects.

### Expectations

We will:

- Hold ourselves personally accountable for our safety and the safety of those who work around us, and intervene when an unsafe condition or behavior is observed.
- Engage our employees to own and commit to safety and partner to execute our safety plans.
- Diligently assess our work activities and take measures to address our risk, including eliminating, treating, or mitigating risks.
- Operate within company safety expectations and hold others accountable.
- Conduct regular audits to assess compliance with regulations and company requirements, resolving non-compliant



findings within stipulated timeframes.

- Evaluate and communicate the safety aspects of existing and new products, managing materials to assure compliance, control employee exposures and reduce potential liabilities.
- Require contractors performing work on Ortec, Inc. property to comply with safety standards and facility, area or business specific safety requirements.
- Safely operate vehicles by eliminating/minimizing distractions from mobile communication devices; all occupants must use seat belts when operating mobile equipment or driving/riding on company business.

Leaders are responsible for:

- Ensuring compliance with this policy.
- Assigning an accountable manager who will ensure that product stewardship and compliance requirements are met for all operations.
- Ensuring employees have sufficient training and resources to comply with this policy.

Employees are responsible for:


- Understanding and complying with this policy.
- Engaging relevant subject matter experts when needed to comply with this policy.
- Seeking guidance if they are uncertain about the applicability of this policy to their work.

## Procedures

Employees will:

- Use a common Safety Toolkit to do the basics well and focus on our highest-risk areas.
- Follow all laws and regulations related to occupational health and safety.
- Participate in safety training relevant to their functions.
- Follow relevant business and site-specific safety procedures.
- Share best practices and key learnings.
- Monitor and communicate relevant regulations and updates.
- Report progress against this Policy in health & safety audits.

It is Ortec, Inc.'s policy to integrate environmental, health, and safety considerations into our operations. Implementation of this policy will reduce risk and liability, and ensure compliance with applicable regulations.

A decorative graphic in the bottom right corner of the page, consisting of a complex, interconnected network of hexagonal and pentagonal shapes, resembling a molecular or chemical structure. The lines are thin and grey, and the overall shape is abstract and organic.

# General Business Ethics and International Policy

We do business with INTEGRITY. Always, without exception.

At ORTEC, INC. our reputation for doing business with complete integrity is critical. We are committed to fighting any kind of corruption or bribery. We treat all business partners fairly and compete for business based on the quality of our products and services. Naturally, we expect the same from those we do business with.

## Anti-corruption

We do not get involved in corruption – whatever form it takes. We do not offer or accept bribes and we do everything we can to prevent bribery by others who act on our behalf, for example, by appropriately checking third parties with whom we do business or who provide services.

Furthermore, “facilitation” or “grease” payments (i.e., small cash or non-cash benefits to office holders to facilitate administrative procedures or official acts, e.g., customs clearances, to which the company or the individual is entitled) are not allowed.

## Corruption

Corruption can take many forms, so we are always vigilant and on the alert for any suspicious behavior, such as a business partner asking for unusually high commissions or payments in cash or refusing to accept anti-corruption contract requirements or our Supplier Code of Conduct.

We would rather lose a business opportunity than win by means of corruption. Bribery – whether of a governmental official or in the private sector – is always wrong and has no place in our business.

## Political activity and lobbying

We conduct our lobbying and political communications in accordance with all applicable laws. As a company, we engage in political lobbying to advance our company’s interests, but we do this transparently and do not financially support political parties or organizations close to them.

Ortec, Inc. is committed to doing business honestly and with integrity and to comply with anti-bribery and anti-corruption laws in the U.S., Ireland, and all other countries where we do business. This policy applies to all of our business activities anywhere in the world, whether involving government officials or private commercial activities.

## Expectations

Ortec, Inc. employees are expected to comply with the following standards:

### Use of Funds

Use company funds only for lawful purposes.

### Bribes and Other Payments

Not solicit or accept, or offer, promise, authorize or give bribes or other improper payments to or from anyone, directly or indirectly.

- “bribe” means money, gifts or anything of value to influence someone to do something that is improper, in violation of his or her duty or illegal, or to secure an improper advantage
- “improper payments” includes bribes, kickbacks, excessive gifts or entertainment, or anything of value improperly offered, given or received

“anything of value” means any form of benefit, and includes, but is not limited to, cash, gifts, entertainment, donations, services, or discounts

### **Kickbacks**

Not give or accept anything of value to or from any person that would improperly impact, or might be perceived to improperly impact, the outcome of any business transaction or may place Ortec, Inc. or such other person in a position of obligation.

### **Third Parties**

Do business with third parties that share our commitment to ethical business conduct. Our expectation is that all third parties who provide services to us or act on our behalf, such as agents, sales representatives, distributors, consultants, suppliers, and other business partners, will comply with this policy.

### **Company Records**

Ensure that all payments and activities are accurately recorded and that the company's books, records and accounts accurately and fairly reflect all transactions and dispositions of assets.

Not make or authorize false, inaccurate, misleading or incomplete entries or create any "off-the-book" accounts or otherwise attempt to circumvent the company's system of internal accounting controls.

Maintain a system of internal accounting controls sufficient to provide adequate corporate supervision over all accounting and reporting activities.

### **Agents**

Conduct appropriate due diligence on third-party agents, reach written agreement with this policy before engaging agents, and where appropriate require agents to take our anti-bribery training.

### **Political Contributions**

Obtain approval in advance from the Corporate Legal Department for all contributions by or on behalf of the company to any political parties, candidates for political office, or government officials.

Comply with the company's other policies dealing with the public sector.

### **Foreign Investments**

Make no investment in any foreign entity or business without adequate due diligence and written agreement on compliance with this policy.

### **Facilitation Payments**

Not make facilitation payments (also known as “expediting” or “grease” payments), which are small payments or fees to government officials to secure or speed up routine government action. There are very limited exceptions, such as when facilitation payments are officially published by a government agency and available to the general public or in exceptional emergency situations when an employee's personal safety is at risk. In such situations, the facilitation payment should be immediately reported to the Corporate Legal Department.

### **Promotional Activities**

Only allow payments for the promotion or demonstration of the company's products or services if proper and lawful under the law of the local country. Such payments must be reasonable in amount and legitimately related to our sales and marketing activities. Examples are courtesy gifts, product samples, and meals, travel and lodging related to a site visit.