

Sonendo<sup>®</sup>  
Code of Conduct

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## INTRODUCTION

Sonendo is a medical device company engaged in the business of developing, marketing, distributing and selling innovative and disruptive technologies to transform endodontic therapy. Sonendo is committed to conducting its business activities ethically and lawfully.

This Code of Conduct is intended to be a guide to ensure Sonendo's employees, officers, directors and partners perform their duties and responsibilities in an ethical and lawful manner, including conducting all activities in compliance with the applicable laws and regulations that govern the medical device industry and our business. This Code of Conduct and related policies and procedures apply to all employees, officers and directors of Sonendo, customers and suppliers of Sonendo, and to all consulting and designing physicians and other health care professionals ("HCPs")<sup>1</sup> who provide services of any type to Sonendo.

Sonendo requires ethical business practices and socially responsible conduct. Its employees and agents shall not use any unlawful inducement to sell, lease, recommend or arrange for the sale, lease or recommendation of Sonendo products. An employee who fails to comply with this Code of Conduct shall be subject to disciplinary action up to and including termination.

## COMPLIANCE WITH LAWS

Sonendo and its employees, officers, directors and partners will conduct business affairs and related activities in compliance with all applicable laws, rules and regulations and in accordance with Sonendo's high ethical standards. Sonendo is aware of the need to ensure compliance with those laws, regulations and guidelines which govern Sonendo's business. Supervisors and managers are expected to ensure employee compliance. Individuals who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should consult their immediate supervisor or General Counsel.

## CONFLICTS OF INTEREST

No employee, officer or director will engage in any activity or have any outside interest that might deprive Sonendo of his or her loyalty, interfere with the satisfactory performance of his or her duties, make it difficult to perform his or her duties for Sonendo objectively and effectively or be harmful or detrimental to Sonendo. Additionally, all employees should avoid circumstances where their personal interests may appear to conflict with Sonendo's best interests. Should a question arise regarding a potential conflict of interest, the employee should report the transaction or action to their supervisor and General Counsel immediately. Further, employees, officers and directors must immediately disclose in writing any known conflicts of interest to senior management for resolution. A conflict of interest occurs when a person's private interest interferes or appears to interfere in any way with Sonendo's interests and may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with Sonendo.

<sup>1</sup> HCPs are any individuals involved in the provision of health care service (directly or indirectly) and/or items to patients, and who purchase, lease, recommend, use, arrange for the purchase or lease of or prescribe products of Sonendo.

Examples of actual or potential conflicts of interest include, without limitation:

- An employee, officer or director holds an outside position or is engaged in an outside activity that affects the performance of his or her work for Sonendo
- An employee, officer or director, or any member of his or her family, is employed by, is a consultant to or holds an ownership or other interest (other than a nominal investment in stock of a publicly traded company) in any entity that is a competitor of Sonendo, a supplier or dealer for Sonendo, or is involved in a joint venture with Sonendo.
- An employee, officer or director, or any member of his or her family, acquires any interest in any entity or concern that he or she knows is being considered by Sonendo as a possible merger, acquisition or joint venture candidate.

Business relationships with third parties must be formed on the basis of objective criteria (e.g., price, quality, reliability, technological standard, product suitability, existence of a long-standing and trouble-free business relationship).

An employee, officer or director may not accept cash, gifts, entertainment or benefits that are more than modest. Common courtesies or ordinary social amenities are allowed (such as, for example, a business lunch or business-related entertainment). It is never permissible to accept cash or cash equivalents (e.g., stock, gift cards, loans) of any amount or other favors from any person or business organization that does or seeks to do business with, or is a competitor of, Sonendo. Should an employee, officer or director receive a gift, gratuity or other payment that is not acceptable under the foregoing guidelines, they must immediately return such gift, gratuity or payment and advise the individual of Sonendo's policy.

## **FAIR DEALING & ANTITRUST**

Sonendo will compete for all business opportunities in the marketplace vigorously, fairly, ethically and legally. Sonendo, its employees, officers and directors will comply with all antitrust and other laws regulating competition and trade and will not discuss pricing, cost, production plans, business strategies or any other proprietary or confidential information with its competitors.

Employees, officers and directors will deal fairly with Sonendo's customers, suppliers, competitors, affiliates, independent auditors and other employees and will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

## **PAYMENTS & FOREIGN CORRUPT PRACTICES**

Neither Sonendo nor its employees, officers or directors will make any improper payments to government or non-government officials, employees, customers, persons or entities, nor will they request or accept any improper payment from suppliers, customers or anyone seeking to do business with Sonendo.

Neither Sonendo nor its officers, directors, employees, consultants, distributors or service providers shall make payments on Sonendo's behalf to officials of governments outside of the U.S. for the purpose of obtaining favorable government action or government business, even if the payment is permitted by the laws or customs of the country in which such payment is made. In addition, Sonendo shall not use any intermediary (e.g., a consultant or distributor) to make such payments. A "government official" includes not only elected officials, but also consultants who hold government positions and employees of companies owned by a foreign government, as well as the spouses and other immediate family members of the government official. HCPs working for a government or public academic institution, or government or public hospital, may be deemed to be government officials.

## **RELATIONSHIPS WITH HCPS**

In an effort to ensure the continuous development and commercialization of new products, as well as improvements upon existing products, Sonendo collaborates with members of the health care community for services which include, but are not limited to, training, design, development and evaluation activities.

Sonendo and its employees, officers and directors will abide by all applicable laws, regulations and industry guidelines when contracting with, working with, compensating and otherwise reimbursing HCPs in connection with their work for Sonendo.

Internal policies and procedures addressing such activities will be routinely reviewed and updated as necessary, and all appropriate Sonendo personnel will be trained on the applicable policies and procedures. In contracting with an HCP, Sonendo will not, under any circumstances, consider the value or volume of business, if any, generated by any HCP with whom Sonendo works, and Sonendo will enforce its policies and procedures regarding interactions with such HCPs vigorously and without exception. Using a consultant arrangement to unlawfully induce or reward an HCP to purchase, lease, recommend, use or arrange for the purchase, lease or recommending of Sonendo products is strictly prohibited.

Sonendo will comply with all applicable federal disclosure requirements related to payments to and arrangements with HCPs, including the federal Physician Payments Sunshine Act.

## **MARKETING & SALES**

Sonendo will represent its products and services accurately and will comply with applicable regulatory and legal requirements governing the marketing and sale of its products and services. Promotion and claims made about Sonendo's products shall be consistent with all applicable regulations and indications approved or cleared by the regulatory authority governing our ability to sell products in a given country. No public communication shall be made with the intent of promoting Sonendo's products as safe and effective for any use before applicable regulatory approval is obtained, as required in the territories where Sonendo operates. Off-label promotion, and including off-label information in marketing material, is strictly prohibited.

## **MANUFACTURING & SELLING PRODUCTS**

Sonendo is committed to manufacturing, marketing, distributing and selling products through its sales representatives in a safe and legally compliant manner. In connection with marketing, distributing and selling medical devices and related products, Sonendo has established and will comply with standards that meet or exceed the laws and regulations applicable to such activities.

## **QUALITY**

Sonendo shall provide safe and effective devices that improve the quality of endodontics and dentistry and meet customer and regulatory requirements. Sonendo will comply with all laws and regulations regarding the safety and efficacy of its products and the standards for its manufacturing plants, suppliers and distribution. Sonendo maintains quality systems based on its various operating segments and its business. All employees, as required, shall become familiar with, and abide by, Sonendo's quality system as applicable to them, and report any compromise in the quality of Sonendo's products to the applicable Sonendo personnel designated by the local quality system.

## **PROTECTING PATIENT INFORMATION**

Sonendo will protect the confidentiality of all patient information in full compliance with all federal and local laws, and safeguard such information from misuse, alteration, theft, fraud, unauthorized disclosure and unauthorized use.

## **CONFIDENTIAL INFORMATION**

No employee, director, officer, customer, supplier or service provider, including any HCP who provides services of any kind to Sonendo, will use, for his or her own personal gain, or disclose to any third party, any confidential or proprietary information that he or she obtained as a result of his or her employment with or relationship to Sonendo. Further, employees shall take all reasonable measures to protect the confidentiality of non-public information about Sonendo.

Confidential or proprietary information includes, without limitation, all non-public information that might be of use to competitors or harmful to Sonendo and its customers if disclosed (such as, for example, technical know-how and data, trade secrets, business plans, marketing, sales programs and sales figures, as well as information relating to mergers and acquisitions, divestitures, licensing activities).

## **PROTECTION & PROPER USE OF SONENDO ASSETS**

Theft, carelessness, and waste have a direct impact on Sonendo's profitability. All employees, officers and directors will take appropriate actions to protect Sonendo's assets and ensure their efficient use for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported to General Counsel for investigation.

## RECORDING & REPORTING INFORMATION

In recognition of the fact that accurate information is essential to Sonendo's ability to satisfy legal and regulatory obligations, all employees, officers, directors, independent sales representatives and HCPs who provide services of any kind to Sonendo will record and report all information accurately and honestly. No employee or director will sign or submit, or permit others to sign or submit on behalf of Sonendo, any document or statement that he or she knows or has reason to believe is false.

## WORK ENVIRONMENT

Sonendo will maintain a safe and drug-free workplace that is free from unlawful harassment or discrimination based on race, color, creed, religion, gender, age, disability, national origin, ancestry, citizenship, armed forces service, marital or veteran status, sexual orientation or any other impermissible factor. Additionally, Sonendo expects all employees, directors and officers to conduct themselves in a professional manner with courtesy and respect for fellow employees, vendors, guests, clients and the public.

## GOVERNMENT INQUIRIES

It is Sonendo policy to fully cooperate with any and all government investigations. Accordingly, employees should never alter or destroy any documents, nor should they provide false or misleading statements, to a government investigator or cause / attempt to cause another employee to do the same. If a Sonendo employee receives an inquiry or request (e.g., subpoena, letter, telephone call, email, in-person visit) from any governmental agency, the employee is required to immediately notify their supervisor and General Counsel. Sonendo documents should not be provided to any governmental agency without the prior review by and approval of General Counsel and other relevant legal counsel due to privacy laws and ethical concerns.

Employees may speak with government agents but also have the legal right to (1) choose not to speak with the agent, and (2) have an attorney present if the employee chooses to be interviewed.

## COMPLIANCE

Sonendo's employees, officers and directors are encouraged to seek guidance from supervisors, managers or other appropriate Sonendo personnel when in doubt about the best course of action in a particular situation. Any suspected or known violations of this Code of Conduct, applicable laws, regulations and/or other Sonendo policies should be reported immediately to your supervisor, General Counsel or, as an alternative, by calling Sonendo's Compliance Hotline at:

**949-215-4509 extension 620 or toll free at (844) 766-3636 extension 620**

Or via email at:

**[compliance@sonendo.com](mailto:compliance@sonendo.com)**

When calling the Hotline or reporting via the internet, you may request anonymity. If you do so, your identity will remain confidential except on a “need to know” basis. Certain jurisdictions limit the types of violations that may be reported anonymously, and Sonendo will comply with such restrictions. Reports may be made without fear of retaliation and with assurance that it will be investigated.

Sonendo will promptly investigate any alleged violations. Violations of the Code of Conduct, applicable laws, regulations and/or other Sonendo policies, retaliation against any individual for reporting in good faith a violation, failure to otherwise comply with, or attempts to circumvent the Code of Conduct, applicable laws, regulations and/or other Sonendo policies will not be tolerated and will result in disciplinary action, including termination of employment, where appropriate.

Employees, officers and directors may be required periodically to confirm in writing that they understand and are complying with the Code of Conduct, they are not aware of any violations or have properly reported all violations.