

## COMPLIANCE PROGRAM OVERVIEW

Z-Medica is committed to conducting its business in full compliance with applicable laws. Z-Medica has developed and implemented this Compliance Program to help us meet this commitment.

The Compliance Program applies to all officers, directors, and employees of Z-Medica.

At its heart, the Compliance Program is a set of internal standards and controls intended to promote the prevention, detection, and correction of conduct that is illegal or that does not conform to Z-Medica's standards of conduct. The Compliance Program is intended to be an integral and routine part of Z-Medica's operations and to demonstrate Z-Medica's firm commitment to the highest standards of ethics and compliance.

The Program consists of seven key elements, as described below.

### 1. POLICIES AND PROCEDURES

The Compliance Policies and Procedures are the foundation of the Compliance Program. They are intended to lay out the legal and ethical standards that govern Z-Medica's day-to-day activities and operations, in a manner that can be easily understood and applied by all Z-Medica personnel. The Policies and Procedures are designed to address Z-Medica's key activities and relationships with physicians and other health care professionals, health care institutions, patients, third-party payers, independent contractors, vendors, and consultants, as well as internal Z-Medica operations.

Z-Medica employees and independent contractors performing work on our behalf must acknowledge that they have reviewed the Policies and Procedures and agree that they will carry out their responsibilities in accordance with applicable laws and regulations and Z-Medica policies. The Policies and Procedures are provided to each employee and each contractor upon beginning work with the Z-Medica, and are available at any time from the Compliance Officer.

### 2. COMMITMENT OF COMPANY LEADERSHIP

The effectiveness of Z-Medica's Compliance Program begins with the support and public commitment of Z-Medica's leadership. The members of Z-Medica's Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and the Compliance Officer are committed to governing and growing Z-Medica through ethical and compliant business strategies.

While each member of Z-Medica's leadership has a role in promoting effective compliance, the Board of Directors ultimately is responsible for ensuring that Z-Medica conducts its operations in accordance with applicable laws and regulations. To that end, the Board of Directors shall require regular reports from the Compliance Committee regarding the state of Z-Medica's

compliance efforts and any compliance issues that may have arisen since the last report. These reports shall include, as appropriate, any alleged violation of the Policies and Procedures and its resolution, any audit or review of the Compliance Program that has taken place, and any recommendations for enhancement of the Compliance Program. Apart from these regular reports, if the Compliance Officer becomes aware of a compliance matter that requires more immediate attention, she shall promptly report that matter to the Board of Directors.

Z-Medica recognizes and expects that the roles of individual members of Z-Medica leadership in implementing the Compliance Program may change over time. The Board of Directors, in consultation with the Compliance Committee (and counsel, as appropriate), will evaluate periodically whether the Compliance Officer is able to dedicate sufficient time and attention to compliance functions. In the event that the Board of Directors determines that additional resources are necessary to ensure Z-Medica's effective compliance, the Board shall promptly put those additional resources into place.

### **3. EDUCATION AND TRAINING**

All Z-Medica personnel shall receive education and training on the Compliance Program sufficient to enable them to perform their functions in full compliance with applicable laws, regulations, and the Policies and Procedures. At a minimum, this education and training shall consist of distribution of this Compliance Program Overview and the Policies and Procedures to each employee, officer, and director, and a mandatory acknowledgement that the individual has read and understands the Overview and the Policies and Procedures and agrees to abide by them.

In addition, the Compliance Officer, in consultation with the Board of Directors and the Chief Executive Officer, shall arrange, where appropriate, for Z-Medica to offer more targeted training and education of employees, officers, directors, and independent contractors on laws, regulations, and compliance matters of relevance to their work for Z-Medica. The Compliance Officer shall consult with counsel, as necessary, to determine the need and scope for such additional education and training.

### **4. REPORTING AND INVESTIGATING MISCONDUCT**

It is the responsibility of all Z-Medica personnel to be attentive to possible violations of applicable laws or regulatory requirements or of the Policies and Procedures, and to communicate possible violations to Z-Medica leadership in a manner that will lead to prompt and effective resolution of the matter.

As noted above, the Compliance Committee will be responsible for reporting to the Board of Directors both on a regular basis and as warranted by more immediate compliance concerns. In addition, possible violations of the Policies and Procedures or of applicable laws and regulations may be reported to an employee's manager or supervisor, the Compliance Officer, any member of the Compliance Committee, or anonymously through the employee hotline (1-800-554-1802).

The Compliance Officer shall be responsible for promptly investigating and responding to all reported compliance concerns, with assistance from other management and counsel, as appropriate.

The ability to discuss ethical and legal issues without fear of retribution is vital to the effectiveness of Z-Medica's Compliance Program. Z-Medica makes every effort to maintain, within the limits of the law, the confidentiality of any individual who reports possible misconduct. Moreover, Z-Medica will not tolerate retaliation against any employee, director, or officer who, in good faith, reports an ethical or legal concern.

## **5. RESPONDING TO VIOLATIONS**

Where an internal investigation substantiates a reported violation, Z-Medica will initiate timely and appropriate corrective action. Such action may include, as appropriate and without limitation, suspending billing related to the reported violation until the issue is resolved, imposing disciplinary action, terminating contracts, notifying government agencies, or implementing training or systemic changes to prevent similar violations from recurring. Following appropriate investigation, the Compliance Officer will promptly determine the necessary corrective action, if any, and implement the corrective action.

## **6. MONITORING OF COMPLIANCE**

Z-Medica is committed to making compliance with ethical and legal standards an integral part of Z-Medica's daily operations. As noted above, the Board of Directors is ultimately responsible for ensuring that the Company is conducting appropriate monitoring of its compliance with laws, regulations, and the Policies and Procedures, through regular reports from the Compliance Committee. We expect that the scope and nature of the monitoring function and the reports to the Board of Directors will evolve over time. The Board of Directors shall regularly evaluate, as part of its oversight function and in consultation with Z-Medica officers, whether the Compliance Officer has adequate time and resources to effectively monitor compliance or whether additional resources, including for example a compliance audit performed by a third party, may be necessary.

## **7. DECLARATION FOR PURPOSES OF THE CALIFORNIA ACT**

Z-Medica has established an annual limit of \$3500.00 for gifts, promotional or educational materials, or other items or activities as the aggregate value of the items or activities that may be provided to California health care professionals pursuant to the requirements of Cal. Health & Safety Code § 119402 (S.B. 1765). To the best of its knowledge, Z-Medica declares that as of March 1, 2018, it is in all material respects in compliance with the requirements of the California Act.

## **8. FUTURE DEVELOPMENT AND REFINEMENT OF COMPLIANCE PROGRAM**

Z-Medica expects that the Compliance Program will be updated over time as necessary to reflect the evolving complexity of our operations and address any new areas of risk for Z-Medica. To that end, the Board of Directors and Z-Medica officers shall periodically reevaluate the Compliance Program and implement appropriate measures to enhance the Compliance Program's effectiveness. We are committed to ensuring that Z-Medica and all of its personnel remain equipped to promote full compliance as Z-Medica grows.

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Questions concerning the Compliance Program should be directed to the Compliance Officer ([compliance@z-medica.com](mailto:compliance@z-medica.com)).