



Statement on Compliance with California Law

Effective June 9, 2015, to the best of our knowledge, Surgical Specialties Corporation and its subsidiaries are in all material respects in compliance with a Comprehensive Compliance Program ("CCP") that satisfies the requirements of California Health and Safety Code §§119400-119402, based on our good faith and understanding of the statutory provisions as they may apply to a medical device manufacturer.

Consistent with the Department of Health and Human Services Office of the Inspector General Compliance Program Guidance for Pharmaceutical Manufacturers ("HHS-OIG Guidance"), Surgical Specialties Corporation has tailored its CCP to the nature of its business as a medical device manufacturer. While California Health and Safety Code §§119400-119402 makes reference to compliance with the Pharmaceutical Research and Manufacturers of America Code on Interactions with Healthcare Professionals ("PhRMA Code"), Surgical Specialties Corporation manufactures medical devices rather than pharmaceutical products. Therefore, Surgical Specialties Corporation determined that it was more appropriate for the Company instead to adopt policies and procedures consistent with the AdvaMed code of Ethics on Interactions with Healthcare Professionals ("AdvaMed Code") which, although substantially similar to the PhRMA Code, recognizes significant differences applicable to the medical device industry.

In addition to our CCP, Surgical Specialties Corporation has established an annual spending limit for certain promotional activities directed toward healthcare professionals practicing in California ("Annual Spending Limit"). The Annual Spending Limit is set per year for each applicable California healthcare professional. The Annual Spending Limit applies to gifts, promotional materials, and other items or activities that are provided to an individual California healthcare professional. The only exceptions to the Annual Spending Limit are: i) the value of evaluation product, ii) financial support for continuing medical education forums or health educational scholarships or fellowship grants, iii) payments made for legitimate professional services provided by a California healthcare professional, including reimbursement for reasonable expenses, iv) research grants, and v) patient education materials and health-related items provided for the patient's benefit.

Surgical Specialties Corporation is committed to the highest standards of ethical and legal conduct. We have developed a CCP that is reasonably designed to prevent and deter violations, and includes the following:

1. **Written Standards.** We have established and implemented Guide of Business Conduct as well as a Compliance Policy that is consistent with the AdvaMed Code.
2. **Leadership and Structure.** We have established effective oversight over the CCP, including selection of a Chief Compliance Officer to develop, operate, and monitor the CCP. This individual is also the Chief Financial Officer who reports regularly to the Audit Committee of our Board of Directors on matters relating to compliance. The Chief Compliance Officer helps ensure that the compliance



program is reasonably designed, implemented, and enforced so that the program is effective in preventing and detecting unlawful conduct and promotes a corporate culture that encourages ethical conduct and a commitment to compliance with the law.

3. **Training and Education.** All employees receive copies of our Guide of Business Conduct and certify that they have read, understood, and agree to abide by these written standards. All appropriate employees receive annual training on the AdvaMed Code and certify that they have understood, and agree to abide by these standards.
4. **Lines of Communication.** To facilitate an open door environment, we have adopted confidentiality, Guide of Business Conduct and other compliance policies as well as mechanisms to facilitate anonymous reporting including a Whistleblower policy and hotline.
5. **Auditing and Monitoring.** Our CCP includes ongoing efforts to monitor, audit, and assess compliance.
6. **Enforcement.** Surgical Specialties Corporation will consistently investigate and appropriately respond to violations.
7. **Corrective Action.** Surgical Specialties Corporation will take appropriate corrective action to prevent violations from recurring, including repairing any gaps in our policies and procedures.

For more information, please contact the:

Chief Compliance Officer

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