



**Code of Business Conduct
Vighter Medical Group, LLC**

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“Unconventional Medical Solutions”

111 Riverfront Suite 208 ∞ Winona, Minnesota 55987 ∞ (507) 474-8995 ∞ www.vighter.com

CODE OF BUSINESS CONDUCT

A Message from the CEO



As Vighter Medical Group's Chief Executive Officer I am very proud of our employees and the superb manner in which they carry out difficult missions around the world. Our organization is unique in that we provide a high degree of autonomy to our employees, but with this operating model comes great responsibility. I consider each and every member of the team an ambassador of the Vighter brand and want to ensure they are prepared to handle the pitfalls present in the execution of their duties.

Vighter has expanded rapidly over the past few years and as we look forward to even greater growth on the horizon. I feel it is a perfect time to put into print our Code of Business Conduct. At the beginning of this journey it was easy to pass along the ethical practices Vighter was founded upon, but as we expand we need to ensure they are passed on to the next generation of employees. This Code of Business Conduct will ensure each member of the Vighter team is prepared to handle potentially difficult situations.

I ask each employee to not only read our Code of Business Conduct, but also embrace and implement it in his or her daily routine. It forms the basis of how our organization interacts with clients, strategic partners, and other organizations.

A handwritten signature in black ink that reads "Jeffrey A. Lee, MD MPH".

Jeffrey A. Lee, MD MPH
CEO
Vighter Medical Group



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BUILD TRUST AND CREDIBILITY

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Vightter Medical Group? Will it help create a working environment in which Vightter Medical Group can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering, “Yes” to those questions and by working every day to build our trust and credibility.

CREATE A CULTURE OF OPEN AND HONEST COMMUNICATION

At Vightter Medical Group everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Vightter Medical Group will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

SET THE TONE AT THE TOP

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees’ ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Vightter Medical Group we want the ethics dialogue to become a natural part of daily work.

UPHOLD THE LAW

Vightter Medical Group’s commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether law or Vightter Medical Group policy permits a contemplated action, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations. Because of the nature of our business, some legal requirements warrant specific mention here.

COMPETITION

We are dedicated to ethical, fair and vigorous competition. We will sell Vightter Medical Group services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Vightter Medical Group or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

AVOID CONFLICTS OF INTEREST

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations



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where the business actions we take on behalf of Vighter Medical Group may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for Vighter Medical Group. We owe a duty to Vighter Medical Group to advance its legitimate interests when the opportunity to do so arises. We must never use Vighter Medical Group property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Vighter Medical Group.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their supervisor or the HR department. The senior management team will make the final determination whether a conflict of interest exists and whether the action is approved or denied.

GIFTS, GRATUITIES, AND BUSINESS COURTESIES

Vighter Medical Group is committed to competing solely on a merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Vighter Medical Group was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Vighter Medical Group does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Vighter Medical Group or customers, or would cause embarrassment or reflect negatively on Vighter Medical Group's reputation.

ACCEPTING BUSINESS COURTESIES

Most business courtesies offered to us in the course of our employment are offered because of our positions at Vighter Medical Group. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at Vighter Medical Group to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that Vighter Medical Group maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Vighter Medical Group is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Vighter Medical Group business.

MEALS, REFRESHMENTS, AND ENTERTAINMENT

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.



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GIFTS

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Vighter Medical Group does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

OFFERING BUSINESS COURTESIES

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Vighter Medical Group. An employee may never use personal funds or resources to do something that cannot be done with Vighter Medical Group resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments, or entertainment of reasonable value provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.

CORPORATE RECORDKEEPING

We create, retain and dispose of our company records as part of our normal course of business in compliance with all Vighter Medical Group policies and guidelines, as well as all regulatory and legal requirements. All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Vighter Medical Group's and other applicable accounting principles. We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Vighter Medical Group books, records, processes or internal controls.

ACCOUNTABILITY

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department. Vighter Medical Group takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

USE OF COMPANY RESOURCES

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Vighter Medical Group are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.



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Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the Vighter Medical Group network and our fellow employees, Vighter Medical Group reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or Vighter Medical Group's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

MEDIA INQUIRIES

Vighter Medical Group is a high-profile company in our community, and from time to time, reporters and other members of the media may approach employees. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the COO. No one may issue a press release without first consulting with the COO.

Information and Resources

CEO:	Jeffrey A. Lee, MD MPH	jlee@vighter.com
President:	Maria R. Doria, MD	mrdoria@vighter.com
COO:	Jeremy A. Calvert, PMP MBA	jcalvert@vighter.com

STATEMENT OF ACKNOWLEDGEMENT

By signing this Statement you indicate that you have received a copy of the Vighter Medical Group Code of Business Conduct. As a condition of your employment you must fully understand the terms of this policy and agree to abide by them.

Please sign and return at your soonest convenience. If you have any questions regarding this policy, please contact the Business Support Manager via email lp_hyle@vighter.com or telephone (507) 474-8995.

Employee Signature

Date