



1. INTRODUCTION

AtCor Medical Holdings Limited ("AtCor") is dedicated to maintaining excellence, dignity, respect, and integrity in all aspects of its operations and professional and business conduct. Accordingly, AtCor is committed to the application of high ethical standards and compliance with governing laws and regulations in its business affairs and dealings with customers, employees, agents, and contractors. It is the personal responsibility of all who are associated with AtCor to honour this commitment in accordance with the terms of the AtCor Medical Code of Business Conduct Policy, as approved by the AtCor Medical Holdings Limited Board of Directors, and related policies, procedures and standards developed by AtCor in connection with the Code of Business Conduct.

This Code is not a contract of employment.

2. PURPOSE OF CODE OF BUSINESS CONDUCT

The AtCor Medical Code of Business Conduct is intended to provide reasonable assurance that AtCor:

1. complies in all material respects with all federal, state and local laws and regulations that are applicable to its operations;
2. satisfies the terms of its contractual arrangements; detects and deters criminal conduct or other forms of misconduct by Directors, officers, employees, staff, agents, contractors and customers that might expose AtCor to significant civil liability;
3. promotes self-auditing and self-policing, and provides for, in appropriate circumstances, voluntary disclosure of violations of laws and regulations; and
4. establishes, monitors, and enforces high professional and ethical standards.

3. SCOPE; COVERED PERSONS

The provisions of the Code apply to medical-related, business, and legal activities performed by AtCor employees, agents and contractors. The expectations for AtCor employees regarding compliance with the Code are as follows:

1. comply with the AtCor Code of Business Conduct contained herein;
2. familiarize themselves with the purpose of the Code;
3. perform their jobs in a manner which demonstrates commitment to compliance with applicable laws and regulations;
4. report known or suspected compliance issues to the Compliance Officer or his/her designee, and investigate, or participate in an investigation, to the point of resolution of an alleged violation, as appropriate to the circumstances and the method of reporting; and
5. strive to prevent errors and provide suggestions to reduce the likelihood of errors.

The AtCor Code of Business Conduct provides the guiding standards for our decisions and actions. Although the Code of Business Conduct can neither cover every situation in the daily conduct of AtCor's many varied activities nor substitute for common sense, individual judgment or personal integrity, it is the duty of each member of the AtCor community to adhere, without exception, to the principals set forth herein.

The Code of Business Conduct exists for the benefit of AtCor and all members of the AtCor community. It is a dynamic document that will change through the contributions of AtCor members and all members of the AtCor community are encouraged to suggest changes or additions to the Code. The Code of Business Conduct must be incorporated into the daily activities of AtCor and the community.

The Code of Business Conduct augments, but does not limit, specific policies and procedures of AtCor, and AtCor community members must perform their duties in accordance with such policies and procedures.

It is the duty of each member of the AtCor community to uphold the standards set forth in the Code of Business Conduct and to report violations by following the reporting procedures outlined by AtCor. Officers, managers and supervisors of AtCor have a special duty to adhere to the principles set forth in the Code of Business Conduct, to support other members of the community in their adherence to the Code, to recognize and detect violations of the Code, and to enforce the standards set forth herein. It is a violation of the Code of Business Conduct for any member of the AtCor community to take any actions in reprisal against anyone who reports, in good faith, suspected violations of the Code of Business Conduct or other AtCor policies and procedures.

Alleged violations of the Code of Business Conduct or other policies and procedures of AtCor will be investigated by persons designated by, and pursuant to procedures established by, AtCor. Disciplinary action for violations of the Code of Business Conduct and other AtCor policies and procedures shall be enforced through the disciplinary policies and procedures of AtCor. Disciplinary actions will be determined on a case-by-case basis and may include dismissal from employment or termination of contracts. AtCor will cooperate with law enforcement authorities in connection with the investigation and prosecution of the offender.

AtCor's long-term success clearly depends upon the quality of decision-making by all covered persons. It is critical that all covered persons understand and embrace the following expectations regarding the decision-making process.

First, AtCor expects that process to embody our core values of honesty, objectivity and integrity.

- Decisions must be made honestly. AtCor will not tolerate fraud, deceit, or concealment.
- Decisions must be made objectively. They must be based on fact, not bias or prejudice.
- Decisions must reflect moral integrity. In making decisions, adherence to strict standards of right and wrong is imperative

Second, AtCor expects that process to embody the principles set forth in this Code, which is intended to deter wrongdoing and to promote, among other things, honest and ethical conduct, and compliance with applicable laws, rules and regulations.

- Compliance with such principles is expected of each covered person within the scope of such person's responsibilities.
- Compliance with such principles is part of each officer's and employee's core job responsibilities.
- AtCor makes the promotion of, and adherence to, this Code an element in evaluating the performance of all officers and employees.

Third, AtCor recognizes that many decisions are not simple and straightforward. AtCor encourages anyone faced with a difficult decision to ask an appropriate person for advice.

- If any covered person needs help interpreting or applying this Code, or any related AtCor standard, policy or procedure, he or she should contact one of the following:
 - His or her manager;
 - Another managerial employee;
 - A Human Resources representative; or
 - The Compliance Officer, Peter Manley
- To contact the Compliance Officer
Telephone: +61 2 9874 8761
Fax: +61 2 9874 9022
Email: p.manley@atcormedical.com

Written communications to the Compliance Officer, other than faxes and e-mails, should be addressed to -

Compliance Officer
AtCor Medical Holdings Limited

"CONFIDENTIAL - TO BE OPENED BY THE COMPLIANCE OFFICER.

- Any covered person who becomes aware of a violation or potential violation of this Code, or of any related AtCor standard, policy or procedure, must promptly notify the Compliance Officer. Such notification may be made anonymously. Every effort will be made to maintain the confidentiality of any reports made to the Compliance Officer, and any disclosures will be made when AtCor is obligated to do so under federal or state laws.
- With regard to the handling by AtCor of such violations or potential violations, see Part 8 ("Accountability for Adherence to the Code") below.
- AtCor will not tolerate retaliation for reports made in good faith.
- Employees, officers, contract workers and agents of ATCOR Medical who make reports in bad faith will be subject to disciplinary actions.

4. PROTECTION OF RESOURCES

Principle 1: Protection of AtCor's Assets

Principle: All covered persons shall protect AtCor's assets, and promote their efficient and legitimate business use.

Comments

Covered persons must safeguard AtCor's assets against loss, damage, carelessness, waste, misuse and theft.

AtCor's assets, such as intellectual property, electronic media, time, equipment, funds and products, are intended for business use.

Covered persons must use AtCor's assets efficiently and for legitimate business purposes, never for illegal or unethical purposes.

This Principle applies, among other things, to AtCor's Confidential Information, which is also addressed specifically by Principle 2 of this Part 4, below.

Principle 2: Protection of AtCor's Confidential Information

Principle All covered persons shall protect AtCor's Confidential Information.

Comments

The disclosure of Confidential Information regarding AtCor's business, financial, regulatory or scientific operations, whether intentional or accidental, can adversely affect the financial stability and competitive position of AtCor and the job security of its employees. Because of this risk of harm to AtCor and its employees, covered persons must not, during the term of their employment by or affiliation with AtCor or thereafter, disclose to others any Confidential Information obtained during the course of employment or affiliation except pursuant to a confidential disclosure agreement drafted or approved by AtCor's counsel, unless such disclosure is legally mandated as determined by AtCor's counsel.

"Confidential Information" means all non-public information that might be of use to competitors, or harmful to the financial stability or competitive position of AtCor if disclosed, including but not limited to:

- Discoveries, inventions, improvements and innovations, whether or not patentable or copyrightable
- Methods, processes and techniques, including manufacturing process information
- Shop practices
- Formulae, compounds and compositions
- Computer software
- Equipment
- Research and clinical data
- Regulatory filings and approval dates
- Marketing and sales information

- Personnel data
- Customer lists
- Financial & accounting data
- Supplier data
- Results of regulatory inspections
- Plans, and updates to plans
- All other know-how and trade secrets

which are in the possession of AtCor, whether through invention or acquisition.

5. HONEST AND ETHICAL CONDUCT

Principle 1: Honest and Ethical Dealing

Principle All covered persons shall deal honestly and ethically with AtCor and on AtCor's behalf in all matters.

Comments

Covered persons must endeavour to deal fairly with AtCor's customers, suppliers, competitors and employees.

Covered persons must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or otherwise undisclosed information, misrepresentation of material facts or any other unfair dealing practices.

Covered persons must not make or cause to be made any false or misleading statements to any manager of AtCor or to AtCor's or any other company's external financial auditors.

This Principle applies, among other things, to the handling of actual or apparent conflicts of interest between personal and professional relationships, which is also addressed specifically by Principle 2 of this Part 5, below.

Principle 2: Avoidance of Conflicts of Interest

Principle All covered persons shall avoid actual or apparent conflicts of interest with regard to AtCor's interests.

Comments

A "conflict of interest" exists whenever a covered person's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of AtCor.

A conflict situation may arise when a covered person takes action or has interests that may make it difficult to perform his or her AtCor work objectively and effectively.

Conflicts of interest may also arise when a covered person, or a member of the household or a close relative of such covered person, receives improper personal benefits as a result of the covered person's position in AtCor, whether received from AtCor or a third party.

Loans to, or guarantees of obligations of covered persons and their respective household members and close relatives may create conflicts of interest. Each covered person must promptly disclose to the Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to such a conflict. The Compliance Officer will determine whether such transaction or relationship is permissible, as not being contrary to this Principle.

Principle 3: AtCor Opportunities

Principle All covered persons shall advance AtCor's legitimate interests when the opportunity to do so arises.

Comments

Covered persons are prohibited from (a) taking for themselves personally, or for members of their household or close relatives, opportunities that are discovered through the use of AtCor property, information or position (b) using AtCor property, information, or position for personal gain and (c) competing with AtCor.

Principle 4: Accuracy and Integrity of Books, Records and Accounts

Principle All covered persons shall strive to ensure the accuracy and integrity of AtCor's books, records and accounts.

Comments

All AtCor books, records and accounts must accurately reflect the nature of the transactions recorded.

All assets and liabilities of AtCor must be properly recorded in the regular books of account.

No undisclosed or unrecorded fund or asset shall be established in any amount for any purpose.

No transaction or arrangement will be structured to circumvent AtCor's internal control system.

No false or artificial entries shall be made for any purpose.

No payment shall be made, nor purchase price agreed to, with the intention or understanding that any part of such payment is to be used for any purpose other than that described in the document supporting the payment.

Principle 5: Protection of Confidential Information of Customers and Other Parties

Principle All covered persons shall protect the confidential information of customers and other parties.

Comments

Covered persons must not accept information provided by a customer or other party with the condition or understanding that it be kept confidential unless such information is subject to a written confidential disclosure agreement drafted or approved by counsel.

Covered persons must maintain the confidentiality of information entrusted to AtCor by a customer or other party, except when disclosure is legally mandated as determined by counsel.

Covered persons must not seek or accept confidential information of or about a competitor in an illegal or unethical manner.

If a covered person has confidential information about a former employer or any other entity with which he or she was previously affiliated, such covered person is expected to abide by his or her obligation to keep such information confidential.

AtCor will not require and does not want such covered person to use or disclose such information in his or her capacity as an officer or employee of AtCor.

6. COMPLIANCE WITH LAWS

Principle 1: Compliance with Laws

Principle All covered persons shall comply with all applicable laws, rules and regulations.

Comments

Covered persons are required to familiarize themselves with all the laws, rules and regulations that apply in the areas within the scope of their responsibilities. In particular all covered persons shall comply with the laws, rules and regulations relating to data privacy.

AtCor is committed to the protection of individuals' privacy. Covered persons are required to comply with applicable privacy laws, rules and regulations wherever AtCor does business, and in all aspects of its business. Those laws, rules and regulations are complex and differ from state to state. If a covered person has a question or concern about collecting, using, disclosing or storing an individual's information, either within AtCor or in a relationship with a third party, contact the Compliance Officer for advice before proceeding.

7. COMPLIANCE WITH STANDARDS, POLICIES AND PROCEDURES

Principle: All covered persons shall comply with all internal AtCor standards, policies and procedures.

Comments

Compliance with the principles and obligations expressed in this Code of Business Conduct shall be a factor in evaluating the performance of all Covered Persons. Demonstration of adherence to this Code of Business Conduct and promoting its objectives by officers or employees shall be a prerequisite for any promotion, bonus, salary increase, option, or other form of compensation from AtCor in accordance with its human resources policies. Compliance with the objectives of this Code of Business Conduct shall be an element of any decision by AtCor to renew, renegotiate, extend, or terminate any existing contract or personal service agreement between a contract worker or agent and AtCor, and shall be a material term of any new contract or personal service agreement between a contract worker or agent and AtCor.

8. ACCOUNTABILITY FOR ADHERENCE TO THE CODE

Internal Investigations

The Compliance Officer will have the authority to investigate alleged wrongdoing, and to direct others to do so and to report the results to the Compliance Officer. The Compliance Officer or his/her designee will:

- promptly initiate an investigation of a complaint to make a case-by-case determination as to whether a violation has occurred. The Compliance Officer will either personally conduct the investigation or refer the complaint to a more appropriate area within AtCor or outside, such as Legal Counsel, auditors or health care consultants with needed expertise. The Compliance Officer will request assistance in the investigation from the person or persons who filed a complaint, if possible, other personnel or external sources, as appropriate;
- request Legal Counsel to participate in the investigation and provide legal advice in any such matter, as appropriate. In any such investigation involving Legal Counsel, the fact gathering is to be under Counsel's direction and control and all employees are expected to cooperate and to communicate with Counsel in confidence.
- prepare a report of each investigation which will include documentation of the alleged violation, a description of the investigative process, copies of interview notes and key documents, a log of the witnesses interviewed and the documents reviewed, the results of the investigation, any disciplinary action and the corrective action implemented to prevent recurrence.

- report misconduct indicating that a violation of criminal, civil or administrative law has occurred to the appropriate federal and/or state authority within a reasonable time period after determining that there is credible evidence of such violation.

All covered persons are required to cooperate in such investigations.

Disciplinary Action/Corrective Action Plans

To the extent legally permissible under applicable law, appropriate disciplinary action will be taken, in relation to this Code or any related AtCor standard, policy or procedure, for:

- Authorization of or participation in violations.
- Failure to report a violation.
- Refusal to cooperate in the investigation of an alleged violation.
- Failure by a violator's supervisor(s) to detect and report a violation of, if such failure reflects inadequate supervision or lack of oversight.
- Retaliation against an individual for good faith reporting of a violation or potential violation.

Disciplinary action may, when appropriate, include dismissal.

When a compliance issue has been identified which requires remedial action, appropriate personnel responsible for the activity should develop a Corrective action plan which outlines specifics with respect to timing and responsible parties. In developing such a plan, the responsible personnel will obtain advice and guidance from the Compliance Officer; AtCor's Legal Counsel and other appropriate personnel, as necessary. The Compliance Officer or his/her designee must approve each corrective action plan prior to implementation.

A corrective action plan should ensure that the specific issue is addressed and that similar problems do not occur in other areas to the extent possible. Corrective action plans may require that compliance issues be handled in a designated way, that relevant training take place, that restrictions be imposed on particular employees or contractors, or that the matter be disclosed externally. Sanctions or discipline, in accordance with the standard disciplinary policies and procedures of AtCor, also may be recommended. If it appears that certain individuals have exhibited a propensity to engage in practices that raise compliance or competence concerns, the corrective action plan should identify actions that will be taken to prevent such individuals from exercising substantial discretion in that area.

Certification

All officers and employees in a managerial role will certify annually, in writing or electronically, that they have received, read, understood, and will abide by this Code.

9. CORPORATE COMPLIANCE OFFICER

The Compliance Officer reports jointly to the AtCor CEO and AtCor's Board of Directors. In this role, the Compliance Officer's primary responsibilities include overseeing and monitoring the implementation of the AtCor Compliance Program.

These activities, at a minimum, will include:

1. identification of issues that require review and monitoring, with tentative timetables and personnel assigned;
2. plan and timetables for educational and training programs relating to legal and regulatory areas;
3. plan and timetables for implementation of departmental compliance policies or plans, where appropriate;
4. obtaining from AtCor required commitment of resources to carry out review and monitoring activities identified;
5. periodically revising the Compliance Program in light of changes in the needs of the organization;
6. ensuring that independent contractors and agents who furnish services to AtCor are aware of the applicable requirements of the AtCor Compliance Program, as appropriate;
7. independently investigating and acting on matters related to compliance, including the design and coordination of internal investigations that respond to reports of problems or suspected violations,

and any resulting corrective action with affected department or customers. The Compliance Officer and his/her designee have the authority to review all documents and other information that are relevant to compliance activities;

8. monitoring activities related to the AtCor Compliance Program and reporting progress and relevant information to the Board of Directors; and
9. responding, in conjunction with Legal Counsel, to external agency requests regarding compliance issues.

Employees who, in good faith, report possible compliance violations will not be subjected to retaliation or harassment as a result of their reports. Retribution related to reporting of compliance concerns is prohibited and anyone who engages in such prohibited activity will be subject to disciplinary action. Concerns about possible retaliation or harassment should be reported to the Compliance Officer or his/her designee. All such communications will be kept as confidential as possible but there may be times when the reporting-individual's identity may become known or may have to be revealed if governmental authorities become involved.

The Compliance Officer will seek advice and guidance directly from Legal Counsel to assist in the investigation of fraud and abuse reports concerning employees who may have participated in illegal conduct or committed other malfeasance.

AtCor is fully committed to maintaining and retaining records and documentation necessary to confirm the effectiveness of AtCor's Compliance Program (e.g., educational presentation overviews, handouts and attendance sheets and documentation of ongoing auditing and monitoring efforts) for a time period consistent with reasonable business practices.

10. SANCTIONS

AtCor believes that all employees and contractors are responsible for complying with the AtCor Corporate Compliance Program, Code of Business Conduct and related policies and procedures. Corrective action for noncompliance will be initiated by the employee's or contractor's immediate supervisor, who must notify the appropriate Human Resource or Management personnel, as appropriate, in accordance with the standard disciplinary or sanction policies and procedures of AtCor. Enforcement will be administered by the parties identified by the Compliance Officer in consultation with the immediate supervisor and the appropriate Human Resource or Management personnel. Disciplinary or sanction actions will be determined on a case-by-case basis and will be taken appropriately, equitably and consistently, given the underlying circumstances and the degree of negligence or reckless conduct.

11. WAIVERS FROM, AND AMENDMENTS TO, THIS CODE OF BUSINESS CONDUCT

Any waiver from this Code for an executive officer may be made only by AtCor's board of directors. Any waiver from this Code for a covered person who is not an executive officer may be made only by the Chairman of the Board and Chief Executive Officer. AtCor will make immediate public disclosure, in accordance with applicable laws, rules and regulations, of any waiver from, or amendment to, this Code.