

A blue-tinted background image showing a close-up of hands holding a document or folder, suggesting a professional or business context.

Code of Business Conduct and Ethics

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A Message from the CEO

To all of our Valued Employees,

It goes without saying that, as one of the nation's leading medical device companies, we are involved in a highly competitive industry with health care providers expecting and demanding more of us. These demands have an effect on you, no matter where you are in the organization. Whether your job requires you to process orders faster and more accurately than ever before, to manufacture a greater volume of products with tighter tolerances and quality controls, or to get up earlier each day to generate more sales leads, we are all challenged to find creative and innovative ways to get the job done. I applaud that effort, and take this opportunity to thank you for the contributions you have made, and will make, to our Company's success.

At the same time, it is essential that each one of us recognize that it is not just getting the job done that counts, but also how we achieve our results. CONMED's reputation --- as well as each individual success --- requires us not only to do the job, but to do it in the right way. As much as ever, doing the right thing goes beyond complying with the laws which govern our business. It really means conducting ourselves with total integrity on a daily basis in everything we do.

As your employer, CONMED's obligation goes beyond simply stating that you should always conduct yourself professionally and ethically at work. With this Code of Business Conduct and Ethics, we have formalized the values which have made us the Company we are today and which will carry us forward into the future. This manual describes the fundamental ethics policies that govern all of the work we do, and sets forth the duties and obligations of all our employees under those policies. I urge you to read it carefully, and to continue the tradition of hard work with a commitment to integrity and professionalism that have made us the Company we are today, and will continue to shape the future of our Company.



Overview

CONMED's Code of Business Conduct and Code of Ethics applies to CONMED Corporation and all of its controlled subsidiaries, worldwide. It applies to all of CONMED's directors, officers and employees: from the CEO, CFO, Controller and the rest of executive management, to manufacturing supervisors and hourly employees to each sales person.

The Code not only states the rules that we have committed to follow, but also states the principles and fundamental values that form the basis on how we will operate and make decisions. The Code is further explained and implemented through Corporate Policies and Programs as adopted by the corporation from time to time.

Our day to day activities will follow the following rules:

- We will obey the law
- We will act in good faith.
- We will strive to build trust, show respect, and perform with integrity.
- We will consider the impact of our decisions on all relevant stakeholders and will strive to achieve fair results.

The reputation and ultimately the profitability of CONMED depends on each individual director, officer, manager, employee, and representative, acting in an ethical manner. Accordingly, they are all personally responsible for compliance with this Code.



I. Compliance Standards

The following standards of conduct define our minimum expectations of behavior. Because these standards cannot anticipate the facts of every particular situation, they must be interpreted and applied within the framework of the laws and customs of the jurisdictions in which we do business. Reasons such as "it's not illegal" or "everyone does it" are not acceptable excuses for violating these standards of conduct. The CONMED Legal Department is responsible for applying these standards to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. Any questions relating to how these policies should be interpreted or applied should be addressed to the CONMED Legal Department.

A. Quality and Safety

Our products are used around the world every day to diagnose, treat, manage and alleviate health conditions in order to enable patients to live longer and healthier lives. Therefore, our products must be designed and manufactured with the primary consideration of the safety and health of our customers and patients. CONMED is committed to maintaining a quality system that provides for safe and effective products and services that meet the needs and requirements of our patients, customers, and company stakeholders. CONMED will comply with all legal and regulatory standards, and all required inspection, testing, and reporting obligations will be completed accurately, properly and timely.

B. Fair Dealing

We have a history of succeeding through fair and honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. If you have any questions concerning conduct that you are considering to undertake, you should contact the Legal Department.

CONMED will comply with the antitrust laws (also referred to as competition laws) of every jurisdiction that we do business. We will not engage in illegal price fixing; market or customer allocation, or bid rigging.

We will not offer or pay any bribes. Business gifts that are customary and reasonable in frequency and value are generally permitted, however, a gift is never permitted if it is intended in exchange for favorable treatment or if prohibited by the policies of the recipient or his or her employer. All payments or other transfers of value to physicians and other Health Care Professionals will be in accordance with all laws and regulations and in accordance with CONMED's Policy on "Consulting and Other Arrangements with Health Care Practitioners and Institutions.

Improper Payments, or bribes, are prohibited if their purpose is to influence any act or decision of a Foreign Official. Foreign Officials not only include elected leaders and employees of governmental agencies, but they also may include businesses and employees of businesses owned by foreign governments or agencies (e.g government hospitals and doctors in government hospitals). Before offering or making **ANY** payment to a Foreign Official, you must consult with the Legal Department.

C. Accuracy of Records

All assets, liabilities, revenues, expenses, and business transactions must be completely and accurately reflected on CONMED's books and records, in accordance with applicable laws, accepted accounting principles, and CONMED financial policies. No secret or off balance sheet accounts will be established or maintained for any purpose.

Falsification of records or documents will result in disciplinary action for employees, and could result in civil and criminal penalties for the Company and individual violators.

D. Equal Employment Opportunity

CONMED will provide equal employment opportunities to all employees and applicants for employment without regard to race, color, religion, sex, national origin, age, disability or genetics in accordance with all federal, state and local laws in which it does business. It expressly prohibits any form of harassment based on race, color, religion, gender, sexual orientation, gender identity or expression, national origin, age, genetic information, disability, or veteran status.

E. Conflicts of Interest

A "conflict of interest" occurs when an individual's private

Employees should never agree with any competitor about:

- The prices (including any fees, costs, rebates or other pricing practices or policies) they will charge for a product or service.
- Their terms or conditions of sale.
- The territories that each company will sell its products.
- The customers to whom each company will sell its products.
- Whether or not to sell to a particular customer.

Because CONMED is a public company, it is required to ensure that the Company's financial statements and reports properly and accurately record the Company's finances. Falsification of records and documents jeopardizes our ability to perform this obligation. Therefore:

- Invoices should always be accurate, complete, and reflect the actual price charged for the Company's products and services.
- Employees must never create or maintain unrecorded funds, assets, obligations or liabilities for any purpose.
- Expense reports and invoices submitted for reimbursement and payment must always reflect the true nature, purpose and amount of the items listed on the report or invoice.

interest is inconsistent with, in tension with or interferes with or appears to be inconsistent with, in tension with or to interfere with the interests of the Company. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, an employee, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person.

- Company payments of any kind may only be made after appropriate documentation has been submitted and approved by an authorized individual.

Any employee, officer or director who is aware of a conflict of interest or an improper personal benefit or is concerned that a conflict might develop, is required to discuss the matter with the CONMED Legal Department promptly.

What is a Conflict of Interest? Conflicts of interest take many forms, but some of the most common ones include:

- An ownership interest in any Company that is competitive with CONMED's business or operations (other than nominal amounts of publicly traded companies).
- Acting as an officer, director, employee or consultant on behalf of any company other than CONMED.
- Acceptance or receipt of gifts or entertainment from suppliers or customers.
- A familial or romantic relationship with a subordinate, supplier or customer.

The above list is not exhaustive, so if you have any questions about whether a situation constitutes a prohibited conflict of interest, contact the CONMED Legal Department.

F. Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking (or directing to a third party) a material business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and has definitely and finally turned it down. More generally, employees, officers and directors are prohibited from using corporate property, information or position for improper personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The only prudent course of conduct for our employees, officers and directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by CONMED Legal Department.

G. Protection and Proper Use of Company Assets

All employees, officers and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

H. Confidentiality

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the business of the Company, i.e. information concerning CONMED, its subsidiaries or divisions, its suppliers, joint venture parties and potential companies which may be acquired by the Company. Where that information has not been communicated to the public in general, or to investors or potential investors in particular, employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except

Confidential Information, proprietary information and trade secrets are vital to the interests and success of CONMED. Confidential Information, proprietary information, and trade secrets include, but is not limited to:

when disclosure is authorized or legally mandated.

It is important that any non-public information be maintained on a confidential basis, as there can be serious consequences for the Company as a result of the disclosure of confidential information. Likewise, there can be potentially serious consequences for any employee who discloses such confidential information, whether intentionally or inadvertently.

If you have any questions concerning these confidentiality obligations, please contact your Human Resources representative. Or, you may contact the Legal Department.

I. Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations. These requirements range from compliance with securities disclosure, Food and Drug Act requirements, Foreign Corrupt Practices Act obligations as well as any and all other legal requirements which may have an impact on our business. There are three components of compliance with respect to securities laws: (i) Non-Disclosure and Non-Use of Inside Information; (ii) Disclosure Limitations; (iii) Additional Restriction on Affiliates.

From time to time, employees may be exposed to or have access to "material non-public information" within the meaning of the securities laws. While the phrase is not precise, it is generally understood to apply to any non-public information that a reasonable investor would consider in making an investment decision. For these purposes, the information need not be so important that it would alter an investment decision. Rather, it is enough that an investor could "consider" the information in making an investment decision. The Securities and Exchange Commission ("SEC") is of the view that the following kinds of information, depending on circumstances, may be considered to be material: (1) earnings information; (2) mergers, acquisitions and changes in assets; (3) new products or developments regarding customers or suppliers; or (4) important contracts with customers.

At any given time, a wide range of employees may be aware of non-public information concerning one or more of these categories. Whether that information is "material" is a legal conclusion that may entail consideration of factors of which not all employees may be aware, and may represent a conclusion some third party may reach after the fact with the benefit of hindsight.

As a practical matter, if you have any question or doubt as to whether you are in possession of material, non-public information, you should assume that you do, and not engage in any transaction, directly or indirectly, in CONMED securities of any kind (whether stock, buys, calls, or options). You should also be careful not to disclose to anyone whatsoever any non-public information. Persons who violate these rules not only place themselves at risk under CONMED policies, but may have committed, or aided a third party in committing, criminal conduct which is commonly referred to as "insider trading".

Additional requirements apply to corporate "insiders" who have been notified separately of their additional obligations. Should you have any questions concerning CONMED's policy in this regard, or come to know of any violation of the policy, you should contact the CONMED Legal Department immediately.

It is CONMED's policy that no "material non-public information" be disclosed except by the limited number of corporate officers authorized to make such disclosures on behalf of the Company. For most employees, including all officers and persons with access to material non-public information, this means that employees must maintain Company secrets and confidential information, and not use such information.

- Information or data that the Company is required by law or contract to maintain as confidential.

- Financial information about the Company and its performance. Information about the Company's business plans, forecasts, budgets, expansion, acquisitions or divestitures, and possible new products, markets or customers.

- Information about research and development projects and patent applications.

- Scientific data, laboratory results, clinical and other study data.

In addition to violating this Code of Business Conduct and Ethics, unauthorized disclosure of confidential information may be a violation of contractual obligations or federal laws that could result in civil and criminal penalties for both the Company and the individual disclosing the information.



J. Duty To Report Violations; How To Report Violations; Anonymous Reporting

Any director, officer or employee who becomes aware of any existing or potential violation of laws, rules, regulations or this Code is required to promptly notify CONMED's General Counsel, Compliance Director or the company Hotline. Failure to do so is itself a violation of this Code. To encourage employees to report any violations, the Company will not allow retaliation for reports made in good faith. Where possible, reports should be submitted orally either by telephone or in person. If for any reason this is not possible, contact the CONMED Legal Department for instructions concerning how to submit reports by e-mail, regular mail or by fax. If necessary, reports of violations may be submitted anonymously through the company's Hotline. Copies of all anonymous reports will be provided to the Audit Committee of the Board of Directors.

An employee who is unsure of whether a situation violates this Code should discuss the situation with the legal department to prevent possible misunderstandings and embarrassment at a later date.

II. EXCEPTIONS AND WAIVERS

From time to time, it may be advisable or in the Company's best interest to allow a waiver or exception to a provision of this Code. In such situations, an employee, or officer seeking a waiver should contact the CONMED Legal Department who may grant such a waiver or exception. Any exception to or waiver of the Code for executive officers or directors of the Company must be made in writing to the Board of Directors or a committee of the Board, who must disclose all such exceptions or waivers granted to CONMED's shareholders.

III. PROTECTION FOR GOOD FAITH REPORTS OF VIOLATIONS OF POLICIES OR LAWS

It is against Company policy for any employee to discharge, denote, suspend, threaten harass, discriminate in any form or take any adverse employment action in retaliation against an employee who reports a violation of these policies, lawfully provides information or otherwise assists in an investigation which the employee reasonably believes amounts to a violation of these policies or a fraud against shareholders or other similar types of fraud. If any employee believes he or she has experienced adverse employment action as a result of a good faith report of a violation of Company policies or laws, he or she should contact Human Resources and the CONMED Legal Department immediately.

At the direction of the General Counsel, responsible personnel will review and investigate all credible disclosures of suspected wrongful activity to ensure an appropriate response. Investigations will be conducted confidentially to the extent possible. Discipline for violations of this Code will be determined by the relevant management after consultation with the Legal Department, Human Resources, and the CONMED Compliance Committee.