

TRUMPF Compliance Policy

For

TRUMPF Medizin Systeme GmbH & Co. KG and TRUMPF Medizin Systeme GmbH

§ 1 Prohibited Business Practices Policy

It is the policy of TRUMPF Medizin Systeme GmbH & Co. KG and TRUMPF Medizin Systeme GmbH, including all of its subsidiaries and affiliates wherever they may be located (hereafter collectively referred to as the "TRUMPF"), to, at all times, conduct their affairs in such a manner so as to avoid even the appearance of impropriety. This policy extends to all officers, directors, employees of the TRUMPF (hereafter collectively referred to as "personal") and any individual or entity acting for or on behalf of the TRUMPF as an agent, representative, consultant, or in any other capacity (hereafter collectively referred to as "agents").

§ 2 Compliance with all Laws and Regulations

It is the general policy of the TRUMPF that all of its personnel and agents comply with all applicable laws and regulations in carrying out their responsibilities on behalf of the TRUMPF. Because a certain practice may be followed in a particular country, or region of a country, does not make the practice lawful. Nor is a practice lawful because other individuals and entities engage in the practice. The guiding principle must always be whether the practice is prohibited by the written law of a country or unit of government that has the power or jurisdiction to prohibit the practice that may be in question.

This seemingly simple policy can prove to be terribly complex, confusing, and difficult when one is confronted with the practical realities associated with conducting business in unfamiliar settings in many parts of the world. There may also be situations that arise where it may not be possible to comply with the laws of one country without violating the laws of another country. When questions arise as to what may be permitted or as to how to handle a situation, it is important that advice be promptly sought.

Any personnel or agents who may have a question or a concern or need advice or assistance in addressing a situation should contact the General Manager Dr. Kordt Griepenkerl (Tel. +49-89-80907101)(hereinafter the "General Manager") or TRUMPF's outside ombudsman Dr. C. Partsch (Tel. + 49-171-8674652) (hereinafter the "Ombudsman"). Seeking assistance should never serve as a basis for any form of retaliation. Should there be a concern that seeking assistance or raising a concern may lead to some form of retaliation, contact should be made with the Ombudsman.

§ 3 Prohibited offers or payments to public officials

Except with the prior written approval of the General Manager or the Ombudsman, no offer, promise, or payment of anything of value may be made, directly or indirectly, to or for the benefit of a public official, that is or may appear to be related to obtaining, retaining or directing business or for any other improper advantage. In addition to a government official, a public official includes a candidate or prospective candidate for political office, or anyone acting on their behalf, and an official, employee, or agent of a political party, an international governmental organization, a state owned enterprise, or an entity owned or controlled by a unit of government.

§ 4 Agents and Consultants

The use of intermediaries for the purpose of facilitating prohibited transactions is prohibited. No agent, representative, or consultant may be retained without the written approval of General Manager or the Ombudsman after the satisfactory completion of specific due diligence procedures established by the Ombudsman.

§ 5 Political Contribution

Without prior written approval, no funds, facilities, or services of any kind may be paid or furnished to any political candidate or prospective candidate for public office, to any political party, or to any political initiative, referendum, or other form of political campaign. When any type of political contribution is being considered, the final determination in terms of amount, timing, and means of contribution shall be subject to the prior written approval of General Manager or the Ombudsman. Trumpf, however, encourages the participation in democratic political parties and nothing in this paragraph can be construed against such participation.

§ 6 Facilitating Payments

“Facilitating payments” are small payments made to a public official necessary to expedite or secure performance of a routine governmental action. Facilitating payments can never be made to assist in obtaining or retaining business, to influence a particular decision or transaction, or for any other improper purpose. Although strongly discouraged, facilitating payments may be made in certain limited circumstances, but only with the prior written approval of the General Manager or the Ombudsman. Such Facilitating Payments are prohibited in Germany.

§ 7 Bona fide and reasonable reimbursement of Business Expenses

Offers to reimburse and the actual reimbursement of expenses to a public official shall be documented. The amount and the reimbursement must be reasonable, and the purpose must relate directly to the promotion, demonstration, or explanation of products or services of the TRUMPF or to the execution or performance of a contract of the TRUMPF with a government, government agency, or government-owned or government-controlled enterprise.

§ 8 Accounting and Record-Keeping requirements

It is the policy of the TRUMPF that all transactions be recorded in a timely and accurate manner. Transaction must be accurately recorded in terms of amount, accounting period, accounting classification, and in terms of TRUMPF policy. Any information material to a transaction must be recorded. No transaction shall be entered into that requires or contemplates the making of false or fictitious entries or records in whole or in part.

§ 9 Inquiries from Auditors

Any inquiry from the internal or independent auditors of the TRUMPF must be responded to fully and promptly. No information shall be withheld that may be material to providing a complete and accurate answer.

§ 10 Accounting Practices

Each transaction and disposition of assets by the TRUMPF must have proper authorization. No secret, unrecorded, or unreported fund or asset of the TRUMPF shall be created or maintained. No

accounting balances shall be created or maintained that have no documentary support, that are fictitious in whole or in part, or that have no reasonable basis in fact. Without the prior written approval of General Manager or the Ombudsman, no third-party accounts for the TRUMPF shall be established other than in the name of the TRUMPF.

§ 11 Prohibited Means of Payment

Without prior written approval of General Manager or the Ombudsman, no payment by the TRUMPF shall be made to an individual or entity other than those with whom the TRUMPF has contracted. No payments shall be made outside the country of the principal place of business of the recipient without the prior written approval of General Manager or the Ombudsman.

No corporate checks shall be written to "cash," "bearer," or third-party designees of a party entitled to payment. Other than fully-documented petty cash transactions, no transaction in cash that is not evidenced by a receipt bearing the signature of the recipient shall be made. In those situations, the recipient must also be the acting party in a fully-documented business relationship with the TRUMPF.

§ 12 Accounting Adjustments

Adjustments to accounting records must follow established procedures. Once finalized, documents are not to be altered. Without written approval of General Manager or the Ombudsman, last-minute adjustments that significantly affect financials results of a unit of the TRUMPF are prohibited.

§ 13 Maintenance and Retention of Records

Access to systems of accounting or financial records shall not be permitted for individuals without proper authorization. Record destruction can be undertaken only in compliance with the TRUMPF's policy concerning the retention and destruction of records. Records in their original form shall not be removed from the TRUMPF without prior written authorization.

§ 14 Disclosure Obligations

Any personnel or agents of the TRUMPF who become aware of a failure on the part of anyone associated with the TRUMPF to abide by the terms of the Prohibited Business Practices Policy shall make known the information that has come to his or her attention by contacting the General Manager or the Ombudsman.

§ 15 Business Associations Guidelines

TRUMPF is a member of BVMed, a business association of the medical device industry. TRUMPF strongly supports the *Kodex Medizinprodukte* of May 12, 1997 and urges its officers, employees and agents to observe the rules and recommendation of this Kodex.

Puchheim

Saalfeld

Dr. Kordt Griepenkerl
General Manager

Peter Hopfe
General Manager