

**SPECTRANETICS CORPORATE  
CODE OF CONDUCT  
(FOR US-BASED EMPLOYEES ONLY)**

## Introduction

As an ethical and valued-based company, Spectranetics expects all staff and representatives to behave in a principled and responsible way. It is absolutely critical that all of our directors, officers, employees, agents, consultants and representatives conduct themselves in accordance with all policies, guidelines and laws in every aspect of our business and seek to avoid even the appearance of improper behavior.

This Code of Conduct (the "Code") has been adopted by and applies to Spectranetics Corporation and its subsidiaries. This Code summarizes the basic principles and standards of conduct which shall guide all directors, officers and employees of Spectranetics in our goal to achieve the highest business and personal ethical standards as well as compliance with the laws and regulations that apply to our business. Acting ethically for the right reasons is the only way to earn and keep the confidence and trust of our partners, customers and stakeholders, the public and the patients we serve.

Every director, officer and employee of Spectranetics has a duty to adhere to this Code. Any individual who violates the standards in this Code of Conduct is subject to disciplinary action, up to and including termination, and civil and criminal prosecution, if appropriate. If you are involved in or aware of a situation that you believe may violate or lead to a violation of this Code you should contact the Compliance Hotline or the Chief Compliance Officer.

This Code covers a wide range of business practices and procedures but is not intended to summarize all applicable laws and regulations or to respond to every question or concern that may arise. If you have a question regarding any aspect of this Code or if you are in doubt about the best course of action to take in a particular situation, you are encouraged to contact the Chief Compliance Officer or the Compliance Hotline. Please refer to Section II of this code for additional information about the resources available to you.

## Policy Statement

This Code of Conduct is a formal statement of our commitment, as a company and as individuals, to conduct our business with integrity at all times. It expresses our common understanding of what we at Spectranetics mean when we talk about acting with integrity.

The major tenets of the Code can be summarized as follows:

- **Follow the Laws and Rules:** We respect and follow both the laws of all places where we operate and our own company policies and procedures
- **Act with Honesty and Integrity:** We are honest and our actions are consistent with our values and principals
- **Respect for Others:** We work hard to make Spectranetics a great place to work and will strive to treat people with respect, courtesy, fairness and dignity
- **Ask:** If you unsure of how to act or what to do in a particular situation, consult the resources identified in this Code
- **Report Violations:** All employees and representatives are required to promptly report all known or suspected violations of law, Code of Conduct or Company Policies

This Code is the cornerstone of our Corporate Compliance Program. Each of us is expected to comply with the spirit as well as the letter of this Code. Since no code of conduct can anticipate every situation that we may encounter, many of the concepts described in this Code are further explained in our policies and procedures. The broad guidelines of this Code can help us make appropriate decisions and act with integrity when facing challenging situations in the course of performing our jobs.

The Spectranetics Code applies to the members of Spectranetics Board of Directors, all Spectranetics employees and all other workers providing services to or on Spectranetics behalf. While workers who are not our employees owe a duty of loyalty to their employer, not to Spectranetics, they must abide by all of the other provisions of this Code while providing services to or on behalf of Spectranetics.

## I. Individual Responsibilities

Employees are expected to know and follow the laws of each relevant market in which Spectranetics does business. Employees are also expected to comply with the provisions of this Code and the relevant Business Conduct Standards. Managers are expected to ensure such compliance for themselves and their reports. It is the responsibility of every employee to promptly bring violations and suspected violations of the Code to the attention of the Company, through management, Spectranetics Legal Counsel, the Chief Compliance Officer, or Vice President of Regulatory Affairs and Compliance or by using the Spectranetics Compliance Hot Line described in Section II. Retaliation against or threatening anyone for reporting or supplying information about a policy or conduct concern is prohibited.

Spectranetics has established and will maintain a written program to ensure compliance with the law and with these and other policies the Company may adopt. The program consists, among other things, of the Spectranetics Code of Business Conduct and Ethics, Spectranetics Policies, Procedures, the AdvaMed Code of Ethics and the Company's training programs.

Adherence to all laws and regulations in the countries in which we operate, the policies in the Code of Business Conduct and Ethics, and to all Spectranetics Policies and Procedures is a condition of employment for every Spectranetics employee. Violations could expose the employee and Spectranetics to civil and criminal liability and could harm the Company's reputation and competitive position. Violations will be dealt with promptly and may result in disciplinary measures up to and including the termination of employment.

## II. Getting Advice and Reporting Concerns

Although the Spectranetics Code of Conduct and the Code of Business Conduct and Ethics provide a framework to guide business conduct, they do not cover every situation. Please contact Spectranetics Legal Counsel if you need assistance in understanding or interpreting the Code or any applicable laws or regulations.

The Audit Committee will consider any request for a waiver of any provision of this Code for executive officers. Only the Board of Directors or the Audit Committee may approve a waiver for executive officers. Waivers will be granted only in exceptional circumstances and will be promptly disclosed as required by law.

A **Compliance Hot Line (1-800-398-1496)** is available to all employees to report conduct believed to be in violation of the Code, any applicable business standards, or any Federal, State or local laws or regulations. Information reported through the Compliance Hot Line will be thoroughly investigated and the identity of the source will be maintained in confidence unless otherwise required by law. Spectranetics has an Open Door policy that promotes and encourages people, at any time, to discuss or report issues to management. As a part of the open door policy, retaliation, against an employee that utilizes either the Compliance Hotline or the Human Resources' open door policy to report an issue or concern to management is prohibited. Furthermore, if an individual pressures or prohibits an employee from reporting an issue, that is a reportable offense as well.

### **III. Spectranetics Business Relationships**

Spectranetics has adopted the **AdvaMed Code of Ethics on Interactions with Health Care Professionals** (Dec 2008) which covers a variety of activities including but not limited to, donations, gifts, and business courtesies. These activities must comply with the AdvaMed Code, the Spectranetics Code of Business and Ethics, and Spectranetics Policies and Procedures.

### **IV. Marketing Advertising and Sales Practices**

We believe that enduring customer relationships are based on integrity and trust, and that our marketing, advertising and sales practices must be both legal and ethical. We must work zealously, honestly and in good faith with our hospital and physician partners on behalf of the patients who entrust themselves to that partnership. We must present product information that is truthful, accurate, fully informative, fair and balanced. All sales and marketing materials must be based on facts and documented research and include all information required by regulatory agencies (such as the U.S. FDA). All sales, marketing and sales training materials must be pre-approved in accordance with our policies and procedures. We do not sacrifice integrity to maintain or grow sales.

### **V. Donations, Gifts, and Business Courtesies (meals and entertainment)**

Donations to customers or organizations closely affiliated with customers shall entail a benefit to society and shall be made to promote better health care, demonstrate good corporate citizenship or serve a genuine educational function. Such donations must comply with the AdvaMed Code, the Spectranetics Code of Business and Ethics and Spectranetics Policies and Procedures.

The giving of gifts is generally prohibited. An exception is made for gifts that are educational in nature and which could in no way cause Spectranetics or its customers to be embarrassed or obligated. All gifts must comply with local applicable local and state laws as well as with the AdvaMed Code of Interaction with Healthcare Professionals.

Business courtesies such as meals, and transportation provided to a customer must be modest in amount and related to a legitimate business purpose (e.g., explanation or demonstration of Spectranetics products, application of products, service capabilities or training). Such courtesies must be in compliance with the above standards and procedures. Certain state laws may narrow scope of what can be done.

### **VI. Payments to Physicians**

Spectranetics may compensate physicians for consulting, research, training and other services rendered and reasonable costs incurred where the services have value to Spectranetics and are rendered for fair market value. Such services must be in writing (using the corporate consultant agreements) in a form approved by Spectranetics Legal Department and must comply with policies, procedures and standards.

Spectranetics has a responsibility to provide instruction, education, and training on the safe and effective use of its products to health care providers. If Spectranetics provides honoraria or reimbursement of travel, living, or meal expenses to participants, the amount must be reasonable and in compliance with Spectranetics policies and procedures and standards.

Spectranetics may, under some circumstances, underwrite the cost of continuing medical education conferences or professional meetings (e.g., registration fees, travel, living, and meal expenses). The laws regarding this type of support are complicated and such payments may be made only to the sponsor of the event. All such payments must comply with Spectranetics policies, procedures, and the AdvaMed Code.

## **VII. Our Relationships with Other Businesses**

All employees should deal fairly with Spectranetics customers, third parties (i.e., suppliers, contractors, consultants and distributors), and competitors. No one should take unfair advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, misrepresentation of material facts or any other unfair-dealing practice. We give third parties a chance to compete fairly for our business and we choose only qualified third parties. We should not retain third parties who do anything improper or violate our Code of Conduct, policies and procedures.

## **VIII. Governments, Government Officials and Regulations**

Spectranetics deals with various governments and government officials. All such dealings must be conducted with integrity and in an honest and forthright manner. We do not want to take any action that could be viewed as an attempt to influence the decision-making process of a government or its officials (or relatives) by improperly offering any benefit that could be seen as a bribe or kickback. By the same token, requests or demands by a government representative or relative of a government representative for any such benefit must be reported immediately to the Legal Department.

We respect the letter and the spirit of the laws and customs of all locations where we operate. Laws vary from place to place, and what may be legal in one place may be illegal in another. Occasionally, conduct that is legal or customary locally may violate our policies. If you are concerned about a possible conflict between our policies and any local laws or customs, contact the Legal Department.

No bribes, kickbacks or other payments for illegal purposes shall be made to or for the benefit of government employees or officials (or their relatives), customers or others. This policy extends not only to direct payments but also to indirect payments made in any form through consultants or other third parties.

## **IX. U.S. Health Care Programs and Government Contracts (Ineligible Persons)**

Spectranetics does not hire or retain people to work in our U.S. operations who have been excluded, debarred, suspended or are otherwise ineligible to participate in U.S. government health care programs or other U.S. government procurement and nonprocurement programs. Spectranetics routinely searches U.S. Government databases prior to employing or contracting employees or consultants and periodically thereafter to confirm eligibility. Any U.S. employee becomes an Ineligible Person must disclose immediately the details of such exclusion, debarment, suspension or other ineligibility to the Legal Department.

## **X. Import and Export Controls, Economic Sanctions, and International Boycotts**

Spectranetics must comply with import and export controls and economic sanctions and laws of the United States, as well as those of other countries in which it does business. These laws restrict transfers, exports, and sales of products or technical data from the United States to certain proscribed countries and persons as well as re-export of certain such items from one non-U.S. location to another. They also prohibit or restrict other business and financial dealings with certain countries, governments, and parties.

Employees involved in importing or exporting our products, technology or personal information need to be familiar with, and abide by, our policies and procedures affecting imports and exports. We must obtain all required licenses and accurately declare all goods we ship or transport in customs and shipping documentation. All imported products must be accurately labeled, identified and controlled in accordance with Spectranetics policies and procedures.

Violations of import and export control laws can occur if items exported to one country are re-exported to another country subject to different import or export controls. Violations can also occur merely by doing business with certain persons or businesses affiliated with, owned by or controlled by persons designated as "prohibited entities." The U.S. and other governments periodically impose trade restrictions (for example, embargoes) on certain countries. These laws are complex and change frequently. Spectranetics Vice President of Regulatory Affairs and Compliance or Spectranetics Legal Department can answer questions regarding these requirements.

## **XI. Antitrust/Competition**

Antitrust laws in the U.S. and competition laws outside the U.S. exist to ensure free and open competition in the marketplace. Violation of these laws can result in civil liability and criminal penalties for Spectranetics and its employees. These laws are complex and, consequently, employees may not take any collaborative action with a competitor or take any action that could have an improper anti-competitive effect without prior advice from Spectranetics Legal Department.

## **XII. Our Work and Our Environment**

Spectranetics products are heavily regulated by governmental agencies, health ministries and other regulatory authorities worldwide. Every employee is responsible for compliance with worldwide product regulation requirements, including marketing approvals, conduct of clinical studies, good manufacturing practice requirements and standards, design controls, labeling and advertising controls and any other product regulations and controls promulgated by government agencies. Each employee is responsible for reporting any significant issues to management, including the Vice President of Regulatory Affairs & Compliance.

## **XIII. Treating People with Respect, Courtesy, Fairness and Dignity**

A fundamental part of how we strive to operate includes treating each other and our customers with respect and courtesy. Being considerate of and recognizing the dignity of all people is central to how we strive to define ourselves. How we act on this belief extends from respecting the confidentiality and privacy of patient personal information to handling customer requests and patient inquiries promptly and courteously.

It also extends to acting professionally in any job-related activity, including Spectranetics-sponsored off-site events and social gatherings. We all know and honor the fact that is unacceptable to steal or damage the property of customers, co-workers or the company. Similarly, we do not create safety or health hazards, verbally or physically mistreat others or engage in offensive behavior. This is a broad-ranging statement that includes far more than open violence, fighting or disorderly conduct. It encompasses harassing or abusive behavior, including the use of language or gestures that are inappropriate, harassing, or abusive.

All of us at Spectranetics are expected to abide by all applicable policies regarding employee conduct, a more detailed description of which can be found in the Company's Employee Handbook.

## **XIV. Fair Employment Practices; Non-Harassing Environment**

We strive to abide by all laws and regulations that govern fair employment practices and to provide equal opportunities to all employees. Discrimination against or harassment of another person on the basis of his or her race, color, religion, disability, gender, national origin, sexual orientation, age, veteran status or other legally protected status is prohibited. This applies to all business and employment-related activities.

## **XV. The Quality of Our Products, Work and Research**

By performing our jobs with integrity, each of us helps to ensure that every single medical device that we develop, manufacture, test and deliver meets applicable government regulatory standards, our own stringent quality requirements and, ultimately, patient needs. We all share the responsibility for upholding Spectranetics standards and ensuring that our regulatory, clinical and other quality system policies and procedures are followed. Any complaint about a Spectranetics product needs to be handled in accordance with our policies and procedures. We

must also do our part to ensure that clinical research conducted on behalf of Spectranetics is undertaken with rigor, meets applicable laws, privacy requirements and government regulatory standards and complies with other applicable approvals or accords like Institutional Review Board/Ethics Committee/Privacy Board approvals or the Helsinki Accord.

Quality is not limited to product quality. We must take pride in our work, and pay careful attention to detail. Remember that everything we do reflects on Spectranetics. Quality does not just happen; it is the result of conscientious effort by each and every one of us.

## **XVI. Duty of Loyalty; Conflict of Interest**

All Spectranetics employees, as well the members of our Board of Directors, owe a duty of loyalty to the Company. In general, this means that we must put our best efforts toward Spectranetics continued success and not take for personal gain any commercial opportunities discovered through the use of Company property, information or our positions within Spectranetics. In addition, no employee or member of our Board of Directors, or any other team member, should compete with Spectranetics.

We must all do our best to prevent conflicts of interest and to minimize any appearance of conflicts of interest with our job responsibilities. A conflict of interest occurs when an individual's private interest interferes in any significant way with the interests of Spectranetics as a whole. Whether a conflict of interest exists must be determined based on the facts and other relevant information. During our scheduled work hours, we must use our best efforts to perform our jobs well. It is important not to engage in any activity that is (or could appear to be) a conflict between our personal interests and Spectranetics' best interests.

## **XVII. Insider Trading**

All Spectranetics employees are prohibited from engaging in insider trading. Insider trading is trading in Spectranetics stock while aware of confidential information about the Company that could, if it became public, affect the stock price. Disclosure of any information to another person, such as a spouse or friend, which would enable them to gain a trading benefit not available to the general public is prohibited as well. Similar restrictions apply to trading in the stock of other companies using confidential information that could affect the stock price. See the Employee Handbook for additional details on this policy.

## **XVIII. Monitoring, Auditing, Corrective Action and Discipline**

As members of the Spectranetics team, we are responsible for cooperating with all program monitoring and auditing activities. Any violation of this Code will be taken seriously. When a violation is identified, appropriate corrective action will be taken to respond to the violation. This may include making appropriate notifications and implementing changes to prevent further similar violations. Failure to comply with the spirit as well as the letter of this Code and failure to participate in required training and related activities, including monitoring and auditing activities and investigations will be considered in employment-related decisions. It also may result in corrective or disciplinary action, up to and including termination from employment. The

corrective or disciplinary action taken will vary based on the nature, severity and frequency of the violation.

## **XIX. Conclusion**

Due to the complexity of our business and the competitive realities of the marketplace, we must be clear about our corporate values and maintain a vigorous commitment to acting with integrity and in an ethical manner. We must work honestly and in good faith with our hospital, laboratory and physician partners on behalf of the patients who entrust themselves to that partnership. If you have any questions, please contact your management, the Legal Department or the Spectranetics Compliance Department.

*Approved by the Board of Directors:*

## CERTIFICATE OF ACKNOWLEDGEMENT

1. I have read, understand and agree to comply with the foregoing Code of Conduct and the policies and procedures contained therein.
2. I am making the following disclosure regarding actual or potential conflicts of interest, as is required by the foregoing Code of Conduct (indicate “none” if appropriate).

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3. I hereby agree to keep the Company informed of any actual or potential conflicts of interest that may arise after the date hereof.
4. I agree to report any and all potential violations of this Code or anyone who may violate the Code.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_