

CODE OF BUSINESS CODUCT AND ETHICS POLICY

1. General Policy

It is the policy of Cascia Healthcare Corporation and its subsidiaries and affiliates (“Cascia”) to conduct business in compliance with all applicable laws, rules, and regulations, and it is our policy always to conduct business with integrity. We make this commitment to our partners, to our shareholders, to our community, to those government agencies that regulate Cascia, and to ourselves.

Each Cascia employee, officer and director, as well as agents and contractors working on behalf of Cascia, must work to comply with the policies set forth. All employees, officers, and directors should review these policies and make sure that these policies guide their actions. Because of the complex and changing nature of legal requirements, each member of Cascia must be constantly vigilant to ensure that their conduct is in compliance at all times. If any employee, officer, or director becomes aware of an issue of legal compliance which is not adequately addressed in these policies, you should notify your supervisor or the Chief Financial Officer. The Chief Financial Officer, working together with our legal advisors and the Audit Committee of the Board of Directors, is designated to administer the Code of Ethics and related policies.

Cascia takes compliance with laws, regulations, and rules seriously. Any violation of such will result in disciplinary action. Such action may include an oral or written warning, disciplinary probation, suspension, reduction in salary, demotion, or dismissal from employment. These disciplinary actions also may apply to an employee’s supervisor who directs or approves the employee’s improper actions or is aware of those actions, but does not act appropriately to correct them or fails to exercise appropriate supervision.

If a question arises as to whether any action complies with Cascia’s policies or applicable law, an employee, officer, or director should present that question directly to Cascia’s Chief Financial Officer or, in their absence, to the Chief Executive Officer. Concerns about violations may be made anonymously, and any calls, detailed notes, and/or e-mails will be dealt with confidentially. In raising an issue, you may remain anonymous, although you are encouraged to identify yourself. Should you choose to identify yourself, your identity will be kept confidential to the extent feasible or permissible under the law. If an employee has concerns regarding questionable accounting or accounting matters, they may make a confidential or anonymous submission directly to the Chairperson of the Audit Committee.

All employees, officers, directors, and agents of Cascia have the commitment of Cascia and of the Audit Committee of the Board of Directors that they will be protected from retaliation. However, Cascia reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to Cascia, or has acted improperly. Failure to report known or suspected wrongdoing of which any member of Cascia has knowledge may, by itself, subject that person to disciplinary action.

This document generally highlights some of the more important legal principles with which employees, officers and directors and agents are expected to be familiar. The fact that this document does not specifically reference other applicable laws (some of which may be covered in other Cascia policies), does not diminish their importance or application.

2. Compliance with the Law

Cascia seeks to comply with all applicable government laws, rules, and regulations. We need the cooperation of all employees, officers and directors to do so and to bring lapses or violations to light. While some regulatory schemes may not carry criminal penalties, they control the licenses and certifications that allow Cascia to conduct its business, and our continued ability to operate depends upon your compliance.

Some of the regulatory programs which employees may deal with in the course of their duties include, but are not limited to, the following:

- Labor laws,
- Occupational Safety and Health regulation,
- Building, safety, and fire codes,
- Requirements pertaining to handling and disposal of biohazardous and environmentally dangerous substances,
- Wage and Hour Laws,
- Reimbursement laws including Medicare, Medicaid, other government payor, and private insurers, and
- Laws and regulations pertaining to the development, preparation and sale of our products and services, including, without limitation, applicable laws and regulation pursuant to the US Public Health Services Act, the US. Food, Drug & Cosmetic Act, and applicable government regulations and guidance documents relating to the manufacture, promotion and sale of our products and services, and any similar law that applies in other jurisdictions.

The Chief Financial Officer can provide employees with information on these rules, and can direct questions or concerns to the proper person.

3. Securities

Because our shares are publicly-traded securities, certain activities of Cascia are subject to certain provisions of relevant securities laws. These laws govern the dissemination or use of information about the affairs of Cascia or its subsidiaries or affiliates, and other information which might be of interest to persons considering the purchase or sale of our stock. Violations of the securities laws could subject you and Cascia to criminal and civil penalties. Accordingly, Cascia does not sanction and will not tolerate any conduct that risks a violation of these laws.

4. Disclosure of Transactions in Company's Securities

Cascia requires continuing disclosure of transactions in Cascia's publicly traded securities by Cascia, its directors, officers, major shareholders and other affiliated persons. We are committed to complying with obligations from securities regulators related these disclosures.

5. Insider Trading

It is illegal for any person, either personally or on behalf of others, to buy or sell securities while in possession of material nonpublic information; or to communicate (to "tip") material nonpublic information to another person who trades in the securities on the basis of the information or who in turn passes the information on to someone who trades. All directors, officers, employees, and temporary insiders must comply with these "insider trading" restrictions.

6. Prohibited Trades

No person to whom this policy applies may

- Engage in short sales of Cascia securities, or
- Engage in hedging or monetization transactions related to Cascia's securities, including using financial instruments such as prepaid variable forward contracts, puts, calls, equity swaps, credit default swaps, collars, or exchange funds.

7. Confidential Information

Business Information.

You will be entrusted with Cascia's confidential business information. You are required to safeguard and use such information only for Cascia's purposes. Confidential information includes all non-public information that might be of use to competitors, or harmful to Cascia or its partners, if disclosed. You are expected to maintain the confidentiality of any and all such information entrusted to you by Cascia or its partners. Examples of confidential business information include, but are not limited to: Cascia's trade secrets, business trends, information on product development programs, detailed sales and cost figures, new product or marketing plans, research and development ideas or information, manufacturing processes, and information about potential acquisitions, divestitures and investments. Failure to observe this duty of confidentiality may compromise our competitive advantage over competitors and may additionally result in a violation of securities, antitrust or employment laws. It may also violate agreements providing for the protection of such confidential information. You should not discuss confidential information outside Cascia, even with your own family.

You may also possess sensitive, privileged information about our partners. These parties properly expect that this information will be kept confidential. Cascia takes very seriously any violation of a customer's or partner's confidentiality and will not tolerate such conduct.

Employees and officers of Cascia should refer to their employment agreements to understand all their obligations of confidentiality.

Patient Information

You may come into possession of confidential patient information during the course of your employment. Such information may be protected under the US Health Insurance Portability and Accountability Act (HIPAA), the European Privacy Directive, local laws that are more stringent than the federal law or EU directives, and other privacy statutes. You may be subject to these laws even if you are employed in another country and come into possession of patient information during the normal course of business such as the conduct of medical studies, quality reviews, or statistical analyses.

8. Special Ethical Obligations for Employees with Public Reporting Responsibilities

As a public company, we are also committed to carrying out all continuing disclosure obligations in a full, fair, accurate, timely, and understandable manner. Depending on their position with Cascia, employees, officers or directors may be called upon to provide information to assure that Cascia's public reports are complete, fair, and understandable. Cascia expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to Cascia's public disclosure requirements.

The finance and accounting functions bear a special responsibility for promoting integrity throughout the organization, with responsibilities to shareholders both inside and outside of Cascia. The Chief Executive Officer, the Chief Financial Officer, and other personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout Cascia as a whole that ensures the fair and timely reporting of Cascia's financial results and condition.

Persons responsible for the preparation of such documents and reports and other public communications must exercise the highest standard of care in accordance with the following guidelines:

- all accounting records, and the reports produced from such records, must comply with all applicable laws;
- all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
- all accounting records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- accounting records must not contain any false or intentionally misleading entries;
- no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- all transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- no information should be concealed from the internal auditors or the independent auditors; and

- compliance with the Company's internal control over financial reporting and disclosure controls and procedures is required.

Individuals should promptly report to the Chief Financial Officer and/or the Chairperson of the Audit Committee any conduct that they believe to be a violation of law or business ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict. Violations, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel disciplinary action up to, and possibly including, termination of employment.

9. Continuing Disclosure Obligations and Accuracy of Business Records

In order to support all our disclosure obligations, it is our policy to record and report our factual information honestly and accurately. Failure to do so is a grave offense and will subject an individual to discipline by Cascia, as well as possible criminal and civil penalties.

Compliance with established accounting procedures, Cascia's system of internal controls, and generally accepted accounting principles is necessary at all times. In order to achieve such compliance, Cascia's records, books, and documents must accurately reflect the transactions and provide a full account of Cascia's assets, liabilities, revenues, and expenses. Knowingly entering inaccurate or fraudulent information into Cascia's accounting system is unacceptable and may be illegal. Any individual that has knowledge that an entry or process is false and material are expected to consult the Chief Financial Officer. In addition, it is the responsibility of each member of Cascia to give their cooperation to Cascia's authorized internal and external auditors.

Every individual should also be aware that almost all business records of Cascia may become subject to public disclosure in the course of litigation or governmental investigation. Records are also often obtained by outside parties or the media. Employees should therefore attempt to be as clear, concise, truthful, and accurate as possible when recording any information. They should refrain from making legal conclusions or commenting on legal positions taken by Cascia or others. They should also avoid exaggeration, colorful language, and derogatory characterizations of people and their motives. Cascia will not tolerate any conduct that creates an inaccurate impression of Cascia's business operations.

10. Protection and Proper Use of Company Assets

Employees, officers and directors should protect Cascia's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Cascia's profitability. All Company assets should be used for legitimate business purposes.

Everyone who works with Cascia's computer and other electronic resources is responsible for their appropriate use and protection from theft, damage, or loss. Employees should take care to understand the risks and protect and ensure that the security features of the computer-based resources are not compromised. Information created, transmitted, or accessed on business networks is Cascia property and Cascia reserves the right to monitor or restrict access to it. Individual supervisors are responsible for ensuring resources are used productively.

Computer software used in connection with Cascia's business must be properly licensed and used only in accordance with that license. Installation of software, other than routine updates, must be approved by the Information Technology staff responsible for supporting your site. Using unlicensed software could constitute copyright infringement. If an employee has any questions as to whether his or her use of computer software is licensed, he or she should consult with the Chief Financial Officer.

The same level of care should be taken when using Cascia's e-mail, internet, and voice mail systems as is used in written documents. For example, confidential information about Cascia should not be disclosed on electronic bulletin boards, in chat rooms or posted on an internet web site.

11. Scientific Integrity

As a healthcare company, Cascia has a special responsibility to our patients to ensure that we rely on the highest standards in developing and selling our products. Ensuring the integrity of the scientific research within the company is a critical component of how we meet this responsibility. Cascia recognizes the importance of the virtues underlying scientific excellence, including intellectual curiosity and honesty, constructive skepticism, meticulousness, avoidance of bias, humility in the discovery and use of science evidence, and the limitations of scientific inquiry. We ensure its learning policies support training, education, and professional development opportunities to inform and educate employees about responsible conduct in research, research ethics, and the annotation, management and archiving of research and scientific data.

We are committed to upholding and respecting human rights for all. Building a brighter future means managing our global operations ethically and with integrity to positively impact the people and communities linked to our business. As science continues to evolve at an unprecedented pace, it is important that we ethically pursue and uphold our promise to serve as a responsible steward to benefit society. We believe biotechnology not only offers meaningful advancements for science but also bears important responsibilities to companies like ours who develop new science. In this we are guided by the following principles:

- We place the highest priority on the safety and efficacy of our products, and we support government agencies in safeguarding health and well-being throughout the world.
- We recognize that responsible use of biotechnology is consistent with our mission to deliver new therapeutics that are effective, technologically feasible, and economically sustainable.
- We carefully and prudently determine the benefits associated with our technologies while seeking to identify and minimize relevant risks.
- We operate in a way that is consistent with global best practices and ethical principles, including, but not limited to, our own Code of Conduct and Ethics Policy, the appropriate local, national, regional, and international governing bodies, and standards found in, but not limited to:
 - Guidelines for Good Laboratory Practices (GLP) and Good Manufacturing Practices (GMP)
 - Declaration of Helsinki International Ethical Guidelines for Biomedical Research Involving Human Subjects
 - Applicable privacy and data protection standards
- We promote ethical research, safeguard the integrity of the scientific process, and protect patients' rights while responsibly identifying and addressing issues related to biotechnology research and development.
- We are sensitive to issues surrounding research with animals and humans, and advocate for adherence to ethical standards in the research, development, manufacture, and sale of our products.
- We listen to and consider feedback from the public around biotechnology research and development concerns relative to our products and respond with integrity to ethical priorities.

- We actively participate in public discussions and professional forums encouraging science-based policies and regulations that serve the public interest in relation to emerging technologies.
- We contribute to the scientific community by publishing research results and by sharing best practices whenever possible if consistent with our responsibilities as a public company to protect our trade secrets and confidential information.

12. Corporate Opportunities

Employees, officers and directors are prohibited from

- taking for yourself opportunities that you discover through the use of Company property, information or position,
- using Company property, information or position for personal gain, and
- competing with Cascia. An employee, officer, or director owes a duty to Cascia to advance its legitimate interests when the opportunity to do so arises.

13. Fair Dealing

Employees, officers and directors should endeavor to deal fairly with Cascia's customers, partners, suppliers, competitors, and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

14. Conflicts of Interest

Cascia employees, officers and directors should avoid all potential conflicts of interest or situations that give the appearance of such conflict of interest. A conflict of interest occurs when the private interest of a Cascia employee (or an immediate family or household member or someone with whom you have an intimate relationship) interferes, in any way -- or even appears to interfere -- with the duties performed by Cascia employee or with the interests of Cascia as a whole. A conflict situation can arise when an employee, officer, or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in Cascia. Loans to, or guarantees of obligations of, such persons are of special concern.

To this end, Cascia employees, officers or directors may not be employed by, act as a consultant to, or have an independent business relationship with any of Cascia's

customers, competitors, or suppliers. Nor may employees, officers or directors invest in any customer, supplier, or competitor (other than through mutual funds or through holdings of less than 1 percent of the outstanding shares of publicly traded securities) unless they first obtain written permission from the Chief Executive Officer. Employees, officers or directors should not have other outside employment or business interests that place them in the position of conflict by:

- appearing to represent Cascia,
- providing goods or services substantially similar to those Cascia provides or is considering making available, or
- lessening their efficiency, productivity, or dedication to Cascia in performing their everyday duties.

Employees, officers and directors may not have an interest in or speculate in anything of value which may be affected by Cascia's business. Employees, officers, or directors may not divulge or use Cascia's confidential information -- such as financial data, customer information, and computer programs -- for their own personal or business purposes.

Any personal or business activities by an employee, officer, or director that may raise concerns along these lines must be disclosed to and approved in advance by the Chief Financial Officer. You should also obtain the approval of the Chief Financial Officer when accepting a board position with a not-for-profit entity, when there may be a Company business relationship with the entity or an expectation of financial or other support from Cascia.

15. Gifts, Meals, and Entertainment

Entertainment and Gifts.

Cascia recognizes that in some instances, gifts and entertainment can provide an entirely appropriate means of furthering a business relationship. However, no employee, officer, or director should accept or provide gifts of more than US\$100, or the foreign currency equivalent, in connection with their business dealings. The offer or receipt of any such gift over \$100 should be reported immediately to the Chief Financial Officer. Normal business courtesies involving no more than ordinary amenities (such as lunch, dinner, a spectator event, or a golf game) are permitted, as are token non-cash gifts of nominal value. The guiding principle and spirit of this Code is that no gift, favor or entertainment, whether a single event or a pattern of behavior, should be accepted or provided if it will

obligate, or appear to obligate, the recipient. If you are uncertain about the propriety of a gift, you should contact the Chief Financial Officer for guidance.

Relationships with Government Personnel.

The laws of most countries prohibit companies, including those acting on their behalf, from bribing foreign officials to obtain or retain business. Cascia is subject to these laws, the United States Foreign Corrupt Practices Act (FCPA) and the OECD Anti-Bribery Convention. The FCPA applies to both individuals and the corporations they work for, and it is a violation of the law if there is evidence of:

- (1) a payment, offer, authorization, or promise to pay money or anything of value
- (2) to a foreign government official (including a party official or manager of a state-owned concern), or to any other person, knowing that the payment or promise will be passed on to a foreign official
- (3) with a corrupt motive
- (4) for the purpose of influencing any act or decision of that person,
- (5) inducing such person to do or omit any action in violation of his lawful duty,
- (6) securing an improper advantage, or
- (7) inducing such person to use his influence to affect an official act or decision
- (8) in order to assist in obtaining or retaining business for or with, or directing any business to, any person.

The prohibition is **strictly** enforced with no minimum payment being required before the law is violated. It is also illegal to use any third-party, such as a business partner, shareholder, or consultant, to make an improper payment on Cascia's behalf.

The term "foreign official" is broadly interpreted to mean any person affiliated with a foreign government that can exercise discretionary authority to enter into, or to refrain from entering into, a business transaction. Since many hospitals and universities are government owned entities, or the treatments provided at private hospitals may be reimbursed by government funded insurance, **all physicians** and their purchasing agents should generally be considered foreign officials.

Payments made to physicians, surgeons and hospitals have come under increasing scrutiny in recent years, with criminal fines assessed against many major healthcare companies for FCPA violations, including those shown in the following table:

Corporation	Fine (US\$ Millions)	Countries Involved
Alexion	21	Russia, Turkey
AstraZeneca	5	China, Russia
Biomet (2012)	22	Argentina, Brazil, China
Biomet (2017)	30	Brazil, Mexico
Bio-Rad Laboratories	55	Russia, Thailand, Vietnam
BK Medical	14	Russia
Bristol-Myers Squibb	14	China
Cardinal Health	9	China
Eli Lilly	29	Brazil, China, Poland, Russia
Fresenius	231	Angola, Saudi Arabia, Spain, Turkey
General Electric	24	Iraq
GlaxoSmithKline	20	China
Johnson & Johnson	70	Greece, Iraq, Poland, Romania
Mead Johnson	12	China
Novartis (2020)	348	Greece, South Korea, Vietnam
Novartis (2016)	25	China
Novo Nordisk	16	Greece, Iraq, Jordan
Olympus	23	Argentina, Brazil, Bolivia, Chile, Colombia, Mexico, Costa Rica
Orthofix (2017)	14	Brazil
Orthofix (2012)	5	Mexico
Pfizer	26	Bulgaria, China, Croatia, Czech Republic, Italy, Kazakhstan, Serbia, Russia,

Philips Electronics	5	Poland
Sanofi	25	Kazakhstan, Middle East
SciClone	12	China
Siemens	800	Argentina, Bangladesh, China, Iraq, Israel, Mexico, Venezuela, Vietnam
Smith & Nephew	22	Greece
Stericycle	84	Argentina, Brazil, Mexico
Stryker (2018)	8	Compliance violations
Stryker (2013)	13	Argentina, Greece, Mexico, Poland, Romania
Teva	519	Mexico, Russia, Ukraine
Wyeth	19	China, Indonesia, Pakistan, Saudi Arabia
Total	\$2,520	

While \$2.5 billion in fines is significant, the reputational damage to these firms in the market was many times worse than the monetary penalties.

Note that the criminal penalties can, and have, been assessed against **both** Individuals and the corporations that employed them. Individuals can be imprisoned for up to five years for each violation, and up to 20 years for each willful violation. In 1996 police in Japan raided several medical device companies, arrested and handcuffed company executives, seized business records, and questioned customers on suspicion of the companies making illegal kickback payments to cardiologists and radiologists. Individuals implicated in FCPA cases can be barred by the Securities and Exchange Commission from serving as an officer or director of any publicly traded company.

Cascia will not tolerate any activity that violates the FCPA or any similar law, and the company will fully cooperate with legal authorities investigating any suspected illegal activity. Any employee who becomes aware of any impermissible conduct should immediately report it to the Chief Financial Officer. The anti-kickback and anti-bribery laws must be considered whenever anything of value is given or received by Cascia, or its

representatives or affiliates that are in any way connected to work performed for a government-owned hospital or university. No one acting on behalf of Cascia may offer or accept gifts, loans, rebates, services, or payment of any kind to or from government suppliers and vendors without first consulting the Chief Financial Officer.

Note that not every payment is prohibited. The FCPA provides that reasonable and bona fide expenditures, such as travel and lodging expenses, directly related to:

- the promotion, demonstration, or explanation of products or services; or
- the execution or performance of a contract with a foreign government or agency thereof

is permitted. An example of a permitted payment might be covering the travel and conference fees for a physician to attend a foreign medical conference so that they can learn about medical procedures that use Cascia's therapeutics. However, approval for any such expenditure **must** be requested in writing and be approved by the Chief Executive Officer or the Chief Financial Officer prior to any commitment being made.

Common business courtesies, such as buying coffee, paying the bill for a modestly priced meal, or giving small gifts or promotional items, are generally regarded as normal business activities and, without more, are insufficient to support finding of a corrupt motive. When in doubt, employees should err on the side of caution or consult with the Chief Financial Officer on what is, and is not, permissible.

Money Laundering

Certain transactions between Cascia and its customers and suppliers may be subject to investigation due to international efforts to reduce illegal flows of money that facilitate drug trafficking, support of terrorist organizations, and other illegal activities. All new commercial relationships and all transfers of funds in excess of \$10,000 or the equivalent in another currency will be reviewed by the Chief Financial Officer to ensure compliance with the relevant laws and regulations.

16. Interacting with the Government

Cascia values its good relations with local, national, and foreign governments. We are committed to being a "good corporate citizen" and are proud of the contributions we have made to help the communities where we do business. Cascia's policy is to deal honestly and fairly with government representatives and agents and to comply with valid and reasonable governmental requests and processes. Be truthful and straightforward

in your dealings with governmental representatives and do not direct or encourage another Cascia employee (or someone else) to provide false or misleading information to any government agent or representative. Do not direct or encourage anyone to destroy records relevant to a fact-finding process.

17. Privacy

Cascia recognizes and understands the importance of balancing work and family life. Even though an employee's non-work-related activities outside of Cascia are considered personal business, employees should always remember that they are a representative of Cascia and should conduct themselves accordingly.

18. Market Competition

Cascia is committed to complying with all national and international competition and antitrust laws. The purpose of the antitrust laws is to preserve the competitive free enterprise system. These laws are founded on the belief that the public interest is best served by vigorous competition, free from collusive agreements among competitors on price or service terms. The law helps to preserve each country's economic, political, and social institutions; Cascia is firmly committed to the philosophy underlying those laws.

While competition and antitrust laws clearly prohibit most agreements to fix prices, divide markets, and boycott, they also proscribe conduct that is found to restrain competition unreasonably. This can include, depending on the facts and circumstances involved, certain attempts to tie or bundle services together, certain exclusionary activities, and certain agreements that have the effect of harming a competitor or unlawfully raising prices. Any questions that arise in this area should be addressed to the Chief Financial Officer. The Company believes in fair and open competition, and adheres strictly to applicable antitrust laws. It should be noted however that the following section is not an exhaustive summary of relevant antitrust laws. Additional antitrust considerations not covered in this section include participation in trade association, monopolization, price discrimination and other practices that affect competition.

As a general rule, any contact with a competitor may be problematic under antitrust laws. Accordingly, all employees, officers and directors should avoid any such contact relating to the business of the Company or the competitor without first obtaining the approval of the CFO. Any additional concerns relating to the aforementioned areas of potential antitrust breach should also be directed to the CFO.

The Company notes below some general rules concerning contact with competitors:

- Agreements among competitors, whether written or oral, that relate to prices are illegal per se. In other words, such agreements, by themselves, constitute violations of the antitrust laws. There are no circumstances under which agreements among competitors relating to prices may be found legal. Price fixing is a criminal offense, and may subject the Company to substantial fines and penalties and the offending employee to imprisonment and fines.
- Antitrust laws may be violated even in the absence of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in certain circumstances, employees of the Company should not participate in such exchanges without first obtaining the approval of the CFO.
- It is a per se violation of antitrust laws for competitors to agree, expressly or by implication, to divide markets by territory or customers.
- It is a per se violation of the antitrust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the antitrust laws can be violated even in the absence of an express understanding.

Any communication between competitors concerning problems with any customer or supplier may violate antitrust laws and should be avoided.

19. Purchasing

Purchasing decisions must be made in accordance with applicable Company policy. In addition, the prohibitions discussed in paragraph 15 entitled "Gifts, Meals, and Entertainment" apply to purchasing decisions made on behalf of Cascia. Purchasing decisions must, in all instances, be made free from any conflicts of interest that could affect the outcome. Cascia is committed to a fair and objective procurement system which results in the acquisition of quality goods and services for Cascia at a fair price.

20. Political Contributions

Cascia believes that democratic governments benefit from citizens who are politically active. For this reason, Cascia encourages each of its employees to participate in civic and political activities in his or her own way. Voting in elections is encouraged.

Depending on the jurisdiction Cascia's direct political activities may be limited by law. In some cases, corporations may not make any contributions -- whether direct or indirect - - to candidates for office. Cascia will not contribute any money or products, or lend the use of vehicles, equipment, or facilities, to candidates for office, nor will Cascia make contributions to committees that make contributions to candidates for office. Neither Cascia, nor supervisory personnel within Cascia, may require any employees to make any such contribution. Cascia will not reimburse its employees for any money they contribute to political candidates or campaigns.

Any question about the propriety of political activity or contribution should be directed to the Chief Financial Officer.

21. Exports and Imports

There are many laws governing international trade and commerce which serve to limit the export of certain therapeutics or materials to certain countries. Under no circumstances will Cascia engage in transactions contrary to applicable export or import restrictions, markings, declarations for customs, and payment of duties or other fees. Because these regulations are complicated and change periodically, employees and agents seeking to do business with foreign country must first confirm the legal trade status of that country. If an employee or agent is uncertain about whether a foreign sale complies with export laws, they must contact the Chief Financial Officer for guidance.

22. Media/Public Relations and Governmental Inquiries.

When Cascia provides information to the news media, securities analysts and stockholders, it has an obligation to do so accurately and completely. In order to ensure that Cascia complies with its obligations, employees receiving inquiries regarding Cascia's activities, results, plans, or position on public issues should refer the request to Cascia's Chief Executive Officer, Chief Financial Officer, or the designated corporate spokesperson. Cascia employees may not speak publicly for Cascia unless specifically authorized by a corporate officer. Although unlikely, a government representative may seek to interview an employee regarding Cascia's business activities or an employee's work at Cascia. If an employee is contacted by a government agent or representative

and asked to provide information, contact the Chief Financial Officer. Occasionally, someone will arrive unexpectedly or a government representative may seek to inspect Company property. If this happens, an employee should immediately notify his or her manager and contact the Chief Financial Officer.

23. Response to Investigations or Government Inquiries.

Numerous government agencies have broad legal authority to investigate Cascia and review its records. Cascia will comply with subpoenas and respond to governmental investigations as required by law. The Chief Financial Officer is responsible for coordinating Cascia's response to investigations and the release of any information.

If an employee or officer receives an investigative demand, subpoena, or search warrant involving Cascia, it should be brought immediately to the Chief Financial Officer. No documents should be released or copied without authorization from the Chief Financial Officer. If an investigator, agent, or government auditor comes to Cascia's corporate headquarters, the Chief Executive Officer should be contacted immediately. Ask the investigator to wait until the contacted individual arrives before reviewing any documents or conducting any interviews. The Chief Financial Officer is responsible for assisting with any interviews. If Cascia's employees are approached by government investigators and agents while they are away from Cascia's premises and asked to discuss Company affairs, the employee has the right to insist on being interviewed during business hours with a supervisor or counsel present. Alternatively, any employee may choose to be interviewed or not to be interviewed at all. Cascia recognizes the choice of how to proceed in these circumstances is left entirely to the employee. If an employee chooses to speak with government personnel, it is essential that the employee be truthful. Questions about this policy may be directed to the Chief Financial Officer.

Cascia employees are not permitted to alter, remove, or destroy documents or records of Cascia except in accordance with regular document retention and destruction practices. Special care should be taken to avoid destruction of documents related to any matter that is, or might reasonably be expected to become, a matter for investigation by the authorities.

24. Document Retention Policy.

Cascia has a document retention policy in place to provide reasonable and consistent standards and procedures for the retention and disposal of accounting & financial

documents, and that provide a routine business practice of maintaining records for a predetermined period of time.

25. Amendments and Waivers.

The Code of Ethics applies to all Cascia employees, officers and directors. There shall be no substantive amendment or waiver of any part affecting the directors, senior financial officers, or executive officers, except by a vote of the board of directors, which will ascertain whether an amendment or waiver is appropriate and ensure that the amendment or waiver is accompanied by appropriate controls designed to protect Cascia.

EMPLOYEE, OFFICER, & DIRECTOR CERTIFICATION AND AGREEMENT OF COMPLIANCE

I certify that I have read Cascia’s Code of Ethics and I fully understand the obligations set forth in that document. The Code includes a statement of Cascia’s policies, which are designed to ensure that Cascia and its employees conduct Cascia’s business in compliance with all national, state, and local laws governing its operations and the conduct is consistent with the highest standards of business and professional ethics.

I understand that the Code obligates all employees to carry out their duties for Cascia in accordance with these policies and with applicable laws.

I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, will subject me to disciplinary action.

I understand that even a failure to report such a violation or deviation may, by itself, subject an employee to disciplinary action.

I am aware that in the event that I have any question about whether an action complies with Cascia’s policies or applicable law, I should present that question to my supervisor or, if appropriate, directly to the Chief Financial Officer.

With these understandings of my obligations, I agree to act in accordance with the Cascia policies set forth in the Code of Ethics. Having read the Code, I am not currently aware of any matter that should be brought to the attention of compliance personnel as a violation or suspected violation of this Code.

Signed: _____

Print Name: _____

Date: _____