

# Code of Ethics



# Table of Contents

I.	<b>The Code of Ethics Applies To All Teleflex Employees</b> .....	1
II.	<b>Complying With the Code of Ethics</b> .....	1
	Employee and Agent Responsibilities .....	1
	Management Responsibilities.....	1
	How to Respond to Ethical Issues .....	2
	Responsibilities of All Company Personnel.....	3
III.	<b>Conflict of Interest Guidelines</b> .....	3
	Gifts and Contributions .....	4
	Misappropriation of Business or Investment Opportunities.....	4
	Loans .....	4
	Purchase or Sale of Goods and Services.....	4
	Direct or Indirect Business Interests .....	4
	Non-Company Service and Income .....	5
	Outside Employment.....	5
	Use of Company Personnel or Property .....	5
	Insider Trading and Fair Disclosure .....	5
	Intellectual Property .....	5
IV.	<b>Foreign Activities</b> .....	6
	Foreign Corrupt Practices Act .....	6
	Import and Export Control Guidelines .....	6
	Foreign Economic Boycott Guidelines .....	6
V.	<b>Corrupt Practices</b> .....	6
VI.	<b>Restraint of Trade, Unfair Competition and Discriminatory Practices Guidelines</b> .....	7
	Competitive Information Guidelines .....	8
	Advertising and Promotions.....	8
VII.	<b>Environmental Protection and Employee Occupational Health and Safety Guidelines</b> .....	8
VIII.	<b>Product Quality and Safety Guidelines</b> .....	8
IX.	<b>Protecting Confidential Business Information</b> .....	9
X.	<b>Interaction With the U.S. and Other Governments</b> .....	9
	Government Contracts.....	9
	Gifts, Gratuities, and Business Courtesies to U.S., State, and Local Government Employees .....	9
XI.	<b>Political Contributions Guidelines</b> .....	10

XII.	Promoting a Positive Work Environment .....	10
XIII.	Recordkeeping.....	10
XIV.	Public Reporting.....	11
XV.	Audits, Investigations and Legal Proceedings .....	11
XVI.	Waivers of the Code of Business Conduct and Ethics .....	12
XVII.	Confirmation of Compliance and Reporting.....	12
XVIII.	Additional Information .....	12

# Teleflex Incorporated Code of Ethics

Teleflex Incorporated maintains the highest business ethics and standards. Teleflex's Code of Ethics embodies the values that we as Employees hold most important. This Code reflects the commitment of Teleflex and its Employees to work for our customers and the Company's shareholders in a law abiding and ethical manner. It is important that each Employee comply with Teleflex's Code of Ethics to preserve the integrity of the Company's business and its reputation with co-workers, customers, shareholders, suppliers, competitors and the communities in which we all live and work. Teleflex will aggressively self-govern and monitor adherence to its compliance guidelines and to applicable statutes and regulations.

## I. The Code of Ethics Applies To All Teleflex Employees

Our Code of Ethics ("the Code") applies to all directors, officers, and employees of Teleflex (who are referred to as "Employees" for the purpose of this Code). As a global business, Teleflex is affected by the laws and business customs of the countries in which it operates. Each Employee, wherever located, is responsible for conducting his or her business activities in compliance with the Code and the laws of the country in which he or she works or with which he or she does business. When an Employee believes a conflict exists between the Code and the laws of a particular country, he or she should bring his or her concern to the attention of his or her Supervisor, Human Resources Representative, Corporate Legal or Human Resources Department, or the Ethics Line.

## II. Complying With the Code of Ethics

### **Employee and Agent Responsibilities**

High standards of behavior are expected of all Employees and agents of Teleflex regardless of position or location. No manager or supervisor has the authority to require or permit conduct that violates the Code or applicable law, regulation or rule. Such violations are never in the Company's interest.

In some cases, the Company's agents represent the interests of Teleflex with respect to third parties. Accordingly, Employees who supervise the activities of Company agents are responsible for making reasonable efforts to ensure that agents receive a copy of, and abide by relevant provisions of, the Code.

### **Management Responsibilities**

The Human Resources Department, in conjunction with the Company's supervisors and managers, is responsible for the distribution and implementation of the Code. Every manager is responsible for communicating Teleflex guidelines to his or her employees. Managers and supervisors also are responsible for maintaining a work environment where constructive, frank and open discussion is encouraged and expected.

Teleflex management is responsible for ensuring adherence to the Code and for ensuring appropriate ongoing employee communication, guidance and training. Managers and supervisors must also demonstrate a commitment to the Code through their own words, deeds, and actions.

## II. *Complying With the Code of Ethics (continued)*

### **How to Respond to Ethical Issues**

We must all work to ensure prompt and consistent action against violations of our Code. In some situations, however, it may be difficult to know what is expected of us. Because the Code cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- *Always ask first, act later.* If you are unsure of what to do in any situation, seek guidance before you act.
- *Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?* This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- *Clarify your responsibility and role.* In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- *Discuss the problem with your supervisor.* This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- *Seek help from Company resources.* Where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with your Human Resources representative. If the issue is not resolved at the local level, or if you are not comfortable discussing the problem with local management, you should contact the Corporate Legal or Human Resources Department. As described below, the Company also offers an Ethics Line which can be called anonymously.

Employees are required to report violations, suspected violations or requests that would constitute violations using these Company resources or the Ethics Line and also to raise questions concerning any matter covered by the Code or other Company policies about which they have any doubt. All reports concerning issues under the Code will be kept confidential to the extent reasonably possible.

- Any Employee or agent who believes that questionable accounting or auditing matters may have occurred should follow these reporting procedures. All such reports will be reviewed by the Audit Committee of the Board of Directors.

For specific phone numbers and dialing instructions for your country, refer to the Ethics Line posters or find them on the Business Ethics and Compliance page on the Global Knowledge Network (Teleflex intranet).

The Ethics Line is an anonymous and confidential reporting service which will transmit all reports to the Business Ethics and Compliance Committee, which will coordinate investigations into alleged violations of the Code. The Business Ethics and Compliance Committee is comprised of Teleflex's General Counsel, Executive Vice President/Chief Financial Officer, Vice President of Corporate Communications and Executive Vice President of Human Resources. The Business Ethics and Compliance Committee can be reached by mail at:

Business Ethics and Compliance Committee  
Teleflex Incorporated  
155 South Limerick Road  
Limerick, PA 19468 USA



## II. *Complying With the Code of Ethics (continued)*

The appropriate corrective actions will be taken based on the findings of a reasonable investigation. The Business Ethics and Compliance Committee will report periodically to the Audit Committee of the Board of Directors concerning Teleflex's Ethics and Compliance Program.

Teleflex strictly prohibits retaliation against Employees involved in identifying and reporting incidents of non-compliance with law, breach of contract requirements or unethical Company practices or in cooperating with investigations concerning such matters. No Teleflex Employee or agent who reports a possible ethical violation or other violation of law or statute will be discharged, demoted, suspended, harassed or discriminated against in any manner as a result of the Employee's or agent's reporting of a possible violation. **Retaliating against any individual for reporting any matter under the Teleflex Code is a serious violation of Company policy and will be dealt with accordingly.**

- Any Employee or agent who believes he or she has been disadvantaged on the basis of making a voluntary disclosure in accordance with this guideline should immediately report the matter using the procedures identified above.

### **Responsibilities of All Company Personnel**

The Code is very important to Teleflex. Failure to comply with the standards outlined and all policies referred to in this document will result in disciplinary action. Disciplinary action will be taken against:

1. Any Employee or agent who violates the Code or pertinent law;
2. Any Employee or agent who fails to report a possible violation as required by the Code;
3. Managers or supervisors to the extent that the circumstances of the violation reflect participation or acquiescence in, or encouragement or toleration of, the violation, or lack of diligence;
4. Anyone who retaliates, directly or indirectly, or encourages others to do so, against an individual who reports a Code or law violation; and
5. Any Employee or agent who fails to cooperate fully with Company investigators or auditors.

## III. *Conflict of Interest Guidelines*

To avoid actual or perceived conflicts of interest, Teleflex does not permit its Employees to participate in any activities that might impair or appear to impair the independence of any judgment rendered on behalf of the Company.

Company Employees shall not engage in activities that may involve, or that may reasonably be construed to involve, a conflict of interest with the Company's business interests. Such activities may include outside business activities, activities for personal gain or other actions.

There may well be cases in which an apparent conflict of interest is more theoretical than real, but it is important to disclose all matters that might appear to be a conflict so that the Company can resolve such cases promptly. If there is any possibility of doubt whether an activity or relationship might appear to be a conflict, for the protection of both Teleflex and the individual, the Employee should contact the Corporate Legal Department immediately to request written approval of such activity or relationship.

### III. *Conflict of Interest Guidelines (continued)*

#### **Gifts and Contributions**

Employees or any member of their immediate families:

- Are not, within a twelve-month period, to give or accept, directly or indirectly, gifts, contributions, or prizes to or from any individual or organization totaling more than \$100 (USD) or the reasonable equivalent value from suppliers or customers of the Company. Gifts should not be in excess of usual and reasonable limits that are a normal and acceptable part of regular business activity;
- Are prohibited from soliciting gifts, contributions, gratuities, services, or kickbacks from suppliers or customers of Teleflex regardless of their value;
- May not accept the use of customer or supplier property, airplane transportation, or trips (including trips sponsored by customers or suppliers) without the prior written approval of the manager in charge of the division; and
- Are not to give or accept, directly or indirectly, cash under any circumstances or entertain in excess of usual and reasonable limits that are a normal and acceptable part of regular business activity.

#### **Misappropriation of Business or Investment Opportunities**

Employees are prohibited from taking direct or indirect advantage of any business opportunity that is received by reason of their relationship with Teleflex and in which the Company may be interested, unless such opportunity has been presented for consideration by the Company, has been rejected by the Company, and such activity is not prohibited under other sections of this Code. This policy also prohibits diverting corporate opportunities to third parties. Employees should contact the Corporate Legal Department to request written approval of any activity that might appear to involve taking advantage of a corporate opportunity.

#### **Loans**

Employees of Teleflex or members of their immediate families may not lend money to or borrow money from suppliers, customers or competitors of the Company, except for transactions with banks and other financial institutions in accordance with normal business practices. Teleflex will not make personal loans to its directors or executive officers.

#### **Purchase or Sale of Goods and Services**

Employees of Teleflex or members of their immediate families may not benefit personally from any purchase by or sale to the Company of goods or services or derive personal gain from transactions involving the Company, including the sale or lease of real or personal property, except when the transaction and the personal interest involved have been fully disclosed to and approved in advance in writing by the Corporate Human Resources Department.

#### **Direct or Indirect Business Interests**

Employees of Teleflex shall not have any business, financial or other relationships with suppliers, customers or competitors and shall not participate, directly or indirectly in another business enterprise as an officer, director, more than 5% owner, employee, agent, representative or consultant absent full disclosure to and prior written approval by the Corporate Legal Department. This rule also applies to Employees' immediate family members.

### III. *Conflict of Interest Guidelines (continued)*

#### **Non-Company Service and Income**

A director or officer of Teleflex, group president or general manager of a business unit shall not serve as an officer, director, employee, partner, trustee or consultant of, or receive salary, fees, dividends or other income (except dividends and interest from publicly traded securities or other similar investments) from, any enterprise other than Teleflex, unless that relationship has been fully disclosed in advance to and approved in writing by the Corporate Legal Department.

#### **Outside Employment**

Regular full-time employees should recognize that their position with Teleflex must be their primary employment. Any outside employment, investment or other source of income must not interfere in any way with the performance of their duties as Teleflex employees. Any such relationship that could be construed as a conflict with these guidelines (e.g., working for a competitor) must be disclosed in advance to and approved in writing by the Corporate Human Resources Department. Teleflex will, in its sole discretion, determine whether any employment relationship is prejudicial to its interests and is contrary to these guidelines.

#### **Use of Company Personnel or Property**

Employees of Teleflex shall not use or permit others to use the Company's employees or its property for personal purposes, nor shall they permit the unauthorized or wasteful use of Company property by anyone.

#### **Insider Trading and Fair Disclosure**

No person affiliated with Teleflex may directly or indirectly effect securities transactions, including reallocation of pension plan investments, on the basis of "material insider information" until that information has been fully disseminated to the public. "Material insider information" is any information about Teleflex or its business or regarding any other company that an Employee may learn in connection with his or her employment, which is not generally known to the public and that could affect a decision to buy, sell or hold the stock of the Company. In addition, the disclosure of such inside information or "tipping" to persons outside the Company (or persons within the Company who do not have a business need to know such information) is unlawful and is strictly forbidden by Company policy.

Securities laws also require fair public disclosure of information concerning publicly traded companies, with serious penalties for companies and individuals who violate these requirements. The Corporate Communications Department ensures that requests for information are handled properly and consistently. If you are contacted for an interview or comments by securities analysts, investors or other third parties, you must refer the contact to the Corporate Communications Department.

#### **Intellectual Property**

Our brands and trademarks are valuable assets of the Company. Teleflex Employees have a responsibility to protect these assets, including reporting the improper distribution of our products to third parties.

It is essential that Teleflex protects its competitive position and preserves the investments made in developing new products. Teleflex requires that it possess full and complete ownership of all the intellectual and physical work products of its employees created in the course and scope of their employment. All Teleflex employees are required to sign a written agreement assigning ownership of inventions, patents, patent applications, copyrights, trademarks, trade secrets and other intellectual property rights to the Company.



## IV. Foreign Activities

In some countries, business practices are based on less stringent or different laws, rules or codes of conduct. For business dealings in such countries, this Code shall govern, unless variances by the Employee's or agent's facility manager, allowed by law and based on sound business judgment, have been approved in advance in writing by the Group President or the Corporate offices.

It is always important that Employees and agents conducting international business know and abide by the laws of the countries in which such business is being conducted. If you are not familiar with these laws and regulations, consult with your supervisor and the Corporate Legal Department prior to engaging in any foreign transaction.

### **Foreign Corrupt Practices Act**

As a U.S.-based company, Teleflex is required to comply strictly with the United States Foreign Corrupt Practices Act ("FCPA"). FCPA prohibits payments or offers of payments of anything of value to foreign officials, political parties or candidates for foreign political office in order to secure, retain or direct business. Payments made indirectly through an intermediary, such as an agent or sales representative, under circumstances indicating that such payments will be passed along for prohibited purposes, are also illegal.

Questions regarding the possible violation of any of the above provisions, once identified, should be immediately reported to the Corporate Legal Department or the Ethics Line.

### **Import and Export Control Guidelines**

All import and export of commodities and technical data to or from the United States are controlled by U.S. federal laws and regulations, as are foreign transactions involving the sale of commodities made abroad using technical data or components with U.S. origins. Teleflex has a strict policy of complying with all applicable U.S. federal import and export control laws and regulations. Anyone associated with the Company who is involved with the import, export or re-export of goods, services, technology, or software is responsible for knowing about and following the U.S. import and export control regulations that apply to his or her duties.

### **Foreign Economic Boycott Guidelines**

It is Teleflex's strict policy to comply fully with the U.S. federal government's laws and regulations relating to foreign economic boycotts. Any requests by customers or others to engage in boycotts must be refused and the requests reported to the Corporate Legal Department. For boycott related questions, you should immediately contact the Corporate Legal Department.

## V. Corrupt Practices

The Company prohibits bribes, kickbacks or other improper payments, whether made directly or indirectly, to any individual or organization, including government officials, political parties, customers, distributors, agents or private persons. Similarly, acceptance of bribes, kickbacks or any other form of improper payment is prohibited.

## VI. Restraint of Trade, Unfair Competition and Discriminatory Practices Guidelines

Teleflex is committed to free and open competition in the marketplace. Employees must be aware of the applicable state and federal antitrust laws and the statutory restraints on competitive practices.

Agreements with either competitors or customers to fix prices are always illegal and never defensible. Other such indefensible antitrust violations include agreements with competitors to allocate customers, markets, or supplies, or agreements with customers or competitors to boycott any other company. Employees are prohibited from engaging in these practices.

Violation of the antitrust laws can subject both Teleflex and individual Employees to criminal as well as civil liability. For willful civil violations, triple damages can be assessed. (The conduct of our business in other countries also requires compliance with each country's business competition laws).

The antitrust laws have application to a very broad range of corporate activities. The list of prohibited activities below is a guide to antitrust compliance and is not intended to be all-inclusive.

It is Teleflex's practice that no Employee should:

- Agree or attempt to agree with a competitor of Teleflex (whether orally or in writing) with respect to any of the following: prices; terms of sale (including discounts, credit terms or freight allowances); amount of production; division of markets, sales territories or customers; or the boycotting of transactions with third parties. Further, no discussion or exchanges of information regarding such matters, including exchange through trade associations, should take place with competitors or their representatives;
- Agree or attempt to agree with a customer on a resale price, imply that such resale price is a condition of the sale or discuss with or imply to a customer that Teleflex will attempt to influence the resale pricing of another customer;
- Sell any product on the condition, understanding or agreement that the customer must purchase another product from Teleflex without advance approval from the Corporate Legal Department;
- Make false or misleading remarks about other companies, their services or products, including Teleflex's competitors.

Employees should consult with their Supervisor, Human Resources Representative, or Corporate Legal or Human Resources Department prior to taking action concerning a matter about which there is any question concerning antitrust compliance. Any possible violation of any of the above provisions should be immediately reported to the Corporate Legal Department or the Ethics Line.

## VI. *Restraint of Trade, Unfair Competition and Discriminatory Practices Guidelines (continued)*

### **Competitive Information Guidelines**

It is good business practice for Teleflex to gather information about the markets in which it does business, including information about the Company's competitors and their products and services, through business surveys, market studies, competitive analyses and benchmarking. Employees or agents, however, should avoid seeking and receiving such information directly from the Company's competitors. Employees may, however, gather information about Teleflex's competitors from other sources such as published articles, advertisements, publicly distributed brochures, surveys by consultants and conversations with customers.

Employees may accept competitive information only when there is a reasonable belief that both the receipt and use of the information are lawful. Employees or agents should never knowingly breach or encourage the breach of a competitor's non-disclosure agreement. Employees or agents also should not misrepresent their identity, make unlawful payments or violate any other laws in attempting to collect such information.

### **Advertising and Promotions**

Teleflex is committed to the truthful and accurate communication of information about our products. The Company's advertising and other promotional materials will be honest and factual, not misleading or deceptive.

## VII. Environmental Protection and Employee Occupational Health and Safety Guidelines

Teleflex is committed to protecting the environment and complying with all applicable public health, safety and environmental laws and regulations.

To meet our environmental standards, every facility is required to be in compliance with public health, safety and environmental laws pertaining to its operations. Every facility is expected to appropriately inform the public and local communities on the nature and hazards, if any, of the materials that it manufactures or handles, as required by applicable environmental laws or regulations.

## VIII. Product Quality and Safety Guidelines

Teleflex is committed to conducting business with a high regard for the health and safety of those using its products and, in doing so, to strengthen the bond between the Company and its customers. Each Employee plays a critical role in ensuring the quality and safety of Teleflex products, from initial design through manufacture, sale and ongoing improvements. We must always abide by all contractual commitments and never make any promises that we cannot fulfill. In addition, it is our practice to cooperate with government agencies, industry associations, and recognized authorities involved with the quality and safety of our products.

We are committed to providing a safe, drug-free workplace. Possession, use or being under the influence of alcohol or illegal drugs during work hours subjects the Company and our Employees to unacceptable health and safety risks. We insist that our Employees work entirely free of the effects of alcohol and illegal drugs, as well as the adverse effects of any other substance.

## IX. Protecting Confidential Business Information

Teleflex has developed confidential business and technical information over many years at considerable expense. Because of this effort, we now own, or otherwise possess, valuable confidential business and technical information. Employees must protect Teleflex's confidential business and technical information. Unauthorized disclosure of this information could destroy its value to the Company and give unfair advantage to others.

All Teleflex Employees are responsible and accountable for the integrity and protection of all business information (including electronic mail and voice mail) and must take steps to protect information that has been entrusted to them.

Most of the information that is learned or developed by Teleflex's Employees as part of their jobs is proprietary to the Company (i.e., valuable business assets).

Proprietary information includes trade secrets as well as sensitive, confidential, private or classified technical, financial, personnel and business information. Such trade secrets and proprietary information include customer lists, price lists and policies, records, practices, letters, plans, drawings and computer programs. Proprietary information may concern new development projects, marketing plans, rate and cost data, customer or supplier negotiations or other Company matters.

Access to proprietary information will be limited to those having a need to know. At the commencement of their employment or association with the Company, Employees and agents agree that they will not disclose the Company's proprietary information or trade secrets to any other person or company without prior written authorization from the Company.

At the conclusion of employment or other association with Teleflex, all Company Employees and agents are required to return all Company documents and records, especially those containing proprietary information and trade secrets. Employees are also required to maintain the confidentiality of Company information even if they leave Teleflex employment. Questions regarding Teleflex's proprietary information and trade secrets should be directed to the Employee's Supervisor, Human Resources Representative, Corporate Legal or Human Resources Department, or the Ethics Line.

## X. Interaction With the U.S. and Other Governments

### **Government Contracts**

While contracting with the U.S. or other governments, it is the contractor's responsibility to learn and abide by the applicable regulations. Among these are rules strictly limiting access to information during procurements and prohibitions concerning hiring government employees. Failure to observe such regulations can result not only in loss of contract work and revenue but in civil and/or criminal penalties as well.

### **Gifts, Gratuities, and Business Courtesies to U.S., State and Local Government Employees**

Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is the policy of Teleflex to require Employees who deal with governmental agencies to be aware of, and to comply strictly with, those laws and regulations.

## XI. Political Contributions Guidelines

U.S. federal law and many state statutes generally prohibit a corporation from making direct or indirect political contributions of any kind. Included in this prohibition would be corporate funds, goods, or services given, directly or indirectly, to candidates for federal offices – this includes Employees' work time, transportation or other services provided at a corporation's expense. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions, and similar laws exist in other countries. Employees must therefore understand that their involvement and participation in the political process must be on an individual basis, on their own time and at their own expense.

## XII. Promoting a Positive Work Environment

All Employees want and deserve a workplace where they feel respected, satisfied and appreciated. As a global employer, we respect cultural diversity. As such, we will not tolerate harassment or discrimination of any kind — including race, color, religion, gender, sexual orientation, age, national origin, disability and veteran or marital status.

The term “harassment” may include unwelcome slurs and other offensive remarks, jokes and other verbal, graphic or unwelcome physical conduct. Harassment may also include unwelcome sexual advances, requests for sexual favors or unwelcome or offensive touching and other verbal, graphic or physical conduct of a sexual nature (such as obscene or lewd jokes, comments or displays or any inappropriate body contact).

Providing an environment that supports honesty, integrity, respect, trust, responsibility and citizenship permits us the opportunity to achieve excellence in our workplace. While everyone who works for the Company must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a work environment that is free from the fear of retribution and will bring out the best in all of us. Supervisors must be careful in words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from acceptable ethical behavior.

Where possible, we should respect employee privacy. Employees with access to personal information about other employees (such as medical records or salary history) must act diligently to safeguard its confidentiality and provide it to others only based upon a business need to do so. The Company, however, must retain the right to monitor e-mail and voice mail and to take other reasonable steps to protect its interests.

## XIII. Recordkeeping

Teleflex requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported. Employees should also record time and other data promptly, as doing so is generally necessary to maintaining the accuracy of Company records.

Many Employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls.



### *XIII. Recordkeeping (continued)*

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to applicable law. In accordance with such laws, in the event of litigation or governmental investigation, please consult with the Corporate Legal Department.

### **XIV. Public Reporting**

Teleflex strives to achieve full, fair, accurate, timely and understandable disclosure in reports and documents that a company files with, or submits to, the Securities and Exchange Commission (SEC) and in other public communications made by the Company. In furthering this goal, Teleflex has established controls and procedures that are designed to ensure that information required to be disclosed by Teleflex in the reports that it files with, or submits to, the SEC is accumulated and communicated to Teleflex's management as appropriate to allow timely decisions regarding required disclosure.

### **XV. Audits, Investigations and Legal Proceedings**

All Employees must cooperate fully with any audit, inquiry or investigation undertaken at the Company's direction by its attorneys, investigators, internal auditors or independent public accountants. In addition, the Corporate Legal Department must be immediately notified of any investigation or other legal proceedings in which the Company becomes or might become involved. This policy also covers situations where an Employee becomes involved as a third-party (for example, as a witness) if the matter concerns the Employee's duties for the Company. While it is Company policy and practice to cooperate with all government investigations, no information, whether oral or written, or records or files of any nature, should be furnished to any outside party in connection with a lawsuit or government investigation except upon prior approval of the Corporate Legal Department. Also, outside counsel may not be hired to represent the Company without prior permission by the Corporate Legal Department.

In addition, Employees should never, under any circumstances:

- Destroy or alter any documents in anticipation of a request for those documents from any government agency or a court;
- Lie or make any misleading statements to any government investigator;
- Attempt to cause any other Employee, or any other person, to fail to provide information to any government investigator or to provide any false or misleading information; or
- In any way mislead an auditor by providing or causing others to provide false, incomplete or non-responsive information.

## XVI. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Teleflex Board of Directors or the Audit Committee and will be promptly disclosed as required by law, regulation, or applicable rule.

## XVII. Confirmation of Compliance and Reporting

At the commencement of employment or other association with Teleflex, each Employee or agent is required to confirm that he or she has read the Code, understands that compliance with the specific guidelines that are part of the Code is required during the term of employment, and agrees to abide by the Code. Thereafter, certain Employees will be asked to reconfirm the statements regarding the Code that they made at the commencement of employment.

At the commencement of employment or other association with Teleflex, Employees are also required to disclose to Teleflex any conflicts of interest they may have with the Company under the Conflict of Interest Guidelines described in the Code. In the event of conflicts that arise after the commencement of employment or other association with Teleflex, Employees are required to disclose such conflicts by completing and signing an appropriate form, which can be obtained from the facility human resources representative or general manager.

## XVIII. Additional Information

The Company has more detailed policies for certain of the subjects discussed in the Code. For more information about these policies, see your Human Resources Department.

**The Code and the policies discussed in it are not an employment contract. No contractual rights are created by issuing the Code or the policies.**

This Code is subject to amendment from time to time.

# Teleflex Incorporated Code of Ethics

I acknowledge that I have received the Teleflex Code of Ethics.

I have read and I understand all provisions of the Code.

I understand that every employee is required to comply with the policies described in the Code.

When I have a concern about a possible violation of Teleflex policy, I will raise the concern to my Supervisor, Human Resources Representative, Corporate Legal or Human Resources Department, or the Ethics Line.

Signature of Employee or Agent \_\_\_\_\_

Typed or Printed Name \_\_\_\_\_

Title or Position \_\_\_\_\_

Date \_\_\_\_\_

Name of Business Unit \_\_\_\_\_

Business Address \_\_\_\_\_

## NOTE

### For Employees:

Please complete and return this page to your facility's Human Resources Department to be placed in your Employee record.

### For Agents:

Please return the completed page to your Company's contact for forwarding to the relevant facility's Human Resources Department.



Cut Here





## Code of Ethics

As employees of Teleflex, we promise to...

- Be honest and trustworthy in our dealings with customers, suppliers, partners, the public and each other
- Display the highest standards of conduct in all our company business activities
- Obey the laws and regulations that apply to our businesses worldwide
- Avoid business conflicts of interest
- Strive to create a safe workplace and to protect and respect our environment
- Recognize the value of a diverse Teleflex workforce and extend equal opportunity to all members of the Teleflex community