

**INARI MEDICAL, INC.  
COMPREHENSIVE COMPLIANCE PROGRAM**

**PURPOSE OF THIS PROGRAM**

Inari Medical, Inc. (“Inari”) has established and maintains a compliance program designed to ensure that we conduct our business ethically, responsibly and in material compliance with federal and state laws and industry standards relating to the promotion and marketing of medical devices (“Program”). The Program is designed to prevent and detect violations of law and company policies.

The Program was designed in accordance with the Compliance Program Guidance published by the United States Department of Health and Human Services Office of the Inspector General (“HHS-OIG Guidance”). Inari has adopted AdvaMed’s Code of Ethics on Interactions with Health Care Professionals, an integral part of this Compliance Program, which outlines the ethical interactions between health care professional and our employees. Inari has established an annual, per individual limit of \$3,000 for gifts and promotional materials.

Inari has established a Code of Ethics (“Code”) that describes generally the fundamental principles, values, and framework of our organization. The Code articulates that Inari expects each director, executive, and employee to act in accordance with the law and company policies.

**FUNDAMENTAL GUIDELINES**

**INDEPENDENT JUDGMENT OF HEALTH CARE PROFESSIONALS**

Your interactions with health care professionals should serve to benefit patients and to enhance the practice of medicine by providing Inari-approved scientific and educational information about our products. The independent judgment of health care professionals must be respected at all times. You must avoid even the appearance of interfering with any health care professional’s purchasing or clinical use decisions. “Health care professionals” includes all individuals and entities involved in the product purchase decision, including persons licensed by law to prescribe drugs for patients, medical students, office and hospital staff, governmental agencies and group purchasing entities.

**ANTI-KICKBACK LAWS**

The purpose of the “anti-kickback” laws is to prevent improper inducements to health care professionals that could result in the referral of business reimbursable under federal or state health care programs. The “anti-kickback” laws generally make it illegal to offer remuneration or payment of any kind, direct or indirect, if any one purpose of the remuneration or payment is to encourage or reward the prescribing or purchase of any reimbursable product. Remuneration can be almost anything of value, including grants, referral fees, cash, frequent flier miles, lottery tickets, entertainment, or gifts. There are a limited number of exceptions (or “safe harbors”) to the anti-kickback laws that allow us to offer certain price concessions to customers without violating the law.

## **ACTIVITIES OUTSIDE THE UNITED STATES**

The Foreign Corrupt Practices Act makes it a criminal offense under U.S. federal law to pay, offer, or give anything of value to a foreign official, a foreign political party (or any official thereof), or candidate for foreign office, for the purpose of obtaining or keeping business with, or influencing the decisions of, those officials, parties or candidates. It is also unlawful to make a payment to any person, while knowing that all or a portion of the payment will be offered, given, or promised, directly or indirectly, to any foreign official (or foreign political party, candidate, or official) for the purposes of assisting a U.S. company in obtaining or retaining business. The term “foreign official” has a broad meaning. For example, it is likely that physicians who are reviewers for, or advisors to, foreign regulatory or reimbursement agencies would be considered “foreign officials” under the FCPA. Although there is no definitive authority on the issue, it is likely that a foreign (private) health care professional employed by a public, state-owned hospital would also be deemed a “foreign official” under the FCPA. Thus, any payments, including improper hospitality, to such persons could violate the FCPA.

In addition, the laws of many countries, including the UK and Brazil, have equivalent “anti-kickback” and “anti-bribery” laws.

## **SUNSHINE ACT REPORTING REQUIREMENTS**

Federal laws, such as the Sunshine Act, and state laws require that we report all transactions that constitute a payment or transfer of value to a health care professional. In order to ensure we are able to comply with these laws, it is the personal responsibility of each employee, distributor or representative to track all applicable transactions, regardless of whether the employee or distributor is seeking reimbursement for expenses. *Individual employees and distributors may be held financially responsible for any penalties Inari incurs as a result of the individual employee or representative failing to report or inaccurately reporting a transaction to Inari.*

Payments made through a third-party vendor or contractor must still be tracked and reported if a health care professional is known to be or is reasonably likely to be the end recipient of the payment or transfer of value. It is the duty of each employee and distributor to take reasonable steps to ensure that all indirect payments are accounted for.

## **ADMINISTRATION**

### **COMPLIANCE OFFICER AND COMPLIANCE PROGRAM ADMINISTRATION**

Inari’s Vice President, Regulatory Affairs & Quality Assurance currently serves as its Compliance Officer. In that capacity, Inari’s Compliance Officer has direct access to the Chief Executive Officer, and Board of Directors (the “Board”). Inari’s Compliance Officer is the focal point for compliance activities. Inari is committed to ensuring the Compliance Officer has access to sufficient resources and staff to perform his responsibilities fully, the ability to effectuate change within the company as necessary, and to exercise independent judgment.

## **TRAINING AND EDUCATION**

Proper education of Inari's employees and consultants is critical for maintaining compliance with the laws and regulations affecting Inari. The Compliance Officer, with the oversight of the Board, will work to implement training programs both on adoption of this Compliance Program and on a periodic basis thereafter. Such training shall include all employees and consultants of Inari that have direct or indirect contact with health care professionals, whether or not such employees or consultants are involved in sales or marketing functions. Employees with more direct involvement with sales and marketing to health care professionals may receive more intensive, specialized training.

The Compliance Officer shall maintain records of training, which shall be available to management, including Human Resources, to aid in the periodic evaluation of this Compliance Program and the employees participating in the training.

## **EFFECTIVE LINES OF COMMUNICATION**

Inari is committed to an environment where open, honest communications are the expectation, not the exception. We encourage employees to address compliance concerns with their supervisors or the Compliance Officer by adhering to our written policies regarding confidentiality and non-retaliation. In addition, Inari maintains a confidential reporting system hosted by a third party, Lighthouse Services, including online reporting or a toll-free, 24-7 telephone service which allows employees, customers, suppliers and others to ask questions in a confidential manner about ethics or compliance issues or to report possible violations of applicable law or Inari policies or procedures, without fear of retaliation, and anonymously if so desired.

## **AUDITING AND MONITORING**

The Board, with the assistance of the Compliance Officer and other members of management shall monitor the implementation and administration of the Compliance Program. As part of that oversight, the Board shall review the operations of Inari and developments in Inari's industry, to identify new and emerging risk factors for Inari Medical in its relationships with health care professionals. The Compliance Officer will report at least annually to the Board as to the status of the Compliance Program, including its implementation and an assessment as to its effectiveness and any areas that need improvement or any changes that can be made to improve compliance.

## **RESPONDING TO POTENTIAL VIOLATIONS**

The Program is designed to prevent, detect, and deter conduct that may be inconsistent with the requirements of applicable law or regulations or the Program. If improper conduct is substantiated, Inari will address it promptly and responsibly with appropriate disciplinary measures. Although each instance is considered individually taking into account all relevant circumstances, the disciplinary action applied will be based on a framework of principles applied consistently throughout all levels of the organization.

## **INVESTIGATIONS AND CORRECTIVE ACTION INITIATIVES**

The Program is intended to increase the likelihood of preventing or identifying unlawful or unethical behavior, but we recognize that a compliance program may not eliminate all improper conduct. Accordingly, the Program requires prompt investigation into allegations to determine whether a material violation of law or company policy has occurred and, if it has, Inari will take appropriate steps to correct the problem. The nature and scope of investigations will vary dependent upon the circumstances, but will identify the root cause and, if appropriate, may include a corrective action to address individual acts or gaps in policies, practices, training, or internal controls in order to prevent future violations.

## CODE OF ETHICS

It is the policy of Inari Medical, Inc. (the “Company”) that all directors, officers and employees of the Company shall, to the best of their knowledge and ability, adhere to, comply with and advocate the principles set out in this code of ethics (the “Code”) governing their professional and ethical conduct in the fulfillment of their responsibilities.

The purposes of the Code of Ethics are to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission and in other public communications made by the Company;
- Promote compliance with applicable governmental laws, rules, and regulations;
- Promote the prompt internal reporting of violations of the Code to appropriate persons of authority within the Company; and
- Promote accountability for adherence to the Code.

The Code embodies principles to which all directors, officers, and employees are expected to adhere and advocate. Any violations of the Code may result in disciplinary action, up to and including termination or removal, as applicable.

All directors, officers, and employees of the Company will:

1. Act with honesty and integrity, avoiding actual or apparent conflicts between personal and private interests and the interests of the Company, including refraining from receiving improper personal benefits as a result of holding a particular position with the Company;
2. Not solicit or accept, for personal or other benefit, business or similar opportunities that could reasonably be expected to otherwise accrue to the benefit of the Company;
3. Use corporate assets entrusted to them in a responsible manner and refrain from competing directly or indirectly with the Company or using corporate information or opportunities for personal gain;
4. Where applicable, provide the U.S. Securities and Exchange Commission, the Company’s stockholders, the investing public and other relevant constituencies with reports and information that is full, fair, accurate, timely and understandable;
5. Endeavor to comply with applicable laws and regulations of federal, state, local and foreign governments and government agencies having jurisdiction over the Company, including the U.S. Food and Drug Administration, and with applicable regulations of private or self-regulatory authorities having jurisdiction over the Company;

6. Act in good faith, responsibly with due care and diligence and without misrepresentation or omission of material facts and strive to maintain independent judgment in the performance and fulfillment of their duties and responsibilities;
7. Promote ethical behavior among subordinates and peers at the Company;
8. Respect the confidentiality of information acquired or obtained in the course of performance of their responsibilities, never use confidential information for personal advantage, and disclose confidential information of the Company or third parties only when such disclosure is legally required or is otherwise authorized.
9. Not fraudulently influence, coerce, manipulate or mislead any auditor engaged in the performance of an audit for the purpose of rendering the financial statements materially misleading.
10. Comply with other policies and procedures of the Company applicable to their positions and employment, including those set forth in the Company's Employee Handbook.

It is the duty of each director, officer and employee of the Company to report violations of the Code promptly to the attention of the Company's Chief Executive Officer, Chief Financial Officer, or to any member of the Board of Directors.

If you have a concern about a questionable accounting or auditing matter and wish to submit the concern confidentially or anonymously, you may do so through Lighthouse Services:

Website: [www.lighthouse-services.com/inarimedical](http://www.lighthouse-services.com/inarimedical)

Toll-Free Telephone: 833.332.0009

E-mail: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com)

Fax: 215.689.3885

The Company will handle all inquiries discreetly and make every effort to maintain, within the limits allowed by law, the confidentiality of anyone requesting guidance or reporting questionable behavior or other matters of concern under the Code.

The Board shall promptly determine or designate appropriate persons to determine appropriate actions to be taken in the event of violations of the Code by any director, officer, or employee. In determining what actions are appropriate in a particular case, the Board (or its designee) shall act consistently and take into account relevant information including the nature and severity of the violation, whether the violation was a single occurrence or a series of repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action, and whether or not the director, officer, or employee in question had committed other violations in the past.

If the Board believes that standards for compliance with the Code are not objective, or that the process for determining violations is not fair or that the Code is not conducive to prompt and consistent enforcement, or that the protection for persons reporting questionable behavior pursuant to the Code is inadequate (either under the Code or under the Company's other policies), the Board shall adopt appropriate changes to the Code or other Company policies.

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**INARI MEDICAL, INC.**

**COMPLIANCE PROGRAM AND CODE OF ETHICS  
COMPLIANCE CERTIFICATE**

I have read and understand the Inari Medical's Comprehensive Compliance Program and Code of Ethics on Interactions with Health Care Professionals (the "Code"). I will adhere in all respects to the ethics and standards of conduct described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include, but is not limited to, demotion or discharge.

I certify that I am not in violation of the Code, and I am not aware of any violation by others.

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

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

Title/Position: