



## **Employee Code of Ethics Executive Summary**

The employee Code of Ethics has been incorporated into the “MedPro Employee Handbook & Code of Ethics.” Highlights of the Code are as follows:

- Compliance with Laws, Rules and Regulations
- Conflicts of Interest
- Self-dealing
- Improper Personal Benefits
- Outside Employment
- Corporate Opportunities
- Insider Trading
- Solicitation in the Workplace
- Competition and Fair Dealing
- Record-Keeping
- Protections and Proper Use of Company Assets
- Payments to Government Personnel
- Waivers of the Code of Business Conduct and Ethics
- Reporting any Illegal or Unethical Behavior
- Compliance Procedures
  - o Includes information on reporting ethical violations

The following are also included as attachments in the Employee Handbook (see below):

- Code of Ethics for CEO and Senior Financial Officers
- Supplement to Code of Conduct Pursuant to the Sarbanes-Oxley Act of 2002

# Code of Ethics for CEO and Senior Financial Officers

The Company has a Code of Business Conduct and Ethics applicable to all directors and employees of the Company. The CEO and all senior financial officers, including the CFO and principal accounting officers, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Business Conduct and Ethics, the CEO and senior financial officers are subject to the following additional specific policies:

## **Full, Fair, Accurate, Timely and Understandable Disclosure of Reports**

The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the company with the SEC. Accordingly, it is the responsibility of the CEO and each senior financial officer to promptly bring to the attention of the Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities in the Company's financial reporting and disclosure, controls and procedures policy.

## **Report Deficiencies or Fraud**

The CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) fraud, whether or not material, that involves management or other employees who have a role in the Company's financial reporting, disclosures or internal controls.

## **Report Violations of Code of Business Conduct and Ethics**

The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics.

## **Report Violations of Laws, Rules and Regulations**

The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may have concerning a violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.

## **Accountability for Adherence to the Code of Business Conduct**

The Board of Directors shall determine, or designate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of these additional procedures by the CEO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures. Such actions may include written notices to the individual involved that the Board has determined that there has been a violation; censure by the Board; demotion or re-assignment of the individual involved; suspension with or without pay or benefits (as determined by the Board); or termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation; whether the violation was a single occurrence or 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 individual in question had committed other violations in the past.

## Supplement to Code of Conduct Pursuant to the Sarbanes-Oxley Act of 2002

MedPro Safety Products, Inc., (“MedPro”) is committed to demonstrating the reliability, honesty, accuracy and highest degree of business integrity expected of a publicly-held company. Because of this commitment, the MedPro Board of Directors has formalized and implemented this supplement to its Code of Conduct for all employees.

Constant vigilance is necessary to avoid impropriety and the appearance of impropriety as well as to avoid intentional and unintentional inaccuracies in public reporting and public communications about MedPro and its business. MedPro’s Code of Conduct has been created to set standards for and to promote (1) honest and ethical conduct; (2) avoidance of actual or apparent conflicts of interest; (3) full, fair, accurate, timely and understandable disclosure in reports and documents that MedPro files with or furnishes to the Securities and Exchange Commission and in other public communications MedPro makes; (4) compliance with applicable federal, state and local governmental laws, regulations and rules; (5) prompt internal reporting to appropriate persons of violations of either Code and (6) accountability for adhering to the Codes.

- The Chief Executive Officer and senior financial officers shall be responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by MedPro with the SEC. The CEO and senior financial officers shall be responsible for MedPro’s policies and procedures that provide the most accurate and truthful public reporting of MedPro’s business and financial performance and shall promptly bring to the attention of its disclosure committee any material information of which he or she may become aware that may affect the disclosures made by MedPro in its public filings.
- Employees shall not engage in any activities that conflict or might appear to conflict with the interests of MedPro and shall bring to the attention of the Audit Committee any information about any actual or apparent conflicts of interest involving employees or others with respect to MedPro.
- Employees shall observe MedPro’s Code of Conduct and report any suspected violations to MedPro’s CEO, CFO, or the Audit Committee of the Board of Directors either in person, in writing to MedPro’s address or through the means established by the Audit Committees for the confidential, anonymous submission by employees of

concerns regarding questionable accounting or auditing matters.<sup>1</sup> Any person who, in good faith, reports suspected violations of the Code of Conduct shall not be subject to retaliation, harassment or retribution by MedPro or any of its officers or directors. Compliance with this Code of Conduct is a condition of employment and violation of the Code may result in disciplinary action, up to and including termination of employment.

- Any waiver of this Code for executive officers or directors may be made only by the Board of Directors or a committee of the Board of Directors and will be promptly disclosed as required by law or stock exchange rules.
- The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Conduct. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct and shall include written notice to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) or termination of the individual's employment. In determining what action is appropriate, the Board or its designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or 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 individual in question had committed other violations in the past.

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<sup>1</sup> Required by Sarbanes-Oxley Act and a condition for Nasdaq listing.