

# Code of Ethics

## Conflict of Interest/Code of Ethics

### Code of Business Conduct and Ethics – Chief Executive Officer’s Message

November 24, 2014

Dear Colleague:

You will find attached hereto our Code of Business Conduct and Ethics (the “Code”). Our Code is a reaffirmation of our commitment to conducting our business ethically and to observing applicable laws, rules and regulations.

Ocata Therapeutics, Inc.’s reputation and continued success is dependent upon the conduct of its employees and directors. Each employee and director, as a custodian of our good name, has a personal responsibility to ensure that his or her conduct protects and promotes both the letter of the Code and its spirit of ethical conduct. Your adherence to these ethical principles is fundamental to our future success.

The Code cannot provide definitive answers to all questions. Accordingly, we expect each employee and director to exercise reasonable judgment to determine whether a course of action is consistent with our ethical standards and to seek guidance when appropriate. Your supervisor will often be the person who can provide you with thoughtful, practical guidance in your day-to-day duties. We have also appointed Edward Myles, our Chief Operating Officer and Chief Financial Officer, as our Compliance Officer, so you should feel free to ask questions or seek guidance from him.

Please read the Code carefully. If you have any questions concerning the Code, please speak with your supervisor or the Compliance Officer. Once you have read the Code and understand it, please sign the enclosed acknowledgment and return it to the Compliance Officer. You may also be asked periodically in succeeding years to confirm in writing that you have complied with the Code.

Sincerely,

Paul K. Wotton

Chief Executive Officer

# OCATA THERAPEUTICS, INC.

## Amended and Restated Code of Business Conduct and Ethics

### Introduction

#### *Purpose and Scope*

The Board of Directors of Ocata Therapeutics, Inc. (the “Company”) established this Code of Business Conduct and Ethics (this “Code”) to aid the Company’s directors, officers and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties.

The Company’s Board of Directors (the “Board”) or a committee of the Board is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our Chief Operating Officer and Chief Financial Officer has been appointed the Company’s Compliance Officer under this Code.

The Company expects its directors, officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer under this Code.

#### *Contents of this Code*

This Code has two sections which follow this Introduction. The first section, “**Standards of Conduct,**” contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of the Company’s business. The second section, “**Compliance Procedures,**” contains specific information about how this Code functions including who administers this Code, who can provide guidance under this Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

Additionally, all Ocata Therapeutics' directors, officers and employees are expected adhere to our Foreign Corrupt Practices Act Policy. Ocata Therapeutics' Finance Code of Ethics, attached as Appendix A hereto, additionally applies to Ocata Therapeutics' finance employees.

## ***A Note About Other Obligations***

The Company's directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its directors, officers and employees in the conduct of the Company's business. At the end of the day, it is each of our responsibility to use our best judgment and to act ethically and responsibly on behalf of Ocata Therapeutics and our shareholders.

## **Standards of Conduct**

### ***Conflicts of Interest***

The Company recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company's best interests. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board or a committee thereof as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or

potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Executive Officer.

Conflicts of interest may arise in many situations, including the following:

- *Outside Employment and Other Affiliations.* A conflict of interest may arise if an individual is simultaneously employed or engaged by Ocata Therapeutics and another business concern, particularly a Ocata Therapeutics client or business partner.
- *Activities with Competitors.* A conflict of interest arises if an individual takes part in any activity that enhances or supports a competitor's position, including accepting simultaneous employment with a competitor.
- *Gifts.* While entertaining clients in the ordinary course of business is not prohibited, a conflict of interest may arise if an individual or any member of an individual's immediate family gives or accepts any gift with the intent to improperly influence the normal business relationship between Ocata Therapeutics and its clients or other business partners, or gives or accepts any gifts from a competitor.
- *Investments in Other Businesses.* A conflict of interest may arise if an individual or any member of an individual's immediate family holds a financial interest in an outside business concern, particularly, a Ocata Therapeutics client or business partner. Many factors must be considered in determining whether a conflict of interest exists in this situation, including the size and nature of the investment; the ability to influence Ocata Therapeutics' decisions that could affect the outside business concern; access to confidential information of Ocata Therapeutics or of the outside business concern; and the nature of the relationship between Ocata Therapeutics and the outside business concern.
- *Conducting Business with Family Members.* A conflict of interest may arise if an individual conducts business on behalf of Ocata Therapeutics with a business in which a family member of such individual is associated in any significant role. The Compliance Officer must be informed of all situations in which Ocata Therapeutics is conducting business with a member of an employee's family.
- *Conducting Business with Affiliates.* A conflict of interest may arise if an individual conducts business on behalf of Ocata Therapeutics with a business in which an affiliate of Ocata Therapeutics is associated in any significant role. The Compliance Officer must be informed of all situations in which Ocata Therapeutics is conducting business with an affiliate of Ocata Therapeutics.

### ***Compliance with Laws, Rules and Regulations***

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in

conducting the Company's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee instruct others to do so.

### ***Protection and Proper Use of the Company's Assets***

The Company's assets include its intellectual property rights, Company equipment, physical servers, and communication facilities, among others. Loss, theft and misuse of the Company's assets has a direct impact on the Company's business and its profitability. Employees, officers and directors are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Employees, officers and directors are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes.

### ***Corporate Opportunities***

Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless such opportunity has first been presented to, and rejected by, the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

### ***Confidentiality***

Confidential information generated and gathered in the Company's business plays a vital role in the Company's business, prospects and ability to compete. "Confidential information" includes all non public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Directors, officers and employees may not disclose or distribute the Company's confidential information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use confidential information solely for legitimate company purposes. Directors, officers and employees must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

### ***Fair Dealing***

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that directors, officers and employees must endeavor to deal ethically and lawfully with the Company's collaborators, customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

### ***Accuracy of Records***

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director, officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

### ***Entertaining or Doing Business with the United States and Foreign Governments***

Giving anything of value to a government employee is strictly regulated and in many cases prohibited by law. Ocata Therapeutics and its directors, officers and employees must also comply with federal, state, provincial and local laws in the U.S. and Canada, including the Foreign Corrupt Practices Act, as well as other foreign government laws, governing the acceptance of business courtesies. Ocata Therapeutics and its directors, officers and employees acting on Ocata Therapeutics' behalf are prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official to influence or reward any act of such official. Directors, officers and employees should consult with the Compliance Officer before providing or paying for any meals, refreshments, travel or lodging expenses, or giving anything of value to any federal, state, provincial or local U.S. or Canadian government employees, or to government employees of other countries.

### ***Quality of Public Disclosures***

The Company is committed to providing its stockholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. The Company's senior management are primarily responsible for monitoring the Company's public disclosure.

### ***Political Contributions/Gifts***

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S., Canada and other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer. Directors, officers and employees may not, without the approval of the Compliance Officer, use any of the Company's funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office. Directors, officers and employees may make personal contributions, but should not represent that he or she is making any such contribution on the Company's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Compliance Officer.

### ***Bribes, Kickbacks and Other Improper Payments***

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer or employee should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. In particular, the U.S. Foreign Corrupt Practices Act ("FCPA") prohibits any U.S. individual or business from authorizing, offering or paying money or anything of value, directly or indirectly, to any foreign official or employee, political party, or candidate for public office for the purpose of obtaining or maintaining business or for any other business advantage. Violation of the FCPA could subject the Company and its individual directors, officers and employees to serious fines and criminal penalties.

### ***International Trade Controls***

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be “blacklisted” by certain groups or countries. It is the Company’s policy to comply with these laws and regulations even if it may result in the loss of some business opportunities. Employees should learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by the Company.

### ***Compliance with Foreign Corrupt Practices Act***

The U.S. Foreign Corrupt Practices Act (the “FCPA”) prohibits giving anything of value, directly or indirectly, to officials of a foreign government or to foreign political candidates in order to obtain or to retain business, induce the foreign official to perform or omit any act in violation of his public duty, influence the foreign official to affect or influence any government action, or obtain any other business advantage.

Every employee is strictly prohibited from making any payments or providing anything of value in violation of the FCPA. State and local governments, as well as foreign governments, may have additional rules regarding such payments. Each employee shall comply with the FCPA and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules, and regulations.

Each employee agrees to maintain books and records that accurately reflect disbursements and payments on behalf of Ocata Therapeutics. No employee shall ever falsify or misstate, or cause others to falsify or misstate, the books and records of Ocata Therapeutics for any reason whatsoever. No employee shall ever submit false receipts, reimbursement requests, or expense reports for payment, or ever make payments that the employee has reason to believe may violate the FCPA.

Ocata Therapeutics’ policies and procedures regarding compliance with the FCPA are memorialized in the Company Foreign Corrupt Practices Act Policy (“FCPA Policy”) which is attached as Appendix A hereto. The FCPA Policy imposes various obligations upon Ocata Therapeutics’ personnel and the FCPA Policy is hereby incorporated herein as if set forth fully in this Code.

Each employee must review the FCPA. Each employee has a continuing and independent obligation to ensure compliance with the FCPA and the FCPA Policy.

### **Compliance Procedures**

## ***Communication of Code***

All directors, officers and employees will be supplied with a copy of the Code upon the later of the Board's adoption of the Code or beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the human resources department or by accessing the Company's website at [www.ocata.com](http://www.ocata.com).

## ***Monitoring Compliance and Disciplinary Action***

The Company's management, under the supervision of its Board or a committee thereof or, in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee of the Board of Directors (the "Audit Committee"), shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

The Company's management shall periodically report to the Board or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

## ***Reporting Concerns/Receiving Advice***

### **Communication Channels**

*Be Proactive.* Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she is obligated to bring the matter to the attention of the Company.**

*Seeking Guidance.* The best starting point for an officer or employee seeking advice on ethics related issues or reporting potential violations of the Code will usually be his or her

supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Compliance Officer.

Our whistleblower hotline number is 508-756-1212, where a message can be left which will be followed up on. Alternatively, you can contact the chairman of our Audit Committee, Gregory Perry, by email at [greg.perry@elevenbio.com](mailto:greg.perry@elevenbio.com).

*Communication Alternatives.* Any officer or employee may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods:

- By e-mail (anonymity cannot be maintained);
- In writing (which may be done anonymously as set forth below under “Anonymity”), addressed to the Compliance Officer, by U.S. mail to c/o Ocata Therapeutics, Inc., 33 Locke Dr., Marlborough, Massachusetts 01752;
- Online (which may be done anonymously as set forth below under “Anonymity”); or
- By phoning a voicemail account that we have established for receipt of questions and reports of potential violations of the Code. The voicemail account may be reached and calls may be made anonymously as set forth below under “Anonymity.”

*Reporting Accounting and Similar Concerns.* Any concerns or questions regarding any potential violations of the Code, any company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls, auditing or securities law matters will be directed to the Audit Committee or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Officers and employees may also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which may be done anonymously as set forth below under “Anonymity”):

- By e-mail (anonymity cannot be maintained);
- In writing (which may be done anonymously as set forth below under “Anonymity”), addressed to the Compliance Officer, by U.S. mail to c/o Ocata Therapeutics, Inc., 33 Locke Dr., Marlborough, Massachusetts 01752;
- Online (which may be done anonymously as set forth below under “Anonymity”); or

- By phoning a voicemail account that we have established for receipt of questions and reports of potential violations of the Code. The voicemail account may be reached and calls may be made anonymously as set forth below under “Anonymity.”

*Cooperation.* Employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other company policy or procedure, or any applicable law, rule or regulation.

*Misuse of Reporting Channels.* Employees must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

*Director Communications.* In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board through its Chairperson or the Audit Committee.

## **Anonymity**

When reporting suspected violations of the Code, the Company prefers that officers and employees identify themselves to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

## **No Retaliation**

The Company expressly forbids any retaliation against any officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

## ***Waivers and Amendments***

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if applicable, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to the Company's shareholders in accordance with applicable U.S. securities laws and the Stock Market Rules of The NASDAQ Stock Market, LLC, as the case may be.

ADOPTED: November 24, 2014

EFFECTIVE: November 24, 2014

## **APPENDIX A OCATA THERAPEUTICS, INC. FINANCE CODE OF ETHICS**

### **Purpose and Applicability**

The honesty, integrity and sound judgment of financial officers and the entire finance organization are fundamental to the reputation and success of Ocata Therapeutics, Inc. and its subsidiaries ("Ocata Therapeutics"). Therefore, the finance organization, in addition to complying with Ocata Therapeutics' Code of Business Conduct and Ethics, must also comply with all of the provisions of this Finance Code of Ethics as set forth below:

### **Honest and Ethical Conduct**

All financial officers and employees must act in an honest and ethical manner in all matters relating to Ocata Therapeutics or its business and in all interactions with governmental and regulatory authorities, customers, suppliers, agents, competitors, employees and the public.

Unethical and illegal acts and practices are prohibited. No finance employee shall commit any act of fraud, conduct any transaction in a fraudulent or deceptive manner or produce any periodic filing that is not in compliance with GAAP. The finance organization will encourage professional integrity in all aspects of the finance organization, by eliminating inhibitions and barriers to responsible behavior such as coercion or fear of reprisal.

## **Full, Fair and Accurate Financial Records, Filings and Other Public Communications**

Ocata Therapeutics strives to ensure that all business records and financial reports are accurate, complete, understandable, not misleading and in accordance with GAAP. Ocata Therapeutics is committed to complying with applicable laws requiring the fair and timely disclosure of material information and ensuring the accuracy of publicly disseminated information. To that end, Ocata Therapeutics maintains internal controls and procedures designed to provide reasonable assurance of the safeguarding and proper management of Ocata Therapeutics' assets; the reliability of its financial reporting in compliance with generally accepted accounting principles; and compliance with applicable laws and regulations. In carrying out its responsibilities, the finance function is committed to maintaining disclosure controls and procedures designed to ensure that financial and non-financial information is collected, analyzed, and timely reported in compliance with applicable law and if applicable, with GAAP.

The highest standard of care must be exercised to ensure that:

- Accounting records, as well as reports produced from those records, are in accordance with the laws of each applicable jurisdiction and, if applicable in accordance with GAAP
- Accounting records fairly and accurately reflect the transactions or occurrences to which they relate.
- Accounting records fairly and accurately reflect, in reasonable detail, assets, liabilities, revenues and expenses.
- Accounting records do not contain false or intentionally misleading entries that could be material to the financial statements.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods. Unintentional misclassifications will be corrected or not corrected based on the materiality of the transaction.
- Transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- Information should not be intentionally concealed from the independent auditors.

## **Compliance with Laws, Rules and Regulations and Ocata Therapeutics Policies**

Ocata Therapeutics is committed to compliance with applicable laws, rules and regulations and Ocata Therapeutics' own policies. Ocata Therapeutics maintains finance policies and procedures related to key accounts and processes that, if not followed, could have a material impact on Ocata Therapeutics' financial results, financial condition or financial disclosure. The Finance organization will ensure that its policies and procedures are updated and approved on a periodic basis and that key controls identified in such documents are operational.

### **The Prompt Reporting of any Violations of this Code to the Appropriate Person at Ocata Therapeutics**

Among your most important responsibilities at Ocata Therapeutics are the obligations to comply with this Code of Ethics and report any situation or conduct you believe may constitute a possible violation of the Code. This includes, but is not limited to information causing you to believe that Ocata Therapeutics' books or records are not being maintained, or that its financial condition or results of operations are not being disclosed, in accordance with these controls and procedures, or that there has been any breach of this Code of Ethics. Under any of these circumstances you must report the matter directly by any of the means indicated below:

- a supervisor or department head;
- a financial officer; or
- the Compliance Officer or the Audit Committee through Ocata Therapeutics' confidential and anonymous reporting system.

### **Accountability for Compliance with this Code of Ethics**

Ocata Therapeutics is committed to taking prompt and consistent action in response to violations of this Code. Any person who violates the Code is subject to disciplinary action, including immediate termination. Ocata Therapeutics will promptly investigate reports of suspected violations. It will evaluate suspected violations on a case-by-case basis and apply an appropriate sanction, including, in its sole discretion, reporting the violation to authorities.

### **Policy Against Retaliation**

Ocata Therapeutics will not tolerate retaliation in any form against any person who in good faith reports suspected violations of the Code or any laws, rules or regulations, voices other ethical concerns, or who is involved on Ocata Therapeutics' behalf in investigating or helping to resolve any such issue. Anyone found to have retaliated against another employee for any such conduct may be subject to discipline, including immediate termination. If you believe you have been subjected to such retaliation, you should report the situation as soon as possible to Ocata Therapeutics' legal counsel.