

**MAZOR ROBOTICS LTD.**  
**AMENDED AND RESTATED**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

Adopted December, 2014

**1. Introduction**

The board of directors (the “Board”) of Mazor Robotics Ltd. (the “Company”) has adopted this Code of Business Conduct and Ethics (the “Code”) of the Company. The Code shall be applicable to all of the Company’s officers, directors and employees (each an “Associate”). Throughout the Code, the terms “we,” “our,” and “us” are used to refer to the Company and its subsidiaries as a whole, to each person within it, and to any person who represents the Company or any part of it.

Ethical business conduct is critical to our business. Associates are expected to conduct themselves ethically and comply with applicable laws. The Code has been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business and ethical standards.

As an Associate, part of your job and ethical responsibility is to help enforce the Code. You should be alert to possible violations and report possible violations as provided for under the “Reporting Ethical Violations” procedure described in Section 13 below.

Violations of law, the Code or other Company policies or procedures can lead to disciplinary action including employment termination.

The Company is committed to the highest ethical standards and to conducting its business with the highest level of integrity. The purpose the Code is to codify those standards that the Company believes are reasonably designed to deter wrong-doing and to promote, among other things, adherence to the following principles:

- Establish and clearly communicate our standards of business conduct, our ethical principles and our expectations;
- Ensure that business policies and practices continue to be aligned with those standards and principles;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (the “SEC”), the Tel Aviv Stock Exchange (the “TASE”), the United States Government, the Israeli Government and in other public communications made by the Company;

- Establish responsibility for monitoring compliance with applicable governmental laws, rules and regulations;
- Set forth the manner in which perceived violations of ethical principles are to be reported; and
- Accountability for adherence to the Code.

Should you have any questions concerning the Code, please direct them to the Chief Financial Officer of the Company (the “CFO”). The CFO may consult outside counsel with respect to any issue relating to the Code.

## **2. Ethics**

The Company is committed to the ideals of uncompromising honesty and integrity. As an Associate you are expected to adhere to the highest standards of ethics; to be honest and ethical in dealing with each other, with shareholders and with customers, vendors and all other third parties. Associates must respect the rights of fellow Associates and third parties. Your actions must be free from discrimination, libel, slander or harassment. Each person must be accorded equal opportunity, regardless of age, race, sex, sexual preference, color, creed, religion, national origin, marital status, veteran’s status, handicap or disability.

Misconduct (any violation of the Code) will be addressed as it is identified with appropriate disciplinary action. Misconduct cannot be excused because it was directed or requested by another. Associates are expected to alert management whenever an unethical, dishonest or illegal act is discovered or suspected, as further provided for in the Code.

### **Conflicts of Interest**

Conflicts of interest arise whenever actions are based on interests other than those of the Company. As an Associate, you must avoid any personal activity, investment or association that may interfere with the Company’s best interests. You may not exploit your position or relationship with the Company for personal gain. You should avoid even the appearance of such a conflict. For example, a conflict of interest may arise if you:

- Cause the Company to engage in business transactions with relatives or friends;
- Use property, information or position of the Company, a customer or supplier, for your own personal gain, or the personal gain of relatives or friends;
- Have a financial interest in the Company’s customers, suppliers or competitors;
- Receive a loan or guarantee of obligations, from the Company or from a third party, as a result of your position at the Company; or

- Compete, or prepare to compete, with the Company while still employed by it.

Employees who are involved in or are aware of a transaction involving any of the relationships described above, must report the transaction to the CFO. Directors and officers shall report such transactions to the Chairman of the Audit Committee of the Board. All transactions between the Company and any employee or member of the employee's immediate family, or any entity in which such employee or a member of his or her immediate family has a significant financial interest, must be approved by the CFO. Transactions described in the previous sentence between the Company and any director or officer or member of such person's immediate family, or any entity in which such person or member of his or her immediate family has a significant financial interest, must be approved by the Board.

There may be other situations in which a conflict of interest may arise. If you have any questions or concerns about any situation, follow the guidance outlined in the "Reporting Ethical Violations" procedure described in Section 13 below.

### **3. Public Reporting of Financial and Non-financial Information**

The Company is a publicly traded company in the United States and Israel and thus, subject to the Securities Act of 1933, the Securities Exchange Act of 1934, and numerous other domestic and foreign laws, rules and regulations promulgated thereunder (together, the "Securities Laws"). It is, therefore, imperative that all disclosures contained in the Company's public filings and other public communications are full, fair, accurate, timely and understandable.

Every Associate who participates in the information gathering process for the Company's public filings and other public communications is responsible for the timeliness and accuracy of the information contained therein. Those persons having responsibility for particular areas of the Company's periodic reports such as the Form 20-F and the Form 6-K (if any) must report to the Board on an ongoing basis the following matters which come to their attention:

- Deviations from or changes to the current public information available for the Company;
- Changes in risks, or new risks, to the Company as they are identified; and
- Changes that may affect the Company's financial results and operations.

The Company may establish a separate disclosure policy that may provide who may communicate information to the press and the financial analyst community. As an Associate, you should review the Company's disclosure policy and discuss all questions that you may have with the CFO.

Our employees who are dealing in the financial and accounting activities of the Company hold an important and elevated role in corporate governance, and shall at all times:

- Provide information that is accurate, complete, objective, relevant, timely and understandable;
- Comply with applicable laws, rules and regulations of federal, state and local governments, and appropriate regulatory agencies;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting facts or allowing their independent judgment to be subordinated;
- Respect the confidentiality of information acquired in connection with their activities for the Company, except when authorized or otherwise legally obligated to disclose;
- Refrain from accepting instructions from those who are not qualified to make determinations in regards to the treatment of an accounting or finance issue;
- Divulge to the CFO in a timely manner any reports of misapplication of Company or governmental policies, rules and procedures which may have a deleterious effect on the financial condition or statements of the Company. If an Associate has reason to believe that the senior financial officer may not act on any such information, the Associate shall report the matter to the Company's Audit Committee;
- Refrain from taking any action to fraudulently influence, coerce, manipulate or mislead any independent public or certified accountant or independent internal auditor engaged in the performance of an audit or a review of the financial statements of the Company for the purpose of rendering such financial statements materially misleading or for any other improper purpose; and
- Achieve responsible use of and control over all assets and resources employed by or entrusted to them.

Compliance with applicable governmental laws, rules and regulations applicable to the Company is mandatory and any violations thereof are considered violations of the Code. Mistakes should never be covered up, but should be immediately fully disclosed and corrected, if possible.

If you have any questions about your duties with regard to public reporting, please ask the CFO.

#### **4. Marketing, Advertising and Sales**

The Company does not engage in false or misleading claims to its customers, competitors or the public. The following specific policies apply:

- Marketing, advertising and sales materials will be clear and truthful. They will not contain false or exaggerated claims about the Company's products and services;

- Sales information about prices, products and services should be provided to customers and vendors in a way that avoids any appearance that it is being given in an underhanded or preferential way;
- Associates should not make any offers or promises on behalf of the Company other than in accordance with Mazor's policies and guidelines; and
- Associates should not encourage or knowingly use third parties, such as agents, consultants or subcontractors, to perform any activities that are prohibited under the Code.

## **5. Bribes and Kickbacks**

A kickback or bribe includes any item intended to improperly obtain favorable treatment. Other than for modest gifts given or received in the normal course of business (e.g., coffee mugs, pens and other logoed promotional materials or business lunches), neither Associates nor their relatives may give gifts to, or receive gifts from, the Company's customers and suppliers. Other gifts may be given or accepted only with prior approval of the CFO. In no event should an Associate put the Company or himself/herself in a position that would be uncomfortable if knowledge of the gift was made public. Dealing with government employees is often different than dealing with private persons. Many governmental bodies strictly prohibit the receipt of any gratuities by their employees, including meals and entertainment. Associates must be aware of and strictly follow these prohibitions.

## **6. International Business Conduct**

The Company has an international presence and thus, certain Associates or other affiliates of the company may find it necessary to interact with foreign governments or officials in the furtherance of the Company's business activities. In any dealings with foreign officials, candidates, or political parties, the Company and its Associates, consultants, agents, subsidiaries, distributors, resellers, and representatives, must comply with the following policy.

Generally, the Company's policies, the U.S. Foreign Corrupt Practices Act ("FCPA"), and applicable domestic and foreign laws prohibit payments to, and business relationships with, government officials ("government officials" may include employees of entities that are state-owned, in whole or part, public international organizations and political parties or political candidates) that could be construed as bribes or attempts to influence government behavior.

Associates may not give, offer, promise, or authorize direct or indirect payments to foreign officials for the purpose of obtaining or retaining business for the Company. Payments include money, gifts, or anything of value, and need not actually be delivered, but merely have been intended for a corrupt purpose, to violate the FCPA. It is therefore illegal and against the Company policy for any Associate or other Company representative to offer or give anything of value that is intended to:

- influence any act or decision of a foreign official in his or her official capacity;
- induce the official violate a lawful duty of his position or to use his influence improperly;  
or
- obtain an improper advantage for the Company.

The Company and individuals may face significant civil and criminal punishment in both the United States and in other countries, including imprisonment, for violating the FCPA and similar, applicable anti-bribery laws.

Acknowledging that in certain foreign localities, payments to local government officials may be customary to expedite processes such as the granting of a business license or similarly routine governmental action, the FCPA contains a narrow exception for such payments. In every case, prior to making, promising, or offering any such payment, any Associate or affiliate of the Company must consult with the CFO should uncertainties arise. Furthermore, if it is determined that a payment meets this narrow exception, it must be recorded accurately by the accounting department, as it is an independent violation of the FCPA to mischaracterize any such payment in the financial records. Both the consultation with the CFO and the accounting treatment of the payment must be documented in writing.

## **7. Quality and Regulatory Compliance**

The Company products are heavily regulated by governmental agencies, health ministries and other regulatory authorities worldwide. Associates are, to the extent applicable to their job functions, responsible for compliance with worldwide product regulation requirements, including marketing approvals, conduct of clinical studies, good manufacturing practice requirements and standards, design control, labeling and advertising controls, and any other product regulations and controls promulgated by government agencies. Associates are responsible for reporting any significant issues to the CFO. The Company is committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance and product performance.

The Company is committed to producing the highest quality medical devices in the interest of patient safety and to maintain its reputation for excellence through customer focused quality. The Company will comply with all laws and regulations regarding the safety and efficacy of its products and the standards for its manufacturing plants. Associates are responsible for reporting to the CFO any concerns that relate to a compromise of quality. Associates have the responsibility to express their independent views as to, as well as to raise, any significant quality issues.

In addition to legal compliance, Associates are required to maintain the highest ethical and scientific standards in researching and developing the Company's products. Associates are further required to be scrupulously accurate in data submitted to governmental entities, publications, or any other party. Associates shall adhere to all standards and procedures necessary to ensure rigorous scientific inquiry and will interact with federal and state agencies in

a forthright manner designed to ensure the safe and effective use of its products. Additionally, in accordance with the Company's objective, Associates are required to manufacture the Company's products in a manner designed to ensure their safety, integrity, and suitability for patients, and to market and sell its products in an honest and balanced manner that provides health professionals with the information necessary to use its products appropriately. Clinical studies will be conducted in such a fashion as to safeguard the welfare of subjects and ensure the scientific integrity of the research.

As part of the Company's quality system, Associates are required to maintain reliable documentation. The accuracy of data in our records, including full disclosure, lack of material omission, and integrity of the data is your priority. Any Associate who alters or falsifies data, destroys or fails to maintain product related data, or omits data from records that are needed to provide full information regarding a commercial or development stage product is acting in violation of the Code. If you have questions related to quality and regulatory compliance, you should consult with your supervisor, or the CFO.

## **8. Improper Use or Theft of Property**

Every Associate must safeguard the Company's property from loss or theft, and may not take such property for personal use. Theft, carelessness, and waste have a direct impact on the Company's profitability. The Company's property includes equipment, machinery, inventory, vehicles, software, computers, office equipment, and supplies as well as confidential information such as non-public personal information about customers, customer lists, and proprietary product information, to name a few. Associates must appropriately secure all of the Company's property within their control to prevent its unauthorized use.

Mazor's intellectual property rights, including patents, trademarks, copyrights and "know-how" (together, "Company IP") are very valuable assets. Unauthorized use of Company IP can lead to its loss or serious loss of value. Any use of Company IP, outside of an Associate's normal business duties, must be cleared in advance by the Company's Chief Executive Officer or his assignees.

As the Company expects others to respect its intellectual property rights, the Company also has a responsibility to respect other companies' legally protected intellectual property. Associates may not copy, borrow, publish or use other companies' intellectual property, without proper authorization.

## **9. Fair Dealing**

No Associate should take unfair advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts, or any other unfair-dealing practice.

## **10. Fair Competition and Antitrust Laws**

The Company must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, you should raise the issue with the CFO.

## **11. Insider Trading**

If an Associate has material non-public information relating to the Company, it is our policy that neither an Associate nor any of his/her relatives may buy or sell any securities of the Company or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to information relating to any other company, including our customers, partners or suppliers, obtained in the course of employment. This policy shall apply until such time as the Company has adopted a separate Insider Trading Policy. Questions regarding insider trading should be addressed to the CFO.

## **12. Waivers and Amendments of the Code**

Any waiver of any provision of the Code for any of our directors or executive officers, or any amendment of the Code, must be approved in writing by the Board and must be promptly disclosed if and as required by applicable laws and regulations in the manner required thereby. Any waiver of any provision of the Code with respect any other Associate must be approved in writing by our CFO. Waivers will be granted only as permissible by law and in extraordinary circumstances.

## **13. Reporting Ethical Violations**

As an Associate, your conduct can reinforce an ethical atmosphere and provide influence on the conduct of fellow Associates. Associates are empowered by the Code to act in situations where they have the authority or feel comfortable enough to stop unethical behavior. If the unethical behavior is prevented by your actions, then no report is necessary. However, if you are aware of any violations of the Code and feel powerless to stop them, you must report them to the CFO or to your direct supervisor. You also may contact the Chief Executive Officer of the Company. A report may be made also anonymously.

If you are still concerned after speaking with our executive officers or feel uncomfortable speaking with them (for whatever reason), you may contact the Chairman of our Audit Committee or the Internal Auditor at the following addresses:

To the Chairman of the Audit Committee:



Mazor Robotics Ltd.  
7 Haeshel Street  
Caesarea Industrial Park South 3088900 Israel  
Attention: Audit Committee Chairman

To the Internal Auditor:

Fahn Kanne Control Management Ltd.  
Levinstein Tower  
23 Menachem Begin Road  
Tel Aviv 6136101 Israel  
Attention: Mr. Doron Cohen, CPA

Any report delivered directly to the Internal Auditor will be forwarded to the Audit Committee within five days of receipt by the Internal Auditor.

A report may also be made by calling the hotline and following the instructions contained on the Company's website.

Regardless of how any suspected violation is reported, you should include copies of relevant documents. All employee communications made in good faith will be treated promptly and professionally, shall be kept completely confidential and shall be made without risk of retribution whatsoever. The Company's policy prohibits discrimination, harassment and retaliation against any Associate who in good faith provides any information or otherwise assists in any investigation or proceeding regarding any potential violation of the Code. The Company will investigate fully all matters related to alleged violations and take appropriate action in accordance with its policies in effect at such time. Employees are expected to participate fully in any investigation of alleged misconduct. It is everyone's responsibility to help create and ensure an effective workplace.

#### **14. Accountability for Adherence to the Code**

The CFO shall report to our Audit Committee on all material issues relating to the Code. Our Audit Committee enforces the Code by evaluating all alleged violations of the Code after all of the pertinent information has been gathered and appropriate action will be determined with the involvement of counsel. If an alleged violation of the Code has been reported to it, the Audit Committee shall determine whether that violation has occurred and, if so, shall determine the disciplinary measures to be taken against any Associate who has violated the Code.

The disciplinary measures, which may be invoked at the discretion of the Audit Committee, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, termination of employment or other relationship with us and restitution.

The Company is committed to upholding the Code and is supporting all Associates who aid in this endeavor. The Company will not tolerate any form of retaliation for reporting suspected violations of the Code.

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