

**Integra LifeSciences Holdings Corporation
311 Enterprise Drive
Plainsboro, NJ 08536**

MEMORANDUM

To: All employees of the European based subsidiaries of Integra LifeSciences Holdings Corporation

From: Judith C. O'Grady, Global Corporate Compliance Officer

cc: Michelle Scharfenberg, Senior Corporate Counsel
Viviane Montarnal, Assistant General Counsel Europe

Date: March 16, 2009

Subject: Code of Conduct Europe

Introduction

This memorandum sets forth the Code of Conduct Europe for Integra LifeSciences Holdings Corporation and its subsidiaries (hereinafter referred to as "Integra" or "the Company"). Various laws and our goals of complying with laws worldwide and of maintaining high ethical standards lead us to implement Codes of Conduct for all of our employees. Our corporate compliance program includes training for all employees. Previously, we have implemented a Code of Conduct for all employees based in the United States and Puerto Rico. I am (among other things) our global Corporate Compliance Officer under our compliance program. The purpose of this memorandum is to set forth our Code of Conduct for employees of the European based subsidiaries of Integra LifeSciences Holdings Corporation.

This Code of Conduct is supplemented with an employee hotline reporting system enabling the reporting of serious risks to the Company of financial wrongdoings, all of which is in compliance with, among others, audit and control obligations set forth by the Sarbanes Oxley Act adopted in July 2002 by the competent authorities of the United States of America, as well as the reporting of serious quality risks that might threaten Integra product users or patients' health and/or of serious risks that might threaten the vital interests of the Company and/or the physical wellbeing of our employees, which could not otherwise be reported or in otherwise difficult circumstances.

If, after reading this Code of Conduct, you have any questions, please direct them to your local management, your local Human Resources representative, or to:

- our Assistant General Counsel Europe, Viviane Montarnal
Phone: +33 (0)437 47 5959
E-mail: viviane.montarnal@integra-ls.com
Fax: +33 (0)437 47 5999
Address: Integra LifeSciences Services (France)
66 quai Charles de Gaulle
69006 Lyon, France

March 2009

- our Senior Corporate Counsel, Michelle Scharfenberg

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E-mail: mryan@integra-ls.com

Fax: +1 (609) 750 4245

Address: Integra LifeSciences Corporation
311 Enterprise Drive
Plainsboro, New Jersey 08536, USA

- or me, Judi O'Grady, Global Corporate Compliance Officer

Phone: +1 (609) 936 2311

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Fax: +1 (609) 275 9445

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311 Enterprise Drive
Plainsboro, New Jersey 08536, USA

Basic rules that apply to all Integra employees

1. Ethical and honest conduct. Integra values honesty and ethical dealings by all of our employees, including members of the Board of Directors of our companies and management, whether with each other, with our customers, with our vendors, with governmental agencies or with our competitors.

2. We tell the truth. Integra's executives and employees must speak and write the truth with regard to their professional activities in all circumstances of their employment for Integra, and no employee may ever falsify or improperly modify records, reports, correspondence or other documents.

3. We do not forget that we make products that are used to save lives. Remember that we make implants and surgical instruments, and that surgeons rely upon our products. If you design, make, handle or are otherwise responsible for our products, treat them as if they will be used to treat you, or your close relatives. Patient safety is our first and most important concern.

4. We communicate about problems. We rely on honest communication from our employees. If you believe that management does not know about or is not attending to a problem (whether a quality problem, a violation of policy or a violation of law), you may speak to a more senior person in the Company who can properly respond. If you do not know who is responsible, ask your plant manager, your Human Resources representative, or one of the executives in Plainsboro. **Under no circumstances may any executive or employee of the Company retaliate against an employee who in good faith calls attention to a violation of policy or quality problem.**

In addition, you may contact Viviane Montarnal, Michelle Scharfenberg or me by one of the means provided on the first page of this memorandum.

5. We comply with laws and regulations. Integra's executives and employees must comply with all applicable laws, whether or not specifically addressed in this memorandum or other Company policies. Local management is responsible for understanding local requirements of law and regulation, and should seek advice from the Law Department if it has a question.

6. We timely and accurately report financial information. All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts and the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to Integra's values and may be in violation of applicable laws.

Integra's policy is to provide full, fair, accurate, timely and understandable disclosure in report and documents that Integra files with or submits to the United States Securities and Exchange Commission as well as in other public communications, such as press releases and presentations to securities analysts. Integra values truthfulness and accuracy in the data and documents that it communicates.

All documents, regardless of the departments concerned within the Company, in particular documents required by the United States Securities and Exchange Commission, must be produced according to applicable laws and regulations and properly recorded.

No employee shall make any false or misleading statement in connection with an audit of Integra by Integra's independent auditors or in connection with an internal audit, or take any other action that would interfere or improperly influence an internal or external audit of Integra.

As a general rule, Integra values accurate and reliable preparation and storage of its documents. Integra shall implement appropriate delegations of authority so as to avoid any ambiguity in the transactions that commit Integra LifeSciences with third parties. Integra's financial books, records and accounts must reflect all transactions of the Company and all other events that are the subject of a specific regulatory record-keeping requirement.

7. Sales practices. All Integra sales and marketing personnel must comply with local law, and in certain situations United States law, even if they are working entirely in another country. In particular (and without excluding other activities that may be regulated in your country), no Integra executive or employee may:

- **Pay bribes, kickbacks or gifts** to any government official, customer, potential customer, or person in a position to influence a customer;
- **Agree with a competitor to fix or share prices**, divide or allocate the market with a competitor, or otherwise limit open and honest competition;
- **Take an individual initiative to participate in a boycott** without first referring to Law Department;
- **Make claims about our products which do not conform with the products indications communicated by the Company** In this respect, the performance of our products and promotional materials used in the selling of our products must exclusively be those disseminated by the Company; or
- **Commit any kind of fraud, or help any other person commit fraud.** Be certain not to help any customer defraud any health insurer or government agency.

All subsidiaries of Integra LifeSciences must comply with United States laws relating to sanctioned or verified countries or individuals which or who import products. Integra employees are kept informed on a regular basis of changes to the list of verification or sanctioned countries, and of applicable legislation.

8. Conflicts of Interest. Integra employees must endeavor not to place themselves into conflicts of interest circumstances. In particular no Integra executive or employee may:

- **Represent Integra in any transaction in which he or she has a personal financial interest;**
- Use for private purposes or refer outside of the Company to confidential, valuable, or internal information obtained while carrying-out professional duties for Integra;
- **Compete with Integra, or help another person compete, with Integra** in its business, or with respect to any transaction in which Integra is or might be a party; or
- **Accept gifts, services or money** from a vendor to Integra in any situation where the gift might affect – or appear to affect – the judgment of the employee.

9. Treat our employees correctly under the law, and with respect. Treat your fellow employees with respect, in compliance with local labor and employment laws. If you have any questions about local laws, please consult with your Human Resources representative.

10. Respect our stockholders. It is the responsibility of all of us to earn a profit for our stockholders, who are the owners of our Company. We are working for them. Therefore,

- **You are responsible for the Company's property, including its money, and may use it only for the benefit of the Company;**
- **Do not buy or sell the Company's securities if you have internal (i.e., non-public) information that will assist you in making a profit, or otherwise in violation of the Company's policies or local law.**

11. Waivers and Amendments: Integra is particularly vigilant on any misuse or abuse of authority or position which would be aimed at or would result in breaching compliance with Integra's values as laid-out in this Code of Conduct.

12. Distribution of this Code of Conduct: A copy of this Code of Conduct shall be handed-out to each Integra employee upon the first day of work for Integra or shall be handed-out to each Integra employee already employed within Integra at the time this Code of Conduct or future revisions are released.

13. Employee hotline:

13.1 Preamble

Various laws, and the Company's goals of complying with laws worldwide and of maintaining high ethical standards, lead the Company to implement employee hotline systems, enabling the reporting and investigation of potential violations in certain areas strictly listed below, pertaining to the laws or to this Code of Conduct.

The Company encourages you to try to address your issues locally if possible, by reporting to your supervisor, department head, or site manager, or local Human Resources representative. In such circumstances, the recipients of such information will contact responsible functions, such as their direct supervisor, the site manager, Human Resources representative, the Company global Corporate Compliance Officer (Judith O'Grady), Senior Corporate Counsel (Michelle Scharfenberg), or Assistant General Counsel Europe (Viviane Montarnal).

You should rely on your common sense and judgement to determine whether a given issue should be reported or not under the below reporting system.

13.2 Purpose of the employee hot-line reporting system

This employee hot-line reporting system is meant to be a supplementary reporting channel. It is not intended to substitute other issue reporting mechanisms within your corporate organization, whether legal or managerial, that may be used directly by employees or their representatives. Nevertheless, the Company acknowledges that there may be circumstances where it is clearly not possible or not advisable to report to the responsible manager or Human Resources representative or any other manager responsible person at the Company. In such case, you may report the matter to the employee hotline in accordance with the guidelines below.

The reporting of issues under this employee hot-line reporting system, is not compulsory and no sanctions may be undertaken against an employee who chooses not to use it. However, use of the system in bad faith may lead to sanctions.

Good-faith reporting of facts may not lead to sanctions from Integra.

13.3 Reporting of facts suspected to constitute unlawful financial wrongdoings:

The employee hot-line reporting system is exclusively intended to enable Integra employees whatever their level of responsibility, to report in good-faith facts that relate to serious risks for the Company in the field of accounting (including statutory accounts internal and external audits) and in the field of anti-bribery, including:

- Dysfunctions in accountancy and in accountancy audit procedures, including artificial entries in the financial books and records of Integra, and inappropriate payments;
- False entries;
- Tax fraud;
- Artificial hiring of personnel;
- Bribery;

- Misappropriation of public funds such as grants from government related authorities; or
- Hidden funds or assets.

13.4 Reporting of facts of such gravity that they might jeopardize an individual's physical wellbeing or the Company's vital interests:

Additionally, facts that do not pertain to Section 13.3 above may also be reported through the employee hot-line reporting system where there exist serious grounds to believe that:

- those facts might result in an imminent and severe danger for users and potential receivers of Integra's product, in particular surgeons and patients; or
- those facts might jeopardize the vital interests of the Company or the physical wellbeing of Integra employees.

The following facts may, on a case by case basis, be considered to be sufficiently severe to fall under this employee hot-line reporting system:

- Severe quality issue;
- Severe violation of anti-trust laws or intellectual property legislation (e.g., disclosure of Company trade secret);
- Insider dealing; or
- Harassment.

Information collected through this reporting system shall be transmitted to the competent functions.

13.5 Reporting of facts which do not pertain to the risks listed under Section 13.3 and Section 13.4:

Facts that do not pertain to the risks listed under Sections 13.3 and 13.4 may not be processed under this employee hotline reporting system.

In the event such report is made, the author of such report, shall be redirected to the appropriate supervisor and the report itself shall be destroyed or archived immediately.

13.6 Processing of the report:

So as to favor a better processing of the information and a better protection of the employee reporting facts under this employee hot-line reporting system, Integra expects that employees of European based subsidiaries of Integra reporting the alert identify themselves at the time of the report.

In return, Integra undertakes that the identity of the reporting individual shall be treated on a confidential basis to the widest extent possible and reminds you that no employee may be blamed as a result of a use in good faith of the employee hot-line reporting system.

13.6(a) Employee hot-line

To report an alert you may use one of the following methods:

- You may report an alert on-line at the following web address:
<https://secure.ethicspoint.com/domain/media/en/gui/14987/index.html>
- You may report an alert by phone. You will find the direct and toll-free access phone numbers at the following web address:
<https://secure.ethicspoint.com/domain/media/en/gui/14987/index.html>

When you submit the report, you will be issued a Report Key. Please write it down and keep it in a safe place. Please use this Report Key along with the password of your choosing to return to the Employee Hotline system through the website or telephone hotline in 2-3 business days. By returning in 2-3 business days, you will have the opportunity to review any Follow-up Questions or submit more information about the alert.

The third-party service provider involved, LRN Ethics Point, will issue a report which shall be remitted for investigation to Law Department Europe, attention Assistant General Counsel Europe (hereinafter the “Data Controller”). The Data Controller is based in Lyon (France), Integra LifeSciences Services (France), 66 quai Charles de Gaulle, 69006 Lyon.

You may also report the suspected facts directly to our Assistant General Counsel Europe (Viviane Montarnal), our Senior Corporate Counsel (Michelle Scharfenberg) or me (Judith O’Grady), using our contact details indicated in the Introduction to this Code of Conduct.

The individuals in charge of processing reports under this employee hot-line reporting system, are the subject of reinforced confidentiality obligations within the meaning of Opinion 1/2006 of the Article 29 Data Protection Working Party (Directive 95/46/CE).

13.6(b) Categories of recorded personal data:

Each report through the employee hot-line reporting system will generate a file that shall contain the following data:

- Identity, position, and contact details of the individual reporting the suspected facts, of the individuals whom are the subject of the report, and of the individuals whom are involved in the collection or processing of the report;
- Reported facts;
- Elements gathered during the investigation of the reported facts;
- Outcome of the investigation operations; and
- Results of the employee report.

13.6(c) Information to the individual whom is the subject of the complaint:

When deemed to be appropriate, in particular after conservatory measures or investigations were first initiated, the Company shall inform the individual whom is the subject of an alert reporting under the employee hot-line referred to in Section 13.6.

These individuals shall be given the opportunity to exercise their rights to access, rectify or delete their personal data.

These rights may be enforced with the Data Controller.

13.6(d) Storage of personal data:

Data pertaining to the employee hotline reporting system shall be destroyed or archived within 2 months from the resolution of the report, except in case of pending legal proceedings, in which case the data shall be stored for a duration that shall be no longer than the duration of the legal proceedings.

Archived data are stored in a separate information system. Access is restricted to the sole individuals in charge of the processing of employee reports, and to the following circumstances only:

- When required to defend the Company’s interests with the courts;
- Request from third parties authorised under data privacy legislation; or
- Request from beneficiaries of access and rectification rights to personal data.

Other data shall be destroyed or immediately archived.

13.7 Declaration to national data privacy authorities

When required under local laws, the Company has declared this employee hot-line reporting system to the competent national data privacy authorities.

Thank you for taking the time to read this Code of Conduct. If you have any questions, please do not hesitate to contact your plant manager, your local Human Resources representative, the Vice President in charge of your department, or any of the senior executives of the Company.