

## **InVivo Therapeutics Holdings Corp. Code of Business Conduct and Ethics**

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for employees, officers and directors of InVivo Therapeutics Holdings Corp. and its operating subsidiary InVivo Therapeutics Corporation (“InVivo” or “Company”). The Code is designed to maintain the high ethical standards of the Company, and promote a corporate culture that values honesty, integrity and accountability. If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or the Company’s Chief Compliance Officer.

### **I. Compliance with Laws, Rules, Regulations and Policies**

You, as an employee, officer or director of the Company must comply with all laws, rules and regulations applicable to the Company. You must use good judgment and common sense in complying with such laws, rules and regulations, and if you have any questions, reach out to your supervisor or the Company’s Chief Compliance Officer for advice and guidance.

Every employee, officer and director is expected to comply with all Company policies and rules as in effect from time to time. You are expected to familiarize yourself with such policies.

### **II. Conflicts of Interest**

As an employee, officer or director of InVivo, you have an obligation to act in the best interests of the Company-and from refraining from engaging in any activity or having a personal interest that presents a “conflict of interest.” You should seek to avoid even the appearance of a conflict of interest. A conflict of interest arises when you are placed in a situation where you have more than one interest and the authority to act in favor of one interest at the expense of the other(s). At work, a conflict of interest creates the possibility that the business judgment that you use to determine an outcome will be improperly influenced by your personal interest in the outcome. In other words, the personal interest creates a conflict that may make it difficult for you to perform your work duties fairly and impartially.

It is important to understand that the occurrence of a conflict of interest itself does mean that any misconduct has taken place, rather it indicates circumstances that could lead to misconduct or the appearance of misconduct once an action has been taken and the outcome is known. Consequently, you have a responsibility to avoid the potential conflict.

- Other Employment: As an employee, officer or director of InVivo, you must not serve as an employee, officer, director or provide services to a company that is a material customer, supplier or competitor of InVivo.
- Financial Interests: As an employee, officer or director of InVivo, you must not have a significant financial interest in any company that is a material customer, supplier or competitor of InVivo (*i.e.*, owning more than one percent (1%) of the equity of such customer, supplier or competitor).
- Influence: As an employee, officer or director of InVivo, you must not use your position with the Company to influence a transaction with a supplier or customer in which you have any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

When you have a question about whether a particular customer, supplier or competitor may create a potential conflict of interest, or when you learn of a particular business decision or transaction that may give rise to a potential conflict of interest, you have a responsibility to contact InVivo's Chief Compliance Officer for guidance. -

### **III. Confidentiality and Proprietary Information**

Confidentiality is a valuable asset that is critical to InVivo's ability to be competitive in our industry. All information and know-how, whether or not in writing, of a private, secret or confidential nature concerning the Company's business or financial affairs is and shall be the exclusive property of the Company. Employees, officers and directors must maintain the confidentiality of confidential and proprietary information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally permitted in connection with reporting illegal activity to the appropriate regulatory authority. You have an obligation to ensure that confidential and proprietary information of the Company is only used for business purposes of InVivo. You may not take or use confidential or proprietary information belonging to InVivo for your personal use or benefit, or share it with others who are not authorized to use this information. This means you must not discuss or disclose this information with members of your family, friends or anyone else outside of the company. You must also be extraordinarily careful when discussing InVivo business matters in public places, particularly when you are outside the office on a cell phone. You have an ongoing and continuous obligation to protect this information from disclosure, even after you have left the Company. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Confidential and proprietary information includes, but is not limited to, discoveries, inventions, products, product improvements, product enhancements, processes, methods, techniques, formulas, compositions, compounds, research data, clinical data, negotiation strategies and positions, internal business matters, research and development activities, product development work, nondisclosed financial and accounting information, personnel information obtained by an employee pursuant to his or her duties or responsibilities, internal business functions, nondisclosed business strategy, customer lists, phone lists, contractual relationships with suppliers and licensors, information related to possible business transactions (including acquisitions and dispositions), privileged communications on legal matters, information technology (including secret passwords) and intellectual property rights.

In contrast, disclosed information which is not confidential is information that is contained in company reports and government filings (*e.g.*, InVivo's Annual Report, Proxy materials), press releases and communications with the media.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraphs, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss confidential and proprietary information with, or disseminate such information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons.

Confidential information may be disclosed orally, visually, in writing, through models, in samples, in documents, in software, and in drawings. When trying to decide whether Company information is confidential, ask yourself, “Is this information about the Company available to the public?”

If you have confidential or proprietary information from a previous employer or any other company, you must not provide such information to InVivo or use such information on behalf of InVivo without first obtaining written approval of such disclosure or use of such information from your previous employer or other such company, and providing notice of such approval to the Chief Compliance Officer.

#### **IV. Insider Trading**

You may not trade in the securities of any company based on material non-public information that you receive or become aware of through your employment or position with InVivo. This restriction applies when you learn through your work of material non-public information about InVivo or other companies (*e.g.*, suppliers, companies with which InVivo does business). This restriction on trading applies to members of your household and remains in effect even if you leave InVivo.

Your trading in InVivo’s securities is regulated by InVivo’s Insider Trading Policy, which is available through both the Human Resources department and the Legal department. As an employee, you may be considered a “Designated Person” which means that you (and members of your immediate family and household) may only trade in Company securities during four quarterly trading windows and only after pre-clearance from the Chief Compliance Officer. InVivo’s Insider Trading Policy also forbids you from sharing with others material non-public information that you receive or become aware of through your work with the Company. Such sharing of insider information (*i.e.*, tipping) is also a federal crime. Please refer to InVivo’s Insider Trading Policy for additional details. If you are uncertain about the constraints on your purchase or sale of any InVivo securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

#### **V. Honest and Ethical Conduct and Fair Dealing**

You have an obligation to maintain InVivo’s high ethical standards when you deal with InVivo’s customers, suppliers, competitors and anyone else doing business with the Company. This means that you may not take unfair advantage by making misleading statements, concealing information, falsifying any documents or data, misrepresenting any facts or making use of any other unfair or unethical business practice. InVivo’s reputation as an ethical member of the life sciences industry rests with your upholding these high standards of fair dealing.

#### **VI. Protection and Proper Use of Corporate Assets**

InVivo and its employees, officers and directors have an obligation to protect the assets of the Company. This obligation means that you are expected to assist the Company in its efforts to promote the efficient use of its assets and take measures to prevent and discourage theft, waste and loss of InVivo property.

InVivo’s assets include office equipment, facilities, computer servers, laptops, hardware, software, email, materials, supplies, and intellectual property such as InVivo’s name and the name of its brands, devices and products. You are expected to use these assets for legitimate business purposes, and you may not use them for personal financial gain. This means that you may not make personal use or provide to anyone outside of the Company any devices or products that you discover or develop through your work at InVivo.

Employees, officers and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or through the use of the Company's property or information.

## **VII. Bribery, Kickbacks and Corrupt Payments**

InVivo's business transactions are based on fair and honest business practices. The use of Company funds or assets for gifts, gratuities or other favors to government officials (domestic or foreign) is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law, insignificant in amount and not given in consideration or expectation of any action by the recipient. You are not allowed (and you must not allow any immediate member of your family) to accept from any person, or give, or promise to give to any person, anything of value to obtain or retain business with or for the Company. This prohibition on improper payments is broad, meaning that it prohibits the making of payments directly or indirectly, including through agents, consultants, contractors, family members, related companies or representatives. While the term "payment" is used, "payment" includes not only money, but "anything of value," including, but not limited to gifts, services, assumption of debt and offers of employment. In order to better understand what types of gifts are permitted, please see Section VIII. Gifts and Entertainment (below).

## **VIII. Gifts and Entertainment**

After reading Section VII (above), you may think that all gifts might be prohibited, but a gift that is lawful and does not violate the recipient's code of business conduct and ethics may be given under the following circumstances:

- The gift is of nominal value (does not exceed \$100);
- The gift is not cash or cash equivalent (*e.g.*, no gift cards);
- The gift is not given to obtain or retain business (*i.e.*, no *quid pro quo*);
- The gift is permitted under local laws and the recipient's code of business conduct and ethics;
- The gift is customary and reasonable;
- The gift is given openly and transparently; and
- The gift is properly recorded and reported by the Company.

Similarly, business entertainment that is infrequent, modest and intended to serve legitimate business purposes is allowable under the following circumstances:

- The entertainment is not cash or cash equivalent (*e.g.*, no gift cards);
- The entertainment is not given to obtain or retain business (*i.e.*, no *quid pro quo*);
- The entertainment is permitted under local laws and the recipient's code of business conduct and ethics;
- The entertainment is customary, reasonable and takes place in real time (*i.e.*, inviting an industry colleague to play golf vs. giving him or her passes to a golf club);
- The spending is open and transparent; and
- The entertainment expense is properly recorded and reported by the Company.

As a potential recipient, you should not place any industry colleague or other person doing or seeking to do business with the Company in a position where such person may feel obligated to make a gift, provide entertainment or favors in order to do business or continue to do business with the Company.

## **IX. Accuracy of Books and Records and Public Reports**

Accurate business records (including financial and research and development records) are essential to InVivo's business and critical to the Company's ability to meet legal and regulatory compliance obligations. All of InVivo's business records must be maintained in appropriate detail and correctly state the true and accurate transaction that they record. InVivo's financial statement must conform to generally accepted accounting principles to InVivo's system of internal controls and to applicable regulations. The Company will not allow any unrecorded or "off the books" accounts or funds to be established. Similarly, InVivo prohibits any false or misleading account entries in the Company's books or records. Your personal records, including expense reports must comply with the Company's policy of full, fair, accurate, timely and understandable disclosure. No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

InVivo provides full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and all other government and regulatory agencies as may from time to time be required.

## **X. Record Retention Policy**

The Company will comply with all laws, regulations and InVivo's Record Retention Policy. In addition, if you learn of the existence of a subpoena or any government investigation relating to the Company, you immediately must notify the Chief Compliance Officer, so that all Company records related to such subpoena or investigation will be maintained.

## **XI. Concerns Regarding Accounting or Auditing Matters and Dealings with Auditors**

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters should confidentially and anonymously (if you prefer anonymity) submit such concerns or complaints to the Chief Financial Officer at (617) 863-5524.

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the Securities and Exchange Commission. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

## **XII. Discrimination and Harassment**

InVivo's work requires the many talents and experiences of our multi-cultural work force. The Company values and strives to foster this diversity, which sparks innovation when employees with different perspectives offer their solutions to the constant challenges that arise in the industry. InVivo seeks to develop and promote ways to reap the benefits of diversity in our workforce.

To that end, InVivo in its hiring of employees and its business relationships with customers, suppliers and anyone else with whom the Company does business, conducts itself free of discrimination based on race, color, religious creed, national origin, ancestry, gender, sexual orientation, age, qualified mental or physical disability, medical condition, genetic information, military or veteran status, gender identity/expression, marital status, or other legally protected category with regard to any term or condition of employment. Consequently, as an employee, officer or director of InVivo, you may not discriminate against anyone based upon any of these considerations.

InVivo is committed to providing a positive, creative and respectful work environment. As an employee, officer or director, you are expected to promote a work environment that is free from discrimination, harassment or intimidation. If you witness any speech or conduct that you believe is discriminatory, harassing or designed to intimidate, or you observe behavior that you believe creates a hostile work environment, you should notify Human Resources or the Chief Compliance Officer.

### **XIII. Dissemination, Waivers and Amendments**

Each employee, officer and director of the Company will be provided a copy of the Code upon his or her hiring, appointment or election, and will be required to acknowledge in writing at that time and annually thereafter his or her review and agreement to comply with the terms of the Code. The most recent version of this Code will also be posted on the Company's website.

Waivers of this Code will only be considered under unusual situations and may only be made by for the benefit of a director or executive officer (i) after approval of the Board and (ii) if disclosed on Form 8-K within four business days of the Board's approval. Waivers for all other employees may be made only by the Chief Compliance Officer or the Board and will be disclosed as required by law and the NASDAQ exchange rules.

This document is not an employment contract between the Company and any of its employees, officers or directors. The Company reserves the right to amend, alter or terminate this Code at any time for any reason. Amendments to the Code must be approved by the Board and promptly disclosed as required by law and the NASDAQ exchange rules.

### **XIV. Reporting and Compliance Procedure**

Each employee, officer and director has the responsibility to report concerns about compliance with or potential violations of the Code, policies of the Company or any laws or regulations by employees, officers, directors, or any third party doing business on behalf of the Company. Such reports should be made to the employee's supervisor, to the Chief Compliance Officer or to the Chair of the Audit Committee of the Board of Directors. If you prefer to make a report anonymously, you may do so by writing to the Chief Compliance Officer; InVivo Therapeutics Corporation; One Kendall Square Building, 1400 East, Floor 4; Cambridge, MA 02139, or by leaving a confidential message on the employee hotline at (617) 863-5583. Any reports regarding accounting or auditing matters will be forwarded to the Chair of the Audit Committee.

You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is ultimately proven to be determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct.

Any supervisor who receives a report of a violation of this Code must immediately inform the Chief Compliance Officer. If the Chief Compliance Officer receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Individual's supervisor and to the Vice President of Human Resources for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge. The Company shall

determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director. Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

While it is the Company's desire to address matters internally, nothing in this Code prohibits employees, officers and directors from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation. However, if a report was made with knowledge that it was false, the Company may take appropriate disciplinary action up to and including termination. This Code should not be construed to prohibit employees, officers and directors from engaging in concerted activity protected by the rules and regulations of the National Labor Relations Board or from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### **Acknowledgement of Review and Agreement**

To: Chief Compliance Officer

I acknowledge that I have been provided with a copy of InVivo Therapeutics Holdings Corp. Code of Business Conduct and Ethics. I acknowledge that I have read and understand the Code, including my responsibilities under the Code, and I have complied and will continue to comply with the policies and procedures set forth in the Code.

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

Signature: \_\_\_\_\_

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