

INTEGER HOLDINGS CORPORATION

RELATED PERSON TRANSACTION POLICY

Introduction

Integer Holdings Corporation (the “Company”) recognizes that Related Person Transactions (as defined herein) can present potential or actual conflicts of interest and create the appearance that decisions are based on considerations other than the best interests of the Company and its stockholders. Therefore the Audit Committee of the Board of Directors of the Company (the “Committee”) has adopted this policy which shall be followed in connection with all Related Person Transactions involving the Company. The Committee will review and may amend this policy from time to time.

General Policy Statement

The General Counsel of the Company or his designee, in consultation with outside counsel as appropriate, shall determine whether a potential transaction or relationship constitutes a Related Person Transaction that (i) requires compliance with this policy and/or disclosure (as discussed below and (ii) does not fall under one of the exclusions listed below.

If the General Counsel or his designee determines that the transaction or relationship constitutes a Related Person Transaction, the transaction or relationship will be referred to the Committee for review and consideration at the next Committee meeting. No Related Person Transaction may be entered into without the approval of the Committee in accordance with the procedures set forth herein.

Definitions

A “Related Person Transaction” is any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which the Company is a participant and the amount involved exceeds \$120,000 and in which any Related Person (as defined herein) will have a direct or indirect material interest (as defined herein).

A “Related Person” is a person who is or at any time since the beginning of the Company’s last fiscal year was:

1. a director or executive officer of the Company;
2. a nominee for director (if disclosure is provided in a proxy or information statement relating to the election of directors);
3. a stockholder owning in excess of five percent (5%) of the Company (or its controlled affiliates);
4. an immediate family member of the foregoing persons, which includes any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person (other than a tenant or employee) sharing the household of such person;

5. an entity which is owned or controlled by any person listed in 1, 2, 3 or 4 above, or an entity in which someone listed in 1, 2, 3 or 4 above has a substantial ownership interest or control of such entity; or
6. a person or entity that proposes to enter into a financial transaction, arrangement or relationship with the Company if the Committee determines that such transaction would require disclosure under Item 404 of Regulation S-K.

A “material interest” is determined on the basis of the significance of the information to investors in light of all the circumstances, including whether a reasonable investor would consider the person’s interest in the transaction important, together with all other available information, in deciding whether to buy, sell or hold the Company’s securities. The relationship of the related persons to the transaction, and with each other, the importance of the interest to the person having the interest and the amount involved in the transaction are among the factors to be considered in determining the materiality of the information to the investors. In preparing the Company’s periodic filings with the Securities and Exchange Commission, Company management make determinations of materiality. In administering this policy, the Committee shall be entitled (but not required) to rely upon such determinations of materiality by Company management.

Excluded Related Person Transactions

For purposes of this Policy, the Committee has determined that in the following circumstances the Related Persons do not have a direct or indirect material interest in the transactions, arrangements, and relationships. Accordingly, the following are not Related Person Transactions:

- (a) where the Related Person's interest arises (i) only from such person's position as a director of a corporation or organization; (ii) only from such person's direct or indirect ownership of a 5% or less equity interest in another person (other than a partnership); or (iii) from both such position and such ownership;
- (b) where the Related Person's interest arises only from such person's position as a limited partner in a partnership in which such person has an interest of 5% or less and the person is not a general partner of and does not hold another position in the partnership;
- (c) where the Related Person's interest arises only from the ownership of a class of equity securities of the Company and all holders of that class receive the same benefits on a pro rata basis;
- (d) where an Immediate Family Member's interest arises from his or her status as an employee of a firm, corporation or other entity for which he or she is not also an executive officer, director, general partner, or principal;
- (e) where the Related Person is not an Immediate Family Member of a director, executive officer, or nominee to become a director of the Company and where the Related Person's interest arises from such person's position as an executive officer of a corporation or organization and such person's compensation arrangements have been approved, or recommended to the corporation’s or organization’s board of directors for approval, by its compensation committee;

- (f) where an Immediate Family Member's interest arises from employment by the corporation or organization in the ordinary course of business consistent with customary employment practices used by the corporation's or organization's human resources department provided that the total annual compensation received by such family member from the corporation or organization does not exceed \$120,000; and
- (g) where the Related Person's interest arises from a relationship with another company in which the Company or any of its affiliates makes investments in the ordinary course of such entity's investment business and on terms and under circumstances similar to those available to or from entities unaffiliated with such Related Person.

Approval Process

Every proposed transaction involving an amount in excess of \$120,000 that is a Related Person Transaction subject to this policy must be approved or ratified by the Committee. If the transaction involves a Related Person who is a director or an Immediate Family Member of a director, such director may not participate in the deliberations or vote respecting such approval or ratification, provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the Committee at which such transaction is considered..

In the event Company management determines it is impractical or undesirable to wait until a Committee meeting to consummate a Related Person Transaction, the Chair of the Committee may review and approve the Related Person Transaction in accordance with the criteria set forth herein. If such Chair or an Immediate Family Member of him or her is the subject Related Person, such transaction may be reviewed and approved by the presiding director. The Chair of the Committee or the presiding director, as the case may be, shall report any such approval to the Committee at the next regularly scheduled Committee meeting. All Related Person Transactions will be reported by the Committee to the Board.

The Committee or presiding director reviewing such Related Person Transaction will undertake a full review of the proposed Related Person Transaction. The Committee or presiding director considering the matter must be informed of (a) the Related Person's relationship or interest, including all conflicts of interest that may exist or otherwise arise on account of the Related Person Transaction, and (b) the material facts of the proposed Related Person Transaction.

In approving or ratifying any transaction, the Committee or presiding director must determine that the transaction is fair and reasonable to the Company. The Committee or presiding director shall not be required by this policy to obtain a fairness opinion or other third party support or advice regarding the fairness of the transaction, but may do so if it (or he or she) so determines in its (or his or her) discretion. The Committee shall also periodically review and assess ongoing relationships with Related Persons to ensure compliance with the Committee's guidelines and directives and to ensure that such Related Person Transaction remains fair to the Company.

In the event the Company becomes aware of a Related Person Transaction that has not been approved under this policy prior to its consummation, the matter shall be reviewed by the Committee or presiding director as provided herein. The Committee or presiding director reviewing such transaction shall consider all of the relevant facts and circumstances respecting such transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of such transaction, and shall take such course of action as the Committee or presiding director deems appropriate under the circumstances. The Committee or presiding

director shall also examine the facts and circumstances pertaining to the failure of such transaction to have been presented to the Committee under this policy and shall take any such action as deemed appropriate under the circumstances.

No approval or ratification of a transaction hereunder shall be deemed to satisfy or supersede the requirements of the Company's Codes of Ethics applicable to any Related Person and to the extent applicable, any transactions subject to this policy shall also be considered in light of the requirements set forth in those documents.

Ratification Procedures

In the event the Company's chief executive officer, chief financial officer, corporate controller, chief audit executive or general counsel becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under this policy:

1. If the transaction is pending or ongoing, it will be promptly submitted to the Committee or the Committee Chair, and the Committee or the Chair shall consider all of the relevant facts and circumstances available to the Committee or the Chair. Based on the conclusions reached, the Committee or the Chair shall evaluate all options, including but not limited to ratification, amendment, or termination of the Related Person Transaction; and
2. If the transaction is completed, the Committee or the Committee Chair shall evaluate the transaction to determine if rescission of the transaction is appropriate, and shall request that the general counsel evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee or the Chair for prior approval and whether any changes to these procedures are recommended.

Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.