

CODE OF CONDUCT**ADOPTED: MARCH 2, 2016**

This Code of Conduct (“Code”) is designed to provide basic guiding principles for Company business practices. The Code should be provided to and followed by the Company’s directors, officers, employees, consultants, agents and other representatives. As used herein, the term “Company” shall refer to QiG Group, LLC, a Delaware limited liability company, prior to the date of completion of the spin-off from Greatbatch, Inc. (the “Spin-off Date”), and Nuvectra Corporation, a Delaware corporation, on and after the Spin-off Date. The term “Board” shall refer to the Board of Managers of QiG Group, LLC prior to the Spin-off Date, and to the Board of Directors of Nuvectra Corporation on and after the Spin-off Date.

Section 5610 of the NASDAQ listing rules requires each issuer to adopt a code of conduct that includes such standards that are reasonably necessary to promote the ethical handling of conflicts of interest; full and fair disclosure; and compliance with applicable laws rules and regulations. This Code is intended, together with the Code of Ethics for the Chief Executive Officer and Senior Financial Officers, to serve such purpose.

Introduction

The Company is committed to maintaining standards of honesty, fairness, integrity, respect and compliance with the law in our business among our employees, customers, investors and others with whom we have business dealings. Adherence to this Code of Conduct is the responsibility of each director, officer, employee, consultant, agent and other representative of the Company and each should observe the spirit of this Code and conduct themselves accordingly, avoiding even the slightest appearance of improper behavior.

The Company’s associates (“Associates”), which includes the Company’s directors, officers, managers, employees, consultants, distributors, agents and other representatives, are expected to comply with all applicable Company policies and procedures. The Company may modify or update these policies and procedures in the future and adopt new policies and procedures from time to time. Associates are also expected to observe the terms of any other agreement setting forth the terms of their respective engagements with the Company. This Code is designed to govern and direct behavior and is not intended to create a conflict with any of the Company’s policies or procedures nor is it intended to be a complete list of ethical or legal questions you might face in the course of business. If you have any questions, you should check with the Chief Executive Officer, Chief Financial Officer, General Counsel, or the designated member of the Board as set forth in Exhibit A.

Associates who have reason to believe that a violation of this Code has occurred or is about to occur have a duty to inform the appropriate personnel. Those who violate the standards in this Code may be subject to disciplinary action up to and including termination of service.

Compliance with Laws, Rules and Regulations

Obeying the law, including all applicable rules and regulations, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. Associates must respect and obey the laws, rules and regulations of the localities, cities, states and countries in which the Company operates, including laws pertaining to the medical device industry. Although not all personnel are expected to know the details of these laws, rules and regulations, it is important to know enough to determine when to seek training or advice.

Although laws, rules and regulations may sometimes be ambiguous and difficult to interpret, you must make a good-faith effort to follow both the letter and the spirit of the law. If a law, rule or regulation conflicts with a policy in this Code, you must comply with the law, rule or regulation; however, if a custom or business practice conflicts with this Code, you must comply with the Code.

Conflicts of Interest

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of his or her employer or one to whom he or she owes a fiduciary duty. A conflict situation could arise when an Associate or a member of his or her family takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an Associate or a member of his or her family receive improper personal benefits as a result of his or her position with the Company. Any situation or relationship that would present a conflict of interest for an Associate would likely also present a conflict of interest if it involved a member of his or her family.

Loans by the Company to, or guarantees by the Company of obligations of, Associates or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or [executive] officer or any member of their family are expressly prohibited.

Allowing yourself to be or remain in a position of conflict of interest is prohibited as a matter of Company policy and can only be permitted with the prior written consent of the Board. Any Associates who becomes aware of a conflict or potential conflict should bring it to the attention of a designated person as set out in this Code.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier, and in any event such conduct will be deemed a conflict in the absence of a written waiver of such activities obtained in accordance with this Code. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Competition, Fair Practice and Quality

We seek to outperform any competing technologies and companies fairly and honestly through superior performance, never through unethical or illegal business practices. Our Associates should endeavor to respect the rights of, and deal fairly with, the Company's customers, suppliers and others with whom we do business and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair practice.

The Company is committed to producing the highest quality medical devices and other products in the interest of customer and patient safety. To maintain the Company's reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services be designed to meet our obligations. All operations must be conducted in accordance with all applicable quality and safety rules and regulations. This compliance with all rules and regulations and laws of governing or regulatory agencies must be given priority over the opportunity to profit or gain competitive advantage.

Gifts and Business Courtesies

The purpose of business entertainment (including meals) and gifts in a commercial setting is to create sound working relationships, not to gain unfair advantage with suppliers, customers or others. Our Associates and family members of our Associates should never offer, give, provide or accept a gift that: (1) is cash (including gift cards), (2) is inconsistent with customary business practices, (3) is excessive in value, (4) could be construed as a bribe or payoff or (5) violates any laws or regulations.

Gifts, gratuities, or courtesies of modest value that are part of ordinary business practice, such as an occasional meal, are usually acceptable. Also, our Associates occasionally may provide items to health care professionals that benefit patients or serve a genuine educational function for such health care professionals. Useful tests for determining a gift's inappropriateness are: 1) if the gift would create embarrassment or obligation for the giver or receiver, and 2) if the action could not stand up to public scrutiny. Additionally, an Associate should not give health care professionals any type of non-educational branded promotional items. In giving or receiving gifts, employees must ask themselves whether one purpose of a gift is intended to influence, or appear to influence, business decisions and would thereby compromise their ability to act in the best interests of the Company. You must avoid not only actual impropriety, but also the appearance of impropriety.

As a participant in the medical device industry, the Company and its Associates may have opportunities to further medical practice and knowledge of corporate products by providing seminar sponsorship, research grants, speaker honoraria, training events, and so on. Payments and reimbursements for such activities are being increasingly scrutinized and should be made only in accordance with applicable laws, rules, regulations, and medical and industry association guidelines, including, but not limited to, the Transparency Reports and Reporting of Physician Ownership or Investment Interests section of the Patient Protection and Affordable Care Act (the "Sunshine Act").

As noted below, in many countries, including the United States, government employees and their families are prohibited from accepting items or benefits for which fair market value is not paid by the recipient.

If you are not certain that a gift or proposed gift is appropriate, please discuss the details with any of the individuals designated in this Code.

Payments to Others

Our Associates may not give either directly or indirectly any bribes, kickbacks or other similar considerations to any person or organization to attract business. All decisions regarding the purchasing of materials, supplies and services must be made on the basis of competitive price, quality and performance and in a way that preserves the Company's integrity. Amounts paid to outside consultants, agents or other third parties must be legal, proper and reasonable in relation to customary commercial practice and must fully disclosed in writing and approved in accordance with Company procedures. No payments should be made unless services are actually rendered or in accordance with a deposit requirement in a legitimate contract and no compensation should exceed the fair market value for the services received.

Payments to Government Officials

United States

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel, such as the Food and Drug Administration (the "FDA") or the Centers for Medicare and Medicaid Services ("CMS"). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Some key requirements for doing business with government entities are:

- Not offering or accepting kickbacks, bribes, gifts, gratuities or anything else of value with the intent of obtaining favorable treatment from the recipient. A gratuity or courtesy that is customary in the business sector (such as meals) may be perceived as a bribe by a government official.
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract.
- Hiring present and former government personnel and consultants only in compliance with applicable laws and regulations.

The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have

similar rules. Furthermore, Associates should be aware that physicians, hospital personnel and other medical personnel may be government personnel and therefore subject to these rules.

International

The U.S. Foreign Corrupt Practices Act of 1977 prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business or influence such person in his or her official capacity. All Associates, regardless of which country they are based in, are strictly prohibited from making any payments to government officials, foreign political parties or candidates for political office or to any person who will facilitate any type of payment to such foreign official of any country. This does not apply to any fees charged by government or non-government bodies as required by law for the provision of a required service. Associates should be aware that physicians, hospital personnel and other medical personnel may be government personnel and therefore subject to these rules.

Medical Device Laws

Because the laws and regulations that affect the design, manufacture and sale of medical devices are quite broad and complex, each Associate must be aware of laws and regulations that affect his or her specific responsibilities. It is the Associate's responsibility to seek the appropriate training about these requirements and the Company will provide access to training within the scope of the responsibilities of each individual's position. For example, research employees must know and adhere to standards of laboratory practices; sales and marketing employees must comply with regulatory limitations on the promotion of products, and so on. Also, medical device laws require accurate and complete record-keeping from numerous departments and business units. It is each Associate's responsibility to understand and comply with these requirements as they apply to his or her specific job and to ensure that documentation is complete and accurate. In addition, Associates are obligated to report any adverse event or any other patient safety concern that may be related to a Company product in accordance with established Company procedures. This includes information that an employee has first-hand or that he or she receives from another source.

The United States Federal Food, Drug and Cosmetic Act has been interpreted by the courts to be a strict liability criminal statute. In other words, an employee of the Company can be found to have violated the United States Federal Food, Drug and Cosmetic Act even though there is no proof of an actual intent to violate the law. The failure of any Associate with the responsibility or authority either to prevent a violation or to correct promptly the violation upon discovery can expose the Company and the individual to liability.

The Company is committed to following all HIPAA (Health Insurance Portability and Accountability Act) regulations regarding confidentiality of medical information for employees and patients in the United States. Associates with responsibility for or access to confidential employee medical information must ensure that all records are safeguarded and that communications regarding such information is carefully controlled. Associates with access to confidential patient information related to human clinical trials or product usage must ensure that such information is kept confidential in accordance with HIPAA requirements. Any information

identifiable and traceable to a specific patient shall be deleted from all records received and/or reviewed by Company personnel.

The Company is also committed to following all Sunshine Act regulations regarding the reporting of payments made by or on the behalf of the Company or its Associates to physicians, teaching hospitals and any other health care professionals that are covered recipients under the Sunshine Act.

Product Promotion

It is the Company's policy to promote and market its products in a lawful and truthful manner. While it is natural to want to present each product in the best light, Company representatives (including distributors or agents of the Company or any other Associate) must be careful to offer a balanced, accurate, and legal representation of product capabilities and benefits. Promotion and marketing of the Company's products is also subject to regulation. For example, in the United States, corporations may not promote medical device products or product indications that are not cleared or approved by the FDA. Similar restrictions exist in other countries in which the Company operates.

These regulations also require that all Associates represent Company products in a manner consistent with the applicable labeling and market clearances and/or approvals. All information provided to customers must be accurate, complete, and in compliance with all relevant laws and regulations.

Disclosure

The Company's periodic reports and other documents filed with the U.S. Securities and Exchange Commission (the "SEC"), including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure.

Each officer and employee who is involved in the Company's disclosure process must:

- (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting;
- (b) not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators, or self-regulatory organizations; and
- (c) properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

Additionally, the Company's annual reports and other documents filed with the CMS must comply with applicable federal statutes and CMS rules, including, but not limited to, the Sunshine Act.

Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Associates are expected to follow the spirit and letter of purchasing and travel expense policies to ensure honest and efficient use of Company funds. All commitments of Company funds or other resources must be made in accordance with these policies.

All of the Company's books, records, accounts and financial statements must appropriately reflect the Company's transactions and must conform both to applicable legal requirements, Generally Accepted Accounting Principles and to the Company's system of internal controls. Unrecorded or "off the books" funds, assets and transactions must not be initiated or maintained. Each Associate who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must strive to ensure that the Company's books, records and accounts are maintained accurately. Each Associate must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Business records and communications often become public and, as such, we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that could be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's applicable record retention policies and procedures, as well as periodic directives relating to specific document retentions. If in doubt, you should retain the document. Should you have any questions regarding these policies, please consult the Company's General Counsel or her designee.

Confidentiality

Associates must maintain the integrity, security and privacy of confidential information entrusted to them by the Company or its suppliers and customers, except when disclosure is explicitly authorized or required by laws or regulations or approved by the Company's General Counsel or her designee. Confidential information includes, but is not limited to, all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends. Associates are also expected to maintain the confidentiality of information obtained through prior employment or service to another company and to respect the intellectual property rights of others.

Associates who have access to confidential information are not permitted to use or share that information for any other purpose except the conduct of the Company's business. To use nonpublic information for personal financial benefit is unethical and may be illegal.

We must make certain that any information regarding our business, financial condition or operating results that is provided to our investors or others is consistent and accurate. As a result, you should not discuss internal Company matters with anyone outside of the Company (whether the news media, investors or others) except as clearly required in the performance of your job duties. Any response to these inquiries must be made only to the General Counsel or her designee.

Protection and Proper Use of Company Assets

All Associates should endeavor to protect the Company's assets and ensure their efficient use. Assets include, but are not limited to, cash, property, computer files and know-how. Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited. Any suspected incident of fraud or theft should be immediately reported General Counselor her designee for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted. The Company retains the right to access all Company property including, but not limited to, computer electronic and voice communication.

All Associates owe a duty to the Company to advance its legitimate interests whenever the opportunity to do so arises. Associates may not use Company property, information, or position for improper personal gain.

The obligation of Associates to protect the Company's assets includes its proprietary information. Proprietary information includes, but is not limited to, know-how, trade secrets, patents, trademarks, and copyrights and other intellectual property, as well as business, marketing, manufacturing, engineering, software, product design, regulatory, service and other plans, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. Such use may also be illegal and result in civil or even criminal penalties.

Corporate Opportunities

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information, or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

Discrimination and Harassment

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any unlawful discrimination or harassment of any kind based on race, gender, ethnic characteristics, religion, creed, or sexual orientation or which is otherwise prohibited by applicable law. All Associates are responsible for reporting any information they have regarding any harassment of themselves or others.

Health and Safety

All Associates have responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Associates should report to work in condition to perform their duties.

Reporting any Illegal or Unethical Behavior

All Associates are expected to bring to the attention of the appropriate persons information about suspected violations of this Code. You must act in good faith and not knowingly or recklessly make unfair or false accusations against others.

Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee. Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the General Counsel.

- If you are not comfortable reporting your concern to the General Counsel or any other member of Senior Management, you should report your concern to the Chair of the Audit Committee who is a member of the Company's Board and is independent of management.
- You may also report known or suspected violations of this Code to the Company Hotline that is available 24 hours a day, 7 days a week at nuvectramed.ethicspoint.com or by telephone at 855-806-9652. You may remain anonymous and you will not be required to reveal your identity in communications to the Company Hotline, although providing your identity may assist the Company in investigating your concern.
- If you are comfortable doing so, you should also report the matter to the senior officer responsible for the relevant Company activity.
- You will be provided with a response within a reasonable time frame that appropriate action has been taken to address the issue you have raised, or that upon due inquiry, it has been determined that no action is appropriate. In the event that you do not feel that the matter has been appropriately addressed within a reasonable time, you should report your concerns to the Chief Executive Officer or the Chair of the Audit Committee of the Board.

You should feel safe in reporting this information, without regard to the identity or position of the suspected offender. We will treat the information in a confidential manner, consistent with appropriate evaluation and investigation. You should be aware that there may be situations in which such information must be disclosed as part of the investigation and that the officers of the

Company are legally required to act in the best interests of the Company. You can also make an anonymous report in writing.

Because failure to report criminal activity can itself, in some circumstances be understood to condone the crime, we emphasize the importance of reporting. For both criminal activity and other violations of this Code, failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report. All Associates are expected to cooperate in internal investigations of misconduct.

Retaliation in any form against a person who reports a violation of this Code (even if the report is mistaken but was submitted in the good faith belief it was correct) or against a person who assists in the investigation is a violation of this Code and should be reported immediately.

Financial Officers and Senior Executives

Financial officers and senior executives are vested with both the responsibility and authority to protect, balance, and preserve the interests of all of the Company's stakeholders. They must fulfill this responsibility by prescribing and enforcing the policies and procedures employed in the operation of the Company's financial organization, and by exhibiting and promoting the highest standards of honest and ethical conduct through the establishment and operation of policies, procedures and reporting systems and procedures to ensure that:

- They encourage professional integrity in all aspects of the financial organization, by eliminating inhibitions and barriers to responsible behavior, such as coercion, fear of reprisal, or alienation from the financial organization or the enterprise itself.
- They prohibit and eliminate the occurrence of conflicts between what is in the best interest of the enterprise and what could result in material personal gain for a member of the financial organization, including financial and accounting officers and staff.
- They provide a mechanism for members of the finance organization to inform senior management of deviations in practice from policies and procedures governing honest and ethical behavior.
- Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in all material respects and otherwise in accordance with established company financial policy.

Disciplinary Measures

The Company will endeavor to consistently enforce this Code, giving due consideration to all circumstances attendant to the particular situation or matter of concern through appropriate means of discipline up to and including termination of employment or service.

Waivers

Any waiver of or amendment to this Code may only be made in writing by the Board and may be disclosed as required by SEC and NASDAQ listing rules.

EXHIBIT A

CONTACT INFORMATION

President and Chief Executive Officer:	Scott Drees sdrees@nuvectramed.com (972) 668-4097
Executive Vice President and Chief Financial Officer	Walter Berger wberger@nuvectramed.com (972) 668-4106
General Counsel:	Melissa Beare mbeare@nuvectramed.com (972) 668-4107
Chairman of Audit Committee:	David D. Johnson ddjohnson137@gmail.com (630) 730-0178

ACKNOWLEDGEMENT

I have received my copy of the Company's Code of Conduct and understand it contains policies and rules which apply to me. I agree that I will follow these guidelines in my conduct regarding my role with the Company.

Only the Company's Board has the authority to make an enforceable agreement or understanding or to authorize policies which vary in any way from these provisions.

By: _____ Date _____
Name: _____