



## CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

**ADOPTED: MARCH 2, 2016**

Nuvectra Corporation is committed to honesty and ethical conduct in all areas of its business. Officers with responsibility for the conduct or supervision of the Company's financial affairs play a special role in preserving and protecting stockholders' interests. 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.

This Code of Ethics for the Chief Executive Officer and Senior Financial Officers (the "Code") applies to the Chief Executive Officer (the "CEO"), Chief Financial Officer, Chief Accounting Officer, and other senior accounting, tax, and treasury management associates (the "Senior Financial Officers") or their equivalents. This Code supplements the Company's Code of Conduct (the "Code of Conduct"), which governs the conduct of all members of the Board, officers, employees, consultants, agent, and other representatives of the Company. The CEO and Senior Financial Officers are bound by the provisions set forth in the Code of Conduct and the additional standards of ethical behavior set forth below. The CEO and Senior Financial Officers shall adhere to the following principles and responsibilities:

- 1) Act at all times in accordance with the Company's Code of Conduct and all applicable Company policies;
- 2) Act at all times objectively and with integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;
- 3) Promptly disclose to the General Counsel the nature of any conflicts of interest or any material transaction or relationship that reasonably could be expected to give rise to such a conflict of interest and abide by any conditions imposed to control or eliminate any potential conflict of interest;
- 4) Keep abreast of the affairs of the Company and remain informed on the guidelines, rules, laws, and regulations applicable to their responsibilities, and to ensure those reporting to them are also informed;
- 5) Provide that the Company's reports filed with the Securities and Exchange Commission and other public disclosures are timely, full, fair, accurate and complete;
- 6) Report any untrue statements of material fact and any omission of material fact that they become aware of that affects the disclosures made by the Company in its reports filed with the Securities and Exchange Commission;

- 7) Report any information they may have concerning: (a) material weaknesses or deficiencies in the design or operation of internal controls that could adversely affect the ability of employees to record, process, summarize, and report financial data; or (b) any fraud, whether or not material, that involves any employee who has a significant role in internal controls;
- 8) Comply with applicable rules and regulations of all U.S. and non-U.S. governmental entities, listing authorities and other regulatory agencies;
- 9) Act in good faith, responsibly, with due care, competence and diligence, and without misrepresenting material facts or circumstances and without seeking improperly to influence or hinder the Company's independent auditors in any way in the performance of their engagement;
- 10) Achieve responsible use of and control over all assets and resources of the Company;
- 11) Maintain the confidentiality of Company information, except when authorized or otherwise required to make any disclosure, and avoid the use of any Company information for personal advantage;
- 12) Promote ethical behavior and compliance with the Company's Code of Conduct among employees, if any, under their supervision;
- 13) Report any information that they may have concerning evidence of a material violation of securities or other laws, rules, or regulations by the Company or any agent thereof;
- 14) Report any information they may have concerning any suspected violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships involving any employee who has a significant role in financial reporting, disclosures, or internal control; and
- 15) Accept accountability for adherence to this Code and the Company's Code of Conduct.

If the CEO, Chief Financial Officer, or Chief Accounting Officer has a reporting obligation under any standard set forth above, they must promptly bring the matter to the attention of the Audit Committee of the Company (the "Audit Committee"). If any other Senior Financial Officer has a reporting obligation under any standard set forth above, such Senior Financial Officer must promptly bring the matter to the attention of: (a) their immediate supervisor, or (b) if appropriate, any member of the Audit Committee. A Senior Financial Officer always has the option of reporting directly to the Audit Committee, and such officer shall report to the Audit Committee if they have reason to believe that their immediate supervisor is involved with the matter at issue, or if they have reason to believe that their immediate supervisor has not addressed the matter appropriately in a timely fashion. Further, a Senior Financial Officer always has the option to reporting a matter utilizing the Company's hotline.

The Audit Committee shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, including, but not limited to, disciplinary action up to and including termination of employment. In determining what action is appropriate in a particular case, the Audit Committee or its designee shall take into account all relevant information, including whether the violation was promptly reported, whether a violation of the law has occurred, the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question has been advised prior to the violation as to the proper course of action, and whether or not the individual in question has committed other violations in the past, including the penalties imposed, if any, in the past for comparable violations and other relevant factors.

## ACKNOWLEDGEMENT

I have received my copy of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers and understand it contains policies and rules that 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: \_\_\_\_\_  
Title: \_\_\_\_\_