

INTRODUCTION

The Vatica Vendor Code of Conduct (the Code) applies to all of Vatica's suppliers, vendors, consultants, contractors and/or other business partners that provide goods or services to Vatica (Vendors). The Code is intended to reflect Vatica's expectations regarding ethical business conduct and compliance with applicable laws and regulations. All Vatica Vendors must comply with this Code, immediately report any alleged violations and/or non-compliance, and assist Vatica's compliance personnel in investigating allegations of wrongdoing and problem resolution. Vatica is committed to preventing the occurrence of unethical, non-compliant and unlawful behavior and, to halting and/or correcting such behavior as soon as reasonably possible after its discovery. Vatica will sanction Vendors who violate the Code, including Vendors who neglect to report a violation.

No code of conduct can cover all circumstances or anticipate every situation. The Code is intended to help guide Vendors by setting out basic principles that support Vatica's values and commitment to ethical and compliant conduct.

Vendors are expected to ensure they, and their staff, understand the requirements of the Code. It may be necessary in some instances for a Vendor to develop and/or maintain operational policies and procedures to ensure compliance with the Code.

ETHICS

It is the long-standing policy of Vatica to observe all applicable laws and to conduct its business in accordance with the highest ethical standards. Beyond legal compliance, Vatica expects its Vendors to observe high standards of business and personal ethics while conducting business on behalf of Vatica. Even where the law is permissive, Vatica's Vendors are expected to choose the course of highest integrity.

Vendors must understand that how results are obtained, not just that they are obtained, is important. Vendors are expected to keep Vatica apprised of their activities; to record all transactions and non-compliance with applicable laws, rules and regulations accurately; and to be honest and forthcoming with Vatica, any and all regulatory agencies, as well as internal and external auditors.

CONFLICT OF INTEREST

As a Vatica Vendor, it is expected that any Vendor conduct or relationship that could present an actual or perceived conflict of with Vatica's interests is disclosed to Vatica. A conflict of interest can arise when an individual or organization has a personal interest or personal gain that potentially influences or interferes with the Vendor's duty to act in Vatica's best interest. Vendors must not allow any outside financial interest or competing personal interest to influence their decisions or actions taken on behalf of Vatica or in carrying out their services to Vatica. Vendors must avoid any situation where a conflict exists or might appear to exist between their own interests and those of Vatica. The appearance of a conflict of interest may be as serious as an actual conflict of interest. All potential conflicts of interest must be reported to Vatica as detailed below in "Seeking Guidance and Reporting Violations."

RECORD-KEEPING

Vendors must record and report all transactions and/or compliance activities on behalf of Vatica fully, accurately, and honestly. Records include, but are not limited to, accounting books or records, financial reports, business and time records, expense reports, vouchers, bills, payroll, correspondence and other records of communication, and claims payments records. No relevant information may be omitted or concealed, nor may any secret or unrecorded funds or assets be created for any purpose.

Records must be retained for the period of time required by Vatica's record retention policy or by applicable law. Records pertaining to compliance investigations and litigation are not to be destroyed without express written authorization from the Vatica Legal Department.

PROTECTION OF CONFIDENTIAL INFORMATION

Vendors may be entrusted with important confidential or proprietary information that must be protected from inappropriate access and disclosure at all times. Such authorization must come from corporate officials with the authority to authorize the requested disclosure. When questions arise regarding whether authorization has been appropriately given, doubts should be resolved in favor of non-disclosure.

Vendors may not use any confidential or proprietary information obtained as a result of their relationship with Vatica for any purpose other than for the benefit of Vatica and in compliance with any contractual or other restrictions or guidelines Vatica may have imposed on Vendor related to such information. Protecting Vatica's confidential and proprietary information is required by Vendor even after the contractual obligations have been completed.

Vendors are prohibited from sharing information regarding their contractual obligations or relationship with Vatica with third parties, including the press or through social or business networking sites, chat rooms, blogs, etc. unless express written permission is received from Vatica.

FAIR DEALING

Vendors are expected to exercise good judgment and discretion in their business dealings with or on behalf of Vatica, and to operate in full compliance with all applicable laws and regulations.

A. Kickbacks and Rebates

A vendor may not accept or give kickbacks or rebates of any kind in the course of performing services for or on behalf of Vatica. Kickbacks or rebates payments that are offered, received, or requested, of any value, to induce or reward the referral of business. Kickbacks or rebates may take many forms and are not limited to direct cash payments or credits. Such practices are not only unethical, but are, in many cases, illegal.

B. Gifts and Entertainment

Vatica is committed to operating as an industry leader that acts with integrity and bases decisions on business needs. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Vendors may exchange gifts of a nominal value, consistent with common business courtesies, with Vatica employees. However, Vendors must not offer, directly or indirectly, gifts or courtesies, including entertainment, meals

or anything of value, to any Vatica employee or contractor involved in a purchase decision with Vendor, or when a business decision could be considered to be influenced by such gift. Under no circumstances may Vendor accept or offer gifts of money or cash equivalents (i.e., gift cards) while performing services to Vatica.

C. Improper Use of Funds or Assets

Use of Vatica's funds or assets for any improper purpose is prohibited.

Examples of improper use of funds or assets include, but are not limited to:

- payments for any unlawful or unethical purposes;
- payments outside the scope of agreements entered into by or on behalf of Vatica; and
- use of Vatica's assets in violation of corporate policy or any applicable law or regulations.

A Vendor who knows, or has reason to know, of an actual or potential improper use of Vatica's funds or assets has an obligation to report it, as detailed below in "Seeking Guidance and Reporting Violations."

EMPLOYMENT ENVIRONMENT

All Vendors must comply with all applicable laws and regulations affecting the safety, health, and environment in which business is conducted. Vatica expects its Vendors to maintain an environment that is free from violence, drugs, alcohol, and the effects of violence, drugs, and alcohol.

Vatica's Vendors are required to support Vatica's commitment to a safe and professional work environment and to conduct themselves appropriately in dealing with Vatica's employees. Disruption of business, disorderly or illegal conduct, or placing employees, vendors, or visitors at risk of harm through acts of unprofessional behavior or violence, including threats, is strictly prohibited, and will not be tolerated. Suspected violations of any applicable laws, regulations or Vatica policies must be reported as detailed below in "Seeking Guidance and Reporting Violations."

EXCLUSION PROGRAMS

Vatica does not knowingly employ, contract with or otherwise conduct business with individuals or entities who have been excluded from participating in federal health care programs, including state Medicaid exclusion lists, the Office of Inspector General's List of Excluded Individuals and Entities, and the General Service Administration's Systems for Awards Management. In many cases, Individuals and entities must be screened against these exclusion lists before Vatica may move forward with employing or contracting with that party. To the extent Vendor is required by Vatica to complete such screening, Vendor is required to immediately notify Vatica if it receives notice that it, or any of its applicable employees or contractors, have been or will be excluded, debarred or ineligible to participate in any government healthcare program, or if it becomes aware that anyone doing business with or providing services for Vatica has become excluded, debarred or ineligible.

SEEKING GUIDANCE, AND REPORTING VIOLATIONS

Vendors must report and keep records concerning any actual or suspected violation of this Code; and/or non-compliance with any applicable law or regulation; or any corporate policy, practice or procedure that could adversely affect Vatica. Vendors may contact the Ethics & Compliance Hotline (1-844-719-6967 or

go to **vaticahhealth.ethicspoint.com** and select “Make a Report”.) and file a report, 24 hours a day, seven days a week.

When a report is made, steps will be taken to protect anonymity and confidentiality, where warranted and appropriate. Vatica will not tolerate any form of retaliation against a person who makes a good faith report in accordance with this Code.

All vendors have an obligation to cooperate with Vatica’s Compliance Department openly and honestly in any corporate investigation into a reported violation of this Code, any corporate policy, practice or procedure, compliance risk area, or any applicable law or regulation, and must also assist in the resolution of compliance issues.