



Code of Conduct

Version: October 2022



A Message from Frank Harvey, Chief Executive Officer

At Surescripts, our purpose is to serve the nation through simpler, trusted health intelligence sharing in order to increase patient safety, lower costs, and ensure quality care. We have been fulfilling this purpose for over 20 years by remaining laser-focused on demonstrating our commitment to the principles of integrity, honesty, and fairness in all our business dealings and professional and personal relationships. I am honored to lead an organization that is fully committed to always act with the utmost:

Integrity. We do the right thing, both legally and ethically. We never personally participate or assist anyone, inside or outside of Surescripts, in conducting or facilitating illegal or unethical conduct. We comply with the letter and spirit of applicable laws, regulations, and policies and expect the same from those with whom we associate and do business.

Honesty. We are truthful in what we say and do. We do not make misrepresentations, dishonest statements, or communications intended to misinform in any context, forum, or conversation. We empower each other to speak up when we suspect or become aware of unlawful or unethical conduct, and always strive to tell the full story in broad daylight.

Fairness. Surescripts' ethos of fairness starts with our associates and colleagues and extends to the market. We work hard to foster confidence and a competitive spirit in our company, and always fairly and accurately promote the advantages of our services. We do not coerce, mislead, or disparage another person or organization in conducting our business. We do not engage in or tolerate unfair trade practices. Our participation in the Network Alliance, professional organizations, or advisory boards that include the company's competitors serve useful, legitimate, and lawful purposes.

As a result, we have earned the trust of our employees and associates, our customers and their patients and providers, our subcontractors and vendors, and the markets and public we serve. I am proud to be a part of a team and organization that honors and protects this trust as a privilege and a responsibility.

Our Code of Conduct is our guide for how we can live our ethical and compliance principles every day to maintain and enhance this trust and continue to fulfill our purpose. I encourage each of you to familiarize yourself with our Code of Conduct and embody our principles and values as we collectively endeavor to serve the nation through simpler, trusted health intelligence sharing.

Thank you for your commitment to integrity, honesty, fairness and delivering on our purpose.

Sincerely,



Frank Harvey
Chief Executive Officer



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Introduction and Purpose

Surescripts is committed to creating and maintaining a culture that continually reinforces and practices the highest ethical principles. We believe honesty and integrity are essential to our purpose and to ensuring we always provide extraordinary services to our customers, their patients and providers, and the public. We also embrace these principles of ethics and integrity because it is the right thing to do for our organization.

Surescripts' board of directors, executive and leadership teams, employees, and contractors are fully committed to conducting business in compliance with governing laws, regulations, and applicable standards of ethical business conduct. This Code of Conduct (the Code) outlines Surescripts' (the Company's) core principles and provides a guide to understanding our organization's values, policies, and the laws applicable to our business. The Code also delineates the structure, policy framework, and systems we use to promote compliance and support and promote an ethical business culture.

The Code applies to all Surescripts board members, employees, and, where applicable, contractors.

How to Use Our Code of Conduct

The purpose of this Code is to provide compliance guidance and state the Company's expectations around Surescripts' core principles. In short, the Company expects our leadership, employees, and contractors to act in an ethical and compliant manner at all times. They must also conduct Surescripts' business affairs in a manner consistent with the principles outlined in more detail in the rest of this Code.

All Surescripts employees and contractors receive this Code upon hire and contracting and are required to review and attest to adhere to it during onboarding and annually thereafter. The Code is also posted electronically on the Company's [website](#) and is available internally via the "Surescripts Policy Repository" link on the [Connect splash page](#).

Surescripts employees will be subject to discipline for violating the principles and practices outlined in this Code, our corporate compliance program, and our policies and procedures. Failure to comply will result in disciplinary action, including oral or written warnings or reprimands, and suspensions. Severe violations may result in termination of employment and/or referral of the matter to law enforcement. Contractors who violate the Code will be subject to termination of their engagements with Surescripts and, if necessary, referral to law enforcement.

Diligent employees and contractors play an essential part in Surescripts' corporate compliance framework and are strongly encouraged to report ethical concerns and suspected violations of law and Company policy to their supervisors and/or to Surescripts' Chief Compliance Officer, Julie Correll, at corporatecompliance@surescripts.com, julie.correll@surescripts.com or by phone at **(571) 303-0880** (internal ext. 30880).

In addition to these reporting channels, suspected or actual violations may be reported confidentially (and anonymously, if the reporter wishes) 24/7/365 to [Surescripts' Integrity Helpline](#), which is staffed and administered by third-party vendor Convercent by OneTrust.



Reporters may ask questions, supply, and receive additional information, and request status updates about the matters brought to the Company's attention through the helpline.

Surescripts' Integrity Helpline

- Toll-free phone number **(800) 497-1868**
- Portal to submit a written report to surescripts.com/integrityhelpline

Leadership's Responsibilities

Surescripts' board members and the Company's executive and leadership teams have additional responsibilities under this Code to:

- Set the "tone at the top," lead by example, and show what it means to act with integrity
- Ensure that those they lead and supervise have adequate knowledge, training, and resources to follow this Code and are prepared to confidently make ethical decisions
- Monitor the compliance of the employees and contractors they supervise and manage
- Enforce the Code's core principles and all related company policies and procedures
- Support employees who in good faith raise questions or concerns about legal, compliance, and ethical issues
- Report potential or actual instances of misconduct or non-compliance to the Chief Compliance Officer

Our Core Principles

Surescripts is dedicated to the following core principles, and requires all directors, employees, and contractors performing services for or on behalf of Surescripts to:

1. Act with honesty, integrity, and objectivity, and in a manner that will merit the continued trust and confidence of our customers, Surescripts' teammates, and stakeholders
2. Comply with all federal, state and local laws and regulations applicable to the Company, including laws and regulations related competition and fair trade, health information, healthcare fraud, waste, and abuse (FWA), and applicable aspects of Medicare, Medicaid, and other publicly funded (including partially) social programs
3. Comply with all applicable Company policies and procedures
4. Avoid apparent, potential, or actual interests that conflict with the Company's or a director's, employee's, or contractor's, ability to provide services to the Surescripts' customers or the Company



5. Maintain the confidentiality, privacy, and security of protected health information ("PHI") transmitted or otherwise made available via the Surescripts network in accordance with applicable federal, state and local privacy and security laws and regulations, including the Health Insurance Portability and Accountability Act of 1996 and related regulations (HIPAA)
6. Promote, model, and foster an ethical and compliant culture that includes treating others with respect and refraining from retaliation, harassment, bullying, and violence
7. Respect, protect, and keep confidential the Company's proprietary information and trade secrets and the proprietary information and trade secrets of competitors, customers, and third parties in accordance with applicable federal, state, and local laws and regulations, Company policies and procedures, and contractual commitments undertaken by the Company
8. Create and maintain accurate and complete books and records, including accounting and financial data, and retain such books and records in accordance with applicable federal, state, and local laws and regulations and the Company's record retention and destruction and legal hold policies and procedures
9. Use Company resources and assets judiciously and solely for Company business in accordance with applicable Company policies and procedures
10. Promptly investigate, address, and as necessary correct potential or actual violations of applicable laws, regulations, this Code, or Company policies and procedures without retaliation

These core principles inform, guide, and reflect the Company's values and behavior. The below sections of this Code provide additional instructions, details, and examples to assist Surescripts directors, leadership, employees, and contractors in understanding and applying Surescripts' core principles. In addition, Surescripts maintains, and regularly reviews and approves, policies and procedures that give effect to our core principles. Corporate Compliance, Network Access, Privacy, and Regulatory policies and procedures are compiled and maintained in Surescripts' Policy Repository, accessible on [Connect](#).

Act Ethically and with Integrity

Surescripts employees and contractors value honesty, service excellence, accountability, integrity, and respect. Surescripts is committed to the highest standards of business ethics and integrity. Surescripts will fairly and accurately represent itself in all business relationships and will not engage in any activity or scheme intended to defraud anyone of money, property, or honest services. Surescripts' corporate compliance program and related policies and procedures help ensure that all business activities reflect these high standards.

Comply with Applicable Laws, Regulations, and Policies

Surescripts is committed to conducting all activities in compliance with all laws and regulations applicable to its business, as well as Surescripts' contractual obligations to its



customers and subcontractors. Surescripts employees and contractors strive to perform our jobs, roles, assignments, and duties to the highest standards which we would expect as patients and consumers. Surescripts requires that all employees and contractors comply fully with all applicable laws, regulations, and the Company's contractual obligations.

Surescripts employees and contractors are empowered and responsible for raising questions about potentially non-compliant or unethical behavior and should always feel comfortable approaching their supervisors and executive and leadership team members with any legal or ethical concerns. If there is any doubt as to whether an activity is legal or proper, employees and contractors should contact Surescripts' Chief Compliance Officer before engaging in that activity.

Follow Anti-Corruption Laws

The Company is committed to complying with all anti-corruption, anti-kickback, and similar program integrity laws. You may never solicit, accept, offer, or provide kickbacks, illegal payments or similar favors to or from anyone (whether government officials or individuals employed in the private sector), anywhere. This includes, but is not limited to, soliciting, offering, or receiving anything of value in exchange for referring, furnishing, or recommending services to the Company's vendors, other subcontractors, and our customers or their patients.

Do Not Engage in Anti-Competitive or Unfair Trade Practices

While Surescripts always strives to compete aggressively and creatively, we are committed to doing so fairly and in strict accordance with the letter and spirit of applicable antitrust, fair competition, and trade practice laws and regulations.

Agreements among competitors that unreasonably reduce competition are prohibited, whether those agreements are formal or informal, price-related, or otherwise. In addition, certain information sharing activities, including the exchange of competitively sensitive information such as profit margins, fee setting, billing practices, or business strategies may be deemed to constitute unlawful agreements among competitors, and are therefore prohibited.

There are circumstances where agreements or cooperation with competitors may be appropriate, but any such proposal must first be approved by the Legal, Compliance & Government Affairs Department. An example of an appropriate and lawful agreement among competitors is the formation of an industry group for purposes of advocacy and education.

Participation in professional organizations or on advisory boards that include competitors (including trade associations), as well as informal contact with the Company's competitors, may serve useful and legitimate purposes, such as the exchange of information about government regulations and activities. However, we do not discuss matters such as the Company's or a competitor's unpublished prices, rebates, fees, commissions, sensitive market information, or our financial information (e.g., profit margins, pricing practices) with competitors.



To fortify our commitment to fair competition, Surescripts has a robust antitrust compliance program, within our corporate compliance function, that includes annual role-differentiated training, ongoing education activities, and the appointment of an Antitrust Compliance Officer to oversee the program.

Help Detect and Mitigate Fraud

Fraudulent activity is engaging in deliberate, deceptive behavior to secure unlawful or unfair gain. Surescripts expects its employees and contractors to refrain from conduct that may constitute fraud and violate our policies and relevant laws and regulations.

Additionally, many of Surescripts' customers participate in government healthcare and social programs in some form or fashion, which subjects them to rigorous and extensive federal and state program integrity regulations related to FWA. Surescripts has an internal fraud investigation program within the Information Security Department that assists our customers, their patients and providers, and, when applicable, law enforcement, with reviewing, investigating, and reporting any potential and actual fraudulent activity of which Surescripts becomes aware.

Maintain Confidentiality

Safeguarding Surescripts' confidential and proprietary information is a key component of our employees' and contractors' duty of loyalty to the Company. The nature of our work sometimes exposes the Company to highly sensitive and confidential information, such as information about our customers and patients our solutions help serve, or other trade secret or proprietary information about the Company. All employees and contractors have the duty to keep such information confidential, which means that they cannot share it, in electronic, oral, or written form, with anyone outside the Company. In addition, employees and contractors should disclose confidential information within the Company on a "need to know" basis only, and as specifically permitted by Company policies.

Examples of confidential, sensitive, and proprietary business information that must be protected include, but are not limited to, unpublished pricing information, customer or potential customer lists and unpublished information, business strategies, internal standard operating procedures, playbooks, or business workflows, financial information, and non-public information about our proprietary software and information technology systems. If you have any questions about what constitutes confidential, sensitive, or proprietary information, ask your supervisor, the Chief Compliance Officer, the Chief Information Security Officer, or any member of the Legal Department. Surescripts employees' and contractors' confidentiality obligations apply both during and after employment or engagement with the Company.

Surescripts employees and contractors must protect confidential information about our customers and their patients that they receive, consistent with applicable law. Surescripts fully complies with applicable federal and state laws protecting the privacy and security of personally identifiable information (PII) and protected health information (PHI) (e.g., HIPAA).

Surescripts' Privacy Officer, Frank Cindrich, directs and oversees the Company's privacy program. You may direct inquiries about PII/PHI and Surescripts' privacy policies and



procedures or report a privacy incident to the Privacy Officer at frank.cindrich@surescripts.com or privacyofficer@surescripts.com. You may also contact the Privacy Office at (888) 926-3776.

Surescripts employees and contractors are expected to respect the proprietary and confidential information of others. This information can include written materials, software, and other intangible intellectual property. Surescripts employees and contractors are responsible to ensure they do not improperly copy for their own or Company use images, documents, or computer programs/code in violation of applicable copyright laws, licensing agreements, or trade secrets laws and policies.

All employees and contractors receive training about data privacy and security upon hire or engagement and annually thereafter and must comply with Surescripts' HIPAA and other data privacy and security policies and procedures, found in our [Policy Repository](#). Violations of these policies will result in corrective action and/or discipline, up to and including termination of employment.

Avoid Conflicts of Interest

Surescripts' employees and contractors are expected to conduct their activities to avoid actual or perceived conflicts of interest. A conflict of interest arises when an individual's own interests influence or appear to influence decisions or activities regarding Surescripts. If a conflict of interest exists, it must be disclosed to the Chief Legal Officer and/or Chief Compliance Officer, who will analyze the conflict and take appropriate action consistent with the Company's policies and applicable law, to mitigate or eliminate the conflict.

An employee's or contractor's personal, financial, social, or other activities or relationships that have the potential to interfere with their loyalty to Surescripts or ability to objectivity in conduct business on behalf of the Company may create a conflict. Appropriate handling of actual and apparent conflicts of interest sometimes requires that even the appearance of conflicts be avoided altogether, and it always requires full disclosure of any actual or apparent conflicts.

Surescripts employees and contractors must make decisions that affect the Company based on the Company's best interests, independent of personal or other outside influences that may be opposed or harmful to the Company. Employees and contractors must not use their positions to profit personally or, to assist others in profiting, at the expense of the Company.

Upon hire or engagement and annually thereafter, all Surescripts employees and contractors must disclose any potential or actual conflicts of interest by completing a conflict of interest disclosure statement. While submission of this attestation takes place during onboarding and annually thereafter, conflicts of interest must be reported as they arise. For more guidance, see Surescripts' Conflicts of Interest Policy (available in the policy repository) or contact the Chief Compliance Officer.

Respect and Protect Company Assets

Surescripts must preserve and protect Company assets by promoting the efficient and effective use of its resources to further legitimate business activities.



Corporate assets to be protected include real property, equipment, computers, company documents and other records, software, information and telecommunications systems, furniture, and supplies.

Corporate assets also include intellectual property such as non-public documents prepared in the course of conducting Surescripts' business, customer lists, strategies, business plans, and other proprietary information. Employees and contractors must report any situation that could lead to loss or misuse of Company assets to their supervisors or the Chief Compliance Officer.

Screen for Exclusions and Sanctions

Surescripts will not knowingly employ any individual, or contract with any person or entity, who has been convicted of a criminal offense related to healthcare or who is otherwise listed by a federal or state agency as debarred, excluded, sanctioned, or otherwise ineligible for participation in a government-funded program. The Chief Compliance Officer will ensure compliance with Surescripts' policies and procedures regarding screening employees and contractors, prior to hire or contracting and monthly thereafter, against the OIG, SAM, OFAC, and relevant state exclusions and sanctions lists. Surescripts may conduct these screenings internally or may use a third-party screening vendor.

Employees and contractors found on any relevant exclusions and sanctions lists will be immediately suspended from Company business. Employees and contractors will be terminated if confirmed to be sanctioned or excluded from participation in government programs.

Avoid Business Inducements

Surescripts must conduct all business transactions free from solicitation or receipt of bribes, kickbacks, gifts, favors, or other improper incentives. Surescripts' employees and contractors may not offer, give, solicit, or receive anything of value to induce a referral of business. Unsolicited, non-monetary, infrequent business courtesies or gifts are acceptable only if the activities have a legitimate business purpose and comply with Company policies and applicable law.

Do Not Give or Receive Improper Gifts and Gratuities

Surescripts' agreements with vendors, subcontractors, and other third parties are vital to the Company's success. It is important that our business relationships with third parties must be conducted in a fair and honest manner. Business gifts and entertainment can build good will, but they can also make it harder to be objective about the person or entity providing them and may create apparent or actual conflicts of interest.

Gifts, which include entertainment and gratuities, may be anything of value greater than \$50 in the aggregate, such as discounts, cash, loans, favorable terms on any product or service, services, prizes, transportation, use of vehicles or vacation facilities, home improvements, tickets to events, and gift cards or certificates. Surescripts' employees and contractors may never solicit, accept, offer, or give gifts, favors or entertainment in the performance of or to secure business.



Engage in Fair Business Dealings

Surescripts employees and contractors value treating each other, customers, business partners, suppliers, and competitors fairly. Surescripts is committed to achieving its success by fair and ethical means. Surescripts prohibits any unethical and illegal business practices. In addition, Surescripts will deal fairly with its employees, contractors, and other third-party partners. Surescripts will not take unfair advantage of anyone through manipulation or concealment of information, abuse of confidential information, misrepresentation of facts, or any other unfair business practice.

Surescripts selects vendors and subcontractors based on quality, price, delivery, and technical and service excellence. Selections are not made based on personal or self-serving relationships but rather based on the needs of the organization.

Create and Maintain Accurate Records

All employees and contractors are responsible for ensuring that all financial reports, accounting records, research reports, expense accounts, time sheets and other documents are accurate and clearly represent the relevant facts or the true nature of a transaction. Employees should never make false or misleading entries in reports or other records. Business records must be kept in an accurate, true, and complete manner.

To secure the accuracy and reliability of financial records and reports, Surescripts has internal controls, standards, and procedures. Accurate business records are critical for Surescripts to meet legal, financial, contractual, and other reporting obligations. Fraudulent accounting or false documentation is a violation of Surescripts' policies and applicable laws and will result in discipline, up to and including termination of employment or contract.

Our Corporate Compliance Program

The Code is more than a description of our core principles; it is the foundation of Surescripts' corporate compliance program. Surescripts has implemented a comprehensive and formal corporate compliance program to promote and provide guidance to our employees and contractors on honest, ethical, and legal conduct in all areas of our business.

Surescripts' Chief Compliance Officer and Corporate Compliance Manager are primarily responsible for implementing, supporting, and monitoring the effectiveness of the corporate compliance program, which includes, but is not limited to:

- Compliance policies and procedures that are uniformly and consistently followed and enforced
- Compliance training program and ongoing education
- Multiple, effective lines of communication
- Prompt and thorough investigations of reported unlawful, unethical, and non-compliant behavior
- Strict enforcement of Surescripts' non-retaliation policy
- Tailored corrective or disciplinary actions for non-compliance



Policies and Procedures

The Company's corporate compliance program is supported by Surescripts' policies and procedures, that include, among other policies, training and education policies and materials, systems and processes for reporting and investigating misconduct, corrective and disciplinary action for non-compliance, non-retaliation for good faith reporting of misconduct, and operation of the Integrity Helpline.

Surescripts' robust compliance policies and procedures, which are reviewed, approved, and published at least annually, demonstrate the Company's commitment to ethics and compliance with applicable statutory, regulatory, and contractual obligations related to Surescripts' business. They can be found in the Surescripts Policy Repository. For assistance with policies and procedures, contact the Corporate Compliance Manager, the official policy coordinator.

Training and Education

All employees and contractors receive general ethics and compliance training upon initial hiring and annually thereafter as a condition of employment. In addition, employees and contractors receive training and education in areas including HIPAA privacy and security, information security, and legal and regulatory compliance. The training may consist of written education modules with or without assessments, written policies, informational handouts, email reminders, newsletters, mailings, training seminars, or individual meetings and coaching, as necessary. All training and education materials are reviewed and, if necessary, revised at least annually, and distributed and published to all employees and contracting upon updating.

Effective Lines of Communication

Surescripts has developed effective lines of communication between the Corporate Compliance Department and the organization's employees and contractors to support the reporting of potential misconduct. This system is based on confidentiality, accessibility, and follow-up. Any Surescripts employee or contractor who develops concerns or questions about unethical practices, improper employee conduct, fraud or other illegal activities must report these activities. Surescripts has made several avenues for reporting available to accommodate the needs of the person making the report. Reports made to a supervisor or reports to any staff from external sources must be immediately referred to the Chief Compliance Officer. If employees or contractors are uncertain whether specified conduct is problematic or prohibited, they should contact their supervisors, or the Chief Compliance Officer. Surescripts has an "open door" policy with respect to receiving reports of suspected or actual non-compliance or misconduct. Please see the "Contact Us" section, below, for contact information.

Investigations

Surescripts will promptly respond with a timely and reasonable inquiry to reports of misconduct and non-compliance. The Chief Compliance Officer will work with the appropriate staff or individuals to coordinate findings and corrective action plans where required. Surescripts employees and contractors are expected to cooperate fully with all



investigations undertaken by the Chief Compliance Officer or her delegate(s), as well as proper government agency or law enforcement investigations and audits.

Non-Retaliation

Surescripts does not retaliate and will never take retaliatory actions against any employee, contractor, or other person making a good faith report of suspected misconduct. Retaliatory actions include but are not limited to bullying, improperly excluding the reporter from Company business, ridicule, threats, or improper and negative hiring, termination, attendance, discipline, promotion, or transfer decisions. Employees are protected from retaliation by federal law and Company policy. Retaliation is itself a prohibited and non-compliant behavior that should be reported to the Integrity Helpline or Chief Compliance Officer.

Disciplinary Action

Failure to follow the Code and/or comply with the Company's policies and procedures will result in discipline up to, and including, termination of employment or contract. Any employee or contractor involved in verified misconduct will be subject to disciplinary action. Enforcement of this policy may include discipline of individuals who fail to report known illegal or other non-compliant conduct of others, in addition to discipline of those persons involved in the conduct. Refusal to cooperate with or participate in internal or external compliance, agency, or law enforcement investigations and audits constitutes non-compliance warranting disciplinary actions. The consequences of non-compliance will be consistently applied and enforced. Disciplinary actions may include:

- Re-training and participation in education activities
- Performance improvement plans (PIPs) or Corrective action plans (CAPs) with structured activities, time frames, and success metrics
- Warnings (verbal and/or written)
- Suspension (paid and/or unpaid) of employment or provision of services
- Termination of employment
- Termination of contractor agreements
- Reporting misconduct to government agencies and/or law enforcement

Contact Us

Should you have any questions about Surescripts' Code of Conduct, corporate compliance program, Company policies or procedures, or you otherwise need further guidance, contact Surescripts' Chief Compliance Officer, Julie Correll, at corporatecompliance@surescripts.com, julie.correll@surescripts.com, or our Corporate Compliance Manager, Chelsea Journigan, at chelsea.journigan@surescripts.com.

Additionally, Surescripts has provided alternative ways to contact us with ethics and compliance questions, issues, complaints, and reports, through our Integrity Helpline, available any time at our toll-free phone number **(800) 497-1868** or helpline portal at surescripts.com/integrityhelpline.