



CODE OF ETHICS AND CONDUCT 2023

Message of the President and CEO Varmed Management Group.

Dear Colleagues,

In VarMed Management Group (VMG) we are committed to the transformation of the healthcare industry by providing patients with access to the best healthcare services possible, eliminating critical gaps in care and improving the quality of life of the patients we serve and the healthcare industry that trust us to manage population and other delegated services for the benefit of all residents of the Island. To achieve this, everyone working in VMG must be sensible to other people's needs and wellbeing in a working environment where people act ethically and have a positive impact on their work, families, patients, and communities, thus generating social, economic, and human value.

Our success as a company is founded on our workplace culture, innovative vocation, ethical behavior, compliance, and transparency. Our business model encourages the exchange of ideas, teamwork and integration and synergy between different areas. In terms of governance, we have the highest standard of ethical and professional behavior. All of this is essential to maintain the confidence of the different stakeholders with whom we relate, which is essential for our success with a patient center focus and strong commitment to honesty and compliance to laws, regulations, and clinical standards in all we do and require our employees, contractors, and business associates.

This Code of Ethics and Conduct reflects our commitment to our culture, our clients, patients, and the healthcare industry we are part of and served. It seeks to provide our standards for appropriate conduct and reflects our core values of Integrity, Accountability, Service Caring and Compassion.

Thinking about the future and doing it in the present, always behaving like owners and leading by example, conducting our business with professionalism, and encouraging the ethical conduct of all employees, will always be our north. In that light, this Code provides a framework to promote ethical day-to-day conduct and decision-making and is designed to be used as a guide for our daily activities. It is your responsibility to fully understand and comply with it, for that reason we have this code in both language, English and Spanish and open lines of communication with our compliance structure, compliance officer and me. We encourage you to read it and use it for guidance whenever a decision must be made, and you feel uncertain of the path that you need to follow.

Our Board of Directors, officers and senior management have the conviction that the recipe for success is forging a business culture of compliance, ethics, and transparency. We count on you to create a positive work environment in which our culture and values are promoted and embraced. Our integrity starts with you!

Jose J. Vargas Rodríguez
President and CEO



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OUR MISSION

VMG is a management services organization, healthcare provider and delegated entity dedicated to the design, development and implementation of healthcare solutions focused on population health management and through our affiliates we provide direct healthcare services. VMG is committed to providing innovative solutions to our patients and clients, with a focus patient orientation to improve the quality of life through patient empowerment, resulting in better patient access, healthcare outcomes and cost reduction. VMG is committed to providing outstanding patient care and conducting our business with integrity. When we behave with integrity, we adhere to the highest standards of professionalism, ethics, and personal responsibility. By doing so, we are worthy of the trust our patients, clients, and government place in us.

The quality of life of patients, transforming entities, and organizations that provide health is our priority.

OUR VISION

VMG is a pioneer in population health management in Puerto Rico. Adhere to the highest standards of professionalism, ethics and personal responsibility, worthy of the trust our patients, clients, and business associates place in us. VMG's path is paved by our Vision to transform the healthcare industry by eliminating critical gaps in care and achieve collaboration between stakeholders as recognized by patients, team members, providers and the community that allow to keep our patients healthy. Our vision is to provide the best care, treating patients and family members with sensitivity and empathy and bringing to payers solutions that do not compromise care and access but are the golden standard in quality and data analytics.

OUR VALUES

INTEGRITY – Our work environment is open, trustworthy, honest, consistent with the rules, morals, and ethical, at all times even in challenging situations. We want to inspire hope and nurture the wellbeing of the whole person, respecting physical, emotional, and spiritual needs.

ACCOUNTABILITY - We use our unique skills and abilities to contribute to the growth of our organization by facing our responsibilities and taking ownership of our actions as individuals and as a team.

CARING AND COMPASSION – We are deeply aware of, understand and respect the situations and motivations of others, free from prejudice.

LEADERSHIP - We are focused on our ideas and accomplishments not on getting credit. We are inspired and motivated to see how results can dramatically improve the lives of others.



PARTNERSHIP — We are committed to communicating and working together, recognizing that our successes rest on cooperative efforts and collective professionalism.

SERVICE - We strive to provide the highest quality services to all of our clients, patients and stakeholders. Patients are cared for with dignity, respect, and compassion. Patients are treated based on their medical conditions, regardless of their ability to pay.

INNOVATION — We foster creativity, experimentation, and risk assumption to evolve and gain competitive advantage.



OVERVIEW

Who must follow the Code?

The Code applies to all directors, officers, employees (full time, part-time, temporary interns, volunteers, and students), independent contractors, consultants, and associates (Covered Parties) of the organization at all times. Each covered party is responsible to observe and comply with the provisions of the Code pertinent to his/her activities on behalf of VMG and to support VMG's commitment to comply with federal and Puerto Rico laws, guidelines, and regulations, as applicable. Likewise, the covered party has the responsibility to understand and comply with the Code, and to immediately report any violation thereof once it becomes known. Each covered party should read the Code and the VMG Compliance Program in conjunction with any other policy and procedure, manual or handbook that applies to their respective job.

Violations of the Code, VMG Compliance Program, Employee Handbook, policies and procedures, or applicable laws and regulations, may result in disciplinary action for employees, up to and including termination of employment and, with respect to consultants, termination of contract. Because of the significant legal and ethical consequences of noncompliance with the Code, disciplinary action may be taken with respect to not only those who violate the Code, but also those who –through lack of diligence or supervision– fail to prevent or report violations. All disciplinary and corrective action shall be applied in a timely and consistent manner.

Interpretation and Implementation of the Code

All the covered parties should conduct, make daily business decisions, and lead efforts in the name of VMG and jointly coordinate with VMG in a responsible, professional, and ethical manner. This Code does not cover every regulation, legal, or ethical program that may arise; it also does not contain comprehensive instructions regarding the form in which every person is expected to conduct. Each member of the Board and each individual should use the appropriate sense of urgency and provide careful consideration regarding working decisions, which may result in just judgment based on solid facts and ethical principles.

This Code of Conduct complements the Compliance policies and procedures, the individual policies promoted by the organization such as the Domestic Violence Policy, Drug-Free and Alcohol-Free Zone Policy, and the Employee Handbook of VMG.

Whenever you need help, ask for guidance from any of the contacts listed at the end of this Code. Our clients, patients and associates count on us to provide high-quality services that meet their changing needs. VMG's innovations and ethical business practices have made us a recognized leader in the health care industry.

If you have any questions related to this Code, consult our Compliance Officer, Quality and Compliance HUB or the Human Resources HUB. In addition, refer to the various SOPs, policies and procedures, and guidelines that the organization has prepared regarding specific laws, rules, and regulations.



Workforce treatment

Workforce members are treated with fairness, dignity, and respect. Harassment, discrimination, or abuse of any kind is strictly prohibited. Behaviors that are in conflict with this Code of Conduct shall be reported to a supervisor, Human Resources or Compliance. Each individual is expected to exercise good judgment and act in accordance with this Code of Conduct and the law. Ethical behavior on the job comes down to honesty and fairness in dealing with each other, our patients, vendors, the government, and the public.

Personal conduct extends to the responsible use of social media. Communication in social networks shall comply with all applicable laws, shall never compromise the privacy of our patients nor the confidentiality of their protected health information, and shall not defame VMG in any way. When management determines that personal conduct adversely affects job performance or the legitimate interests of the organization, disciplinary action may be required.

Our responsibility

We are responsible for recognizing and adhering to federal and local laws and regulations, as well as VMG's policies and procedures. Also, we are responsible for recognizing and reporting non-compliance issues, including cases of potential Fraud, Waste and Abuse (FWA). Finally, each of us is responsible for responding in a timely manner to requests for information during audits and investigations and participating in VMG's training and education programs when requested.

VMG will not contract any individual or entity that has been excluded from any federal government funded program. VMG is accountable for and will provide oversight of its contractors.

You should never engage in dishonest or illegal acts, even if directed to do so by a VMG's officer, director, supervisor, manager, another employee, a consultant, or an independent contractor. If you have any questions or concerns, you should talk to your direct supervisor, Compliance Officer, Human Resources HUB contact or Quality and Compliance HUB staff for help and advice.

ETHICAL CULTURE

Directors, officers, and senior management's responsibility

The directors, officers and senior management personnel (which include supervisors, managers, directors, vice-presidents and president) play a key role in the implementation of this Code and sustainability of a strong ethical work environment. This may include:

- Understanding, accepting, and enforcing the Code. Projecting an image of an ethical leader and maintaining a workplace environment supportive of the Code.
- Educating employees of the meaning and application of the Code. Considering conduct in relation to the Code and policies when evaluating employees, consultants, or independent contractors.

Reporting violations

All of us at VMG have the duty to report any known or suspected violation of this Code. Reporting a known or suspected violation shows responsibility and fairness and helps protect VMG's reputation and assets.

You should immediately report any suspected or actual violation of this Code, illegal activities or Fraud, Waste and Abuse (FWA) through one of the following:

- Direct Supervisor or Manager
- Compliance Officer:
Attention: Quality and Compliance Director
E-mail: lynnettep@varmedmanagement.com
- Human Resources HUB
Attention: Human Resources Director
E-mail: gjarra.aviles@varmedmanagement.com
- Compliance Help Line: 1(833) 353-0717 (Toll free)
- Compliance Email: compliance@varmedmanagement.com
- Referral mailbox located in our facilities.

The Compliance Help Line and Email are available for those people that seek guidance or wish to report any known or suspected violation of the Code, **in complete confidentiality and without fear of retaliation or intimidation**. These resources are intended to supplement the existing internal communication channels and not to substitute the management team.

The Compliance Help Line is available 24 hours a day, seven days a week. After reporting a violation, you can expect that:

- Each concern will be carefully evaluated and referred for investigation or resolution.
- The concern will be addressed by the appropriate personnel, which may include representatives from Quality and Compliance HUB, Human Resources HUB and the Legal Counsel.
- All concerns will be discussed in and forwarded to the Compliance Committee for follow-up.

Duty to assist and cooperate with investigations

All of us in VMG (including directors, officers, employees, agents, volunteers, consultants, and independent contractors) have the duty to cooperate fully with all audits, inquiries, investigations, and other reviews conducted by VMG, its designee, third parties and/or regulatory agencies. This duty includes but is not limited to promptly, completely, and honestly complying with the submission of all requested documents and information and being available and actively participating in interviews by internal and external officers.

Your cooperation is extremely important for VMG. Though, remember this is a protected activity and no one can engage in acts of reprisal or intimidation against you. Inform immediately of any act of reprisal or intimidation against you to Human Resources HUB or VMG Legal Counsel.

VMG keeps books, records and accounts in a way that shows a fair, complete, and accurate accounting of all business transactions and use of assets. Our records provide reasonable details to show the true nature of expenses and other transactions who was involved. We will never alter or falsify a VMG record.

No discrimination, retaliation, or intimidation

VMG prohibits discrimination, retaliation and intimidation against you or any other person and when participating in good faith in VMG Compliance Program or by having reported concerns about any actual or potential misconduct, including violations of this Code, VMG Compliance Program, policies and procedures, or any applicable law or regulation.

VMG will not take any adverse action against you or other person for having complained or reported or investigated a violation, or for having participated or assisted in the investigation of a potential violation, unless the allegation made, or the information presented is found to have been intentionally false.

Any Director, Officer, employee, consultant or independent contractor who discriminates, intimidates, threatens, or retaliates against another Director, Officer, employee, consultant or independent contractor for reporting compliance violations or engaging in other compliance activities will be subject to disciplinary or corrective actions, as applicable.

Confidentiality

VMG strives to preserve the confidential nature of the reports it receives, including the identity of the reporting person, if requested. As outlined in this Code, the reporting person has the option to report compliance matters anonymously through compliance@varmedmanagement.com and the Compliance Help Line.

VMG will ensure the anonymity of the reporting person will be maintained, except when (a) disclosure is necessary for due investigation (even then, disclosure will be made only as necessary) or (b) disclosure is required by law, by subpoena or court order.

Compliance investigations

Upon receipt of a report of possible or actual non-compliance or of FWA through reporting mechanisms, VMG will initiate an investigation as quickly as possible after the potential non-compliance or FWA was reported or identified. The investigation process includes, but is not limited to, a review of all related documentation and interviews with relevant individuals. A determination will be made and if the instances of non-compliance are confirmed, it may result in corrective and disciplinary actions, which could even include termination of employment, in the case of the employees, and in the case of consultants or independent contractors, it may result in corrective action plans, monetary penalties or termination of contract.



Consequences of non-compliance determination

Any person who violates this Code, the Compliance Program or other internal policies and procedures of the organization is subject to disciplinary or corrective actions that will be enforced in a timely, consistent and effective manner.

This includes those instances in which directors, officers and employees knowingly fail to report a compliance violation or fail to detect a compliance violation because of the officer's or employee's gross negligence or reckless conduct or, when acting in a supervisory capacity, fail to properly oversee compliance by those whom the officer or employee supervises.

The degree of corrective action will depend on the nature and circumstances of the violation. Some violations, such as those listed below, may be so serious that they warrant immediate notification to government authorities before, or simultaneously with, the beginning of an internal investigation. For example:

- The incident is a clear violation of civil or criminal law;
- Whether the officer or employee was directly or indirectly involved in the compliance violation;
- It has a significant adverse effect on the quality of care provided to affiliates and beneficiaries;

How does VMG ensure compliance?

Distribution of the Code

VMG's Compliance officer will take the necessary steps to ensure this Code and its amendments are made available to all covered parties and upon hiring and annually we conduct several activities to refresh the knowledge on the Code and VMG compliance Policies and Procedure.

As a condition of employment, each officer or employee must certify that he/she has received, read, and will comply with this Code and all other organization's standards of conduct.

In the case of consultants and independent contractors, the distribution of the Code generally occurs through the inclusion of standard language referencing the Code in the contract.

Directors, officers or employees who need additional assistance in understanding this Code and or the principles of the VMG's Compliance, Privacy and Security Programs should contact the Quality & Compliance HUB. All officers and employees are required to attend periodic compliance training as a condition of employment or holding an office in the organization. Any officer or employee not attending a designated compliance training may be subject to disciplinary actions up to and including the termination of employment.



WORKPLACE ENVIRONMENT

Our people

The excellence of human capital is one of VMG's main pillars of success. Our success depends on the behavior of the people who work here and that is why we always look for professionals who are aligned with our culture and values, regardless of the area of expertise or field of knowledge. We strongly believe that the sense of ownership created by our employees encourages a rigorous analysis of risks in our daily activities and promotes the search for new strategies that highlights consistent and profitable growth and a long-term commitment to our clients and stakeholders. Our greatest strategy is the cultivation of lasting relationships, and we believe that in order to have satisfied clients and an engaged team, we need to conduct our decisions with integrity and ethics.

In VMG, every employee must:

- Comply with the laws, regulations and internal policies and standards that govern our business;
- Conduct business in a transparent, prudent and reliable manner;
- Ensure that our daily conduct and decision-making incorporates the guidelines of this Code;
- Raise concerns and ask questions;
- Immediately report and escalate any problems.

Our management team has an even greater responsibility. We expect our supervisors, managers, directors, vice presidents and officers to lead by example and supervise the activities and conduct of employees. It is their responsibility to:

- Regularly reinforce the importance of understanding and following the guidelines of this Code;
- Encourage employees to raise concerns and report problems or situations;
- Pass on our culture and values to current employees and newly hired employees.

Decision Making

VMG expects its officers and employees to conduct their daily lives with the highest standard of ethical behavior and our decisions must reflect this. Therefore, we hope that before deciding, our employees always ask themselves:

- Does it comply with the applicable laws, regulations and policies?
- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it give a good image of me and the organization?
- Would I feel uncomfortable or embarrassed if I read about it on the front page of the newspaper?

If the answer is YES to all questions, the decision appears to be in accordance with this Code. If the answer is NO to any of these questions, don't do it! This decision could have serious consequences



for the organization.

Diversity, equal opportunity, and non-discrimination

We all have a responsibility to treat each other respectfully and fairly and to ensure an inclusive work environment. For this reason, VMG does not allow any form of discrimination and bases its employment decisions upon an individual's qualifications, skills, and performance, without regards to race, color, sex, age, disability, veteran status, religion, national origin, ancestry, sexual orientation, gender identity or any characteristic protected by applicable law.

Diversity of people means diversity of ideas that stimulate innovation. We believe that the differences transform VMG into an innovative and experienced organization. Our vision is to recognize and open opportunities according to individual merit, in an evaluation system that recognizes teamwork and entrepreneurship. These characteristics allow us to create an environment that attracts, develops, and maintains the most talented professionals on the market. We analyze and manage individual performance, aligning it with our strategies and objectives.

Retaliation based on your report or complaint of discrimination is prohibited. You should promptly report perceived retaliation to Human Resources HUB. VMG will take appropriate disciplinary action or measure against any individual who is proven to have taken adverse action against you due to your complaint or report of alleged discrimination.

WORKPLACE: HEALTH AND SAFETY

The health and safety of our people are of utmost importance to VMG, which is committed to protecting the health and well-being of each employee. We strive to protect our people, clients and the public from injury and illness.

You are required to advise Human Resources HUB of any work-related vehicle accident, workplace injury, instance of non-compliance, or any situation which may represent a risk of injury to our employees, clients and the people we serve.

When an unsafe condition, practice, or non-compliant action is identified, prompt and appropriate action will be taken to correct the condition and prevent it from happening again.

Drug and alcohol-free workplace

A safe and healthy work environment is important for the well-being of all employees. Therefore, we are also committed to maintaining a work and business environment free from alcohol and drug abuse which helps facilitate a safe and healthy work environment.

None of us shall report to work under the influence of alcohol and/or illegal drugs. Additionally, you shall not manufacture, distribute, sell or be in possession of illegal drugs or prohibited substances. Unlawful substances are not to be stored in your vehicle while at the premises owned or controlled by VMG. Searches of property owned or controlled by VMG may be conducted at any time, including those used or in possession of any employee, agent, officer, director, consultant, or independent contractor.



Violence

VMG will not tolerate any type of behavior that can be interpreted as harassment, act of violence, threats, intimidation, intentional or reckless destruction of property or other disruptive behavior in its workplace, its premises, or any other place at which an event conducted or sponsored by VMG takes place.

If you witness, are the subject of, or have knowledge of a threatening behavior, you should immediately report it to your supervisor, Compliance Officer, or the Human Resources HUB.

Weapons

VMG prohibits any individual from keeping weapons on property owned or controlled by the organization. In addition, weapons may not be kept in vehicles parked at company owned or controlled parking lots. Weapons include, but are not limited to guns, knives and/or ammunition.

ANTI-FRAUD POLICY

VMG has a commitment to high legal, ethical and moral standards. Therefore, we have zero tolerance for fraudulent and illegal acts, and are firmly committed to complying with federal and local anti-fraud statutes. VMG views fraud as an extremely serious matter and is committed to the promotion of an Anti-Fraud Culture throughout the organization.

VMG will identify and promptly investigate any suspected fraudulent or related dishonest activity against the organization, our patients, clients and business partners and will not hesitate to take appropriate disciplinary and legal actions including the termination of employment, restitution, and forwarding information to the appropriate authorities for prosecution. Similarly, we do not tolerate the financial exploitation committed against our patients, elderly and handicapped individuals.

You must keep in mind that illegal acts or improper conduct may represent severe financial losses and may expose the organization to administrative, civil and criminal penalties, including large fines and being barred from certain types of business. Therefore, you must report any false claims, illegal activity or violations of the Code to the appropriate personnel, as identified in this Code.

CONFLICTS OF INTEREST

When making business decisions, we must always consider what's in VMG's best interest. A conflict of interest may exist if your personal interests, activities, or relationships make it hard to perform your duties for VMG objectively and effectively. Even the appearance of a conflict of interest may damage VMG reputation. We expect our employees, officers, directors, and associates to avoid real or apparent conflicts of interest.



A conflict of interest can exist when the personal or private interests of a person interfere in any way with the interests of VMG, or benefits in a personal or inappropriate manner the covered party or family member. A conflict of interest can also arise if the actions or interests of the covered party hinder his/her job or that of another in the organization, objectively and efficiently.

You must always act in favor of VMG, and its interests and it is your responsibility, by any means, to avoid any real or perceived conflict of interest.

In summary:

- Personal financial interests should not influence your decisions or actions as a VMG employee.
- Your external activities should not compete with VMG business or have a negative impact on job performance or VMG's reputation in the community.
- VMG resources are provided to staff to support VMG's patients and business needs and should not be used for personal gain.

USE OF SOCIAL MEDIA

Anything you do on social media may carry risks and responsibilities, especially if you are sharing information or opinions about another person. It is important to remember your online activity can live forever, even if deleted. Consequently, every access and use of social media must be conducted with the highest level of integrity and with the intention of maintaining the image, vision, mission and the strategic objectives of the organization. One inappropriate post could bring a range of legal liabilities and unforeseen consequences for employers and employees. These consequences can include a damaged reputation, negative publicity, loss of customer trust and actual loss of business.

Be professional, use good judgment and be accurate and honest in your communications. Errors, omissions, or unprofessional behavior reflect poorly on VMG, and may result in consequences for you or our organization. Remember that you should never share confidential information about VMG or its patients and associates on social media. For example, you should not post a photo of a patient you have helped. Use good judgment to ensure that your social media activity does not interfere with your work. Directors, officers, employees, independent contractors and clients are expected to conduct electronic communications in a professional and respectful manner.

You may not use any communication medium, including social media, to send or obtain offensive or disruptive messages which contain offensive, sexual, racial or gender related comments, or any other comments that violate our non-discriminatory policies, including but not limited to age, gender, sexual orientation, religious or political beliefs, national origin, or disability.

CONFIDENTIAL INFORMATION

VMG relies on all of us to support its mission. One way you can do this is to protect Confidential Business Information (CBI). By definition, CBI is information that is not generally available to the public, including VMG's competitors.



Every employee at VMG is responsible for protecting CBI. This includes refraining from sharing CBI through social media. When sharing information outside of VMG, it needs to be done in accordance with the applicable regulation and policies. Employees need to understand different data classifications and their roles as data custodians to protect our CBI. All information pertaining to the operations, activities, and business affairs of VMG and its affiliates, clients, or any other person shall be kept confidential to the greatest extent possible. Never disclose confidential information without prior approval by the Legal Advisor or when disclosure is authorized by law, regulations, or legal proceedings. If you understand there is a legal obligation to disclose such information, you must consult with the Legal Advisor.

Confidential information includes any non-public information that may be useful to competition or that could harm VMG or its affiliates if disclosed. Confidential and proprietary information about VMG is the exclusive property of VMG and shall be treated as strictly confidential and not disclosed or discussed with others. Additionally, it is the organization's policy to protect the privacy of past, present, and prospective clients, patients, associates, and its employees and other similar parties, consistent with applicable law. All individually identifiable personal information will be collected only as reasonably necessary for the conduct of VMG's business.

It is also VMG's policy to protect its information assets from accidental or unauthorized modification, destruction and/or disclosure. We must protect corporate information assets and must follow the requirements provided by the organization. Safeguarding confidential information requires our compliance with all related policies and procedures, protect paper documents and individual workstations; manage passwords properly, secure software, back up critical data; and use the organization's networks safely and responsibly.

In the event a consultant, independent contractor, or associate experiences a security breach in which confidential information is exposed, a process is implemented to mitigate, to the extent practicable, any harmful effect. This includes the duty to promptly notify the organization and each affected individual and cover all the costs incurred by the organization if it has to notify its clients of such exposure.

It is important to note that in the case of officers and employees, their confidentiality duties remain in force after their employment term. In the case of consultants and independent contractors, this duty continues after the return or destruction of corporate information under their possession.

RETENTION OF RECORDS

Directors, officers, employees and contractors may dispose of and destroy corporate records and files only in accordance with corporate policies. Legal and regulatory practices require the retention of certain corporate records and files for various periods, particularly with respect to tax, personnel, health and safety, government health programs, contracts, and corporate actions. When litigation or a government investigation or audit is pending, relevant corporate records and files must not be destroyed until the matter is officially closed.

Destruction of records or files to avoid disclosure in a legal or administrative proceeding may



constitute a civil or criminal offense. Corporate officers and employees should refer to the Legal Advisor or Compliance and Privacy Officers for information on record retention periods and destruction restrictions.

FAIR COMPETITION

Competition in the healthcare industry benefits consumers because it helps contain costs, improve quality, expand choice, and encourage innovation. The Antitrust Division enforces the antitrust laws in healthcare to protect competition and to prevent anticompetitive conduct. A major antitrust issue in healthcare involves mergers and acquisitions (M&A) of hospitals, insurers, and other healthcare entities. VMG understand and seek legal experts since we recognize that the Federal, State and Local antitrust agencies play vital role in challenging anticompetitive practices of health care providers and other businesses, and we are committed to perform our business in compliance with the antitrust laws. VMG is committed to closely review proposed M&A deals for potential harm to competition and consumers.

Beyond mergers, VMG understands that healthcare entities can also face allegations of anticompetitive conduct that violates antitrust laws. Some common issues include:

- Exclusionary contracting practices that foreclose competition. This could involve a dominant health system blocking rival providers from joining an insurance network.
- Collusion or price-fixing between competitors in a market. For example, hospitals colluding to set higher reimbursement rates.
- Retaliation against physicians or others who compete with a dominant provider. For example, a powerful hospital system terminating doctors who have ownership in an ambulatory surgery center that competes for patients could raise concerns.

VMG will not engage in unfair methods of competition and unfair or deceptive acts or practices.

GIFTS, GRATUITIES, AND BUSINESS COURTESIES POLICY

Covered parties may not solicit personal gifts, business courtesies or services from any patient, visitor, vendor, or contractor.

- Unsolicited gifts of nominal value (total value of \$50.00 or less in any one year from any individual or organization) may be permissible.
- Gifts that are intended to influence or that may be considered by an objective observer to have the potential to influence an individual in the conduct of his/her duties or responsibilities at VMG are prohibited.
- Gifts of cash or cash equivalents are never permissible.



Offering of gifts

- Food, beverages, gifts, and entertainment (even of nominal value) may not be offered to any governmental official. Such gifts could be misinterpreted as an attempt to improperly influence an official and must be avoided.
- Any gift intended to induce or reward referrals or result in the purchase of goods or services is prohibited.
- Marketing and Business Development HUB may develop promotional items of nominal value (e.g., pens, notepads, calendars, etc.) that promote awareness of clinical programs for referral sources or patients consistent with VMG's mission to provide community outreach and education.

All VMG employees, officers and agents are required to abide by the spirit of these guidelines. Questions regarding the appropriateness of any gift, gratuity or business courtesy should be directed to your direct supervisor, Human Resources contact or the Corporate Compliance Officer.

MODIFICATIONS OR AMENDMENTS

This Code of Conduct can be modified or amended as necessary, with the previous approval of the Board of Directors of VMG. This Code applies to all affiliated entities or subsidiaries of VMG.

This Code can be accessed through **Share Point: QUALITY & COMPLIANCE**.

