

Third Party Code of Conduct



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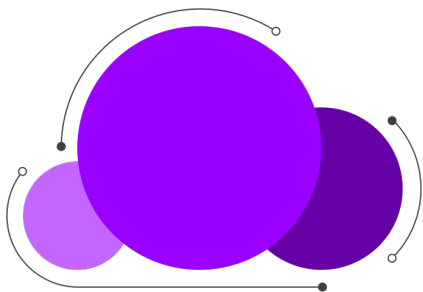
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Communication Channels



Merative is a data, analytics and technology partner for the health industry. For nearly five decades, we've combined trusted technology and deep industry expertise to help push healthcare forward.

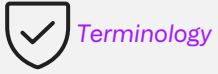


Merative's Code of Conduct provides guidance for resolving a variety of legal and ethical issues encountered in Merative's business. Additionally, Merative's policies and procedures set standards for conducting business and who is responsible for maintaining such standards in particular areas of the business.



“Driving real progress takes seeing beyond a single moment in care.”

[Merative's Mission](#)



Terminology



Definition

Third Parties

Suppliers, contingent workers, contractors, resellers, distributors, and other third parties with whom Merative does business, as well as their employees, agents and subcontractors



Third Parties are required to adhere to this Code of Conduct in addition to the terms and conditions of the applicable contract(s) governing their relationship with Merative. Any questions when interpreting such guidance should be directed to your Merative point of contact, who will engage the appropriate Merative resources. Failure to follow such guidance including applicable laws, can result in termination of the business relationship, fines, and even imprisonment.

Merative maintains stringent controls through upfront risk assessments, due diligence, and ongoing monitoring. Third Parties are responsible for ensuring their employees, agents, subcontractors, and other third parties with whom they do business with adhere to the standards set forth in this Code of Conduct.

Workplace Environment



Merative is committed to upholding the human rights of workers and treating them with dignity and respect and expects Third Parties to enforce the same standards.

As a result, Third Parties must manage their own workforces to achieve the following results:

Freely Chosen Employment and Anti-Slavery

- (i) Will not use or permit any form of forced, bonded (including debt bondage) or indentured labor, involuntary or exploitative prison labor, slavery or trafficking of persons. All work must be voluntary, and all workers must be free to terminate their employment at any time.
- (ii) Will not hold workers' identity, immigration, or work permit documents longer than reasonably necessary;
- (iii) Will not require workers to pay recruitment fees or other fees for their employment, either directly or through third parties, and will repay any worker that has paid such fees; and
- (iv) Will not unreasonably restrict workers' freedom to move into, out of, or at working facilities.

Young Workers

Will not use child labor. "Child" means any person under age 15, under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. Workers under the age of 18 will not perform work that is likely to jeopardize their health or safety, including night shifts and overtime.





Fair Treatment, Non-Discrimination, Diversity, and Inclusion

- (i) Will not permit harassment, abuse, corporal punishment, or inhumane treatment, including unlawful medical tests or physical exams;*
- (ii) Will not discriminate in screening, hiring, or employment practices based on race, color, age, sex, gender, gender identity, gender expression, sexual orientation, marital status, ethnicity, national origin, caste, disability, genetic information, medical condition, pregnancy, religion, political affiliation, union membership, covered veteran status, or body art;*
- (iii) Will not inquire about potential workers' criminal histories other than as permitted by law; and*
- (iv) Will demonstrate a commitment to identify, measure, and improve a culture of diversity and inclusion through all aspects of workplace management.*

Wages and Benefits

Will pay legally mandated wages and benefits, comply with laws regarding wage deductions, and provide workers with the basis on which workers are paid via pay stub or similar documentation.


Sustainability, Health, and Safety

Will adhere to all the relevant health and safety legislation standards in all countries of operation. Believing in responsibility to our global community and the planet we share, we firmly believe that a sustainable future is essential for the well-being of humanity and the environment. Embracing this core belief, we are committed to upholding sustainability at the heart of our operations, values, and actions. You are encouraged to prioritize sustainability goals including principles defined by environmental, social, and governance (ESG) principles and the UN Global Compact.



At Merative, we are committed to fostering a workplace culture that embraces diversity, inclusion, fair treatment, and non-discrimination. We celebrate the unique contributions and perspectives of every individual, valuing their differences and promoting an environment of mutual respect and understanding. Our dedication to diversity extends to all aspects of our business and is expected of all Third Parties. We believe that diversity enriches our organization, drives innovation, and enables us to better serve our employees, customers, and communities.

Ethics in Dealings and Transactions

 No matter the capacity in which you are working with Merative, you must act in an ethical and lawful manner across all business dealings. If you are aware of or suspect another party is acting unethically or illegally, immediately report your concern to your Merative point of contact or the Merative Compliance Hotline.



Questions to help identify a conflict of interest

- Am I providing unbiased advice and recommendations free from any influence or preference based on personal interests or relationships?
- Have I fully disclosed all relevant financial interests, affiliations, or relationships that may affect my work with Merative?
- Do I have access to confidential information that could be used to the disadvantage of Merative?
- Do I have a clear process for identifying and addressing conflicts of interest as they arise in my interactions with, and on behalf, of Merative?

Conflicts of Interest

A conflict of interest exists when a personal interest or activity is advanced at the expense of Merative. A personal interest can be a direct benefit to you, your employees, agents, subcontractors. Third Parties, including their employees and family members, may not receive improper benefits as a result of their relationship with Merative and are expected to not allow or engage in other activities that conflict with the interests of Merative. Some examples of conflicts of interest include:

- Directly or indirectly supervising a family member or close friend
- Holding political office
- Engaging personally in transactions in which Merative has an interest
- Serving as a board member or advisor for a nonprofit or charity that does business with Merative
- Providing gifts or lavish entertainment to Merative employees or clients that could influence business decisions
- Using Merative confidential information for personal gain
- Holding shares or financial interests in a company Merative is considering for a merger or acquisition
- Being involved in a bidding process for a contract while having a financial interest in one of the bidding companies



Amenities and Gifts

It is essential to uphold the highest standards of integrity and transparency in your interactions with Merative and other clients. To maintain a business relationship built on trust and compliance, the following guidelines must be followed:

- **Providing:** Providing any gifts, amenities, or favors that could influence or appear to influence Merative's or your other clients business decisions are prohibited.
- **Receiving:** You and your family members are prohibited from directly or indirectly soliciting or accepting money, gifts, referral fees, meals, entertainment, transportation, travel, or any other business amenities that could potentially influence or create the appearance of influencing Merative's business decisions.
- **Employment and Internships:** Promises to provide employment or internship opportunities for the purpose of achieving a business advantage for Merative or another client is not allowed.

Charitable Contributions

Donations should never be made to obtain preferential treatment in a sales proposal or to win business on behalf of Merative.



Reporting Information, Seeking Approvals, and Record Retention

When acting on Merative's behalf, you may be asked to report certain information (e.g., submitting reimbursement of business expenses, reporting project hours worked, and responding to investigations), you are expected to;


- (i) Record and report accurate, complete, and honest information. Do not provide information that is intended to mislead or omit certain information;
- (ii) Comply with relevant laws and document retention orders in relation to retaining records; and
- (iii) Report any request to bypass such controls to the Merative Compliance Hotline or your Merative point of contact



Acting on Merative's Behalf

Merative has established approval processes and delegation levels to help protect our assets, maintain appropriate controls, and run our business effectively. Unless your contract with Merative says otherwise, you are not authorized to make commitments on behalf of Merative with its clients and other third parties about pricing, liability, and other contract terms.

Furthermore, do not make verbal arrangements or commitments, or enter into unapproved written commitments or side deals on behalf of Merative



Healthcare Business Practices

Key Principles for Interacting with Healthcare Providers

For purposes of this Code of Conduct, a “Healthcare Provider” means any individual or entity that:

- (i) Is involved in the provision of healthcare services or items to patients; and
- (ii) Can purchase, lease, recommend, use, or arrange for the purchase or lease of Merative products.

The term “Healthcare Provider” includes both persons providing services and persons who do not provide services directly but who are involved in the decision to purchase, lease, or recommend Merative products. Health Provider includes:

- (i) Individuals (e.g., physicians, hospital procurement/sourcing personnel, outpatient imaging staff, purchasing managers, and non-clinical office staff); and
- (ii) Certain entities (e.g., hospitals, long-term care facilities, home health agencies, group purchasing bodies and other healthcare organizations).

When interacting with Healthcare Providers while working on behalf of Merative, you must follow these key principles:

- (i) Do not exert, or appear to exert, undue influence (i.e., excessive, or inappropriate rewards) on a Healthcare Provider’s medical judgement;
- (ii) Do not promise or provide anything of value for the purpose of encouraging or inducing Healthcare Providers to purchase, use or recommend Merative products, or to reward such prior action;
- (iii) Follow applicable sales, marketing, and product promotion requirements; and
- (iv) Support accurate billing to government programs and other third-party payors by providing accurate pricing information to Healthcare Providers regarding our products and services.



As a healthcare-focused business, there are many laws, regulations and industry guidelines that govern how we conduct business. You are expected to conduct your activities in a manner that complies with such laws and industry norms to the extent they apply to the work you do with Merative.

These laws may include, for example:

Anti-Kickback Statute (“AKS”)

This law prohibits improper influences on healthcare decisions by making it a crime and/or civil offense to give, receive, or offer anything of value to or from an individual or entity to influence the use, or purchase of products or services that may be reimbursed under a federal healthcare program.

Civil False Claims Act (“FCA”):

This law prohibits entities and individuals from knowingly submitting or causing someone else to submit a false claim for reimbursement from the federal government.

Food, Drug and Cosmetic Act (“FDCA”):

This law gives the Food and Drug Administration (“FDA”) the ability to regulate the safety of food, drugs, medical devices, and cosmetics. Certain Merative products are considered medical devices under the FDCA and if your work is related to those products you may be required to perform your work in accordance with these the FDCA.

Physician Payment Sunshine Act (“Sunshine Act”):

This law requires medical device manufacturers to track and annually disclose payments and other transfers of value made to physicians and teaching hospitals (e.g., meals, consulting fees, etc.) in connection with medical device products.



Protection of Assets

Merative's and its' clients assets have significant value. Tangible assets include workplace facilities and hardware (e.g., laptops, systems). Intangible assets include proprietary and confidential information (e.g., customer lists, customer data, pricing, financial data, products, software code), which gives us a competitive advantage. Assets may be subject to copyright, patent, trademark, trade secret or other intellectual property or legal rights. You are expected to protect both tangible and intangible assets by;

- (i) Using assets only for a legitimate business purpose;
- (ii) Not using assets in a way that violates the law, or that advocates intolerance of others;
- (iii) Not sharing intangible assets with another party, such as proprietary or confidential information;
- (iv) Takes steps to safeguard against inadvertent disclosures of proprietary or confidential information, including to family and friends (e.g., do not share passwords, follow privacy laws such as HIPAA or as noted in the [Merative Privacy Statement](#)); and
- (v) Follow applicable information security policies and practices to protect Merative assets.

Upon termination of the business relationship with Merative, for any reason, all assets must be returned including intangible assets without harm (e.g., physical and/or electronic removal) and may not send related information to a personal device or email address. Sometimes, Merative's business may require using the assets of others, such as Merative clients. Access in such cases will only be to the extent permitted by such party and complies with applicable laws, including privacy requirements.



Intellectual Property

Activities you perform for or on behalf of Merative, may permit access to, and may develop, Merative intellectual property. Intellectual property includes items such as inventions, software, publications, know-how and other related materials. Additionally, you may only use third party software products that are approved by Merative for the particular use case related to the work performed.

Unapproved products or applications, including those free available on the internet, may have low security standards or malware which could expose Merative's network and in some cases even commit Merative to license terms, including audit and fee obligations Consult with your Merative point of contact before;

- (i) Filing any patents or intellectual property rights;
- (ii) Participating in any external standards organization, pertinent to any Merative related work;
- (iii) Consuming or contributing to open-source software;
- (iv) Developing and/or distributing applications for mobile devices; and
- (v) Using Merative's trademark or registering a domain name on Merative's behalf





Immediately contact the Merative Compliance Hotline if you suspect that any party working with Merative is engaging in unlawful activity described herein.

When your work with Merative involves doing business with Government Entities need to identify and comply with public procurement laws, which are complex and vary widely by the type and location of the entity. Follow these guiding principles if selling on behalf of Merative;

- (i) When responding to a proposal, only communicate with the entity through the designated contact person
- (ii) Do not seek information orally or in writing (including advance copies of solicitation or tender documents) that have not been made available publicly (e.g., information regarding competitor's bids)
- (iii) Do not discuss business or employment opportunities that could personally benefit any public sector employees
- (iv) If working on a potential sole source contract for Merative, ensure that the Government Entity has made an exception to competitive procurement roles and that our business has not improperly influenced such an exception.
- (v) Do not provide products to a Government Entity without obtaining a valid order containing terms and conditions acceptable to Merative
- (vi) Seek approval from Merative before teaming with competitors, agents, or other consultants on public procurement deals
- (vii) Seek approval from Merative before agreeing to any contingent fee (i.e., a fee paid by one party to another for security business for the first party) because it is prohibited in some countries

Protecting Against Corruption

As a Third Party of a global business, understanding applicable bribery and corruption laws and strictly adhere to them is crucial. You are prohibited from taking or accepting bribes or kickbacks of any kind. Anti-corruption laws around the world make bribery and kickbacks a crime. When working with clients and other entities on behalf of Merative, be aware of warning signs that bribery and corruption are taking place:

- Discrepancies in records
- Parties with no legitimate purpose in the deal
- Suspicious personal relationships or business arrangements
- Deep discounts/abnormal pricing
- Extravagant expenses
- Unexplained payments





Lobbying and Politics

Any contact with government personnel intended to influence legislation, policies or government action may be considered lobbying, including submissions in response to government requests for comments on public policy matters.

Under some laws, lobbying even includes normal marketing, procurement and sales activities directed to Government Entities. Political campaigning is not allowed on Merative property.

You are expected to comply with all laws regarding lobbying activities.

Trade Laws

Merative is committed to adhering to all global export and import laws to clients worldwide. It is of utmost importance that you diligently comply with all relevant laws by obtaining proper government authorizations when applicable to ensure the lawful and ethical conduct of your international operations in your dealings with Merative.

Communications

You may not make any external announcements related to Merative's or its products (including promotional materials, press releases, client lists, etc.) without Merative's express written consent.

The healthcare technology industry is regulated globally by many agencies. If you are contacted by a regulatory agency in relation to work with Merative, you must engage your Merative point of contact.

Merative's Commitment to Non-Retaliation; Reporting Wrongdoing

Merative prohibits threats or acts of retaliation for making good faith reports of wrongdoing, refusing to violate the Code of Conduct or related procedures, and cooperating with an investigation.

If you believe you have been retaliated against, use one of the communication channels listed below to make a report.

You are expected to report potential wrongdoings related to work performed for or on behalf of Merative (e.g., violations of this Code of Conduct, applicable law).

If you are aware of or suspect wrongdoing, immediately report the matter through a channel most comfortable to you.



- ❑ Your primary Merative point of contact
- ❑ Merative Compliance Hotline
 - ❑ Phone: 1 (866) 479-1861
 - ❑ Email: employeeconcerns@merative.com
 - ❑ Web/Anonymous: [Here](#)

Please Note:

If Merative needs to conduct an internal investigation or audit related to your report, you must fully comply.

