



# TriNetX Code of Ethics and Business Conduct

Version 1.3

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## Abstract

*The TriNetX Code of Ethics and Business Conduct defines and implements core values and is one of TriNetX's most important documents. The Code sets forth key rules to help you understand TriNetX's business values and your responsibilities. You should read the Code carefully and, in its entirety, and you should reference it frequently as a guide to making the right decisions at TriNetX.*



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### CEO's Message

Dear Fellow Employee:

You will find the TriNetX Code of Ethics and Business Conduct included with this letter. Our Code is a reaffirmation of our commitment to conducting our business ethically and to observing applicable laws, rules and regulations.

TriNetX's reputation and continued success is dependent upon the conduct of its employees. Each employee, as a custodian of TriNetX's good name, has a personal responsibility to ensure that his or her conduct protects and promotes both the letter of the Code and its spirit of ethical conduct. Your adherence to these ethical principles is fundamental to our future success.

The Code cannot provide definitive answers to all questions. Accordingly, we expect each employee to exercise reasonable judgment to determine whether a course of action is consistent with our ethical standards and to seek guidance when appropriate. Your supervisor will often be the person who can provide you with thoughtful, practical guidance in your day-to-day duties. You should feel free to ask questions or seek guidance from our SVP of Finance & Administration.

Please read the Code carefully. If you have any questions concerning the Code, please speak with your supervisor or our SVP of Finance & Administration. Once you have read the Code and understand it, please sign the enclosed acknowledgment and return it to our SVP of Finance & Administration. You may also be asked periodically in succeeding years to confirm in writing that you have complied with the Code.

I entrust these principles and policies to you. Please give them your thoughtful and frequent attention.

Sincerely,

DocuSigned by:  
  
7374914C748F4BD...  
**Gad Lachman**

**President and Chief Executive Officer**



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## TriNetX Code of Ethics and Business Conduct

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### 1. Purpose and Scope

The Board of Directors of TriNetX (together with its affiliates as defined below, the “**Company**”) established this Code of Business Conduct and Ethics to aid the Company’s officers and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. A TriNetX affiliate means any corporation or other business entity controlled by, controlling, or under common control by TriNetX. For this purpose, “control” means (i) direct or indirect beneficial ownership of fifty (50%) percent or more of the voting control, or (ii) the power to direct or cause the direction of the management and policies of such corporation or other business entity.

The Company’s Board of Directors (or a committee thereof it later forms) is responsible for administering the Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to our SVP of Finance & Administration.

The Company expects its officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with the SVP of Finance & Administration under this Code.

#### 1.1. Contents of this Code

This Code has two sections which follow this Introduction. The first section, “**Standards of Conduct,**” contains the actual guidelines that our officers and employees are expected to adhere to in the conduct of the Company’s business. The second section, “**Compliance Procedures,**” contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

#### 1.2. A Note about Other Obligations

The Company’s officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its officers and employees in the conduct of the Company’s business.



## 2. Standards of Conduct

### 2.1. Conflicts of Interest

The Company recognizes and respects the right of its officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when an officer's or employee's personal interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when an officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company's best interests. Conflicts of interest may also occur when an officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of an officer's or employee's position with the Company. Each individual's situation is different and in evaluating his or her own situation, an officer or employee will have to consider many factors.

Any transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the SVP of Finance & Administration. The SVP of Finance & Administration may notify the Board of Directors or a committee thereof as he or she deems appropriate.

### 2.2. Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No officer or employee shall engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day company duties, nor shall any officer or employee instruct others to do so.

### 2.3. Protection and Proper Use of the Company's Assets

Loss, theft and misuse of the Company's assets has a direct impact on the Company's business and its profitability. Employees and officers are expected to protect the Company's assets that are entrusted to them. Employees and officers are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes.

### 2.4. Corporate Opportunities

Employees and officers owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee and officer is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless such opportunity has first been presented to, and rejected by, the Company, or
- using the Company's property or information or his or her position for improper personal gain.



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### 2.5. Confidentiality

Confidential information generated and gathered in the Company's business plays a vital role in the Company's business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Officers and employees may not disclose or distribute the Company's confidential information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Officers and employees shall use confidential information solely for legitimate Company purposes. Officers and employees must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

### 2.6. Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that officers and employees must endeavor to deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Furthermore, TriNetX conducts business with many public companies where TriNetX is privy to non-public information such including as the development of drugs or other research products. This information shall remain confidential and be utilized only within TriNetX for employees to perform their job functions. In fact, disclosure of this confidential information to third parties or for personal gain is prohibited and constitutes insider trading. TriNetX employees who gain access to confidential information are prohibited under the United States securities laws to use or disclose non-public information about a company from purchasing or selling securities of such a company or from communicating such information to any other person under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell such securities.

### 2.7. Accepting, and Offering Business Courtesies

Most business courtesies offered to TriNetX may be offered because of one's position. Employees should not feel any entitlement to accept and keep a business courtesy. Although an employee may not use their position to obtain business courtesies, an employee should never ask for them. An employee at TriNetX may accept an unsolicited business courtesy(s) so long as the courtesy(s) is not interpreted as an attempt to gain an unfair advantage to obtain business with TriNetX.

Any employee who offers a business courtesy must assure that said courtesy cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon TriNetX. However, TriNetX may provide non-monetary gifts (i.e., company logo apparel or similar



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promotional items) to TriNetX's customers. Furthermore, TriNetX's Executive Leadership may approve other courtesies, including meals, refreshments or entertainment provided that:

- The courtesy does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is infrequent in nature and is not too lavish.

### 2.8. Anti-Corruption Compliance

It is TriNetX's policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our relationships and business dealings wherever we operate and to implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption. Two key laws are, the U.S. Foreign Corrupt Practices Act 1977 ("FCPA") and the UK's Bribery Act 2010 ("UKBA").

The FCPA is a U.S. federal law that prohibits making or promising to make, directly or indirectly, any payment or money or object of value to any foreign official of a government or a political party, or candidate for political office, which is for the purpose of inducing or influencing such person to act in any way to assist in obtaining or retaining business with TriNetX. The FCPA also requires that TriNetX's books, records, and accounts be kept in reasonable detail to accurately and fairly reflect all transactions made.

The UKBA is significantly broader than the FCPA and covers bribes made and received and covers private acts of bribery, not just in respect to foreign public officials. Significantly, the UKBA introduces a corporate offence of failing to prevent bribery by persons associated with it or performing services on its behalf. The corporate offence applies to any organization carrying on all or part of its business in the UK and may include acts of bribery and corruption committed overseas. Facilitation payments are not permitted under the UKBA.

The consequences for TriNetX, its officers and employees of non-compliance with anticorruption legislation are high as offences under the legislation carry civil and criminal penalties for individuals and their business. Penalties can include imprisonment, unlimited fines, confiscation of profits and compensation. Another consequence is the risk of damage to TriNetX's reputation and value. We therefore take our legal responsibilities very seriously.

### 2.9. Accuracy of Records

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and



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employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

### 3. Compliance Procedures

#### 3.1. Communication of Code

All officers and employees will be supplied with a copy of the Code upon beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all officers and employees by requesting one from the human resources department.

#### 3.2. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board of Directors (or a committee thereof it later forms) shall take reasonable steps from time to time to

- monitor compliance with the code, and
- when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

The Company's management shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

##### 3.2.1 Responsibility of Self Reporting to TriNetX

Prior to an individual's commencement of employment, the Company reviews an individual's background for debarment from Federal Health Care Programs and federal contracting, specifically one is placed on the United States Department of Health and Human Services, Office of the Inspector General (OIG) List of Excluded Individuals/Entities (LEIE), or the United States General Services Administration's (GSA) System for Award Management (SAM) exclusion lists. While employed by the Company, the employee is responsible for immediately notifying the TriNetX Human Resources Department if the employee is placed on any of the aforementioned exclusion lists. The Company is committed to adhere to all federal and contract requirements to ensure that none of its employees are excluded from participation in Federal Health Care Programs or from contracting with the federal government. If an employee is debarred and reports it, the Company shall arrange to segregate the individual's job responsibilities as not to perform on assignments and/or other projects where the aforementioned exclusion is prohibited. Failure to report any debarment during the course of one's employment may result in corrective actions, including termination by the Company.



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### 3.3. Reporting Concerns/Receiving Advice

#### 3.3.1. Communication Channels

*Be Proactive.* Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of the Company.**

*Seeking Guidance.* The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the SVP of Finance & Administration.

*Communication Alternatives.* Any officer or employee may communicate with the SVP of Finance & Administration by any of the following methods:

In writing (which may be done anonymously as set forth below under "Reporting; Anonymity; Retaliation"), addressed to the SVP of Finance & Administration, either by facsimile to or by U.S. mail to: Code of Business Conduct and Ethics, SVP of Finance & Administration, TriNetX LLC, 125 Cambridgepark Drive, Suite 500, Cambridge, MA 02140 USA, Facsimile: +1 (617) 945-2091.

By e-mail to the SVP of Finance & Administration (anonymity cannot be maintained).

*Reporting Accounting and Similar Concerns.* Any concerns or questions regarding potential violations of the Code, any other Company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls or auditing matters should be directed to the SVP of Finance & Administration.

*Misuse of Reporting Channels.* Employees must not use these reporting channels in bad faith or in a false or frivolous manner.

#### 3.3.2. Reporting; Anonymity; Retaliation

When reporting suspected violations, the Company prefers that officers and employees identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so by filing an anonymous report through EthicsPoint at the following web address: <http://www.trinetx.ethicspoint.com>. Upon receipt of a report, the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or



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otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### 3.3.3. No Retaliation

The Company expressly forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

## 4. Waivers and Amendments

No waiver of any provisions of the Code for the benefit of an executive officer (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless approved by the Board of Directors or, if permitted, a committee thereof.

Any waivers of the Code for other employees may be made by the SVP of Finance & Administration, the Board of Directors or, if permitted, a committee thereof.

All amendments to the Code must be approved by the Board of Directors or a committee thereof.



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Acknowledgement

I \_\_\_\_\_ acknowledge that I have reviewed and understand TriNetX, LLC's Code of Business Conduct and Ethics (the "**Code**") and agree to abide by the provisions of the Code.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Position

\_\_\_\_\_  
Date