



CODE OF CONDUCT AND ETHICS POLICY

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Hotline: (844) 643-2206
oncohealth.ethicspoint.com

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Statement of Our Company's Purpose

Mission

OncoHealth puts the needs of cancer patients first to improve the quality and value of oncology care.

Core Values



PATIENT FIRST

Every patient is someone's loved one. We share a passion and commitment to improve the lives of people with cancer.



CUSTOMER DELIGHT

We're trusted to care. Our team never loses sight of what's important to those who place their trust in us.



INNOVATION FOCUS

Risk is rewarded. We apply data science, digital health, and technology creatively to evolve cancer care.



CLINICAL EXCELLENCE

Expertise is our specialty. We invest in oncology expertise to maintain the highest level of clinical integrity and quality.



COLLABORATION

One team – one mission, aligned for excellence. Our mission is hard, and we are dedicated to working as a team, respectfully and cross functionally, to achieve the best possible outcomes.

The following are the segments of our Code of Conduct and Ethics policy. All employees are expected to acknowledge, understand and abide by these behaviors which are critical to the Company's successful operation. OncoHealth takes seriously the standards set forth in the Code, and violations are cause for disciplinary action, up to and including termination of employment. OncoHealth is committed to integrity, ethical behavior and compliance with applicable Federal and State laws, rule and regulations as core values of the Company.

Culture of Open and Honest Communication

Everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Period. This is a priority at OncoHealth. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

We will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the Company will take appropriate action. We absolutely will not tolerate retaliation or intimidation against any person who raise genuine ethics concerns in good faith or for participation in an investigation of violations to this Code, any internal policies or procedures or of any other unethical or illegal behavior.

Employees are encouraged, in the first instance, to address such issues with their managers or the SVP of Human Resources, as most problems can be resolved swiftly. If for any reason that is not possible, or if an



employee is not comfortable raising the issue with these parties, the issue can be raised to the Chief Compliance Officer or the Chief Executive Officer who operates with an open-door policy.

Set Tone at the Top

Management has the added responsibility of demonstrating, through their actions, the importance of this Code. In any business, ethical behavior is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. We want the ethics dialogue to become a natural part of daily work.

Uphold the Law

Our commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must understand the company policies, laws, rules and regulations that apply to our specific roles. Our Information Security HITRUST policies and procedures, which include HIPAA regulations, provides reference and guidance for all of us. We are all responsible for preventing violations of law and for speaking up if we see possible violations.

Because of the nature of our business, some legal requirements warrant specific mention here.

- ***The Health Insurance Portability and Accountability Act***
OncoHealth operates with the intention of complying with all aspects of federal law under the Health Insurance Portability and Accountability Act (HIPAA). All employees must refer to Information Security HITRUST policies, which include HIPAA regulations, to learn and understand all procedures. The Information Security HITRUST policies are located on the OncoHealth shared network drive in the Quality and Compliance folder in the folder labeled OA Information Security Policies - HTRUST. Inquiries relative to Information Security HTRUST policies and procedures should be directed to the Privacy Officer or Security Officer. Should there be a discrepancy between the policies in the Employee Handbook and the Information Security HTRUST policies, the HTRUST policies shall apply. HIPAA requires all business associates, health care providers, payers, and clearinghouses to comply with strict regulations regarding patient privacy. As a result, OncoHealth, as a business associate, must implement reasonable safeguards. Federal and state laws mandate that patient information is to be held in strictest confidence (including patient information that is personal: diagnosis, family information, patient status, patient observations, and family observations). Reproducing patient information is not allowed unless prior permission is granted. This includes but is not limited to: labs, reports with protected health information (PHI), emails with PHI, evaluations, charts, or any information contained therein. Violation of the Information Security HTRUST policies will result in disciplinary action.
- *OncoHealth is committed to protecting the integrity of the Medicare Program by complying with all aspects of Fraud, Waste and Abuse laws in order to prevent any abusive practices or civil or criminal law violations within our organization. All employees are trained on Fraud, Waste and Abuse as a condition of employment with OncoHealth. Likewise, all employees must refer to the Company's Fraud, Waste and Abuse policy to learn and understand Fraud, Waste and Abuse laws and Company's reporting*



procedures. Any inquiries relative to Fraud, Waste and Abuse should be directed to OncoHealth's Chief Compliance Officer. Remember that it is a mandatory requirement to report any real or suspected situation of fraud, waste and abuse.

Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At OncoHealth, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that we are committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we *should* do so.

Although our guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the SVP of Human Resources.

Inclusion with Zero Tolerance for Discrimination and Harassment

At OncoHealth, we're not all the same. And that's our greatest strength. We draw on the differences in who we are, what we've experienced, and how we think. Because to create products that serve everyone, we believe in including everyone. We all deserve to work in an environment where we are treated with dignity and respect and the Company is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste. OncoHealth is an equal employment employer and is committed to providing a workplace that is free of discrimination and harassment of all types.

Prevent Workplace Violence and Abusive Behavior

Employers have a legal and ethical obligation to promote a work environment free from threats and violence. Workplace violence is any act or threat of physical violence, harassment, intimidation, or other threatening disruptive behavior that occurs in the workplace. It can include anything from verbal threats to physical confrontations to death.

Civility matters. Individuals do not always come into organizations with a clear idea of what constitutes considerate conduct, so this Code has been put into place to clarify the Company's expectation of respectful, interpersonal interaction, as well as productive conflict.

Examples of abusive behavior include public criticism, name calling, yelling, screaming, attacking a person's integrity or professional reputation, patronizing others, rude comments, disrespectful verbal attacks, offensive or condescending language, profound lack of collaboration, blatant disregard for cross-functional input, blame throwing, lacking empathy, and withholding important information. Abusive behavior will be subject to disciplinary action, including termination.



Proprietary Information

It is important that we respect the property rights of others and OncoHealth. We will not acquire, or seek to acquire by improper means, a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property of a competitor or of OncoHealth's proprietary or confidential information.

We will not disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to OncoHealth, its securities, business operations, plans, financial condition, results of operations or any development plan to any person or entity who is not authorized to receive such information. Safeguarding proprietary and confidential information requires our compliance with all related policies and procedures, protect paper documents and individual work stations and using the Company's networks safely and responsibly. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Avoid Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of OncoHealth may conflict with our own personal interests. We must never use our property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position.

Here are some other ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with the Company.
2. Supervising family members or closely related persons.
3. Serving as a board member for an outside commercial company or organization.
4. Owning or having a substantial interest in a competitor, supplier or contractor.
5. Having a personal interest, financial interest or potential gain in any Company transaction.
6. Placing company business with a firm owned or controlled by a Company employee or his or her family.
7. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the SVP of Human Resources.

Gifts, Gratuities and Business Courtesies

OncoHealth is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment may have been sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment



or other benefits from persons or companies with whom the Company does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies, or would cause embarrassment or reflect negatively on our reputation. We will also not accept business courtesies from which it might be inferred that the courtesy is intended to influence an employee's performance of his or her duties for the Company. Under no circumstances should an offer of anything of value (money, gifts, services, or entertainment) be made to a political candidate, public service officer or agent, directly or indirectly, in exchange for favorable treatment.

Most business courtesies offered to us are in the course of our roles. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will to maintain or establish a business relationship with the Company.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the Company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when the Company is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain business.

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value (\$50 fair market value or less), such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon the Company. An employee may never use personal funds or resources to do something that cannot be done with OncoHealth resources. Employees with questions about accepting business courtesies should talk to their managers or the SVP of Human Resources.

Management may approve courtesies, including meals, refreshments or entertainment of reasonable value provided that the request is compliant with this policy.



Report Results Accurately

We create, retain and dispose of our company records as part of our normal course of business and in compliance with all policies and guidelines, as well as all regulatory and legal requirements.

We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an internal independent audit of Company books, records, processes or internal controls.

Be Loyal

Confidential and Proprietary Information

Integral to our business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes, but is not limited to, such things as Company inventions, pricing and financial data, operational data, technical data, trade secrets, know-how, research, product or service ideas or plans, software codes and designs, algorithms, developments, inventions, patent applications, processes, formulas, techniques, hardware configuration information, agreements with third parties, information relating to, employees and consultants of the Company, price lists, pricing methodologies, cost data, market share data, marketing plans, licenses, contract information, business plans, financial forecasts, historical financial data, budgets or customer or potential customer names/addresses, nonpublic information about other companies, including current or potential supplier and vendors or any other business information disclosed by the Company either directly or indirectly, whether in writing, electronically, orally, or by observation. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible if it does not affect job performance or cause a disruption to the workplace. Employees and those who represent the Company are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work-related materials during work hours.

Ethical Healthcare Practices

OncoHealth adheres to the American Medical Association's "Code of Medical Ethics" located at www.ama-assn.org and recognizes its responsibility to patients first and foremost. As a utilization management company, it recognizes its responsibility to society and to other health professionals and that its recommendations may impact patient care. As such, it is our policy that the best interests of the patient always come first.

Peer Review

In no way will compensation to employees, agents and contractors who conduct utilization management activities be structured to provide incentives for the individual or entity to deny, limit, or discontinue medically necessary services to any patient. All peer reviewers are board certified in Radiation Oncology, Hematology and/or Medical Oncology and have the necessary expertise to conduct peer review. No peer review will be



conducted for cases where a Medical Director or Academic Advisory Board Member has been involved in the medical treatment of the case under review. Likewise, a Medical Director or Academic Advisory Board Member will never have a financial interest in the outcome of the decision made based on peer review.

Privacy, Confidentiality, and Professionalism in the use of Digital Media

The Company maintains the confidentiality of all records, including and especially any records pertaining to patients. It, and all its officers, employees, contractors, sub-contractors, and advisors, comply with the requirements of HIPAA (HIPAA regulations are reflected in the company's Information Security HITRUST policies and procedures), and limits access to confidential medical data to only those individuals with a bona fide use for the data. Patient identifiers are omitted when appropriate and secure websites are utilized to maintain the confidentiality of data. Employees will not use personal social networking sites, such as Facebook or other social networking sites, to communicate with patients to discuss any aspects of medical treatment.

Physicians may engage in social networking websites to share their experiences, as well as to discuss areas of medicine and treatments. While such networks may be useful, it is the responsibility of the physician to ensure, to the best of his or her ability, that professional networks for physicians are secure and that only verified and registered users have access to the information. These websites should be password protected so that non-physicians do not gain access and view discussions as implying medical advice, which may be counter to the physicians' intent in such discussions. Patient privacy and confidentiality must always be protected. Physicians should never provide any information on social media and social networking websites that could be used to identify patients. Patient privacy and confidentiality must always be protected, especially on social media and social networking websites. These sites have the potential to be viewed by many people and any breaches in confidentiality could be harmful to the patient and in violation of federal privacy laws, including HIPAA.

The Company upholds the standards of professionalism, is honest in all professional interactions, and strives to report any evidence of fraud or deception to appropriate entities. It recognizes a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health, and to support universal access to medical care.

Reporting suspected or actual impaired, incompetent or unethical practices

Each employee, agent, and contractor have an obligation to report impaired, incompetent or unethical practices regardless of whether such wrongful actions are undertaken by a peer, supervisor, contractor, provider, or member. When an employee suspects unethical practices, such employee should report to his or her direct supervisor, if his or her supervisor is not the subject of the unethical behavior. The supervisor should report the unethical behavior to the Chief Compliance Officer or SVP of Human Resources, who both report to the Chief Executive Officer. Both roles have direct access to management personnel of all operations of the company, to the Chief Executive Officer, and to the Board of Directors. Unethical behavior may also be reported anonymously through a third-party compliance hotline at **(844) 643-2206** or the following website: oncohealth.ethicspoint.com All reports will be addressed by the appropriate personnel, which may include the SVP of Human Resources, the Chief Compliance Officer/Corporate Counsel, or the Chief Executive Officer who is required to render approval of the course of action.

Monitoring and Oversight of Ethical Healthcare Practices

The Company will act to detect and remediate particular situations involving ethical transgressions. The Chief Compliance Officer and SVP of Human Resources will lead ethics activities. Together they are responsible for



developing, operating and monitoring adherence to ethical policies. Any report of a material nature is reported to the CEO and the Board of Directors within 48 hours, and all reports are routinely reviewed with the Board of Directors.

Internal Activities and Controls

This program includes ongoing efforts to assess, evaluate, monitor and audit compliance. The nature, extent and frequency of these activities depend on a variety of factors, including new regulatory requirements, changes in business practices and other considerations. Annual auditing, monitoring and assessment activities are conducted and reported to management. The following activities and controls are exercised within various departments to promote and monitor ethical behavior:

- Practitioner credentialing and re-credentialing policies and procedures.
- Reviewing utilization management practices, as delineated in the Company's Utilization Management Plan for prior authorization, concurrent and retrospective reviews.
- Quality improvement practices, as delineated in the Quality Improvement Plan.
- Employee training regarding ethics, conflicts of interest, potential fraud, waste and abuse occurrences, detection and reporting. Such training occurs at least annually and is a part of new hire orientation for new employees.
- Training of contracted providers on OncoHealth ethics' policies.
- Monitoring of practitioner and member complaints and grievances.
- Reviewing healthcare ethics issues, events and trends.

The ethics program includes disciplinary principles that outline the consequences to individuals who violate the law, regulations or company policies. Each situation is considered on a case-by-case basis; however, the Company imposes discipline to address inappropriate conduct and to deter future violations. If the violation is due to a gap in policies, training business practices or other controls, the Company will implement corrective measures to enhance its policies and practices to prevent further violations.

Information and Resources

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