



Code of Conduct and Ethics

A note from our CEO



Hassan Rifaat, MD
CEO
Vatica Health

Our hard work and drive have enabled us to achieve great results for our customers and market recognition as the leader in risk adjustment. Well done.

How we do the work also matters. We must comply with laws and regulations. We must commit ourselves to act with respect, honesty, accountability, transparency and integrity in everything we do. The Vatica code of conduct does just that. Read it and honor it. We should all expect that from each other.

Go Vatica!

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Vatica Health's code of conduct and ethics (the "Code") provides guidance to Vatica's board members, officers, employees and contractors ("workforce members") on applying Vatica's commitment to conducting business in an ethical and compliant manner. The Code is an integral part of Vatica's compliance program, supporting the company's commitment to compliance by promoting ethical and legal behavior. In addition to providing Vatica's expectations for conducting business in an ethical manner, the Code also provides tools for reporting questions and concerns related to ethics and compliance matters.

The Code covers a wide range of business practices and procedures and potentially unethical and illegal behavior. It does not cover every issue that may arise, but it sets out basic principles to guide the company's workforce members. If you have any questions or concerns about a potential compliance matter, you should consult your supervisor or the compliance department for support to handle the situation in a manner that supports Vatica's values and commitment to ethical and compliant conduct. All workforce members must comply with this Code, immediately report any alleged or suspected violations and/or non-compliance and assist the company and compliance department with investigating allegations of wrongdoing.

Beyond legal compliance, all workforce members are expected to observe high standards of business and personal ethics while conducting business on behalf of the company. This requires the practice of honesty and integrity in every aspect of dealing with other Vatica employees, the public, the business community, customers, suppliers and governmental and regulatory authorities.

The Code, as well as all statutes, regulations, guidelines, Vatica policies and procedures must be observed by all workforce members. Failure to comply with this Code or with Vatica's policies and procedures may lead to disciplinary action up to and including immediate termination of employment or contract. It is your responsibility to read, understand and comply with this Code and all Vatica policies and procedures.

Reporting and responding to compliance and ethics concerns

Company workforce members are expected to report any activity they suspect is unethical or in violation of any law, regulation, Vatica policy or this Code. Reporting issues plays an integral role in the effectiveness of Vatica's Compliance Program. Vatica Workforce Members must report any activities they suspect: (i) are illegal or unethical; (ii) violate any state or federal health care program requirements; or (iii) violate the Vatica Code or any other Vatica policy and procedure. It is not acceptable to overlook or ignore any actual or potential wrongdoing.

Vatica provides numerous methods for reporting potential compliance concerns. You may discuss the situation with your manager and give your manager an opportunity to address the situation. If the issue is not resolved, or if you are not comfortable discussing the issue with your manager, you may contact the compliance department:

Amy Wilson

Compliance and audit program director
(615) 585-2731
awilson@vaticahealth.com

Jennifer Giannotti

Chief financial officer
(615) 500-7477
jgiannotti@vaticahealth.com

Lindsay Dosen

Senior vice president of legal and chief compliance officer
(904) 753-3509
ldosen@vaticahealth.com



Reports may also be made on an anonymous basis using the Vatica compliance helpline. The Vatica compliance helpline is a phone and web-based reporting system that is managed by an outside company and is available for reporting 24 hours a day, 7 days a week, 365 days a year.

How does the system work?

Make a report using either the phone or web-based reporting system. The report will be sent to Vatica (anonymously if requested) for follow-up up to make sure it is addressed.

How do I access the helpline?

Call 1-844-719-6967 or go to vaticahhealth.ethicspoint.com and select "Make a report."

What is it for?

Use the system to address compliance issues or other concerns. Whatever you need it for! If you prefer, you have the option to remain anonymous.

Who should use it?

Everyone. It's for all workforce members, regardless of location or position. The system is available in many languages, via both the telephone and internet.

The compliance department will protect the identity of those who report compliance issues to the fullest extent possible. Information disclosed to the compliance department is maintained confidentially within the compliance department and is only shared on an as-needed basis.

All reports of potential compliance or ethics issues will be investigated and resolved by the compliance department using internal and external resources, as appropriate. The resolution of the reported issues will be based on the circumstances and behavior involved, and disciplinary action taken in response to a complaint is not disclosed in order to protect the rights of the affected parties. All Vatica workforce members are expected to cooperate with investigations and any resulting corrective action plans.

No retaliation

All workforce members are encouraged to raise concerns or issues in good faith without fear of retaliation. Vatica does not tolerate retaliation, retribution, intimidation or harassment of anyone who makes a good faith report of a compliance, legal or ethical concern. Anyone who engages in any form of retaliation, or encourages others to do so, will be subject to disciplinary action up to and including termination of employment or contract. Allegations of retaliation will be investigated, and appropriate steps will be taken to protect those who report compliance concerns and/or retaliation.

Cooperating with investigations

All workforce members are required to cooperate with internal investigations. Destroying, modifying or creating documents, in any form, that are related to a current or potential investigation is prohibited. Furthermore, Vatica complies and cooperates fully with all government investigations. If you are contacted by a government official and asked to provide information in connection with a government or regulatory agency, you are required to immediately contact the legal department for assistance with responding to the request. You are expected to be courteous and cooperative with any government investigator. Intentionally misleading an internal or external investigator, or hiding, destroying or altering documents and information related to an investigation will result in disciplinary action, which may include termination of employment and could also lead to criminal sanctions.

Compliance with laws, rules and regulations

Obeying the law, both in letter and in spirit, is the foundation on which Vatica's ethical standards are built. All workforce members must respect and obey the local, state and federal laws where the company operates.

Fraud, waste and abuse

Vatica is considered to be a "downstream entity" to its health plan clients that are contracted with the Centers for Medicare & Medicaid Services (CMS) to offer health and prescription drug coverage to eligible enrollees. This means that Vatica is required to comply with certain laws and regulatory guidelines as they pertain to fraud, waste and abuse.

What is fraud, waste and abuse?

Fraud: An intentional act of deception, misrepresentation or concealment in order to gain something of value.

Waste: Over-utilization of services (not caused by criminally negligent actions) and the misuse of resources.

Abuse: Excessive or improper use of services or actions that are inconsistent with acceptable business or medical practice. Refers to incidents that, although not fraudulent, may directly or indirectly cause financial loss.

Vatica is committed to detecting and preventing fraud, waste and abuse. All workforce members are required to immediately report any suspected violations of regulations pertaining to fraud, waste and abuse to the compliance department. In addition, all workforce members are required to complete training related to the detection and prevention of fraud, waste and abuse upon hire and on an annual basis.



Conflicts of interest

A conflict of interest can arise when an individual has a personal interest or personal gain that potentially influences or interferes with his or her ability perform his or her Vatica work objectively and effectively. A conflict of interest may also arise as the result of the activities or financial interests of an individual's family members. Even the appearance of a conflict of interest can create problems, regardless of the individual's intentions.

It is almost always a conflict of interest for a Vatica workforce member to work simultaneously for a competitor, customer, supplier or other business partner of Vatica. Employees are not allowed to work for a competitor in any capacity. The best policy is to avoid any direct or indirect business connection with Vatica's customers, suppliers, competitors or business partners, except on Vatica's behalf.

Vatica workforce members are expected to disclose conflicts or potential conflicts upon hire or when a conflict arises. Any workforce member who becomes aware of a conflict or potential conflict should bring it to the attention of the compliance department and is required to complete the company's conflict of interest disclosure form.

Fair competition

Vatica is committed to compliance with federal and state antitrust laws that encourage competition and prohibit unfair methods of competition and unfair or deceptive acts and practices. Vatica workforce members are expected to comply with all federal and state antitrust and unfair competition laws. Examples of conduct that may violate these laws include:

- Collaborating with competitors, including when such collaboration may result in price fixing, bid rigging or refusing to deal with a particular person or entity.
- Sharing pricing information with individuals that do not work for Vatica, especially at trade association meetings or conferences where competitors may be present.
- Collaborating with a vendor or customer to limit competition within a market or to limit free and open pricing.

If you are unsure about whether an exchange of information or a communication in a particular situation would be appropriate, consult the legal department for guidance.

Anti-kickback laws

Federal and state anti-kickback laws prohibit payments (direct or indirect) made or received to induce or reward the referral or generation of business (items or services) that is reimbursable under a government healthcare program, like Medicare. The payment may be anything of value, including money, rebates, or discounts. Vatica prohibits accepting, giving or offering anything of value in exchange for referrals for business payable by a government healthcare program.

Gifts and entertainment

Vatica is committed to operating as an industry leader that acts with integrity and bases decisions on business needs. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. The following Gifts and Meals & Entertainment policies are designed to support that commitment by guiding our Workforce Members that interact with business partners (includes clients, prospective clients, providers/practices and vendors) to avoid situations that could create a conflict of interest or the appearance of impropriety.

Gifts

Gifts may be given to or accepted from existing or prospective business partners occasionally in accordance with the following:

- Do not give or accept gifts that are greater than \$50 per occurrence/per gift or \$150 annually.
- Gifts should be given at the organization level or to a group of individuals within an organization, not to specific individuals (i.e., a gift basket should be given to a provider's office, but not specifically to an individual employee). Exceptions to this may be considered but must be requested and approved in advance, as indicated below.
- Gifts (given or received) should not include cash or cash equivalents (i.e., gift cards).
- Never accept from or offer gifts to a government agency or employee.
- Compliance must approve all gifts to business partners before the gift is given to the recipient. Please send requests to ldosen@vaticahealth.com.

Meals and entertainment with business partners

Meals and entertainment are a part of doing business and may be offered or received by employees related to a legitimate business activity in accordance with the following:

- A business partner is in attendance.
- The expenditures are reasonable and infrequent.
- The entertainment expenses do not exceed \$75 per person. Of this \$75 limit, no more than \$25 may be used to purchase alcoholic beverages.
- Do not offer travel, meals or entertainment to government employees.

Exceptions to the gifts and/or meals and entertainment policies may be made on a case-by-case basis and must be approved by compliance, the CFO or the CEO. All questions regarding these policies should be directed to the compliance department.



Record keeping

Vatica requires honest and accurate recording and reporting of information in order to make responsible business decisions. This includes the accurate reporting of hours worked, disclosure of conflicts, business expenses incurred, purchase and sales documents, key performance metrics and all other business-related activities. Any workforce member of Vatica that has been found to have knowingly falsified any business record is subject to disciplinary action, up to and including termination of employment or contract.

Retention of certain documents is required by law. Vatica is committed to compliance with all applicable laws and regulations relating to document retention. Vatica has established policies and procedures related to preserving, retaining and destroying documentation.

Confidentiality

All Vatica workforce members must maintain the confidentiality of the confidential, sensitive and proprietary information entrusted to them. Vatica prohibits the stealing or misuse of confidential or proprietary information belonging to another person or entity, and the copying of documents or computer programs in violation of applicable copyright laws or licensing agreements. Workforce members may not use proprietary business information or trade secrets, including customer lists, price lists, contacts or other information in violation of applicable laws or contractual obligations.

The obligation to preserve confidential information continues even after employment ends. Violations by an employee or former employee may result in disciplinary or legal action.

Vatica is committed to protecting the privacy and security of the protected health information (PHI) and personally identifiable information (PII) it receives. It is Vatica's policy to only use and disclose PHI and PII as permissible by applicable law. Vatica's workforce members may only access the minimum amount of PHI and PII necessary to complete their job functions. All Vatica workforce members are expected to comply with all Vatica privacy and security policies.

Any known or suspected breaches of privacy or non-permitted uses or disclosures of PHI or PII should be reported to the compliance department immediately.

Equal employment opportunities

Vatica is an equal opportunity employer that is committed to treating all recruiting, hiring, promoting and treating all employees according to their abilities and

without discrimination. Vatica complies with all federal, state and local equal employment opportunity laws prohibiting discrimination based on race, religious creed, color, age, sex, sexual orientation, gender identity, gender expression, genetic information, national origin, marital status, medical condition, disability, military services, pregnancy or any other classification protected by federal, state or local laws. Vatica does not permit harassment of any applicants, employees or contractors on the basis of any classification protected by federal, state or local laws. Please see the Vatica Employee Handbook for more detail.

Exclusion programs

Vatica does not knowingly employ, contract with or otherwise conduct business with individuals or entities who have been excluded from participating in federal healthcare programs, including state Medicaid exclusion lists, the Office of Inspector General’s List of Excluded Individuals and Entities, and the General Service Administration’s Systems for Awards Management. Individuals and entities must be screened against these exclusion lists before Vatica may move forward with employing or contracting with that party. Individuals and entities are required to immediately notify Vatica if they receive notice that they have been or will be excluded, debarred or ineligible to participate in any government healthcare program, or if they become aware that anyone doing business with or providing services for Vatica has become excluded, debarred or ineligible.

Protection and proper use of company assests

All Vatica workforce members should endeavor to protect Vatica’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Vatica’s profitability. Any lost, damaged or stolen assets should be reported immediately to the compliance department and/or the information technology department. Vatica equipment and assets should not be used for personal gain, although limited or infrequent use may be permissible. Use of Vatica’s assets and equipment, including email, is not private and personal information will not be deemed “confidential.”

Approval (print name)

Lindsay Dosen

Approval (signature)

DocuSigned by:

Lindsay Dosen

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Date

3/27/2025