

**Verify Diagnostics, LLC**

## **CODE OF ETHICS AND BUSINESS CONDUCT**



**KORPATH**

## **CODE OF ETHICS AND BUSINESS CONDUCT**

### **ACKNOWLEDGMENT**

I ACKNOWLEDGE AND CERTIFY THAT:

I HAVE BEEN PROVIDED A COPY OF **VERIFY DIAGNOSTICS, LLC'S** (COLLECTIVELY WITH ITS RELEVANT AFFILIATES, THE "**COMPANY**") CODE OF ETHICS AND BUSINESS CONDUCT (THE "**CODE**").

IT IS MY RESPONSIBILITY TO FULLY READ, UNDERSTAND, AND COMPLY WITH THE **CODE**, AND ITS POLICIES, GUIDANCE, AND STANDARDS (OUR "**CORE VALUES**").

IT IS MY RESPONSIBILITY TO FULLY READ, UNDERSTAND, AND COMPLY WITH ALL OTHER **VERIFY** POLICIES, PROCEDURES, STANDARDS, GUIDELINES, AND DIRECTIVES (COLLECTIVELY IN THIS CODE AND ELSEWHERE, OUR "**POLICIES**").

I WILL AT ALL TIMES ACT IN ACCORDANCE WITH ALL FEDERAL, STATE, LOCAL AND APPLICABLE INTERNATIONAL/FOREIGN NATION LAWS, STATUTES, RULES, AND REGULATIONS (COLLECTIVELY IN THIS **CODE** AND ELSEWHERE, "**LAWS**").

I HAVE A CONTINUING OBLIGATION TO IMMEDIATELY REPORT ANY ACTUAL OR SUSPECTED **CODE**, **CORE VALUE**, **LAWS**, OR **POLICY** VIOLATION (AND ANY OTHER "**MISCONDUCT**") TO A COMPANY SUPERVISOR OR MANAGER, OR THE COMPANY'S HR DEPARTMENT, OR THE COMPANY'S **COMPLIANCE OFFICER**, THE OFFICE OF COMPLIANCE OR THE **COMPLIANCE EMAIL OR HOTLINE**.

THAT MY VIOLATION OF THE **CODE**, ANY CORE VALUE, ANY LAWS, OR ANY POLICY MAY RESULT IN CORRECTIVE ACTION UP TO, AND INCLUDING, IMMEDIATE TERMINATION.

THE **CODE** OR POLICIES MAY BE REVISED AT ANY TIME AND THAT IN SUCH A CASE, THE COMPANY WILL NOTIFY ME AND PROVIDE ME WITH A REVISED **CODE** OR POLICIES AND THAT ONLY A DULY AUTHORIZED COMPANY OFFICER MAY ISSUE ANY REVISION OF THE **CODE**, OUR CORE VALUES, OR OUR POLICIES.

## DEAR COLLEAGUES:

Our Company's sole mission is to offer medical professionals and their patients with innovation and the highest quality technical and clinical laboratory competence. We succeed when patients achieve better healthcare outcomes. We succeed by doing our part in promoting a healthier society and a better life for the people we serve. This is our commitment to medical professionals, patients and ultimately, the marketplace.

To meet our commitment to each other and the Company, we must also safeguard our reputation. As the healthcare industry becomes increasingly complex, discerning right from wrong is not always obvious. Indeed, failing to do the "right thing" can also be a violation of **Laws**. While ethical missteps may violate **Laws**, any **Misconduct** only serves to knock down our reputation. More importantly, **Misconduct** detracts from our success in — and meeting our commitment to — **Practitioners** and their **Patients**. Because our success is inextricably tied to our reputation, it is up to all of us to bolster and protect that reputation, act with the upmost of care, and always do the right thing.

At **Verify**, we conduct all aspects of our business according to our **Code**, its Core Values, **Laws**, and our Policies – all under our Corporate **Compliance Program**. We hope that you are inspired to join us in always using sound judgment when deciding the proper course of action. If we always act consistent with our **Compliance Program**, we succeed in the marketplace, we meet our commitments, and we safeguard our reputation.

This **Code** is intended to help you address ethics, integrity, compliance issues, and **Laws** by providing information, tools, and resources necessary to make good decisions. Our **Management** fully supports the **Code** and its Core Values — they constitute important parts of our **Compliance Program** and our ongoing efforts to ensure that our people fully commit to our Policies, comply with all **Laws**, and in all things act ethically and with integrity.

No **Code** or Policy can anticipate every situation that may arise. For this reason, everyone that works with us is always encouraged to speak up and bring questions or concerns that may implicate the **Code** or our Policies to Management or our **Compliance Officer**. Through our **Code**, and by leading by example, we want to make our Core Values understood and followed by each of our employees, agents, and contractors.

The **Code** is incorporated into (and complements) our **Employee Handbook** and the Company's **Compliance Program**. Our **Compliance Program** is designed to assist our Company and our employees and contractors in developing effective internal controls that promote adherence to **Laws** and ethics throughout our operations. For example, we always promote open communication and strive to inspire in everyone the importance speaking up. Whether it is about a question, concern, complaint, or **Misconduct**.

After carefully reading the **Code**, if you have any questions or concerns, please consult with us, your supervisor, HR, or our **Compliance Officer**. Please remember that Capitalized Terms (sometimes in bold font) have a specific meaning and may be more expansively defined in the **Handbook**, **Manual**, or other Company **Official Record**.

With your help, we are confident that our Company will exceed our commitment to the marketplace, we will continue to deserve the trust that everyone has in us, and our reputation for integrity and our success will endure. Thank you for your continued dedication to our Company, for joining us in this effort, and for incorporating this **Code** and its Core Values into all aspects of your work.

## CODE OF ETHICS AND BUSINESS CONDUCT

I. **CORE VALUE – WE FOCUS ON OUR MISSION TO IMPROVE HEALTHCARE:** We are a dedicated team that is committed to providing accurate and compliant laboratory testing services. We succeed in our mission when our laboratory services help **Practitioners** provide quality healthcare to their **Patients**. To achieve this, we implement organization-wide solutions focusing on improving our services through a variety of qualitative and quantitative standards. Through these standards, we can measure our success, for example, when **Patient** lives are improved and generally, by fulfilling our role in creating a healthier society. In short, we succeed when we properly do our part in integrative healthcare and by helping **Practitioners** care for their **Patients**. We are proud of our work and we take this great responsibility as a privilege. This is why we endeavor to maintain only the highest level of quality throughout our business and all our activities.

II. **CORE VALUE – WE RELY ON AND RESPECT THE PRACTITIONER’S EXERCISE OF THEIR INDEPENDENT MEDICAL JUDGMENT:** We are committed to working with **Practitioners** to provide technologically forward laboratory testing services for their **Patients**, which in turn helps **Practitioners** secure improved treatment and healthcare outcomes. Nonetheless, **Practitioners** must service their **Patient’s** needs solely based on their own independent professional judgment. Therefore, based on their training and expertise, it is the **Practitioner** that decides the best course of care for their **Patient**, as based on the **Practitioner’s** determination of medical necessity, pursuant to the **Patient’s** consent and applicable standard of care and all as consistent with **Laws**.

**NOTE: “Practitioner(s)”** means, collectively or individually, any healthcare professional, physician, practitioner, non-physician practitioner, and any other type of licensed medical provider (and as relevant and proper, authorized **Practitioner** representatives).

**NOTE: “Patient(s)”** means, collectively or individual, anyone that receives any service or product that we provide, including **Government Healthcare Program** or private insurance beneficiaries.

III. **CORE VALUE – WE PRIZE HIGH QUALITY IN EVERYTHING WE DO:** We believe that delivering the highest quality laboratory services is imperative at every step of the way. Therefore, we endeavor to maintain the highest level of quality throughout our operations. Indeed, our primary commitment to the marketplace is to succeed in doing our part to improve **Patient** treatment and healthcare outcomes. We achieve this in large part by complying with all industry standards, **Laws**, and by competing ethically all as consistent with our Core Values, our **Compliance Program**, and our Policies.

IV. **CORE VALUE – WE MARKET AND ADVERTISE WITH INTEGRITY:** To meet our Core Values, our Company’s employees, agents, and contractors must accurately represent, among all things, our Company, its operations, and its services. In short, our Company’s employees should always represent our Company with integrity. For example, claims made in marketing, advertising, or other Company materials will never be deceptive or unfair, must be evidence-based, and (when needed) contain all appropriate **Clear and Conspicuous Disclosures**. To this end, we comply with the Federal Trade Commission Act (“**FTC Act**”). Specifically, that our marketing and advertising communications and our Company materials: (A) must be truthful and not misleading; (B) must substantiate express or implied claims; and (C) cannot be unfair or deceptive. In short, if **Disclosures** are ever necessary to make our marketing/advertising communications accurate, such **Disclosures** will be “**Clear and Conspicuous**.”

Our Company’s employees and any marketing and advertising communications must always represent our Company accurately and with integrity. This high standard also applies to any **Third Parties** that we work with. Specifically, we engage only with **Third Parties** who share our commitment to our Core Values. Reports of any suspected violation of our Core Values or any **Misconduct** by anyone will be

promptly investigated. Moreover, if **Misconduct** is found, our Company will issue a corrective or disciplinary action, up to and including termination of employment or association with any **Third Party**. It is not acceptable to disregard the **Code**, our **Compliance Program**, any **Laws**, or our Company's Policies.

**V. CORE VALUE – WE ARE COMPLIANT IN EVERYTHING WE DO:** The **Code** is an important component of our Company's **Compliance Program**. To be compliant means that our behavior and business activities are consistent with **Laws**, industry standards, the **Code**, and all other Company Policies. Every Company employee and contractor is expected to adhere to all **Laws**, the Company's Policies, and our Core Values. This is a fundamental expectation and condition of employment by, or association with, our Company.

We expect to develop and update Policies that provide guidelines for complying with the complicated (and ever increasing) number of **Laws** governing the healthcare industry. Accordingly, Policies have been or will be implemented in the areas of consultant relationships, fraud and abuse **Laws**, sales and marketing practices, and the privacy and security of:

- (1) **Confidential Health Information & Official Records**, among other critical regulatory areas, and
- (2) **Company Information** (including, **Trade Secrets**, **Confidential Information**, **Intellectual Property**, **Know How**, and **Proprietary Information**).

In these same areas, **Verify** will institute a comprehensive education and awareness program for employees and contractors. Such education programs may take the form of online learning modules, live training sessions, and periodic communications.

Nonetheless, our Company supports all the elements required for a comprehensive **Compliance Program**. Our **Compliance Program** is designed to address the wide range of regulatory requirements that our laboratory operations must meet. **Verify's** Office of Compliance supports our workforce and business partners to promote integrity of the Company's operations. This ultimately supports compliance with **Laws** and our Policies.

Our **Compliance Officer** is responsible for the **Compliance Program**. Our **Compliance Program's** key components include this **Code**, the **Manual**, our **Handbook**, stand-alone Policies, training, communications, auditing, monitoring and Misconduct remediation. The **Compliance Program** is supported by the **Compliance Team** and the **Compliance Advisory Board**. The **Compliance Officer** is committed to ensuring the **Code of Ethics** is consistently made available and followed throughout our operations.

The **Compliance Officer** also serves as a contact for employees, business partners, customers, and the public on issues relating to the implementation of, and compliance with, the **Compliance Program** and the **Code of Ethics**. Our Compliance Program develops and updates Policies to provide guidelines for complying with the extensive and complicated **Laws** governing the healthcare industry. Policies enable us to detect, correct and prevent non-compliant activities and any **Misconduct**.

The **Compliance Program** includes required compliance training (e.g., general, newly hired, and annual courses) for all **Verify's** employees and contractors. Delivery of specialized training for high-risk compliance topics is further developed for certain Company staff. Independent Contractors are also required to complete specified compliance training.

**VI. CORE VALUE – WE CONDUCT OUR BUSINESS ETHICALLY:** Our Company believes that long-term, trusting business relationships are built by being honest, open, and fair. Our **Code** reflects this belief. The **Code** constitutes a resource you can rely on to help determine what is appropriate and what is not under most circumstances. In short, the **Code's** Core Values are meant to direct you to act with integrity in the workplace and everywhere you represent the Company.

THE CODE PROMOTES:
HONEST AND ETHICAL CONDUCT — INCLUDING THE ETHICAL HANDLING OF ACTUAL OR APPARENT CONFLICTS OF INTEREST BETWEEN PERSONAL AND PROFESSIONAL RELATIONSHIPS
THAT ANY COMMUNICATION, <b>OFFICIAL RECORD</b> , OR ANY INFORMATION OR DISCLOSURE THAT WE SUBMIT TO ANY <b>THIRD PARTY</b> (INCLUDING PRACTITIONERS, PATIENTS, <b>GOVERNMENT</b> AGENCIES OR ANY <b>PAYOR</b> ) WILL BE FULL, FAIR, ACCURATE, TIMELY, AND UNDERSTANDABLE
THE PROTECTION OF THE COMPANY’S OR ANY <b>THIRD PARTY’S</b> (INCLUDING PATIENTS, PRACTITIONERS, CONTRACTORS, AND VENDORS) PRIVATE, CONFIDENTIAL, AND PROPRIETARY INFORMATION
COMPLIANCE WITH <b>LAWS</b>
PROMPT REPORTING OF ANY <b>CODE</b> OR POLICY VIOLATION OR ANY MISCONDUCT
ACCOUNTABILITY FOR ANY PERSON’S NON-ADHERENCE TO THE <b>CODE</b> OR POLICIES

As a **Verify** employee or contractor, you are required to read, understand, and abide by the **Code**. No one has the authority to make you violate the **Code** and any attempt to do so is unacceptable. You also have the responsibility to watch for potential violations of the **Code** and to report them — whether they occur inside our Company or through external dealings with, including but not limited to, **Practitioners**, **Patients** or any **Third-Party** individual, entity, business, or **Government** representative.

Moreover, if you are a supervisor/manager, you have a leadership role at our Company. This means that you are responsible for setting a good example for your employees and any contractor which you oversee. In addition, it means that you must encourage open and honest communication and act when **Misconduct**, ethical issues, questions, concerns, or complaints are brought to your attention.

As a manager/supervisor, you must work to ensure that anyone that reports to you understands the **Code’s** requirements and support employees and contractors who, in good faith, raise questions or concerns. You are responsible for acting to address conduct that violates the **Code** and if the proper course of conduct is not clear, to seek help from **Management** (and even our legal counsel). The **Code** is intended for use as a guideline. It does not address every situation you may possibly face during your workday. Nonetheless, every employee or contractor must exercise good judgment in decision-making and seek help with questions or concerns that are not addressed in the **Code**.

**THE CODE APPLIES TO ALL VERIFY BUSINESS ACTIVITIES, ITS EMPLOYEES AND CONTRACTORS. THE CODE IS MONITORED BY OUR COMPANY’S COMPLIANCE PROGRAM AND WILL BE AFFIRMED YEARLY BY EVERY EMPLOYEE AND CONTRACTOR THROUGH AN ANNUAL CERTIFICATION PROCESS.**

**Q:** WHAT IF YOU THINK THAT YOU CANNOT ACKNOWLEDGE THE **CODE** (E.G., AS A NEW HIRE OR DURING AN ANNUAL CERTIFICATION)?

**A:** IF YOU HAVE ANY ISSUE WITH AFFIRMING THAT YOU HAVE REVIEWED AND WILL FOLLOW THE **CODE**, YOU SHOULD DISCUSS YOUR CONCERNS WITH OUR **MANAGEMENT**. NONETHELESS, EVEN IF YOU FAIL TO ACKNOWLEDGE THE **CODE**, YOU ARE STILL OBLIGATED TO FOLLOW ITS CORE VALUES. IF YOU ARE UNCERTAIN AS TO HOW THIS EXPECTATION WORKS, ASK FOR GUIDANCE.



Our Company's **Compliance Officer** and **Management** will monitor **Laws** as they apply to our operations. Nonetheless, we trust our employees and contractors to follow the letter and spirit of all **Laws** and act ethically even when **Laws** may not be specific. When in doubt, ask for guidance.

**VII. CORE VALUE – WE SPEAK UP AND SEEK HELP:** It is important to be competent about Compliance. Being consciously competent allows you to recognize when you should seek advice from **Management**. Please study our Core Values and Policies so that you become competent and ask yourself the questions set out below to help guide your decision-making process (when the best path to follow is not obvious to you). In all matters, you are expected to understand the **Code** and **Laws**, use good judgment, and avoid even the appearance of **Misconduct**.

In any case, if you hear or say the following words, you should take a step back and carefully consider the attendant circumstances because oftentimes the behavior that elicits these words constitutes Misconduct, violates our Core Values, this **Code**, **Laws**, or our Policies. For Example: “**Well, maybe just this once**”/“**Nobody will ever know**”/“**It doesn’t matter how it gets done, as long as it gets done**”/“**Everyone does it**”/“**What’s in it for me?**”/“**We always did it this way**”/“**Don’t contact the Compliance Hotline**”/“**Remember, we didn’t have this conversation.**”

Nonetheless, the following questions provide an approach to thinking through the ramifications of decisions, acts, or inaction we may face in our work.

**INTEGRITY QUICK TEST**  
**IF EVER IN DOUBT ABOUT A COURSE OF CONDUCT, ASK YOURSELF:**

- \* IS IT CONSISTENT WITH THE **CODE**? \* IS IT ETHICAL OR LEGAL? \*
- \* IS IT CONSISTENT WITH ALL OTHER COMPANY POLICIES? \*
- \* WILL THE CONDUCT REFLECT WELL ON ME AND THE COMPANY? \*
- \* WILL THE COURSE OF ACTION GIVE THE APPEARANCE OF BEING UNETHICAL OR ILLEGAL?\*
- \* IF PUBLICLY DISCLOSED, WILL THE COURSE OF ACTION DISCREDIT ME OR THE COMPANY?\*
- \* IF SOMEONE TREATED ME THE SAME WAY, WOULD I BE COMFORTABLE WITH SUCH ACT? \*
- \* AM I PROPERLY PROTECTING **CONFIDENTIAL HEALTH INFORMATION**? \*
- \* WOULD I BE COMFORTABLE IF THE CONDUCT APPEARED IN THE MEDIA? \*
- \* AM I PROPERLY PROTECTING THE COMPANY’S OR ANY **THIRD PARTY**’S **CONFIDENTIAL INFORMATION** FROM DISCLOSURE TO EXTERNAL OR IMPROPER INTERNAL PARTIES? \*

**IF THE ANSWER TO ANY OF THESE QUESTIONS IS “NO,” THEN DO NOT DO IT**  
**(AND REPORT THE CIRCUMSTANCES AS REQUIRED BY OUR POLICIES).**

**VIII. CORE VALUE – WE PROMOTE A SAFE WORK ENVIRONMENT:** We take care to ensure workplace safety and appropriate conditions for our employees and others who work with us. Employees should be familiar with and follow all safety guidelines and promptly report any accidents or unsafe conditions to **Management**. Our Policies have been developed to safeguard our employees and contractors from potential workplace hazards. Employees must become familiar with and understand how these Policies apply to their specific job responsibilities or work area. Nonetheless, employees and contractors should seek advice from **Management** if they have any safety question or concern.

Moreover, we foster the kind of environment where (at all times) people should feel safe and are treated with courtesy and professionalism. Accordingly, we promote a workplace that is positive, creative, and rewarding; an environment that promotes individual expression, innovation, and achievement.

Employees — and any person who works with us — are not permitted to use, possess, or be under the influence of alcohol or illegal drugs during work hours or on Company property. Violation of this Core Value will result in disciplinary action, up to and including termination.

**IX. CORE VALUE – WE TREAT EVERYONE RESPECTFULLY:** It is a Core Value that everyone working at our Company feel welcomed, supported, and inspired to succeed. Our Company cares about, and is concerned for, the health and well-being of its employees. Everyone who works for our Company should rightfully expect to experience a professional environment free from intimidation and harassment. To provide this environment, our Company defines harassment broadly and prohibits its many forms. Among many examples, harassment includes offensive remarks, unwelcome advances, requests for sexual favors, inappropriate jokes, or ethnic, racist, or sexual slurs.

We encourage input from our employees on ways to enhance the inclusive and diverse atmosphere of the workplace. Moreover, we promote a workplace that is free from disruptive conduct by anyone. We treat everyone with respect and dignity. Our respect for people is demonstrated in what we do and how we act towards everyone we encounter in our work. To meet our commitments to one another and to meet our commitments in the marketplace — and to attract, cultivate and retain talented individuals — it is vital to have a work environment built on mutual trust, respect, and the principles embodied in this **Code**. We must treat others well and equitably. We never take advantage of others through manipulation, misrepresentation, or concealment.

**Q: IF I RECEIVED AN EMAIL WITH AN OFFENSIVE JOKE THAT WAS NOT INTENDED FOR ME TO SEE OR READ, IS THAT HARASSMENT?**

**A:** Offensive jokes sent through **Company Data and Information Systems (“CDIS”)**, regardless of intended recipient, have no place in a workplace that values dignity and respect for every employee. You may respond directly to the coworker, notifying him/her that you found the email offensive. Ask the individual to refrain from sending out such emails in the future and advise you will escalate the matter if it continues. You may also contact Company’s Human Resources function or the Office of Compliance to discuss the matter. Although the employee may not have intended the offense, it is important to be respectful and considerate of others.

**X. CORE VALUE – WE PROMOTE EQUAL OPPORTUNITY:** It is a Core Value that our Company provide an equal opportunity environment for all employees. Accordingly, we base employment decisions on business needs, skills, experience, and relative work performance. We prohibit discrimination based on race, color, religion, creed, age, sex, national origin, gender identity or expression, sexual orientation, disability, marital status, veteran or military status, genetics or citizenship status, and any other legally protected status. We are proud of our commitment to maintaining a diverse workforce and **will not take adverse action or retaliate based on any protected status**. Our **Handbook** will contain further standards on Equal Employment Opportunity, Diversity, Harassment and Drug-Free Workplace.

**Q: WHAT SHOULD I DO IF I BELIEVE I WAS PASSED UP FOR A PROMOTION BECAUSE OF MY AGE?**

**A: Verify** Policy requires that employment decisions be made without regard to age of candidate. If you feel you were treated unfairly, contact the Human Resources function or the Office of Compliance for assistance.

**XI. CORE VALUE – WE REPORT QUESTIONS, PROBLEMS, CONCERNS AND MISCONDUCT:** It is up to each of us to ask questions and make a report if we conclude that any professional or business action or omission or result is unclear. Moreover, it is up to us to challenge and report any suspected unethical professional or business conduct or failure to act, violation of **Laws** or this **Code**, or violation of our Policies or **Handbook**.

It is the Company’s Policy that everyone at our Company must acknowledge and comply with an **Affirmative Duty to Report Misconduct**. Nonetheless, asking questions, reporting concerns, and



actively pursuing clarity about our choices or actions helps everyone to identify and avoid problems more effectively. Moreover, this allows our Company to investigate and address problems when they are reported. When in doubt about the right choices, actions, or potential violations, you are always encouraged to seek out advice from **Management**, HR, or our **Compliance Officer**.

If you become aware of a situation that violates or may violate the **Code**, there are several options for reporting. You may choose one of the following reporting methods based on your level of comfort: (a) discuss the issue with your manager or supervisor; (b) speak with any Compliance representative; (c) email **Verify's** Office of Compliance at our Compliance E-Mail: [compliance@Verifyscientific.com](mailto:compliance@Verifyscientific.com); (d) report your concern anonymously to the Compliance Hotline: **1-833-827-3804**.

All **Code**, Laws, or Policy violation (and any kind of Misconduct) reports will be taken seriously and handled appropriately through follow up steps such as investigation, remediation, and where necessary, corrective actions. These steps are designed to address issues, learn from mistakes, and avoid recurrence of problems.

**NOTE:** We have established a secure **Third Party** Compliance Hotline for reporting potential compliance-related incidents, violations, or Misconduct. The Compliance Hotline provider does not trace or record calls and does not have caller identification. It is available 365 days a year, 24 hours a day. Every effort is made to protect the confidentiality and anonymity of callers who report issues in good faith (see this Code, the **Manual**, and **Handbook** for significant information regarding our non-retaliation policy and how to report concerns or Misconduct).

**NOTE:** The Office of Compliance will oversee and investigate any **Code**, Laws, or Policy violation and most types of Misconduct. Managers/Supervisors shall refrain from conducting any independent investigation regarding the preceding. Everyone involved in an investigation is required to cooperate in and maintain its confidentiality. Raising a concern regarding any noncompliance reinforces the Company's commitment to act ethically in all aspects of our business and fosters a culture of compliance. Your actions can make a difference.

#### Q: WHAT IF I REPORT A CONCERN BUT NEVER HEARD ANYTHING FURTHER?

**A:** Contact the Office of Compliance to confirm the report was received and the issues addressed. Some matters may take longer to resolve, but generally, you should receive some form of update and final resolution. While all matters will be reviewed and evaluated, certain issues due to privacy, confidentiality, and/or severity may not be appropriate for shared details back to the individual who reported.

#### Q: WHAT HAPPENS IF I AM NOT SATISFIED WITH THE RESOLUTION REGARDING A COMPLAINT I REPORTED?

**A:** There may be times when the Office of Compliance has investigated and addressed a situation and does not result in a resolution you would have preferred, or where **Verify** has determined the concern is not contrary to the **Code**, Policy or **Laws**. If you continue to have concerns after a resolution has been instituted, please report your concerns back to the Compliance Hotline or Office of Compliance for additional review and response.

#### Q: WHAT IF SOMEONE DELIBERATELY MAKES A FALSE REPORT AGAINST ME?

**A:** All investigations are handled professionally and objectively. Intentionally making a false accusation is a serious violation and may lead to disciplinary action, up to and including, termination of employment.

**Q: MY MANAGER HAS TOLD ME TO DO SOMETHING THAT I THINK MAY BE ILLEGAL OR IS MISCONDUCT, BUT I AM AFRAID MY MANAGER WILL MAKE MY JOB HARDER, SHOULD I STILL REPORT MY CONCERN?**

**A:** While your manager/supervisor is generally the person with whom you will discuss any compliance concerns, if their instruction or request concerns your ethical decision-making, then contacting the Office of Compliance is one option. The Office of Compliance independently reports to **Verify's Management** and thereby has the objectivity to evaluate the matter.

Another option is to anonymously call the Compliance Hotline. When reporting concerns through the Compliance Hotline, you will have the assurance of knowing that **Verify**, through the Office of Compliance, is looking into the situation and retaliation by your manager or others will not be tolerated. Nonetheless, you can always contact the Compliance Hotline if you:

- (1) believe the compliance issues are not being resolved, either through the existing managerial chain of command or other reporting options;
- (2) do not feel comfortable reporting through the normal channels; or
- (3) wish to remain anonymous when filing a report.

To assist in the review, the Reporting Person is encouraged to identify themselves. However, anonymous reports will also be accepted and investigated to the extent possible. Remember that every reasonable effort will be made to keep the identity of anyone reporting a potential violation confidential to the extent possible, consistent with good business practice.

**XII. CORE VALUE – WE DO NOT RETALIATE:** It is a Company Core Value that we do not retaliate for bringing forward any good faith concern or question or when you have doubts about whether an action or situation is improper ("**Misconduct**"). Accordingly, the Company prohibits retaliating against anyone for raising any kind of professional, legal, or ethical concern or cooperating with an investigation.

Retaliation is taken seriously by the Company and is itself against the **Code**. Moreover, retaliation can be a violation of **Laws**, leading to liability and penalties. We respect **Laws** and therefore no one may seek revenge against, or even try to "get even" with anyone who makes a good faith report, regardless of who is implicated. Retaliation is taken very seriously by the Company, and if it occurs, it will result in discipline up to, and including, termination of employment. Any act of retaliation must be reported to **Management**, HR, or our **Compliance Officer**.

**NOTE:** "Good Faith" does not mean being correct about potential **Misconduct**, it means a reasonable belief that the information you report is truthful. Our Company's **Manual** and **Handbook** outline our confidential reporting procedures.

**Q: WHAT IF I EXPERIENCE RETALIATION?**

**A:** You should report the matter because **Verify** strictly forbids any retaliation against any person who reports a concern. Reports or complaints made in good faith will not expose you to any sanction, regardless of whether the underlying facts prove to be correct.

**Q: SHOULD I REPORT IF I BELIEVE MY SUPERVISOR IS HARASSING ME AND FEEL I MAY LOSE MY JOB?**

**A:** As a valued member of our Company, you are entitled to work in an environment free from intimidation, harassment, or hostile or offensive behavior. Contact the Human Resources function or the Office of Compliance to discuss the matter.

**XIII. CORE VALUE – WE AVOID CONFLICTS OF INTEREST:** Everyday, you make decisions that affect our Company. You must make each decision without conflict, objectively and in the Company’s (not your own) best interest. A Conflict of Interest exists when a Company employee’s private interests interfere with the Company’s interests. Business decisions should be based on the Company’s needs, rather than, without limitation, your potential personal gain or the interests of your family or friends or any **Third Party**. Each of us is expected to use good judgment and avoid situations that can lead to a conflict or the appearance of a conflict. You must disclose any activity or relationship that may:

COMPETE WITH ANY OF COMPANY’S BUSINESS ACTIVITIES
ENTAIL PROVIDING SERVICES TO A COMPETITOR
INTERFERE WITH YOUR WORK DUTIES

Nonetheless, if competing actions, interests, or relationships make it difficult to perform your work objectively and effectively, you must disclose the potential Conflict of Interest to **Management**. Moreover, you must recuse yourself from circumstances where a conflict could impact your judgment. Any questionable activity should be disclosed to **Management** as soon as you become aware of it. This is an ongoing responsibility for all **Verify** employees and contractors. Failure to disclose may result in disciplinary action, up to and including, termination of employment or association.

**Q: WHAT IF YOU ARE NOT SURE ABOUT WHETHER AN ACTIVITY OUTSIDE OF WORK CONSTITUTES A CONFLICT OF INTEREST?**

**A:** Unfortunately, it is not possible to list all the circumstances that might signal potential conflict of interest. One of the best ways to determine whether an activity creates a Conflict of Interest is to ask the following questions:

(1) Does the activity interfere (or give the appearance of interfering) with the duties that you perform at, or owe to, our Company? (2) Are you, a member of your family, or a **Third Party** receiving an improper advantage because of your position with the Company? (3) Does the activity compete against the interests of our Company?

IF YOU ANSWERED “YES” TO ANY OF THESE QUESTIONS, THE ACTIVITY MAY INDICATE A CONFLICT OF INTEREST. YOU SHOULD CONTACT THE COMPANY’S **MANAGEMENT**.

Nonetheless, our Company’s employees owe **Verify** a duty to advance the Company’s legitimate interests when such opportunities arise. Accordingly, **Verify** employees may not directly or indirectly take for themselves any opportunity that arises through their position at the Company or that is otherwise related to **Verify Assets** or **Company Information**.

**XIV. CORE VALUE – WE PROTECT OUR COMPANY’S ASSETS AND REPUTATION:** Through our work, we are the caretakers of our Company. It is our responsibility to take all appropriate actions to use and protect **Verify’s Assets** with care and ensure their efficient and proper use for all legitimate business purposes. We must all use good judgment to ensure that our Company’s **Assets** are not lost, stolen, misused, or wasted.

Our Company’s reputation is one of its greatest **Assets**. We are each responsible for enhancing and protecting our Company’s reputation. For this reason, we are each personally accountable for any views or content published or shared with people outside the Company. Please remember, because our success will always be tied to our reputation, it is up to all of us to bolster and protect that reputation, act with the upmost of care, and always do the right thing.

**NOTE:** As defined in our Policies, **Assets** includes Company “Property” and: (1) Intangible **Assets** like “**Company Information**” (whether or not in physical form) and Good Will and the Physical **Assets** that we use in our operations and our Company Data and Information Systems (“**CDIS**”).

**NOTE:** “Company Information” includes: Confidential Information, Confidential Health Information, Proprietary Information, Company Data & Information (“CDI”), Intellectual Property, Trade Secrets, Official Records, and Know How.

**XV. CORE VALUE – WE ARE CONSCIOUSLY COMPETENT WHEN WE USE THE INTERNET, SOCIAL MEDIA, AND OUR COMMUNICATIONS SYSTEMS:** Access to the Internet and **Company Data and Information Systems** (“CDIS”) may be made available to employees for the purpose of carrying out the Company’s legitimate business and incidental use. In the context of social media where interactions are quick and dynamic and can become highly visible, careless communications can pose a significant risk to our Company’s reputation. As part of this Core Value, you must be mindful to be professional and appropriate in your communications and always protect all Company Information. Particularly, you must protect **Confidential Health Information** and abide by all **Verify** Core Values, Policies, and **Laws** online and offline, even if a relevant webpage, profile, or forum in which you are posting is listed as “private” or “closed.” We are all responsible for employing careful strategies in all communications and protecting the Company. In general, remember:

Only authorized individuals may speak on our Company’s behalf.
Never post anything that is inconsistent with our Core Values or Policies
Use of social media on CDIS during working time is permitted if the use is for pre-approved Company business. You must disclose the nature of your anticipated business use and the content of your message with <b>Management</b> and obtain approval prior to each such use
Respect copyright and similar <b>Laws</b> and use <b>Company Information</b> only in compliance with <b>Laws</b>
You may not create a blog or online group related to Company (not including blogs or discussions involving wages, benefits, or other terms and conditions of employment, or protected concerted activity) without the advance approval from <b>Management</b>
Do not publish <b>Company</b> or <b>Confidential Health Information</b> without authority or approval
Any public recommendation or endorsement about our Company’s services on any personal social media site or digital platform must also include a Disclosure that you perform work for our Company in the post itself (not simply in your bio or profile). Using a Disclosure in your bio or profile is recommended, but not sufficient. In all cases, you must ensure that any statements about our Company’s products or services are truthful and substantiated
If you become aware that a fellow employee has posted something you believe may violate our Core Values, this <b>Code</b> , <b>Laws</b> , or any Policy, report it to our <b>Compliance Officer</b>
Social media is not a substitute to report a concern about the Company, a worker or any other concern which should be reported to HR or our <b>Compliance Officer</b> under our Policies
Social media is prime ground for hackers to collect information on you that can be used to target the Company. Be careful of what you share online
If you leave Company, please remember to update your employment information on your profiles and social media

**XVI. CORE VALUE – WE SECURE COMPANY INFORMATION:** Each of us must understand that our **Company Information** is a valuable commodity. It is our Core Value that, both inside and outside of the Company, each of us is required to safeguard the confidentiality of information about, without limitation, our business, operations, intellectual property, confidential information, proprietary information, trade secrets, goodwill, vendors, clients, employees, business partners and any **Third Party** (collectively, the “**Company Information**”). It is your duty to take precautions to avoid improper,

inappropriate, illegal, or inadvertent disclosures of **Company Information** in whatever electronic or physical form it may be found. Generally, you may only share **Company Information** with employees who have a legitimate business ‘need to know’ and only share the “minimum necessary.” Of course, you may never give **Company Information** to our competitors, suppliers or outside contractors or others without proper authorization. We all must realize the sensitive nature of **Company Information** and be committed to maintaining its confidentiality both through our words and our actions.

**Company Information** includes “**Confidential Information**.” **Confidential Information** includes all Company confidential or proprietary information, intellectual property, trade secrets, know how, goodwill or any other information which might be of use to competitors (or disclosure of which may be harmful to the Company) including the following sources and types of information, documents, data or materials: (i) Company’s confidential and proprietary information and trade secrets that cannot be obtained readily by **Third Parties** from outside sources including business models, authorization forms, customer list(s) or customer information, referral sources and their customers, (ii) legal opinions, (iii) Company marketing materials, research or strategies, (iv) concepts, ideas, plans, strategies, analyses, and information related to past, present, or anticipated business, agreements, corporate governing documents, or addenda, supplements or resolutions thereto, (v) confidential or proprietary information regarding vendors or contracts as between Company and **Third Parties**, (vi) expenses or financial information including pricing, revenue and profit projections, revenue and profits actually generated, (vii) technical or other confidential information regarding the Company’s business, products, services, processes, manufacturing processes, methods of operation, or equipment or procurement procedures, (viii) information regarding the Company’s employees, handbooks, manuals, policies, procedures, or compliance programs, (ix) information regarding members, partners, owners, physicians, physician practices, or individuals or entities that the Company does or may seek to contract with or that are involved in any way with the Company’s business, (x) databases, commercial agreements and details of ongoing commercial negotiations, development tools or techniques, training procedures, training techniques, or training manuals, or (xi) confidential information and other business information disclosed to the employee by the Company, either directly or indirectly, in writing, orally, or by drawings or observation.

In addition, **Confidential Information** shall include **Protected Health Information (“PHI”)**, which includes the identities of any person and information related to any individual’s past, present, or future physical or mental health condition, treatment, or payment for treatment any of which identifies the individual or from which the individual could be identified.

**XVII. CORE VALUE – WE SECURE PATIENT PRIVACY AND INFORMATION SECURITY:** Each of us must understand that our Company is a Covered Entity and that any healthcare information we **Transact** is strictly protected by privacy **Laws**. Accordingly, it is our Core Value that, both inside and outside of the Company, each of us is required to strictly safeguard the confidentiality of all **Patient** and any other person’s PI, PHI, and any other sensitive information (collectively, “**Confidential Health Information**”). It is your duty to take precautions to avoid improper, illegal, or inadvertent disclosures of **Confidential Health Information** in whatever electronic or physical form it may be found.

Generally, you may only share **Confidential Health Information** with employees or Business Associates who have a legitimate business ‘need to know’ and only share the “minimum necessary.” Of course, you may never give **Confidential Health Information** to any person or entity without proper authorization. We all must realize the sensitive nature of **Confidential Health Information** and be committed to maintaining its confidentiality both in our words and our actions.

Moreover, it is our Core Value that in the course of our business operations, we appropriately inform the people whose **Confidential Health Information** we possess about how it will be used and obtain all appropriate consent or authorization as required or advisable. We do not sell or obtain any type of personal, confidential, or private information without proper authorization and we protect personal and



sensitive information from unauthorized disclosure and use.

The preceding Core Value is consistent with the Health Insurance Portability and Accountability Act (the “HIPAA”). The HIPAA sets out national standards for the exchange of health information, for example, with **Third Parties** including **Payors**, **Practitioners**, Business Associates, and **Patients** and their representatives. These standards govern common health care transactions (such as claims information, plan eligibility, payment information and the use of electronic signatures), unique identifiers for providers, employers, health plans, and individuals, security, privacy, and enforcement.

The US Department of Health and Human Services (“HHS”) has published regulations for health care transactions, the privacy of individually identifiable health information (called Protected Health Information, or PHI), and the security of health information. Also, HHS released its HIPAA Omnibus Final Rule, making significant modifications to the HIPAA’s “Breach Notification Rules.” These changes have put Covered Entities and Business Associates at greater risk of liability for breaches. Specifically, every breach is presumed to be reportable. Under this standard, all impermissible uses and disclosures of unsecured PHI must be reported to the individual affected and the Secretary of HHS unless the Covered Entity can demonstrate a “low probability that PHI was compromised.” The HIPAA Omnibus Rule enhances the penalties that Covered Entities and Business Associates face for both breaches and any failure to comply with the Breach Notification Rule. Individual states may have similar **Laws** that require notification to individuals affected by a breach, for example, of computer security.

Risk analysis under the HIPAA (and related regulatory privacy and security matters) is an ongoing process. Our Company requires all employees and contractors to understand the risks under the HIPAA and safeguard the privacy and security of all persons’ PHI and their Personal Information (“PI”). Although the HIPAA focuses on PHI, we protect Personal Information that can be identifiable to a person because such data may also be protected under other **Laws**. PI is thus broader than PHI and its definition will vary among state or other jurisdictions.

Any questions, concerns, or **Misconduct** regarding **Confidential Health Information**, the HIPAA or any other privacy and information security requirements, including on how to safeguard PI and PHI, should be directed to our **Compliance Officer** or his designee.

**NOTE:** Protected Health Information (“PHI”). PHI is individually identifiable information **Transacted** by or on behalf of a covered healthcare provider (in our case, as a HIPAA Covered Entity and regarding any Business Associate). PHI is generally found in information (written or oral) that relates to: (1) an individual’s past, present, or future physical or mental health condition; (2) the provision of healthcare to an individual; or (3) past, present, or future payment for the provision of healthcare to the individual. Only health information that is linked to that individual by an identifier is Protected Health Information.

#### Q: WHEN IS IT PERMISSIBLE TO ACCESS OR USE PHI?

**A:** Never assume you have the right to use or share PHI. Ask yourself these questions: Does the law allow me to access PHI? Do I need to know the information to do my job? What is the minimum amount of information necessary to accomplish the task?

#### Q: WHAT SHOULD I DO IF I SENT PHI TO THE WRONG PERSON?

**A:** If any information that contain patient names and other patient identifiers, such as date of birth, social security number, etc. has been compromised in any way, you must contact the Office of Compliance immediately to report the incident.



**Q: WHAT SHOULD I DO IF I SEE AN EMAIL STRING CONTAINING PHI GOING OUT TO PEOPLE WHO ARE UNAUTHORIZED TO RECEIVE IT?**

**A:** Remove the PHI and send the message back informing the offending sender(s) about the error. If PHI was shared with anyone unauthorized including an outside party, the Office of Compliance should be notified immediately.

**Q: IF I GENERATE A ROUTINE REPORT THAT CONTAINS PERSONAL AND PROTECTED HEALTH INFORMATION INCLUDING PATIENT NAMES AND SOCIAL SECURITY NUMBERS, HOW SHOULD I DISCARD THE REPORT?**

**A:** Unless **Management** has instructed you to retain all documents (paper and electronic), for example, as required by a Government Inquiry, and audit or internal investigation, or litigation, the document(s) should be retained or discarded in accordance with **Verify's** document retention policies. Confidential and sensitive documents should be properly shredded or destroyed such that the information contained in the report cannot be reconstructed. Contact the Office of Compliance if you have any questions regarding these Policies.

XVIII. **CORE VALUE – WE COMPLY WITH LAWS AND POLICIES:** Every **Verify** employee is expected to adhere to all **Laws** and our **Code**, **Policies**, **Handbook** and **Compliance Program**. This is a fundamental expectation and condition of employment at our Company. Our **Policies**, **Handbook** and **Compliance Program** cover important aspects of our operations, including healthcare compliance, human resources, and **Company Data and Information Systems** (“CDIS”). They are all in place to help ensure that we comply with the many **Laws** governing our business and healthcare operations. They enable us to detect, correct, and prevent non-compliant activities or **Misconduct**. Please remember, meeting our commitments to the marketplace and our success are always tied to our compliance with **Laws** and our **Policies**. We act with the upmost of care, we always do the right thing.

XIX. **CORE VALUE – WE TRANSACT ACCURATE BOOKS AND RECORDS:** Our Company measures our business operations accurately. Accordingly, our Company's public statements, financial records, internal and external communications, and all product and services documentation must accurately reflect the facts, substance, and context of our actions.

Accordingly, when we measure or describe our Company's successes, failures, and routine operations, facts must be accurately represented in our **Official Records** with sufficient substance and context so that internally we (and externally any **Third Party**) may understand the true nature of our activities, relationships, or transactions.

In short, our Company's **Official Records** must conform to all applicable accounting and professional standards, **Laws**, as well as our Company's **Policies** and controls. When we report or transmit **Official Records**, such as pricing or payments or billing and coding information and regarding any item of value provided to **Third Parties**, the information must be complete and accurate.

Our Company is committed to ensuring that we provide accurate information in our **Official Records** to allow **Governments** and, as relevant, **Patients**, **Practitioners**, **Payors**, and any other **Third Party** to make informed decisions.

Our Company's high standard for **Official Record** documentation also extends to the exacting level of detail that we expect in, or regarding, any record that supports or is required or advisable for any claim for payment by any **Payor**.

**NOTE:** collectively or individually, any memorialization of the preceding (and whether in physical or electronic form) is deemed to be a Company “**Official Record**.”

**EXAMPLES OF DOCUMENTATION ERRORS (INSUFFICIENT RECORDS):**

**WHEN (FROM RECORDS) A REVIEWER CANNOT CONCLUDE THAT SOME OR ALL SOME OF ALLOWED PRODUCTS OR SERVICES WERE ACTUALLY PROVIDED, THAT WOULD JUSTIFY THE SERVICE BILLED, OR EVEN IF A PRODUCT OR SERVICE WAS MEDICALLY NECESSARY OR PURSUANT TO A PROVIDER'S INDEPENDENT MEDICAL JUDGMENT OR THE STANDARD OF CARE.**

**WHEN A SPECIFIC DOCUMENTATION ELEMENT THAT IS REQUIRED AS A CONDITION OF PAYMENT IS MISSING, AS ONE EXAMPLE, A PRACTITIONER SIGNATURE ON AN ORDER FOR A LABORATORY OR OTHER TEST.**

**AS RELEVANT, INCOMPLETE MEDICAL NOTES (E.G., UNSIGNED, UNDATED, OR INSUFFICIENT DETAIL – NOT IN CLEAR, CONCISE, SPECIFIC AND MEASURABLE TERMS.) TO JUSTIFY A HEALTHCARE SERVICE BASED ON PRACTITIONER INTENT. WHEN RECORDS ARE NOT UPDATED WITH SUCH FREQUENCY TO REFLECT THE PATIENT'S CURRENT STATUS; NOT UPDATED AS THE PATIENT'S CONDITION CHANGES; NOT SUPPLEMENTED BY THE PATIENT'S MEDICAL CONDITION/SYMPTOMS; NOT CONSISTENT WITH PROFESSIONAL MEDICAL RECORD NOTES.**

**UNAUTHENTICATED MEDICAL, ELIGIBILITY OR OTHER RECORDS (E.G., NO PROVIDER SIGNATURE, NO SUPERVISING SIGNATURE, ILLEGIBLE SIGNATURES WITHOUT A SIGNATURE LOG OR ATTESTATION TO IDENTIFY THE SIGNER, AN ELECTRONIC SIGNATURE WITHOUT THE ELECTRONIC RECORD PROTOCOL OR POLICY THAT DOCUMENTS THE PROCESS FOR ELECTRONIC SIGNATURES).**

XX. **CORE VALUE – WE RETAIN OUR OFFICIAL RECORDS:** Each of us is responsible for the integrity and accuracy of our Company's **Official Records**. This is required not only to comply with regulatory and legal requirements but also to ensure **Official Records** are available, for example, to support our business practices. Accordingly, our **Official Records** must be maintained and stored in a consistent and reliable manner so as to comply with the requirements of **Laws** as well as to provide for effective operations. No one may alter or falsify information on any **Official Record**. Records must never be destroyed to deny any **Third Party**, including **Governments** and **Payors**, any information that may be relevant, for example, to a Government or **Payor Inquiry** or other function. Similarly, **Official Records** relevant to any potential or pending administrative, civil, or criminal proceeding or matter may not be destroyed to deny any relevant **Third Party's** rightful request for information. "**Inquiry**" will be read to be inclusive of any judicial or other Government proceeding or process ("Process").

**Official Records** are maintained in accordance with **Laws** and our Record Retention Policy, which includes specific retention schedules. **Official Records** include "Company Data and Information" ("CDI") and paper documents (such as letters) and any of which may be found on our CDIS or any other medium that contains information about the Company or its business activities. It is important to retain and destroy **Official Records** only according to our Record Retention Policy. No one may remove or destroy records prior a specified date without first obtaining permission as outlined in the Company's Policy.

Under no circumstance may any **Verify** employee **Transact** the information of a colleague or any other individual or entity's information to personally benefit themselves (e.g., perpetrate identity theft). If you believe or know that any sort of improper or unauthorized access, use or disclosure of any **Official Records** or any other **Company Information** has occurred, immediately report it.

**NOTE:** "**Company Data & Information**" ("CDI") is a Company **Asset** and means all external and internal electronic data and information, including without limitation, files, documents, e-mails, communications, messages, memoranda, or any other transmissions of data or information including

any other **Company Information** whether **Transacted** directly or indirectly by, from, or through CDIS or otherwise **Transacted** by any Company employee or, as relevant to Company, any **Third Party**.

**XXI. CORE VALUE – WE MAINTAIN OUR ELIGIBILITY TO PARTICIPATE IN GOVERNMENT HEALTHCARE PROGRAMS:** our Company will not knowingly employ or contract with any individual or business that is on exclusion lists as debarred, suspended, or otherwise ineligible to participate in the Company's business endeavors. We will, as advisable or required, routinely search the Department of Health and Human Services' Office of Inspector General, General Services Administration's lists of excluded and ineligible persons. Employees, contractors, vendors, and **Practitioners** (among others, any of which may be associated with our Company) are required to report to our Company if they become excluded, debarred, or otherwise ineligible to participate in Government Benefit Programs or have been convicted of a criminal offense related to the provision of healthcare services.

**XXII. CORE VALUE – WE COOPERATE WITH THE GOVERNMENT:** In relation to any part of our operations, federal and state Government and regulatory agencies may conduct, among others, inquiries, investigations, or audits (an "**Inquiry**"). Regardless of the reason for the **Inquiry**, we are respectful when working with **Government** officials or investigators, we respond with openness and accurate information, and we cooperate with all reasonable requests.

Our Core Value in responding to any **Inquiry** is that we never conceal, destroy, or alter information (in whatever form it may exist), we do not directly or indirectly obstruct or delay, and we never lie or make misleading statements. If you have any doubt about the accuracy, responsiveness, or propriety of the information that you may be producing regarding an **Inquiry**, check with our **Compliance Officer** or, if the Company has engaged legal counsel on the matter, do not produce anything without their approval. Of course, you may not attempt to persuade or assist a Company employee, or any other person, to violate any aspect of our **Inquiry** Core Value. Finally, you must honor all holds that are placed on our normal document destruction procedures when an **Inquiry** is imminent or pending. You must maintain this hold until you are instructed in writing by the **Compliance Officer** or his designee that it can be released. Any act violating our **Inquiry** Core Value will result in disciplinary action, up to and including termination.

Nonetheless, if you are approached by any person identifying himself or herself as a **Government** official or investigator, immediately contact our **Compliance Officer** before responding or providing any information. Our Compliance Department will assist you in following proper procedures for cooperating with any **Inquiry**. You should not feel pressured to talk to a **Government** official or investigator without first contacting our **Compliance Officer**. Generally, our **Compliance Officer** will consult with any employee who is contacted in connection with any **Inquiry**. Request the official or investigator's contact information and inform her that you need to contact the Compliance Department and that someone from the Company will get back to them as soon as possible.

**XXIII. CORE VALUE – NO INVOLVEMENT IN PRATITIONER'S MEDICAL JUDGMENT:** Everyone in the healthcare industry must understand the important role that "medically necessary" or "medical necessity" plays in the delivery of healthcare to **Patients**. In this **Code**, "**Medically Necessary**" means: those health care services or products that are in accordance with generally accepted, evidence-based medical standards or that are considered by most physicians and healthcare professionals (collectively, "**Practitioners**") within the community and of their respective professional organizations to be the standard of care and all as provided in accordance with **Laws**.

At **Verify**, we train our employees that, in order to be considered **Medically Necessary**, a service or product must be: (1) deemed reasonably necessary to diagnose, correct, cure, alleviate or prevent the worsening of a condition or conditions that endanger life, cause suffering or pain or have resulted or will result in a handicap, physical deformity, or malfunction; and, (2) not more costly than an alternative service or sequence of services at least as likely to produce equivalent therapeutic or diagnostic results as to the diagnosis or treatment of that patient's illness, injury, or disease.

Our Company's operations strictly respect all **Medical Necessity** autonomy and independence standards. This means that our business operations are consistent with the **Practitioner's** independent certification that a relevant laboratory service or product is clinically appropriate, individualized, specific, and consistent with symptoms or confirmed diagnosis of the illness or injury under treatment, and neither more nor less than what the recipient requires at that specific point in time (collectively, "**Clinical Decisions**"). In short, our Company is not in the business of **Clinical Decisions**. Moreover, consistent with our Core Values, **Laws**, and our Policies, we explicitly prohibit all forms of false or misleading information, especially if such information may be in any way relevant to a **Practitioner** or any of which may impact on anyone's **Clinical Decisions**. Our strict standard is that all **Clinical Decisions** that could ever be made by any **Practitioner** (any of which may be directly or indirectly relevant with our Company) be made exclusively by such **Practitioner** or medical provider as based solely upon his or her independent professional judgment.

As further described below, we shall at no time provide any direct or indirect financial incentive or any remuneration or advantage of any kind that, without limitation, would — or could or be perceived as or understood to — improperly or illegally interfere with a **Practitioner's** independent professional judgment as to medical necessity or otherwise and any of which may be directly or indirectly related to the provision of any service or product that we provide or any of which may constitute a violation of **Laws**.

**XXIV. SERVICES ORDERS, TESTING AND BILLING:** Our standard for claims for reimbursement or any billing is that any **service, test, or product ordered/prescribed shall be the service, test, or product that was performed or provided and billed**. Moreover, in conjunction with our respect for the **Practitioner's** independent medical judgment, our documentation standard for laboratory services requires the **Practitioner** to explicitly memorialize their clear intent – as a simple example, clear intent requires the **Practitioner's** signature. Nonetheless, we remind **Practitioners** that their intent must also be clearly set out in the relevant **Patient's** medical record that properly memorializes the proper support of medical necessity, the exercise of independent medical judgment and all as consistent with the relevant standard of care.

Our Company's documentation relevant to the preceding shall be accurately reflected on our claims for reimbursement from **Payor**. Before we submit claims for payment, the documentation provided by ordering **Practitioners** must be: (1) appropriate, correct, complete, and legal, (2) based on (and provided pursuant to) the relevant **Patient's** medical necessity, consistent with the applicable standard of care, and (3) not in violation of **Health Care Laws**.

**XXV. CORE VALUE – WE PROHIBIT FRAUD, WASTE, OR ABUSE:** **Management** oversees the performance of data analysis to monitor the integrity of relevant claim submissions and reimbursement and to evaluate other areas of regulatory scrutiny. Nonetheless, the Company will investigate any instance of alleged fraud or abuse or other concerns (and any employee **Misconduct** regarding same) in collaboration with legal counsel and subject matter experts as needed.

### **ZERO TOLERANCE FOR ANY ACT CONSTITUTING FRAUD, WASTE, OR ABUSE.**

**A. FRAUD:** Fraud is knowingly and willfully executing, or attempting to execute, a scheme or artifice to defraud a **Government Healthcare Program** to obtain any money or property owned by the **Government Healthcare Program** or under its custody or control. Common provider fraud schemes include: (1) billing for services not rendered; (2) billing for a non-covered service as a covered service; (3) misrepresenting dates, locations, or provider of services; (4) false or unnecessary issuance of prescription drugs; (5) incorrect reporting of diagnosis or procedures (including "un-bundling"); (6) overutilization of services; or (7) corruption (kickbacks and bribery).

**B. WASTE:** Waste is the overutilization of services, or other practices that, directly or indirectly result in unnecessary costs to the healthcare system. Generally, waste is not caused by criminally negligent or knowing actions but rather, by the misuse of resources. Deficient management, practices,

or controls can result in waste. Generally, waste is more common than fraud/abuse.

C. **ABUSE:** Abuse may consist of payment for items or services when there is no legal entitlement to that payment and the individual or entity has not knowingly and/or intentionally misrepresented facts to obtain payment.

<b>FRAUD INCLUDES, BUT IS NOT LIMITED TO:</b>
Filing fictitious claims/knowingly billing for any item or service not provided.
Using billing codes that reflect a more severe medical condition than actually existed or a more expensive treatment than was provided (“up-coding”).
Using unlicensed individuals to provide healthcare services/falsifying documentation.
Falsifying a patient’s diagnosis to justify tests, surgeries or other procedures that are therefore not medically necessary, or falsifying eligibility generally.
Knowingly soliciting, paying, and/or accepting remuneration to induce or reward referrals for items or services reimbursed by a <b>Government Healthcare Program</b> , or otherwise.

<b>WASTE INCLUDES, BUT IS NOT LIMITED TO:</b>
Overutilization of services or other practices that directly or indirectly result in unnecessary costs (for example, to Medicare or other state or federal <b>Government Healthcare Program</b> ).
Spending on services that lack evidence of producing better outcomes compared with less-expensive alternatives.
Overproduction of something which is more than is needed, for example, mixing a medication at greater amounts than is needed by a patient.
Failures of care coordination that result in unnecessary hospital readmissions, avoidable complications, and declines in functional status.

<b>ABUSE INCLUDES, BUT IS NOT LIMITED TO:</b>
Charging in excess for services or supplies or claims for services that may not be necessary.
Misusing codes on a claim or improper billing practices.
Billing Medicare at a higher rate than for non-Medicare patients.
Providing and billing for uncovered services/unbundling and billing individual components of a service instead of the all-inclusive procedure.
Billing for items or services that should not be paid for by Medicare or Medicaid or where Medicare is not the beneficiary’s primary insurer.

**NONETHELESS, THERE ARE A VARIETY OF STATE AND FEDERAL LAWS AND REGULATIONS RELATED TO FRAUD, WASTE, AND ABUSE, INCLUDING:**

A. Prohibitions against False and Fraudulent Claims. Federal law encompasses specific prohibitions against the submission of false or fraudulent claims and provides for the imposition of civil, criminal, and administrative penalties. The False Claims Act is a federal statute that imposes liability on



any individual who knowingly, recklessly, or with deliberate ignorance:

SUBMITS OR CAUSES SOMEONE ELSE TO SUBMIT TO THE GOVERNMENT A FALSE OR FRAUDULENT CLAIM FOR APPROVAL OR PAYMENT
MAKES, USES, OR CAUSES SOMEONE ELSE TO USE A FALSE RECORD OR STATEMENT TO GET A CLAIM PAID OR APPROVED BY THE <b>GOVERNMENT</b>
HAS POSSESSION OR CONTROL OF THE <b>GOVERNMENT'S</b> MONEY OR PROPERTY AND DELIVERS OR CAUSES SOMEONE ELSE TO DELIVER LESS THAN ALL OF THE <b>GOVERNMENT'S</b> MONEY OR PROPERTY
MAKES A FALSE RECORD OR STATEMENT RELATED TO AN OBLIGATION TO PAY THE <b>GOVERNMENT</b> OR CONCEALS, AVOIDS, OR DECREASES AN OBLIGATION TO PAY OR TRANSMIT MONEY OR PROPERTY TO THE <b>GOVERNMENT</b> , OR
CONSPIRES TO DO ANY OF THE ABOVE.

Our compliance mandate means that we proactively determine whether we receive an overpayment, if we have in fact have received an overpayment, and whether we failed to pro-actively exercise reasonable due diligence. Under this standard, we shall pro-actively, among other actions, assess our claims submission and reimbursements with frequency as our effort to meet our standard of due diligence. Of course, if we receive any information about a potential overpayment, we shall use reasonable diligence to determine whether an overpayment actually occurred; e.g., pursuant to our internal audits or that of a government agency. Such audits and responses to audits will be implemented by our **Management** in conjunction with legal counsel and will reflect the particular facts and circumstances.

B. **ANTI-KICKBACK LAWS.** The Federal Anti-Kickback law prohibits persons or entities from knowingly and willfully soliciting, receiving, offering, or paying “Remuneration” (including any kickback, bribe, or rebate) for referrals for goods or services that are paid in whole or in part under a **Government Healthcare Program**. Please refer to the section on inducements below for restrictions and guidelines regarding gifts that may potentially be perceived as an improper Remuneration. A claim submitted for payment that arises from violations of anti-kickback **Laws** can also constitute a false claim.

<b>IF YOU ARE AWARE OF ANY OF THE FOLLOWING CONTACT OUR MANAGEMENT; THE FOLLOWING ARE DEEMED TO AUTOMATICALLY VIOLATE THE CODE</b>
<b>PAYMENTS BY COMPANY TO A PRACTITIONER UNDER A SERVICE/CONSULTING AGREEMENT THROUGH WHICH A PRACTITIONER PROVIDES LITTLE, IF ANY, SERVICES, OR FOR SOLICITING PARTICIPANTS FOR AN UNLAWFUL BUSINESS ARRANGEMENT</b> <b>[ANY ARRANGEMENT INVOLVING DIRECT OR INDIRECT RENUMERATION TO PRACTITIONERS FOR SERVICES MUST BE: (A) APPROVED BY OUR LEGAL COUNSEL, (B) SUBSTANTIATED BY OUR LEGITIMATE BUSINESS PURPOSES, (C) PAID FOR AT FMV AND NOT DIRECTLY OR INDIRECTLY RELATED TO A PRACTITIONER'S REFERRALS; AND (D) FOR SERVICES ACTUALLY PROVIDED BY THE PRACTITIONER]</b>
<b>LEASE PAYMENTS TO OR FROM ANY PRACTITIONER FOR MORE SPACE THAN COMMERCIALLY REQUIRED OR INAPPOSITE TO FAIR MARKET VALUE</b>
<b>ANY ARRANGEMENT IN WHICH OUR COMPANY INTENDS TO INDUCE REFERRALS OR GENERATE BUSINESS THAT WILL BE PAID UNDER A FEDERAL HEALTH <u>OR</u> PRIVATE PAY PROGRAM OR TO COMPENSATE THE OTHER PARTY FOR PREVIOUS REFERRALS OR GENERATION OF BUSINESS.</b>



C. **ANTI-INDUCEMENT STATUTE OF THE CIVIL MONETARY PENALTIES LAW.** The Anti-Inducement Statute prohibits anyone from offering or giving Remuneration to a **Government Healthcare Program** beneficiary that is likely to influence the beneficiary to choose a particular provider for items or services covered under the **Government Healthcare Program**.

D. **STARK LAW.** The Stark Law statute prohibits a physician from making any referral for certain designated health services (“DHS”) to an entity in which the physician (or a member of his/her immediate family) has an ownership/investment interest — or with which he or she has a compensation arrangement. The **Government** has carved out specific exceptions to this prohibition. These exceptions must be strictly followed. Like anti-kickback **Laws**, claims submitted for payment that arises from violations of the Stark Law can also constitute a false claim. The term “immediate family member” is defined broadly to mean a husband or wife; birth or adoptive parent, child, or sibling; stepparent, stepchild, stepbrother, or stepsister; father-in-law, mother-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent or grandchild; and spouse of a grandparent or grandchild.

E. **TRAVEL ACT.** The Federal Travel Act has been utilized as a law enforcement tool regarding the relationships between private **Payors** and providers who have control or influence over business decisions by, e.g., using access to patient health and utilization information and provider data. In short, the Travel Act has been used as a method to prosecute private-pay kickback offenses in states that have a commercial bribery (or similar effect statute). For this reason, any “carving out” of “federal business” out of any prospective Company business relationship shall be, before entering into any such relationship, reviewed by Company’s legal counsel as a matter of state commercial bribery **Laws**, state illegal remuneration statutes, and current professional and ethical standards. In short, Company’s employees are prohibited from negotiating or entering into any contractual relationship that “carves out” “federal business” without first seeking Company’s legal counsel’s approval as to the “unlawful activity” language of the Travel Act.

F. **THE EKRA.** As part of the 2018 “SUPPORT Act” is the Eliminating Kickbacks in Recovery Act of 2018 (EKRA). The EKRA is similar to the AKS and Stark Law in that it prohibits compensation for Patient referrals. It creates criminal penalties for any individual who solicits or receives any remuneration (including any kickback, bribe, or rebate) directly or indirectly, overtly or covertly, in cash or in kind, in return for referring a Patient or patronage to a laboratory or pays or offers any remuneration (including any kickback, bribe, or rebate) directly or indirectly, overtly or covertly, in cash or in kind, to induce a referral of an individual to a laboratory or in exchange for an individual using the services of that laboratory.

The EKRA’s regulatory prohibition governs services “covered by a health care benefit program” and importantly, it covers both **Government** and private **Payors**. The Act’s reach is very broad and the term “laboratory” has not been currently interpreted to be limited to laboratories associated only with substance abuse services. Actually, “laboratory” is defined as “a facility for the biological, microbiological, serological, chemical, immuno-hematological, hematological, biophysical, cytological, pathological, or other examination of materials derived from the human body for the purpose of providing information for the diagnosis, prevention, or treatment of any disease or impairment of, or the assessment of the health of, human beings.” As such, an EKRA enforcement action could relate to laboratory services outside the scope of substance abuse treatment.

Moreover, the EKRA looks to implicate engagement of sales and marketing representatives, as such individuals are compensated for inducing referrals. For these reasons, any laboratory relevant relationships that implicate the Company’s operations/services/products — as related to government and private **Payors** or regarding any germane marketing employee or contractor — must be reviewed by (and can only be approved by) **Management** in conjunction with legal counsel. In any case, while EKRA germane final regulations will take some time to develop, Company shall closely monitor statements from the OIG or DOJ regarding enforcement efforts and regarding any intent to develop safe

harbors for arrangements similar to those that apply to the AKS. We take notice that statutory amendments are also possible, including those that might limit the application of the EKRA to laboratory tests that are related to drug testing or for patients of a recovery home or a clinical treatment facility (or other providers which are subject to EKRA). Nonetheless, we understand that our compliance, for example, with developments in EKRA and Travel Act standards constitutes and ongoing responsibility considering that our compliance decisions may change over time based on changes in these and other **Laws** and related regulations or facts any of which are germane to our operations.

GOVERNMENT PENALTIES (AND PERSONAL/INDIVIDUAL AND/OR COMPANY LIABILITY) FOR FAILING TO COMPLY WITH FRAUD, WASTE, AND ABUSE LAWS (AND IN SOME CASES REGARDING HONEST MISTAKES), INCLUDE:
OVERPAYMENT DETERMINATIONS (WITH OR WITHOUT PENALTIES)
CRIMINAL CONVICTIONS/FINES (INDIVIDUALLY AND AT THE COMPANY LEVEL)
CIVIL MONETARY PENALTIES
REVOCATION OF CERTIFICATION/REGISTRATION/ SUSPENSION OF PAYMENTS
EXCLUSION FROM PARTICIPATING IN FEDERAL HEALTHCARE PROGRAMS
OTHER SANCTIONS/RECOUPMENT ACTIONS (INDIVIDUALLY AND AT THE COMPANY LEVEL)

XXVI. **CORE VALUE – WE PROHIBIT INDUCEMENTS:** **Patients** should be able to rely on the independent judgment of their health advisors without concern that those judgments have been improperly influenced by incentives from companies seeking to promote their products or services. It is never permissible to offer or provide anything that directly or indirectly benefits a **Practitioner**— such as a physician, physician assistant, nurse, nurse practitioner, researcher — or a **Government** official or any other person to secure business or a business advantage for our Company.

Similarly, it is not acceptable to provide anything of value as a “reward” for any past or existing relationship with our Company. Everyone at our Company must proactively manage relationships with service providers (including marketers, distributors, consultants, speakers, or promoters) to ensure that services performed on our Company’s behalf are carried out in accordance with our Core Values and in compliance with applicable **Laws**. We must use due diligence when selecting service providers, pay Fair Market Value for services, and accurately document payments for services, fines, and fees.

our Company will reimburse employees for all, pre-approved, reasonable, and necessary business expenses, subject to Company pre-approval consistent with our Policies. **Bona Fide** business expenses are acceptable. These include legitimate expenses during the normal course of business. These expenses must be within reason and on par with general practices and local customs. If you are aware of any inappropriate expenditures that are being allocated, gifted, swapped, charged, invoiced, or billed to Company or regarding any Company business activity, this may constitute **Misconduct** and you must report it to **Management**.

A. **GIFTS, MEALS, AND ENTERTAINMENT.** The giving and receiving of gifts, meals, and entertainment may be encountered in the healthcare industry. However, there is a fine line that should not be crossed, and it is not always easy to identify. For instance, giving a **Third Party** business relationship a weeklong vacation to a tropical island is an obvious violation — but other types of hospitality, gifts and entertainment expenses can also run afoul of **Laws** without employees realizing that they have committed a violation.

At **Verify**, we do not seek, accept, offer, promise, or give (directly or indirectly) anything of value —

including payments, fees, loans, services, entertainment, favors or gifts — from or to any person or firm as a condition or result of doing business with our Company. Gifts in money or cash equivalent in any amount are always prohibited. The occasional exchange of gifts or entertainment either of nominal value with employees of other organizations is appropriate unless the recipient's employer forbids the practice. Remember, any courtesy you extend should always comply with the policies of the recipient's organization, and those we are doing business with should understand our Policy as well.

**B. VERIFY EMPLOYEE GIFTS.** The Company and **Management** may provide a gift reward or recognition (e.g., a gift card) to an employee. Gifts provided to employees are considered taxable income and must be reported as such. Contact **Management** for guidance.

**C. VENDORS, SUPPLIERS, BROKERS, AGENTS.** **Verify** employees may accept occasional, unsolicited, and reasonable business meals from actual or prospective suppliers of goods and services, agents, brokers, or other third parties (collectively "Vendors"), if the following requirements are met:

The Vendor or prospective Vendor providing the meals or entertainment attends the event with the Company employee.
The value of the meal or entertainment is modest as judged by local standards.
The venue is conducive to informational communication and includes or is contiguous to legitimate business discussions.
Travel or lodging in connection with a meal or entertainment sponsored by a Vendor or prospective Vendor is not permitted. The expenses for business meals and entertainment for the employee's spouse, partner, significant other, or any other guest of the employee are similarly not allowed.

**D. GOVERNMENT OFFICIALS AND AGENCIES.** Stricter and more specific rules apply if the Company does business with **Government** entities, employees, officials, and representatives, as well as regarding the public sector, which includes **Government** owned or funded organizations (e.g., public universities or hospitals). **Government** employees are often prohibited from accepting anything of value and violating their rules can be serious offense for both the giver and receiver of a prohibited gift. Our Company does not provide any gifts, entertainment, meals, or anything else of value to any **Government** employee, except for minor refreshments in connection with business discussions or promotional items with the Company logo of nominal value.

**E. POTENTIAL REFERRAL SOURCES AS MAY BE RELEVANT TO OUR OPERATIONS.** In interacting with the medical community, our Company is committed to following the highest ethical standards and complying with applicable **Laws**. Any entertainment, gift or token of appreciation involving medical professionals — or other persons who are in a position to refer business — must be undertaken in accordance with all **Laws**. **Verify** employees may conduct development, sales, promotional, and other business meetings, or conferences involving healthcare professionals to discuss **Verify** services or features.

Generally, any such setting should be conducive to effective transmission of knowledge and relevant hands-on training should be at training facilities or other appropriate facilities. Training staff should have proper qualifications and expertise. In appropriate circumstances, modest meals, and receptions in connection with approved programs may be provided if same are subordinate in time and focus to the program and similarly, regarding reasonable travel and lodging matters. In no case may Company reimburse any amount germane to any healthcare professional's guests or regarding any person who does not have a **Bona Fide** professional interest in any program or meeting.

In summary, subject to **Management** approval, it may be appropriate to pay for reasonable travel costs of attendees when necessary or to provide occasional modest meals and refreshments in connection

with such meetings. However, it is not appropriate to pay for meals, refreshments, travel, or lodging of guests of healthcare professionals or any other person who does not have a **Bona Fide** professional interest in the information being shared at a relevant presentation. Our Company's business interactions with healthcare professionals may involve the presentation of scientific, educational, or business information. Such exchanges may be productive and efficient when conducted in conjunction with meals. Accordingly, modest meals may be provided as an occasional business courtesy.

**THE FOLLOWING GUIDELINES WILL APPLY TO ANY COMPANY PROVISIONS OF MEALS:**

**PURPOSE.** The meal should be incidental to the **Bona Fide** presentation of scientific, educational, or business information and provided in a manner conducive to the presentation of such information. The meal may not be part of an entertainment or recreational event.

**SETTING AND LOCATION.** Meals should be in a setting that is conducive to **Bona Fide** scientific, educational, or business discussions. Subject to Company approval, meals may occur at the healthcare professional's place of business. However, in some cases the place of business may be a **Patient** care setting that is not available for, or conducive to, such scientific, educational, or business discussions. In other cases, it may be impractical or inappropriate to provide meals at the healthcare professional's place of business when it is necessary to discuss confidential service or product development or improvement information, or where a private space cannot be obtained onsite.

**PARTICIPANTS.** Our Company will only provide a meal to healthcare professionals who actually attend a relevant meeting. We may not provide a meal for an entire office staff where everyone does not attend the meeting. We may not pay for meals for guests of healthcare professionals or for any other person who does not have a **Bona Fide** professional interest in the information being shared at the meeting.

**F. PATIENTS INCLUDING MEDICARE OR MEDICAID BENEFICIARIES.** If ever applicable to Company's business operations, gifts or courtesies to any **Government Healthcare Program** beneficiary generally must not exceed \$15 per item nor total more than \$75 per year per recipient (noting that in all cases, such gift or courtesy may never be cash or cash equivalent). There are other circumstances and factors that require additional evaluation, such as subsidized or free transportation, gift cards, and other incentives to promote the delivery of certain preventative or other care services. Nonetheless, contact **Management** for assistance in assessing these situations.

**XXVII. CORE VALUE – WE COMPLY WITH THE FTC IN THE MARKETPLACE:** We recognize that consumer protection and advertising law may apply to our online operations and that we will modify our operations to emerging online and technology developments, for example social media platforms. In short, we respect the fact that consumer protection **Laws** apply to all mediums, including online platforms — **Law** prohibitions on “unfair or deceptive acts or practices” includes more than just online advertising. This prohibition extends much further (and generally) to all marketing and sales activity.

Accordingly, whether online or otherwise, our advertising Core Value is that our Company will act consistent with all advertising and consumer protection **Laws**. Our Core Value means that we compete in the marketplace free of deception and unfair practices. In short, we do not advertise in a manner that confuses **Third Parties**, including **Practitioners** or **Patients**. For these reasons, our Company will only publish truthful communications and incorporate such disclosures, qualifiers, and limitations (collectively, “**Disclosures**”) that may be required or advisable. Any **Disclosure** will be “**Clear and Conspicuous**.”

**A. “CLEAR AND CONSPICUOUS.”** To be **Clear and Conspicuous**, we shall be mindful that our **Disclosures** be consistently placed in proximity to “triggering” claims (we do not hide or minimize our **Disclosures**). **Disclosures** shall be easily found, worded to be easily understood, of a proper prominence, and close to the triggering claim.

WE CONSIDER THESE FACTORS:
(1) <b>DISCLOSURES</b> TO A CLAIM WILL BE PRESENTED IN PROXIMITY TO THE CLAIM;
(2) THE DISCLOSURE WILL BE PROMINENT AND UNAVOIDABLE;
(3) WHETHER ANY PART OF OUR COMMUNICATIONS IS DEFICIENT WHEN CONSIDERING THE COMMUNICATION AS A WHOLE AND WHETHER IT DISTRACTS FROM ITS <b>DISCLOSURES</b> ;
(4) WHETHER A DISCLOSURE SHOULD BE REPEATED IN A COMMUNICATION AND DUPLICATED IN OTHER LOCATIONS OF OUR ONLINE OR OTHER PRESENCE; AND
(5) WHETHER OUR <b>DISCLOSURES</b> ARE ADEQUATELY UNDERSTOOD BY THE INTENDED RECIPIENT; FOR EXAMPLE, IS THE DISCLOSURE OF SUCH LOW VOLUME OR PRESENTED AS SUCH A SPEED SO AS TO LESSEN ITS INTENDED IMPACT ON THE CONSUMER.

**IMPORTANTLY, A DISCLOSURE CANNOT “CURE” A FALSE EXPRESS OR IMPLIED CLAIM. IT CAN BE USED TO CLARIFY, BUT NOT CONTRADICT, A CLAIM IN AN COMMUNICATION**

For a Disclosure to be **Clear and Conspicuous** in a consumer communication, it means that: (1) we physically place a disclosure close to the triggering claim; (2) we understand how varied platforms or devices utilized by consumers may work against our **Disclosures**; and (3) if a disclosure is ever space-constrained, we will seek expert and legal advice germane to the propriety of linking such disclosure to a separate page — noting that in such circumstances when we use a hyperlink to a disclosure, the link shall be obvious and consistent with the **Clear and Conspicuous** standard.

OUR CORE VALUE FOR LINKING TO DISCLOSURES
An “obvious” link means, at the very least, that it shall be labeled in a way so to convey its importance (the consumer should understand the nature and relevance of the information that such link leads to)
A hyperlink’s notability and style will be consistent with the <b>Clear and Conspicuous</b> standard; that is, the result should be that our consumers will be plainly informed of the link’s availability and its importance (e.g., placing that link physically close to the triggering or relevant information that such link may qualify).
Such links must directly move the consumer to the disclosure (one click away).
We can and will utilize applicable information metrics to assess hyperlink effectiveness or that of its accessibility (through click through rates or other metrics). From this information, we can better design our <b>Disclosures</b> and relevant Policies.

Nonetheless, a Third Party should not have to “scroll” to access our **Disclosures**. When scrolling is unavoidable, we will consult with legal experts and we will use visual or textual cues to direct and encourage the reader to find **Disclosures**. As part of our effort, we will seek to be informed regarding such behavior and technology matters relevant to consumer access and utilization; for example, where does the consumer’s attention get drawn to and what do consumers tend to ignore. If we ever encounter space-constrained ads, this shall in no way amount to an excuse for failing to make appropriate **Disclosures**.

We will not “bury” our **Disclosures**, for example, in our terms of use, disclaimers or FAQs. We will prominently display our **Disclosures** so that they become unavoidable, including paying attention to the size, font, color, and relative relationship to the communication as a whole – that is, we review the communication as a whole and determine whether the disclosure is sufficiently effective in consideration



of other communications components, like text type and size, links, sounds or graphics, among others, and any of which may serve as a detractor to any Third Party.

#### OUR CORE VALUE FOR DISCLOSURES

IF A DISCLOSURE IS NECESSARY TO MAKE A COMMUNICATION FAIR, NOT DECEPTIVE, OR OTHERWISE CONSISTENT WITH THE **LAWS** UNDER WHICH WE OPERATE AND IT IS IMPOSSIBLE TO MAKE THE DISCLOSURE “**CLEAR AND CONSPICUOUS**,” THEN WE WILL NOT DISSEMINATE THE COMMUNICATION.

IF A COMMUNICATION PLATFORM IS INAPPOSITE TO THE PROVISION OF “**CLEAR AND CONSPICUOUS**” **DISCLOSURES**, THEN WE WILL NOT USE THAT PLATFORM.

We take our communications Disclosure duties as paramount to our operations. We know that **Clear and Conspicuous Disclosures** in our communications benefits Practitioners, Patients and all other Third Party and bolsters consumer goodwill and confidence. This benefits the consumer and our Company and keeps us compliant with Laws..

B. “TESTIMONIALS AND ENDORSEMENTS” The FTC Act controls endorsements and testimonials in any platform through which we communicate or otherwise advertise. Our Company is subject to liability for false or unsubstantiated statements made through endorsements or if we fail to disclose “material connections” between our Company and our endorsers (i.e., if we have any “**Material Connection**” to any Third Party generated content — whether such testimonial or endorsement is found, without limitation, in our website, social media or otherwise — we will disclose the **Material Connection** consistent with **Laws** and our **Code**). These limitations apply to our own web presence and includes our and any **Third Party** social media advertising. Any **Third Party** social media endorsement of the Company will require that we implement a social media policy in accordance with our **Code**.

#### WHAT IS A “MATERIAL CONNECTION” AND WHEN DOES IT APPLY?

IT IS A DECEPTIVE TRADE PRACTICE (AND A **CODE** VIOLATION) IF WE FAIL TO DISCLOSE A “**MATERIAL CONNECTION**.” A **MATERIAL CONNECTION** RELATES TO INFORMATION THAT COULD IMPACT THE WEIGHT OR CREDIBILITY THAT ANY THIRD PARTY CONSUMER GIVES TO AN ENDORSEMENT; FOR EXAMPLE, THE RELATIONSHIP BETWEEN **VERIFY** AND THE ENDORSER, IF ANY, OR IF WE PROVIDE ANY BENEFIT OR INCENTIVE TO OUR ENDORSER.

A BENEFIT OR INCENTIVE (“RENUMERATION”) CAN TAKE MANY FORMS OTHER THAN CASH. RENUMERATION CAN BE IN THE FORM OF ANY FINANCIAL OR OTHER BENEFIT, INCLUDING, PRIVILEGES, SPECIAL ACCESS, PRIZES, OR ANY OTHER TYPE OF “FREEBIE.”

EXAMPLE OF A VIOLATION – IF WE GIVE GIFT BAGS, PAY FOR BLOG POSTS OR GIVE COMMISSION TO OUR ENDORSERS FOR BUSINESS DEVELOPMENT IN VIOLATION OF THE FTC ACT, WE MAY BE SUBJECT TO AN ENFORCEMENT ACTION.

#### OUR CORE VALUE FOR MATERIAL CONNECTION DISCLOSURES

WHEN A SIGNIFICANT MINORITY OF CONSUMERS DO NOT UNDERSTAND A **MATERIAL CONNECTION** BETWEEN OUR ENDORSER AND **VERIFY**, WE SHALL USE A **CLEAR AND CONSPICUOUS** DISCLOSURE PURSUANT TO THE FTC ACT AND THIS **CODE**.

XXVIII. **CORE VALUE – WE DO NOT ENGAGE IN KICKBACKS**: Our decisions must be based on an impartial and objective assessment of each situation, without being influenced by gifts, entertainment or other favors that may have the effect of impairing our independent judgment. Similarly, everyone with whom we interact, including **Government** officials, must make objective and impartial decisions without



inappropriate interference. Accordingly, in or through any business interaction with any **Third Party**, it is our Core Value that **Verify** employees may not receive or give gifts of cash, commissions, loans, profit in any form, including securities, or any other remuneration. Explicitly, **Verify** employees may not accept (or offer) any gift, entertainment, or other favor that compromises, or might have the tendency to appear to compromise, the employee's (or the recipient's) ability to make an objective and fair business decision or that might otherwise be perceived by anyone as unfairly influencing a business transaction.

**In any business interaction you must use the following criteria to guide your judgment:** If a gift, payment, favor, entertainment, or other thing of value (collectively, "Gift") is provided or offered, directly or indirectly, in order to obtain favorable treatment in a business transaction or in interactions with **Government** officials or regulators, then it is deemed a kickback or bribe. Providing, offering, or accepting a kickback or bribe is a violation of the **Code** and shall not be tolerated by our Company. Of course, in many countries the provision, offer, or acceptance of a bribe or kickback is illegal. Our Company's employees, officers or managers may not offer any Gift — no matter how small the value — to **Government** personnel in the course of conducting **Verify** business.

Nonetheless, except as otherwise approved by Company's **Management**, the Company will make no corporate political contributions to parties or individuals, even where such contributions may be legal, but encourages employees and directors to participate in community affairs and to exercise citizenship responsibilities.

IS THIS INTERACTION WITH A <b>GOVERNMENT</b> OFFICIAL?
IS THE BENEFIT OF MINIMAL OR TOKEN VALUE, DOES IT OCCUR INFREQUENTLY?
DOES ANY EXCHANGE IMPOSE OR CREATE ANY PERCEPTION OF OBLIGATION ON EITHER PARTY?
DOES THE EXCHANGE CREATE OBLIGATION OR EMBARRASSMENT ON THE GIVER OR RECIPIENT?
IS THE EXCHANGE COMMON TO BUSINESS RELATIONSHIPS?
WILL IT STAND UP TO ANY PUBLIC SCRUTINY?

**XXIX. CORE VALUE – WE PROMOTE FAIR TRADE AND ENTERPRISE:** In the course of our business operations, our Company maintains a level playing field. This means that we espouse principles of fair and open communication in the marketplace. We know that unfair advantages in our business operations translate to negative disruptions to competition and leads to negative consequences. We shall not: (1) enter into agreements or other understandings with industry competitors to fix terms of services or prices; (2) boycott customers or supplies; (3) disparage our competitors or misrepresent the value or correctness of their services or product; (4) we will not trade or allocate territories or customers or engage in other activities that that anticompetitive or involve exclusive dealing.

**XXX. CORE VALUE – WE ARE ACCOUNTABLE FOR VIOLATIONS OR MISCONDUCT:** Consistent with your acknowledgment to this **Code**, you are expected to read, understand, and abide to the **Code**, our Core Values, **Laws**, the **Handbook**, the Company's **Compliance Program**, and all other Company Policies.

Accordingly, any claims of ignorance, good intentions or poor judgment are no excuse for non-compliance. Corrective action related to any non-compliance (or any other **Misconduct**) may include disciplinary action up to and including termination, or legal action for:

AUTHORIZATION OF — OR PARTICIPATION IN — A <b>CODE</b> VIOLATION
REFUSAL TO COOPERATE IN THE INVESTIGATION OF ANY <b>CODE</b> VIOLATION
FAILURE BY A VIOLATOR'S SUPERVISOR TO DETECT AND REPORT A VIOLATION (E.G., IF SUCH FAILURE REFLECTS INADEQUATE SUPERVISION OR LACK OF OVERSIGHT ON THE PART OF THE SUPERVISOR)
REPORTING A CONCERN OR MISCONDUCT THAT IS KNOWINGLY FALSE OR IS INTENDED TO INTIMIDATE OR RETALIATE AGAINST ANY COMPANY ASSOCIATED PERSON.
RETALIATION — INCLUDING BY INTIMIDATING, THREATENING, HARASSING OR MALIGNING ANY PERSON WHO HAS IN GOOD FAITH REPORTED MISCONDUCT OR A <b>CODE</b> OR POLICY VIOLATION

## RESOURCES

### I. CONTACT INFORMATION:

A. **Manager/Supervisor** – The best place to start if you have questions on how our Code of Ethics applies to you is with your immediate manager or supervisor.

B. **Office of Compliance** - The Office of Compliance is a corporate resource available to address your questions or concerns about our Company's Core Values and standards of conduct.

Email any compliance related question or concern to: [compliance@vantadx.com](mailto:compliance@vantadx.com) or

[compliance@korpath.com](mailto:compliance@korpath.com) or call the Compliance Hotline: 1-833-827-3804

C. **Other Contacts:**

Contact: Kelly Damiano, VP of Finance - 854.429.1069

Contact: Christopher Bigley, Quality Assurance Director - 614.702.1876

### II. OTHER RESOURCES:

Policies - Refer to our **Handbook**, **Manual**, and any stand-alone Policies.

Employment related questions - Contact the Company's Human Resources function for concerns involving employment conditions, **Management** and/or other employees.

### III. DEFINITIONS:

**"Assessments"** means the evaluation or estimation of the nature, quality, or ability of a Company employee or other person as periodically and regularly documented. An Assessment is meant to review employee performance and pursuant to consistent standards for such Assessments. Adherence to Policies, Laws and any other regulatory requirement constitute some of the measures of Assessments.

**"Assets"** include **Intangible Assets** like **"Company Information"** (whether in physical, electronic, or other form) and **Good Will** and the **Physical Assets** that we use in our operations or **CDIS**.

**"Certifications of Compliance"** means such Company employee or contractor acknowledgments, certifications, or other memorialization of compliance, without limitation, germane to the Code of Ethics, Handbook, any Policies, or Laws.

**"Confidential information"** means information that the Company has or will develop, acquire, create, compile, discover or own, that has value in or to the Company's business which is not generally known and which the Company wishes to maintain as confidential. Company Confidential Information includes both information disclosed by the Company to employees, contractors or others, and information developed or learned by employees, contractors, or others, during the course of their association with Company. Company Confidential Information also includes all information of which the unauthorized disclosure could be detrimental to the interests of Company, whether or not such information is identified as Company Confidential Information. By example, and without limitation, Company Confidential Information includes any and all non-public information that relates to the actual or anticipated business and/or products, research or development of the Company, or to the Company's technical data, trade secrets, or know-how, including, but not limited to, research, product plans, or other information regarding the Company's products or services and markets therefor, customer lists and customers (including, but not limited to, customers or business relations of the Company with which employees, contractors or others have contact with or otherwise become aware of, software, developments, inventions, processes, formulas, technology, designs, drawings, hardware configuration information, marketing, finances, and other business information disclosed by the Company either directly or indirectly in writing, orally or by drawings or inspection of premises, parts, equipment, or other Company **Assets**. Notwithstanding the foregoing, Company Confidential Information shall not include any such information which (i) was publicly known or made generally available prior to the time of disclosure by Company; (ii) becomes publicly known or made generally available after disclosure by Company through no wrongful action or omission by employees, contractors or others; or (iii) is employees, contractors or others' rightful possession, without confidentiality obligations, at the time of disclosure by Company as shown by then-contemporaneous written records.

**“Confidential Health Information”** means a **Patient’s** and any other person’s **PI, PHI**, and any other sensitive, private, or protected information.

**“Company”** means Verify Diagnostics, LLC including its affiliates.

**“Company Information”** includes Confidential Information, Confidential Health Information, Proprietary Information, Company Data & Information (“**CDI**”), Intellectual Property, Trade Secrets, Official Records, and Know How.

**“Code of Ethics”** means the Company’s Code of Ethics and Business Conduct.

**“Company Data & Information” (“CDI”)** is a Company **Asset** and means all external and internal electronic data and information, including without limitation, files, documents, e-mails, communications, messages, memoranda, or any other transmissions of data or information including any other Company Information whether **Transacted** directly or indirectly by, from, or through **CDIS** or otherwise **Transacted** by any Company employee or, as relevant to Company, any Third Party.

**“Company Data and Information Systems” (“CDIS”)** means, without limitation, any server, network, computer, smartphone, tablet, computer system, computing resource, system resource, database, voice mail, messaging, hard drive, removable media, thumb drive, external hard drive, intranet, internet, or any other data, information, or communication asset or system (and including the means to access CIDS, e.g., passwords and other access authentication requirements). **CDIS** is a Company **Asset**.

**“Company Data and Information” (“CDI”)** means all external or internal electronic data/information, including without limitation, files, documents, e-mails, communications, messages or transmissions of data/information of any kind including medical, health care, billing, coding, any other **Confidential Health Information, Confidential information, Official Record, Intellectual Property, Proprietary Information, Company Information, Know How** and **Trade Secrets**, whether **Transacted** directly or indirectly by, from, or through **CDIS**. **CDI** is a Company **Asset** (and in most cases) constitutes a Company **Official Record**.

**“Know How”** means all technical information, know-how and data, including inventions (whether patentable or not), discoveries, trade secrets, specifications, instructions, processes, formulae, materials, expertise and other technology applicable to compounds, formulations, compositions, products or to their manufacture, development, registration, use or commercialization or methods of assaying or testing them or processes for their manufacture, formulations containing them, compositions incorporating or comprising them and including all biological, chemical, pharmacological, biochemical, toxicological, pharmaceutical, physical and analytical, safety, quality control, manufacturing, preclinical and clinical data, instructions, processes, formulae, expertise and information, regulatory filings and copies thereof, relevant to the development, manufacture, use or commercialization of and/or which may be useful in studying, testing, development, production or formulation of products, or intermediates for the synthesis thereof.

**“Handbook”** means Company’s Employee Handbook.

**“Health Care Laws”** is inclusive of “**Laws**” but specifically means, but is not limited to, the following (or any similar or equivalent laws or regulations in any jurisdiction in which the Company provides its products or services): (1) **Medicare/Medicaid Anti-Kickback** provisions under the U.S. Social Security Act, 42 U.S.C. 1320a-7b and its amendments and its implementing regulations; (2) **Physician Self-Referral Statute**, 42 U.S.C. 1395nn (the “Stark Self-Referral Law”), and the amendments, regulations and administrative rulings thereto; (3) **False Claims Act**, 31 U.S.C. 3729 et seq. and amendments; (4) **Civil Monetary Penalties Law**, 42 U.S.C. 1320a-7a; (5) **Exclusion Authority Statute**, 42 U.S.C. 1320a-7; (6) **Physician Sunshine Act**, 42 U.S.C. 1320a-7h and its implementing regulations; (7) **Food, Drug and Cosmetic Act**, 21 U.S.C., Section 301 et seq., together with any rules and regulations or national **Laws** promulgated thereunder; (8) **Health Insurance Portability and Accountability Act of 1996**, (“**HIPAA**”) as amended by the **Health Information Technology for Economic and Clinical Health Act of 2009**, 42 U.S.C., Section 201 et seq., (“**HITECH**”) and any other laws governing the privacy, security and confidentiality of healthcare information; (9) **Travel Act**, 18 U.S.C. 1952 and any relevant state statute that may be applicable to (or be used in conjunction with) the Travel Act; (10) **Clinical Laboratory Improvement Amendments of 1988 (“CLIA”)** (to the extent applicable to the Company’s services); (K) **Patient Protection and Affordable Care Act (“ACA”)**; (11) **Eliminating Kickbacks in Recovery Act (“EKRA”)**; and (12) **Fraud Enforcement and Recovery Act of 2009 (“FERA”)** and all applicable U.S. state Laws and professional licensing matters germane to the business of the Company.

**“Intellectual Property”** means (a) all inventions (whether patentable or unpatentable and whether or not reduced to practice), all improvements thereto, and all patents, patent applications, and patent disclosures, together with all reissuances, continuations, continuations-in-part, revisions, extensions, and reexaminations thereof, (b) all trademarks, service marks, trade dress, logos, trade names, and corporate names, together with all translations, adaptations, derivations, and combinations thereof and including all goodwill associated therewith, and all applications, registrations, and renewals in connection therewith, (c) all copyrightable works, all copyrights, and all

applications, registrations, and renewals in connection therewith, (d) all mask works and all applications, registrations, and renewals in connection therewith, (e) all trade secrets and confidential business information (including ideas, research and development, know-how, formulas, compositions, manufacturing and production processes and techniques, technical data, designs, drawings, specifications, customer and supplier lists, pricing and cost information, and business and marketing plans and proposals), (f) all computer software (including data and related documentation), (g) all other proprietary rights, and (h) all copies and tangible embodiments thereof (in whatever form or medium).

**“Inquiry”** as consistent with Company’s Code of Ethics, means any **Government** or regulatory agency inquiry, investigation, or audit any of which may consist of without limitation of requests of information or any examination of any aspect of Company’s operations.

**“Government”** means any international, domestic, federal, national, state, county or municipal or other local government, any subdivision, department, office, service, agency, commission, or authority thereof, or any quasi-governmental body exercising any regulatory authority or any other authority enforcing **Laws**.

**“Government Healthcare Program”** means any (partially or fully) government managed, funded or sponsored health care program, including such programs when the **Government Healthcare Program** is secondary to another payor and which includes Medicare, Medicaid, Workers’ Compensation and, but not limited to: (A) U.S. Railroad Retirement Board; (B) Railroad Employees National Health and Welfare Plan; (C) U.S. Public Health Service – Public Health Service Act; (D) Indian Health Service (Federal Health Program for American Indians and Alaska Natives) – Indian Health Care Improvement Act; (E) State Children’s Health Insurance Program (“SCHIP” or “CHIP” under the Social Security Act, Title XXI); (F) Title V Maternal and Child Health Services Block Grant Program; (G) Social Services Block Grants (Social Security Act, Title XX); (H) Military Health System (Civilian Health and Medical Program of the Uniformed Services (CHAMPUS) or TRICARE); (I) Veterans Health Care (U.S. Department of Veterans Affairs Health Benefits); (x) Federal Employees Health Benefits Programs; (J) Office of Workers’ Compensation Programs (OWCP); (K) Federal Prison Hospitals or their health services for Federal prisoners; (L) Federal Black Lung Benefits Programs (the Black Lung Benefits Act); (M) State Legal Immigrant Impact Assistance Grants; (N) Pre-Existing Condition Insurance Plans; (O) Federal Reimbursement of Emergency Health Services to Undocumented Aliens; (P) Ryan White AIDS/HIV Program; (xviii) Health Services Corps (xix) Health Services for Peace Corps Volunteers under Section 5(e) of the Peace Corps Act; (Q) U.S. Merchant Marine Health Services; or, (R) State Legalization Impact Assistance Grants under the Immigration Reform and Control Act of 1986.

**“Laws”** means all applicable international, supranational, nation state, and United States federal, state, local, or municipal law including as to each of the preceding their common law, constitutions, statutes, codes, treaties, proclamations, judicial precedents, judicial authorities, regulatory policies, judgments, settlements, conventions, directives, requirements, writs, orders or consents, regulations, rules, injunctions, decrees or awards that are or have been issued, enacted, adopted, passed, approved, promulgated, made, implemented or otherwise put into effect by or under the authority of any **Government**, including their interpretation or administration by any **Government** charged with their enforcement, interpretation or administration and all applicable administrative orders, directed duties, requests, licenses, authorizations and permits of, and agreements with, any **Government**.

**“Management”** means the Company’s executive managers including as relevant, any **Verify** officer, president, manager, board of managers member, CFO, and COO.

**“Manual”** means Company’s Corporate Compliance Program Manual.

**“Misconduct”** means any violation or potential violation of any **Laws**, or any Company Policy, whether stand alone or as may be found in the Company Handbook, Manual, Code of Ethics or otherwise, or any other type of improper or unprofessional behavior.

**“Patient(s)”** means any person for which we provide products or services including **Government Healthcare Program** or private insurance beneficiaries.

**“Practitioner(s)”** means, collectively or individually, any healthcare professional, physician, practitioner, non-physician practitioner, and any other type of licensed medical provider (and as relevant and proper, authorized **Practitioner** representatives).

**“Proprietary Information”** means all Company Information or Official Record developed or acquired by the Company or any of its subsidiaries or affiliates that has not been specifically authorized to be disclosed including, but not limited to, the following items and information relating to the following items: (a) all Intellectual Property and proprietary rights of the Company (including, without limitation, the **Intellectual Property**), (b) computer codes and instructions, processing systems and techniques, inputs and outputs (regardless of the media on which stored or located) and hardware and software configurations, designs, architecture and interfaces, (c) business research, studies, procedures and costs, (d)



financial data, (e) distribution methods, (f) marketing data, methods, plans and efforts, (g) the identities of actual and prospective suppliers, (h) the terms of contracts and agreements with, the needs and requirements of, and the Company's or its affiliates' course of dealing with, actual or prospective operational relationships, (i) personnel information, (j) customer and vendor credit information, and (k) information received from Third Parties subject to obligations of non-disclosure or non-use. Failure by the Company or its affiliates to mark any of the Proprietary Information as confidential or proprietary shall not affect its status as Proprietary Information.

**"Process"** means and action, appeal, document instrument or other writing issued, filed or recorded to pursue a claim against person or property, exercise jurisdiction, enforce a judgment, fine a person, put a lien on property, authorize a search and seizure, arrest a person, incarcerate a person or direct a person to appear, perform or refrain from performing a specified act and without limitation includes a complaint, decree, demand, indictment, injunction, judgment, lien, motion, notice, order, petition, pleading, sentence, subpoena, summons, warrant or writ.

**"Official Record"** means, without limitation, all Company Information whether relating to Company's operations, **Assets**, or business matters and includes all data, information, books, files, and records of the Company, including laboratory and corporate records, operating records, correspondence, tax returns, and logs and other records and whether consisting of paper or electronic format and whether it is **CDI** or **Transacted** in CIDS.

**"Trade Secrets"** means any and all information, including a formula, pattern, compilation, program, device, method, technique, or process that derives independent economic value, actual or potential, from not being generally known to the public or to other persons who can obtain economic value from its disclosure or use, and is the subject of efforts that are reasonable under the circumstances to maintain its secrecy. By way of illustration but not limitation, "Trade Secrets" includes without limitation information regarding plans for research, development, current and new services, marketing and selling, business plans, budgets and unpublished financial statements, licenses, prices and costs, production, customers, and potential customers and as appropriate, Confidential Information, Third Party Information, Intellectual Property and Know How.

**"Transacts"** or to **"Transact"** (and contextually, **"Transacted/Transaction"**) means: access, accesses, utilize, utilizes, receive, receives, receipt, manage, manages, organize, organizes, organized, administer, administered, create, creates, creation, compose, composed, send, sent, revise, revises, review, reviewed, read, administer, administers, store, storing, stores, edit, edits, transmit, or transmits.

**"User"** means any Company employee, and as relevant, without limitation, independent contractors, temporary workers, consultants, agents, Business Associates, outside sales reps, and vendors or suppliers who directly or indirectly **Transact CDIS** or **CDI**.

**"Third Party"** means any outside person or entity including but not limited to: Company's **Patients, Practitioners**, consultants, agents, Business Associates, outside sales reps, independent contractors, vendors, suppliers, clients, customers, partners, and affiliates. This definition will include as contextually relevant, any **Government** agency, department, commission, association or other pertinent governing, accrediting or advisory body having direct or indirect authority over the Company or its operations and any private or public Payor. Any Third Party's data or information is referred to as **"Third Party Information."**