



Supplier Code of Conduct

Talis Healthcare, LLC (“Talis”) is committed to complying with all applicable laws and regulations and operating with the highest professional and ethical standards. As a Talis supplier¹, you help us achieve these goals. This Supplier Code of Conduct sets forth the minimum standards² by which all Talis suppliers are expected to conduct themselves when providing goods or services to Talis. You are responsible for sharing this Supplier Code of Conduct with all your organizational personnel who may be engaged in conducting business activities with Talis.

Respectful Behaviors and Relationships – All suppliers must act with honesty, dignity and respect when providing services for Talis. This includes maintaining a positive and courteous customer service orientation, speaking professionally, and responding to requests for information or assistance in a timely manner.

Essential Services and Business Continuity – If a supplier's services are essential to Talis’ ability to provide health care services to Talis patients, supplier must maintain, test and continuously improve business continuity and disaster recovery plans. Essential Suppliers are also expected to maintain adequate security safeguards to prevent cybersecurity interruptions.

Gifts – Talis is committed to conducting business with integrity, transparency, and respect for the patients and communities we serve. In alignment with our mission to delivery compassionate, ethical, and high-quality care, we maintain strict standards regarding supplier relationships. To ensure objectivity in decision-making, Talis discourages suppliers from providing any gifts or other items of value, including food, to our employees or contractors working in Talis facilities (“Talis Personnel”). The following items are never acceptable:

- Gifts given to Talis Personnel to influence a purchasing or contracting decision;
- Gifts that reasonably could be perceived as a bribe, payoff, deal, or any other attempt to gain a competitive advantage;
- Cash or items redeemable for cash such as checks, gift cards, stocks, etc.;
- Gifts to or from government representatives;
- Gifts or other incentives to encourage or reward patient referrals; and
- Gifts that may violate a law or regulation.

¹ The term "Supplier" is used herein to refer to all vendors, independent contractors, agents, and other business partners providing goods or services to Talis.

² Talis may establish, and share with you, through written agreements or otherwise, more restrictive guidelines than those described in this document. You are expected to adhere to the most restrictive standard provided to you.

The above requirements do not apply to meals and refreshments provided in connection with a conference or other educational program sponsored by a supplier for the benefit of all attendees. Supplier provided food associated with education should be nominal in value and limited in frequency (no more than once per year).

Sponsored Events – Talis employees may attend supplier sponsored local or out-of-town programs, workshops, seminars and conferences that have a legitimate educational purpose or otherwise support a Talis business objective (i.e., product training) provided such events are infrequent (i.e., no more than once annually) and Talis, not the supplier, pays for any related travel and lodging costs.

Fundraising – Talis does not allow solicitation or fundraising activities by suppliers in connection with business relationships. Suppliers may not offer or solicit donations, gifts, entertainment, or financial contributions to or from Talis employees, leadership, or departments under any circumstance. Talis employees involved in supplier relationships, including those with purchasing or contracting responsibilities, are strictly prohibited from requesting any form of donation, sponsorship, or charitable contribution from suppliers. Suppliers who encounter situations where Talis Personnel are in violation of this policy are expected to **contact the Talis Compliance Hotline at 866-866-0627**.

Conflicts of Interest – Conflicts of interest must be disclosed. Conflicts of interest include situations where a Talis board member or employee's relationship (i.e., employment, investment, consulting services or other connection) with a supplier conflicts or could appear to conflict with Talis' business interests. Talis does not permit persons with conflicts to make purchasing decisions. In addition, Talis requires employees to disclose any employment, financial interest or relationship with a Talis supplier to their manager or through the Talis conflicts of interest disclosure process. We expect our suppliers to bring any actual, potential, or perceived conflicts of interest to the attention of a Talis high-level representative (other than the person who has a relationship with the supplier) in a timely manner.

Compliance with Laws – Suppliers are required to conduct their business activities in compliance with all applicable laws and regulations, including laws applicable to individuals and entities directly or indirectly receiving Medicare, Medicaid and other federal fund, including but not limited to the Anti-Kickback Statute, Civil Monetary Penalties Law, Eliminating Kickbacks in Recovery Act, the Physician Self-Referral Law (Stark Law), and the False Claims Act, and applicable state laws.

Privacy and Security – Federal and state laws require Talis and our suppliers to maintain the privacy and security of Talis protected health information (PHI). Suppliers are responsible for ensuring all supplier personnel who provide services to Talis are aware of and familiar with the requirements of both the Health Insurance Portability and Accountability Act (HIPAA) Privacy and Security Rules and, where applicable, those state laws that provide more stringent protection of PHI or other personally identifiable information. Suppliers are also responsible for ensuring all supplier personnel who provide services using network connected devices receive role-appropriate and periodic

cybersecurity training and assessments (at least annually). In addition, suppliers are responsible for ensuring all reasonable and customary industry accepted actions are taken to protect supplier devices from malware, viruses, and other cyber threats prior to installation and/or use. If a supplier's business relationship with Talis requires access to or use of PHI, the supplier will be required to sign a Business Associate Agreement.

Some suppliers, contractors, or their representatives may not directly access or use PHI but may be present in areas where PHI is visible or audible (i.e., during facility maintenance, IT installations, auditing, or cleaning services). These individuals are required to:

- Avoid viewing, listening to, or disclosing PHI encountered incidentally.
- Follow all physical access and visitor policies, including sign-in procedures and supervision where applicable.
- Refrain from recording, photographing, or duplicating any materials observed on-site.
- Sign a confidentiality or non-disclosure agreement if requested by Talis.

Suppliers must ensure these requirements are communicated to any individual providing services that may place them in proximity to PHI, even if access is not required for their work.

Eligibility to Participate in Federal and State Health Care Programs – Talis will not conduct business with any supplier (or subcontractor to a supplier) excluded, precluded, debarred, or ineligible to participate in federal or state health care programs such as Medicare and Medicaid, or whose officers, directors or employees are excluded from participating in such programs. Suppliers are responsible for taking all necessary steps to ensure supplier and supplier subcontractor personnel providing goods and services to Talis, directly or indirectly, are eligible to participate in federal and state health care programs. Such steps include conducting periodic checks of the Office of Inspector General's List of Excluded Individuals/Entities (LEIE) and General Services Administration's System for Award Management (SAM) databases.

Fraud, Waste and Abuse (FWA) – Talis will promptly investigate any reports of alleged violations of law, regulations, or Talis policies involving supplier or a supplier's personnel, including allegations of FWA involving federal or state health care programs. Suppliers are expected to fully cooperate in such investigations and, where appropriate, take corrective actions in response to confirmed violations. The Federal False Claims Act and similar state laws make it a crime to knowingly present a false claim to the government for payment. These laws also protect “whistleblowers” – people who report noncompliance or fraud, or who assist in investigations – from retaliation. **Talis policy prohibits retaliation of any kind against individuals exercising their rights under the Federal False Claims Act or similar state laws.**

Deficit Reduction Act of 2005 (DRA) Requirements – The DRA requires Talis to provide detailed information to its employees, contractors and agents regarding the Federal False Claims Act and applicable state false claims laws. Suppliers are responsible for reviewing the False Claims Act Information section of the Talis Code of Conduct and for sharing this information with its employees and contractors conducting Talis business.

Environmental Purchasing Policy – Talis is committed to purchasing goods and services with sustainable environmental impacts. Talis expects suppliers to develop price-competitive, environmentally sound, and safe goods and services that help us achieve these objectives.

Visitor Policy – When visiting Talis locations, suppliers must comply with applicable Talis visitor policy, including but not limited to, infection control policies. Representatives will be required to state the area to be visited, and visits must be restricted to those location(s) only.

Publicity – Suppliers must not distribute advertising, press releases, or any other general public announcement regarding its relationship with Talis unless they have first obtained prior written permission from an authorized Talis leadership.

Business Record Retention – Talis requires suppliers to retain and make available records related to business with Talis in accordance with applicable law, regulation, and contract requirements. Talis also requires suppliers to retain and disclose known cybersecurity vulnerabilities as well as mitigations for devices purchased from supplier.

Talis Code of Conduct and Compliance Hotline – The Talis Code of Conduct describes actions and behaviors expected of all Talis Personnel and all who work in Talis. Suppliers may use the Compliance Hotline to report any actual or suspected violations of the Code of Conduct including FWA matters, safety concerns, or other matters on an anonymous basis without fear of retaliation. The Compliance Hotline is available 24 hours a day, 365 days a year at **866-866-0627**.

Medicare Managed Care Obligations Applicable to Suppliers – Talis contracts with health plans to provide healthcare, prescription drug, and/or administrative services to Medicare eligible individuals reimbursed through Medicare Parts B and D plan sponsors. The Centers for Medicare & Medicaid Services (“CMS”) requires Talis and other First Tier, Downstream, and Related Entities (“FDRs”) contracting with Medicare Parts B and D health plans to comply with certain CMS' compliance program requirements. These requirements extend to Talis suppliers engaged in one or more of the following activities on behalf of Talis:

- Suppliers providing health care services to Medicare eligible individuals;
- Suppliers providing administrative services relating to Medicare program activities, including claims processing, patient management, and credentialing.

Talis suppliers engaged in performing services reimbursed, in whole or in part, by the Medicare program are required to:

- Maintain and provide a code of conduct and Medicare compliance policies to all supplier and supplier subcontractor employees providing Medicare reimbursed services (“Applicable Supplier Personnel”).
- Provide Fraud, Waste, and Abuse (FWA) training, general compliance training, and HIPAA Privacy and Security training to Applicable Supplier Personnel. See *Fraud, Waste and Abuse (FWA)* and *Privacy and Security* herein for more information.

- Screen all employees and subcontractors prior to hire and monthly thereafter for eligibility to participate in federally funded healthcare programs. See *Eligibility to Participate in Federal and State Health Care Programs* herein for more information.
- Receive and respond to reports from employees and subcontractors of suspected or detected non-compliance or potential FWA.
- Regularly screen all employees, board members, and subcontractors for conflicts of interest. See *Conflicts of Interest* herein for more information.
- Obtain Talis approval prior to offshoring any activities delegated by Talis to supplier, its employees or subcontractors including receipt, processing, transferring, handling, storing or accessing of Protected Health Information (“PHI”) involving Medicare eligible members from outside the United States and its territories.
- Obtain Talis approval prior to subdelegating any activities delegated by Talis to supplier, its employees or subcontractors including receipt, processing, transferring, handling, storing or accessing of Protected Health Information (“PHI”) involving Medicare eligible members from outside the United States and its territories.
- Maintain routine internal operational oversight of supplier employees and subcontractors consisting of regular monitoring and auditing activities designed to ensure compliance with applicable laws, rules, and regulations, including Medicare, Medicaid and other government funded health care program regulations.
- Maintain documentation supporting supplier’s compliance program and all records pertaining to supplier’s business relationships with Talis for a period of not less than ten (10) years.

As a component of the operational oversight required by Medicare, Talis reserves the right to audit and/or monitor supplier's compliance with Medicare managed care requirements at any time upon seven (7) days' notice.

Suppliers who are currently or were formerly enrolled Medicare, Medicaid, or Children's Health Insurance Program (CHIP) are requested to notify Talis of any Disclosable Events occurring within the past ten (10) years. Suppliers must also notify Talis of Disclosable Events involving their owners/managing employees occurring within the past ten (10) years. Disclosable Events are defined as:

- Supplier/owner/managing employee currently has an uncollected debt to Medicare, Medicaid or CHIP;
- Supplier/owner/managing employee has been or is subject to a payment suspension under a federal health care program;
- Supplier/owner/managing employee has been or is excluded from Medicare, Medicaid or CHIP; or
- Supplier/owner/managing employee had its Medicare, Medicaid or CHIP billing privileges denied, revoked or terminated.

The Affordable Care Act provision 42 C.F.R. § 424.519 Disclosure of Affiliates requires Talis to report to the Centers for Medicare and Medicaid Services any supplier Affiliations with Disclosable Events upon request.