VILLAGEMD
CODE OF CONDUCT

Introduction

VillageMD is committed to conducting its business lawfully and ethically. To ensure all VillageMD Team Members, including our physicians, clinical, technical, administrative and support staff adhere to the highest standards of legal and ethical conduct; to ensure uniformity in standards of conduct; and to ensure we continue working towards our organizational vision of building healthier, kinder communities, VillageMD has established this Code of Conduct as part of our Compliance Manual. In addition, the VillageMD Board of Directors has appointed a Compliance Officer who is responsible for overseeing VillageMD's compliance activities.

Doug Goggin-Callahan
Chief Compliance Officer
121 Chanlon Road, New Providence, New Jersey 07974
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This Code of Conduct established the general policies and procedures with which all VillageMD Team Members must comply, even if they are only indirectly involved in the regulated activity. VillageMD policies and procedure are applicable to our relationships with government agencies and authorities, and with private payors. While our policies and procedures cannot cover all situations that VillageMD Team Members may encounter, VillageMD Team Members are encouraged to contact the Compliance Department (email: compliance@summithealth.com; phone: 1-908-277-8686).

Promotion of and adherence to this Code of Conduct and to our Compliance Manual are criteria used in evaluating the performance of VillageMD Team Members. Violations of our policies and procedures will be addressed as stated in the Compliance Manual or in the policy or procedure violated.

The Code of Conduct may be revised from time to time as VillageMD deems appropriate. Any questions regarding the Code of Conduct or the Compliance Manual be directed to the Compliance Department or directly to the Compliance Officer.

COMPLIANCE WITH THIS CODE OF CONDUCT IS A CONDITION OF CONTINUED EMPLOYMENT OR OTHER ENGAGEMENT WITH VILLAGEMD.

THIS CODE OF CONDUCT IS NOT A CONTRACT OR EMPLOYMENT NOR IS IT INTENDED TO GIVE EXPRESS OR IMPLIED RIGHTS OF CONTINUED EMPLOYMENT OR ENGAGEMENT BY VILLAGEMD.

QUALITY OF CARE

VillageMD is committed to providing patients with the care and services necessary to attain and maintain the patient's physical, mental, and psychosocial well-being. VillageMD will continuously monitor its performance against recognized standards. Any concern discovered by or brought to the attention of VillageMD will be addressed. If appropriate, changes will be made to policies and procedures and will be reflected in VillageMD's training and educational programs.

ETHICAL AND LEGAL COMPLIANCE

COMPLIANCE:
VillageMD Team Members are expected to always engage in ethical and legal conduct. VillageMD Team Members must comply with applicable federal, state, and local laws; government healthcare reimbursement program requirements, and private reimbursement program requirements to which VillageMD is bound under lawfully executed contracts. VillageMD Team Members must comply with this Code of Conduct, the Compliance Manual, and our policies, procedures, and protocols adopted by VillageMD.

TRAINING & EDUCATION:
To ensure compliance, all VillageMD Team Members are expected to attend and/or complete compliance education and training sessions designated for their areas of responsibility and job titles in a timely manner. All VillageMD Team Members must complete Compliance Training at hire, as needed, and annually by the deadline set forth by Compliance and the Learning and Development Department. Failure to complete training in a timely fashion may result in disciplinary action.

REPORTING:

VillageMD strongly encourages open communication and direct access to the Compliance Officer. If VillageMD Team Members suspect or become aware of illegal unethical behavior or a violation of the Code of Conduct, Compliance Manual, or company policies and procedures, VillageMD Team Members must report it immediately to their supervisor, manager, Human Resources and/or VillageMD's Compliance Officer.

VillageMD takes all reports of non-compliance seriously and all reports made in good faith may be made without fear of retribution, retaliation, or intimidation. VillageMD will maintain, to the fullest extent of the law, the confidentiality of any individual reporting misconduct. Confidentiality cannot be guaranteed as requirements of applicable law and the circumstance associated with the misconduct may require or result in disclosure.

Reports to the Compliance Office or the Compliance Department may be made in person, by email, by mail, or via our Compliance Hotlines (by phone or online). The reporter is encouraged to provide as much information as possible to assist in the investigation of the concern.

Company	Hotline Email	Hotline Phone Number	Compliance Dept
VillageMD, Village Medical, Summit Health, WestMed, NJU, Starling	www.hotline-services.com	1-855-252-7606	compliance@summithealth.com 1-908-277-8686
CityMD	www.lighthouse-services.com	1-855-252-7606	compliance@summithealth.com 1-908-277-8686

It is VillageMD's policy that no Team Member will be disciplined for reporting in good faith what is reasonably believed to be an act of wrongdoing or a violation of law, the Code of Conduct, the Compliance Manual, our policies or procedures, or contractual obligations. However, Team Members may be subject to disciplinary action if it is reasonably determined that the report of wrongdoing was knowingly fabricated, distorted, exaggerated, or minimized to either injure someone else or to protect others. Team Members whose report of potential misconduct contains admissions or personal wrongdoing will not be guaranteed protection from

potential disciplinary action. The fact of an admission, however, as opposed to deliberate non-reporting will be taken into consideration in connection with making a disciplinary decision; and depending on all the relevant circumstances, may result in a lesser disciplinary action than would have resulted in the event of non-reporting.

While all VillageMD Team Members are expected to comply with the Code of Conduct, those in a leadership position, such as those in management or other positions of authority, are expected to serve as role models. Those in leadership positions are expected to ensure that those under their direction have the required information and guidance to comply with applicable laws, regulations, and policies to resolve ethical dilemmas. Those in leadership positions must strive to promote an appropriate standard of ethical and legal work performance.

INVESTIGATION:

It is the responsibility of the Compliance Officer to ensure that each report of potential violations, in whatever form received, is appropriately documented, and promptly investigated. It is the responsibility of the Compliance Officer to ensure that an objective and an informed version of the facts is uncovered during the investigation, and that each matter investigated is brought to a satisfactory conclusion.

The Compliance Officer will keep VillageMD's Board of Directors informed of the reports received and the investigations conducted. If the report received involves or implicates the Compliance Officer in any way, the Compliance Committee will be responsible for promptly investigating and bringing the matter to a satisfactory conclusion.

All VillageMD Team Members are expected to fully cooperate in all internal and external investigations.

CORRECTIVE ACTION:

VillageMD does not promote or condone unethical conduct or criminal activity in any context. VillageMD recognizes that laws, regulations, rules, and policies applicable to VillageMD Team Members are complex and often subject to

interpretation. VillageMD also understands that mistakes may occur. Accordingly, the Compliance Officer, with the assistance of the Compliance Committee, is charged with the obligation to assess all relevant facts and circumstances surrounding reported misconduct and to recommend appropriate corrective actions. Such corrective actions may include further training and education, amendment or clarification of policies and procedures, creation of new policies and procedures. Corrective actions may also include disciplinary action for the Team Members involved in the misconduct ranging from a notice to file, to termination of employment, if appropriate, and referral to government authorities for further action. VillageMD Team Members are expected to cooperate fully with all corrective actions adopted by VillageMD.

Based on reports to the Compliance Department, Compliance will make all appropriate and necessary reports regarding potential Fraud, Waste, and Abuse and compliance infractions to:

- Government Agencies
- Payors
- Third Party Partners

WORKPLACE CONDUCT

USE OF COMPANY PROPERTY:

As a rule, VillageMD Team Members are expected to use VillageMD's assets, including time, materials, supplies, equipment, information, and other resources in a prudent and effective manner for business related purposes only. The use of VillageMD assets for community or charitable purposes, or for personal uses, must be approved in advance by supervising VillageMD Team Members. Any use of VillageMD assets for personal or financial gain unrelated to VillageMD business is prohibited.

GIVING COURTESIES TO PATIENTS OR REFERRAL SOURCES:

VillageMD does not seek to gain an improper advantage or favorable treatment by offering business courtesies, such as entertainment, meals, transportation, fee services, lodging, or other remuneration to patients, referral sources, or purchasers

of our services. To avoid even the appearance of impropriety, VillageMD Team Members must not provide gifts or promotional items of more than nominal value to any patient, potential patient, or referral source.

VillageMD may, from time to time, adopt policies concerning professional courtesies for VillageMD shareholders, Team Members, contractors, and others. It is imperative that any such policy be carefully drafted to comply with federal and state laws and regulations. Currently, no VillageMD policy applies or can apply to beneficiaries of any federal health care benefits programs, such as Medicare and Medicaid, unless there is a good faith showing of financial need. Any VillageMD Team Member who has a concern or question concerning such policies should contact the Compliance Officer.

AVOIDING ABUSES OF TRUST

CONFLICT OF INTERESTS and DISCLOSURE:

All VillageMD Team Members are expected to avoid engaging in any activity that might interfere or appear to interfere with the independent exercise of professional judgement, such as when a VillageMD Team Member's personal interests conflict with the best interests of VillageMD, VillageMD's patients or business partners.

A conflict of interest may arise if personal interests or outside activities influence or appear to influence the ability to make objective decisions related to job responsibilities. VillageMD Team Members with decision-making authority, including shareholders, physicians, managers, and supervisors must disclose actual and potential conflicts of interest to the Compliance Officer, who will bring such disclosures to the VillageMD Board of Directors. Failure to disclose a conflict of interest may lead to disciplinary action, up to an including termination from employment. All potential and actual conflicts disclosed will be reviewed, and if a conflict is determined to exist, appropriate action will be taken.

GIFTS FROM PATIENTS:

Patients and their families may occasionally wish to make gifts to VillageMD Team Members as a token of appreciation. By accepting such gifts, VillageMD may give rise to expectation of favored status or preferential treatment, give the impression to others that VillageMD favors a patient or that VillageMD is taking advantage of a patient.

Accordingly, VillageMD Team Members must consider the circumstances before accepting any gift and must consult with the Compliance Officer or his/her designee before accepting any gift that could be considered extraordinary or otherwise unreasonable under the circumstances. VillageMD Team Members may not accept any gift offered in exchange for any type of favorable treatment or advantage, monetary gifts, or any gift that is extraordinary or otherwise unreasonable under the circumstances.

At no time may VillageMD Team Members solicit or encourage any gifts from the patient or the patient's family/legal representative.

VillageMD may, from time to time, adopt policies and procedures concerning gifts from patients or the patients' family/legal representatives.

BUSINESS COURTESIES:

VillageMD Team Members may not accept anything of value from someone doing business with VillageMD if the business courtesy is offered or appears to be offered in exchange for any time of favorable treatment of advantage. To avoid even the appearance of impropriety, VillageMD personnel may not accept any gift or promotional items of more than the nominal value without the expressed approval of the Compliance Officer. Gifts received that are valued more than $10 per item or $50 in the annual aggregate must be reported to the Compliance Officer.

Business courtesies may not be solicited under any circumstance. Business courtesies may not be accepted from or offered to anyone in exchange for or to influence the referral of patients or other reimbursable business from or to VillageMD. All business dealings must be the result of usual and proper business consideration. Business dealings must never be the result of undue influence exerted by or special favors bestowed by vendors or potential vendors. VillageMD

Team Members must never give to or receive from any vendor or potential vendor any bribe, kickback, or other unusual payment. Federal and state laws/regulations specifically prohibit the offer or acceptance of a bribe, kickback, other thing of value in exchange for or to induce a referral or other business.

BUSINESS PRACTICES

RELATIONSHIPS WITH VENDORS:

VillageMD will manage its vendor relationships in a fair and reasonable manner, consistent with all applicable laws and regulations. VillageMD's selection of vendors will be based on objective criteria including quality, technical excellence, price, delivery, adherence to schedules, services provided, and maintenance. Selection of vendors with which VillageMD conduct business will not be based exclusively on personal relationships to the vendor. VillageMD expects its Team Members to maintain ethical conduct when engaging in business practices, such as source selection, negotiation, determination of contract awards, and administration of purchasing activities.

GOVERNMENT CUSTOMERS:

VillageMD is a party to numerous contracts and subcontracts with state and federal programs and/or agencies, such as provider contracts wherein VillageMD provides services to or on behalf of the Medicare program. It is essential all VillageMD Team Members are knowledgeable of, and comply with all applicable laws, rules, regulations of all such government agencies. Billing Team Members must also comply with VillageMD's policies and procedures regarding billing and reimbursement. Any VillageMD Team Member who may have concerns or questions concerning compliance with any government contract or subcontract should report the concern or question to the Compliance Officer.

KICKBACKS AND OTHER INDUCEMENTS:

VillageMD Team Members shall not solicit, offer, receive, or pay any financial inducement, gift, payoff, kickback, or bribe to induce, influence, or reward favorable decisions by governmental personnel/representatives, customers, contractors or

vendors in a commercial transaction, or any person in a position to benefit VillageMD or its Team Members directly or indirectly. VillageMD Team Members shall not make or offer payment or provide any other thing of value to another person with the understanding or intention that such payment or remuneration is to be used for an unlawful purpose.

FRAUD, WASTE, AND ABUSE:

VillageMD is committed to detecting, preventing, and correcting Fraud, Waste, and Abuse (FWA) in compliance with all state and federal regulations and laws. All workforce members have an affirmative duty to adhere to accurate billing standards and promptly report any known or suspected noncompliance, ethical concerns, or FWA through management, our Compliance Officer, or our confidential and anonymous Compliance Hotline which are noted in reporting section above. We maintain a strict zero-tolerance policy against retaliation and any individual who reports a concern in good fair or participates in an investigation is fully protected from discrimination, intimidation, or adverse action. All reported issues are investigated promptly and thoroughly, with appropriate corrective action taken.

BILLING AND FINANCIAL REPORTING:

VillageMD is committed to ensuring that our billing and reimbursement practices comply with all federal and state laws, regulations, guidelines, and policies and all bills and claims are accurate reflecting current payment methodologies. VillageMD is committed to ensuring that all patients receive timely bills and that all questions regarding billing are answered. VillageMD Team Members must use their best effects to prevent and, if appropriate, to report errors, improprieties, or suspicious circumstances in billing that could violate applicable laws, regulations, or any of VillageMD's policies or procedures.

VillageMD Team Members shall be honest and accurate in coding for services rendered, filing claims for reimbursement, seeking payment for services rendered, and maintaining financial records. VillageMD Team Members shall not submit false, fraudulent, or misleading bills or claims to patients, government entities, or third-party payors (i.e., bills or claims for services not provided or that characterize the service differently from the actual service or that do not otherwise comply with applicable program or contractual requirements), or make false representations to

any person or entity in order to gain or retain participation in a program or to obtain payment for any service provided to a patient.

VillageMD does not knowingly contract with, employ, or bill for services rendered by an individual or entity that is:

1. Excluded or ineligible to participate in federal or state healthcare programs;
2. Suspended or debarred from federal or state health care programs;
3. Suspended or debarred from federal or state government contracts; or
4. Has been convicted of a criminal offense related to the provision of health care, items, or services; and
5. Has not been reinstated in the federal or state health care program after a period of exclusion, suspension, debarment, or ineligibility.

VillageMD Team Members shall immediately report to the Compliance Officer any information they possess concerning the exclusion, suspension, debarment, or other ineligibility of VillageMD Team Members or third-party individuals or entities with which VillageMD is or is considering a business relationship.

MARKETING AND ADVERTISING:

VillageMD may engage in marketing and advertising activities to educate the public, increase awareness regarding services, and to recruit personnel. VillageMD will present only truthful, non-deceptive information in marketing materials. VillageMD Team Members shall be honest in communications with patients and their families, attorneys, auditors, investigators, and with those with whom VillageMD does business. VillageMD Team Members shall not make any misleading statements about our services or products or those of its competitors.

MEDICAL RECORDS & BUSINESS INFORMATION

CONFIDENTIALITY AND PRIVACY:

Confidential information includes, but is not limited to, medical records; patient lists; clinical information; pricing and cost data; financial data; research data;

strategic plans; business methods; marketing strategies; employee lists and data; supplier and subcontractor information; and computer software.

VillageMD Team Members may access confidential information, including patient information, but only as necessary to conduct job-related activities. VillageMD Team Members are expected to keep all such information confidential. VillageMD Team Members shall abide by all VillageMD policies and procedures concerning confidential information and all applicable laws and regulations that regulate the privacy and security of such information, including the Health Insurance Portability and Accountability Act of 1996 ("**HIPAA**") and the Health Information Technology for Economic and Clinical Health Act of 2009 ("**HITECH**").

MAINTENACE:

VillageMD Team Members shall ensure the integrity and accuracy of VillageMD's documentation and records. Medical records and business information will be created, maintained, retained, and destroyed only in accordance with applicable laws and regulations and VillageMD's policies and procedures.

ACKNOWLEDGMENT PROCESS

VillageMD Team Members are expected to read and comply with this Code of Conduct. All VillageMD Team Members are expected to seek answers to their questions about the provisions of the Code of Conduct from the Compliance Officer.

REVISION HISTORY:

Revision History			
Version	**Action**	**Approval Authority**	**Action Date**
1.0	Code of Conduct	Compliance Dept	04/09/2024; 10-16/2026