



Standards of Business Conduct



A message from Byron Jobe

Ethics start inside: a belief and a corresponding commitment to do the right thing for individuals and society as a whole. It is the essence of health care and the core of how Vizient operates.

Our Standards of Business Conduct are foundational principles for how we think and act day to day. From employee to Board director, we are responsible for modeling the company's values and demonstrating ethical practices in all aspects of our business.

On behalf of Vizient, I thank you for upholding our standards for the benefit of our members, their patients and communities nationwide.

A handwritten signature in black ink, appearing to read "Byron Jobe".

Byron Jobe
President and Chief Executive Officer

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Introduction: our purpose, mission and values

We have refined our mission to define the value we bring:

Vizient enables providers to innovate and accelerate the delivery of high-value care by aligning cost, quality and market performance.

Vizient is the nation's leading health care performance improvement company.

We serve more than half of the health care organizations across the United States – from large integrated delivery networks and academic medical centers to community hospitals, pediatric facilities and non-acute care providers.

Values

At Vizient, we adhere to a set of values that drives both the performance of our organization and the exceptional experience we want to provide for members and each other.

Our values are more than words. They are cultural cornerstones for how we engage each other, flex to the needs of any situation and align together to elevate performance.

These permission-to-play values are our baseline expectations, and all employees must demonstrate these in daily interactions.

- **Respect:** Treat others as you would like to be treated
- **Integrity:** Operate with unwavering honesty, ethics and trustworthiness
- **Service:** Diligently meet the needs of others
- **Judgment:** Make wise decisions

A healthcare company with deep roots

Our legacy companies have a combined history of innovation and industry firsts. View each milestone to learn how we've paved new roads in the healthcare industry for nearly forty years.

1977

VHA® created

On October 9, Voluntary Hospitals of America Inc. (VHA) is incorporated in Delaware with 30 member hospitals.

1979

Start of group purchasing organization for supply contracting

Agreement with American Hospital Supply Corp. establishes contracting business for member benefit.

1982

Reinforcing local presence, national strength

Working with Abbott-Northwestern Hospital and other Minnesota hospitals, first regional office opens and becomes a model for member collaboration and networking.

1984

Entry into private labeling

VHA is the first alliance to venture into private labeling, launching the VHA PLUS® brand, a co-labeling effort with VHA suppliers.

1984

University HealthSystem Consortium® formed

27 nonprofit medical centers come together to form University HealthSystem Consortium.

1986

Using data to improve productivity and enhance patient care

Earliest analytics activities pioneered with comparative data analysis and exchange with the Data Comparison Reporting System and Clinical Financial Information System.

1992

Connecting health care leaders across the country

First VHA Leadership Conference brings supply, clinical and operational leaders together for education and networking.

1997

VHA and University HealthSystem Consortium launch supply chain joint venture: Novation®

By aggregating purchasing volume, contracting and distribution services, Novation becomes the industry's largest supply company, generating greater member value.

2005

Promoting clinical and supply integration through innovative gainsharing model

VHA acquires Goodroe Healthcare Solutions, creating a platform to engage members and physicians in discussions about supply cost reduction and clinical quality.

2007

Expanding to non-health care markets with a new name: Provista

HealthCare Purchasing Partners International, owned by VHA and the University HealthSystem Consortium, changes its name to Provista to reflect expansion to the education market.

2010

Investing to improve transparency across the health care supply chain

Novation invests \$40M in building industry-leading data and analytic capabilities.

2012

Creating a new level of value with leading organizations

The Child Health Corporation of America (now Children's Hospital Association) selects Novation as its primary group purchasing partner.

2013

Strengthening hospital and supplier relationships with industry's first online direct contracting source: aptitude

VHA and University HealthSystem Consortium introduce aptitude as the industry's first online direct contracting market, fostering mutually beneficial and committed purchasing relationships between hospitals and suppliers.

2013

Excelerate is created

VHA and Cleveland Clinic introduce Excelerate, a joint venture LLC, to transform the traditional group purchasing approach into a strategic sourcing model.

2015

VHA, University HealthSystem Consortium, Novation become Vizient

Vizient enters the market, offering superior access to advanced analytics, collaboration networks, contracting and industry-leading practices.

2016

Vizient acquires MedAssets SCM and Sg2

In a bold move to advance industry leadership, Vizient acquires MedAssets' Spend and Clinical Resource Management segment (SCM), which included Sg2 health care intelligence. This further strengthened core capabilities in health care supply chain procurement, market intelligence, strategic analytics and comprehensive consulting services.

2020

Vizient acquires Soriant

Vizient acquired health care consulting firm Soriant to extend the capabilities of our Purchased Services solutions.

2021

Vizient completes acquisition of Intalere

Vizient acquires Intalere, which enables our organization to further meet the growing needs of our diverse membership and customer base, including academic medical centers, health systems, community hospitals, rural hospitals and ambulatory care providers.

Integrity:

Operate with unwavering honesty, ethics and trustworthiness



Standards of Business Conduct

Our Standards of Business Conduct are the set of values, principles and expectations we define for ourselves and to which we hold employees and management accountable. They go above and beyond what the law requires or what others may do—and align the organization with our permission-to-play value of integrity.

These Standards of Business Conduct:

- Clearly define our values and principles as a company
- Introduce some of the laws and regulations that we must follow
- Set clear expectations for our employees and the part we all play in fulfilling these values and principles
- Give each of us guidance on how to make the right decisions that are consistent with our standards
- Identify resources to report concerns and provide guidance on the company's nonretaliation policy

Whenever you are at work, representing the company in an official or unofficial capacity, your actions represent the company and help form the image that both employees and those outside our organization have of us.

Policies and procedures

We have corporate policies and procedures (collectively, the policies and procedures) that address in greater detail many issues covered by these standards as well as other topics not addressed here. Our standards are not intended to recite all of the policies and procedures that apply to you or every law that applies to our business, but help us to maintain an honest, ethical and trustworthy organization. However, guidance on specific policies is available by visiting our internal website. We encourage employees to visit the company intranet periodically to find the most current policy information. Failure to comply with these standards or the policies and procedures may result in disciplinary action, up to and including termination of employment.

Our responsibility: Each of us is responsible for reviewing, understanding and complying with the company's policies and procedures.

Compliance with all laws and regulatory requirements

All employees are expected to comply fully with all applicable federal, state and local laws and regulations. In addition to potential civil and criminal penalties against individual employees and the company, violations of law can compromise our reputation and our ability to conduct business.

Because of the governmental scrutiny and regulation in the health care and group purchasing industries, it is critical that we conduct business in line with these standards and with the utmost sense of ethics and integrity to avoid even the perception of impropriety.

Our responsibility: Each of us must ensure that all activities in which we engage comply with applicable laws and regulations. If you have any doubt, you should speak with a member of the compliance or legal departments.

GPO contracting process

We use a high-integrity, open and competitive contracting process for our group purchasing organization (GPO) related contracts. The primary objectives of this contracting process are to promote a truly voluntary group purchasing program, maintain an integrity-driven bid process that fosters a competitive marketplace, ensure fair and equitable treatment for all suppliers and promote transparency.

Our responsibility: Those responsible for facilitating or approving GPO contracts are required to follow the appropriate contracting process.

See Contracting Process Toolkit, Contracting Standards and other related policies.

Conflicts of interest

We must, at all times, preserve and protect the integrity and independence of all decisions affecting the company so that the interests of the company, and not those of any individual, prevail. The mere appearance of a conflict of interest or a breach of confidence can often be as serious as an actual conflict and can result in irreparable damage to the company and our reputation.

Our responsibility: We all must avoid situations that may cause an actual or perceived conflict of interest. We must ensure that business decisions are free from any actual or perceived conflict of interest. If you are ever confronted with a potential conflict of interest, you should speak to your supervisor or a member of the compliance or legal departments.

See Conflicts of Interest and Meeting, Events and Member Interaction policies.

Political contributions

We encourage employees, as private citizens, to participate in the electoral process. This includes making contributions to political causes of their choice, outside of business hours. Federal law prohibits corporations from making contributions or spending money to influence federal elections.

Our responsibility: If you ever become aware of any political contributions made at the company’s expense, you are individually responsible for reporting them to the public policy department.

See Conflicts of Interest policy.

Business meals and entertainment

Business meals and entertainment can constitute inappropriate inducements that violate our policies and procedures as well as applicable laws and regulations. In accordance with our policies and procedures, employees may provide or accept reasonable meals and business entertainment that are not intended to influence the outcome of any phase of a contracting decision or other business decision.

Our responsibility: We should use sound judgment regarding participation in recreational or social outings and/or any other type of business entertainment, and we must take care to avoid even the appearance of impropriety.

See Conflicts of Interest, Meeting, Events and Member Interaction, and Travel and Expense policies.

Gifts

Except in certain limited circumstances, we prohibit employees from giving gifts to or receiving gifts from members or suppliers. In accordance with our policies and procedures, you may give or receive gifts of nominal value that are not intended to influence the outcome of any phase of a contracting decision or other business decision. This also means you may not use your own money to provide gifts.

Our responsibility: Any gifts provided to or received from members, suppliers, or other vendors must be in line with our policies and procedures. The gift or receipt of cash or cash equivalents (i.e., gift cards) is prohibited.

See Conflicts of Interest and Meeting, Events and Member Interaction policies.

Maintaining our integrity		
<ul style="list-style-type: none"> • Set the tone by establishing company values • Provide a hotline and keep policies clear and accessible • Maintain a strict nonretaliation policy 	<ul style="list-style-type: none"> • Model the Vizient values • Be aware and listen • Maintain an open-door policy and encourage employees to voice concerns and ask questions • Escalate issues, as necessary 	<ul style="list-style-type: none"> • Understand and follow the company values • Be aware and listen • Be willing to speak up and raise concerns
Company’s role	Manager’s role	Employee’s role

Charitable contributions and promotional activities

Company employees must route any charitable contribution made in the company's name through the community outreach department before making such charitable contribution to another person or organization. This includes any contributions expensed through the company or paid for by the employee without reimbursement.

Our responsibility: Any charitable contribution you make on the company's behalf must be reviewed and approved by the community outreach department prior to you making the contribution.

See Conflicts of Interest and Meeting, Events and Member Interaction policies.

Intellectual property

Trade secrets and other types of intellectual property provide our company with a competitive advantage. Patents, technical knowledge, know-how, trademarks, service marks, company names, supplier lists, member lists, copyrights and other trade secrets are valuable assets, and protecting them is essential to our continued business success.

Our responsibility: An employee who becomes aware of any misuse of the company's intellectual property must immediately notify his or her supervisor and our legal department. You are also expected to respect the intellectual property of others and refrain from infringing upon valid patents, trademarks, service marks, copyrights or other intellectual property not owned by or licensed to our company. If you have questions about whether using certain material violates the intellectual property of our company or others, you should contact our legal department for guidance.

See Intellectual Property policy.

Confidentiality

In the course of your employment, you will have access to and possess confidential and proprietary documents related to our company, members and suppliers. You may not divulge such information to any third party or use such confidential or proprietary information for your personal advantage, under any circumstances, except as necessary for the normal course of business, required by law or as directed by our legal department.

Our responsibility: We are all required to maintain the confidentiality of the company's proprietary information.

See Conflicts of Interest policy.

Recordkeeping and document retention

The company's Records Management policy relates to the creation, maintenance, retention and destruction of corporate documents. This includes but is not limited to member agreements, accounting and finance records, information technology-related data, supplier contracts, correspondence and bid materials.

Our responsibility: We are each required to review, understand and adhere to all recordkeeping and document retention policies.

See Records Management policy.

Litigation holds

In certain circumstances, the company may become involved in litigation or other matters requiring the special preservation of certain documents. In such instances, our legal department will notify all affected employees requesting preservation of all records relating to a specific event. In the event of a conflict between a litigation hold and the Records Management policy, the litigation hold will govern.

Our responsibility: Each of us must comply fully with all litigation holds. If you have any doubt whether you are required to retain a document pursuant to a litigation hold, preserve the document and contact our legal department for guidance.

See Records Management policy.

Travel- and business-related expenses

Entertainment, meals and travel expenses reported on expense reports must have a legitimate business purpose and not be lavish or extravagant.

Our responsibility: It is incumbent upon each employee to review, understand and adhere to all policies related to travel- and business-related expenses. Further, you should record business expenses promptly, completely and accurately through our expense reporting system in accordance with our policies and procedures.

See Travel and Expense policy.

Use of company resources

The company provides property, including systems, supplies and equipment, intended to assist you in the performance of your job responsibilities. This allows us to serve members' needs effectively and conduct business in an efficient and professional manner.

Our responsibility: Our assets are intended to be used for legitimate business purposes of the company. As a result, while incidental and occasional personal use is permitted, it should never be disruptive or interfere with the conduct of company business or employee performance, nor should it create or appear to create a conflict of interest.

Inquiries from the media, financial analysts or market researchers

During your employment, you may receive inquiries from the media, financial analysts or market researchers. Our public relations staff is solely responsible for coordinating a response to these types of inquiries or requests.

Our responsibility: Please direct all media contact, inquiries and requests for interviews to an appropriate member of the public relations department. If you receive email solicitations from unfamiliar parties requesting information about our business or our industry, do not respond until you receive guidance from our public relations department.

Inquiries from the government

The health care and group purchasing industries are highly regulated. Among the many requirements the company must follow, we are required to (1) compile and maintain numerous records and other information; and (2) provide information and file reports with governmental agencies and other parties. We require all employees who compile, maintain or prepare information, records or submissions for governmental agencies or other parties to do so promptly, accurately and with the highest integrity.

Our responsibility: Inquiries from any governmental agency should be forwarded promptly to our legal department for handling.

Insider trading

Insider trading is prohibited by federal law. The act of insider trading occurs if you become privy to nonpublic information about a public company we do business with, and then use that information to trade stocks or other securities for the purpose of financial gain. We strictly prohibit this type of activity.

Our responsibility: We shall comply with all insider trading laws. Seek guidance from our legal or compliance departments if you have questions regarding compliance with this standard.

Vizient social media channels



Vizient, Inc.



Vizient, Inc.



@VizientInc
@VizientIncJobs



Vizient, Inc. videos

Social media

The company understands and respects that employees use social media for personal purposes. Social media can be used for business purposes and can shape the way the public views the company, products, employees, vendors, partners and members. Although we respect employees' personal use of social media and the right to self-expression, we are also committed to ensuring that the use of social media serves the needs of our business by maintaining the company's identity, integrity and reputation in a manner consistent with our values and policies.

Even if your social media activities take place completely outside of work, what you say can influence your ability to conduct your job responsibilities, your teammates' abilities to do their jobs and the company's business interests. Therefore, all social media communication in which an individual is representing the company or acting in his or her capacity as a company employee is an official company communication and must be approved by our strategic communications team.

Our responsibility: Always be fair and courteous and refrain from using statements, photographs, video or audio that infringe on the rights of others or could be viewed as malicious, harmful, embarrassing, profane, obscene, discriminatory, threatening or intimidating.

See Social Media policy.

Anti-corruption and bribery

We are committed to conducting business transactions and practices in compliance with the federal Anti-Kickback Statute and similar state laws. The company also conducts any operations and activities outside the United States in compliance with the letter and spirit of the Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act, which prohibit U.S. companies and individuals (as well as foreign subsidiaries of U.S. companies) from bribing foreign officials in exchange for receiving business. Specifically, employees are prohibited from giving, offering, soliciting or accepting anything that could be construed as a bribe, kickback or an illegal or unethical payment in connection with the company and its businesses.

Our responsibility: Employees should not offer or accept any form of a bribe or kickback from any individual or government official. Seek guidance from our legal and compliance departments if you have any questions or a situation arises in which you are confronted with this type of scenario. Also, remember that the company has a strict nonretaliation policy for reports made in good faith.

See Anti-corruption and Bribery policy.

Q&A

Question: The company has filed an application for a government permit that is essential to our business. The approval is taking longer than expected and there are concerns that the application may be rejected or substantially delayed. Is it acceptable to offer to pay the agent processing or approving our application \$1,000 to ensure that it is approved?

Answer: No. This would be an illegal bribe.

Respect:

Treat others as you would like to be treated



Employee relations

At our organization, we treat others as we would like to be treated by respecting each other and our diversity. Our work environment is intended to be inclusive, safe and nonthreatening. We have adopted policies and procedures to comply with applicable laws and ensure civility in the workplace.

Not all human resources policies and procedures are set out in our Standards of Business Conduct. For more information on all of these policies and procedures, please refer to the applicable human resources policies available on the company's intranet.

Equal employment opportunity

The company provides and promotes equal opportunity for all its employees and applicants for employment. Therefore, we do not tolerate harassment or unlawful discrimination on the basis of race, religion, color, creed, sex, age, national origin, disability, marital status, veteran status, sexual orientation, gender identity (including transgender), or any other legally protected characteristic. Our policies are intended to ensure that all company employees are treated equally, without consideration of any protected characteristic, in hiring, training, promotion, transfer, demotion, discipline, compensation, use of facilities, access to benefits and termination.

Our responsibility: We are required to adhere to all equal opportunity employment principles. You are encouraged to report any instances in which you feel you may have been a witness to or a victim of workplace discrimination.

See Equal Employment Opportunity policy.

Harassment and workplace violence

We are committed to providing employees with an environment that encourages efficient, productive and creative work. To demonstrate this commitment, we strictly prohibit workplace violence and sexual or other harassment of any employee by another employee or employees, contract personnel or vendors. Violence against, or harassment of, any employee that occurs in the workplace or in other settings in which our employees may find themselves in connection with their employment, is unlawful and will not be tolerated.

Additionally, the company prohibits the possession, use or distribution of weapons by anyone while on company premises, in accordance with applicable laws and regulations.

Remember, harassment is anything someone does that creates a hostile or intimidating work environment for one of our employees on the basis of a protected characteristic. This can happen in any aspect of the employment process or relationship. Some examples of harassment include:

- Making offensive jokes
- Posting offensive materials
- Using epithets or slurs
- Insulting someone
- Displaying offensive pictures, cartoons or other material
- Transmitting offensive or derogatory information
- Mocking or mimicking another's culture, accent, customs or appearance
- Making unwelcome physical contact
- Intimidating someone
- Threatening or committing actual violence
- Threatening termination of employment or change in employment status based on one of the protected characteristics above

Sexual harassment includes, but is not limited to:

- Unwelcome sexual advances
- Suggestions or requests for sexual favors
- Verbal or physical conduct of a sexual nature

Our responsibility: We must adhere to all policies and procedures that prohibit workplace violence and sexual or other harassment of any employee. You are encouraged to report any instance in which you feel you may have been a witness to or a victim of sexual harassment or workplace violence. Remember, the company has a strict nonretaliation policy for reports made in good faith.

See Anti-harassment policy.

Q&A

Question: Can I email an inappropriate joke to a work colleague if I think he or she will find it funny?

Answer: No. This is disrespectful and viewed as harassment.

Safety and security

We comply with all applicable environmental, health and safety laws. If you are involved in an accident or if you see any condition that may impact the safety of employees, contractors or visitors, please contact the human resources or risk management teams. The company is committed to resolving any unsafe practices or conditions in the workplace.

Our responsibility: Potentially unsafe work conditions or situations should be immediately reported to our risk management team.

See Work-related Injury and Accident Reporting policy.

Open-door policy

All supervisors and managers are expected to act as ethical role models and maintain an “open-door policy” permitting employees to voice concerns or ask questions related to company business. To encourage candid conversation between employees and their supervisors and ensure that employees’ concerns are addressed promptly, it is our policy that no employee be retaliated against for raising, in good faith, what he or she believes to be a genuine issue or concern.

Our responsibility: You are encouraged to voice any concerns or questions about company business directly to your supervisor. However, if your supervisor cannot help or is part of the problem, you are encouraged to speak with another member of management or our human resources team. You can also contact our compliance department with complaints or questions relating to our standards or the company’s compliance with governing laws and regulations.

Drug- and alcohol-free workplace

Our company is committed to protecting the health, safety and welfare of our employees and members by providing a work environment that is drug- and alcohol-free in accordance with applicable state and federal law. Accordingly, the unlawful or unauthorized possession, use or dispensing of controlled substances or alcohol is prohibited on company premises and at company-sponsored functions. Note that the prohibition of alcohol does not apply to appropriate use at company-sponsored functions or while engaged in company business away from company premises. However, any use should not interfere

with an employee’s job performance or create a potential safety risk to other people, the company or company property.

Our responsibility: You are required to comply with all applicable state and federal laws to maintain a drug- and alcohol-free environment. Furthermore, you are encouraged to report any instance in which you observe controlled substances or alcohol being illegally or inappropriately used or dispensed on company premises. Remember, the company has a strict nonretaliation policy for reports made in good faith.

See Alcohol and Drug-free Workplace policy.

Reporting violations

Duty to come forward

We are committed to open communication with our employees about ethical and legal issues. As an employee, you are expected to report any potential legal or ethical wrongdoing to your supervisor, management, or the legal or compliance teams. We strongly encourage you to speak up and ask questions if you have any concerns about compliance with the law, these standards or applicable policies and procedures. Remaining silent about an issue prevents the company from addressing the situation and may subject the company to liability. Speaking up about a concern also helps us maintain the ethical culture within our organization.

Investigation of complaints

We are committed to thoroughly investigating every inquiry and complaint an employee makes. Each complaint will be fully investigated on its merits and appropriate action will be taken, depending on the results of the investigation. It is important for our employees to understand that confidentiality obligations may prevent our compliance team from sharing the results of the investigation. However, please know that we take every complaint seriously and will do our best to keep you informed.

Knowing when to raise issues

We strongly encourage employees to ask questions or report any concerns they may have. You are also expected to bring to management’s attention any known instances of conduct that violate these standards, company policies

and procedures, or applicable laws and regulations. Furthermore, you should raise any concerns you may have as to whether proper procedures are being followed, even if you are not certain that legal or ethical standards are being violated. If you don't, the company may be unable to address the issue. It is also important that you make management aware if you believe resources or training are inadequate to enable employees to comply with legal standards applicable to the company.

Nonretaliation

We strictly prohibit harassment of or retaliation against any employee or person who, in good faith, reports a known or suspected violation of the law, these standards or company policies and procedures.

Subject to our obligations under applicable laws and regulations, as well as our need to investigate the issue, we take every step possible to ensure the confidentiality of our employees. Although coming forward will not immunize an employee from the consequences of his or her own misconduct, the employee's good-faith reporting of an incident will be protected.

Any employee who engages in malicious or false reporting of violations will be subject to discipline, up to and including termination of employment.

Any supervisor who engages in, or condones, any form of retaliation against an individual in response to a good-faith report of a violation or suspected violation will be subject to discipline, up to and including termination of employment.

Procedures for raising issues

Employees are encouraged to raise issues or concerns with their immediate supervisors. If you are uncomfortable approaching your supervisor for any reason, you may also speak with:

- Any member of our human resources team
- Any member of our senior management
- Any member of our compliance or legal teams

Alternatively, employees, members, suppliers and other interested parties may submit concerns through: (1) the company's compliance website, vizientinc.ethicspoint.com; or (2) the company's toll-free compliance hotline, (800) 750-4972. Both are available 24 hours a day, seven days a week. To ensure that you are not discouraged from filing a report, all reports remain confidential to the maximum extent possible; and you have the option to remain anonymous. To ensure confidentiality in reporting, all reports filed through these resources are managed by a third-party vendor and forwarded to our compliance team for review and investigation.

Compliance hotlines

- Managed by an independent third party
- Toll-free, available 24 hours/day, 7 days/week
- Callers may remain anonymous if they choose
- All reports are reviewed by the compliance department
- Vizient has a strict nonretaliation policy

Vizient: (800) 750-4972

aptitude: (855) 327-4484

Apexus: (877) 226-2332

Excelerate: (855) 419-3602

Online reporting option: www.ethicspoint.com

Compliance hotlines are used to report any potential ethical or legal wrongdoing.

Types of reports may include: vendor grievances, employee relations, harassment, fraud and abuse, conflicts of interest, etc.

Hotline review process:

Call received →

Compliance notified →

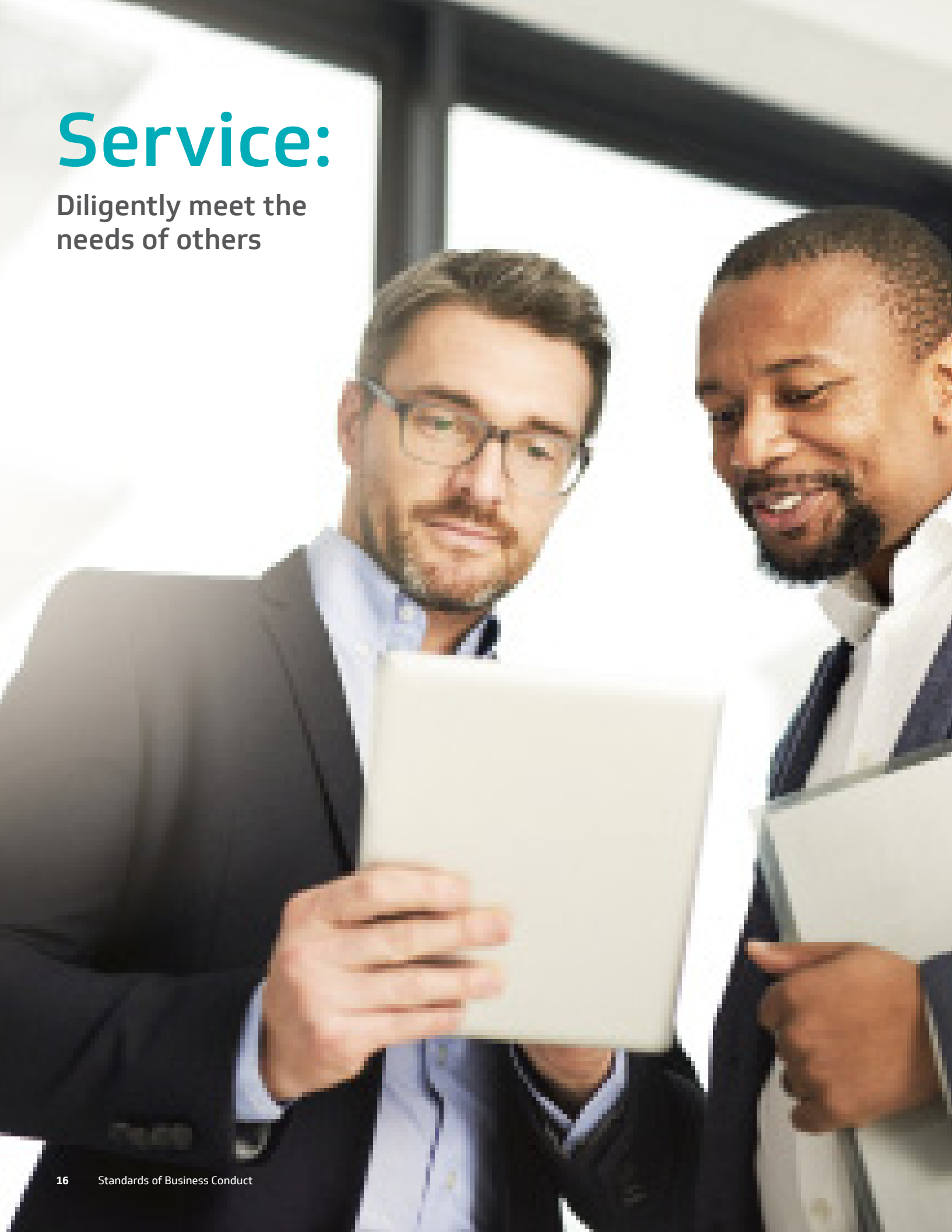
Investigation →

Resolution →

Case closed

Service:

Diligently meet the needs of others



Business and government relations

Advocating for Vizient and our members

We collaborate with several industry organizations in Washington, D.C., to promote our members' policy priorities to policymakers. In doing so, we will at all times represent ourselves with the highest ethics and integrity while vigorously defending our rights.

Antitrust

The company believes in succeeding on our merits and competing fairly in the marketplace and in accordance with all applicable laws and regulations. The company is required to respect the principles and rules of fair competition and is not permitted to violate applicable antitrust laws. The antitrust laws apply to all business arrangements, irrespective of their form, as well as to business conduct in general. The antitrust laws are complex and violations can result in severe penalties for both the company (e.g., substantial fines and penalties) and our employees (e.g., substantial fines and penalties and potential imprisonment). Accordingly, it is extremely important for the legal team to review and approve all agreements with members, suppliers, competitors or other third parties.

Health care fraud and abuse compliance

The company is committed to complying with all laws and regulations governing our group purchasing organization (GPO) activities, which are commonly referred to as the "GPO Safe Harbor." We have implemented specific practices to facilitate compliance, including written agreements with our members authorizing us to act as a purchasing agent for them. For additional information, contact the compliance or legal teams.

Business relationships

Our relationships with business partners, government authorities and members is always managed with the highest ethical standards and business practices.

Lobbying and other contacts with government officials

The company employs registered federal lobbyists and is registered under the Federal Lobby Disclosure Act. As a result, we are required to file periodic reports of time and expenses associated with contacts made with members of the U.S. Congress and some officials within the Executive branch. Failure to file such reports on a timely and accurate basis can result in the imposition of criminal and other penalties against the company. Consequently, all contacts with elected members of the U.S. Congress, their staff members and other officials of the administration (including employees of federal agencies) must be promptly documented and forwarded to our company's vice president, public policy and government relations. If you have questions about these restrictions or whether a proposed contact with a member of Congress or other government official must be reported, contact the SVP, public policy and government relations, or the chief legal officer.

Supplier sponsorship

We must avoid any appearance of impropriety that may arise from the perception of special treatment of current or prospective suppliers that are, or seek to be, sponsors of sponsored activities. The company has developed policies intended to ensure that all sponsorship activity is treated fairly and in accordance with applicable laws and regulations.

See Supplier Sponsorship policy.

HIPAA and HITECH Act

The company provides a wide variety of offerings and services to our member hospitals. In providing some of these services, some employees may have access to sensitive health information, and data protected by the Health Insurance Portability and Accountability Act (HIPAA) as well as the Health Information Technology for Economic and Clinical Health (HITECH) Act. Whether we are providing clinical improvement consulting services, hosting member forums, aggregating and/or deidentifying patient data, or performing other types of data analysis on behalf of our health care member organizations, we must always protect the confidentiality of all types of health-related information entrusted to us, particularly protected health information (PHI). We are committed to handling such information with the greatest possible sensitivity and protection. Our members depend on us to use and safeguard such information appropriately, and agreements with our members (as well as state and federal laws) may limit how we use and disclose such information. For more information, contact the compliance team.

See Privacy and Security policies.

Good to know

The Vizient public policy and government relations team engages with Congress and the administration through direct advocacy and working through coalitions in Washington. With letters, regulatory comments and other activities, Vizient works to form constructive relationships with lawmakers in both parties in the House and Senate, as well as with regulatory agencies and administration officials.

Vizient is most closely engaged in matters of health care reform, drug pricing, drug shortages and the 340B Drug Discount Program.

To see past advocacy initiatives and public comments, visit our website: www.vizientinc.com/About-us/Public-policy/Advocacy

Corporate social responsibility

Our commitment

We believe that our commitment to a culture of ethics extends well beyond our own internal practices and that our company as a whole also must uphold its social responsibility to our members, suppliers and communities. We lead by example through initiatives like those in the following descriptions. Our company operates from a dynamic set of values that inspire us to act as good corporate citizens and to embrace the knowledge, skills, cultural perspectives and experience of others.

Social responsibility and our sustainability vision

We will take to new levels our commitment to community, pledge to ethical leadership and desire to become an indispensable partner. The plan models and enhances the distinctive competence of our stakeholders, including employees, members, community partners and suppliers who are dedicated to building better, stronger, healthier communities.

Our program includes the following integrated set of environmental, social and governance categories:

- Environmental: energy, waste, water, climate and pollution
- Social capital: community engagement, volunteerism and philanthropy
- Human capital: labor practices, inclusion and diversity, talent development and employee engagement
- Business model and product stewardship: supply chain and environmentally preferred purchasing
- Leadership and governance: oversight, lobbying and business ethics

Environmental stewardship

We care about the environment and the communities of our employees, members and suppliers. Corporate social responsibility is a strategic commitment for the company, as can be seen in our sustainability report, published at vizientinc.com.

Our company is committed to reducing our environmental footprint and supporting business partners who work to reduce waste to improve the health of the communities they serve. The company's longstanding commitment to environmentally responsible practices has been repeatedly recognized by leading environmental advocacy groups.

Charitable contributions and volunteer activities

We are committed to supporting charitable causes in the communities where our employees live, work and serve. In this regard, we support various programs designed to create healthier communities, and we match our employees' volunteer time with employee-directed investments in community projects. In addition, we support the efforts of our employees to participate in volunteer activities with an annual CEO-led day of service. At management's discretion, we also allow employees up to five days off work to volunteer in the community.

Innovative technology

We are committed to ensuring that our members have access to savings on, and information about, new and potentially innovative health care technology. We are able to meet these needs by:

- Providing an online forum for our members and health care vendors to exchange information about health care technology
- Inviting suppliers to submit products for consideration for an Innovative Technology award

Quality assurance

One of our top priorities is to select and promote manufacturers that provide safe, effective, readily available and cost-effective products for use by member institutions. To deliver on this commitment, we evaluate every incumbent supplier and potential new supplier to ensure that it has no prior record of exclusion or debarment by the federal government. We also review suppliers' regulatory history of U.S. Food and Drug Administration inspections, agency observations and product recalls. Our member councils or task forces also evaluate suppliers.

In addition, we have a Quality Assurance Program in place whereby we monitor suppliers' quality and regulatory performance, overall industry standards and, where appropriate, proactively notify members of any material quality or regulatory issues or trends.

We do not manufacture, label, package, repackage, maintain, inventory, sell, distribute or control specifications for any product. All such activities are the sole responsibility of the product's manufacturer, distributor or other seller.

Supplier Diversity Program

The mission of our Supplier Diversity Program is to help our members champion inclusion in their supply chains and accelerate economic growth in local communities through the engagement and empowerment of high-quality, cost-competitive small minority, woman and veteran-owned (collectively, small and diverse) businesses.

The program's objectives—which include creating a robust contract portfolio of certified small and diverse supplier manufacturers, distributors and service providers; driving member usage with contracted firms; and enhancing second-tier supplier diversity participation of our nonprogram suppliers and distributors—generate significant growth within the program. The company also formally launched its tier II reporting program in 2014. Tier II spend refers to a contracted supplier's expenditures with their own diverse suppliers and subcontractors.

In addition to adopting internal practices that support the diverse supplier community, we also designed and launched a website to help health care organizations with their supplier diversity efforts. Over the years, our support of diverse suppliers has been recognized by many important advocates of supplier diversity.

Judgment:

Make wise decisions



Facilitating trust and protecting assets

Business Conduct, Compliance and Ethics Program

Employee commitment to compliance is an essential component of our core business practices. To that end, we developed a comprehensive Business Conduct, Compliance and Ethics Program. Our Standards of Business Conduct serve as the foundation for this program, which is supported by the company's board of directors and management.

The program reflects the principles outlined in these standards, the Code of Conduct adopted by the Healthcare Supply Chain Association (HSCA) and the Healthcare Group Purchasing Industry Initiative (HGPII), and other related industry and governmental compliance guidance and applicable law. The program includes the following key elements as outlined by the federal sentencing guidelines:

- Standards of Business Conduct
- Policies and procedures
- Confidential procedure for asking questions and investigating compliance concerns
- Compliance hotline and website for asking questions and reporting compliance concerns
- Ongoing monitoring and auditing education and training

The compliance department, led by the compliance officer, works with Vizient senior management to ensure compliance with the program. The company's board of directors and its Audit and Compliance Committee provide additional oversight.

Accounting, finance and tax

It is imperative that we maintain accurate books and records on the financial condition of the company at all times. In addition, we have periodic reporting responsibilities to our members, financial institutions and to taxing authorities.

Our responsibility: Even if you don't have direct responsibility in these areas, you play a role in accurate reporting and disclosure. Each employee has a duty to:

- Report business information accurately and consistent with company policies
- Conduct business without manipulating transactions to misrepresent the financial aspects of transactions
- Report cost, expense, invoice and sales information, accurately and correctly without it being inflated or otherwise manipulated
- Report in a timely manner any financial or other business information that the company needs to maintain and report accurate and timely financials
- Report accurate work hours and paid time off
- Submit accurate travel and business expense reports that reflect the actual expenses incurred that are consistent with company policies
- Refrain from providing any information that would assist members or suppliers in manipulating their own financial information
- Maintain all records related to these subjects in accordance with the company's Records Management policy

See Accounting and Finance policies.

Q&A

Question: I have \$50,000 in signature authority to process vendor invoices. I have received a \$165,000 invoice, but my senior vice president is not here and I really want to get this done. Can I process the invoice to get it taken care of quickly?

Answer: No. You must follow the applicable signature authority guidelines set by the Accounting and Finance policy.

Safe computing

Employees are required to follow safe computing practices that minimize risks to our technology systems, which include company computers, networks, mobile devices, applications and data, as well as all other computers or devices connected to these company computer systems. Safe computing practices also allow our organization to comply with legal and contractual obligations related to their usage.

See Safe Computing Standard and other security policies

Fraud risk management

We are committed to ensuring our company follows through with our commitment to ethical business practices. We have established certain expectations for the prevention and detection of fraud and misconduct within the company. This includes protocols for monitoring and addressing fraud risks.

See Fraud Risk Management Program

Determining when your ethics are being challenged and what to do

It isn't always easy to determine the right thing to do.

You are on an ethical tightrope if you are thinking the following or if someone says to you:

- “Maybe just this once.”
- “No one needs to know about it.”
- “It doesn't matter how it gets done, just as long as it gets done.”
- “It sounds too good to be true.”
- “Everyone does it.”
- “No one will get hurt.”

Ask yourself:

- “Are my actions legal?”
- “Am I being fair and honest?”
- “How would I feel about myself afterward?”
- “What would I advise my child or best friend to do?”
- “How would it look on the evening news or in tomorrow's newspaper?”
- “How would I feel if my parents, spouse, children and friends knew what I was doing?”

Conclusion

The Standards of Business Conduct outline the company's expectations for all of us as employees. We should always strive to conduct ourselves in accordance with our company values of integrity, respect, service and judgment. The various components of these standards set forth guidelines and expectations concerning business ethics and conduct; however, they cannot anticipate every situation that you may face. No concern is too small or unimportant if it implicates our company's policies on proper conduct. If you are uncertain about a given situation, you should consult your supervisor and/or the compliance, legal or human resources departments.

Resources and contact information

We are committed to open communication with our employees on ethical and legal issues. If you have any questions or concerns about compliance with the law, these standards or applicable policies and procedures, here are several resources available to you.

Compliance hotlines and websites:

Company	Phone	Website
Vizient	(800) 750-4972	vizientinc.ethicspoint.com
Apexus	(877) 226-2332	apexus.ethicspoint.com
aptitude	(855) 327-4484	aptitude.ethicspoint.com
Excelerate	(855) 419-3602	excelerate.ethicspoint.com

Vizient corporate: (972) 830-0000

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www.vizientinc.com