

Third Party Code of Conduct

2025



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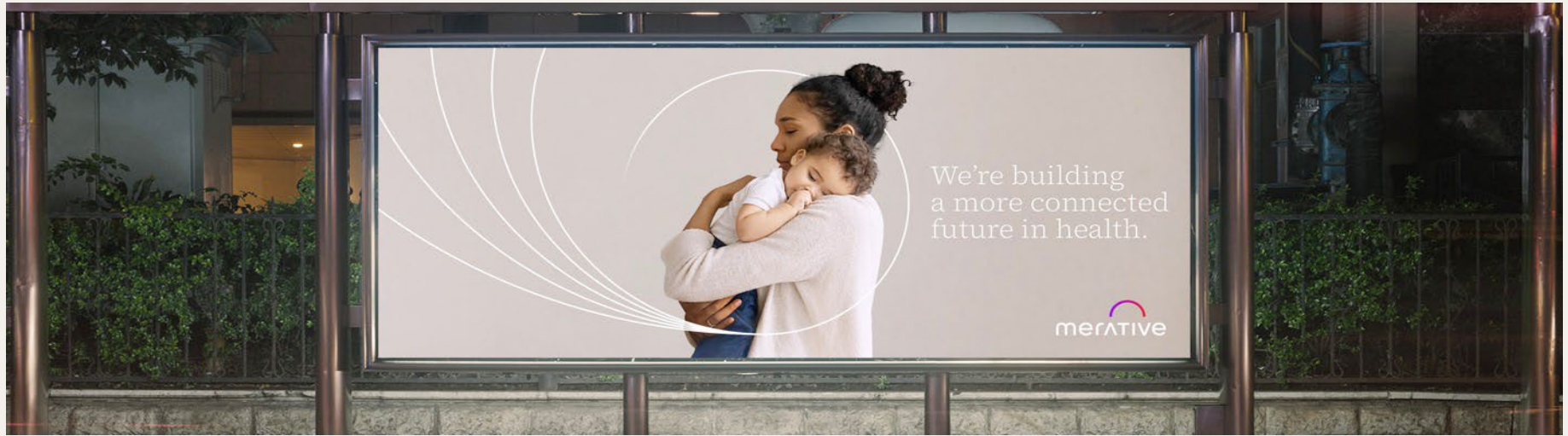
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Introduction





Merative's Third Party Code of Conduct provides guidance for resolving a variety of legal and ethical issues encountered in Merative's business. Third Parties are required to adhere to this Third Party Code of Conduct in addition to the terms and conditions of the applicable contract(s) governing their relationship with Merative.

Third Parties are Suppliers, contingent workers, contractors, resellers, distributors, and other third parties with whom Merative does business, as well as their employees, agents, and subcontractors.

Any questions when interpreting such guidance should be directed to the Merative point of contact, who will engage the appropriate Merative resources. Failure to follow such guidance, including applicable laws, can result in termination of the business relationship.

Third Parties are responsible for ensuring that their employees, agents, subcontractors, and other third parties with whom they do business adhere to the standards set forth in this Third Party Code of Conduct related to their work with Merative.

Workplace environment and information safeguards



Workplace Safety

Third Parties must maintain a healthy, safe, and respectful work environment that complies with the Occupational Safety and Health Act (OSHA) and relevant local health and safety regulations in all jurisdictions of operation.

This includes conducting regular risk assessments, complying with international safety protocols, and providing adequate safety training and equipment. Third Parties are expected to actively identify and mitigate workplace hazards and must encourage personnel to report unsafe conditions without fear of retaliation.



Fair Treatment and Non-Discrimination

Merative is committed to upholding the human rights of workers and treating them with dignity and respect and expects Third Parties to enforce the same standards.



Third Parties are expected to uphold the human rights of workers and treat them with dignity and respect. As a result, Third Parties:

- Will not permit harassment, abuse, corporal punishment, or inhumane treatment, including unlawful medical tests or physical exams;
- Will not discriminate in screening, hiring, or employment practices based on race, color, age, sex, gender, gender identity, gender expression, sexual orientation, marital status, ethnicity, national origin, caste, disability, genetic information, medical condition, pregnancy, religion, political affiliation, union membership, covered veteran status, or body art; and
- Will not inquire about potential workers' criminal histories other than as permitted by law.

Protection of assets



Merative expects Third Parties to protect both tangible and intangible assets.

Tangible assets include workplace facilities and hardware (e.g., laptops, systems).

Intangible assets include proprietary or confidential information of Merative, its clients, and others, such as business strategies, product roadmaps, client data, pricing, financial data, source code, and intellectual property, that may be subject to copyright, patent, trademark, trade secret, or other legal protections.

Upon termination of the business relationship with Merative, for any reason, all assets must be returned without damage, including intangible assets. Third Parties may not send Merative information to a personal device or email address.

Sometimes, Merative's business may require using the assets of others, such as Merative clients. Access in such cases will only be to the extent permitted by such party and will comply with applicable laws, including privacy requirements.

Third Parties are required to:

- Not use assets without a legitimate business purpose;
- Not use assets in a way that violates the law, or that advocates intolerance of others;
- Not share intangible assets with another party, such as proprietary or confidential information;
- Not use assets in a manner that fails to safeguard against inadvertent disclosures of proprietary or confidential information, including to family and friends (e.g., do not share passwords and, follow relevant privacy laws such as HIPAA or as noted in the [Merative Privacy Statement](#)); and
- Not share or mishandle assets by failing to follow applicable guidance and practices to protect Merative assets.

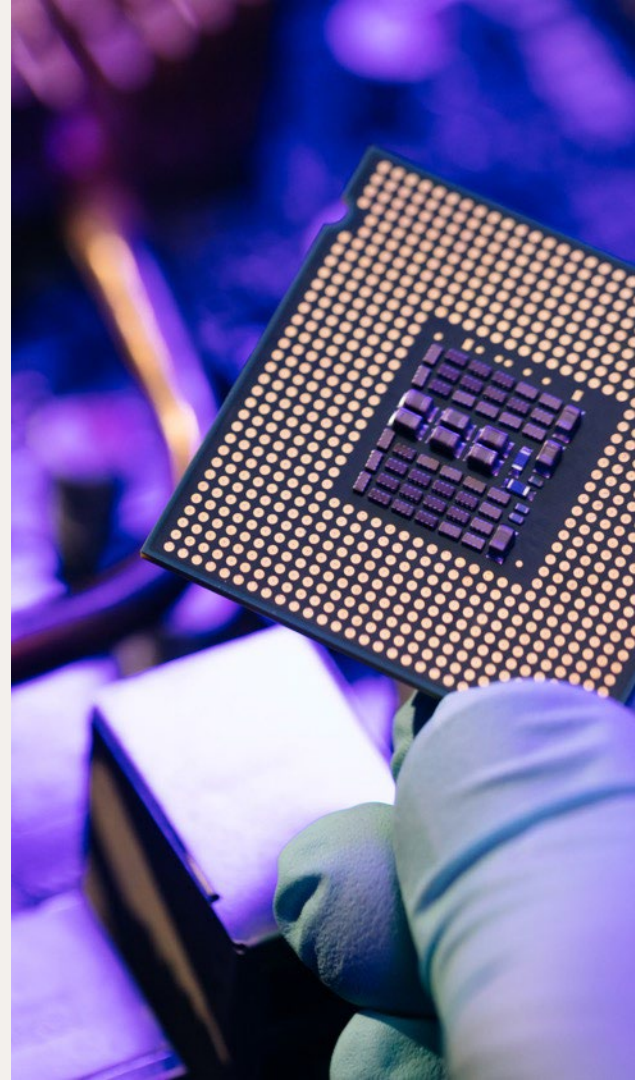
Intellectual property

Activities Third Parties perform related to Merative may involve access to, or development of, Merative intellectual property. Intellectual property includes items such as inventions, software, publications, know-how, and other related materials. Additionally, Third Parties may only use third-party software products that are approved by Merative for the specific business purpose related to the work performed.

Use of unapproved applications, including those freely available online, may expose Merative to security vulnerabilities or licensing obligations (e.g., audits, fees). These tools may also have inadequate privacy or encryption standards.

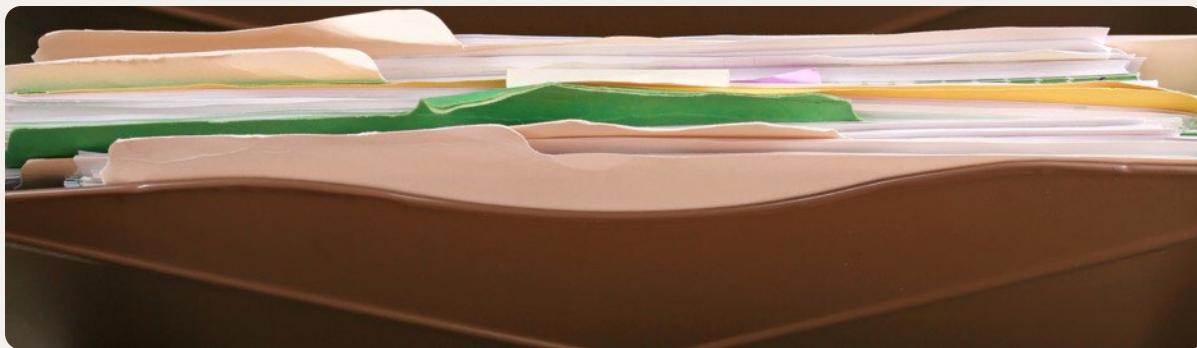
Before proceeding, Third Parties must consult with the Merative point of contact before:

- Filing any patents or intellectual property rights;
- Participating in any external standards organization, pertinent to any work related to Merative;
- Consuming or contributing to open-source software;
- Developing and/or distributing applications for mobile devices; and
- Using Merative's trademark or registering a domain name related to Merative.



Reporting information, seeking approvals, and record retention

When acting on Merative's behalf, Third Parties may be asked to report certain information (e.g., submitting reimbursement of business expenses, reporting project hours worked, and responding to investigations).



Third Parties are expected to:

- Record and report accurate, complete, and honest information. Do not provide information that is intended to mislead or omit certain information;
- Comply with relevant laws and document retention orders in relation to retaining records; and
- Report any request to bypass such controls to the Merative Compliance Hotline or the Merative point of contact.

Unless a Third Party's contract with Merative says otherwise, Third Parties are not authorized to make commitments related to Merative with its clients and other third parties about pricing, liability, and other contract terms.

Furthermore, do not make verbal arrangements or commitments, or enter into unapproved written commitments or side deals on behalf of Merative

Fairness and ethics in business dealings



Reports of wrongdoing and anti-corruption



Merative will handle good-faith reports of wrongdoing confidentially, to the extent practicable. Retaliation of any kind, whether threats, intimidation, or adverse actions against individuals who report misconduct, refuse to violate the Third Party Code of Conduct and applicable policies and procedures, or cooperate with an investigation, is strictly prohibited.

Any perceived retaliation should be reported immediately using one of the communication channels listed to make a report.

Third Parties are expected to report potential wrongdoing (e.g., violations of the Merative Third Party Code of Conduct or applicable laws).

If a Third Party is aware of or suspects wrongdoing, immediately report the matter through the Merative point of contact or a preferred channel below.

Merative Compliance Hotline

- Phone: 1 (866) 479-1861
- Email: employeeconcerns@merative.com

Lobbying and politics

Third Parties must not engage in lobbying activities or make political contributions on behalf of Merative without prior written authorization from Merative. This includes any direct or indirect contact with government officials, legislators, or regulatory agencies intended to influence legislation, regulation, or policy related to Merative activities.

All such activities must comply with applicable laws and regulations governing lobbying and political contributions.



Protecting against corruption

Third Parties performing work related to Merative are expected to comply fully with applicable anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other relevant local laws.

Third Parties are expected to follow these principles:

- Do not offer, promise, authorize, give, solicit, or accept bribes, kickbacks, or other improper payments or advantages, whether directly or indirectly;
- Maintain complete and accurate books and records reflecting all transactions related to Merative business;
- Remain responsible for ensuring that downstream parties acting on behalf of the Third Party in connection with Merative business meet these obligations; and
- Promptly report any suspected bribery, corruption, or other unethical conduct related to Merative through the designated reporting channels.

Conflicts of interest

When can a conflict occur?

A conflict of interest exists when a personal interest or activity is advanced at the expense of Merative. A personal interest can be a direct benefit to you, your employees, agents, and subcontractors.

Third Parties, including their employees and family members, may not receive improper benefits as a result of their relationship with Merative and are expected not to allow or engage in other activities that conflict with the interests of Merative.

Some examples of conflicts of interest include:

- Serving as a director, officer, or advisor to a Merative competitor or partner;
- Providing or accepting gifts or entertainment that could influence decision-making;
- Using Merative confidential information for personal gain



Trade

REMEMBER

Third Parties must comply with all applicable import and export laws in every country where Merative operates or exports, regardless of their location or role.



Merative is committed to adhering to all applicable export and import laws to clients worldwide.

Third Parties must ensure that international activities related to Merative are lawful and ethical by securing all required government authorizations, licenses, and approvals. Strict adherence to export controls, customs regulations, and sanctions requirements is essential in every jurisdiction where business is conducted.

Third Parties must perform appropriate due diligence when engaging in cross-border activities or onboarding subcontractors, suppliers, or resellers.

This includes:

- Identifying red flags;
- Understanding end-use and end-user risks; and
- Promptly escalating concerns that may indicate a potential compliance issue.

Healthcare business integrity



Healthcare regulations

As a healthcare-focused business, there are many laws, regulations, and industry guidelines that govern how Merative conducts business. You are expected to conduct your activities in a manner that complies with such laws and industry norms to the extent they apply to the work you do with Merative.

These laws may include, for example:

U.S. Anti-Kickback Statute (AKS)

Prohibits improper influences on healthcare decisions by making it a crime and/or civil offense to give, receive, or solicit anything of value to influence the use, or purchase of products or services that are reimbursed under a U.S. federal program.

U.S. Civil False Claims Act (FCA)

Prohibits individuals and entities from knowingly submitting or causing another to submit a false claim for reimbursement from a U.S. federal healthcare program. Companies can be liable for knowingly providing false billing or pricing information to customers filing claims.

The U.S. Food, Drug, and Cosmetic Act (FDCA)

Gives the FDA authority to oversee the safety and effectiveness of food, drugs, medical devices, and cosmetics in the United States. Similar regulations exist in other countries. Certain Merative products are considered medical devices under the FDCA and other laws and must be designed, manufactured, packaged, labeled, stored, and serviced in compliance with Good Manufacturing Practices (GMP) and applicable regulations.

Working with healthcare providers



For purposes of this Third Party Code of Conduct, a “Healthcare Provider” refers to any individual or entity involved in the provision of healthcare services or items to patients and who can purchase, lease, recommend, use, or arrange for the purchase or lease of Merative products. This includes:

Individuals:

Physicians, hospital procurement/sourcing personnel, outpatient imaging staff, purchasing managers, and non-clinical office staff.

Entities:

Hospitals, long-term care facilities, home health agencies, group purchasing bodies, and other healthcare organizations.

When interacting with Healthcare Providers (as defined above), Third Parties must follow these fundamental principles:

- Do not exert or appear to exert undue influence, such as offering excessive or inappropriate rewards, on a Healthcare Provider’s medical judgment;
- Do not promise or provide anything of value to encourage or induce Healthcare Providers to purchase, use, or recommend Merative products, or as a reward for such prior actions;
- Follow all applicable sales, marketing, and product promotion requirements; and
- Support accurate billing to government programs and other third-party payors by providing accurate pricing information about Merative offerings.

If a Third Party of Merative will be providing services to clients, particularly Healthcare Providers, only enter the client’s premises as authorized, do not interfere with medical decision-making, and comply with client policies, including those related to patient privacy.

Public sector

When engaging with Government Entities, it is crucial to understand and comply with all applicable public procurement laws. Third Parties working on Merative's behalf must follow these guiding principles:

- Limit interactions with Government Entities to official channels and designated contacts;
- Do not seek information orally or in writing (including advance copies of solicitation or tender documents) that have not been made available publicly (e.g., information regarding competitors' bids);
- Do not engage in discussions about personal benefits or employment opportunities with public sector employees;
- If working on a potential sole-source contract, ensure that the Government Entity has made an exception to competitive procurement roles and that Merative business has not improperly influenced such an exception;
- Do not provide products to a Government Entity without obtaining a valid order containing terms and conditions acceptable to Merative;
- Seek approval from the Merative point of contact before teaming with competitors, agents, or other consultants on public procurement deals; and
- Seek approval from the Merative point of contact before agreeing to any contingent fee (i.e., a fee paid by one party to another for securing business for the first party).



Amenities and gifts

REMEMBER

Before offering business amenities (e.g., meals, entertainment), gifts, or anything of value to promote Merative products and services—especially to Healthcare Providers or Government Entities—obtain approval and proper authorizations from the Merative point of contact.

It is essential to uphold the highest standards of integrity and transparency in your interactions with Merative and other clients. To maintain a business relationship built on trust and compliance, the following guidelines must be followed:

- **Providing:** Do not offer gifts, amenities, or favors that could influence or appear to influence the decisions of Merative or any third party in connection with your work related to Merative.
- **Receiving:** You and your family members must not solicit or accept money, gifts, referral fees, meals, entertainment, or any other business amenities that could potentially influence or create the appearance of influencing Merative's business decisions
- **Employment and Internships:** Promises to provide employment or internship opportunities for the purpose of achieving a business advantage for Merative or another client are not allowed.
- **Charitable Contributions:** Donations should never be made to obtain preferential treatment in a sales proposal or to win business on behalf of Merative.



Corporate responsibility and communications

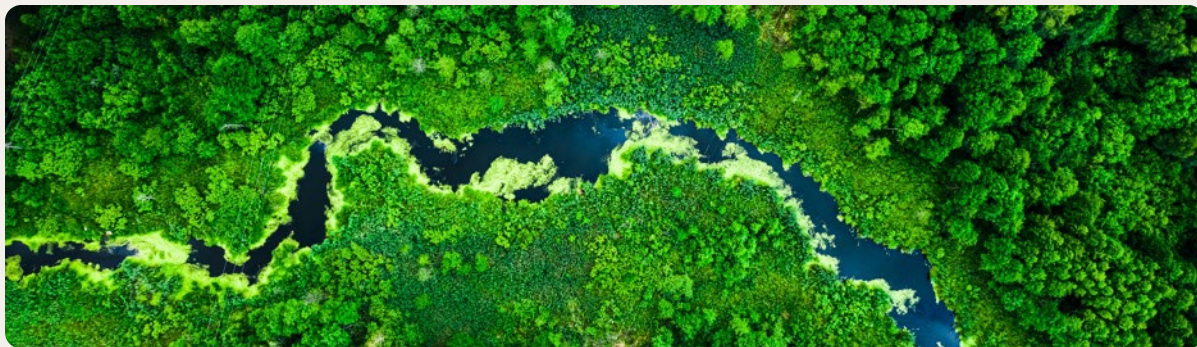


Corporate sustainability

ESG

Merative is committed to operating in a socially and environmentally responsible manner and expects the same of its Third Parties.

All Third Parties must conduct their business in ways that support sustainability, reduce environmental impact, and respect human rights and fair labor practices.



Supply chain responsibility

Suppliers should adhere to ESG principles, including those outlined in The Ten Principles of the UN Global Compact.

Merative may request certain Third Parties to participate in ESG assessments or reporting activities as part of ongoing due diligence and supply chain transparency initiatives.

Labor and human rights



Third Parties must manage their workforces to achieve the following results:

Freely Chosen Employment and Anti-Slavery:

- Will not use or permit any form of forced, bonded (including debt bondage) or indentured labor, involuntary or exploitative prison labor, slavery or trafficking of persons. All work must be voluntary, and all workers must be free to terminate their employment at any time;
- Will not hold workers' identity, immigration, or work permit documents longer than reasonably necessary;
- Will not require workers to pay recruitment fees or other fees for their employment, either directly or through third parties, and will repay any worker who has paid such fees; and
- Will not unreasonably restrict workers' freedom to move into, out of, or at working facilities.

Working Hours:

- Will comply with laws governing working hours.

Young Workers and Student Interns:

- Will not use child labor. "Child" means any person under age 15, under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. Workers under the age of 18 will not perform work that is likely to jeopardize their health or safety, including night shifts and overtime.

Wages and Benefits:

- Will pay legally mandated wages and benefits, comply with laws regarding wage deductions, and provide workers with the basis on which workers are paid via pay stub or similar documentation.

Communications

Third Parties may not make any external announcements related to Merative or its products, including promotional materials, press releases, or inclusion in client lists, without Merative's express written consent.

The healthcare technology industry is globally regulated by numerous government authorities. If a Third Party is contacted by a regulatory agency for information related to Merative, immediately notify the Merative point of contact before responding or providing any information, unless prohibited by law.

