



## Code of Business Conduct and Ethics

### Introduction

This Code of Business Conduct and Ethics (the “Code”) of PatientPoint, LLC (together with its subsidiaries, the “Company”) summarizes the values, principles, and business practices that guide our business conduct. This Code sets out a set of basic principles to guide employees regarding the minimum requirements expected of them when conducting the Company’s business; however, this Code does not provide a detailed description of all employee policies. **For purposes of this Code, references to “employees” include all employees irrespective of their employment status with the Company.**

It is the responsibility of all the people at the Company to maintain a work environment that fosters fairness, respect and integrity; and it is our Company policy to be lawful and highly principled in all our business practices. All employees are expected to become familiar with this Code and to apply these guiding principles in the daily performance of their job responsibilities. All employees of the Company are responsible for complying with this Code. This Code also should be provided to and adhered to by every agent, consultant, independent contractor and representative of the Company.

The Company has delegated responsibility for administering and interpreting the Code to the Company’s Chief Compliance Officer. All employees are expected to seek the advice of their supervisor, manager or other appropriate persons within the Company when questions arise about issues discussed in this Code and any other issues that may implicate the ethical standards or integrity of the Company or any of its employees. If you are uncomfortable seeking advice from your supervisor or manager, you are encouraged to speak with the Chief Compliance Officer. Compliance procedures are set forth in Section 16 of this Code.

Taking actions to prevent problems is part of our Company’s culture. If you observe possible unethical or illegal conduct, you are expected to report your concerns. If you report, in good faith, what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company.

Failure to abide by the guidelines addressed in this Code will lead to disciplinary actions, including dismissal where appropriate. *If you are in a situation that you believe may violate or lead to a violation of this Code, you are urged to follow the guidelines described in Section 16 of this Code.*

### 1. Compliance with Laws, Rules and Regulations

We have a long-standing commitment to conducting our business in compliance with applicable laws and regulations and in accordance with the highest ethical principles. This commitment helps ensure our reputation for honesty, quality, and integrity.



As you know, the Company and its partners in the drug and healthcare industries operate in highly regulated environments. Our partners are subject to a variety of laws and other legal requirements, such as industry codes or guidelines that impose additional requirements in connection with the marketing and promotion, as well as the use of their products and services. For example, even though the Company is not a member of PhRMA, many of our clients are members of that industry group. Accordingly, we are sensitive to the PhRMA Code on Interactions with Healthcare Professionals and develop and administer our program offerings within the spirit of its guidelines.

If you become aware of any violations of any laws, regulations or other applicable industry codes by the Company, you are expected to report your concerns to your manager or supervisor, or to the Chief Compliance Officer. If you report, in good faith, what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company.

## **2. Conflicts of Interest**

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits (including personal loans, services or payment for services that the person is performing in the course of Company business) as a result of his or her position in the Company or gains personal enrichment through access to confidential information. Conflicts of interest can arise in many common situations, despite one’s best efforts to avoid them. Employees are encouraged to seek clarification of, and discuss questions about, potential conflicts of interest with someone in the Company’s Human Resources Department or the Chief Compliance Officer. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of his or her supervisor, manager or other appropriate persons within the Company.

## **3. Outside Directorships and Other Outside Activities**

Although activities outside the Company are not necessarily a conflict of interest, a conflict could arise depending upon your position within the Company and the Company’s relationship with the contemplated outside activity. Outside activities also may be a conflict of interest if they cause you, or are perceived to cause you, to choose between that interest and the interests of the Company.

### *Outside Directorships*

Employees of the Company may not serve as directors of any outside business organization unless such service is specifically approved by senior management. There are a number of factors and criteria that the Company will use in determining whether to approve an employee’s request for an outside business directorship. For example, directorships in outside companies should satisfy a number of business considerations, including: (1) furthering the interests of the Company; and (2) not detracting in any material way from the employee’s ability to fulfill his or her commitments to the Company. The Company also will take into consideration the time commitment and potential



personal liabilities and responsibilities associated with the outside directorship in evaluating requests.

#### *Other Outside Engagements*

We recognize that employees often engage in community service in their local communities and engage in a variety of charitable activities. We commend employees' efforts in this regard. However, it is every employee's duty to ensure that all outside activities, even charitable or *pro bono* activities, do not constitute a conflict of interest or are otherwise inconsistent with employment by the Company.

#### **4. Gifts and Entertainment**

Business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. A problem would arise if: (1) the receipt by one of our employees of a gift or entertainment would compromise, or could be reasonably viewed as compromising, that individual's ability to make objective and fair business decisions on behalf of the Company; or (2) the offering by one of our employees of a gift or entertainment appears to be an attempt to obtain business through improper means or use improper means to gain any special advantage in our business relationships, or could reasonably be viewed as such an attempt.

In particular, our policies prohibit providing any type of gift to government employees (for instance, individuals employed by FDA) with whom the Company interacts or does business.

You should not ask for, or accept gifts or entertainment in exchange for doing, or promising to do, anything for a customer or supplier. Please refer to the Company's Employee Handbook for additional information regarding policies relating to meals, gifts and entertainment.

The responsibility is on the individual employee to use good judgment and ensure there is no violation of these principles. If you have any question or uncertainty about whether any gifts or proposed gifts are appropriate, please contact your supervisor, manager or other appropriate persons within the Company or the Company's Chief Compliance Officer.

#### **5. Bribes, Kickbacks and other Improper Payments**

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer or employee should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment.

#### **6. Corporate Opportunities**

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees are prohibited (without the written consent of the CEO) from: (1) taking for themselves personal opportunities that are discovered through the use of corporate property, information or their position within the Company; (2) using corporate property, information



or their position within the Company for personal gain; and (3) competing with the Company directly or indirectly.

This includes taking advantage of non-public information that employees may learn about the Company, clients, vendors, partners or other companies in the course of their employment. It is against Company policy for any individual to use information obtained in this way for personal gain or to share it with others, as such conduct may be a violation of law. Accordingly, employees are prohibited from buying or selling securities based on non-publicly available knowledge gained in the course of business, and from providing information or tips or encourage another person to buy or sell securities based on such information.

## **7. Antitrust and Fair Dealing**

The Company believes that the welfare of consumers is best served by economic competition. Our policy is to compete vigorously, aggressively, and successfully in today's increasingly competitive business climate and to do so at all times in compliance with all applicable antitrust, competition, and fair dealing laws in all the markets in which we operate. We seek to excel while operating honestly and ethically, never through taking unfair advantage of others. Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors, and other employees. No one should take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices. The antitrust laws of many jurisdictions are designed to preserve a competitive economy and promote fair and vigorous competition. We are all required to comply with these laws and regulations. Employees involved in marketing, sales and purchasing, contracts or in discussions with competitors have a particular responsibility to ensure that they understand our standards and are familiar with applicable competition laws. Because these laws are complex and can vary from one jurisdiction to another, employees should seek the advice of someone in the Company's Human Resources Department or the Chief Compliance Officer when questions arise.

## **8. Discrimination and Harassment**

As further described in the Company's Employee Handbook, the Company is committed to providing a work environment that values diversity among its employees. All human resources policies and activities of the Company intend to create a respectful workplace in which every individual has the incentive and opportunity to reach his or her highest potential. We are firmly committed to providing equal employment opportunities to all individuals and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on age, race, gender or ethnic characteristics and unwelcome sexual advances or comments. This policy applies to both applicants and employees and in all phases of employment. All levels of supervision are responsible for monitoring and complying with the Company's policies and procedures for handling employee complaints concerning harassment or other forms of unlawful discrimination. Because employment-related laws are complex and vary from state to state, supervisors should obtain the advice of someone in the Company's Human Resources Department in advance whenever there is any doubt as to the lawfulness of any proposed action or inaction.

## 9. Record-Keeping and Retention

Many persons within the Company record or prepare some type of information during their workday, such as financial reports, campaign reports, business plans, injury and accident reports, expense reports, and so on. Many people, both within and outside the Company, depend upon these reports to be accurate and truthful for a variety of reasons. These people include our employees, customers, governmental agencies, auditors, and the communities in which we operate. Also, the Company requires honest and accurate recording and reporting of information in order to make responsible business decisions and provide timely and accurate information to our clients and customers. We maintain the highest commitment to recording information accurately and truthfully and work strenuously to comply with applicable standards of a number of regulatory bodies, including the Campaign Level Auditing Best Practices from the Point of Care Communication Council ("POC3"), the Alliance for Audited Media ("AAM") and the Media Rating Council ("MRC").

All financial statements and books, records and accounts of the Company must accurately reflect transactions and events and conform both to required legal requirements and accounting principles and also to the Company's system of internal accounting. As a Company employee, you have the responsibility to ensure that false or intentionally misleading entries are not made by you, or anyone who reports to you, in the Company's records. Regardless of whether reporting is required by law, dishonest reporting within the Company, or to organizations or people outside the Company, is strictly prohibited. Properly maintaining corporate records is of the utmost importance. To address this concern, records are maintained for required periods as defined in our records and retention policy. These controls should be reviewed regularly by all employees and following consistently. In accordance with these policies, in the event of litigation or governmental investigation, please consult the Company's General Counsel or the Human Resources Department.

## 10. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has a responsibility to ensure that our business operations meet applicable government or Company standards, whichever is more stringent. All employees are required to be alert to safety issues and to be familiar with biohazard, health, and safety laws and Company policies. As these laws are complex and subject to frequent changes, you should obtain the advice of someone in the Company's Human Resources Department or Chief Compliance Officer whenever there is any doubt as to the lawfulness of any action or inaction. Threats or acts of violence and physical intimidation are not permitted. The use of illegal drugs in the workplace will not be tolerated.

## 11. Confidentiality

Information is one of our most valuable corporate assets, and open and effective dissemination of information is critical to our success. However, much of our Company's business information is confidential or proprietary. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or our customers, if disclosed. Employees must maintain the confidentiality of confidential information entrusted to them by the Company, except when disclosure is authorized by the Company's Legal Department or required by laws or regulations. It is also our Company's policy that all employees must treat what they learn about our customers and suppliers and each of their businesses as confidential



information. The protection of such information is of the highest importance and must be discharged with the greatest care for the Company to merit the continued confidence of such persons. Confidential information to such person is information it would consider private, which is not common knowledge outside of that company and which an employee of the Company has learned as a result of his or her employment by the Company.

For example, we never sell confidential or personal information about our customers and do not share such information with any third party except with the customer's consent or as required by law. No employee may disclose confidential information owned by someone other than the Company to non-employees without the authorization of the Company's Legal Department, nor shall any such person disclose the information to others unless a need-to-know basis has been established. Employees of the Company should guard against unintentional disclosure of confidential information and take special care not to store confidential information where unauthorized personnel can see it, whether at work, at home, in public places or elsewhere. Situations that could result in inadvertent disclosure of such information include: discussing confidential information in public (for example, in restaurants, elevators or airplanes); talking about confidential information on mobile phones; working with sensitive information in public using laptop computers; and transmitting confidential information via fax. Within the workplace, do not assume that all Company employees, contractors or subsidiary personnel should see confidential information. The obligation not to disclose confidential information of the Company and our customers and suppliers continues for an employee even after you leave the Company. As such, the Company respects the obligations of confidence that the Company's employees may have from prior employment, and asks that employees not reveal confidential information obtained in the course of their prior employment.

## **12. Proprietary Information**

Our Company depends on intellectual property, such as trade secrets, trademarks, and copyrights, as well as business, marketing and service plans, clinical programs, databases, records, salary information and any unpublished financial data and reports, for its continued vitality. If our intellectual property is not protected, it becomes available to other companies that have not made the significant investment that our Company has made to produce this property and thus gives away some of our competitive advantage. All of the rules stated above with respect to confidential information apply equally to proprietary information.

## **13. Protection and Proper Use of Company Assets**

Collectively, employees have a responsibility for safeguarding and making proper and efficient use of the Company's property. Each of us also has an obligation to protect the Company's property from loss, damage, misuse, theft, embezzlement or destruction. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability and may jeopardize the future of the Company. Any situations or incidents that could lead to the theft, loss, misuse or waste of Company property should be reported immediately to your supervisor, manager or other appropriate persons within the Company as soon as they come to your attention.

## **14. Political Contributions**

Election laws in many jurisdictions may prohibit or limit political contributions by corporations to candidates. Many local laws may also prohibit or limit corporate contributions to local political campaigns. In accordance with these laws, the Company does not make direct contributions to any candidates for federal, state or local offices where applicable laws make such contributions illegal. Employees of the Company may make personal political contributions in accordance with applicable laws. Contributions to political campaigns by employees must not be, or appear to be, made with or reimbursed by Company funds or resources. Company funds and resources include, but are not limited to, Company facilities, office supplies, letterhead, telephones, and fax machines. Company employees who hold or seek to hold political office must do so on their own time, whether through paid time off, unpaid leave, after work hours or on weekends. In addition, all persons must obtain advance approval from the Company's Legal Department prior to running for political office to ensure that there are no conflicts of interest with Company business. The guidelines in this Section 14 do not prohibit the Company from making political contributions through any political action committee ("PAC") or similar organization, however, including any PAC sponsored solely or in part by the Company. Employees also may make personal political contributions through PACs sponsored solely or in part by the Company. Personal political contributions, including those made through PACs sponsored solely or in part by the Company, will not be reimbursed by the Company.

## 15. Failure to Comply

No Code can address all specific situations. It is, therefore, each employee's responsibility to apply the principles set forth in this Code in a responsible fashion and with the exercise of good judgment and common sense. If something seems unethical or improper, it likely is. **Always remember: If you are unsure of what to do in any situation, seek guidance before you act.** A failure by any employee to comply with the laws or regulations governing the Company's business, this Code or any other Company policy or requirement may result in disciplinary action up to and including termination, and, if warranted, legal proceedings. All employees are expected to cooperate in internal investigations of misconduct.

## 16. Reporting Illegal or Unethical Behavior; Compliance Procedures

As an employee of the Company, you are expected to conduct yourself in a manner appropriate for your work environment and are also expected to be sensitive to and respectful of the concerns, values, and preferences of others. Whether you are an employee, contractor, supplier or otherwise a member of our Company family, you are encouraged to promptly report any practices or actions that you believe to be inappropriate. We have described in each section above the procedures generally available for discussing and addressing ethical issues that may arise. Speaking to the right people is one of your first steps to understanding and resolving what are often difficult questions. As a general matter, if you have any questions or concerns about compliance with this Code or you are just unsure of what the "right thing to do" is, you are encouraged to speak with your supervisor, manager or other appropriate persons within the Company.

To summarize:

- If you see something that is not consistent with the Code of Conduct or Company values, we expect you to let us know.



- In fact, if you observe a violation of the Code of Conduct and fail to report it, that by itself is a violation of our Code of Conduct.
- Your first step is to speak with your manager when you see something that concerns you. If it's not possible or practical to speak with your manager about a particular concern, or doing so makes you uncomfortable (for example, if you have a Code of Conduct concern about your manager), you can always contact the Compliance Office at:

**WEBSITE:** [www.lighthouse-services.com/patientpoint](http://www.lighthouse-services.com/patientpoint)

**TOLL-FREE TELEPHONE:** English speaking USA and Canada: (833) 770-0004  
Spanish speaking USA and Canada: (800) 216-1288

**E-MAIL:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

**FAX:** (215) 689-3885 (must include company name with report)

- All reports made in good faith will be investigated and treated as confidential. Your reports and the concerns you raise will be reviewed by the Compliance Office and/or Legal Department, who will determine the nature and extent of any investigation and other follow-up that may be appropriate.

Also, as discussed in the Introduction to this Code, you should know that if you report in good faith what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company. Furthermore, the Company could be subject to criminal or civil actions for acts of retaliation against employees who report on certain state and federal offenses.