

CODE OF BUSINESS CONDUCT

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SCOPE

This Code of Business Conduct applies to all Civica employees.

PURPOSE

Civica's core values include Safety, Quality, Accessibility, Affordability, and Fairness. Civica upholds the highest levels of business ethics and personal integrity in all types of transactions and interactions. This Code of Business Conduct serves to (1) emphasize the commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing.

TRUST, CREDIBILITY, CONFIDENCE

The success of our business is dependent on the trust and confidence we earn from our Participating Health Systems and others working to help us address drug shortages. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching business goals through honorable conduct. When considering any action, it is wise to ask: what is in the best interest of patients? Will this build trust and credibility for Civica? Will it help create a working environment in which Civica can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.

RESPECT

We all deserve to work in an environment where we are treated with dignity and respect. Civica is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste. Civica is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types and from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to their manager, the CEO or the General Counsel and Chief Compliance Officer.

OPEN COMMUNICATION

At Civica everyone should feel comfortable to speak their mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. Civica will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

WHISTLEBLOWER POLICY

Employees are encouraged, in the first instance, to address such issues with their manager. If for any reason that is not possible or if an employee is not comfortable raising the issue with their manager,

any employee may contact the CEO, the General Counsel & Chief Compliance Officer or the Ethics & Compliance Helpline.

COMPLIANCE WITH LAWS

Civica's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Civica policy, we should seek the advice from the resource expert or the General Counsel.

Food and Drug Laws

We must comply with all applicable laws, rules, regulations, consent decrees and other orders of the United States Food and Drug Administration governing research, development, manufacture, distribution and promotion of drugs.

Laws Relating to Government Health Care Programs

We must comply with the laws relating to government health care programs. Civica products may be reimbursed or purchased by Federal Health Care Programs – programs that include Medicare, Medicaid, Department of Defense and Department of Veterans Affairs health care programs, and many other Federal or Federally-funded programs that pay for health care items and services. These programs are regulated through a variety of laws affecting the coverage and reimbursement of Civica products, as well as the sale and marketing of those products. Civica is committed to full compliance with all Federal Health Care Program requirements.

INTERACTIONS WITH HEALTH CARE PROFESSIONALS AND CUSTOMERS

Employees must ensure that all interactions with healthcare professionals and customers are in accordance with the Civica policies and all applicable laws and regulations and the following requirements:

Any payment for services provided to a healthcare professional or customer fulfills a legitimate, bona fide and documented business need and is clearly identified in advance of requesting the services and entering into any agreement with the prospective healthcare professional or customer.

Any and all compensation paid to healthcare professionals or customers for services is fair market value for the services provided or the nature of the work performed. Employees must document how fair market value was determined.

We will not retain the services of a healthcare professional or customer conditioned on the current or anticipated future purchasing, prescribing or recommending of Civica products.



HEALTH AND SAFETY

Civica is dedicated to maintaining a healthy and safe environment and has established policies and procedures to further this commitment.

QUALITY

Civica is dedicated to sourcing and manufacturing products that are made with the highest level of quality. All Civica employees are required to be aware of and abide by the Civica Quality Manual and the Quality Standard Operating Procedures.

COMPETITION

We are dedicated to ethical, fair and vigorous competition. We will provide Civica products at a fair and sustainable price, based on the needs of our Participating Health Systems. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with any other entity. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Civica or the sales of its products, nor will we engage or assist in unlawful boycotts of particular customers or suppliers.

PROPRIETARY INFORMATION

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property.

RECORDKEEPING

We create, retain, and dispose of our business records as part of our normal course of business in compliance with all Civica policies and guidelines, as well as all regulatory and legal requirements. All corporate records must be true, accurate and complete, and business data must be promptly and accurately entered in our books in accordance with Civica's and other applicable accounting principles. We must not improperly influence, manipulate, or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Civica books, records, processes, or internal controls.

CONFIDENTIALITY

Employees must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by the Civica legal department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Business or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Business. The obligation to preserve confidential information continues even after employment ends.

CONFLICTS OF INTEREST

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Business they are working for. A conflict can arise when an employee takes actions or has interests that may make it difficult to perform their work for Civica objectively and effectively.



All employees, shall comply with the Conflict of Interest Policy, and shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Chief Compliance Officer.

Here are some other ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with Civica.
2. Hiring or supervising family members or closely related persons.
3. Serving as a board member for an outside commercial company or organization.
4. Owning or having a substantial interest in a competitor, supplier, or contractor.
5. Having a personal interest, financial interest, or potential gain in any Civica transaction.
6. Placing company business with a firm owned or controlled by a Civica employee or their family.
7. Accepting gifts, discounts, favors, or services from a customer/potential customer, competitor, or supplier, unless equally available to all Civica employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction, or relationship that might give rise to a conflict of interest, employees must seek review from their managers or Chief Compliance Officer.

CORPORATE OPPORTUNITIES

Employees are prohibited from taking for themselves opportunities that are discovered using corporate property, information, or position without the consent of the Board of Directors of the Company. No Employee may use corporate property, information, or position for improper personal gain and no employee may compete with the Company directly or indirectly. Employees owe a duty to the Company to advance its legitimate interests whenever possible.

FAIR DEALING

Employees shall always behave honestly and ethically. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

COMPANY ASSETS

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's not-for-profit mission. Any suspected

incident of fraud or theft should be immediately reported for investigation. The Business equipment should not be used for non-Company business, though incidental personal use is permitted. The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Business policy. It could also be illegal and result in civil or criminal penalties.

GIFTS AND GRATUITIES

Civica is committed to competing solely on a merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Civica was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom Civica does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation, or policies of Civica or customers, or would cause embarrassment or reflect negatively on Civica's reputation.

VIOLATIONS OF ETHICAL STANDARDS - ACCOUNTABILITY FOR VIOLATIONS

Each of us is responsible for our decision-making and for adherence to this Code.

Civica will promptly investigate all alleged violations and potential violations of this Code, or of any related Civica standard, policy or procedure. Any allegations will be treated confidentially, to the extent consistent with Civica's interests and its legal obligations. The Office of Ethics and Compliance will direct all such internal investigations.

No person covered by this Code may conduct his or her own investigation. We are all expected to cooperate in the investigation of an alleged violation of the Code. If Civica determines that corrective action is necessary to fix a problem and avoid the likelihood of its recurrence, Civica will promptly decide what steps to take, including legal proceedings when appropriate.

To the extent legally permissible under applicable law, appropriate disciplinary action will be taken, in relation to this Code or any related Civica standard, policy or procedure, for:

- Authorization of or participation in violations
- Failure to report a violation or potential violation
- Refusal to cooperate in the investigation of an alleged violation
- Failure by a violator's supervisor(s) to detect and report a violation, if such failure reflects inadequate supervision or lack of oversight
- Retaliation against an individual for good faith reporting of a violation or potential violation

Disciplinary action may, when appropriate, include dismissal.

All employees must certify, in writing or electronically, that they have received, read, understood, and shall abide by this Code.

MEDIA INQUIRIES

Civica is a high-profile business, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the Chief Communication & Public Affairs Officer. No one may issue a press release without first consulting with the Chief communications & Public Affairs Officer.

SOCIAL MEDIA

Social media can be a valuable communications tool for both personal and business-related communications. It is important for employees to understand that their actions on social media may directly reflect on Civica; have the potential to cause harm to the Company, patients, hospital members, employees, or others; and may violate legal and/or regulatory requirements. Employees are responsible for knowing Civica's policy, principles, rules and best practices before engaging in social media.

COMPLIANCE PROCEDURES

We must all work together to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and they will appreciate being consulted as part of the decision-making process.
- Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it with the General Counsel and Chief Compliance Officer.
- You may report ethical violations in confidence without fear of retaliation. The Company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.



GENERAL INQUIRIES

Please feel free to contact any of the representatives stated below for general inquiries about this Code of Conduct or about ethics in general.

Martin VanTrieste
Chief Executive Officer
Martin@civicarx.org

Jennifer Spalding
General Counsel & Chief Compliance Officer
jennifer.spalding@civicarx.org

Ethics & Compliance Helpline
888-633-1930
ethics@civicarx.org

ACKNOWLEDGEMENT

I have read and understand the above Code of Business Conduct.

Signature: _____

Name (print): _____ Date: _____