

Premier, Inc. Antitrust Guidelines

Premier offers an array of products and services, including technology tools, data analytic services and strategic collaboratives, to help health systems, hospitals and other health care providers identify possible savings opportunities, and improve clinical and quality outcomes through the sharing of data and the exchange of ideas and “best practices.” Accordingly, it is important for you to be aware of permissible uses of information and topics of discussion, and those that are not, when using data provided by Premier’s products and services and meeting to discuss and share strategies with other health systems, hospitals or health care providers.

To assist you in gaining a better understanding of uses of information and topics of conversation that are off limits, we are providing these general guidelines to govern your conversations and use/exchange of information with other health systems, hospitals and health care providers. These guidelines are, by their nature, very general and do not attempt to cover scenarios where a violation of antitrust laws and regulations could be implicated. However, adherence to these principles could help avoid potential antitrust violations.

Premier requires its customers to comply with all applicable laws, including antitrust laws, in connection with their use of our products and services. As you may know, violations of antitrust laws can be serious criminal offenses, punishable by jail terms and substantial monetary fines, as well as the subject of civil claims for treble damages and attorneys’ fees. If you have questions about these guidelines or are unsure of any particular conduct, you should consult with your legal counsel.

Guidelines

1. **An agreement among competitors concerning the price and terms under which they offer their services/goods is a violation of the antitrust laws, regardless of the reasonableness of a price set or whether the agreement is to raise, lower, or stabilize price levels.**

2. **An agreement not to compete among business firms may violate the antitrust laws. Joint refusals to deal (boycotts) with suppliers, providers or others are generally unlawful.**

Information sharing raises antitrust issues when group members exchange current or projected prices, wages, service offerings, or marketing strategies. While antitrust violations are premised on an “agreement”, an agreement can be inferred from the exchange of competitively sensitive information followed by altered competitive conduct. For example, if a particular pricing proposal or method of doing business is mentioned and/or discussed and thereafter participants adopt similar practices, an illegal agreement to do so may be inferred. As a result, the participants may find themselves the subject of an antitrust investigation or as defendants in a price-fixing or boycott lawsuit.

To Avoid These Risks, Health Systems, Hospital And Other Health Care Providers May Not Share Or Discuss Or Disclose Non-Public Information Directly To Each Other Relating To:

- Current or future pricing proposals to payers, pricing methods, or price-related terms
- Collective efforts to influence commercial payers to adopt specific payment models
- Expansion or contraction of hospital or other services, products or locations
- Marketing strategies
- Profitability and financial projections
- Credit policies
- Costs of goods or services purchased from vendors outside of Premier, Innovatix and/or Conductiv group purchasing arrangements
- Non-public terms and conditions on which participants deal with purchasers of their services
- Employee compensation (such as intended future wage increases and benefits)

What You Can Do. Health systems, hospitals and other health care providers may, without significant antitrust concern, share information and participate in discussions on the following topics:

- Specific techniques for improving patient care, case management, and reducing re-admissions
- Methods to utilize resources in a more cost efficient manner
- Trends and new developments in the healthcare industry
- Trends in the industries that provide goods and services to healthcare providers
- Current regulatory compliance issues
- Aggregated (non-identifiable) cluster-wide and Premier-wide purchasing volumes
- Experience with service/quality issues for particular vendors or suppliers

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As mentioned above, if there is any doubt about the propriety of sharing information or having discussions on any topic, you should contact your attorneys for specific guidance. Finally, if the use of information and/or a discussion strays into impermissible uses of information or topics which should not be discussed as described above, you and the other participants should insist that the uses of information and/or the conversation stop immediately.