

	<b>TITLE:</b> Conflict of Interest Policy	
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	<b>DATE OF LAST REVIEW:</b> 04/21/2021	<b>DEPARTMENT OWNER:</b> Corporate Compliance

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1. Purpose

To provide standards for the appropriate identification, prompt and full disclosure, handling and recording of instances in which an employee of Premier may be presented with a conflict of interest, ensure compliance with the Premier Ethical Standards and provide guidance concerning compliance with laws and regulations relating to securities and investments.

2. Scope

Applies to all employees of Premier, Inc. and controlled subsidiary companies.

3. Definitions

**Equity** – Does not include mutual funds over which the individual exercises no investment control or equity held in completely blind trusts.

**Nominal Value** – Any item, service or other thing of value (not including cash or cash equivalents) that does not exceed \$50 per instance or \$100 in any given calendar year. Any item, service or other thing of value that costs \$10 or less is not be counted toward the \$100 annual limit.

**Participating Vendor** – A vendor that has a contract or submits a formal bid or offer to contract with the Premier’s Group Purchasing Organization (GPO) to provide goods or services to the GPO’s members.

**Premier Ethical Standards** – THE VALUE OF INTEGRITY | Code of Conduct and Group Purchasing Code of Conduct.

## POLICY

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1. Consistent with the Premier Ethical Standards, Premier employees must exercise good faith in carrying out their responsibilities and duties, administer the company's affairs honestly and economically, exercise the best care, skill and judgment for the benefit of the company and to act in such a manner as to avoid any actual, apparent or potential conflict of interest. **Both a true conflict and the appearance of a perceived conflict of interest must be avoided.**
2. Unless it is in the best interest of Premier, Inc. or any of its subsidiaries, employees may not use their position or knowledge to further their own interests or in the interests of another person (including a family member) or organization. In other words, employees must not use their corporate position to make a personal gain or for other personal advantage.
3. Employees must be alert and sensitive to any interest they may have that might be considered to conflict with the best interests of the company.

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4. When an employee, directly or indirectly, has a financial or personal interest in a contract or transaction to which the company is to be a party, or is contemplating entering into a transaction that involves use of company assets or competition against the company, the employee is considered to be "interested" in the matter.

Examples of conflicts of interest include:

- Situations where an employee has a financial or personal interest, in any business or property that could affect, or appear to affect judgment in fulfilling their responsibilities to Premier and its suppliers, owners, affiliates and customers; and
  - Situations where the employee's spouse or dependents have a financial or personal interest, in any business or property that could affect, or appear to affect, judgment in the employee fulfilling their responsibilities to Premier and its suppliers, owners, affiliates and customers; and
  - Situations where an employee engages in personal activities such as service on a board of directors or as a consultant for an outside entity if the companies involved have business dealings with Premier.
5. In themselves, conflicts of interest are not inherently improper. It is the manner in which an employee and the company deal with the conflict that determines the propriety of the action and conduct. Where conflicts may exist, the employee will be prohibited from participating in any material decision-making activities regarding the party(ies) with whom they have an interest.

#### **Disclosure**

6. All employees must complete an Employee Conflict of Interest Questionnaire upon employment and on an annual basis thereafter.
7. Employees must contact the Chief Ethics & Compliance Officer prior to any discussion or action with respect to a possible transaction or business relationship of any circumstances, financial or otherwise, that might be or possibly lead to a conflict of interest or that could be reasonably perceived as a conflict of interest.
8. The disclosure includes any investment in, or any managerial, consulting, or employment relationship, with any outside concern that provides or seeks to provide goods or services to Premier, that competes with Premier, or that includes Premier as an equity investor.

#### **Equity Interests in a Participating Vendor**

9. No Premier employee, their spouse or dependents may own equity in any Participating Vendor. Limited exceptions may apply for spouses and dependents of employees and new employees meeting the specific criteria described below.
10. Premier maintains on its website an updated list of Participating Vendors that is accessible by employees.

#### **Implementation and Transition**

##### ***Existing Employees***

11. Premier employees who have or whose spouses or dependents have an equity interest in any Participating Vendor must divest such equity and confirm their actions in writing as soon as possible but no later than 15 days following disclosure.

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### ***Spouse and Dependent Exception***

12. In some cases, an exception may be granted by the Chief Ethics & Compliance Officer if an employee's spouse or dependents are employed by a Participating Vendor and stock ownership is incidental to that employment. Such holdings must be fully disclosed to Premier with any potential conflicts resolved at the discretion of the Chief Ethics & Compliance Officer.
  - 12.1 If an exception is granted, the employee must disclose the spouse's or dependent's equity interest and not participate in any discussions or decisions relating to the Participating Vendor in which the spouse or dependents owns such equity.

### ***New Employee Exception***

13. New employees who hold, or whose immediate family members (spouses and dependents) hold substantial deferred compensation in the form of Individual Equity Interests in Participating Vendors which cannot be liquidated without a substantial loss of value may retain such interests; provided, that such equity interests must be disclosed to the Chief Ethics & Compliance Officer and the employee will be subject to recusal from any decisions involving the Participating Vendor(s) in which such equity interest is held.
14. New employee exceptions are reviewed on a case-by-case basis and an exception may be granted in rare situations by the Chief Ethics & Compliance Officer.

### **Recusal Required**

15. During the period of time between disclosure and divestiture of equity in a Participating Vendor in accordance with this Policy, the applicable employee must not participate in any discussions or decisions relating to the company in which they own equity.

### **Gifts, Favors, Entertainment, Hospitality, Benefit, Loan, Gratuity, Honoraria, Personal Services Payment or Commission**

16. No employee may accept gifts, favors, entertainment or hospitality that is expressly meant to influence their decision-making or action affecting Premier, regardless of value.
17. In no case may an employee or an employee's spouse or dependents accept a gift, entertainment, favor, honoraria, personal services payment, gratuity, benefit, loan or hospitality of greater than nominal value from any Participating Vendor, nor from one specific person or group.
18. Gifts of money in any amount may not be accepted.
  - 19.1 Gifts not only include material goods, but also services, discounts on personal purchases of goods and services, non-business entertainment, personal travel or lodging, or any other arrangement that benefits the individual recipient.
    - 18.1.1. Entertainment includes, but is not limited to, tickets to sporting events, concerts and plays.
19. An employee may not accept any commission or payment of any kind from an outside concern in connection with work performed, services rendered or supplies provided for or to Premier, unless specifically approved by the employee's supervisor.

### **Lunch and Dinner Appointments with Recreational Activities**

20. Lunch and dinner appointments with recreational activities, including but not limited to, golf and tennis paid for by outside concerns are acceptable if bona fide business matters are discussed.
21. Such activities not related to bona fide business matters are limited to a nominal value.
22. No employee may accept the offer of recreational activities, including but not limited to golf and tennis, that is expressly meant to influence their decision-making or action affecting Premier, regardless of value.

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**Events**

23. Employees may attend events sponsored by vendors. However, travel and lodging expenses may not be paid by such vendors.

**Trading on Undisclosed Information**

24. Employees must comply with securities laws and regulations relating to material undisclosed information, sometimes called "insider information," about Premier and the external companies it relates to.

1. In particular, employees are prohibited from making or selling investments (e.g., stock) in any publicly held company with which Premier is considering entering into a business relationship (e.g., group purchasing agreement or equity investment) until after 48 hours (two full trading days) following the public announcement of that information.
2. The prohibition also applies for the same time period against "tipping" others such as family or friends about the undisclosed material information or making recommendations to buy or sell stock based on such information. Violation will quite likely constitute a legal violation as well, with potentially severe penalties.

**Short-Swing Profits**

25. Employees must observe laws and regulations concerning "short swing profit recapture".

25.1 These laws and regulations may be applicable, for example, if Premier or one of its related companies owns more than 10 percent of the outstanding shares or other equity units of another company that is publicly traded or holds a seat on the governing board of such a company.

25.2 Provisions restrict profits on the purchase and sale of the company's stock within a six-month period.

**Where to Go with Questions and Concerns**

Any employee who is uncertain of the applicability of this Policy or individual responsibilities relating to it must seek clarification and guidance before acting from the Chief Ethics & Compliance Officer or the Corporate Compliance department.