

Code of Conduct

Making a difference
while acting with integrity.



Reviewed September 2024



At athenahealth, we are building a thriving ecosystem that delivers accessible, high quality, and sustainable healthcare for all. We are doing this by embracing the values and behaviors that drive a culture that is as versatile, open, accepting, inclusive, and trustworthy as the ecosystem we are building to power the future of healthcare.

athenahealth's culture has seven core values. Those values represent the "how" we will build that thriving ecosystem by defining what it means to be an athenista and how we are expected to carry ourselves when pursuing our lofty vision.

Those core values are:

- **Act with integrity**
- **Be accountable**
- **Value everyone**
- **Be a team player**
- **Obsess over customers**
- **Strive for excellence**
- **Make a difference**

If we uphold, promote, and live those values consistently as athenistas and as a Company, we will be successful in achieving our mission.

Our Code of Conduct further defines those values and some of the expected behaviors that go along with them. The guidance in it applies to all athenistas,

regardless of tenure or cohort. The Code also imposes special responsibilities on Leaders (employees at the Director cohort and above), who are expected to act as mentors, role models, and points of inspiration.

Our Code is not exhaustive of all expectations placed on our employees. Rather, it builds on our core values and the principle that we act honestly, ethically, lawfully, and in the best interests of athenahealth at all times. We must not use loopholes, shortcuts, or technicalities to avoid following the letter and spirit of the guidance in our Code. If you are unsure of the right thing to do, or believe you are being asked to do something that may be improper, ask for guidance using the resources provided in our Code before taking action.

Every athenista is expected to know, understand, and follow the guidance in our Code. If you have questions, speak up, and you will be guided in the right direction.

Thank you for joining us on our mission and for all that you do for athenahealth.

Until next time ... action and accountability.

Bob Segert
Chairman and Chief Executive Officer
September 2024

Embracing our values and behaviors.

Our values represent the “how.” How do we carry ourselves as athenistas when pursuing our lofty ambitions? How do you define what it even means to be an athenista? These values form the bedrock and the culture of athenahealth... the solid foundation from which we launch the pursuit of our vision.

Act with integrity

Be open, honest, ethical, and fair in everything we do. Personal and business integrity are often hard to earn but easy to lose. We will not take the easy path, but instead the one that shines a beacon on our professionalism and ethics.

Be ^{My God!} accountable

Accountability is at the core of high performance and long-term success. Accountable individuals and teams build and sustain relationships by consistently delivering on commitments, which leads to deep levels of trust and respect. We must honor our commitments, take ownership of our work, and correct and learn from our individual and collective mistakes.

Value Everyone

Our success is dependent on the diversity, collective spirit, intelligence, perspectives and contributions of our people, clients, and partners. We can only achieve our potential by unlocking the full power of our communities and teams. This requires listening, active engagement, and being open-minded to other views, perspectives, and backgrounds.

Be a team player

The strength of a team comes from supporting each other, communicating well, and leveraging our specialized skills, knowledge, and experiences. Together we can achieve more than any of us could individually.

obsess

customers

We play a critical role in the practice of medicine and the success of our customers' businesses. Our customers deserve to be delighted when they interact with us and they should receive our very best in every encounter. Their success is our success.

excellence Strive for ↑

Excellence is a mindset, and at athenahealth we know that we can always get better at what we do. We will not settle for mediocrity or the status quo, but instead continuously look for new ways to improve our performance and the value that we deliver.

Make a difference

Have the courage to work outside our comfort zone to transform the lives of our colleagues, clients, partners, and the healthcare ecosystem at large. We all have an important role to play in creating a thriving ecosystem that will improve the lives of others.

At athenahealth, we follow the law.

Following the law is essential to earning and maintaining the trust of our clients, partners, and fellow athenistas. If we do not follow the law, it is impossible for us to succeed in building a thriving ecosystem that delivers accessible, high quality, and sustainable healthcare for all.

There are a lot of laws that apply to athenahealth and a big part of following them is understanding them. Some laws are easy, like: don't steal. Some are complicated, like: proper cost allocation on government reporting. athenistas are not expected to be experts in the law, but we are expected to be familiar with the laws relevant to our roles, to use good judgment, to spot potential issues and, when we do, use the resources available to ensure we get it right. To help meet that expectation, proactively utilize our lawyers, compliance professionals, human resources team, and other subject matter experts when you need help or see something that doesn't feel right – issue spotting and raising concerns when something seems wrong is part of every athenista's job description.

Certain laws are core to our business, including:

HIPAA AND PRIVACY LAWS: Require that sensitive information remain confidential and accessible only to those who are authorized to see it. These laws apply to various kinds of information, including protected health information, personally identifiable information, credit card and financial information, and other sensitive information.

FALSE CLAIMS LAWS: Prohibit knowingly or intentionally including false information on a claim for payment submitted to a government payer or being deliberately ignorant (think head in the sand) to the fact that the information is false.

ANTI-KICKBACK LAWS: Prohibit giving anything of value to induce referrals of patients or healthcare products and services that are paid for by federal healthcare programs. Our sales and marketing programs are carefully considered and designed to comply with these laws to the extent these laws apply to us. We use gifts and hospitality for their proper purpose, to build a business relationship and to reflect esteem or gratitude. Any hospitality, gift, or charitable donation must be given without expectation of anything in return and should never be offered to influence a business decision.

Depending on our roles, there are other laws that may relate to our work at athenahealth:

BRIBERY: We can, do, and must win business the right way – on the strength of our products, services, and people. athenahealth complies with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act.

ANTITRUST AND FAIR COMPETITION: athenahealth does not (and you must not) engage in any activity that places an unreasonable restriction on trade, commerce, or competition. Never collude with competitors or engage in anti-competitive conduct, whether through contract, market allocation arrangements, or even less formal sharing of sensitive or confidential information (i.e., pricing) – all potential business relationships with competitors must be sent to Compliance for review. You must also avoid coordination with clients, suppliers, competitors, or others to boycott or refuse to engage in business with another organization, price fix, or structure bids/proposals with the intent of directing a contract award to a specific competitor or supplier.

CUSTOMS AND TRADE: Regardless of where our business takes us throughout the world, athenahealth complies with all applicable customs and trade laws, including rules and regulations concerning trade controls, exports, re-exports, and imports.

Follow the law.

It is the responsibility of each athenista to follow and uphold the law and to act lawfully in all Company matters.

Be familiar with and follow the laws applicable to the work you do.
Ignorance of the law is not an excuse.

Understand Company policies that apply to you and follow them,
unless you have received an exception from the policy owner.

Immediately report any situation where you believe someone has done something improper
or if anyone asks you to do something that you believe is improper.

Engage the Legal and Compliance teams early in the product development process
and before initiating any new marketing, sales, or incentive campaigns.

Additional expectations for Leaders

Set the tone

Emphasize the importance of doing the right thing.

Lead by example

Proactively reach out to our subject matter experts.

Emphasize the importance of fair competition

Compete on a fair and level playing field, and win business based on our strengths.

At athenahealth, we act with integrity.

Our commitment to acting with integrity starts with our employees. Be open, honest, ethical, and fair in everything you do. When faced with hard decisions, choose the one that shines a beacon on the Company, yourself, and your own professionalism and ethics. Live the Company's core values, abide by the requirements set forth in this Code and other Company policies, cultivate a culture where everyone feels empowered to speak up, and ensure that everything we do and say builds on the commitment that athenahealth will deliver its best to our clients (and their patients), our partners, and the payers we do business with in a manner that honors the trust they have all placed in us.

Acting with integrity is foundational to and inextricably linked with our other core values:

- You cannot build and sustain meaningful and trusting relationships if you do not act with integrity. This includes taking ownership of your work, whether successful or not and, where not successful, learning from your mistakes.
- To reach our collective potential and bring out the best in each other, we must act with integrity. Embrace the principles of diversity, equity, inclusion, and accessibility while holding each other and ourselves to the highest ethical standards. If you see something happening that is not right, report it.
- A team is only as strong as its weakest link. Unless we all act with integrity all of the time, we will never reach our ultimate potential.
- Our clients trust and rely on us to support the health of their patients and the success of their business. They reasonably expect, and deserve, that we act with integrity in everything we do for them as their most important business partner.

- In order to continuously and sustainably improve our performance and the value we deliver to our clients, we must never compromise our integrity or risk that our services will jeopardize our clients' business operations, the safety of their data, or their compliance with applicable healthcare laws and regulations.
- Transformation of the healthcare ecosystem requires that our work be performed purposefully and with the utmost integrity if we are to truly make a difference and improve the lives of all those impacted by our work.

Our commitment to integrity applies to each of our fellow athenistas, our clients, our business partners, and every person impacted by the work that we do.

If people think our business judgment or objectivity is affected by personal motivations, we lose trust. Avoid conflicts of interest, including situations where others might believe our business decisions are being made for the wrong reasons, even if they are not. Examples include self-dealing, steering athenahealth business to a company you or a family member holds a financial interest in, holding another job with a client, competitor, or other company that detracts from your work at athenahealth, interfering with or diverting athenahealth business opportunities, or accepting gifts or personal benefits that might seem to influence business decisions. If a potential conflict does arise, notify your manager and promptly stop whatever action may be creating the conflict until you receive guidance.

Acting with integrity also means feeling empowered to speak up when something you are doing, witnessing, or hearing about runs contrary to our Company values. This includes raising concerns when you feel uncomfortable or believe someone may have acted improperly. It also means reporting situations when you believe our clients, vendors, or business partners may be acting inappropriately.

Act with integrity.

Transparency is a hallmark of integrity. We must all be transparent about our actions and the options we are considering so that – as a collective whole – we can decide on the right course in every situation.

Be honest, transparent, and ethical in all business dealings, internally and externally.

Use good judgment to promote athenahealth's legitimate business interests over your own personal or financial interests.

Additional expectations for Leaders

Act and lead with integrity

Lead through your words and your actions.

Do what's right

Not necessarily what's easy.

Do not scapegoat

Or think a different set of rules applies because of a higher cohort.

Uphold our ethical standards

When actions do not conform with our values or commitments.

At athenahealth, we are accountable.

The long-term success of our products, services, strategies, and plans depends on our employees abiding by their commitments to the Company, and athenahealth's commitments to its clients. To do this, we must all establish clear responsibilities and processes for monitoring work and measuring results; follow through on commitments and make sure others do the same; take personal responsibility for decisions, actions, and failures; and establish clear channels to communicate responsibilities, milestones, updates, and feedback. Following through on our commitments – both to each other and our clients – leads to deep levels of trust and respect.

We are committed to privacy and security at athenahealth, and all athenistas are accountable for helping to protect the confidentiality of sensitive information that is entrusted to us. This includes protected health information (PHI), personally identifiable information (PII), and confidential and proprietary business information (Confidential Information). We are committed to treating sensitive information the right way, handling it carefully, using it only for legitimate business purposes, and keeping it safe. To fulfill that commitment, we must all understand the different types of information we handle and be familiar with Company policies designed to protect it.

For legally regulated information, like PHI and PII, we have Company policies, standards, and procedures that explain what you can (and cannot) do with it, where you can keep it, who you can share it with (and how you can share it), and what you must do if it is ever handled or disclosed improperly. We also have tools designed to help you build products and services that comply with our policy documents. You are expected to follow those policy documents and to use the tools the Company gives you when building new features.

For athenahealth's Confidential Information (i.e., proprietary to athenahealth but not subject to government regulation), we must not disclose it outside the Company unless appropriate confidentiality or non-disclosure agreements are in place and there is a legitimate business reason to do so. This includes communications in personal or private settings, as well as public communications such as announcements, speeches, interviews, blogs, tweets, or in any other forum. If you are unsure whether information is confidential, ask your manager or the athenista responsible for that information. If still unsure, escalate to Legal.

Depending on your role, you may also have access to Confidential Information belonging to an athenahealth client, vendor, or business partner. Treat this information the same way you would treat athenahealth's Confidential Information. There is never a good reason to post Confidential Information on social media or other public-facing platforms, no matter who it belongs to. Nothing about these requirements, however, affects your right to discuss the terms and conditions of your employment with other athenistas, engage in group action, or report individual or group complaints.

Whatever information we are dealing with, we are accountable for dealing with it the right way. That means building functionality that uses only the minimum amount of health or other information necessary. It also means developing services and features using our security best practices, and using data in a manner that is transparent, consistent with our contracts and regulatory obligations, and is otherwise deserving of the trust our clients place in us. As a business associate to our clients, we are trusted to comply with HIPAA and related federal and state privacy laws. This includes following the Company's record retention policies and being thoughtful about where, how, and when we store or dispose of business records, communications, and documents.

Be accountable.

Deliver on your commitments and, when you don't, own up to it. This includes commitments to our clients, each other, and the Company. And when you are trusted with sensitive information, protect it.

Do what you say you will do, and if you cannot, be transparent about the challenges you are facing.

Protect Confidential Information, and all other sensitive or regulated information – no matter who that information belongs to.

Build the right things the right way, and always in accordance with our Company policies.

Additional expectations for Leaders

Lead by example

Take pride in your team's accomplishments, but own their shortcomings.

Hold yourself accountable

When actions do not conform with our values or commitments.

At athenahealth, we value everyone.

Our success is dependent on the diversity, collective spirit, intelligence, perspectives, and contributions of our people, clients, and partners. We are creating an inclusive culture where respect, equity, and positive recognition of our differences are celebrated. We are firmly committed to racial equality and justice, and to challenging systemic barriers to accessible healthcare for all.

Valuing everyone requires that we each build self-awareness to understand our own biases and inclusive habits, listen to others, take time to comprehend and welcome differing opinions, include others by actively searching outside our own comfort zones when assembling a team or assigning work, and get involved to find out about initiatives, discussions, resource groups and other ways to value the members of the athenahealth community.

We are all encouraged to say what we mean and mean what we say, so long as we do so in a respectful and productive way. We must all use the technology and internal communication tools athenahealth offers for their intended purpose: to foster meaningful and productive conversations about the work we have done or need to do; not to distract us from what matters. athenahealth promotes a respectful working environment free from discrimination, harassment, and other threats. We have no tolerance for discrimination or harassment of any kind.

All decisions with regard to hiring, termination, review of job applications, performance evaluations, promotions, demotions, transfers, work assignments, accommodations, compensation, benefits, and all other employment matters are made without regard to a person's race, color, national origin, ancestry, religion, age, sexual orientation, gender (including gender expression and gender identity), pregnancy, mental or physical disability, genetic information, marital status, familial status, veteran or military status, membership in the uniformed services, caste, or any other category protected by federal, state, or local law (each a "protected category" under athenahealth

policy). Business decisions concerning clients, vendors, suppliers, business partners, or other entities are also made solely on the merits and are not influenced by any protected category.

If you believe you are being treated unfairly, or you have reason to believe others are being treated unfairly, report it.

You can report the situation to your manager, HR, Compliance, Legal, or through athenahealth's anonymous reporting hotline or web portal. Regardless of who you report it to, athenahealth will handle the matter appropriately, confidentially (to the extent permitted under applicable law), and with integrity.

Our commitment to ensuring all athenistas are treated appropriately extends beyond our internal interactions. We all should be treated respectfully while engaging with clients, prospects, vendors, or other business partners – whether at our offices, on video or teleconference calls, or at offsite locations – and athenahealth has programs and policies in place to ensure this happens.

athenahealth complies with all applicable fair labor practices, as well as child labor, age-appropriate work, minimum wage, working hours, and human rights laws. athenahealth also provides a safe and healthy working environment everywhere we operate. We are all expected to report any violence, threats, destruction of Company property, or other dangerous conditions we become aware of.

Value everyone.

athenistas deserve to be treated honestly and fairly – and we must treat others the same way, regardless of who they are, where they come from, or where they fall on an org chart. athenahealth has policies that drill down on what this means and the behaviors expected from each of us; we must all be familiar with and follow those policies.

Treat others as you wish to be treated *and* as they wish to be treated.

Be open-minded and do not dismiss ideas or suggestions simply because they differ from your own beliefs.

Immediately report to your manager, HR, Compliance, or Legal any situation where you believe you are being treated unfairly, or see others that are being treated unfairly.

Additional expectations for Leaders

Immediately report

Any instance of harassment or discrimination you witness or learn of.

Model the behavior you want

From your team and from athenistas across the Company.

Participate in dialogue

By engaging directly and being open to suggestions and new ideas.

Take initiative

By finding new ways to enhance our diversity and transform ideas into actions.

At athenahealth, we are team players.

athenahealth operates at its best when we fully utilize the talents and expertise at our disposal. All athenistas are encouraged and empowered to speak up when they have something to contribute, regardless of cohort or seniority. We are all expected to engage and be active participants within our own teams and the greater athenahealth community and to do so in a manner that brings out the best in ourselves and our colleagues. Together we can achieve more than any of us could individually.

As individuals, all athenistas are encouraged to participate in discussions and group activities with each other, to join legal or political organizations of their own choosing, and to engage in the political process or with their political representatives. Nobody will be penalized, harassed, or intimidated for their decision to join, refrain from joining, or engage in those activities. Being a team player and member of athenaNation, however, requires that we do not use athenahealth, athenahealth's name, or athenahealth's reputation to further personal agendas or interests. Nobody should use their position or title to speak for athenahealth on a particular issue or agenda item unless they have been expressly authorized to do so.

Being a team player is a value that extends beyond the walls and offices of athenahealth. Partnerships, vendor relationships, and third-party affiliations are necessary to achieving our mission. We welcome and value the relationships we have with third parties and expect that they each value their relationship with us. We are all responsible for ensuring business partners are appropriately assessed prior to giving them access to our systems, and for ensuring that third parties we work with share similar values to our own.

athenistas are empowered and trusted to spend Company resources, but we must be thoughtful about how, when, and where we use those resources – and who we are partnering with. This includes hiring top talent, working with best-in-class vendors and technologies, meeting with prospects to build a business relationship, and more. In making these

decisions, we must all remember that athenahealth's resources are not unlimited, and you must always be truthful and transparent about how and what you spend: don't steal; don't lie; don't cheat – that is obvious. Perhaps less obvious, but equally important to being a team player, is exercising good judgment when you do spend Company money to ensure you are getting fair value for athenahealth and never wasting Company resources. Always comply with the Company's financial and accounting policies, keep complete and accurate financial records of expenditures and business transactions, submit accurate and complete expense reports, and abide by Company policies for spending. Falsifying, altering, or mischaracterizing expenditures or reimbursement submissions is never acceptable.

Being a team player also means that we take responsibility for promoting and maintaining our Company values. We are all expected to report concerns if we are not sure what the right thing to do is or if we believe someone may be doing something improper. athenahealth takes all concerns or reports of potential misconduct seriously and treats everyone involved in the process with dignity and respect. Concerns or reports will be promptly and thoroughly reviewed by the appropriate teams. As part of that, all employees are required to participate in and cooperate with any investigation when asked to do so. athenahealth will not permit retaliation against anyone for making a good faith report of potential misconduct or participating in a related investigation. Those found to have engaged in misconduct or inappropriate behavior will be subject to discipline up to and including termination of employment. Other than termination, disciplinary action may include impacts to compensation, performance reviews, personnel record, cohort level, or could result in the employee being suspended or placed on leave.

Be a team player.

Cross-functional engagement and collaboration is at the core of what athenahealth does best. When engaging with your colleagues, promote our core values and report anything you witness or learn of that could compromise our culture of integrity. Pursue your individual cultural, social, and political interests, but do not leverage athenahealth in the process unless explicitly authorized to do so. When you spend Company money, be truthful and responsible about what you are spending and ensure the spend is in the best interests of athenahealth.

Leverage the skills, strengths, and experience of your fellow athenistas to ensure everything we do is the best we can do.

Promptly report any misconduct, violation of Company policy, or other inappropriate behavior you witness or learn of.

Participate cooperatively with internal investigations when called upon and only provide truthful and complete information; never obstruct an investigation or do anything in an attempt to conceal the truth; and maintain confidentiality at all times in connection with any investigation you are participating in.

Never falsify or misrepresent expenses on a reimbursement submission or in connection with a business transaction.

Ensure you are getting fair value for athenahealth when spending Company money or resources, and only spend to further athenahealth's legitimate interests.

Additional expectations for Leaders

Encourage your teams to be open-minded

Seek out the perspectives of everyone that may have value to add.

Escalate issues appropriately

When they should properly be addressed by Legal, Compliance, HR, or other teams.

Be present

Critically review and understand how your budget is being used.

Engage and follow directions

From those leading an investigation into potential misconduct.

At athenahealth, we obsess over customers, strive for excellence, and make a difference.

A test. A diagnosis. A medical condition. Each can represent a life-defining moment. Whether life-defining or mundane, building safe, smart, and secure products that work how they are supposed to work is essential because we play a critical role in the practice of medicine, the success of our clients' businesses, and the health of their patients. We must obsess over providing clients what they need, when they need it. We must strive for excellence and look for new ways to improve our performance and the value that we deliver. We must have the courage to work outside our comfort zones to make a difference in the lives of our colleagues, clients, partners, and all those engaging in the healthcare ecosystem at large.

Our clients' success is our success. That means mediocrity is not an option. For every service we build, every question we answer, every issue we resolve – our clients expect and deserve our very best at all times. That requires we continuously seek to improve our service offerings, subject matter expertise, and client support so that we truly improve the lives of the patients that athenahealth providers treat. This also requires that we all connect to our vision, make helping others our personal focus, show up as our best selves, and be trailblazers on the forefront of innovation.

Achieving these goals further demands that patient safety be a priority in all that we do. New products and services must be thoroughly vetted and reviewed to ensure they comply with applicable patient safety standards, laws, and security requirements. Test products and services methodically and repeatedly before pushing them into production. Never let the pressure of deadlines or schedules compromise our commitment to building the right thing in the right way. If there is ever a situation where something may present a patient safety concern, or is not in line with legal or regulatory requirements, report it immediately.

Obsess over customers.

Our clients and their patients trust us with their valuable data. One way to continue to earn that trust is to be safe and smart when we build, utilize, and operationalize the products and services that impact data. Securing data appropriately and using it the right way must be at the core of everything we do.

Strive for excellence.

We must challenge conventions and the status quo to constantly push ourselves and each other to improve our collective performance and the value we deliver. In doing so, we must also be responsible and cognizant of what we are building, who we are partnering with, and the impact our efforts have on the lives of our clients and their patients.

Make a difference.

All athenistas have an important role to play in improving the lives of patients treated by our clients. Our work affects the health and safety of the patients treated by providers using our services each day. It is our responsibility to ensure their well-being remains at the forefront of our individual and collective efforts.

Consider how your actions may impact the privacy or security of sensitive information, and immediately report any mistakes that you believe create a security or patient safety risk.

Follow the Company's security policies, and never circumvent the physical, technical, or administrative safeguards in place.

Be mindful of patient safety in everything you do, report any potential issues you learn about, and remember that your work affects the health and safety of all those relying on athenahealth providers for their clinical care.

Additional expectations for Leaders

Prioritize security and patient safety

In all that you do and all that you ask your teams to do, even if it slows us down or costs more.

Push your teams

To be creative, innovative, and exemplary – but never at the expense of the safety or security of our clients and the patients they treat.

How to reach out with a question, issue, or concern.

To report concerns anonymously

800-910-6732

<http://www.mycompliancereport.com/report.asp?fid=11&cid=ath&rpt=1>
