



# SUPPLIER CODE OF CONDUCT

Strategic Sourcing & Procurement



# Supplier Code of Conduct

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# Supplier Code of Conduct

At Mednax, we believe acting ethically and responsibly is not only the right thing to do, but also the right thing to do for our business. Mednax has developed this Supplier Code of Conduct (“Supplier Code”) to clarify our expectations in the areas of human rights, labor practices, business integrity, anti-corruption, export controls, associate health and safety, and environmental management. Mednax’s Supplier Code is intended to complement Mednax’s Principles of Business Conduct and the Company’s other policies, procedures, and standards referenced therein. Suppliers, vendors, contractors, consultants, agents, subsidiaries, joint ventures, divisions, affiliates and other providers of goods and services that do business with Mednax entities worldwide are expected to follow this Supplier Code. These standards apply to individuals and organizations (Suppliers doing business with Mednax) that provide materials, services and personnel to Mednax or any of its affiliates either directly or indirectly through the use of contractors, agencies, consultants, distributors, temporary labor or other intermediaries (“Suppliers”).

Mednax believes in doing business with Suppliers that comply with applicable law and have high ethical standards. Mednax understands that Suppliers generally have their own codes of conduct; however, it is important that Suppliers understand that Mednax’s employees are required to conduct themselves in accordance with Mednax’s Principles of Business Conduct (available at [www.Mednax.com](http://www.Mednax.com)). Mednax will not tolerate illegal or unethical behavior from our employees or from Suppliers or their subcontractors.

## 1. Reporting Mechanism and Policy Against Retaliation

If a Supplier believes that a Mednax employee or other Supplier has violated the principles outlined below or on our website (noted above), the Supplier should and is expected to report the violation as soon as possible to any one of the following: (i) any Mednax manager; (ii) Strategic Sourcing; or (iii) the Chief Compliance Officer.

## 2. Compliance with Employment Laws

Suppliers are required to comply with legal requirements regarding the employment relationship with their own employees, and any agents that they hire to do work for Mednax, including compliance with all applicable wage and hour laws and tax requirements. Further, they are required to treat Mednax employees and customers in a professional manner and consistent with any laws that might govern the relationship between the parties.

### 2.1 Hiring and Employment Practices

Suppliers’ hiring practices must include verification of workers’ legal right to work in the United States and ensure that all mandatory documents, such as work permits, are available. Suppliers are expected to support diversity and equal opportunity in their workplaces and create a work environment in which employees and business partners feel valued and respected. Employment decisions must be based on qualifications, skills performance, and experience. Suppliers must prohibit discrimination based on race, color, gender, nationality, age, creed, national origin, or ancestry, physical or mental disability, medical condition, pregnancy, veteran status, union membership, sexual orientation, gender identity or

expression, religion, marital status, genetic information or characteristics, or any other status protected by federal, state or local law. In addition, harassment, including unwelcome verbal, visual, physical, or other conduct of any kind that creates an intimidating, offensive or hostile work environment will not be tolerated.

## **2.2 Human Rights and Ethical Labor Practices**

Mednax fully supports legislative efforts to protect human rights and enforce ethical labor practices. Suppliers are required to implement policies and procedures to ensure that they do not engage in or support forced labor or unlawful child labor.

- A. **Forced Labor:** Employment decisions must be based on free choice, and there may be no human trafficking, involuntary, coerced slavery or prison labor, and no use of physical punishment or threats of violence or other forms of physical, sexual, psychological, or verbal abuse as a method of discipline or control.
- B. **Child Labor:** Suppliers must adhere to the minimum employment age limit defined by national law or regulation and comply with relevant International Labor Organization (ILO) standards. In no instance shall a Supplier permit child to perform work that exposes them to undue physical risks that can harm physical, mental or emotional development or improperly interfere with their schooling needs.

Mednax is proud of its reputation and record for integrity and respect in dealing with our own employees and expects nothing less of our Suppliers in their dealings with their workforce. Suppliers must adopt and maintain terms of employment for their employees that comply with local law and requirements of decency. We are committed to ensuring that working conditions in our supply chain are safe, that workers are treated with respect and dignity, and that our processes are environmentally and socially responsible.

## **3. Conflicts of Interest**

Suppliers are prohibited from giving or promising anything of value to Mednax employees that could inappropriately influence Mednax's business decisions or gain an unfair advantage. Accordingly, employees of Mednax should act in the best interest of the Company. A conflict of interest may occur when a Mednax employee's personal interests interfere or appear to interfere with Mednax's interests. Perceived conflicts of interest can be as damaging as actual conflicts. Suppliers and Mednax employees must avoid the appearance of impropriety at all times. In addition, Mednax employees with authority in the procurement process have a special responsibility to avoid the appearance of impropriety. Procurement authority is defined as being engaged in the source selection and/or negotiation process with Suppliers, as well as being in a position to determine that goods and services delivered meet the stated requirements.

Mednax expects its Suppliers to adhere to Mednax's gifts and entertainment policies and procedures outlined in the Business Courtesies with Potential Referral Sources Policy.

#### **4. Whistleblower Protection**

In connection with Mednax business, Suppliers shall maintain whistleblower confidentiality and prohibit retaliation against workers who participate in such programs in good faith and shall refuse an order that is in violation of Mednax's Supplier Code. Suppliers shall provide an anonymous and/or confidential complaint mechanism for workers to report workplace grievances in accordance with local laws and regulations.

#### **5. Bribery and Corruption, Anti-Boycott and Anti-Money Laundering**

Mednax develops and maintains good relationships and effective communications with all levels of government in all areas in which we conduct business.

Suppliers, who are domiciled or do business overseas, must comply with Foreign Corrupt Practices Act (FCPA), UK Bribery Act of 2010 and all applicable laws and regulations with respect to doing business with the governmental agencies at the state, local and federal level, as well as international laws, regulations and conventions which prohibit any type of bribery, corruption, kick-backs, extortion, embezzlement or attempt to improperly influence for the purpose of obtaining or retaining business.

Mednax also prohibits commercial bribery, which refers to gaining improper advantage by offering something of value to an intermediary (i.e., a customer's employee) with the intent of influencing the customer to obtain or retain their business. Employees, Suppliers, and agents acting on behalf of Mednax are strictly prohibited from accepting anything of value that may be considered influential from any Supplier that Mednax does (or may do) business with. This prohibition applies even when local laws may permit such activity.

Suppliers must maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices.

#### **6. Trade Restrictions/Export Controls**

Suppliers must abide by all economic sanctions or trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations, or foreign individuals and entities.

Suppliers must also comply with all laws related to Trade Restrictions and Export Controls, the U.S. Anti-Boycott Act, and Anti-Money Laundering and the Office of Federal Asset Control provisions related to doing with business with known or suspected terrorists or illegitimate sources of funding.

Suppliers must not directly or indirectly engage in or support any terrorist activity. Neither Suppliers nor any of their affiliates, nor any officer or director of the Supplier or any of its affiliates, may be included on any lists of terrorists or terrorist organizations compiled by the United States government or any other national or international body, including but not limited to:

- a) The U.S. Treasury Department's Specially Designated Nationals List;
- b) The U.S. State Department's Terrorist Exclusion List;

- c) The U.S. State Department's Nonproliferation Sanctions List;
- d) The U.S. Department of Commerce Entity List;
- e) The U. S. Bureau of Industry and Security - Denied Persons List;
- f) The U. S. Bureau of Industry and Security - Unverified List; and
- g) The European Union Financial Sanctions List.

## **7. Confidential or Proprietary Information**

Confidential and proprietary information includes, but is not limited to Mednax's and its customers' intellectual property; trade and business secrets; best practices; customer requirements; copyrights; patents; logos; trademarks; employee data; customer, and Supplier lists; computer-generated reports; data used in the course of business; costs; profit and loss statements and non-public financial data; markets; plans for future development; corporate strategy; contracts with other parties; product lines and products; bids and quotes; pricing information, and other business information not available to the public. Mednax does not encourage and will not accept proprietary information regarding Mednax customers or competitors received in an un-authorized manner and Suppliers are advised to not disclose such information to Mednax employees. Disclosure of such information by Suppliers shall be considered a breach of contract with Mednax in addition to any other violations under applicable law.

Both during and after their relationship with Mednax, Suppliers may not disclose, copy, sell or distribute Mednax's or its customers' confidential and proprietary information to any third party, unless it is specifically authorized in writing by Mednax or that customer in their respective sole and absolute discretion. Suppliers must immediately return or destroy all Mednax-related information, equipment and property in their possession upon the termination of the relationship and upon Mednax's request. Mednax will take legal action, if appropriate, against Suppliers that improperly disclose Mednax's confidential information or trade secrets to unauthorized parties.

## **8. Environmental Policy**

Suppliers shall comply with all Mednax's requirements, as well as applicable local, state and federal laws related to environmental and waste management. In addition, if a Supplier is aware of any condition that would put Mednax at risk of compliance with any environmental law, the Supplier is required to disclose the risk to the appropriate Mednax management.

Mednax reserves the right to audit any supplier and its supply chain for environmental compliance, risks, and violations.

## **9. Health and Safety**

Suppliers must provide workers with a safe and healthy work environment. They should take proactive measures that support accident prevention and minimize health risk exposure. Suppliers shall comply with

all applicable safety and health laws and regulations in the countries in which they operate. Suppliers shall be responsible for upholding applicable laws regarding working hours, wages and benefits for individuals employed throughout the supply chain. We encourage our Suppliers to work toward paying a wage that is sufficient for workers to meet their basic needs and provide some discretionary income.

## **10. Economic Inclusion**

Mednax is committed to economic inclusion by identifying minority-, women-, LGBTQ+, and veteran-owned and other diverse businesses among the suppliers with whom we work. Our goal is to maximize participation by diverse suppliers through the development of mutually beneficial business relationships.

Our policy of engaging diverse suppliers reflects our commitment to broader diversity and inclusion efforts and to the communities where we work and live. We understand that when diverse suppliers succeed, the communities they serve share the benefits.

## **11. Antitrust and Fair Dealing Policy**

Suppliers will strictly comply with all applicable antitrust laws, trade practice laws and any other laws, rules and regulations dealing, for example, with monopolies, unfair competition, restraints of trade and competition, and relationships with competitors and customers. Suppliers shall deal fairly with all customers and competitors and will not take unfair advantage of any company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices. Suppliers will not enter into agreements with competitors and/or engage in other acts, which may unfairly impact competition, including, but not limited to, price fixing and market allocations.

## **12. Supplier Expectations, Self-Monitoring, and Audits**

Suppliers are expected to self-monitor their compliance with this Supplier Code while conducting business with or on behalf of Mednax, and to inform us in a timely manner of any non-compliance. We reserve the right to monitor compliance with this Supplier Code using a reasonable and risk-based approach and framework that is suitable for small and diverse-owned businesses as well as larger businesses with more mature compliance programs. This may include verification through self-assessment/questionnaires, on-site audits, and/or other means of due diligence. We recognize that small and diverse-owned businesses may be challenged to meet some of the expectations set forth herein. We are committed to working with these businesses to achieve a reasonable level of compliance given their unique circumstances. If requested, vendors are expected to provide written information, including, policies, procedures and data regarding the topics included in this Supplier Code. Any vendor that does not comply fully with this Supplier Code, is expected to remediate any lapses to Mednax's satisfaction in a timely manner. Failure to agree upon a remediation plan, or failure to implement it, could adversely affect ability to be awarded additional work and/or result in termination. Supplier risk management commences at the time of precontracting due-diligence activity and continues through the life of the engagement. At any time,

starting with requests for proposals, Mednax may choose not to do business with a vendor that poses a risk.

Mednax expects our vendors to develop policies and procedures that apply to all vendor operations and their extended supply chains, consistent with the International Labor Organization's (ILO) Fundamental Conventions, the United Nations Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights, as applicable, to ensure adherence with the following standards. This includes implementing appropriate due diligence and testing measures, training staff and tracking indicators of effectiveness.

Mednax reserves the right to verify compliance with this Supplier Code through internal and external assessment mechanisms, such as self-assessment questionnaires, announced and unannounced on-site independent third-party audits, and worker well-being surveys. Such audits may inspect Suppliers' worker interviews. If non-compliances are observed, the supplier will be required to take corrective action.

### **13. Penalties**

Violation by Suppliers of any of the principles described above or on the website or any law will lead to serious administrative and operational action, up to and including termination of contracts for breach and/or the elimination of Supplier from Mednax's bidders list and the cancellation of any future business relationship.

### **14. Contact Us**

For more information on this policy or becoming a supplier to Mednax, please contact [Sourcing@Mednax.com](mailto:Sourcing@Mednax.com).