

## WELLTOK, INC.

### CODE OF BUSINESS CONDUCT AND ETHICS

As Adopted by the Board of Directors and Audit Committee August 14, 2019

#### I. INTRODUCTION

Welltok, Inc. ("**Welltok**" and together with its subsidiaries, the "**Company**") is committed to creating an environment where we are able to do our best work while maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (the "**Code**") reflects the business practices and principles of behavior that support this commitment. We expect every officer and employee of the Company (collectively, "**Employees**") and the members of our Board of Directors to read and understand the Code and its application to the performance of his or her business responsibilities. All of our directors and Employees must conduct themselves accordingly in every aspect of our business and seek to avoid even the appearance of improper behavior.

Our goal has been, and will continue to be, to advance the highest standards of ethical conduct. We expect all of our agents, consultants, contractors, suppliers and representatives will also be guided by the principles and standards set forth in this Code. The Code shall be reviewed and approved at least annually by the Company's Board of Directors or a committee thereof and is intended to complement and reinforce the policies and guidelines set forth in the Company's Employee Handbook, as revised from time to time (the "**Employee Handbook**")."

In the event of conflict between the terms or policies of the Code and the terms and policies of the Employee Handbook, the terms and policies of the Code will control. Nothing in this Code, or in any company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

This Code is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Fair, accurate and understandable disclosure in documents that the Company provides to its investors and lenders;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of the Code; and
- Accountability for adherence to the Code.

The Code covers a wide range of business practices and procedures but is not intended to summarize all applicable laws and regulations or to respond to every question or concern that may arise. If you have a question regarding any of the goals, principles, or standards discussed or policies or procedures referred to in this Code or are in doubt about the best course of action to take in a particular situation, please contact Welltok's Chief Compliance Officer or you may follow the procedures set forth in Sections XIII and XIV of this Code. Jim Sullivan, the Company's Chief Administrative Officer, is the current Chief Compliance Officer (Phone: 949-719-2203; email: jim.sullivan@welltok.com).

Any individual who violates the standards in this Code is subject to disciplinary action, up to and including termination, and civil and criminal prosecution, if appropriate. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section XIII of this Code.

#### II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law, both in letter and in spirit, is the foundation on which Welltok's ethical standards are built. All directors and Employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all Employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors or other appropriate personnel. Compliance with the law does not obviate the need to act with the highest ethical standards.

Welltok provides a wide range of training, both mandatory and voluntary, for Employees to promote understanding and compliance with various laws, rules and regulations. Disregard of the law will not be tolerated. Violation of the applicable laws, rules and regulations of any country by any director or Employee may subject such individual (as well as the Company) to disciplinary action, as well as civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interest to know and comply with our legal obligations.

### **III. CONFLICTS OF INTEREST**

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of Welltok. A conflict situation can arise when a director or Employee takes actions or has interests that may make it difficult to perform his or her Welltok work objectively and effectively. Conflicts of interest can take many different forms, including, but not limited to, an unfair competitive or monetary advantage or creating a situation resulting in biased decision making. At no time may any full time Employee have a second job that imposes any obligations that materially interfere or conflict with that Employee's Welltok work. If you do have a second job during off business hours, it must not impact your ability to effectively perform your day-to-day job responsibilities for Welltok.

A conflict of interest may arise if a Welltok director or Employee works simultaneously for a competitor, customer or major supplier. You are not allowed to work for a competitor as an employee, consultant, contractor or board member. You also are not allowed to own or otherwise run a business that is competitive to Welltok's business operations. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest may also arise when a director or Employee, or members of his or her family, receives improper personal benefits as a result of his or her position with Welltok or has a personal stake in the outcome (other than the compensation to be received from the Company). Loans to or obligations of directors and Employees, and their family members, may create conflicts of interest. Loans to directors and executive officers of Welltok are prohibited and may not be made.

Conflicts of interest are prohibited as a matter of Welltok policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut. If questions arise, you should consult Welltok's Chief Compliance Officer. The Chief Executive Officer, President, Chief Operating Officer and directors must report any potential conflict of interest circumstance to and obtain approval from the Audit Committee.

Any director or Employee who becomes aware of a conflict or a potential conflict should bring it to the attention of his or her supervisor or manager, or Welltok's Chief Compliance Officer. Conflicts or potential conflicts of interest may also be reported through the Welltok Risk Hotline, which is a phone and web-based reporting system managed by a third party. Please see Section XIV for information on how to use and access the Welltok Risk Hotline.

### **IV. CORPORATE OPPORTUNITIES**

Directors and Employees are prohibited from personally benefiting from opportunities that are made available to them through the use of corporate property, information or position without the consent of Welltok's Board of Directors. No director or Employee may use corporate property, information, or position for improper personal gain. Directors and Employees owe a duty to Welltok to advance its legitimate interest

when the opportunity to do so arises.

## **V. COMPETITION AND FAIR DEALING**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Offering or receiving bribes or kickbacks, stealing proprietary information, possessing trade secret information that was obtained improperly without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Examples of kickbacks, as defined in the Federal Anti-Kickback Statute (42 U.S.C. §1320a-7b) include, but are not limited to, (i) offering or paying remuneration to induce the referral of Federal health care program business, and (ii) soliciting or receiving remuneration in return for the referral of Federal health care program business. No director or Employee of Welltok should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

## **VI. GIFT POLICY**

While the exchange of gifts and other business courtesies can create goodwill and sound working relationships, you must ensure not to give or receive gifts that are excessive in value or otherwise inappropriate. You must use your judgment to distinguish between appropriate gifts and those that create or appear to create conflicts of interest or violate applicable law. You should consider the following guidelines before accepting or giving any gifts or other business courtesies:

- The giving or accepting of a cash gift is never acceptable.
- With respect to government business, including prime contractors and subcontractors, you may not accept or offer any gifts or other business courtesies. It may not always be clear if you are dealing with government related business (e.g., commercial health plans sometimes qualify as government contractors or subcontractors in their Medicare or Medicaid lines of business). If you have doubts about whether you are dealing with government related business, please contact Welltok's Chief Compliance Officer.
- With respect to non-government business, you may accept or offer gifts and other business courtesies, including meals and entertainment, so long as they are customary and commonly accepted business courtesies, not excessive in value, and given and accepted without any express or implied understanding that the recipient is in any way obligated by the acceptance of the gift. Examples of gifts and courtesies that are typically acceptable include: promotional items (e.g., pens, mugs, etc.), an occasional lunch or dinner, and local sporting events or other entertainment.

Additionally, except for the giving of certain business courtesies described above, you may not give or accept any gift that is reasonably likely to have a value of more than \$200, without the prior written approval of your business unit head (unless otherwise approved by Welltok's Board of Directors or a committee thereof). The head of a business unit may not give or accept gifts of this type without the prior written approval of his or her supervisor. The business unit head is responsible for documenting and retaining a record of any such approval.

The giving of reasonable and customary business courtesies, such as meals and other entertainment, is not subject to the dollar limitation set forth above so long as the event is attended by a Welltok representative, and: (i) funded by Welltok or (ii) expensed and reimbursed in accordance with Welltok policy. If an event fails to satisfy the foregoing criteria, it will not be considered a business courtesy but rather a "gift," and therefore subject to the \$200 limitation described above.

When in doubt regarding the appropriateness of a specific gift or business courtesy, you should consult with your business unit head or Welltok's Chief Compliance Officer.

## VII. DISCRIMINATION AND HARASSMENT

The diversity of Welltok's workforce is a tremendous asset. As evidenced by our equal employment opportunity and anti-harassment policies, Welltok is firmly committed to providing equal employment opportunity to qualified individuals regardless of race, color, religion, gender, age, national origin, sexual orientation, disability, veteran status, marital status, or other protected status. Welltok will not tolerate illegal discrimination or harassment of any kind. Our anti-harassment policy explains in detail the types of conduct that are prohibited. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome conduct of a sexual nature. Violations of our anti-harassment and equal employment opportunity policies should be reported immediately as provided in those policies and in Section XIII.

All of our Employees deserve a work environment where they will be respected and Welltok is committed to providing an environment that supports honesty, integrity, respect, trust and responsibility. All of our Employees should contribute to the creation and maintenance of such an environment and our executive officers and management and supervisory personnel should take a leadership role in achieving a work environment that is free from discrimination and harassment.

## VIII. HEALTH AND SAFETY

Welltok strives to provide each Employee with a safe and healthy work environment. Each Employee has a responsibility for maintaining a safe and healthy workplace for all Employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions and complying with visitor hosting procedures and other facility security related policies and procedures.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of alcohol, illegal drugs (whether under state or federal law) or controlled substances. Employees who report to work under the influence of or in possession of illegal drugs (whether under state or federal law) or alcohol are subject to disciplinary action, up to and including termination.

## IX. FINANCIAL MATTERS AND DISCLOSURE OBLIGATIONS

We rely on professional investment firms and lenders for capital to fund our activities. These companies rely upon the quality and integrity of our financial disclosures. We have established disclosure controls and procedures as well as internal control procedures over financial reporting to ensure that our financial disclosures are accurate. These procedures are overseen and monitored by the Chief Financial Officer. These requirements extend to all of our Employees. You must ensure that the Company maintains and reports its financial and non-financial information accurately and properly.

A. **Financial Statements.** Knowingly misrepresenting facts related to preparing financial statements, financial data or other Company records is strictly prohibited by Company policy and the law. In that regard, you must not:

- Make or approve, or direct another person to make, materially false or misleading entries in the financial statements or records of the Company.
- Fail to correct any financial statements or records of the Company that you know are materially false or misleading when you have the authority to make such corrections or fail to notify your supervisor of necessary corrections where you do not have the authority to make such corrections.
- Sign, or permit or direct another to sign, a document that you know (i) contains materially false or misleading information or (ii) that omits material information necessary to prevent the document, in light of the circumstances at the time, from being misleading.

If you are or become aware of any such prohibited act, you must promptly notify your supervisors or the

Chief Compliance Officer.

**B. Disclosure Documents.** We are committed to providing full, fair, accurate, timely and understandable financial disclosures to the Company's investors, prospective investors and lenders ("**Disclosure Documents**"). If you help prepare, review, file or distribute the Company's Disclosure Documents, or collect and submit financial and non-financial data for inclusion in such documents, you should:

- Carefully review the information contained in drafts of any Disclosure Document submitted to you for review.
- If you believe the information included in such document does not fairly present in all material respects the business, financial condition, results of operations and cash flows of the Company, you should promptly notify appropriate management personnel or the Chief Financial Officer of any issues, concerns or significant deficiencies in the financial and non-financial disclosure contained in any draft Disclosure Document.
- Promptly notify appropriate management personnel if you become aware of (a) any significant deficiencies in the design or operation of the Company's internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and information (b) any fraud, whether or not material, that involves management or other Company Employees who have a significant role in the Company's financial reporting or internal controls.

In addition, to ensure the quality of our Disclosure Documents, the following guidelines should be observed:

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- Compliance with the applicable accounting principles and the Company's system of internal controls is required at all times.

**C. Dealings with Independent Auditors and Internal Audit Staff.** Our personnel who communicate with our independent auditors and internal audit staff must adhere to the guidelines set forth below:

- You should be candid and forthright in all dealings with the Company's independent auditors or internal audit staff, and you must not knowingly misrepresent facts or knowingly fail to disclose material facts.
- You must not take, or direct any other person to take, any action to fraudulently influence, coerce, manipulate, or mislead any auditor engaged in the performance of an audit of the Company's financial statements for the purpose of rendering such financial statements materially misleading.

- You must not make false or misleading statements to an accountant or auditor in connection with any audit or examination of the Company's financial statements.

**D. Steps to Take If You Disagree with or Question Financial Statements or Reporting.** If you have a disagreement or dispute with your superiors relating to the Company's financial statements or the way transactions are recorded in the Company's books, you should take appropriate steps to ensure that the situation is resolved properly. You should make your concerns known to the appropriate higher level(s) of management within the Company. You should document your understanding of the facts, the issues involved, and the parties with whom these matters were discussed. If you have any questions regarding our financial reporting procedures, you should contact the Chief Financial Officer or the Chief Administrative Officer.

## **X. CONFIDENTIALITY AND HIPAA PRIVACY AND SECURITY**

Directors and Employees must safeguard the confidentiality of confidential information entrusted to them by Welltok or its customers, except when disclosure is authorized by the 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 Welltok or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us, including Protected Health Information ("**PHI**") as defined under the Health Insurance Portability and Accountability Act ("**HIPAA**") and the regulations thereunder or any other personally identifiable information regarding an individual. The obligation to preserve confidential information continues even after employment ends. All Employees must complete training on Welltok's Privacy and Security policies and procedures and comply with applicable federal and state privacy and security requirements. Any violation of HIPAA privacy or security requirements should be reported to your supervisor and to Welltok's Security Officer or Chief Compliance Officer. David MacLeod is the Company's Security Officer (Phone: 720-502-5203; email: david.macleod@welltok.com).

## **XI. PROTECTION AND PROPER USE OF WELLTOK ASSETS**

All directors and Employees should endeavor to protect Welltok's assets, including funds, property, electronic communications systems, information resources, data, facilities, equipment and supplies to ensure their efficient use. Protection of Welltok's assets is vital since theft, carelessness and waste have a direct impact on Welltok's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation pursuant to Section XIII of this Code. Welltok assets should not be used for non-Welltok business, although we recognize that incidental personal use may be permitted without adversely affecting the interests of Welltok. Personal use of Welltok assets must always be in accordance with Welltok policy. You should consult your supervisor for appropriate guidance and permission.

The obligation of directors and Employees to protect Welltok's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, software programs, patents, trademarks and copyrights, as well as business, marketing and service plans, designs, databases, records, salary information and any unpublished financial data and reports. Use or distribution of this information other than for Company business is a violation of Welltok policy. It could also be illegal and result in civil or criminal penalties. Each Employee of Welltok is required to comply with the provisions of Welltok's Intellectual Property policies and the Employee Invention Assignment and Confidentiality Agreement, whether or not such agreement has been executed by the Employee.

## **XII. COMPLIANCE PROCEDURES**

Each director and Employee of Welltok must work to ensure prompt and consistent action against violations of this Code. However, in some situations it may be difficult to know if a violation has occurred. Since 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 fully informed as possible.

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. 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 question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Welltok resources. In the case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with your office manager or Human Resources manager. If that also is not appropriate, call Welltok's Chief Compliance Officer.
- You may report ethical violations in confidence and without fear of retaliation. Welltok does not permit retaliation of any kind against Employees for good faith reports of ethical violations or misconduct.
- In most circumstances you should ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

### **XIII. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR**

Directors and Employees are encouraged to promptly discuss with, or otherwise disclose to, their supervisors, managers or other appropriate personnel any observed or suspected illegal or unethical behavior. In the case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with your office manager or your Human Resources manager. If that also is not appropriate, please contact Welltok's Chief Compliance Officer. Reporting of violations will remain confidential to the degree possible.

No Employee of Welltok may be discharged, demoted, suspended, threatened, harassed or in any other manner discriminated against in the terms and conditions of their employment because of reporting or aiding in the investigation of illegal or unethical behavior. Directors and Employees are expected to cooperate in internal investigations of misconduct. Please refer to Section XIV of this Code below for information regarding reporting complaints or concerns about accounting, internal accounting controls or auditing matters of Welltok.

### **XIV. COMPLAINT PROCEDURES – OPEN DOOR POLICY FOR REPORTING COMPLAINTS RELATING TO THE CODE OF BUSINESS CONDUCT AND ETHICS**

The Audit Committee of Welltok's Board of Directors has developed and adopted the ***Open Door Policy for Reporting Complaints Relating to the Code of Business Conduct and Ethics*** (the "***Open Door Policy***"), which is a supplement to this Code. Under the Open Door Policy, any director or Employee of Welltok who receives a complaint from any person, directly or indirectly, anonymously or openly, regarding alleged violations of this Code involving (i) accounting, internal accounting controls or auditing matters or (ii) compliance with applicable federal and state privacy and security laws and regulations should immediately report such complaint to the Chief Compliance Officer, who is responsible for receiving, reviewing and then investigating (under the direction and oversight of the Audit Committee) complaints under the Open Door Policy. If the suspected violation involves the Chief Compliance Officer, the director or Employee should report the suspected violation to our Chief Executive Officer or any member of the Audit Committee. Such reports can also be made anonymously by phone or email by using the Welltok Risk Hotline described in the Open Door Policy. The phone number for the Welltok Risk Hotline is (844)

591-0569. If this number does not work or you wish to make a report using some other method, please refer to the Open Door Policy, which can be found on the Company's website at [www.welltok.com](http://www.welltok.com). You may also obtain a copy of the Open Door Policy by contacting the Chief Compliance Officer.

When communicating any complaint/concern, persons are encouraged to reveal their identity to the extent necessary to allow the Chief Compliance Officer and the Audit Committee to adequately investigate a complaint. However, a person may communicate a concern anonymously without revealing his/her identity. Anonymous and confidential reports will only be disclosed to those persons who have a need to know in order to carry out the investigation of the complaint/concern. Upon being advised of a complaint/concern, the Chief Compliance Officer or the Chairperson of the Audit Committee, to the extent appropriate based on the severity and nature of the complaint/concern, shall confer with the other members of the Audit Committee and conduct or coordinate a timely and impartial investigation of the complaint/concern. Directors and Employees of Welltok must cooperate with such investigation, and must truthfully disclose what they know about the matters under investigation.

For additional information, please refer to the full text of the Open Door Policy as referenced above.

#### **XV. VIOLATIONS OF THE CODE AND DISCIPLINARY ACTION**

Every director and Employee of Welltok has a duty to adhere to this Code. Any individual who violates the standards in this Code is subject to disciplinary action, up to and including termination, and civil and criminal prosecution, if appropriate.

#### **XVI. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

Any waiver of this Code for directors or executive officers of Welltok may be made only by Welltok's Board of Directors or a committee thereof.