PRIVIA MEDICAL GROUP

PRIVIA HEALTH, LLC

CORPORATE COMPLIANCE AND ETHICS PROGRAM

Privia Health, LLC ("Privia Health") expects compliance by all of its subsidiaries, affiliates, employees, members, officers, directors, independent contractors and agents with all laws that govern our business. Privia Health promotes a culture of compliance and ethical conduct. As part of that culture, we have developed a Corporate Compliance and Ethics Program that sets the standards for all that we do. The Compliance Program will never address all that needs to be done to achieve regulatory compliance; however, together with our policies and procedures, it offers guidelines for how to conduct ourselves in all that we do.

Adopted as of: July 29, 2014

Last Modified: August 19, 2016

CODE OF ETHICS

This Code of Ethics affirms Privia Health's policy of conducting its business and operations in accordance with both the law and the highest standards of business ethics. All employees, physician-members, officers, and directors of Privia Health, its subsidiaries and affiliates (collectively, "Representatives") are expected to follow the Code of Ethics in conducting activities with or on behalf of Privia Health.

- Privia Health owns, operates or manages a number of legal entities, including physician groups (e.g., Privia Medical Group, LLC ("PMG")), management companies (e.g., Privia Management Company, LLC ("PMC"), and clinically-integrated, high performance provider networks (e.g., Privia Quality Network, LLC ("PQN"). This Compliance Program is intended to cover all such subsidiaries and affiliates regardless of the nature of the entity with the recognition that certain standards (e.g.,) may not apply equally to every entity and certain entities may adopt their supplementary compliance policies and/or supplementary compliance program because of either specific needs of the legal entity (e.g., PQN must adopt a separate compliance program because of Medicare Shared Savings Requirements) or specific requirements of their unique service lines. A complete list of subsidiaries and affiliates subject to the Compliance Program is attached hereto as **Exhibit A** hereto and **Exhibit A** shall automatically be updated whenever Privia Health creates, forms, initiates or otherwise associates with any other subsidiary or affiliated entity.

- Privia Health's physician groups (e.g., PMG) operate out of multiple practice locations and each practice location acts, at all times, as an integrated physician group providing patient care services in an efficient manner consistent with high standards of quality though the centralized decision making of each physician group's Board of Governors and the coordinated efforts of each physician group's physician-members (collectively, "Our Physicians").

- Privia Health requires all Representatives to comply with all applicable laws and regulations to which Privia Health, its subsidiaries and affiliates, and each Representative are subject. When the application of a law or regulation is uncertain, Representatives shall seek guidance and advice in accordance with the Privia Health Corporate Compliance and Ethics Program (the "Program" or "Compliance Program").

- Each of Privia Health's physician groups, whether owned, managed or otherwise affiliated, strives to maintain accurate and reliable documentation to ensure that all services and claims for payment comply with all requirements for the delivery of, and payment for, our services.

- While recognizing the importance of maintaining relationships with referral sources and hospitals and other providers to which Privia Health's physician groups and Our Physicians make patient referrals (whether directly or indirectly), Privia Health requires that such relationships be established and maintained based upon the quality of such services, the relative costs of such services and the needs of our patients, and not established or maintained as the result of inappropriate financial relationships with such referral sources.

- Privia Health requires that all contacts and communications with governmental officials, whether directly or indirectly, be accurate, complete and current without any suggestion of undue influence. Representatives must not offer anything of value to such officials to obtain a particular result. Further, Representatives may not provide or pay for any meal, refreshment, entertainment, travel or lodging expenses for government employees without the prior approval of the Compliance Officer.

- Privia Health strives to maintain accurate and reliable corporate records that disclose all disbursements and other transactions to which Privia Health is a party. Furthermore, Privia Health is committed to ensuring the accuracy of all filings with local, state and federal governmental agencies.

- Privia Health's successful operation requires the loyalty of Our Physicians, employees, Board of Governors (the "Board") and officers (collectively, the "Key Team Members") in the exercise of their various responsibilities. Except as may be otherwise approved by Privia Health's Board of Governors (or appropriate subcommittee thereof), personal investments or other activities that may create a conflict of interest are prohibited, and circumstances that may give the appearance of a conflict of interest are to be avoided.

INTRODUCTION

Purpose of the Compliance Program

Privia Health furnishes medical services through the efforts of Our Physicians, each of whom is a member of Privia Health, at various locations throughout our service area (each, a "Care Center"). Privia Health submits claims for payment to both Federal health care programs and private insurers as well as to our patients, with the billing and collection of such claims being managed through contractual relationships with revenue cycle management vendors (including athenahealth, Inc.). In addition, Privia Health purchases certain support services at its various Care Centers from the former practice entities of Our Physicians ("Support Entities"). PMG participates in Privia Quality Network, LLC, a clinically integrated network seeking to participate in shared saving and other risk-sharing payment arrangements with Medicare and commercial insurers.

Privia Health understands that its, and its contractors, operations are governed by a complex matrix of statutes, regulations, manual provisions and other legal requirements and standards. Accordingly, we will strive to require such independent contractors to comply with our Compliance Program and will seek to monitor their compliance as part of our overall compliance efforts.

All employed Representatives and Clinical Representatives, as herein defined, shall receive a copy of this Program at the date of hire or engagement, whenever the Program is updated and, at least annually thereafter, and shall be required, within thirty (30) days of receipt, to execute and return to Privia Health's Compliance Officer and acknowledgment as provided for in Appendix A attached hereto.

We believe that Privia Health's greatest regulatory prevention opportunities arise from: (1) ensuring we do not submit incorrect claims for payment, particularly to the Federal health care programs; (2) ensuring that referrals among Our Physicians, PMG, and their various referral sources and referral recipients comply with applicable Federal and state prohibitions on self-referral and anti-kickback statutes; (3) acting at all times as a fully integrated group practice capable of setting fees, negotiating contract rates with commercial third-party payors and providing for centralized decision making; (4) complying with the evolving standards of privacy and security, and data breach requirements imposed by the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), as amended from time to time, and its regulations; (5) complying with the requirements of the Occupational Safety and Health Administration's Bloodborne Pathogens Standard ("OSHA"); and (6) complying with state law requirements in the state of residence of both PMG and the Care Center.

Privia Health expects and demands compliance by all of its Key Team Members and other Representatives. Therefore, as we become aware of failures of this Compliance Program and any of our Representatives, we will review the cause of such failure and determine both: (i) how to resolve the immediate issue (e.g., employee or contractor training, termination of the

relationship, self-reporting to government programs, etc.), as well as (ii) the best course to prevent such failures from reoccurring, which may include modifying this Program, developing new policies and procedures, termination of a particular vendor relationship, etc.

This Program has been created in response to Privia Health's desire to achieve and maintain statutory and regulatory compliance. It is designed to develop effective controls that promote adherence to applicable Federal and state law and to detect and, where possible, prevent violations of the law, permitting Privia Health to focus on the provision of quality health care services. The Program has been created solely as a preventive measure and is not in response to any civil or criminal activity or investigation.

This Program is founded on the structural requirements set forth in the Federal Sentencing Guidelines for Organizational Defendants as amended, which require an effective Compliance Program to include these seven key elements as they apply to Privia Health:

1. Compliance Standards and Procedures. Privia Health shall establish standards and procedures ("Standards of Conduct") to prevent and detect unlawful conduct. Some Standards of Conduct are general and can be universally applied to all aspects of Privia Health's Care Centers. Other Standards of Conduct may be specific and based on the stated expectations of the agencies that regulate the health industry, such as the United States Department of Health and Human Services Centers for Medicare and Medicaid Services ("CMS") and Office of the Inspector General ("OIG"). These Standards of Conduct may be complemented by more detailed policies and procedures ("Policies and Procedures") that promote conformance with the more general Standards of Conduct.

2. Oversight Responsibilities. Privia Health's Governing Board (the "Board") shall be knowledgeable about the content and operation of our Compliance Program and shall exercise reasonable oversight with respect to its implementation and effectiveness. High-level personnel of Privia Health shall have day-to-day operational responsibility for the Program and shall report periodically to the Governing Board on the effectiveness of the Program. Responsible personnel shall be given adequate resources, appropriate authority and direct access to the Governing Board.

3. Delegation of Authority. Privia Health must use due care not to delegate substantial compliance authority to any individual whom Privia Health knows, or should know through the exercise of due diligence, engaged in illegal activities or other conduct inconsistent with the Program. Such delegation shall include a review of Key Team Members to ensure that such Key Team Members have not been excluded from participation in any Federal health care program and vetting our key vendors to make sure that they have a general compliance program, a HIPAA compliance program, if applicable, and that they screen their key employees for exclusion from participation in any Federal health care program.

4. Communication and Training. Privia Health shall take reasonable steps to communicate periodically and in a practical manner its Standards of Conduct and other aspects of the Corporate Compliance and Ethics Program to Privia Health's Key Team Members, key independent contractors and other Representatives by

distributing copies of our Compliance Program, requiring annual and new employee training programs for our Key Team Members and employees and contractors of Support Entities and otherwise disseminating information appropriate to a Representative's role and responsibility within Privia Health.

5. Monitoring and Auditing. Privia Health shall take reasonable steps to achieve compliance with its Standards of Conduct by setting objectives of the Compliance Program, which may include areas of focus for development of policies and procedures or audit priorities for specific risks, Our Physicians, Care Centers or independent contractors, periodically evaluating the effectiveness of the Compliance Program and by having in place and publicizing a reporting system through which Representatives and others may report or seek guidance regarding potential or actual violations of this Compliance Program without fear of retaliation.

6. Enforcement and Discipline. Privia Health's Compliance and Ethics Program shall be promoted and enforced consistently throughout Privia Health through providing appropriate incentives to perform in accordance with the Program and taking appropriate disciplinary measures for engaging in violations of this Program or other unlawful or potentially unlawful conduct and for failing to take reasonable steps to prevent or detect unlawful conduct. Such disciplinary action may include additional training, reprimand, proctoring, termination from employment or termination of an underlying vendor relationship. The Compliance Officer and the Board (with input from the Compliance Committee) shall have discretion to remedy a violation of this Compliance Program, including without limitation initiating disciplinary measures against Representatives who violate the Program, in any reasonable manner consistent with the overall purposes of this Compliance Program.

7. Response and Prevention. After potentially unlawful conduct has been detected, Privia Health shall take reasonable steps to respond appropriately to the unlawful conduct and to prevent further similar unlawful conduct, including taking appropriate disciplinary action and making any necessary modifications to our Compliance Program. With respect to unlawful conduct or violations of the Program committed by non-employed Representatives, Privia Health will have to coordinate its corrective action efforts with the vendor with whom the individual is employed or contracted. Operational staff at the Care Centers are typically employed by Supporting Entities. Each Supporting Entity is bound to comply with all applicable laws and our Program, and to cooperate in our compliance efforts. We will require employees of Supporting Entities to attend Privia Health's compliance training and to acknowledge their commitment to comply with our Program. We will coordinate our corrective action with our vendors, including the Supporting Entities. The Compliance Officer and the Board (with input from the Compliance Committee) shall have discretion to remedy a violation of this Compliance Program, including without limitation taking action to prevent a repeat violation of the Program, in any reasonable manner consistent with the overall purposes of this Compliance Program.

Adherence to the Program

In developing this Program, Privia Health also took into account the OIG's Compliance Program for Individual and Small Group Physician Practices, 65 Fed. Reg. 59434 (Oct. 5, 2000) ("OIG Guidance"). Specific attention was paid to developing standards to address the risk areas identified in the OIG Guidance.

This Program was designed with the expectation that it will be modified to accommodate changes in the law, evolving compliance concerns, known failures of the Compliance Program and when otherwise necessary. Privia Health therefore encourages comments and suggestions from Key Team Members and other Representatives who believe that the Program can be improved or who find errors or mistakes in the Program. Any Key Team or other Representative wishing to suggest a change in the Program should contact the Privia Health Compliance Officer.

No Key Team Member or other Representative of Privia Health, however, is authorized to act in disregard of any requirements of this Compliance Program. Any variations from any of the requirements or standards of this Program, Standards of Conduct or Compliance Policies and Procedures can only be granted by the Privia Health Compliance Officer or the Board after an express written request for such variance.

Roles & Responsibilities Throughout Privia Health

Although day-to-day responsibility for the Compliance Program will rest with the Compliance Officer, the Compliance Committee may take such responsibility and shall be instrumental in developing compliance priorities and growing the Compliance Program to meet the evolving needs of Privia Health. The Compliance Program shall be brought to the Board who shall review the key components of the Compliance Program and, if satisfactory, shall adopt the Compliance Program on behalf of Privia Health. The Board shall be advised of the objectives of the Compliance Programs, key developments arising under the Compliance Programs and risks identified by the Compliance Program.

Privia Health shall seek to contractually obligate its vendors, including the Support Entities, to comply with applicable legal and contractual obligations. Privia Health, through its Compliance Officer and Compliance Committee and the Board, may periodically audit such compliance and, if issues arise, take appropriate disciplinary action, including bringing such issues to the attention of the vendor, providing notice of breach to the vendor and, if the issue is sufficiently serious, terminating such underlying vendor agreement. The Compliance Officer, Compliance Committee and the Board may also require key vendors to annually certify compliance with applicable laws and regulations, and may rely upon such certifications to the extent that no facts come to their attention that would impugn the continued validity of such certification.

With respect to services furnished by Support Entities at the Care Centers, employees and contractors of Support Entities shall attend appropriate training on our Compliance Program and shall be required to act in accordance with applicable Standards of Conduct and Policies and Procedures. Failures to act in accordance with such shall be brought to the attention of both the Supporting Entity and the individual, and the Supporting Entity shall take appropriate disciplinary action against such individual, which may range from additional training to having such individual removed from providing services on behalf of Privia Health. According to the terms of our Support Services Agreement, Support Entities, on their own behalf and on behalf of their personnel, agree to abide by the Program and to cooperate with Privia Health in responding to or

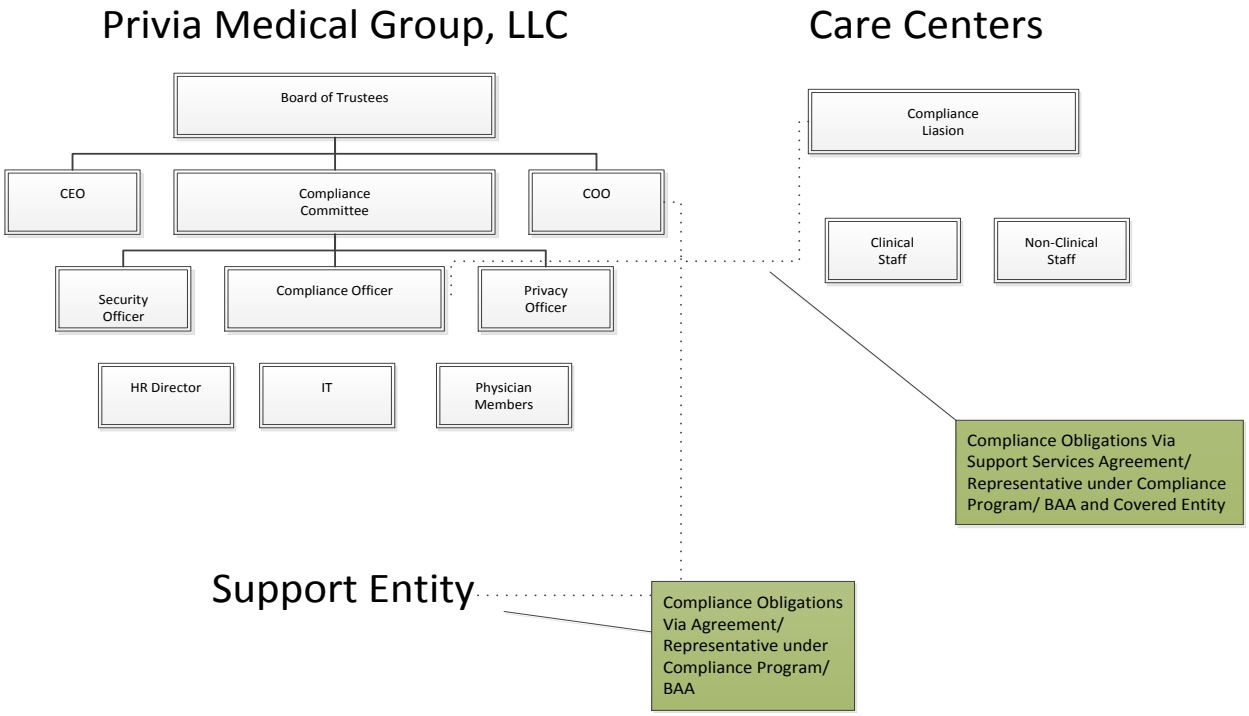
resolving any complaint, investigation, inquiry or review initiated by Privia Health, or any governmental agency or otherwise.

Our Physicians will act in compliance with this Program, including applicable Standards of Conduct and Policies and Procedures. The Compliance Officer or the Board (with input from the Compliance Committee) shall take appropriate disciplinary action against Our Physicians who violate the Compliance Program. Repeated failures to act in accordance with the Program or a serious violation of the Program shall be brought to the attention of the Board to determine appropriate disciplinary action, which may include terminating such Physician's Membership Agreement with PMG.

Given the structure of Privia Health, our Compliance Program relies on both entity-level compliance accountability and Care Center-level compliance accountability. Accordingly, each Care Center and Support Entity associated with the Care Center shall designate a compliance liaison (each, a "Compliance Liaison") who shall be the primary relational contact with Privia Health's Compliance Officer and Compliance Committee regarding compliance matters specific to that Care Center.

Nothing in our Compliance Program is intended to transfer, nor should be construed as transferring responsibility or liability to Privia Health for any action taken by the Support Entities or any other vendor.

Compliance Organizational Chart



Compliance Roles and Responsibilities

Individual/Entity	Role & Responsibility
Board	Approving the Program, promoting a culture of compliance, reviewing principal risks, and taking corrective action related to compliance matters (with input from Compliance Officer and Compliance Committee).
CEO	Approving compliance framework, appointing Compliance Officer, Privacy Officer and Security Officer, promoting a culture of compliance, executing on corrective action after consultation with the Compliance Officer and the Board, and establishing relevant Standards of Conduct, policies and procedures, guidelines and checklists
COO (if applicable)	Coordinating development and adoption of the Compliance Program, promoting a culture of compliance, executing on corrective action after consultation with the Compliance Officer, coordinating the establishment of relevant Standards of Conduct, policies and procedures, guidelines and checklists; direct oversight and supervision of Compliance Officer
Compliance Officer	Implementing, operationalizing and maintaining documentation of the Program, including monitoring legal developments, establishing Standards of Conduct, policies and procedures, guidelines, checklists and other internal controls, receiving and investigating allegations of noncompliance, developing and implementing effective auditing of Privia Health's compliance efforts, and overseeing compliance training for Key Team Members
Compliance Committee	Assisting Compliance Officer in implementing and operationalizing the Program including strategic planning, advocacy and support for compliance efforts, risk assessment and priority setting, and analysis of compliance issues
HR; Credentialing	Screening Privia Health new hires and Our Physicians against exclusion databases, ensuring documentation of Privia Health employee, Our Physicans and Key Personnel training is maintained, ensuring that compliance is a factor in Privia Health employee review and evaluation once a system is formalized, and ensuring corrective action relative to employed Representatives is consistent

	with HR policies and procedures
Privacy/ Security Officer(s) (may be same person as Compliance Officer)	Implementing, operationalizing and maintaining documentation of HIPAA security and privacy standards, resolving any incidence of breach of patient information, building appropriate security safeguards, ensuring appropriate Business Associate Agreements are entered and on file, evaluating HIPAA readiness of key vendors, and serving as Privia Health's primary liaison for patient concerns regarding privacy and security
Physician Members	Abiding by the Program, Standards of Conduct, policies and procedures and other internal controls, attending compliance training, and promoting a culture of compliance
Other Employed Representatives	Abiding by the Program, Standards of Conduct, policies and procedures and other internal controls, attending compliance training, and promoting a culture of compliance
Medical Director or CMO	Assisting with compliance issues that interest with clinical issues such as claim submission, coding and documentation, and serving as a liaison between the Compliance Officer and Clinical Representatives
Compliance Liaison	Serving as the primary compliance contact between the Supporting Entity and Privia Health
Clinical Staff	Abiding by the Program, Standards of Conduct, policies and procedures and other internal controls, attending compliance training, and promoting a culture of compliance
Non-Clinical Staff	Abiding by the Program, Standards of Conduct, policies and procedures and other internal controls, attending compliance training (to the extent that such is a Key Team Member), and promoting a culture of compliance
Support Entities	Ensuring compliance with law and the Program, and cooperating with Privia Health in its compliance efforts, and ensuring that its own operations comply with applicable law

AN OVERVIEW OF LAWS IMPACTING OUR CARE CENTERS

There is a myriad of laws that impact our Care Centers. The following chart is intended to give you an overview of such laws and to provide a road map to how our Standards of Conduct and, if applicable, our Policies and Procedures address such laws.

Legal Concern	Source	Impacts	Standard of Conduct	Policies & Procedures
False Claims	Federal civil False Claims Act, 31 U.S.C. § 3729(a)	Claim submission; Medical record documentation; Coding; Handling of overpayments; Financial relationships with Our Physicians, vendors and Representatives	Submission of Correct Claims; Coding; Reasonable and Necessary Services; Accounting and Financial Reporting; Laws and Legal Duties	Virginia False Claims Act Policy; DC False Claims Act Policy; Maryland False Claims Act Policy
Stark Law	42 U.S.C. § 1395nn; 42 C.F.R. § 411.351 et seq.	Physician ownership and compensation relationships with entities to which physician refers	Relationships and Agreements with Referral Sources and Self Referral of Ancillary Services; Laws and Legal Duties	
Anti-Kickback Statute	42 U.S.C. § 1320a-7b; 42 C.F.R. § 1001.952	Payment for referrals, including discounts, marketing, employment, contractors, leasing, etc.	Relationships and Agreements with Referral Sources and Self Referral of Ancillary Services; Free or Below Costs Goods and Services; Conficts of Interests; Professional Courtesies; Laws and Legal Duties	
Civil Monetary Penalty Laws	42 U.S.C. § 1320a-7a; 42 C.F.R. § 1003.103	Submitting false claims, billing for non-covered services and offering remuneration	Submission of Correct Claims; Coding; Reasonable and	

		to Medicare beneficiaries	Necessary Services; Accounting and Financial Reporting; Free or Below Costs Goods and Services; Laws and Legal Duties	
Anti-Mark Up Rule	42 U.S.C. § 1395u(n); 42 C.F.R. § 414.50	Billing limitation when physician purchases either the technical or professional component of a diagnostic service	Submission of Correct Claims; Coding	
Physician Supervision	42 C.F.R. § 410.32(b) & (f)(diagnostic); 42 C.F.R. § 410.26 (incident to);	Level of physician supervision for physicians to bill for services furnished by another	Submission of Correct Claims; Coding	
Incident To Billing	42 C.F.R. § 410.26	Whenever a physician bills for services furnished by another but not billed independently by another practitioner	Submission of Correct Claims; Coding	
Billing for Medically Unnecessary Services	42 U.S.C. § 1395i(a)(1)(A)	Medicare only covers medically necessary services; billing Medicare beneficiaries for non-covered services require prior notice (ABN)	Submission of Correct Claims; Coding; Reasonable and Necessary Services	
Medicare Reassignment Rules	42 C.F.R. § 424.80	Whenever anyone other than the physician or physician's medical group, PMG, is collecting Medicare receivables	Submission of Correct Claims	
Place of Service Coding	42 C.F.R. § 414.32	Appropriate identification whenever physician is providing professional services at locations	Submission of Correct Claims; Coding	

		other than physician's office setting		
Medicare Secondary Payor	42 U.S.C. § 1395y(b)	When Medicare is secondary to another payor	Submission of Correct Claims; Coding	
Clinical Laboratory Improvement Amendments ("CLIA")	42 U.S.C. § 263(a); 42 C.F.R. § 493 et seq.	Requirements for the provision of clinical laboratory services	N/A	Develop Policy
OSHA Bloodborne Pathogens Standards	42 U.S.C. 1395cc(a); 29 C.F.R. § 1910.1030	Appropriate safeguards to limit the spread of bloodborne pathogens	N/A	Develop Policy
Health Insurance Portability and Accountability Act ("HIPAA")	42 U.S.C 1320d-1320d-8, and 1320-2; 45 C.F.R., Part 164	Privacy and Security standards for health information as well as breach notification rules	Privacy and Security of Patient Information	Privacy and Security Manual (in development)
HITECH Act	Health Information Technology for Economic and Clinical Health Act, amends certain provisions of HIPAA	Privacy, security and enforcement standards for health information and breaches	Privacy and Security of Patient Information	Privacy and Security Manual (in development)
State Licensure	Va. Code Ann. § 54.1-2900 et seq. (Virginia Physicians); Maryland Code Ann. § 14-101 et seq. (Maryland Physicians); and D.C. Official Code § 3-1201.01 et seq.	License requirements, scope of practice, and general obligations associated with license. Different requirements for physicians, nurse practitioners, physician assistants and nurses.	Submission of Correct Claims; Coding; Reasonable and Necessary Services	
Controlled Substances/State Prescription Drug Law	21 U.S.C., ch 13; state registration requirements for prescription drugs	Physician prescribing and dispensing controlled substances	Submission of Correct Claims; Coding; Reasonable and Necessary Services	
Professional Courtesy	42 U.S.C. § 1320a-7b; 42 C.F.R. § 1001.952 (Anti-	Limits the ability to use professional courtesy discounts	Relationships and Agreements with Referral Sources	

	Kickback Statute); and 42 U.S.C. § 1395nn; 42 C.F.R. § 411.351 et seq.	because of Stark and Antikickback Statute concerns	and Self Referral of Ancillary Services; Free or Below Costs Goods and Services; Professional Courtesies; Laws and Legal Duties	
Use of Excluded Providers	42 U.S.C. § 1001.1901	Prohibiting Medicare payment for services furnished by excluded individuals or ordered by excluded physicians	Submission of Correct Claims; Coding; Reasonable and Necessary Services; Accounting and Financial Reporting; Laws and Legal Duties	

PRIVIA HEALTH STANDARDS OF CONDUCT

All Privia Health Key Team Members and other Representatives are required to comply with the Standards of Conduct described herein as they might apply to the specific duties undertaken on behalf of PRIVIA HEALTH. The Standards of Conduct set forth herein may be supplemented by more detailed Policies and Procedures from time to time.

Submission of Correct Claims for Payment

Privia Health, PMG and each of its owned-practices are committed to ensuring that claims for payment are submitted in an accurate, timely and reliable manner and in compliance with applicable laws and payor standards. Privia Health will not tolerate fraudulent billing practices.

It is Privia Health's policy that claims for payment submitted by Our Physicians, physician extenders and other non-physician clinicians, whether employees of Privia Health or furnished by a Support Entity, involved in the delivery of medical care (collectively, "Clinical Representatives") shall be correct and based on complete billing information. All billing documentation shall be timely entered, maintained as required by law and readily available for audit and review. Compensation for billing personnel shall not offer financial incentives to submit claims, regardless of whether they meet applicable coverage criteria for reimbursement or accurately represent the services rendered.

Privia Health requires its Clinical Representatives to create and maintain medical records that meet the following criteria:

- Record is complete (and to the extent any written notes are maintained such are legible);
- Record documents each patient encounter, including the reason for the encounter, any relevant history; physician examination findings; prior diagnostic test results; assessment, clinical impression or diagnosis; plan of care; date and identity of any observer;
- Record includes a statement of the rationale for ordering diagnostic and other ancillary services, unless such rational can be readily inferred by an independent reviewer or third party with appropriate medical training;
- Record identifies appropriate health risk factors, the patient's progress, his or her response to, and any changes in, treatment and any revision in diagnosis;
- Record supports CPT and ICD codes used for submission of claims;
- Clinical Representative that provides the service completes and signs the medical record entries (unless the payor coverage policies allows another approach) and electronic signature must be consistent with applicable third party payor standards;
- Clinical Representatives shall never use a Personal Identification Number ("PIN") and password that is not the Clinical Representative's in accessing any medical

record or electronic system which accesses protected health information ("PHI") or is used for clinical purposes;
- PINs and passwords shall not be shared with any other person; and
- All charge entry documents (super bills, cards, electronic charge capture, etc.) must be signed by the Clinical Representative.

Any Representative that becomes aware of, or reasonably suspects, any billing, claim submission or coding problems or irregularities should report the matter to his or her immediate supervisor, the Compliance Officer or any member of the Compliance Committee.
Privia Health, its Clinical Representatives and all vendors shall exercise diligence, care and integrity to ensure Privia Health's coding and billing are based on accurate medical record documentation. Federal law defines a "false claim" as "knowingly": (i) presenting false or fraudulent claims for payment; (ii) making or using a false record or statement to receive payment for a claim or (iii) failing to report and to return a Medicare or Medicaid overpayment within 60 days of discovery of such overpayment. For purposes of the Federal civil False Claims Act, "knowingly" includes acting with deliberate ignorance or in reckless disregard for the truth or falsity of the information in the claim form. Examples of false claims may include:

- Billing for services not rendered or not provided as claimed;
- Billing for items or services not supported by the medical record;
- Billing for diagnosis codes not supported by the medical record;
- Billing for items or services not medically necessary;
- Falsifying certificates of medical necessity;
- Falsifying medical records;
- Filing duplicate claims;
- "Upcoding" to more complex procedures than were actually performed;
- Falsely indicating that a particular health care professional performed a service or attended a procedure;
- Unbundling groups of tests or procedures;
- Billing for services furnished as a result of a prohibited referral;
- Billing excessive charges for services or items actually provided;
- Failing to use proper coding modifiers;
- Failure to correctly designate site of service;
- Billing for non-covered services as if such services were covered;
- Billing for services furnished by unqualified personnel;
- Billing incorrectly for physician-extenders (incident to v. independent billing);
- Failure to return overpayments in a timely manner and Federal health care program credit balances;
- Billing inappropriately for codes that vary based upon the intensity of services or time spent on the encounter (e.g., E&M codes); and
- Billing for services where the service or item was not appropriately supervised by Our Physician or other qualified non-physician extender (if allowed).

As reasonably necessary, Privia Health may develop more comprehensive Policies and Procedure to mitigate certain of these False Claims risks.

Many of the potential issues related to claim submission will be handled by vendors of Privia Health, and in such situation Privia Health will take reasonable steps to ensure that the vendor has sufficient processes in place to ensure:

Sole Reliance on Documentation from Clinical Representatives. Code assignment and claim submissions are dependent solely on documentation from Clinical Representatives as set forth in the medical record. To the extent that such data is incomplete or unclear, questions are resolved with the Clinical Representative prior to claims being filed though an appropriate query process. If information is received that causes the vendor to question whether a Clinical Representative is maintaining proper documentation, the vendor shall cease processing claims relative to that Clinical Representative and bring the issue to the attention of the Privia Health Compliance Officer who shall review the situation and take appropriate corrective action.

Timely Identification of Credit Balances/Overpayments. Credit balances and overpayments are properly identified and refunded to the appropriate party in a timely manner, and complete audit trails are maintained on all credit balances or overpayments.

Accurate Billing. Billing is accurate, performed in a timely manner and in accordance with applicable contractual requirements and state and Federal laws. Claims are to be submitted using the provider name and identification number of the appropriate Clinical Representative that actually performed the service unless the service can be legitimately billed as incident to Our Physician's services or another exception applies (locum tenens billing).

Dissemination of Information. Materials received from payors related to documentation requirements, coding and billing processes, such as transmittal letters, will be timely distributed to those who require such information, whether internal to the vendor, Privia Health or our Clinical Representatives. Both vendors and Privia Health shall ensure that employees, contractors or agents responsible for performing functions implicated by such materials review such information in a timely manner and make any necessary process adjustments to comply with such materials.

No Financial Incentives to Inappropriately Bill. Persons doing coding or billing services on behalf of Privia Health, whether Representatives with or employees, contractors or agents of a vendor, are not compensated any bonus or incentive compensation that could reasonably be found to encourage inappropriate practices to increase payment amounts. External consultants who are retained to educate regarding billing or to perform auditing functions shall not be compensated on a contingency basis or by any other method that might prompt the consultant to encourage inappropriate billing.

Assessments. Vendors providing claim submission functions shall have a process in place for the regular assessment of their billing activities on behalf of Privia Health and shall maintain records of such assessments. Noteworthy findings shall be brought to the attention of Privia Health. Any vendor that conducts a pre-submission claim review will not have to provide for regular assessments. Vendors will work with

Privia Health to take any necessary steps to address systematic billing errors as they become aware of such errors. Privia Health shall timely determine whether the systematic errors resulted in an overpayment and take appropriate action to both address the error and to repay any overpayments due to Medicare or Medicaid within sixty (60) days of discovery.

Billing/Coding Inquiries. Vendors, and any Representatives acting on behalf of Privia Health, shall document queries made to third party payors, including governmental agencies, and shall document the response to such queries. Vendors shall be responsible for sharing such queries and responses with Privia Health and Privia Health shall maintain a file of such.

Possible Claim Submission Misconduct. To the extent that any Vendor becomes aware that any Privia Health Representatives or any Vendor employee, agent or contractor working on behalf of Privia Health may be engaged in suspected billing, coding or claim submission misconduct, the Vendor shall immediately report such to the Compliance Officer who shall commence an independent review of such suspicions and take corrective action, if necessary, consistent with this Program. Privia Health and the vendor shall use their best efforts to ensure that any such party being reviewed refrains from the submission of any questionable claims until the matter is resolved.

Coding

All of the coding information is prepared by the Clinical Representatives and transmitted to Privia Health and/or its vendors. Once the billing codes are determined by the Clinical Representatives, Privia Health, through a vendor, will be involved in the submission and collection of claims for payment. Clinical Representatives understand that Privia Health and its vendors will rely on their coding information to submit claims for payment on behalf of Privia Health. To the extent that there are questions regarding codes chosen by the Clinical Representative and documentation set forth in the medical record, Privia Health, through its vendors, will engage in a query process designed to address such uncertainties without engaging in leading queries. Documentation of queries and responses shall be maintained for future audit and review purposes to the same extent as the underlying medical record.

- Procedural Safeguards. To the extent that any questions arise about the accuracy of any clinical coding or Privia Health, through its vendors, becomes aware of any other trends suggesting inappropriate coding or misinformation about the appropriateness of particular code usage, Privia Health shall provide targeted training to address such concerns. Privia Health's vendors shall rely solely upon the medical record, as supplemented by queries and query responses, in submitting codes on claims for payment on behalf of Privia Health. All such vendors will, at a minimum, comply with the compliance standards on claim submission set forth herein.

- Clinical Representative Coding Safeguards. Privia Health will advise the Clinical Representatives to implement and follow compliance safeguards with respect to documentation of services rendered.

Retention of Records

Privia Health maintains and retains numerous different types of records concerning many aspects of Privia Health's operations. Privia Health strives to maintain such records in accordance with applicable legal requirements and third-party payor standards. This is particularly important with regard to the proper maintenance of health records regarding patient treatment. As such, each Clinical Representative, whether Our Physician or an extender supplied by a Supporting Entity, shall, at a minimum, comply with the applicable state licensure requirements regarding medical record keeping. All medical records must be maintained for a minimum of six (6) years after the last patient contact. With respect to minors, medical records must be maintained for the greater of: (i) six (6) years after the last patient contact or (ii) until the patient becomes 18 years of age or is otherwise emancipated. Certain payor programs may require additional time periods for certain records. For instance, Medicare managed care programs typically require that beneficiary records be maintained for a period of ten (10) years from the date of creation.

Handling of Payments

Privia Health shall collect all revenue associated with Clinical Representative's provision of medical services on behalf of Privia Health. Privia Health may contract out with a vendor, including to the extent appropriate, a Supporting Entity, to collect such revenue on behalf of Privia Health. All such collection efforts shall be conducted in a manner that complies with the Medicare reassignment regulations and any other applicable laws. Privia Health shall require any such vendors to maintain complete audit trails for all Clinical Representatives' billings, collections, refunds and adjustments.

Collection of Deductible and Coinsurance Amounts

Privia Health's policy is to bill patients promptly for the services provided by our Clinical Representatives and to take all necessary and appropriate action to collect its patient accounts. Privia Health expects its Representatives and vendors to act, at all times, in a manner to allow Privia Health to collect its accounts and to adhere to any and all billing and collection policies as may be adopted by Privia Health from time to time. It is not Privia Health's practice to routinely waive collection of deductible, coinsurance or out-of-network amounts for any services rendered by our Clinical Representatives, including, without limitation, patients covered by the Federal health care programs. The waiver of deductible or coinsurance amounts is not considered routine if such wavier is based upon the patient's ability to pay, is offered for risk management purposes or is consistent with Privia Health's Discount Policy.

Professional Courtesies

Privia Health has adopted a Professional Courtesy Discount policy that provides guidance as to when such discounts may be extended to professionals and the appropriate parameters placed on such discounts. In no event shall professional courtesy discounts be offered or accepted to induce the referral of, or reward for referring, Federal health care program business, including Medicare, Medicaid, and TRICARE business, or in any matter that violates applicable state law. Further, it is inappropriate to offer professional courtesy discounts to any patient that is covered by any Federal health care program.

Reasonable and Necessary Services

Physician-members shall submit claims only for services that are "reasonable and necessary." “Reasonable and necessary” includes “diagnosis or treatment of illness or injury or to improve the functioning of a malformed body member,” and Privia Health requires evidence-based medical decision making to assure the delivery of reasonable and necessary services. Both Clinical Representatives and any other Representatives who are involved in the billing process shall be appropriately trained in applicable Federal health care program eligibility and coverage requirements. Privia Health may also establish and implement a review protocol to provide for an independent clinical review of the appropriateness of health services provided to Federal health care program beneficiaries and other patients, including, without limitation, both pre-and post-submission review of claims to ensure their accuracy.

All Clinical Representatives shall, at all times, seek to comply with applicable Medicare provider manuals and Local Medical Review Policy (“LMRP”) when furnishing services to Medicare beneficiaries.

Clinical Representatives’ certification of medical necessity is obtained through a variety of forms, including prescriptions, orders and Certificates of Medical Necessity (“CMNs”). By signing a CMN Our Physicians are making several representations, including (i) that he or she is the patient’s treating physician; (ii) the entire CMN was completed prior to Our Physician’s signature and (iii) information relating to whether the service is reasonable and necessary is true, accurate and complete to the best of the signing physician’s knowledge. Anyone who signs a CMN either knowing it is false or disregarding whether it is true or false may be subjecting himself or herself to criminal, civil and administrative penalties. Accordingly, Privia Health does not permit Our Physicians to sign blank CMNs, sign a CMN without seeing a patient, or sign a CMN for service that is not reasonable and necessary.

Privia Health requires Clinical Representatives to provide Advance Beneficiary Notices (“ABN”) to Medicare beneficiaries before the Clinical Representatives provide services that they know or believe Medicare does not consider reasonable and necessary. ABNs for Medicare beneficiaries must: (a) utilize appropriate CMS forms, which may be customized in accordance with guidance provided by CMS; (b) specify the service that may be denied (including applicable CPT/HCPC codes); (c) state the specific reason why the Clinical Representative believes the service may be denied and (d) be signed by the patient (or his or her representative) acknowledging that the required information was provided and that the patient assumes responsibility to pay for the service.

There may be situations when the services provided by Clinical Representatives are not covered under Medicare, but the secondary or supplemental insurers require a Medicare rejection in order to cover the services. In these instances, Privia Health requires the Clinical Representatives and any vendor involved in the billing process to indicate on the claim submission that the claim is being submitted for the purpose of receiving a denial in order to bill a secondary insurer. If the carrier pays the claim even though the service is not covered, Privia Health will refund the amount paid and indicate that the service is not covered.

Privacy and Security of Patient Information

All patient personal information is used and disclosed in accordance with HIPAA and any other Federal and state laws regarding the protection of patient information. Whether acting as a covered entity or business associate for HIPAA purposes, Privia Health, its Representatives, Our Physicians and our vendors are expected to know and abide by the requirements of the laws and ethical standards protecting patient information.

Privia Health and its Representatives, including Our Physicians, will be expected to abide by the policies and procedures set forth in Privia Health's HIPAA Privacy and Security Manuals. Nothing in this Compliance Program is intended to replace or amend such Manuals. A breach of such Manual provisions shall be considered a breach of this Compliance Program except that corrective action for breaches of Privia Health's HIPAA Privacy and Security Manuals shall be the responsibility of Privia Health's Privacy Officer. Although the Privacy Officer and Compliance Officer may be separate individuals, nothing herein is intended to prevent a single person from filling both roles. In the event that the Privacy Officer and the Compliance Officer are separate individuals, the Privacy Officer shall advise the Compliance Officer of all breaches of, and investigations related to, Privia Health's HIPAA Privacy and Security Manuals. Further, prior to taking any corrective action, the Privacy Officer shall coordinate such action with the Compliance Officer. The Compliance Officer's reports to the Board shall include information regarding any breaches, investigations and corrective action associated with Privia Health's HIPAA Privacy and Security Manuals.

With respect to the flow of PHI, as defined in Privia Health's HIPAA Privacy Manual, it is essential that each recipient of PHI ("Recipient") understand both its role with respect to such PHI (e.g., business associate, covered entity, etc.) and its resulting obligations with respect to the PHI arising from such role. Further, certain Recipients will have different roles depending upon how they are interacting with the PHI in each particular instance. For instance, Supporting Entities often provide non-physician services on behalf of Privia Health, meaning the Supporting Entity shall be acting in the role of a "covered entity" for HIPAA purposes. As such, the Supporting Entity must comply with all the duties and responsibilities of a "covered entity" under HIPAA. However, because the Supporting Entities are clinically and operationally integrated with PMG and certain of our owned and management physician entities shall be designated an "Affiliated Covered Entity" for the purposes of HIPAA. As such, the Supporting Entities and Privia Health may share PHI for treatment, payment and health care operations purposes and shall be entitled to issue a single Notice of Privacy Practices. However, non-clinical personnel of the Supporting Entities may utilize PHI for other purposes (e.g., scheduling, filing, etc.), and in such instances, the Supporting Entity is acting as business associate of Privia Health. Privia Health has entered into separate business associate agreements with all Supporting Entities and any other vendor receiving PHI from Privia Health.

Relationships and Arrangements With Referral Sources and Self-Referral of Ancillary Services

There are two fundamental laws governing patient referrals that Privia Health Representatives with executive authority and Clinical Representatives need to understand.

First, the federal Ethics in Patient Referrals Act (commonly referred to as the "Stark Law") prohibits referrals for certain "designated health services" to entities with which a physician (or a physician's immediate family member) has financial relationships, including either an ownership

interest or a compensation arrangement, unless the financial relationship falls within a specific statutory or regulatory exception. "Designated health services" include:

- Clinical laboratory services;
- Physical therapy services;
- Occupational therapy and speech pathology services;
- Radiology and certain other imaging services (including diagnostic nuclear medicine);
- Radiation therapy services and supplies (including therapeutic nuclear medicine);
- Durable medical equipment and supplies;
- Parenteral and enteral nutrients, equipment and supplies;
- Prosthetics, orthotics and prosthetic devices and supplies;
- Home health services;
- Outpatient prescription drugs; and
- Inpatient and outpatient hospital services

The Stark Law mandates both the nature of relationships that Privia Health can enter into with physicians, including Our Physicians, as well as what relationships Our Physicians can enter into with physicians that refer patients to Privia Health or Our Physicians. Likewise, the Stark Law mandates how Privia Health must be structured to continue to operate as a "group practice" and the parameters around which Privia Health can legally compensate Our Physicians.

There are a number of exceptions to the Stark Law that allow many common arrangements (e.g., lease arrangements, employment agreements, personal services arrangements, etc.) to continue despite the Stark Law's general prohibition on self-referrals. However, application of such exceptions requires strict compliance with each and every requirement of the applicable exception. Failure of a physician financial relationship to fit within an applicable exception means that such physician cannot make referrals to the entity with the financial relationship regardless of the medical necessity of such service. Further, any payment received by the entity furnishing designated health services is treated as an overpayment for Medicare reimbursement purposes.

Neither Privia Health nor any of Our Physicians shall engage in any conduct that violates the Stark Law. Our Physicians shall, at all times, comply with the standards set forth herein to minimize the risk of an inadvertent violation of the Stark Law. Further, Privia Health may seek assurance (such as a contractual representation) from any vendor that has financial relationships with any of Our Physicians that the vendor has no compensation relationships that violate the Stark Law. Privia Health may periodically engage outside consultants and experts to monitor Privia Health's continuing compliance with the Stark Law.

Second, the Federal Anti-Kickback Statute prohibits any remuneration, whether direct or indirect, overt or covert, in cash or in kind, that is intended, for at least one of its purposes, to induce the referral of items or services covered by any Federal health care program. In other words, the Anti-Kickback Statute is implicated when remuneration runs in one direction and the referral for items for services covered by any Federal health care program runs in the opposite direction. The Anti-Kickback Statute includes both civil monetary and criminal sanctions, and it is administered by the OIG, which has published a number of "safe harbor" regulations that

describe conduct that does not violate the Anti-Kickback Statute. However, the safe harbor regulations do not describe the universe of acceptable arrangements, and Privia Health must conduct a risk analysis of all arrangements that fall outside of a safe harbor regulation.

All compensation arrangements between Privia Health and potential referral sources, and all compensation arrangements between Clinical Representatives and hospitals and other providers to which the Clinical Representatives make referrals, shall be in writing and shall be reviewed to assure compliance with the Anti-Kickback Statute. Privia Health recognizes that many common practices (e.g., part-time contractor arrangements) will not fit within an applicable safe harbor; however, Privia Health will develop an internal review process to assure that Key Team Members are involved in all arrangements that fall outside of safe harbor protection.

Neither Privia Health nor any Representative, including Our Physicians, may provide or accept anything of value in exchange for referrals of patients covered by a Federal health care program. Federal and state fraud and abuse laws prohibit Privia Health and its Representatives from knowingly and willfully soliciting, receiving, offering or paying any remuneration (i.e., anything of value), directly or indirectly, in return for the referral of patients or other business that may be reimbursed by a third-party payor. The law also bars paying or receiving remuneration in return for purchasing, leasing, ordering, arranging for or recommending purchasing, leasing or ordering of any goods, facilities, services or items for which payment may be made by a Federal health care program.

Privia Health recognizes that Our Physicians (and other Clinical Representatives) may have financial relationships with health care entities and persons that may be in a position to generate referrals to Privia Health. These relationships raise issues under the Stark Law and the Anti-Kickback Statute, as well as state laws, and may create conflicts of interest between such individuals and Privia Health. Because of the complexity of such relationships from a compliance perspective, all such arrangements must be disclosed annually to Privia Health and must, in Privia Health's opinion, comply with applicable law and Privia Health's Conflicts of Interest Policy.

Entertainment and Gifts

Entertainment of referral sources, and entertainment provided to Representatives by providers to which Privia Health makes referrals, should be conducted within the bounds of applicable laws and good taste and never under circumstances that might suggest a compromise of the impartiality of such persons or raise questions about their integrity or the motives of Privia Health. Representatives are expressly prohibited from making any direct or indirect payments to sources of referrals on behalf of Privia Health, or within the scope of their employment or engagement by Privia Health, without Privia Health's express approval. This includes giving or receiving (or soliciting) anything of value, not just money.

Relationships with Patients

It is Privia Health's policy that all contacts with patients and the families and parties responsible for the patients must be maintained as arm's length relationships and should avoid even the appearance of impropriety. Therefore, in general, any direct or indirect payments to patients or their families or representatives are prohibited unless expressly approved in writing by the Compliance Officer.

Free or Below-Cost Goods or Services

It is Privia Health's policy that it will not provide to patients or referral sources goods, services or other items of value free of charge or at a price below cost in order to influence the flow of business to Privia Health except as may be permitted under guidelines published by the OIG. Privia Health may provide free or reduced-cost services to patients based on their individual financial need as permitted under applicable law.

For professional courtesies, see the standard on professional courtesy discounts.

Accounting and Financial Reporting

Privia Health seeks to maintain accurate and reliable business and accounting records in conformity with prescribed financial principles at all times. All payments of money, transfers of property, furnishing of services and other transactions should be reflected in full detail in the appropriate accounting and other business records of Privia Health. With the exception of disbursements from petty cash funds, no Privia Health payments shall be made in currency.

Conflicts of Interest

Privia Health relies on the good faith of its Representatives in the exercise of their duties to Privia Health. All business judgments on behalf of Privia Health should be made by its Representatives on the basis of such trust and in Privia Health's best interests. Privia Health fully respects the rights of Representatives to privacy in their personal affairs and financial activities. The purpose of this policy is to provide guidance to Representatives in avoiding situations that are, or appear to be, in conflict with their responsibilities to Privia Health.

Although it is impractical to attempt to define every situation that might be considered a conflict of interest, generally speaking, a conflict exists when a Representative's personal interests or activities may influence the Representative's judgment in the performance of his or her duty to Privia Health. Representatives should be concerned about possible conflicts and disclose any perceived conflict of interest to the Compliance Officer in light of the following guidelines. The situations listed below are examples of where a conflict of interest may occur, but are not intended to cover all conflicts that may arise:

- Financial Interests. A Representative, or a member of his or her immediate family, directly or indirectly (1) owns or otherwise engages in the same or similar kind of business as Privia Health or (2) owns a significant interest in a business that has a current or prospective business relationship with Privia Health.

- Outside Activities. A Representative, or member of his or her immediate family, serves as director, officer, employee or agent of an organization that is either a competitor or has a current or prospective business relationship with Privia Health; a Representative engages in a personal business venture that prevents him or her from devoting the time and effort that his or her position requires; or a representative participates in a charitable or civic organization or serves in public office and the activities of such organization or public body directly involve the business interests of Privia Health.

- Gifts. A Representative, or member of his or her immediate family, accepts gifts from persons having or desiring to have a business relationship with Privia Health if the acceptance or the prospect of receiving gifts tends to limit the recipient from acting solely in the best interests of Privia Health. "Gifts" include any gratuitous service, loan, discount, money or article of value. It is generally against Privia Health's policy for its Representatives to accept gifts from vendors, suppliers, patients, families of patients or anyone having or desiring to have a business relationship with Privia Health. Any questions on this policy should be referred to the Compliance Officer. Any offer of a gift or gratuity to a Privia Health Representative should be reported to the Compliance Officer. Failure to report such an offer is a violation of Privia Health policy.

- Confidential Information. A Representative, or member of his or her immediate family, uses for personal gain or for the benefit of others, confidential information obtained as a result of his or her employment.

- Transactions Involving Privia Health. A Representative, or member of his or her immediate family, (1) engages in the sale, rental or purchase of any real estate or other property to or from Privia Health, (2) benefits personally from any purchase or sale of properties of whatever nature by Privia Health, or (3) derives personal gain from any transaction to which Privia Health is a party. Any such transaction must be approved by Privia Health.

- Business Opportunities. A Representative shall not take for the Representative's own benefit, or the benefit any other person or outside organization, the benefit or opportunity that comes from knowledge gained in the course of employment or engagement by Privia Health.

- Disclosure Procedure. Because it is impossible to list all situations or relationships that might create conflict of interest problems, and because each situation must be evaluated on the facts, Representatives should promptly disclose to the Compliance Officer any circumstances that might constitute a violation of these guidelines. Representatives should obtain assistance through the Compliance Officer to determine if a conflict exists and, if so, how it should be resolved.

Unlawful Advertising

Privia Health shall not advertise using the names, abbreviations, symbols or emblems of the Social Security Administration, Centers for Medicare and Medicaid Services, Department of Health and Human Services, Medicare, Medicaid or any combination or variation of such words, abbreviations, symbols or emblems in any manner that would convey the false impression that the advertised item is endorsed by the named entities.

CORPORATE COMPLIANCE OFFICER AND PROPER DELEGATION OF AUTHORITY

Privia Health's compliance efforts are overseen by the Compliance Officer. Privia Health's current Compliance Officer is Thomas Bartrum, compliance@priviahealth.com, (571) 317-0679. Should there be any change in the identity of the Compliance Officer, all Representatives shall be informed in writing as soon as possible of the new Compliance Officer. In addition, Privia Health may appoint a Corporate Compliance Committee to assist in achieving the objectives of the Compliance Program.

Compliance Officer

The Compliance Officer's responsibilities are to know and understand all aspects of the Compliance Program; to ensure that delegation of responsibility under the Compliance Program is made to persons reasonably believed to be morally fit, honest and capable of making the judgments called for in the delegation; to supervise compliance-related duties; to independently investigate and act on matters related to compliance, including the flexibility to design and coordinate internal investigations (especially when responding to reports of problems or suspected violations) and any resulting corrective action; and to coordinate compliance functions with the compliance officers of medical practices, hospitals and other entities with which Privia Health has continuing relationships.

Corporate Compliance Committee

Privia Health may appoint a Corporate Compliance Committee to assist the Compliance Officer in overseeing effective implementation of the Privia Health Corporate Compliance and Ethics Program. If appointed, the Corporate Compliance Committee will have, subject to the oversight of the Board, responsibilities including the following:

- analyzing Privia Health's regulatory environment, the legal requirements with which it must comply and specific risk areas;
- recommending and monitoring the development of internal systems and controls to carry out Privia Health's standards, policies and procedures as part of its daily operations;
- ensuring that an effective training and education program regarding Privia Health's Corporate Compliance and Ethics Program, including legal duties and responsibilities, is provided for all Representatives;
- developing a system to solicit, evaluate and respond to complaints and problems;
- monitoring internal and external audits and investigations for the purpose of identifying troublesome issues and deficient areas; and

- implementing corrective and preventive action as directed by the Compliance Officer or the Board.

In the absence of a Compliance Committee, these duties shall fall upon the Compliance Officer. If established, the Compliance Committee shall consist of the following individuals, all of whom shall be appointed by and who shall serve at the pleasure of the Board of Governors:

- at least one (1) member of the Board of Governors;
- the Compliance Officer;
- at least one (1) Key Team Member that concurrently serves on the Board of Governors' Audit Committee, once established; and
- such other members as may be appointed by the Board of Governors.

Representative Hiring and Screening

Only those individuals specifically authorized by Privia Health shall be permitted to offer employment. Employed representatives of Privia Health shall be subject to various screening procedures depending upon the nature of the relationship between the Representative and Privia Health, and the responsibilities of the Representative.

Among the screening procedures in place for Clinical Representatives are criminal background checks, verification that the individual has not been suspended or excluded from any Federal health care program or government contracts program, licensure verification and reference checks. With respect to non-Clinical Representatives, the screening process may be limited to verification that the individual has not been suspended or excluded from any Federal health care program or government contracts program and reference checks. Criminal background checks for non-Clinical Representatives will be dependent on the role the individual would play within Privia Health.

These screening procedures shall be conducted prior to the start of employment and a failure to successfully complete such screening procedures shall result in the denial of employment. Human Resources shall maintain a copy of such screening procedures. With respect to Federal Health Care Program exclusion, Human Resources shall check the online List of Excluded Individuals and Entities ("LIEE") database maintained by the Office of Inspector General at https://exclusions.oig.hhs.gov/ and the General Services Administration (GSA) System for Award Management (SAM) at https://www.sam.gov/portal/SAM/##11. Documentation of the initial name search performed (such as a printed screen-shot showing the results of the name search) and any additional searches conducted, in order to verify results of potential name matches shall be maintained as follows: (i) for employed Representatives who are not Clinical Representative, by Human Resources in the Representative's employment file and (ii) for Clinical Representatives, by Credentialing in the Clinical Representative's credentialing file. All employed Representatives and Clinical Representatives shall be compared to the LIEE and GSA databases on a monthly basis to ensure no employed Representatives or Clinical Representatives are excluded from Federal Health Care Program participation.

Privia Health employees and other Representatives must report in writing to their immediate supervisors any arrest or conviction within three (3) business days of its occurrence. An employee or other Representative need not report offenses such as traffic violations that are punishable only by a fine. Supervisors who receive written notice from an employee or Representative of an arrest or conviction shall report that notice to the Compliance Officer, who shall review the arrest or conviction to determine whether the Representative's conduct requires employee or Representative reassignment or otherwise affects or violates the requirements of the Compliance Program.

Representative Training

Privia Health recognizes that an effective compliance program requires proper education and training of both employed Representatives and non-employed Clinical Representative, and the periodic retraining of such Key Representatives. Accordingly, all newly employed Representatives shall receive a copy of this Program, general compliance training on this Program, general compliance training for Medicare Parts C & D ("General Compliance"), and Medicare Parts C & D Fraud, Waste and Abuse ("FWA") Training, and HIPAA Privacy and Security Training, which must be successfully completed within thirty (30) days of the commencement of employment. The General Compliance and FWA training shall, at a minimum, cover the subject matter and contents of CMS' then current web-based training materials.

In addition to new hire training, all employed Representatives and non-employed Clinical Representatives shall attend and successfully complete annual training on this Program, General Compliance, FWA and HIPAA Privacy and Security. Additional training may be mandated for changes in the law, Privia Health's services or for specific compliance concerns identified by the Compliance Officer.

At a minimum, such training shall include:

- The Representatives' duty to participate in the Program, including the duty to report suspected violations;
- An overview of the Program, including the Standards of Conduct;
- An explanation of how to access the Compliance Officer and The Hotline 571-317-0679 or compliance@privahealth.com; and
- Privia Health's commitment to protecting persons who report, in good faith, any suspected or known violations of the Compliance Program.

The Compliance Officer will also establish specific training and education programs for those Representatives whose job functions create unique legal concerns (e.g., Medicare claim submission) or who create a disproportionate legal risk for Privia Health. A copy of all materials used in compliance training, compliance training attendance records, including the date and time of such training, certificates of completion and the results of any testing of overall understanding

of such materials, shall be maintained by the Compliance Officer for a minimum period of ten (10) years from the date of such training.

Education activities include, but are not limited to, Privia Health-sponsored programs or educational sessions, participation in meetings and teleconferences in which compliance issues are addressed, viewing educational videos and attendance at independent workshops or educational sessions.

Failure to comply with the Privia Health's training requirements will result in disciplinary action, up to and including, at the discretion of the Compliance Officer and the Board, termination. Failure to adhere to the Compliance Program, including its training requirements, will be a factor in an employed Representative's evaluation.

Engagement of Independent Contractors, Agents and Consultants

Independent contractors, consultants, vendors and other agents are also subject to screening for criminal background checks, verification that the Representative is not excluded from participating in government reimbursement or contract programs and reference checks. The extent of the due diligence will be dependent upon the role the Representative is to play within Privia Health and the compliance risks associated with such role.

MONITORING AND AUDITING

On a periodic basis, but at least once every three (3) years, the Compliance Officer shall oversee an assessment to be performed by an internal or external entity approved by Privia Health to verify compliance with and the effective implementation of the Compliance Program. The results of that assessment shall be reported to the Privia Health Board of Governors. In addition to such assessment of the Compliance Program, the Compliance Officer shall, as needed, conduct targeted reviews and audits of any particular compliance risk identified by the Compliance Committee to gauge Privia Health's relative risks associated with the issue and to determine whether any further action is necessary to mitigate such risks.

REPORTING WRONGDOING

Open Door Policy

Privia Health Representatives are encouraged to report suspected wrongdoing and ask compliance-related questions. Reporting suspected wrongdoing and inquiring about compliance-related issues is strictly confidential. To the greatest extent possible within the law, all compliance-related communications and Representatives' identities related to those communications will be kept in confidence. Representatives may seek clarification from the Compliance Officer in the event of any confusion or question regarding a Privia Health policy or procedure. No Representative shall be punished solely on the basis that he or she reported what he or she reasonably believed to be an act of wrongdoing or a violation of this Program. Representatives are subject to disciplinary action, however, if Privia Health reasonably concludes that the report of wrongdoing (a) was knowingly fabricated by the Representative, (b) was knowingly distorted, exaggerated or minimized to either injure someone else or to protect himself or herself, or (c) directly involves the person reporting the wrongdoing.

It is not Privia Health's intent that Human Resources complaints and patient safety and risk management concerns be handled through this Program. However, if such issues are raised to the Compliance Officer, the Compliance Officer shall direct such inquiries to the appropriate individuals or departments at Privia Health for resolution.

In determining what, if any, disciplinary action may be taken against a Representative, Privia Health will take into account a Representative's own admissions of wrongdoing (provided that the Representative's admission was not previously known to Privia Health or its discovery was not imminent and that the admission was complete and truthful). A Representative whose report of misconduct contains admissions of personal wrongdoing will not be guaranteed protection from disciplinary action. The weight to be given the self-confession will depend on all the facts known to Privia Health at the time it makes its disciplinary decisions.

Incident Reporting

Representatives shall report the following in sufficient detail to the Compliance Officer as soon as reasonably possible: unusual incidents, including, without limitation, any incidents that might cause Privia Health or its subsidiaries to be liable for damages to a third party; correspondence from state or Federal government agencies; requests from other employees, agents, referral sources, vendors or others that the Representative believes may constitute a violation of law; Equal Employment Opportunity Commission or other human rights complaints; and any other material complaints related to Privia Health's operations. Failure to comply with the requirements of the Program will result in discipline up to and including immediate discharge.

Privia Health's Compliance Officer is:

Thomas Bartrum, compliance@priviahealth.com, (571) 317-0679.

Compliance Hotline

Privia Health Key Team Members and other Representatives who are uncomfortable reporting a compliance incident to the Compliance Officer may elect, instead, to report such concerns to Privia Health's compliance hotline anonymously. The compliance hotline is available 24 hours a day. The phone number, 571-317-0679, automatically patches the caller into a voice mailbox where he or she can leave a message about the concern. When callers call the Hotline, they should leave a message, describing the suspected compliance problem in as much detail as possible. A caller does not need to leave name or any information that may identify him or her. The Compliance Office will pick up the messages regularly.

Compliance concerns may also be reported directly to the OIG at:
1-800-HHS-TIPS (1-800-447-8477).

Departing Representatives

To the extent possible, departing Representatives may be requested to submit to an exit interview at the discretion of the Compliance Officer. One purpose of the exit interview is to determine if the Representative has knowledge of any wrongdoing, unethical behavior or criminal conduct. The interview also may be used to obtain information about unsafe or unsound business practices and other business matters.

RESPONSE AND PREVENTION

If an offense has been detected, Privia Health will take reasonable steps to respond appropriately to the offense and to prevent further similar offenses, including any necessary modifications to this Program to prevent and detect violations of law. If the Compliance Officer, after consultation with legal counsel, determines that an investigation of the allegation is necessary, the Compliance Officer shall take steps necessary to assure that any investigation is completed as soon as is reasonable.

The Compliance Officer shall carefully evaluate all allegations of wrongdoing to determine (a) if the allegation appears to be well-founded and (b) whether the allegation warrants reporting to enforcement authorities. The Compliance Officer shall comply with all applicable reporting requirements, including, without limitation, the self-disclosure requirements imposed by the Patient Protection and Affordable Care Act of 2010, which generally require repayment of any overpayment from a government reimbursement program within sixty (60) days after the overpayment is discovered.

The Compliance Officer, using internal and external resources such as Human Resources or legal counsel as necessary, will investigate and resolve all reports of violations or suspected violations. Typically, the Compliance Officer's investigation will involve:

- Interviewing the person(s) involved in or possessing knowledge of the suspected noncompliance;
- Reviewing the relevant documents and regulations, policies, and statutes;
- Taking any precautions necessary to prevent the destruction of documents or other evidence relevant to the investigation; and
- Keeping accurate documentation of the investigation, including documentation of the alleged violation, a description of the investigative process, copies of interview notes and key documents, a log of the witnesses interviewed and the documents reviewed, the results of the investigation, any disciplinary action taken, and any corrective action implemented.

At the end of an investigation, if the Compliance Officer determines that a violation of the Compliance Program has occurred, the Compliance Officer, in consultation with the Board, shall take appropriate corrective action. If the violation is significant, willful or repeated, the Compliance Officer in consultation with Human Resources, Compliance Committee and the Board shall recommend appropriate disciplinary action for individuals involved in the violation. Any of the above-listed individual may be excluded from such consultation if they are the subject of the investigation or their objectivity may otherwise be compromised. Suspected violations of an Officer or Physician Member (if the recommendation is for termination) shall be taken directly to the Board for final action. The Compliance Officer will determine whether any additional compliance training or other corrective action is necessary to deter the violation from occurring again.

With respect to any contracts between Privia Health and any Medicare Advantage Contractor or Part D Medicare Plan Sponsors, upon completion of the investigation, the Compliance Officer shall report in a timely manner to the appropriate Medicare Advantage Contractor or Part D Medicare Plan Sponsor through the reporting mechanism established by such Medicare Advantage Contractor or Part D Medicare Plan Sponsor, all compliance concerns or potential instances of fraud, waste and abuse affecting the beneficiaries of such Medicare Advantage Contractor or Part D Medicare Plan Sponsor. As used herein, "fraud, waste and abuse" shall have the meaning set forth by CMS in the Fraud, Waste and Abuse Toolkit in Health Care Fraud and Program Integrity: An Overview for Providers (https://www.cms.gov/Medicare-Medicaid-Coordination/Fraud-Prevention/Medicaid-Integrity-Education/Downloads/fwa-overview-booklet.pdf).

All employed Representatives, regardless of their position, who fail to comply with the Program, Standards of Conduct, compliance policies or procedures, or who otherwise engage in wrongdoing which has the potential to damage Privia Health's reputation, will be subject to appropriate corrective action, including discipline.

Employed Representatives may be subject to discipline for failing to participate in Privia Health's organizational compliance efforts, including, but not limited to:

- The failure to perform any required obligation under the Program or applicable laws or regulations;
- The failure to attend and certify compliance training;
- The failure to report suspected violations of the Program, or applicable laws or regulations; and
- The failure on the part of a supervisory or managerial employed Representatives to implement and maintain controls reasonably necessary to ensure compliance with the terms of the Program or applicable laws and regulations.

The sanction that may be imposed upon personnel will vary depending upon the circumstances of each case of non-compliance. Intentional, reckless or repeated noncompliance will subject violators to more severe sanctions. The range of sanctions to which employed Representative may be subject includes oral and written warnings, suspension, mandatory additional compliance training and termination.

In the event that an employed Representative is alleged to have committed a violation, that person may be either suspended or temporarily relieved of their employment responsibilities related to the alleged violation(s), depending upon the seriousness of the alleged offense.

With respect to suspected or known violations of non-employees working at Care Centers, the Compliance Officer shall strive to work with the Compliance Liaison to investigate such events and to gauge the seriousness of any known violations. The contractual relationship between Privia Health and its various vendors, including the Support Entities, require that such vendors comply with applicable law. Additionally, Privia Health shall require employees of such vendors working at the Care Centers to partake in Privia Health's compliance training. The Compliance

Officer shall gauge the seriousness of vendor employees and agents working on behalf of Privia Health and, if necessary, shall coordinate with the COO to have such employees or agents removed from providing services on behalf of Privia Health and, if the relevant vendor refuses to remove such employee or agent, the Compliance Officer, in consultation with the COO and CEO, shall determine whether it is necessary to terminate the underlying agreement with the vendor.

GOVERNMENT AUDITS, INVESTIGATIONS, AND LITIGATION

It is Privia Health's policy to cooperate fully in connection with all government audits and investigations and respond in a timely manner to all requirements imposed by involvement in litigation.

Subpoenas, Summonses and Complaints

Privia Health, like all businesses, may become involved in litigation of all kinds. Also, Privia Health is in a heavily regulated business that is subject to frequent and routine government reviews. Therefore, Privia Health may receive many summonses, subpoenas and requests for production of documents. Privia Health may be legally responsible to meet a deadline set by a pleading or may be subject to sanctions for failure to timely respond to demands for document production. Consequently, if a Representative is ever served with a subpoena, summons, complaint or other legal document, he should follow Privia Health's Policies and Procedures carefully. A Representative should NOT turn over any documents or other items without approval from counsel. A Representative should NOT discuss the case or subpoena with the individual who served him or anyone other than the Compliance Officer and legal counsel.

Search Warrants

If someone representing a government agency attempts to execute a search warrant at any Privia Health office, the following steps should be taken:

- do nothing to interfere with the agents;
- demand a copy of the search warrant and the business card (or name) of the agent in charge;
- be sure the office manager or highest ranking Privia Health employee on premises is informed of the situation;
- just because the agents have a right to be on the premises and collect things does not mean they have the right to interview Representatives; Representative should cooperate in assisting the agents to locate the items in the search warrant if asked, but provide no further information without approval of legal counsel; and
- immediately notify the CEO and Privia Health Compliance Officer at: compliance@priviahealth.com, (571) 317-0679.

Contact with Government Agents/Investigators

All contacts with anyone claiming to represent any local, state or Federal agency shall be immediately reported to the Compliance Officer. It is quite common for investigators to arrive unannounced at someone's work or home and then try to make the person feel guilty if he or she don't consent to an interview. Occasionally, investigators will try to suggest that an individual

must speak with them "or else." No one is required to submit to questioning by government investigators or Representatives. A Representative should beware of any investigator who says there is nothing to worry about or suggests that by talking to him things will go easier for the Representative. Investigators do not have any authority to promise anything to a witness! Only a government attorney working with the appropriate attorney can make promises binding on the government.

If someone claiming to represent the government contacts a Representative at work or at home, the Representative should follow these simple steps:

- first, ask for identification and a business card;
- second, determine precisely why they wish to speak with him or her;
- third, tell the person that the Representative wishes to make an appointment for a date and time in the future. The investigator will probably attempt to talk the Representative out of delaying the interview, but a witness has that right! The common ploy is to suggest that honest people have nothing to hide and there's no reason for innocent people to consult an attorney. The simple response to such a claim is that honorable government investigators have nothing to fear from a simple delay of an interview; and
- after the investigator leaves, promptly contact the Compliance Officer or one of our attorneys.

Remember, investigations by the government are commonplace and seldom result in criminal prosecutions. The mere fact that an inquiry is made does not in any way suggest Privia Health or its representatives have acted negligently or improperly. The government has a right and obligation to conduct inquiries, and we have the right to demand that it be done in an orderly and proper fashion.

Contact with the Media

All contacts with anyone from the media MUST be referred to the Compliance Officer. Representatives should politely, but firmly, decline to engage in any discussion with media representatives, no matter how seemingly harmless. Representatives should not confirm, deny or otherwise discuss information related to Privia Health with someone from the media unless specifically authorized by the Compliance Officer.

Contact with Attorneys

All contacts with anyone claiming to be an attorney should be handled in accordance with Privia Health's Policies and Procedures and immediately referred to the Compliance Officer. Representatives should politely, but firmly, refuse to discuss anything with the attorney and, instead, refer the attorney to Privia Health's Compliance Officer.

Contact with Competitors

All contacts with anyone representing a competitor of Privia Health or employed by a competitor should be reported to a Representative's immediate supervisor. Representatives should not allow competitors to engage them in conversation about Privia Health policies, customers or the like.

DOCUMENTS AND RECORDS

It is Privia Health's policy to distribute documents created by or submitted to Privia Health to persons within and outside of Privia Health on a need-to-know basis. Privia Health has a detailed [Document Retention Policy and Procedure] in place that must be followed by all Representatives.

Creation. Representatives should create documents only when necessary for the performance of their jobs. The creation of memos or letters where the only purpose is to record the individual's version of events is prohibited. Unless a Representative is required to prepare a document, he or she should not do so.

Original Documents. Privia Health Representatives who receive original documents on behalf of Privia Health shall file them in accordance with Privia Health's Document Retention Policy and Procedure. No handwritten notes or other markings such as underlining or highlighting shall be made on any original Privia Health documents.

Possession. Representatives are not authorized to receive or possess documents that are not necessary to their regular job performance. A Representative should not ordinarily have a copy of a document unless he or she created the document or is the intended recipient. Unauthorized possession of Privia Health documents is a violation of Privia Health policy.

Removal or Theft. Documents created by Privia Health or provided to it by others are the property of Privia Health. Removal of documents from Privia Health's premises or offices is strictly prohibited. Unless expressly authorized, no Representative may remove any document (whether an original or a copy, and regardless of who created the document) from Privia Health's offices. If a Representative must take a document home to work, he or she may do so only if necessary to complete an on-going project and the documents must be promptly returned to the Privia Health premises on the next business day.

Copying. No copies may be made of any Privia Health document except as may be necessary for Privia Health's normal business operations.

Archiving. All documents that are no longer necessary for Privia Health's business operations, such as expired contracts, shall be removed from Privia Health's active business files and archived in accordance with the Document Retention Policy and Procedure. No Representative shall retain documents contrary to the Document Retention Policy and Procedure or that otherwise belong in archives.

Destruction. Documents may only be destroyed pursuant to the Privia Health Document Retention Policy and Procedure. Premature destruction is a violation of Privia Health policy. However, a document that is clearly marked as a copy or "cc" (for example) may be destroyed by the designated recipient of the copy if he or she no longer has a need for that document.

LAWS AND LEGAL DUTIES

Privia Health is committed to complying with all applicable laws, and Privia Health strives to avoid even the appearance of wrongdoing. While it is not practical to attempt to list all laws to which Privia Health is subject, it is obvious that neither Privia Health nor its Representatives should encourage or participate in, directly or indirectly, such activities as theft, fraud, embezzlement, bribery and false statements to the government. Representatives should not engage in any fraudulent, deceptive or corrupt conduct toward Privia Health or its patients, patients' family members, suppliers, contractors, employee representatives or anyone else with whom Privia Health conducts business. Examples of prohibited activities include, without limitation, kickbacks, inflated billings and the offering, accepting or soliciting, directly or indirectly, of money, goods or services when the purpose of the action is to influence a person to act contrary to professional judgment in the interest of his own employer or principal or fiduciaries.

Privia Health is committed to complying with Federal statutes and state statutes prohibiting the filing of false claims for payment that carry civil penalties, including fines and civil monetary penalties.

In addition to the specific laws described elsewhere in the Compliance Program, other laws to which Privia Health must pay particular attention are as follows:

HIPAA Privacy and Security

Privia Health shall create and implement a privacy plan and security plan that conform with the HIPAA privacy and security standards ("HIPAA Privacy Manual" and "HIPAA Security Manual"). Privia Health shall designate a HIPAA Privacy Officer and a HIPAA Security Officer (who may be the same individual) to ensure all aspects of the HIPAA Privacy Manual and HIPAA Security Manual are implemented appropriately.

Obstruction

It is a crime to willfully prevent, obstruct, mislead, delay (or to attempt to do so) the communication of records relating to a Federal health care offense to a criminal investigator.

Federal False Claims

Under the civil False Claims Act, any person who submits a false or fraudulent claim for payment to the United States Government is subject to a fine of from $5,500 to $11,000 for each claim plus three times the amount claimed. In addition, under certain circumstances, private individuals can bring "qui tam" (whistleblower) suits in the name of the United States against health care providers, and the individual shares in any recovery against the provider. False claims can arise from any of the fundamental areas of regulatory risk.

First, failure to correctly file claims for payment in a manner that constitutes either "deliberate ignorance" or "reckless disregard" of the claims accuracy could lead to liability under the False Claims Act.

Second, the Patient Protection and Affordable Care Act of 2010 includes a provision that any referral made that is pursuant to an arrangement that violates the Anti-Kickback Statute is a “false claim”. Similarly, alleged violations of the Stark Law are frequently used in False Claims Act actions brought against providers.

In addition, states in which Privia Health operates also have state-specific false claims acts. Each Representative is responsible for understanding both the Federal False Claims Act and the applicable state false claims act that impacts his or her particular Care Center. A summary of each state’s false claims act law follows:

Virginia False Claims Act Policy

PURPOSE The purpose of this policy is to comply with certain requirements set forth in the Deficit Reduction Act of 2005 with regard to federal and state false claims laws.

POLICY Privia Medical Group ("Group") physicians and any associated contractors, agents, and employees are educated regarding the federal and state false claims statutes and the role of such laws in preventing and detecting fraud, waste and abuse in federal health care programs.

FALSE CLAIM LAWS

One of the primary purposes of false claims laws is to combat fraud and abuse in government health care programs. False claims laws do this by making it possible for the government to bring civil actions to recover damages and penalties when healthcare providers submit false claims. These laws often permit qui tam suits as well, which are lawsuits brought by lay people, typically employees or former employees of healthcare facilities that submit false claims.

There is a federal False Claims Act and a Virginia state version of the False Claims Act. Under the federal False Claims Act, any person or entity that knowingly submits a false or fraudulent claim for payment of United States Government ("Government") funds is liable for significant penalties and fines. The fines include a penalty of up to three times the Government's damages, civil penalties ranging from $5,500 to $11,000 per false claim, and the costs of the civil action against the entity that submitted the false claims. Generally, the federal False Claims Act applies to any federally funded program. The False Claims Act applies, for example, to claims submitted by healthcare providers to Medicare or Medicaid.

One of the unique aspects of the federal False Claims Act is the "qui tam" provision, commonly referred to as the "whistleblower" provision. This allows a private person with knowledge of a false claim to bring a civil action on behalf of the Government. The purpose of bringing the qui tam suit is to recover the funds paid by the Government as a result of the false claims. Sometimes the Government decides to join the qui tam suit. If the suit is ultimately successful, the whistleblower who initially brought the suit may be awarded a percentage of the funds recovered. Because the Government assumes responsibility for all of the expenses associated with a suit when it joins a false claims action, the percentage is lower when the Government joins a qui tam claim. However, regardless of whether the Government participates in the lawsuit, the court may reduce the whistleblower's share of the proceeds if the court finds that the whistleblower planned and initiated the false claims violation. Further, if the whistleblower is convicted of criminal conduct related to his role in the preparation or submission of the false claims, the whistleblower will be dismissed from the civil action without receiving any portion of the proceeds.

The federal False Claims Act also contains a provision that protects a whistleblower from retaliation by his employer. This applies to any employee who is discharged, demoted, suspended, threatened, harassed, or discriminated against in his employment as a result of the employee's lawful acts in furtherance of a false claims action. The whistleblower may bring an action in the appropriate federal district court and is entitled to reinstatement with the same seniority status, two times the amount of back pay, interest on the back pay, and compensation for any special damages as a result of the discrimination, such as litigation costs and reasonable attorneys' fees.

A similar federal law is the Program Fraud Civil Remedies Act of 1986 (the "PFCRA"). It provides administrative remedies for knowingly submitting false claims and statements. A false claim or statement includes submitting a claim or making a written statement that is for services that were not provided, or that asserts a material fact that is false, or that omits a material fact. A violation of the PFCRA results in a maximum civil penalty of $5,000 per claim plus an assessment of up to twice the amount of each false or fraudulent claim.

Virginia has a state version of the False Claims Act that is substantially similar to the federal False Claims Act

called the Virginia Fraud Against Taxpayers Act ("Virginia False Claims Act"). The actions that trigger civil and criminal penalties under the Virginia Act are identical to those of the federal False Claims Act. A violation of the Virginia False Claims Act results in liability to the State for civil penalties of up to $11,000 per violation and treble damages. Additionally, court costs and attorneys' fees can be awarded. The Virginia False Claims Act also has a whistleblower provision. Like the federal False Claims Act, the Virginia law includes provisions to prevent employers from retaliating against employees who report their employer's false claims.

In addition to the Virginia False Claims Act, Virginia has also adopted a Governmental Frauds Act, which provides for criminal penalties for prohibited misrepresentations, which include, but are not limited to, false, fictitious or fraudulent statements, representations and entries. Further, Virginia's statutes regulating the provision of medical assistance authorize civil penalties in addition to any other penalties authorized by law for knowing and willful violations involving certain acts of falsity or fraud. Additionally, pursuant to Virginia state law, false statements or representations in connection with claims for medical assistance (in addition to other actions) can result in criminal penalties including imprisonment and fines of up to $25,000. Virginia has also enacted other statutes specific to its state/local hospitalization program and public assistance generally that address false statements and representations.

REPORTING CONCERNS REGARDING FRAUD, ABUSE AND FALSE CLAIMS

The Group takes issues regarding false claims and fraud and abuse seriously. The Group encourages all physicians and associated employees, agents and contractors or agents of the Group's affiliated entities to be aware of the laws regarding fraud and abuse and false claims and to identify and resolve any issues immediately. Issues are resolved fastest and most effectively when given prompt attention. The Group, therefore, encourages its affiliated entities' employees, agents, and contractors to report concerns to their immediate supervisor when appropriate. If the supervisor is not deemed to be the appropriate contact or if the supervisor fails to respond quickly and appropriately to the concern, then the individual with the concern should be encouraged to discuss the situation with the entity's human resources manager, [or] a member of management, [or with the Group's Ethics Hotline (571-317-0679)].

Physicians, along with associated employees and any contractors or agents of Group-affiliated entities should be aware of related policies regarding detection and prevention of health care fraud and abuse.

PROCEDURE

The Group shall be responsible for:

Ensuring that all physicians, associated employees and any contractors or agents are provided with this policy, within thirty (30) days of commencing employment or contractor status; and

Ensuring that the Group conspicuously displays notices of the protections provided to and obligations required of individuals under the Virginia False Claims Act.

REFERENCES

1. Va. Code Ann. §§ 8.01-216.1, et seq.
2. Va. Code Ann §§ 18.2-498.1, et seq.
3. Va. Code Ann. §§ 32.1-310, et seq.
4. See, e.g., Va. Code Ann. §§ 32.1-349 & 63.2-522.
5. 31 U.S.C. §§ 3801-3812.
6. 31 U.S.C. §§ 3729-3733.
7. Deficit Reduction Act of 2005, Sections 6031, 6032.

District of Columbia False Claims Act Policy

PURPOSE The purpose of this policy is to comply with certain requirements set forth in the Deficit Reduction Act of 2005 with regard to federal and state false claims laws.

POLICY Privia Medical Group ("Group") physicians and any associated contractors, agents, and employees are educated regarding the federal and state false claims statutes and the role of such laws in preventing and detecting fraud, waste and abuse in federal health care programs.

FALSE CLAIMS LAWS

One of the primary purposes of false claims laws is to combat fraud and abuse in government health care programs. False claims laws do this by making it possible for the government to bring civil actions to recover damages and penalties when healthcare providers submit false claims. These laws often permit qui tam suits as well, which are lawsuits brought by lay people, typically employees or former employees of healthcare facilities that submit false claims.

There is a federal False Claims Act and a District of Columbia version of the False Claims Act. Under the federal False Claims Act, any person or entity that knowingly submits a false or fraudulent claim for payment of United States Government ("Government") funds is liable for significant penalties and fines. The fines include a penalty of up to three times the Government's damages, civil penalties ranging from $5,500 to $11,000 per false claim, and the costs of the civil action against the entity that submitted the false claims. Generally, the federal False Claims Act applies to any federally funded program. The federal False Claims Act applies, for example, to claims submitted by healthcare providers to Medicare or Medicaid.

One of the unique aspects of the federal False Claims Act is the "qui tam" provision, commonly referred to as the "whistleblower" provision. This allows a private person with knowledge of a false claim to bring a civil action on behalf of the Government. The purpose of bringing the qui tam suit is to recover the funds paid by the Government as a result of the false claims. Sometimes the Government decides to join the qui tam suit. If the suit is ultimately successful, the whistleblower who initially brought the suit may be awarded a percentage of the funds recovered. Because the Government assumes responsibility for all of the expenses associated with a suit when it joins a false claims action, the percentage is lower when the Government joins a qui tam claim. However, regardless of whether the Government participates in the lawsuit, the court may reduce the whistleblower's share of the proceeds if the court finds that the whistleblower planned and initiated the false claims violation. Further, if the whistleblower is convicted of criminal conduct related to his role in the preparation or submission of the false claims, the whistleblower will be dismissed from the civil action without receiving any portion of the proceeds.

The federal False Claims Act also contains a provision that protects a whistleblower from retaliation by his employer. This applies to any employee who is discharged, demoted, suspended, threatened, harassed, or discriminated against in his employment as a result of the employee's lawful acts in furtherance of a false claims action.

The whistleblower may bring an action in the appropriate federal district court and is entitled to reinstatement with the same seniority status, two times the amount of back pay, interest on the back pay, and compensation for any special damages as a result of the discrimination, such as litigation costs and reasonable attorneys' fees.

A similar federal law is the Program Fraud Civil Remedies Act of 1986 (the "PFCRA"). It provides administrative remedies for knowingly submitting false claims and statements. A false claim or statement includes submitting a claim or making a written statement that is for services that were not provided, or that asserts a material fact that is false, or that omits a material fact. A violation of the PFCRA results in a maximum civil penalty of $5,000 per claim plus an assessment of up to twice the amount of each false or fraudulent claim.

The District of Columbia has enacted a version of the False Claims Act that is substantially similar to the federal False Claims Act ("DC False Claims Act"). The actions that trigger civil and criminal penalties under the DC False Claims Act generally mirror those of the federal False Claims Act although the DC False Claims Act has some additional actions which can serve as the basis for civil and criminal penalties.

The DC False Claims Act also has a whistleblower provision. Like the federal False Claims Act, the DC law includes provisions to prevent employers from retaliating against employees who report their employer's false claims. Under the DC False Claims Act, a qui tam action may only be dismissed if the court in which the case is brought and the Attorney General for the District of Columbia consent to the dismissal and provide reasons for their respective consents.

Violations of the DC False Claims Act result in liability to the State for civil penalties ranging between $5,500 and $11,000 per violation, costs of the civil action and treble damages. The Attorney General for the District of Columbia has the authority to adjust the civil penalty amounts commensurate with the adjustments to the amounts for civil monetary penalties set forth at 31 U.S.C. § 3729. Any such adjustments apply only prospectively for purposes of the DC False Claims Act. Additionally, the DC False Claims Act provides for criminal penalties, including imprisonment and fines of up to $100,000 per violation.

In addition to the DC False Claims Act, District of Columbia law provides for criminal penalties in the event a person commits Medicaid fraud, including imprisonment and fines of up to $500. Additionally, District of Columbia law provides for civil monetary penalties of up to $2,000 for each item or service along with assessments of up to twice the amount for each item or service claimed in violation of the DC Medicaid Provider Fraud Prevention statutes. Additionally, the District of Columbia may have more general statutes that could be implicated by the submission of false claims.

REPORTING CONCERNS REGARDING FRAUD, ABUSE AND FALSE CLAIMS

The Group takes issues regarding false claims and fraud and abuse seriously. The Group encourages all physicians and associated employees, agents and contractors or agents of the Group's affiliated entities to be aware of the laws regarding fraud and abuse and false claims and to identify and resolve any issues immediately.

Issues are resolved fastest and most effectively when given prompt attention. The Group, therefore, encourages its affiliated entities' employees, agents, and contractors to report concerns to their immediate supervisor when appropriate.

If the supervisor is not deemed to be the appropriate contact or if the supervisor fails to respond quickly and appropriately to the concern, then the individual with the concern should be encouraged to discuss the situation with the entity's human resources manager, [or] a member of management, [or with the Group's Ethics Hotline (571-317-0679)].

Physicians, along with associated employees and any contractors or agents of Group-affiliated entities should be aware of related policies regarding detection and prevention of health care fraud and abuse.

PROCEDURE

The Group shall be responsible for:
Ensuring that all physicians, associated employees and any contractors or agents are provided with this policy, within thirty (30) days of commencing employment or contractor status.

REFERENCES

1. D.C. Code § 2-381.01, et seq.

2.	D.C. Code § 4-801, et seq.
3.	See, e.g., D.C. Code § 47-4106.
4.	31 U.S.C. §§ 3801-3812.
5.	31 U.S.C. §§ 3729-3733.
6.	Deficit Reduction Act of 2005, Sections 6031, 6032.

Maryland False Claims Act Policy

PURPOSE The purpose of this policy is to comply with certain requirements set forth in the Deficit Reduction Act of 2005 with regard to federal and state false claims laws.

POLICY Privia Medical Group ("Group") physicians and any associated contractors, agents, and employees are educated regarding the federal and state false claims statutes and the role of such laws in preventing and detecting fraud, waste and abuse in federal health care programs.

FALSE CLAIMS LAWS

One of the primary purposes of false claims laws is to combat fraud and abuse in government health care programs. False claims laws do this by making it possible for the government to bring civil actions to recover damages and penalties when healthcare providers submit false claims. These laws often permit qui tam suits as well, which are lawsuits brought by lay people, typically employees or former employees of healthcare facilities that submit false claims.

There is a federal False Claims Act and a Maryland state version of the False Claims Act. Under the federal False Claims Act, any person or entity that knowingly submits a false or fraudulent claim for payment of United States Government ("Government") funds is liable for significant penalties and fines. The fines include a penalty of up to three times the Government's damages, civil penalties ranging from $5,500 to $11,000 per false claim, and the costs of the civil action against the entity that submitted the false claims. Generally, the federal False Claims Act applies to any federally funded program. The False Claims Act applies, for example, to claims submitted by healthcare providers to Medicare or Medicaid.

One of the unique aspects of the federal False Claims Act is the "qui tam" provision, commonly referred to as the "whistleblower" provision. This allows a private person with knowledge of a false claim to bring a civil action on behalf of the Government. The purpose of bringing the qui tam suit is to recover the funds paid by the Government as a result of the false claims. Sometimes the Government decides to join the qui tam suit. If the suit is ultimately successful, the whistleblower who initially brought the suit may be awarded a percentage of the funds recovered. Because the Government assumes responsibility for all of the expenses associated with a suit when it joins a false claims action, the percentage is lower when the Government joins a qui tam claim. However, regardless of whether the Government participates in the lawsuit, the court may reduce the whistleblower's share of the proceeds if the court finds that the whistleblower planned and initiated the false claims violation. Further, if the whistleblower is convicted of criminal conduct related to his role in the preparation or submission of the false claims, the whistleblower will be dismissed from the civil action without receiving any portion of the proceeds.

The federal False Claims Act also contains a provision that protects a whistleblower from retaliation by his employer. This applies to any employee who is discharged, demoted, suspended, threatened, harassed, or discriminated against in his employment as a result of the employee's lawful acts in furtherance of a false claims action. The whistleblower may bring an action in the appropriate federal district court and is entitled to reinstatement with the same seniority status, two times the amount of back pay, interest on the back pay, and compensation for any special damages as a result of the discrimination, such as litigation costs and reasonable attorneys' fees.

A similar federal law is the Program Fraud Civil Remedies Act of 1986 (the "PFCRA"). It provides administrative remedies for knowingly submitting false claims and statements. A false claim or statement includes submitting a claim or making a written statement that is for services that were not provided, or that asserts a material fact that is false, or that omits a material fact. A violation of the PFCRA results in a maximum civil penalty of $5,000 per claim plus an assessment of up to twice the amount of each false or fraudulent claim.

Maryland has a state version of the False Claims Act that is substantially similar to the federal False Claims Act

("Maryland False Claims Act"). The actions that trigger civil and criminal penalties under the Maryland Act generally mirror those of the federal False Claims Act.

The Maryland False Claims Act also has a whistleblower provision. Like the federal False Claims Act, the Maryland law includes provisions to prevent employers from retaliating against employees who report their employer's false claims. When a qui tam complaint is filed, the State of Maryland must choose whether to intervene and continue the lawsuit. If the State declines to join the suit, or after joining the suit, chooses to withdraw, the case must be dismissed. The Group shall conspicuously display notices of the protections provided to an obligations required of its employees under the Maryland False Claims Act and use other appropriate means to inform employees of the protections and obligations provided under the Maryland False Claims Act.

A violation of the Maryland False Claims Act results in liability to the State for civil penalties of $10,000 per violation and treble damages. Such award may not be less than the amount of actual damages the State incurs as a result of the person's violation. Additionally, the court may award court costs and attorneys' fees.

In addition to the Maryland False Claims Act, Maryland state law provides for criminal penalties in the event a person commits Medicaid fraud, including life imprisonment and fines of up to $200,000 for individuals and up to $250,000 for each felony violation by a business entity.

REPORTING CONCERNS REGARDING FRAUD, ABUSE AND FALSE CLAIMS

The Group takes issues regarding false claims and fraud and abuse seriously. The Group encourages all physicians and associated employees, agents and contractors or agents of the Group's affiliated entities to be aware of the laws regarding fraud and abuse and false claims and to identify and resolve any issues immediately. Issues are resolved fastest and most effectively when given prompt attention. The Group, therefore, encourages its affiliated entities' employees, agents, and contractors to report concerns to their immediate supervisor when appropriate. If the supervisor is not deemed to be the appropriate contact or if the supervisor fails to respond quickly and appropriately to the concern, then the individual with the concern should be encouraged to discuss the situation with the entity's human resources manager, [or] a member of management, [or with the Group's Ethics Hotline (571-317-0679)].

Physicians, along with associated employees and any contractors or agents of Group-affiliated entities should be aware of related policies regarding detection and prevention of health care fraud and abuse.

PROCEDURE

The Group shall be responsible for:

Ensuring that all physicians, associated employees and any contractors or agents are provided with this policy, within thirty (30) days of commencing employment or contractor status; and

Ensuring that the Group conspicuously displays notices of the protections provided to and obligations required of individuals under the Maryland False Claims Act.

REFERENCES

1. Md. HEALTH-GENERAL Code Ann. §§ 2-601 to 2-611.
2. Md. CRIMINAL LAW Code Ann. §§ 8-508 to 8-519.
3. 31 U.S.C. §§ 3801-3812.
4. 31 U.S.C. §§ 3729-3733.
5. Deficit Reduction Act of 2005, Sections 6031, 6032.

Exhibit A

Legal entities other than Privia Health subject to Privia Health's compliance program include the following:

- Privia Management Company, LLC;
- Privia Management Company of Georgia, LLC;
- Privia Management Company of North Texas, LLC;
- Privia DC Metro Management Company, LLC;
- Complete MD Solutions, LLC (d/b/a Privia Management Company Southwest Texas);
- Privia Care Center, LLC;
- PQN-Central Texas, LLC (until such time as they adopt their own complimentary program);
- Privia Quality Network, LLC (until such time as they adopt their own complimentary program);
- PQN-Georgia, LLC (unit such time as they adopt their own complimentary program);
- Privia Medical Group, LLC;
- Privia Medical Group of Georgia, LLC;
- Privia Pediatric Medical Group of Georgia, LLC;
- Privia Medical Group Gulf South, PLLC; and
- Privia Medical Group Physicians of North Texas, LLC.

Any subsidiaries or affiliates that are formed, created or otherwise becomes associated with Privia Health after the effective date of the last revision of this Compliance Program shall automatically be included herein without the necessity of amending this Exhibit.

EXHIBIT B

Acknowledgment of Understanding of/and Compliance with Privia Health's Compliance Program

I certify that I have received, read and understand the Compliance Program and the Code of Conduct and agree to abide by it during the entire term of my relationship with Privia Health. I acknowledge that I have a duty to report any alleged or suspected violation of the Code of Conduct or the Compliance Program to the Compliance Officer. Unless otherwise noted below, I am not aware of any violation of the Code of Conduct or Compliance Program. I also certify that I have not been convicted of, or charged with, a criminal offense related to health care, nor have I been listed by a Federal agency as debarred, excluded or otherwise ineligible for participation in Federally funded health care programs.

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_____

Further, I certify that I am not aware of any additional circumstances, other than those disclosed above, that could represent a potential violation of the Compliance Program or the Code of Conduct. I will report any potential violation of which I become aware promptly to the Compliance Officer. I understand that any violation of the Compliance Program, the Code of Conduct or any other corporate compliance policy or procedure is grounds for disciplinary action, up to and including termination of my relationship with Privia Health.

I understand that, as a condition of my consideration for becoming a member of Privia Medical Group, LLC (the "Company"), or as a condition of my continued membership in the Company, the Company or its affiliates is hereby authorized to obtain background reports on me, which may include, but is not limited to, social security verification, criminal history, licensing records, litigation records, exclusion databases, National Provider Data Bank, state and federal sexual offender registries, DMV records, and similar resources. I hereby authorize and consent to the Company's procurement of such a report. I understand that, pursuant to the federal Fair Credit Reporting Act, the Company will provide me with a copy of any such report if the information contained in such report is, in any way, to be used in making a decision regarding my fitness for association with the Company. I further understand that such report will be made available to me prior to any such decision being made, along with the name and address of the reporting agency that produced the report.

_____ _____

Signature Date

_____

Print Name

_____

Title