

PRIVIA HEALTH, LLC

# CORPORATE COMPLIANCE AND ETHICS PROGRAM

Privia Health, LLC, and all of its subsidiaries and affiliates (collectively “Privia”), are committed to compliance with all applicable federal and state laws and regulations. We expect all Privia employees, physicians and other providers, officers, directors, independent contractors and agents to support all of our compliance efforts. To that end, Privia promotes a culture of compliance and ethical conduct and as part of that culture, this Corporate Compliance and Ethics Program sets the standards for all that we do. Although this Compliance Program cannot address all that must be done to achieve compliance; we believe that together with our policies and procedures, this Compliance Program provides guidelines for how we should conduct ourselves in all that we do.

Adopted as of: July 29, 2014

Last Modified: July 2020

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## CODE OF ETHICS

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All members of the Privia workforce, including Privia employees, physicians and other providers (“Clinical Representatives”), contractors, agents, care center staff, officers and directors of Privia Health, LLC, its subsidiaries and affiliates (collectively, our “workforce” and “Representatives”), must conduct themselves at all times in accordance with applicable the laws and regulations, the highest standards of business and professional ethics and this Corporate Compliance and Ethics Program (the “Compliance Program”).

- This Compliance Program covers all subsidiaries and affiliates of Privia Health, LLC. Certain standards may not apply equally to every entity and certain entities may adopt supplementary compliance policies and/or a supplementary compliance program because of specific legal requirements that apply to such entity (e.g., PQN must adopt a separate compliance program pursuant to Medicare Shared Savings Requirements) or the unique requirements of their business or service lines. A current list of entities subject to this Compliance Program is attached as **Exhibit A**. As Privia creates, forms, initiates or otherwise associates with any other subsidiary or affiliated entity, such entities will be automatically added.
- Each of Privia’s regional medical groups (referred to collectively and individually as “Privia Medical Group”) operates out of multiple care center locations. Each care center location provides patient care services consistent with high standards of quality established by the efforts of each medical group’s Board of Governors and physicians (collectively, our “Physicians”).
- If the application of a law or regulation is unclear, Representatives should request guidance and advice from the Privia Compliance Officer.
- Privia strives to maintain complete, accurate and reliable documentation to ensure that all claims for payment comply with applicable legal and contractual requirements.
- We recognize the importance of maintaining relationships with referral sources and hospitals and other providers to which Privia providers refer patients directly or indirectly. All such relationships must be established and maintained based on the quality and relative costs of such services and the needs of our patients; not on any financial relationships with such referral sources.
- All contacts and communications between Privia Representatives and governmental officials, whether direct or indirect, must be accurate, complete and current without any attempt to exert or benefit from undue influence. Representatives must not offer anything of value to such officials to obtain a particular result. Representatives may not provide or pay for any meal, refreshment, entertainment, travel or lodging expenses for government employees without the prior written approval of the Compliance Officer.
- Privia strives to maintain accurate and reliable corporate records that disclose all payments and other transactions to which Privia is a party; Privia is committed to ensuring the accuracy of all filings with local, state and federal governmental agencies.
- Privia’s successful operation requires the loyalty of all of our Representatives in the exercise of their responsibilities. Therefore, except as approved by Privia’s Board of Governors,

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.

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## PRINCIPLES OF COMPLIANCE

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### **Purpose of the Compliance Program**

Privia's operations must comply with a multitude of laws, regulations, contracts and other legal requirements and standards. This Compliance Program was created to support Privia's desire to achieve and maintain statutory and regulatory compliance. It is designed to develop effective controls that promote adherence to applicable laws and regulations, to detect and, where possible, prevent, violations of the law and to permit Privia to focus on providing quality health care to our patients. This Compliance Program has been created solely as a preventive measure and is not in response to any civil or criminal activity or investigation.

Privia furnishes medical services through the efforts of our Clinical Representatives at various locations (each location is a "Care Center"). Privia submits claims for payment to federal health care programs and private insurers and directly to our patients. Billing and collection of claims is managed by our Care Centers and through revenue cycle management vendors, including athenahealth, Inc. Care Centers also provide facilities and certain support services to Privia Medical Group. Privia Medical Group 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. We strive to ensure that all Privia contractors comply with our Compliance Program and seek to monitor their compliance as part of our overall compliance efforts.

All members of Privia's workforce shall be provided with a copy of this Compliance Program upon hire or engagement, annually thereafter, and when any updates or changes are made. A signed Acknowledgment of Receipt must be returned with thirty (30) days of receipt as provided for in **Exhibit B** attached hereto.

This Compliance Program may be amended periodically to address changes in the law, evolving compliance concerns, failures of the Compliance Program or when otherwise necessary. Privia welcomes comments and suggestions from Representatives who believe the Program can be improved or who find errors or mistakes in the Program. Suggestions to improve the Program should be sent to [compliance@priviahealth.com](mailto:compliance@priviahealth.com).

### **Privia is committed to:**

- (1) ensuring the accuracy of all claims for payment, particularly to the Federal health care programs;
- (2) ensuring that referrals among our Physicians and their various referral sources and referral recipients comply with applicable federal and state laws and regulations, including the related to self-referral and anti-kickback statutes;
- (3) acting at all times as a fully integrated group practice with respect to setting fees, negotiating contract rates with commercial third-party payors and centralized decision making;

- (4) complying with the requirements of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), as it may be amended, and its regulations, to protect the privacy and security of our patients' information;
- (5) complying with the requirements of the Occupational Safety and Health Administration's Bloodborne Pathogens Standard ("OSHA");
- (6) providing a workplace free from harassment or discrimination; and
- (7) complying with state laws and regulations that apply to Privia and each Privia Care Center.

**Every Privia Representative is expected to comply with this Compliance Program.** Any exceptions must be approved in writing by the Privia Compliance Officer and the Board.

As we learn of failures of this Compliance Program or our Representatives, Privia will review the cause of such failure and determine: (1) how to resolve the immediate issue (e.g., employee or contractor training, termination of the relationship, self-reporting to government programs, etc.); and (2) how to prevent such failures from reoccurring. Corrective action may include developing new policies and procedures, terminating an employee or vendor relationship, modifying this Compliance Program or other action, as appropriate.

This Compliance Program is designed to ensure the compliance of Privia and our Care Centers with all applicable laws, regulations, and government guidance and is based on the requirements set forth in the Federal Sentencing Guidelines for Organizational Defendants, as amended. It is intended to comply with the OIG's Compliance Program for Individual and Small Group Physician Practices, 65 Fed. Reg. 59434 (Oct. 5, 2000) ("OIG Guidance")

The federal Sentencing Guidelines require an effective compliance program to include seven key elements:

1. Compliance Standards and Procedures. Privia has established 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 Care Centers. Other Standards of Conduct may be specific and based on the stated expectations of the agencies that regulate the healthcare industry, including the United States Department of Health and Human Services Centers for Medicare and Medicaid Services ("CMS") and Office of the Inspector General ("OIG"). Privia may adopt more detailed policies to complement the Standards of Conduct.
2. Oversight Responsibilities. Privia's Governing Board (the "Board") shall be knowledgeable about the content and operation of our Compliance Program and exercise reasonable oversight with respect to its implementation and effectiveness. Privia's Compliance Officer has day-to-day operational responsibility for the Program and shall report periodically to the Board on the effectiveness of the Program. Privia's Compliance Officer shall be given adequate resources, appropriate authority and direct access to the Governing Board.
3. Delegation of Authority. Privia must use due care to not delegate substantial compliance authority to any individual whom Privia knows, or should know through the exercise of due diligence, engaged in illegal activities or other conduct inconsistent with the Program. Privia Representatives and our vendors are checked to ensure they have not been excluded from participation in any federal health care program.

4. Communication and Training. Privia shall periodically communicate this Compliance Program to Privia Representatives and our vendors. We distribute copies of our Compliance Program, provide annual and new employee training programs and otherwise disseminate information appropriate to a Representative's role and responsibility within Privia.
5. Monitoring and Auditing. Privia shall take reasonable steps to monitor and audit specific risks, including those related to Physicians, Care Centers or vendors. Privia shall periodically evaluate the effectiveness of the Compliance Program and establish 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's Compliance Program shall be promoted and enforced consistently and appropriate disciplinary measures shall be imposed for violations of this Program. 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 address any 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. The Privia Compliance Officer and the Board (with input from the Compliance Committee) may remedy any violation of this Program, including taking action to prevent a repeat violation of the Program, consistent with the goals of this Program. Whenever potentially unlawful conduct is detected, Privia shall take reasonable steps to correct the unlawful conduct and prevent similar unlawful conduct from occurring in the future. Such action may include additional training, policy or process changes, disciplinary action or modifications to our Compliance Program. If unlawful conduct or violations of the Program are committed by non-employed Representatives, Privia will coordinate its corrective action efforts with the entity that employs or contracts with the individual and Care Center staff are required to cooperate in Privia compliance efforts.

### **Compliance Roles & Responsibilities**

The Privia Compliance Program shall be adopted and reviewed annually by the Privia Board. The Board shall be advised of the key compliance risks, mitigation and compliance efforts and other developments identified by the Privia Compliance Officer and Compliance Committee. Although day-to-day responsibility for the Compliance Program rests with the Compliance Officer, the Board and Privia Compliance Committee shall provide oversight in developing compliance priorities and ensuring the Compliance Program meets Privia's evolving needs.

The organizational structure of Privia requires compliance both at the Privia corporate level and at our Care Centers. Each Care Center shall designate a compliance liaison (the "Compliance Liaison") to be the primary contact with Privia's Compliance Officer and Compliance Committee regarding compliance matters specific to that Care Center. Care Centers and their workforce are contractually required to comply with this Compliance Program and to cooperate with Privia in responding to or resolving any complaint, investigation, inquiry or review initiated by Privia or any governmental agency or payor. Members of each Care Center's workforce must attend compliance training and comply with Privia's Standards of Conduct and applicable policies.

Noncompliance must be reported to Privia and the Care Center shall take appropriate action to prevent such noncompliance from continuing and/or happening again. Such action may range from additional staff training to termination of employment.

Privia’s Care Centers and vendors must comply with applicable laws and regulations and pursuant to their contracts with Privia, Privia may periodically audit such compliance. If issues arise, Privia shall take appropriate action, including bringing such issues to the attention of the Care Center or vendor, providing notice of breach and, if the issue is sufficiently serious, terminating the Care Center or vendor agreement. The Compliance Officer, Compliance Committee and Board may require Care Centers and 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.

Privia Clinical Representatives must also comply with this Program. Repeated compliance failures shall be brought to the Board’s attention so appropriate disciplinary action, including potential termination of such Physician’s membership in Privia Medical Group, can be imposed.

Nothing in this Compliance Program is intended to transfer or should be construed as transferring responsibility or liability to Privia for any action taken by a Care Center or any other vendor.

**Compliance Roles and Responsibilities**

Individual/Entity	Role & Responsibility
Board	Oversees the Privia Compliance Program including promoting a culture of compliance, reviews principal risks and directs corrective action (with input from Compliance Officer and Compliance Committee); oversees the Privia Compliance Officer
CEO	Approves Compliance Program, appoints Compliance Officer, Privacy Officer and Information Security Officer, promotes a culture of compliance, executes on corrective action after consultation with the Compliance Officer and Board
COO/CAO	Coordinates development and adoption of the Compliance Program, promote a culture of compliance, execute on corrective action in consultation with the Compliance Officer
Chief Compliance Officer	Develops, implements and documents Privia’s Compliance 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’s compliance efforts, and overseeing compliance training
Compliance Committee	Assists Compliance Officer in developing, 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	Screens Privia new hires and Physicians against exclusion databases, ensures documentation that training is maintained, ensures that compliance is a factor in Privia employee review and evaluation and that corrective action involving Privia employees is consistent with HR policies
Privacy/ Information Security Officer(s)  (may be same person as Compliance Officer)	Develops, implements and documents 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, evaluates HIPAA readiness of key vendors, and serving as Privia Health's primary liaison for patient concerns regarding privacy and security
Privia Representatives, including Physicians and other providers	Abide by the Compliance Program and Privia policies, attend compliance training, report known or suspected compliance issues and promote a culture of compliance
Medical Director / CMO	Assists with compliance issues that involve clinical issues and serve as a liaison between the Compliance Officer and Physician Members
Compliance Liaison	Serves as primary compliance contact between their Care Center and Privia
Care Center Staff	Abide by the Compliance Program and policies, attend compliance training, report known or suspected compliance issues and promote a culture of compliance at their Care Center

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## AN OVERVIEW OF LAWS IMPACTING PRIVIA AND OUR CARE CENTERS

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Many laws and regulations impact the operations of Privia Care Centers. The chart below provides a summary of those laws and regulations; Privia policies address more specifically how we comply with such laws and regulations.

Legal Concern	Source	Impacts	Standard of Conduct
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,	Submission of Correct Claims; Coding; Reasonable and Necessary Services; Accounting and Financial Reporting; Laws and Legal Duties

		vendors and Representatives	
Stark Law	42 U.S.C. § 1395nn; 42 C.F.R. § 411.351 <u>et seq.</u>	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; Conflicts 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 to Medicare beneficiaries	Submission of Correct Claims; Coding; Reasonable and 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 other than physician's office setting	Submission of Correct Claims; Coding
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 <u>et seq.</u>	Requirements for the provision of clinical laboratory services	N/A
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
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
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

State Licensure	State Licensure Codes	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-Kickback Statute); and 42 U.S.C. § 1395nn; 42 C.F.R. § 411.351 <u>et seq.</u>	Limits the ability to use professional courtesy discounts because of Stark and Anti-Kickback Statute concerns	Relationships and Agreements with Referral Sources 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

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## PRIVIA STANDARDS OF CONDUCT

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**All Privia Representatives must comply with these Standards of Conduct and Privia Policies.**

**Submission of Correct Claims for Payment**

Coding and billing must be based on complete and accurate medical record documentation. Any Representative who becomes aware of, or reasonably suspects, any billing, claim submission or coding problems or irregularities should promptly report the matter to his or her immediate supervisor or the Privia Compliance Officer.

All claims for payment must be submitted in an accurate, timely and reliable manner and in compliance with applicable laws, regulations and payor standards. Privia will not tolerate

fraudulent, abusive or wasteful billing practices and may develop specific policies to mitigate False Claims risks

Documentation shall be timely entered, maintained as required by law and readily available for audit and review. Compensation for billing personnel may not offer financial incentives to submit claims, even if they meet applicable coverage criteria for reimbursement and accurately represent the services rendered.

All medical records shall meet the following criteria:

- Record shall be 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 shall include a statement of the rationale for ordering diagnostic and other ancillary services, unless such rationale can be readily inferred by an independent reviewer or third party with appropriate medical training;
- Record must identify 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;
- The Physician or other provider who actually provides the service must complete and electronically sign the medical record entries (unless payor coverage policies allow another approach).
- All charge entry documents (super bills, cards, electronic charge capture, etc.) must be signed by the Clinical Representative.

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).

Privia will take reasonable steps to ensure that all Representatives, including vendors / contractors, involved in the submission of claims comply with the following:

Sole Reliance on Documentation from Clinical Representatives. Code assignment and claim submissions must reflect the documentation set forth in the medical record. If such data is incomplete or unclear, questions should be resolved with the Clinical Representative prior to claims being filed. If information is received that raises questions with respect to whether a Clinical Representative is maintaining proper documentation, processing claims relative to that Clinical Representative and bring the issue to the attention of the Privia Compliance Officer who shall review the situation and take appropriate corrective action.

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

Accurate Billing. Billing must be accurate, performed in a timely manner and in accordance with applicable contractual requirements and state and federal laws. Claims shall be submitted using the provider name and identification number of the rendering provider unless the service can be legitimately billed as incident to a Physician's services or another exception applies (e.g., locum tenens billing).

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

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No Financial Incentives to Inappropriately Bill. No person providing coding or billing services on behalf of Privia, whether Representatives or employees, contractors or agents of a vendor, shall be paid any bonus or incentive compensation that could reasonably be found to encourage inappropriate practices to increase payment amounts. External consultants 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 must have a process in place to regularly assess their billing activities on behalf of Privia and shall maintain records of such assessments. Any material findings shall be brought to Privia's attention. Any

vendor that conducts a pre-submission claim review will not have to provide for regular assessments. Vendors will work with Privia to take any necessary steps to address systematic billing errors as they become aware of such errors. Privia shall 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. All queries made to third party payors, including governmental agencies, and the response to such queries shall be appropriately documented. Vendors shall promptly share such queries and responses with Privia and Privia shall maintain a file of such.

Possible Claim Submission Misconduct. To the extent any Representative becomes aware of, or suspects any inappropriate billing, coding or claim submission, the Representative shall immediately report such to the Privia Compliance Officer. Privia shall use its best efforts to ensure that no further questionable claims are submitted until the matter is resolved.

#### Coding

All coding information is prepared by Clinical Representatives and transmitted to Privia and/or its vendors. Once the billing codes are determined by the Clinical Representatives, Privia, through a vendor, will be involved in the submission and collection of claims for payment. Clinical Representatives understand that Privia and its vendors rely on their coding information to submit claims for payment on behalf of Privia. To the extent there are questions regarding codes chosen by a Clinical Representative or documentation in the medical record, Privia, 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.

If questions arise about the accuracy of any clinical coding, or Privia or its vendors become aware of anything suggesting inappropriate coding or misinformation about the appropriateness of particular code usage, Privia shall take appropriate action to address such concerns. The medical record, as supplemented by queries and query responses, shall be the source for determining the appropriate codes submitted for payment on behalf of Privia.

#### Record Retention

Privia maintains all records related to its operations pursuant to applicable federal and state legal requirements and third-party payor standards. Privia providers and Care Centers must also comply with applicable state requirements regarding medical record keeping. All medical records must be maintained for a minimum of six (6) years after the last patient contact. Records of minors must be maintained for the greater of: (i) six (6) years after the last patient contact or (ii) two years past the date the patient turns 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 records be maintained for a period of ten (10) years from the date of creation.

### Handling of Payments

Privia shall collect all revenue associated with Clinical Representative's provision of medical services on behalf of Privia. Privia may contract with a vendor, including, a Care Center, to collect such revenue on behalf of Privia. All collection efforts shall be conducted in a manner that complies with the Medicare reassignment regulations and any other applicable laws. Privia 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

It is Privia's policy to bill patients promptly for all services provided and to take necessary and appropriate action to collect patient accounts. Privia expects its Representatives and vendors to act in a manner to allow Privia to collect its accounts and to adhere to Privia billing and collection policies. Privia does not routinely waive collection of deductible, coinsurance or out-of-network amounts for any services rendered by providers, including, without limitation, patients covered by the federal healthcare programs. The waiver of deductible or coinsurance amounts is not considered "routine" if based upon the patient's ability to pay, is offered for risk management purposes or is consistent with Privia's Discount Policy.

### Professional Courtesies

Privia has adopted a Professional Courtesy Discount policy that permits certain discounts to be extended to professionals and outlines the criteria for providing such discounts. Professional courtesy discounts may never 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 way that otherwise violates applicable law. It is not appropriate to offer professional courtesy discounts to any patient covered by a federal health care program.

### Reasonable and Necessary Services

Providers may only submit claims for medical 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." Privia requires the application of evidence-based medical decision making to assure the delivery of reasonable and necessary services. All Privia Representatives involved in the billing process shall be appropriately trained in applicable federal health care program eligibility and coverage requirements. Privia 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.

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 him or herself to criminal, civil and administrative penalties. Privia does not permit 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 requires Clinical Representatives to provide Advance Beneficiary Notices ("ABN") to Medicare beneficiaries before the Clinical Representatives provides any service 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.

In certain situations, even though services provided are not covered under Medicare, the secondary or supplemental insurer may require a Medicare rejection in order to cover the services. In these cases, the claim submission must indicate that the claim is being submitted for the purpose of receiving a denial in order to bill a secondary insurer. If Medicare pays the claim even though the service is not covered, Privia will refund the amount paid and indicate that the service is not covered.

### Privacy and Security of Patient Information

Privia providers may share PHI for treatment, payment and health care operations purposes and as members of the Privia Affiliated Covered Entity ("ACE"), issue a single Notice of Privacy Practices. Patient information may only be accessed, used or disclosed in accordance with

HIPAA and other applicable federal and state laws. Privia Representatives are expected to know and abide by all applicable rules protecting patient information. No Privia Representative may share their login or password nor use another individual's login or password to access a medical record or any information system. Any violation of Privia's HIPAA-related policies shall be addressed by Privia's Privacy Officer. If the Privia Compliance and Privacy Officer are separate individuals, the Privacy Officer shall advise the Compliance Officer of all breaches of, and investigations related to, HIPAA and coordinate corrective action with the Compliance Officer. The Compliance Officer shall provide the Board with a periodic report of breaches, investigations and corrective action related to HIPAA.

#### Harassment and Discrimination

- 1) Harassment occurs when (1) an employee is subjected to unwelcome conduct, (2) motivated by the employee's membership in a protected category, and (3) that either affects a term or condition of the employee's employment, and/or had the purpose or effect of unreasonably interfering with the employee's work performance, and/or created a hostile work environment. A hostile work environment is a workplace that is sufficiently severe or pervasive to create a working environment that a reasonable person would consider intimidating, hostile or abusive. Protected categories include sex, race, religion, national origin, disability, age and/or any other characteristic protected by federal, state, or local law.
- 2) Discrimination occurs when an individual is subject to an adverse employment action because of the individual's membership in a protected category. Protected categories include race, color, religion, sex (including pregnancy), national origin, age (40 or older), disability or certain classifications based on genetic information, or any other characteristic protected by federal, state, or local law.

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

##### 1) Stark Law.

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 can enter into with physicians, what relationships Privia Physicians may enter into with physicians who refer patients to Privia Physicians, how Privia must be structured to continue to operate as a “group practice,” and how Privia can compensate its Physicians.

Exceptions to the Stark Law allow many common arrangements (e.g., lease arrangements, employment agreements, personal services arrangements, etc.) despite the Stark Law’s general prohibition on self-referrals. Application of these exceptions requires strict compliance with every requirement of the applicable exception. Failure of a physician's 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. Any payment received by the entity furnishing designated health services is treated as an overpayment for Medicare reimbursement purposes.

Neither Privia nor our Physicians may engage in any conduct that violates the Stark Law and Physicians shall minimize the risk of any inadvertent violation of the Stark Law. Privia may seek assurances from any vendor having a financial relationship with a Physician or Care Center that the vendor has no compensation relationships that violate the Stark Law. Privia may periodically engage outside consultants and experts to monitor Privia Health’s continuing compliance with the Stark Law.

## 2) Anti-Kickback Statute.

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. 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 is enforced by the HHS Office of Inspector General (“OIG”). The OIG has published a number of “safe harbor” regulations that describe conduct that does not violate the Anti-Kickback Statute. Privia must conduct a risk analysis of all arrangements that fall outside of a safe harbor regulation.

All compensation arrangements between Privia 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 recognizes that many common practices (e.g., part-time contractor arrangements) will not fit within an applicable safe harbor; however, Privia 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 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 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 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 and must, in Privia's opinion, comply with applicable law and Privia Health's Conflicts of Interest Policy.

### 3) Entertainment and Gifts

Entertainment of referral sources, and entertainment provided to Representatives by providers to which Privia 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.

### 4) 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.

### 5) Free or Below-Cost Goods or Services

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

### 6) Accounting and Financial Reporting

Privia shall maintain accurate and reliable business and accounting records pursuant to applicable accounting and 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 appropriate accounting and other business records. Except for disbursements from petty cash, no Privia payments shall be made in currency.

### 7) Conflicts of Interest

Privia relies on the good faith of its Representatives in the exercise of their duties to Privia Health. All business judgments on behalf of Privia should be made by its Representatives on the basis of such trust and in Privia Health's best interests. Privia 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 impossible to define every situation that could be considered a conflict of interest, generally, 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 or (2) owns a significant interest in a business that has a current or prospective business relationship with Privia.
- 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; 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.
- 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 if the acceptance or the prospect of receiving gifts tends to limit the recipient from acting solely in the best interests of Privia. "Gifts" include any gratuitous service, loan, discount, money or article of value. It is generally against Privia'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. Any questions on this policy should be referred to the Compliance Officer. Any offer of a gift or gratuity to a Privia Representative should be reported to the Compliance Officer. Failure to report such an offer is a violation of Privia 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. 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, (2) benefits personally from any purchase or sale of properties of whatever nature by Privia, or (3) derives personal gain from any transaction to which Privia is a party. Any such transaction must be approved by Privia.
- Business Opportunities. A Representative shall not take for the Representative's own benefit, or the benefit of any other person or outside organization, the benefit or opportunity that comes from knowledge gained in the course of employment or engagement by Privia.
- 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.

#### 8) Unlawful Advertising

Privia 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.

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## PRIVIA'S CORPORATE COMPLIANCE OFFICER

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Privia's compliance efforts are overseen by the Privia Chief Compliance Officer. Privia's current Compliance Officer is Dana Fields, [compliance@priviahealth.com](mailto:compliance@priviahealth.com), (615) 830-8241. 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 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 has continuing relationships.

### Corporate Compliance Committee

Privia may appoint a Corporate Compliance Committee to assist the Compliance Officer in overseeing effective implementation of the Privia 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'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's standards, policies and procedures as part of its daily operations;
- ensuring that an effective training and education program regarding Privia'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;
- the Compliance Officer; and
- such other members as may be appointed by the Board.

#### Representative Hiring and Screening

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

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 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.

## Compliance Training

An effective compliance program requires education and training of all members of the Privia workforce. All newly employed Representatives shall receive a copy of this Program, general education about 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. Training 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 members of Privia’s workforce must successfully complete annual training on Privia’s Compliance Program, General Compliance, FWA and HIPAA Privacy and Security. Additional training may be required by changes in the law or Privia’s services or for specific compliance concerns identified by the Compliance Officer.

At a minimum, compliance training shall include:

- an explanation of each Representative’s duty to participate in the Compliance Program, including the duty to report suspected violations;
- An overview of the Compliance Program, including the Standards of Conduct;
- An explanation of how to contact the Privia Compliance Officer and the Hotline 571-317-0679 or [compliance@privahealth.com](mailto:compliance@privahealth.com); and
- Privia’s commitment to protect 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. 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-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’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.

## 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 and the compliance risks associated with such role.

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## MONITORING AND AUDITING

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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 to verify compliance with and the effective implementation of the Compliance Program. The results of that assessment shall be reported to the Privia 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's relative risks associated with the issue and to determine whether any further action is necessary to mitigate such risks.

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## REPORTING WRONGDOING

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### Open Door Policy

Privia 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 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 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'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 for resolution.

In determining what, if any, disciplinary action may be taken against a Representative, Privia will take into account a Representative's own admissions of wrongdoing (provided that the Representative's admission was not previously known to Privia 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 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 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's operations. Failure to comply with the requirements of the Program will result in discipline up to and including immediate discharge.

Privia's Compliance Officer is Dana Fields. The Compliance email is [compliance@priviahealth.com](mailto:compliance@priviahealth.com) and the Compliance Hotline is (571) 317-0679.

### Compliance Hotline

Privia Representatives who are uncomfortable reporting a compliance incident to the Compliance Officer may elect to report such concerns to Privia'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 a 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.

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## RESPONSE AND PREVENTION

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If an offense has been detected, Privia 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 individuals 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 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's reputation, will be subject to appropriate corrective action, including discipline.

Employed Representatives may be subject to discipline for failing to participate in Privia'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 an 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 and its various vendors, including Care Centers, require that such vendors comply with applicable law. Additionally, Privia shall require employees of such vendors working at the Care Centers to partake in Privia's compliance training. The Compliance Officer shall gauge the seriousness of vendor employees and agents working on behalf of Privia and, if necessary, shall coordinate with the COO to have such employees or agents removed from providing services on behalf of Privia 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.

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## GOVERNMENT AUDITS, INVESTIGATIONS, AND LITIGATION

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It is Privia'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, like all businesses, may become involved in litigation of all kinds. Also, Privia is in a heavily regulated business that is subject to frequent and routine government reviews. Therefore, Privia may receive many summonses, subpoenas and requests for production of documents. Privia 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'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 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 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 Compliance Officer at: [compliance@priviahealth.com](mailto:compliance@priviahealth.com) or (615) 830-8241.

### 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 common and seldom result in criminal prosecutions. The mere fact that an inquiry is made does not in any way suggest Privia 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 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's Policies 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's Compliance Officer.

#### Contact with Competitors

All contacts with anyone representing a competitor of Privia 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 policies, customers or the like.

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## DOCUMENTS AND RECORDS

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Privia documents should be shared within and outside of Privia on a need-to-know basis. Privia has a detailed Document Retention Policy in place that must be followed by all Representatives.

Creation. Representatives should create documents only as necessary for the performance of their jobs.

Original Documents. Privia Representatives who receive original documents on behalf of Privia shall file them in accordance with Privia's Document Retention Policy.

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 documents is a violation of Privia policy.

Removal or Theft. Documents created by Privia or provided to it by others are the property of Privia. Removal of documents from Privia'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'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 premises on the next business day.

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

Archiving. All documents that are no longer necessary for Privia's business operations, such as expired contracts, shall be removed from Privia'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 Document Retention Policy and Procedure. Premature destruction is a violation of Privia 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.

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## LAWS AND LEGAL DUTIES

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Privia is committed to complying with all applicable laws and avoiding even the appearance of wrongdoing. While it is not practical to attempt to list all laws to which Privia is subject, it is obvious that neither Privia 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 or its patients, patients' family members, suppliers, contractors, employee representatives or anyone else with whom Privia 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 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 must pay particular attention are as follows:

### HIPAA Privacy and Security

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

## Reporting Compliance Concerns / Qui Tam and WhistleBlower Protections

The federal False Claims Act and state versions of the False Claims Act include “qui tam” provisions, commonly referred to as the “whistleblower” provision. These whistleblower protections may allow a person with knowledge of a false claim to bring a civil action on behalf of the Government. They also protect a whistleblower from retaliation by their employer. An employee cannot be discharged, demoted, suspended, threatened, harassed, or discriminated against in his employment because of the employee’s lawful acts in furtherance of a false claims action. State laws and Privia policy provide similar whistleblower protections for individuals who report compliance concerns in good faith.

Privia encourages all Representatives 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. Privia encourages all Representatives to report concerns to their immediate supervisor when appropriate.

If the supervisor is not the appropriate contact, or if the supervisor fails to respond quickly and appropriately to the concern, then the individual with the concern should discuss the situation with the entity’s human resources manager, a member of management, or with the Privia Compliance Officer who can be reached at 615-830-8241, [compliance@priviahealth.com](mailto:compliance@priviahealth.com), or anonymously at 571-317-0679.. Compliance concerns can also be reported anonymously using the Compliance Issues link on the “Contact Us” page of PriviaConnect or by mail addressed to: Privia Health, ATTN: Compliance, 950 N. Glebe Rd., Arlington, VA 22203.

Concerns can also be reported directly to the US Department of Health & Human Services Office of Inspector General at <https://oig.hhs.gov/fraud/report-fraud/>, by phone at 1-800-HHS-TIPS (1-800-447-8477), TTY 1-800-377-4950, or by mail addressed to: U.S. Department of Health and Human Services

## Exhibit A

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Legal entities in addition to Privia Health, LLC 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 compliance program);
- Privia Quality Network, LLC (until such time as they adopt their own compliance program);
- PQN-Georgia, LLC (unit such time as they adopt their own compliance 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 become associated with Privia Health, LLC after the effective date of the last revision of this Compliance Program shall automatically be included herein without the necessity of amending this Exhibit.

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## EXHIBIT B

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Acknowledgment of Receipt  
of  
Privia Health's Compliance Program  
and  
Consent to Background Check

- I hereby acknowledge that I have received, read and understand the Privia Compliance Program and Code of Conduct.
- I agree to abide by the Compliance Program at all times during my relationship with Privia.
- I understand that I have a duty to promptly report any known or suspected violation of the Code of Conduct or the Compliance Program to the Privia Compliance Officer.
- I will promptly report any known or suspected violation 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.
- Unless specified below, I am not currently aware of any violation of the Code of Conduct or Compliance Program:

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I certify that I am not aware of any other situation that could represent a potential violation of the Compliance Program or the Code of Conduct.

I hereby 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 any federally funded health care program. I understand that, as a condition of my application for employment, membership or other affiliation with Privia, or as a condition of my continued employment, membership or other affiliation with Privia, Privia 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 Privia's procurement of such a report. I understand that, pursuant to the federal Fair Credit Reporting Act, Privia 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 Privia. I further understand that such a 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.

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Signature

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Date

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Print Name