



# CODE OF CONDUCT

---

FOR AGILITI, INC. AND ITS AFFILIATES



agiliti. Do the Right Thing.



## Contents

	<b>A MESSAGE FROM OUR CHIEF EXECUTIVE OFFICER</b>	<b>3</b>
	<b>AGILITI'S DO THE RIGHT THING DECISION-MAKING GUIDE</b>	<b>4</b>
<b>1</b>	<b>INTRODUCTION</b>	<b>5</b>
	The Code Applies to All of Us	5
	Reporting and Non-Retaliation	5
	Disciplinary Action for Violations	5
	Policy Resources	5
<b>2</b>	<b>EMPLOYMENT PRACTICES</b>	<b>6</b>
	Dignity and Respect	6
	Employment of Relatives	6
	Non-Solicitation	6
<b>3</b>	<b>ETHICS AND BUSINESS CONDUCT</b>	<b>7</b>
	Anti-Fraud	7
	Fair Dealing	7
	Fraud, Waste and Abuse	8
	Product/Equipment Evaluations	8
	Meals	8
	Entertainment and Travel	9
	Gifts	9
	Charitable Donations and Sponsorship of Charitable Events	10
	Antitrust and Unfair Competition	11
	Confidentiality and Public Disclosures	11
	Confidentiality and Public Disclosures – Protected Health Information	12
	Insider Trading	13
	Disclosure	13
	Conflicts of Interest	14
	Ethical Government Relations	15
	Interactions with the Government and Government Personnel	15
	Government Contracting Laws	15
	Anti-Trafficking in Persons	15
	Access to Information	16
	Government Requests and Investigations	16
	Other Regulatory Obligations	16
<b>4</b>	<b>YOUR SAFETY AND THE ENVIRONMENT</b>	<b>17</b>
	Safety and Accident Reporting	17
	Weapons Ban	17
	Drug and Smoke Free Workplace	17
	Environmental Sustainability	17
<b>5</b>	<b>TECHNOLOGY</b>	<b>18</b>
	Protection of Company Assets	18
<b>6</b>	<b>WHERE TO GET HELP</b>	<b>19</b>
	How to Report a Violation	19
	Enforcement	19
	Agiliti Compliance Line	20

Every Interaction  
Has the Power  
to Change a Life

## A Message from our Chief Executive Officer

Team Agiliti,

It is because of you that Agiliti proudly holds a reputation for providing quality services to our customers. To maintain this reputation, we must make every effort to do the right thing and conduct business with the highest standards of integrity and ethics. The Agiliti Code of Conduct provides guidelines to help you understand what we expect of one another and carry out your responsibilities in an ethical manner. This Code is not a complete account of all Agiliti policies or responsibilities under law; instead, consider this Code a guideline—or a minimum requirement—that must always be followed. For an additional resource to support you in your daily work, a “Do The Right Thing” decision-making guide is included in our Code of Conduct.

It is your responsibility to read and become familiar with the ethical standards described in this Code. We also require that you review and certify compliance with the Code through the annual training. We trust that each and every one of you is committed to upholding this Code.

Thank you for your dedication to our business, to serving our customers, and to representing the high standards we set at Agiliti.

Sincerely,



Tom Leonard  
Chief Executive Officer



# Do the Right Thing

## Decision-Making Guide



To report a suspected or actual violation of the Code of Conduct, company policies, or the law, please call the toll-free

**Agiliti Compliance Line at 1.877.847.9111**

*You have the option of making your report anonymous.*

# 1 INTRODUCTION

## The Code Applies To All of Us

Every Agiliti employee is required to follow the Code<sup>1</sup>. This includes all full-time, part-time, temporary and on-demand employees. Everyone at Agiliti, regardless of employment classification, has the same responsibility to uphold ethical behavior. Additionally, our board of directors and the outside consultants we hire to assist us are to be given copies of the Code and informed that they are expected to comply with it in their performance of services for Agiliti.

Agiliti provides training on our Code of Conduct upon hire, and annually thereafter, and requires employees and our board of directors to certify compliance with the Code of Conduct annually.

### Question:

**If I've been hired to work as a temporary employee, does the Code apply to me?**

### Answer:

Yes, even though you may be working for Agiliti for a short period of time we still expect you to follow the Code while working for Agiliti.

## Reporting and Non-Retaliation

It is your responsibility to report any suspected or actual activities that you think may violate the law or this Code. Several options for reporting are available to you and are described in section 6, Where to Get Help. You have the right and obligation to make these reports in good faith without fear of punishment, harassment, or retribution from co-workers, supervisors, or senior management. Your rights and protections include those in 41 U.S.C. § 4712 (implemented by FAR 52.203-17, Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights) and 10 U.S.C. § 2409 (implemented in DFARS 203.9, Whistleblower Protections for Contractor Employees).

We will investigate any reported violations and will determine an appropriate response, including corrective action and preventative measures. To the extent possible, all reports will be treated as confidential, consistent with the needs of the investigation and Agiliti policy.

We prohibit any retaliation against any director, office or employee who acts in good faith in reporting any violation. Anyone who retaliates against an a director, officer or employee who, in good faith, reports a suspected or actual violation of law or this Code will be disciplined.

Policy COM 013 Whistleblower describes Agiliti's approach to investigation of Code violations.

### Question:

**What if I report something and it turns out I was wrong? Am I still protected from retaliation?**

### Answer:

Yes. As long as you acted in good faith, you may not be retaliated against.

## Disciplinary Actions for Violations

Any employee who violates the law or this Code will receive appropriate disciplinary action, which may include demotion or termination.

## Policy Resources

Many of the topics described in this Code have a detailed companion policy. Agiliti policies are located in the Policy Corner section of the inForm Learning Management System, accessible through the employee page of the Agiliti website.

<sup>1</sup>As a general matter, waivers of the Agiliti Code of Conduct will not be granted. If and when a waiver is given, it requires the written approval of the Chief Compliance Officer. In addition, any waiver requested for executive officers requires the approval of Agiliti's board of directors and must be properly disclosed to shareholders.

## 2 EMPLOYMENT PRACTICES

### Dignity and Respect

We are committed to the principles of dignity and equal opportunity in the workplace. All employees and applicants deserve to be treated with fairness and respect. We will not engage in or permit discrimination, harassment, violence or retaliation. Hostility or harassment toward individuals because of their race, color, religion, gender, national origin, citizenship status, military status, age, sexual orientation, marital status, status relating to public assistance, pregnancy, disability or any other protected class status will not be tolerated.

Examples of impermissible conduct include:

- Abusive, intimidating, insulting or degrading remarks
- Displaying objects, cartoons, pictures or stories, which may be perceived as offensive or demeaning
- Threats, demands or suggestions that an individual's work status, advancement or other terms and conditions of employment are contingent upon his/her toleration of unwelcome harassment

Agiliti makes reasonable job-related accommodations for any qualified employee with a disability when notified by the employee that he or she needs an accommodation.

### Employment of Relatives

We strive to provide a positive work environment for all employees and therefore do not allow employment of relatives unless the relative is hired for an internship or other temporary position. With the necessary approvals, limited exceptions may be made. Contact the Chief Compliance Officer or Human Resources for all considerations.

Employment decisions must be based on merit and position requirements and made without personal bias or favoritism. This keeps our work environment positive for all.

### Non-Solicitation

Solicitation can create negative feelings and/or detract from co-workers' effectiveness; therefore, we prohibit:

- solicitation during working time;
- distribution of non-business literature in working areas at any time;
- solicitation on Agiliti's behalf, during work hours or on our property, for any political party, organization, committee or candidate.
- distribution or solicitation by non-employees on Agiliti premises without prior management approval.

Agiliti does allow solicitations that are made through pre-approved company-sponsored campaigns, and distribution of business literature prepared for marketing purposes by our marketing department or by Agiliti's suppliers or vendors.

Please see Agiliti's Human Resources policies for more information.

#### Question:

**If I make a joke of a sexual nature and it isn't directed at any employee can it be considered harassment?**

#### Answer:

Jokes of a sexual nature make others feel uncomfortable and are not allowed, regardless of whether they are directed toward the individuals who hear it or whether they would be deemed to be sexual harassment under the law.

#### Question:

**I'm a manager and would like to hire my sister for a position that reports to me. Can I hire her?**

#### Answer:

No. Agiliti does not allow employment of relatives if the manager and direct report are related.

## 3 ETHICS AND BUSINESS CONDUCT

### Anti-Fraud

#### *Accuracy of Records and Information*

Agiliti is committed to maintaining full, accurate and timely records and information. You must never intentionally conceal, alter, falsify, or omit information to benefit Agiliti, yourself, or others. Some ways we ensure accuracy of our records and information include the following:

- Preparing and maintaining accurate financial records
- Complying with Generally Accepted Accounting Principles (GAAP)
- Complying with regulations of the Securities and Exchange Commission
- Properly recording all transactions
- Prohibiting any undisclosed or unrecorded funds or assets
- Presenting information in a clear and orderly manner and avoiding the use of unnecessary legal or financial language
- Preserving information in accordance with the records retention schedule (or longer if it is subject to a Document Preservation Notice, which is a notice sent by Legal Services advising employees to preserve certain documents relevant to a pending or threatened legal proceeding)

Please see policy COM 010 Records and Information Management and Schedule for more information.

### Fair Dealing

Agiliti prohibits bribery of any kind. You are expected to deal honestly and fairly with customers, suppliers, competitors and other business partners. Servicing customers effectively is an important goal of Agiliti, and is one of the ways we act as trusted advisors. Customers are to be given clear and accurate information. Never resort to deceptive advertising to gain advantages over competitors.

Adhere to the following guidelines:

- Do not take unfair advantage of our customers or others
- Submit only accurate invoices to customers
- Do not make misrepresentations or false or misleading statements about Agiliti's services and products or those of any competitor

#### **Question:**

**I work in a district office. I noticed that a co-worker has not been entering all equipment transfers into our system. Should I let someone know?**

#### **Answer:**

Yes, your co-worker should be entering all equipment transfers. In order for us to maintain accurate records, we need to know where our equipment is at all times.

#### **Question:**

**I'm in sales. I just signed a new customer account. May I delay reporting the win until the next sales period since I've already reached my target for this period?**

#### **Answer:**

No. You must follow Agiliti's policies and processes for booking of accounts and revenue. Failure to do so may be viewed as manipulating Agiliti's financial information, and is unacceptable.

## Fraud, Waste and Abuse

The health care industry, in which Agiliti operates, is heavily regulated. Because of this, Agiliti is subject to many laws and regulations, which are designed to reduce fraud, waste and abuse in government sponsored health care programs, eliminate the improper influence of incentives on clinician judgment, enhance the quality of health care patients receive and reduce health care costs. As part of our efforts to comply with applicable health care laws and regulations, we prohibit illegal payments, gifts or gratuities to government officials and political parties, and have adopted specific policies addressing product evaluations, gifts, meals and entertainment between Agiliti and its customers. Here are some specific rules, but keep in mind that others exist.

### *Product / Equipment Evaluations*

You may offer a product evaluation at no charge to a health care provider as long as:

1. the product is expected to be used in patient care,
2. the product is provided only for the period of time that is reasonable to permit adequate evaluation (not to exceed 90 days), and
3. documentation of the evaluation, including the no-charge status is provided to the customer by using the Equipment Evaluation Terms sheet.

The Equipment Evaluation Terms sheet must be then turned in to your district or business unit representative in order to be entered into our equipment and billing systems. For consumables or disposables, only the amount reasonably necessary for adequate evaluation may be provided at no charge.

Please see Policy COM 011 Equipment Evaluations for more information.

### *Meals*

You may offer to buy a meal for a healthcare provider in the following circumstances:

1. when it is allowed by local law and the recipient's policies,
2. when it is incident to or part of a legitimate business meeting or function,
3. the meal occupies a clearly subordinate portion of time when compared to other legitimate business functions,
4. the meal is modest and will be eaten in your presence in a place conducive to the exchange of information and business discussions, and
5. the meal does not include non-business guests such as spouses or friends (the presence of guests or spouses would suggest that the meal was for entertainment purposes and not incident to business discussions).

**In all cases, expenses - such as meals - involving healthcare providers must be recorded in Agiliti's business expense software with the appropriate documentation, and according to Agiliti's business expense policies.**

We are required to report certain data to the federal government for expenses involving physicians, and to Massachusetts for certain expenses involving any healthcare provider. Also noted that in Vermont, only snacks and refreshments at a conference or seminar booth are permitted.

Please see policy COM 012 Sunshine Act Open Payments and FIN 001 Business Expense and Recordkeeping for more information.



## Fraud, Waste and Abuse *(continued)*

### *Entertainment and Travel*

The provision of entertainment and recreational events is ordinarily not permitted, because it does not generally relate to the goals of improving patient care, providing information about Agiliti's equipment and services and/or supporting clinical education relevant to Agiliti's offerings.

Offer to pay for entertainment or recreation only in connection with an approved charitable donation (see separate section on charitable donations).

When travel and/or lodging is permitted by law, Agiliti covers only the reasonable, moderate cost of actual expenses (e.g., coach air fare, a standard hotel room). Expenses of spouses and guests are not covered by Agiliti. Please see policy COM 012 Sunshine Act Open Payments and FIN 001 Business Expense and Recordkeeping for more information.

### *Gifts*

Do not offer personal gifts, cash or cash equivalents (e.g., checks and gift certificates) or office trinkets to a healthcare provider. With approval from the Chief Executive Officer (coordinated through the Chief Compliance Officer) modest items (under \$25) primarily designed to benefit patients or serve a genuine educational function may be offered on an occasional basis, provided they are allowed by local law, consistent with the recipient's policies and are offered in connection with a formal, preapproved company initiative. Before incurring any such expense or conferring any such benefit contact the Chief Compliance Officer.

#### **Question:**

**I want to host an education dinner for healthcare providers to present them with information about new equipment. What should I keep in mind?**

#### **Answer:**

The educational topic, venue, attendees, and cost should be evaluated with the Chief Compliance Officer or the Legal Department before proceeding.

#### **Question:**

**I want to hand out Agiliti branded notebooks and pens at an upcoming meeting with prospective customers. Can I do this?**

#### **Answer:**

No. These would be considered office trinkets, and are not allowed.

## Charitable Donations and Sponsorship of Charitable Events

Agiliti seeks to support charitable causes that our employees embrace and that have a health care focus. We look to contribute not just money but also time and resources. Agiliti avoids donations to our customers, suppliers, and their affiliates to avoid any perception of a conflict of interest or undue influence. This would especially include customers that provide care or services to parties where the services are regulated or paid for by government agencies or their designees. In addition, our prohibition on donations to religious or political organizations, endowment/memorial funds, or entities who provide professional services to Agiliti will continue. Donations instead are made to better the communities where our employees work and live and to help others live healthier lives.

### Examples of areas of giving include:

- Education
- Medical research
- Indigent care
- Addressing specific community needs (e.g., youth activities or economic development)

### The following are areas that fall outside of Agiliti's areas of giving:

- Customers or their affiliated foundations
- Consultants, advisors or any others who furnish professional services to Agiliti
- Religious organizations
- Political parties
- Endowment or memorial funds
- Multi-year pledges

#### Question:

**A community non profit has asked me if Agiliti would donate to a golf event in order to raise funds for youth services. What can I do?**

#### Answer:

Direct the organization to our Charitable Contribution Policy located on [www.AgilitiHealth.com](http://www.AgilitiHealth.com).

The image shows a 'Charitable Contribution Application' form. It includes sections for 'GENERAL INFORMATION' (Organization Name, Address), 'QUESTIONS' (Is the Organization licensed as a health care provider or employer?, Is the Organization a health care provider or employer?, Does the Organization provide the contract program described in this Application Form and/or full qualify or indirectly through a subsidiary or parent organization, an affiliated health care program, or facility without limitation, the Medicare and Medicaid program?), and 'REPRESENTATIONS' (I/We certify on the accuracy of the information supplied in this Application Form. In submitting this form, the Organization represents that it will promptly notify I/US in writing of any change to the information provided).

Please see policy COM 001 Charitable Donations and Sponsorship of Charitable Events for more information.

## Antitrust and Unfair Competition

Agiliti supports free enterprise and the laws that protect it, and believes in the responsible and ethical marketing of our products and services to ensure transparency and fair market practices. Antitrust laws prohibit agreements that unreasonably restrain trade and anticompetitive behavior that results in monopolies.

Generally, antitrust laws prohibit agreements or understandings between competitors:

1. on prices or other terms and conditions of sale;
2. to divide the market in which they compete;
3. by which companies jointly refuse to do business with other companies for purposes of eliminating competition;
4. to engage in transactions in which a customer's purchase of a product it wants is conditioned on its purchase of a different product it does not want; or
5. that secure or maintain monopoly power, which involves the ability to control prices or exclude competition through unfair exclusionary practices.

As you can see, antitrust laws are complex. Whenever you have any question about whether an action is permissible, seek guidance from Agiliti's General Counsel first. See policies COM 020 Antitrust Policy and P-COM 020a Antitrust Do's and Don'ts for more information.

## Confidentiality and Public Disclosures

Agiliti is committed to delivering accurate information to financial analysts and the media. At the same time, Agiliti is committed to protecting its own confidential information and the confidential information of its customers and suppliers against misuse. To ensure consistent, accurate delivery of company information, refer inquiries from the media or financial analysts to our Chief Executive Officer, Chief Financial Officer, Vice President of Investor Relations, or General Counsel. As an employee, you have signed a confidentiality agreement. You must safeguard Agiliti, customer and supplier information against improper disclosure or misuse. Confidential information includes all non-public information that might be of use to Agiliti's competitors or harmful to Agiliti or its customers if disclosed, and can be in any form. For example, it can be communicated orally or in writing. Never disclose confidential information outside of the functions of your position without the express written consent of Agiliti.

### Question:

**While waiting to present to a potential customer, a competitor asked me to share details of the pricing structure I was presenting. Can I do that?**

**CONFIDENTIAL**

### Answer:

No, you should never share pricing information with a competitor, even if you have no intention to use that information to gain a competitive edge.

### Question:

**My friend told me that she is developing a procedure manual for her company and I know that Agiliti has a procedure manual on the same topic. I would like to help her out. Can I e-mail the Agiliti manual to her?**

### Answer:

You can only share this information if it has already been made public (for example, if it was shared through a press release or a marketing piece), otherwise it is considered confidential and cannot be shared with third parties, unless appropriate approval has been secured and any necessary confidentiality agreement is signed.

## Confidentiality and Public Disclosures *(continued)*

The obligation to protect confidential information also includes Agiliti's proprietary information, such as intellectual property, business and marketing plans, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

Nothing contained in this Code limits or otherwise prohibits an individual from communicating with, filing a charge or complaint, or otherwise participating in any investigation or proceeding with any federal, state or local governmental agency or commission, including providing documents or other information, without notice to Agiliti.

Please see policy COM 002 Confidentiality and HR 042 Social Media for more information.

## Confidentiality and Public Disclosures – Protected Health Information

If you receive or handle Protected Health Information (PHI), extra care is required.

PHI is health information about an individual that:

1. is created or received by a health care plan, provider or clearinghouse;
2. relates to the past, present or future physical or mental health or condition of an individual; the provision of health care to an individual; or the past, present or future payment for the provision of health care to an individual; and
3. identifies the individual (or a reasonable basis exists to believe the information can be used to identify the individual).

Like other confidential information, PHI can be in any form and can include paper, electronic and oral information. It can include information such as patient names, room numbers, procedures, patient IDs, medical record numbers, and other types of data.

### Question:

**One of our vendors has asked me to send them a spreadsheet that includes PHI. What do I do?**

### Answer:

You may not disclose PHI unless the vendor has an appropriate contract in place with Agiliti. If the vendor is entitled to receive the PHI, then you may send them the spreadsheet as long as it is protected through encryption. Encryption is available automatically if you include the word "encrypt" anywhere in your email.

## Examples of types of Agiliti confidential information are as follows:

- Protected health information
- Financial information, including budgets and forecasts
- Marketing and sales strategies, including new products or services
- Development plans
- Operations manuals, company practices, techniques and materials
- Pricing information
- Supplier and customer lists
- Information concerning transactions with customers and suppliers
- Information concerning a potential partnership
- Information about employees, including personnel and payroll records
- Other information concerning the business affairs or operating practices of Agiliti

Please refer to the Agiliti Privacy Policies for additional details on our obligations when encountering PHI.

## Insider Trading

If you are aware of material, nonpublic information about Agiliti, you may not directly or through a family member or other person or entity, buy or sell Agiliti securities or engage in any other action to take advantage of, or to pass onto others, that information.

Material nonpublic information is information that has not been made available to the general public and that a reasonable investor would find important when deciding to buy, sell, or hold a company's securities.

Possible material information includes, but is not limited to:

- Earnings information and quarterly results;
- Mergers, acquisitions, joint ventures or changes in assets;
- New products or contracts;
- Regulatory actions, or the impact of changes in regulations;
- Cybersecurity risks and incidents, including vulnerabilities and breaches;
- Significant exposure due to actual or threatened litigation; or
- Changes in senior management

Nonpublic information, whether or not material, is information that has not been made available to the general public. Information is public when it is widely disseminated to the public through filings with the Securities and Exchange Commission (SEC), press releases, or posting on our external website.

Similarly, you also may not buy or sell securities of *any other company*, including Agiliti's customers, partners, potential acquisition targets, vendors and suppliers, while you have material, nonpublic knowledge about such company. Even the appearance of an improper transaction may have legal consequences and must be avoided to preserve Agiliti's reputation.

Please see policy COM 008 Insider Trading for more information.

## Disclosure

Agiliti's periodic reports and other documents filed with the SEC and other regulators, including all financial statements and other financial information, must comply with applicable federal securities laws and rules of the SEC, along with other public communications made by Agiliti.

Each director, officer and employee who contributes in any way to the preparation or verification of Agiliti's financial statements and other financial information must ensure that Agiliti's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with Agiliti's accounting and internal audit departments, as well as Agiliti's independent public accountants and legal counsel.

Each director, officer and employee who is involved in Agiliti's disclosure process must:

1. Be familiar with and comply with Agiliti's disclosure controls and procedures and its internal control over financial reporting; and
2. Take all necessary steps to ensure that all filings with the SEC and all other public communications about Agiliti's financial and business condition provide full, fair, accurate, timely and understandable disclosure.

### Question:

**One of our customers told me that they are in huge financial trouble. I'm aware of a relative who holds stock in that public company. Can I tell my relative?**

### Answer:

No, you cannot tell your relative. This would be considered tipping and is against securities law. You could also potentially ruin Agiliti's relationship with that customer.

## Conflicts of Interest

Business decisions are to be based on merit. Accordingly, we expect all employees to avoid conflicts of interest. To avoid any real or perceived involvement in a conflict of interest, refrain from any direct conflicts and from referring Agiliti business opportunities to members of your family or other person with whom you have a personal business or financial relationship, unless appropriate pre-approval is secured. Never give, offer or accept anything of value, unless it is of nominal value, consistent with good business practices, is permitted by law and by Agiliti's and the other party's policies and would not be considered an inducement. Never use Agiliti's property, information or position for personal gain.

### Examples of situations that may be considered a conflict of interest are as follows:

- Engaging in, or continuing, an outside business or employment with an outside company, which does not allow you to give full service to Agiliti, even though there may not be any other conflict
- Engaging in, or continuing, a business or employment with a company that is in any way competitive with, or in conflict with, any product, activity or objective of Agiliti
- Engaging in, or continuing a business or employment with a company that is a customer or supplier of goods or services to Agiliti
- Making use of employment by Agiliti to further outside business relationships or employment, by associating Agiliti or its products or services with an outside business or employment
- Acquiring through lease or ownership any property with knowledge that Agiliti may have an interest therein
- Lending to or borrowing funds from a customer or supplier of goods or services, other than Agiliti's corporate relationships with financial institutions
- Accepting any gift, entertainment or favor that goes beyond a common business courtesy or accepting any commission or payment from someone other than Agiliti (such as a customer or vendor), in connection with work for Agiliti
- Using Agiliti's name, trademarks or logos in connection with your sponsorship of a political cause or to endorse another person's products or services
- Retaining customers or potential customers for consulting engagements

Please see policy COM 003 Conflicts of Interest for more information.

#### Question:

**Through my employment at Agiliti I have built a business relationship with one of our customers. The customer has asked me to independently consult for them outside of my hours with Agiliti. Can I do this?**

#### Answer:

No, even though you would be doing this work outside of your hours with Agiliti, you cannot use your employment with Agiliti to further your outside business relationships or employment with an Agiliti customer.

## Conflicts of Interest *(continued)*

Directors, officers and employees are prohibited from taking for themselves personally opportunities that are discovered through the use of Agiliti's property, information or position. In addition, no director, officer or employee may compete with Agiliti. Nothing in this Code of Conduct shall be read to supersede or conflict with Article IX of the Company's Amended and Restated Certificate of Incorporation (as may be amended from time to time).

If you are unsure whether a conflict of interest exists or if you become aware of an actual or potential conflict, you must discuss the matter in advance with the Chief Compliance Officer. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee of the board of directors. Loans by Agiliti to, or guarantees by Agiliti of, obligations of any director or executive officer are expressly prohibited. You can also use the Agiliti Decision Making Guide to help evaluate your options.

## Ethical Government Relations

### *Interactions with the Government and Government Personnel*

Maintaining appropriate and ethical government relations is important to Agiliti's success. We must strictly adhere to all of the laws and regulations regarding governmental contracting, which means that at a minimum:

- We prohibit bribery of government officials of any kind
- We present proposals, bids, and reports that are accurate, complete, and forthright
- We submit invoices for payment that reflect work accurately and do not overstate the amount that Agiliti is owed
- We cooperate in good faith with all government requests for audits and inspections, and
- We immediately report any suspected violations of the law or regulations, our own policies, or our contractual obligations to the Chief Compliance Officer.

### *Government Contracting Laws*

The following are key laws that must govern our behavior when doing business with the government.

The False Claims Act prohibits submitting false claims for payment to the U.S. Government. The consequences of violating the False Claims Act are severe, and can include exclusion from future government programs, as well as fines and penalties.

The Anti-Kickback Act of 1986 prohibits government contractors and subcontractors from giving or receiving anything of value in order to receive favorable treatment. Agiliti employees, and their immediate families, should never give anything of value to or receive anything of value from a supplier, customer, subcontractor or competitor without receiving prior written approval from the Chief Compliance Officer. Anything of value can include, but is not limited to, money, fees, commissions, credit, gifts, gratuities, loans, charitable donations, entertainment, services or compensation of any kind.

Both commercial and government procurements must rely on fair and equal competition. If you are involved in U.S. Government procurement, the provisions of the Procurement Integrity Act apply and you must not ask for any information that is not available to all competitors. It is important to avoid even the appearance of unfair advantage.

### *Anti-Trafficking in Persons*

Employees, agents, subcontractors, and recruiters play a key role in preventing human trafficking and related activities. Human trafficking and related activities include harboring, transportation, provision, or obtaining of a person for labor or services, using force, fraud, or coercion for the purpose of subjection to involuntary servitude, peonage, debt bondage, or slavery. Agiliti strictly prohibits any employee from violating the U.S. Government's policy prohibiting trafficking-related activities as outlined in FAR 52.222-50.

### *Access to Information*

You may have access to confidential information which belongs to Agiliti or other entities such as the U.S. Government. Control of any U.S. Government confidential information must be in accordance with the provisions of federal law and applicable regulations, or specific government contract requirements.

### *Government Requests and Investigations*

Agiliti is committed to promptly and fully cooperating with appropriate government inspections and investigations about possible violations of applicable laws. At the same time, it is important for Agiliti to protect the legal rights of Agiliti and its employees. If an inspection is for routine purposes (e.g., licensing or OSHA), you may work with your manager to manage the process. If you receive a request from a government agency for access to Agiliti information relating to Agiliti's privacy or security practices, contact Agiliti's Chief Compliance Officer who serves as Agiliti's Privacy Officer. Contact any member of Legal Services about any other government inspections and investigations. All employees who participate in government investigations or interviews must provide answers that are truthful, complete, concise, accurate and unambiguous.

## **Other Regulatory Obligations**

Agiliti is subject to a number of laws, regulations, or voluntary certifications in the areas of equipment maintenance and management, vehicles and driving, and equal opportunity employment. For specific guidance in these areas, you should refer to Agiliti's policies or contact the Legal Department.

#### **Question:**

**If a government agency wishes to do a routine inspection of my site for purposes of maintaining a required license what do I do?**

#### **Answer:**

You should work with your manager and allow the inspector access to complete his or her inspection at your office.



## 4 YOUR SAFETY AND THE ENVIRONMENT

### Safety and Accident Reporting

We are committed to providing a safe work environment and to protecting our natural resources. You are expected to participate in the ongoing training we offer to prevent accidents and injuries. All our offices must operate with the necessary permits, approvals and controls that are designed to promote and protect safety and the environment. Follow safe driving practices. Use required personal protective equipment. Keep doorways and walkways clear from obstructions. Follow proper body mechanics when handling or moving materials. Properly and safely dispose of batteries and any other potentially hazardous items. Follow safety procedures and immediately report workplace injuries, unsafe work practices or conditions or any other type of safety or environmental concern. Exercising and promoting safe practices not only protects you, it helps protect the customers we serve.

### Weapons Ban

To ensure a safe workplace for all, Agiliti maintains a strict policy prohibiting handguns and all other weapons. Carrying and/or possessing handguns or other weapons in the workplace will not be tolerated, regardless of whether you are licensed to carry.

### Drug and Smoke Free Workplace

Agiliti is committed to providing a workplace that is free of drugs and alcohol. The illegal possession, distribution, or use of any controlled substances on Agiliti premises or at Agiliti facilities is strictly prohibited. You may not work or report to work with the presence of drugs and alcohol in your system except when:

- Drugs are used for bona fide over the counter medical purposes
- Drugs are consistent with a doctor's prescription
- Alcohol is specifically approved for a Agiliti-sponsored event

You may only smoke when on approved breaks and only in designated smoking areas.

### Environmental Sustainability

Aligned with our values to reduce waste and promote impact through our products and services, Agiliti expects all employees to operate with the highest integrity for environmental sustainability. We encourage our employees to find opportunities to reduce waste, travel, energy, and other aspects of environmental efficiency, whenever feasible and to communicate opportunities for improvement whenever they arise.

#### Question:

**I work as a surgical laser technician. I hurt my back while unloading a laser from a case. I'm in significant pain and know I need to see a doctor. Should I report it?**

#### Answer:

Yes, if you think you are injured it is important to report it to your manager right away. Your manager can then investigate the cause and take corrective action, if needed. Your manager can also direct you to the appropriate clinic to seek medical attention.

#### Question:

**Is it okay to smoke in an Agiliti vehicle?**



#### Answer:

Smoking in a company vehicle is prohibited. Not only could it compromise the health of a co-worker who also drives that vehicle, it could compromise the cleanliness of equipment being transported to customers.

## 5 TECHNOLOGY

### Protection of Company Assets

All employees are responsible for company-provided assets that are in their care. Company assets include but are not limited to Agiliti vehicles, computers, information systems and voice communications property. Employees are responsible for exercising good judgment regarding the reasonableness of personal use. Prohibited use include illegal activities and activities that could harm or embarrass Agiliti or result in a loss of public trust or violate Agiliti policy. Finally, all employees should keep their Agiliti passwords strictly confidential.

**Question:**

**As part of my job, I use several mobile devices (i.e. laptop, tablet, smartphone, etc.) to connect to and use Agiliti data while traveling to customer, vendor and Agiliti company sites. Whose responsibility is it to keep company proprietary or confidential information safe?**

**Answer:**

Security of company devices and information is everyone's job, but it starts with you - the user! One of the most important things you can do is ensure you use a complex password for your Agiliti login. Additionally, it's important that you log out of applications and keep your devices physically secured when unattended.

**Question:**

**What should I do if I think I received or clicked on a phishing e-mail?**

**Answer:**

Anytime you receive an e-mail that looks suspicious (i.e. an unsolicited email asking you click on a link, provide credentials such as your user name or password, and/or prompt you to download something), you should hover over the link with your mouse's cursor to see what website it would take you to. If you do not recognize it, do not click the link. Cyber criminals often send phishing e-mails with links to a web page that looks legitimate in order to capture your Agiliti credentials. **DO NOT FORFEIT YOUR CREDENTIALS!** If you ever have questions about an e-mail, you can send it to [spam@Agiliti.com](mailto:spam@Agiliti.com) and the BTG team will investigate it and get back to you.

Please refer to the Agiliti Information Technology and Security Policies for additional detail.

## 6 WHERE TO GET HELP

### How to Report a Violation

You have several options to seek guidance or report a suspected or actual violation of this Code. You may contact:

- Your immediate supervisor
- Your supervisor's manager
- Any senior leadership member
- Any member of Human Resources
- Any member of Legal Services
- The Chief Compliance Officer
- The Agiliti Compliance Line

Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee of the board of directors and the Chief Compliance Officer.

After receiving a report of an alleged prohibited action, the recipient must promptly take all appropriate actions necessary to investigate. All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

Remember, you are required to report any suspected or actual activities that you think might violate the law or this Code.

### Enforcement

If after investigation of a report of an alleged prohibited action it is determined that this Code has been violated, the investigating party will report such determination to the Chief Compliance Officer (or, in the case of a violation by a director or executive officer, to the board of directors). Upon receipt of a determination that there has been a violation of this Code, the board of directors or Chief Compliance Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.



## DO YOU HAVE A CONCERN OR ISSUE TO SHARE?

Agiliti provides a telephone and web-based hotline for employees to confidentially and anonymously report any of the following concerns:

- Code of Conduct violations
- Conflicts of interest
- Improper accounting or controls
- Non-compliance with laws
- Theft or fraud
- Discrimination, harassment, workplace violence
- Safety, health, or environmental issues
- Bribery or kickbacks
- Misuse of Agiliti assets
- Violations of Agiliti's policies
- Falsification of reports or records

agiliti Do the Right Thing.



## COMPLIANCE HOTLINE

You have the option of making your report anonymously.

**877-847-9111** OR  
[www.lighthouse-services.com/agiliti](http://www.lighthouse-services.com/agiliti)



**LIGHTHOUSE**  
 Obtaining Information. Delivering solutions

A service provided by Lighthouse Services, LLC  
[www.lighthouse-services.com](http://www.lighthouse-services.com)

#### Confidentiality Commitment

Lighthouse is an independent provider that assists your company to identify improper activity. We are committed to protecting the identity of all persons who use our secure reporting system. Reports are submitted by Lighthouse to the company's designee, and may or may not be investigated at the sole discretion of the company. Although we will not disclose your identity without your express permission, it is possible that your identity may be discovered during an investigation of the matter reported because of information you have provided.

For more information, visit [agilitihealth.com](http://agilitihealth.com).