



# CODE OF CONDUCT

*Take great care of the patient, every day and in every way™.*

## TABLE OF CONTENTS

Mission Statement	3
Purpose of Our Code of Conduct	3
Leadership Responsibilities	4
Our Fundamental Commitments	5
Our Patients	5
Patient Safety and Quality of Care	5
Patient Rights	5
Patient Information	6
Legal and Regulatory Compliance	6
Financial Management and Reporting	6
Coding and Billing for Services	7
Preventing Fraud and Abuse	7
Interactions with Referral Sources	8
License and Certification Renewals	8
Ineligible Persons	9
Research, Investigations and Clinical Trials	9
Business Information and Information Systems	9
Accuracy, Retention and Disposal of Documents and Records	9
Information Security and Confidentiality	10
Electronic Media and Security Requirements	10
Workplace Conduct and Employment Practices	10
Conflict of Interest	10
Controlled Substances	11
Copyrights	11
Insider Information and Securities Trading	11
Personal Use of the Company Resources	11
Relationships Among Associates	11
Relationships with Subcontractors and Suppliers	12
Marketing Practices	12
Antitrust	12
Gathering Information About Competitors	12
Marketing and Advertising	12

## TABLE OF CONTENTS CONT.

Environmental Compliance	13
Business Courtesies	13
General	13
Receiving and Extending Business Courtesies	13
Relationships with Governmental Entities and Representatives	13
Foreign Corrupt Practices Act	13
Government Relations and Political Activities	13
Reporting Compliance Concerns	14
Personal Obligation to Report	14
Confidentiality and Non-Retaliation	14
How to Obtain Guidance or Report a Compliance Concern	14
Response to Inquiries for Guidance	15
Responding to and Resolving Compliance Concerns	15
Internal Investigations of Reports	15
Corrective Action	15
Discipline	15
Supplementing the Code	15
The Compliance Plan	16
Acknowledgment Process	16

## MISSION STATEMENT

It is the goal of the Company to provide quality, cost-effective care to all of our patients through a team approach to healthcare delivery and management, and a total commitment to honesty, quality, professionalism and the highest level of moral and ethical responsiveness to our patients, clients, shareholders and the community at large.



## PURPOSE OF OUR CODE OF CONDUCT

The Code of Conduct (the “Code”), which applies to all Associates (as defined below), provides guidance and assists us in carrying out our daily activities within appropriate ethical and legal standards. For purposes of the Code, “Associates” includes all employees, independent contractors, officers and directors of all subsidiaries, professional corporations, partnerships, associations and other affiliated entities of Pediatrix Medical Group, Inc., and PMG Services, Inc. References

to the “Company” herein may include Pediatrix Medical Group, Inc., PMG Services, Inc. or any of their subsidiaries or other affiliated entities as the context may require. The obligations under the Code also apply to our relationships with patients, business partners, regulators, third-party payors, suppliers, consultants and others with whom we conduct business as part of the Company’s on-going operations.

The Code is a critical component of our overall Compliance Program. We have developed the Code to assist us in upholding our ethical obligations and to comply with established Company policies and procedures. The Code also evidences our commitment to comply with all applicable federal and state laws, rules and regulations, including those associated with federal healthcare program requirements and the preparation and submission of compliant claims for reimbursement from all payor sources consistent with such requirements.

The Code is intended to be comprehensive and easily understood. In many cases, however, the subject discussed is complex and additional guidance is necessary. To provide additional guidance, we have developed a comprehensive set of compliance policies and procedures, which may be accessed on the Compliance webpage of the Company website. These policies and procedures expand upon or supplement many of the principles articulated in the Code. Finally, it may be necessary for the Code and compliance policies and procedures to be supplemented by corporate, regional and/or local policies and procedures. For example, the Employee Handbook sets forth policies and procedures related to acceptable employee conduct at the Company.

The standards set forth in this Code are mandatory and must be followed by all Associates. It is also the responsibility of each Associate to comply with all applicable federal and state laws, rules and regulations and Company policies and procedures. Compliance with the Code, and participation in all mandatory training, is a condition of employment for all employed Associates. The promotion of, and adherence to the Code shall be an element in evaluating the performance of all employees. In addition, adherence to the Code shall be a factor in determining if the services of any non-employed Associate, whether under contract or not, should be continued, renewed or terminated.

## LEADERSHIP RESPONSIBILITIES

While all Associates are obligated to follow our Code, we expect our leaders to set the example, to be in every respect a model. We expect every Associate with supervisory responsibility to exercise this responsibility in a manner that is sensitive, thoughtful and respectful. We expect each supervisor to create an environment where all team members feel free to raise concerns and propose ideas.

We also expect that our supervisors will make sure that team members have sufficient information in order to perform their job duties in accordance with applicable laws, rules and regulations; policies and procedures; as well as the resources needed to address ethical and compliance concerns. Supervisors must assist in fostering a culture within the Company that promotes the highest standards of ethics and compliance and encourages all Associates to share concerns when they arise without fear of retaliation. We must never sacrifice ethical and compliant behavior in the pursuit of business or personal objectives.

## OUR FUNDAMENTAL COMMITMENTS

1. To our patients: We are committed to providing quality, cost-effective care through a team approach to healthcare delivery and management.
2. To our Associates: We are committed to a work setting that treats all Associates with fairness, dignity and respect, and affords them an opportunity to grow, develop professionally and work in a team environment in which all ideas are considered.
3. To our healthcare partners: We are committed to providing outstanding professional support in order for them to meet their missions and the needs of the communities that they serve.
4. To our third-party payors: We are committed to dealing with our third-party payors in a way that demonstrates our commitment to contractual obligations, compliance with all applicable laws, rules and regulations, and that reflects our shared concern for providing quality healthcare in an efficient manner. This includes a commitment to prepare and submit compliant claims in keeping with all federal healthcare program requirements.
5. To our regulators: We are committed to an environment in which compliance with rules, regulations and sound business practices is woven into the corporate culture. We accept the responsibility to aggressively self-govern and monitor adherence to the requirements of the law and our Code.
6. To our shareholders: We are committed to the highest standards of professional management, which we are certain can create unique efficiencies and innovative healthcare approaches and thus ensure favorable returns on our shareholders' investments over the long term.
7. To the communities we serve: We are committed to understanding the particular needs of the communities we serve and providing them with quality, cost-effective healthcare. We realize and accept our responsibility to help those in need. We proudly support charitable contributions and events in the communities that we serve.

## OUR PATIENTS

### Patient Safety and Quality of Care

Our mission is to provide quality, cost-effective healthcare for all of our patients. We treat all patients with compassion, respect and dignity and provide care that is both necessary and appropriate.

### Patient Rights

We make no distinction in the care that we provide based upon age, gender, disability, race, color, religion, national origin or ability to pay. We recognize and respect the diverse backgrounds and cultures of our patients and make every effort to equip our Associates with the necessary knowledge and resources to respect each patient's cultural heritage and needs. We also respect the patient's right to and need for effective communication.



We seek to involve patients and, when appropriate, their families and authorized representatives in all aspects of their care, including giving consent for treatment and making healthcare decisions. This includes managing pain effectively, foregoing or withdrawing treatment, and, as appropriate, providing care at the end of life. As applicable, each patient or patient representative is provided with a clear explanation of care including, but not limited to, diagnosis, treatment plan, right to refuse or accept care, care decision dilemmas, advance directive options, organ donation and procurement, and a right to an explanation of the risks, benefits and alternatives associated with available treatment options. Patients also have the right to seek second opinions and request transfers to other facilities and providers. In the promotion and protection of each patient's rights, each patient and his or her representatives are afforded appropriate confidentiality and privacy, and the opportunity for resolution of complaints.

### Patient Information

We collect information about the patient's medical condition, history, medications and family illnesses to provide quality care. We realize the sensitive nature of this information and are committed to maintaining its confidentiality. We do not use, disclose or discuss protected health information ("PHI") with others unless it is necessary to serve the patient or authorized by law.

Associates must never use or disclose PHI that violates the privacy rights of our patients. In accordance with the Company's policies and procedures related to confidentiality, which reflect the requirements of the Health Insurance Portability and Accountability Act of 1996, as amended, commonly known as "HIPAA" and other legal requirements, no Associate has a right to use, disclose or release any PHI other than as necessary to

perform his or her job. Violations of these standards, even if inadvertent, must be reported to the Chief Compliance Officer, who also serves as the Company's Chief Privacy Officer.

## LEGAL AND REGULATORY COMPLIANCE

The Company is committed to total compliance with all applicable federal, state and local laws, rules and regulations and the conditions of participation for federal, state and private healthcare programs. Compliance with these requirements is expected of all Associates. These requirements may include, but are not limited to, licenses, permits, accreditation, access to treatment, consent to treatment, medical record-keeping, access to medical records and confidentiality, patient rights, clinical research, end-of-life care decision-making, medical staff membership and clinical privileges, corporate practice of medicine restrictions, financial management and reporting, and federal, state and private healthcare program requirements, including the preparation and submission of accurate claims consistent with such requirements. The Company is subject to numerous other federal, state and local laws in addition to these healthcare-related laws and regulations.



We have developed policies and procedures to address many legal and regulatory requirements. However, it is impractical to develop policies and procedures that encompass the full body of applicable laws, rules and regulations. As such, those laws, rules and regulations not covered in Company policies and procedures must also be followed. There is a range of expertise within the Company, including legal counsel, who should be consulted for advice concerning legal and regulatory requirements. It is the responsibility of each corporate, regional or practice manager to be knowledgeable about those regulatory requirements that are specific to their area of responsibility and to ensure appropriate policies and procedures are in place to meet such requirements.

Violations of the law, payor program requirements, this Code and/or the Company's policies and procedures may result in disciplinary action for Associates. Additionally, violations, or the failure to report known violations to appropriate authorities, may expose the Company to federal and/or state inquiries and possible sanctions. Thus, anyone aware of violations or suspected violations of the law, payor program requirements, this Code or Company policies and procedures must report them immediately to a supervisor, a member of management or the Chief Compliance Officer. The Confidential Helpline may also be used (877-835-5764).

### Financial Management and Reporting

The mission of the Company, to Take great care of the patient, every day and in every way™, includes the promotion of ethical and professional conduct in matters of finance, financial management and reporting, pursuant to all legal and regulatory requirements. We have established and maintain a high standard of accuracy and completeness in documenting, maintaining and reporting financial information. This information serves as a basis for managing our business and is important in meeting our obligations to patients, colleagues, shareholders, payors, suppliers and others. It is also necessary for compliance with financial reporting requirements.

All financial information must reflect actual transactions and conform to generally-accepted accounting principles. All funds or assets must be properly recorded in the books and records of the Company. The Company maintains a system of internal controls designed to provide reasonable assurances that all transactions are executed in accordance with

management's authorization and are recorded in a proper manner so as to maintain accountability of the organization's assets. We diligently seek to comply with all applicable auditing, accounting and financial disclosure laws, including, but not limited to, the Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002. Associates with access to, and responsibility for, Company finances hold an important role in corporate governance in that they are empowered to ensure that the interests of the Company and shareholders are appropriately served. Senior financial officers receive training and guidance regarding auditing, accounting and financial disclosure relevant to their job responsibilities. They are also provided the opportunity to discuss issues of concern with the Board of Directors' Audit Committee.

We also adhere to our Code of Professional Conduct-Finance, which provides principles under which Associates with access and responsibility for Company finances are expected to govern their conduct. The Code of Professional Conduct-Finance is applicable to all Associates with access to, and responsibility for, matters of finance and financial management, including the Chief Executive Officer and Chief Financial Officer. The Code of Professional Conduct – Finance is available for review on the Company's website or by requesting a copy from the Chief Compliance Officer.



Anyone having comments or concerns regarding accounting or auditing matters should report such matters to the Board of Directors' Audit Committee by contacting the Chief Compliance Officer. The Confidential Helpline may also be used.

#### Coding and Billing for Services

We are committed to preparing and submitting accurate claims for our services and have implemented policies, procedures and systems to facilitate accurate billing to government payors, commercial insurance payors and patients, consistent with applicable laws, rules, regulations and payor requirements. We prohibit any Associate from knowingly presenting or causing to be presented claims for payment or approval that are false, fictitious or fraudulent.

Physicians and other Associates who provide billable services are responsible for selecting the appropriate procedure and diagnosis codes utilized by the Company to bill for their services. Such Physicians and Associates, along with coding staff, have a collective responsibility to be knowledgeable about the appropriate interpretation and application of the codes used in billing for patient care services.

In support of accurate billing, medical records must provide reliable documentation of the services we render. It is important that all individuals who contribute to medical records provide accurate information and do not destroy or inappropriately destroy or alter any information considered part of the official medical record.

Questions regarding the Company's policies and procedures related to coding and billing should be directed to the Vice President of Medical Coding or the SVP., Chief Operating Officer, Revenue Cycle Management.

#### Preventing Fraud and Abuse; False Claims Act

Although there are numerous laws that affect the way providers bill for services, recent federal legislation (the Deficit Reduction Act of 2005) requires the Company to provide its staff with specific education on federal and state laws related to the submission of false claims. The federal False Claims Act makes it a crime for any person or entity to "knowingly" make a false record or file a false claim with the government for payment. "Knowingly," in this case, means several things:

- We know the record or claim is false.
- We seek payment while ignoring whether or not it is false.
- We seek payment recklessly without checking to ensure that it is not false.

Penalties are severe for violating the federal False Claims Act. The penalty can be up to three times the value of the false claim, plus fines from \$11,665 — \$23,331 per claim.

A person who knows a false claim was filed for payment can file a lawsuit in federal court on behalf of the government and, in some cases, receive a reward for bringing original information about a violation to the government's attention.

The federal False Claims Act protects anyone who files a false claim lawsuit from being fired, demoted, threatened or harassed by their employer for filing the suit. An employee who was harmed by their employer for filing a false claims lawsuit may file a lawsuit against their employer in federal court.

In addition to the federal False Claims Act, many states have enacted similar laws that mirror the federal False Claims Act with respect to defining what constitutes a "false claim" and the penalties for submitting one. In addition, such laws provide the same or similar protections for persons who report suspected false claims or file a lawsuit in state court.

The Company is committed to complying with all laws associated with fraud, waste and abuse regarding the healthcare system, including but not limited to the laws authorizing penalties for filing false or fraudulent claims under the federal False Claims Act or any similar state law or for paying or receiving financial inducements for patient referrals.

Therefore, if you have any questions regarding the Company's billing and coding practices, you are encouraged to report your concerns using one of the reporting options available to all Associates. Your vigilance at preventing fraud, waste and abuse and your willingness to ask questions and report concerns are key elements of our Compliance Program and ultimately lead to its success. These are important ways that you can help the Company prevent fraud, waste and abuse.

The Company's policy on these matters- False Claims under Federal and State Laws – can be found on the Company's Compliance Department webpage.

### **Interactions with Referral Sources**

Federal and state laws, rules and regulations govern our relationships with others who may refer patients to us or receive referrals from us, including our affiliated hospitals. The applicable laws include the federal Anti-Kickback statute, the Federal Physician Self-Referral Law and corresponding state laws.

It is important that those Associates who interact with referral sources or who are recipients of referrals, particularly regarding making or receiving payments for services rendered, leasing space or recruiting physicians, are aware of the requirements of the laws, rules and regulations, and policies and procedures applicable to such relationships.

Any business arrangement with referring physicians, hospitals or other referral sources, or with individuals or entities who receive referrals from us, must be structured to ensure compliance with applicable legal requirements, the Company's policies and procedures and with any operational guidance that has been issued. Such arrangements must be in writing and approved by the Compliance Department.

Keeping in mind that it is essential to be familiar with the laws, rules and regulations, and policies and procedures that govern our interactions with referral sources and recipients of referrals, two key principles govern these interactions:

- We do not pay for referrals. We accept patients based solely upon the patient's medical needs and our ability to render the needed services. We do not pay or offer to pay anyone — colleagues, physicians or other persons or entities — for the referral of patients.
- We do not accept payments for referrals that we make. No Associate or any other person acting on our behalf is permitted to solicit or receive anything of value, directly or indirectly, in exchange for the referral of patients. Similarly, when making patient referrals to another healthcare provider, we do not take into account the volume or value of referrals that the provider has made (or may make) to us.

### **License and Certification Renewals**

The Company does not allow any Associate to work without a valid license or appropriate credentials, or to otherwise provide services unless authorized to do so by law. Associates who are retained by the Company in positions that require professional licenses, certifications or other credentials are responsible for maintaining the current status of their credentials and shall comply at all times with federal and state requirements applicable to their respective disciplines. To assure compliance, the Company requires evidence of a current license or credential status.

### **Ineligible Persons**

We do not employ, contract with, or bill for services furnished by an individual or entity that is excluded, debarred, suspended or otherwise ineligible to participate in federal healthcare programs or federal procurement or non- procurement programs or that has been convicted of a criminal offense related to the provision of healthcare items or services (as defined in 42 U.S.C. § 1320a-7(a)) . Pursuant to procedures established by the Company, we routinely search the lists of excluded persons maintained by the Department of Health and Human Services' Office of Inspector General and the General Services Administration. Associates are required to immediately report to the Company if they become excluded, debarred, suspended or otherwise ineligible to participate in federal healthcare programs or if they have been convicted of a criminal offense related to the provision of healthcare items or services.

### **Research, Investigations and Clinical Trials**

We follow high ethical standards and comply with federal and state laws, rules and regulations related to research, clinical investigations and trials conducted by our physicians and professional staff. We do not tolerate research misconduct, which includes fabricating or changing results or copying results from other studies without performing the clinical investigation or research, failing to identify and deal appropriately with investigator or institutional conflicts of interest, and proceeding without Institutional Review Board (IRB) approval. Our first priority is always to protect the patients and respect their rights during research, clinical investigations and trials.



All patients, or their representatives, who are asked to participate in a Company-sponsored clinical investigation or research project are given a complete explanation of alternative services that might prove beneficial to them. They also are given a complete explanation of the risks, expected benefits, alternatives and the procedures to be followed, especially those that are experimental in nature.

Refusal to participate in a research study will not compromise a patient's access to services or the quality of care provided by Associates. Informed consent to participate in clinical investigations or research is documented and retained pursuant to Company and affiliated hospital policies.

Any Associate applying for or performing research of any type is responsible for maintaining the highest ethical standards in any written or oral communications regarding the research project, as well as for following appropriate research guidelines. As in all accounting and financial record-keeping, our policy is to submit only true, accurate and complete costs related to research grants. Any Associate engaging in human subject research must do so, as required, in conjunction with an IRB approval and consistent with IRB and Company policies regarding human subject research.



## BUSINESS INFORMATION AND INFORMATION SYSTEMS

### Accuracy, Retention and Disposal of Documents and Records

Each Associate is responsible for the integrity and accuracy of our Company's documents and records, not only to comply with regulatory and legal requirements, but also to make sure that records are available to support our business practices and actions. No one may alter or falsify information on any record or document. Records must never be destroyed in an effort to deny governmental authorities information that may be relevant to a government inquiry or investigation.

Medical and business documents and records are retained in accordance with the law and our record retention policies. It is important to retain and destroy records only according to Company policy. Medical and business documents include paper documents, such as letters and memos, computer-based information, such as e-mail or computer files on disk or tape and any other medium that contains information about the Company or its business activities.



### Information Security and Confidentiality

Since Confidential Information about our Company's operations is a valuable asset, we exercise due care in maintaining its confidentiality, availability and integrity. Confidential Information is information that is protected by law or is considered to be proprietary in nature. Confidential Information includes, among other things, employment files; strategic business plans; patient information; electronic databases and other business records; proprietary systems and software; information related to legal and regulatory matters; and other information that is not intended to be publicly shared. Although Associates are permitted to use Confidential Information to perform their jobs, it is the Company's expectation that such information will not be shared with others unless authorized by law and/or there is a legitimate need to know the information in order to perform specific job duties or contractual obligations. Associates who handle Confidential Information are required to be familiar with and adhere to departmental and Company policies related to the use, disclosure and release of such information. Since so much of our clinical and business information is generated and contained within our computer systems, it is essential that each Associate protect our computer systems and the information contained in them by not sharing passwords, improperly transmitting Confidential Information over the Internet, protecting equipment from theft and adhering to the Company's established policies and procedures on electronic security.

If an Associate's employment or contractual relationship with the Company ends for any reason, the individual remains bound to maintain the confidentiality of information viewed, received or used during the employment or contractual business relationship with the Company.

### Electronic Media and Security Requirements

All communication systems, including but not limited to computers, computer-related equipment, electronic mail, Intranet and Internet access, telephone systems (including telephones, facsimile machines and voice mail) are the property of the Company and are to be used for business purposes in accordance with electronic communications policies and procedures. Limited reasonable personal use of Company communication systems is permitted as long as it does not interfere with the Associate's job duties or those of his or her co-workers; however, Associates should presume no expectation of privacy in anything that they say, write, create, store, send or receive on the Company's electronic and telephone

systems. The Company reserves the right to monitor and/or access communications usage and content consistent with Company policies and procedures.

Associates may not use internal communication channels or access to the Internet at work to post, store, transmit, download or distribute any threatening materials; knowingly, recklessly or maliciously false materials; obscene materials; or anything constituting or encouraging a criminal offense, giving rise to civil liability, or otherwise violating any laws. Additionally, these channels of communication may not be used to send chain letters, personal broadcast messages, or copyrighted documents that are not authorized for reproduction.

Associates who abuse our communication systems or use them excessively for non-business purposes may lose these privileges and be subject to disciplinary action.

## WORKPLACE CONDUCT AND EMPLOYMENT PRACTICES

### Conflict of Interest

A conflict of interest may occur if outside activities, personal financial interests or other personal interests influence or appear to influence an Associate's ability to make objective decisions in the course of their job responsibilities. A conflict of interest may also exist if the demands of any outside activities hinder or distract an Associate from the performance of his or her job or cause the individual to use Company's resources for other than Company's purposes. Associates are obligated to make sure that they remain free of conflicts of interest in the performance of their responsibilities. If Associates have any question about whether an outside activity or personal interest might constitute a conflict of interest, they must obtain the approval of their supervisor before pursuing the activity or obtaining or retaining the interest. Clinical decisions made by professional Associates should never be made based on personal gain or compensation or the financial risk to the Company or any other person.

No waiver of this conflict of interest provision may be granted to an Executive Officer (i.e., an officer subject to Section 16 of the Securities Exchange Act of 1934) unless approved in advance by the Company's Board of Directors or a duly authorized committee of the Board.

### Controlled Substances

Many Associates routinely have access to prescription drugs, controlled substances and other medical supplies. Many of these substances are governed and monitored by specific regulatory agencies and can only be administered by the order of a physician or other authorized practitioner. Prescription and controlled medications and supplies must be handled properly and only by authorized individuals to minimize risks to the Company, our Associates and our patients. If an Associate becomes aware of inadequate security of drugs or controlled substances or the improper diversion of drugs or controlled substances, the matter or incident must be reported immediately to the Associate's supervisor or to the Human Resources Department.

### Copyrights

Associates may only use copyrighted materials pursuant to the Company's policy on such matters. Questions regarding copyright issues should be directed to the Legal Department.

### Insider Information and Securities Trading

In the course of their employment, Associates may become aware of non-public information about the Company that may be material to an investor's decision to buy or sell the Company's securities. Non-public, material information may include plans for mergers, marketing strategies, financial results or other business dealings. Associates may not discuss this type of information with anyone outside of the Company. Within the Company, they should discuss this information on a strictly "need to know" basis only with other colleagues who require this information to perform their jobs. Securities laws and Company's policies and procedures prohibit individuals from trading in the marketable securities of a publicly held company or influencing others to trade in such securities on the basis of non-public, material information. These restrictions are meant to make sure that the general public has complete and timely information on which to base investment decisions.

If an Associate obtains access to non-public, material information about the Company or any other company while performing his or her job, they may not use that information to buy, sell or retain securities of either company. Even if he or she does not buy or sell securities based on what he or she knows, discussing the information with others, such as family members, friends, vendors, suppliers and other outside acquaintances, is prohibited until the information is considered to be public. Questions regarding insider trading should be referred to the Legal Department.

### Personal Use of Company Resources

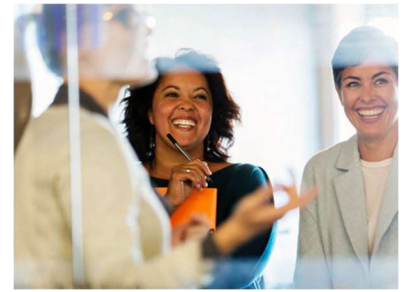
It is the responsibility of each Associate to preserve our Company's assets, including time, materials, supplies, equipment and information. Company assets are to be used for business-related purposes only. As a general rule, the personal use of any Company asset without prior supervisory approval is prohibited. The occasional use of items, such as copying machines or telephones, where the cost to the Company is insignificant, and such use does not interfere with the Associate's job duties, is permissible. A supervisor must approve any community or charitable use of Company resources in advance. Any use of Company resources for personal financial gain or other benefit is prohibited.

#### Relationships Among Associates

In the normal day-to-day functions of an organization like ours, there are issues that arise which relate to how individuals in the Company deal with one another. It is impossible to foresee all of these issues, and many do not require explicit treatment in a document like this. A few routinely arise, however. One involves gift-giving among Associates for certain occasions. While we wish to avoid any strict rules, no one should ever feel compelled to give a gift to anyone, and any gifts offered or received should be appropriate to the circumstances. A lavish gift to anyone in a supervisory role would clearly violate Company policy. Another situation, which routinely arises, is a fund-raising or similar effort undertaken by Associates, in which no one should ever be compelled to participate. Similarly, when the Company or a facility determines to support charitable organizations no Associate should be compelled to contribute to the charitable organization, nor should there be any workplace consequences for such non-participation.

#### Relationships with Subcontractors and Suppliers

We must manage our consulting, subcontractor and supplier relationships in a fair and reasonable manner, free from conflicts of interest and consistent with all applicable laws and good business practices. We promote competitive procurement to the maximum extent practicable. Our selection of consultants, subcontractors, suppliers and vendors will be made on the basis of objective criteria including quality, technical excellence, price and delivery, adherence to schedules, service and maintenance of adequate sources of supply. Our purchasing decisions will be made on the supplier's ability to meet our needs and not on personal relationships and friendships. We employ the highest ethical standards in business practices in source selection, negotiation, determination of contract awards and the administration of all purchasing activities. We comply with contractual obligations not to disclose vendor confidential information unless permitted under the contract or otherwise authorized by the vendor.



## MARKETING PRACTICES

#### Antitrust

Antitrust laws are designed to create a level playing field in the marketplace and to promote fair competition.

These laws could be violated by discussing Company business with a competitor, such as how our prices are set, disclosing the terms of supplier relationships, allocating markets among competitors or agreeing with a competitor to refuse to deal with a supplier or payor. Our competitors are other physicians and healthcare providers in markets where we operate.

At trade association, medical society and other professional meetings, Associates must be alert to potential situations where it may not be appropriate to participate in discussions regarding prohibited subjects with competitors. Prohibited subjects include any aspect of pricing our services in the market, key costs such as labor costs and marketing plans. If a competitor raises a prohibited subject, Associates must end the conversation immediately. They also must document their refusal to participate in the conversation by, for example, requesting their objection be reflected in meeting minutes and by notifying the Legal Department of the incident. In general, Associates should avoid discussing sensitive topics with competitors or suppliers, unless they are proceeding with the advice of the Legal Department. They also must not provide any information in response to an oral or written inquiry concerning an antitrust matter without first consulting with the Legal Department.

### Gathering Information About Competitors

It is not unusual to obtain public information about other organizations, including our competitors, through legal and ethical means such as public documents, public presentations, journal and magazine articles, and other published and spoken information. However, Associates should avoid seeking or receiving information about a competitor through other non-public means if they know or have reason to believe the information is proprietary or confidential. For example, they should not seek proprietary or confidential information when doing so would require anyone to violate company policy or a contractual agreement, such as a confidentiality agreement with a prior employer.



### Marketing and Advertising

We may use marketing and advertising activities to educate the public, provide information to the community, increase awareness of our services and to recruit personnel. We present only truthful, informative and non-deceptive information in these materials and announcements.

## ENVIRONMENTAL COMPLIANCE

It is our policy to comply with all environmental laws, rules and regulations as they relate to our operations and to operate each of our facilities with the necessary permits, approvals and controls. We diligently employ the proper procedures to provide a good environment of care and to prevent pollution.

In helping the Company comply with these laws, rules and regulations, Associates must adhere to all requirements for the proper handling of hazardous materials and immediately alert supervisors to any situation regarding the discharge of a hazardous substance, improper disposal of hazardous and medical waste, or any situation which may be potentially damaging to the environment or pose a health hazard.

## BUSINESS COURTESIES

### General

This part of the Code should not be considered in any way as an encouragement to make, solicit or receive any type of entertainment or gift. For clarity purposes, please note that this section governs activities with those outside of the Company. This section does not pertain to actions between the Company and its Associates or actions among Associates themselves. (See the "Relationships Among Associates" section above.)

### Receiving and Extending Business Courtesies

In accepting gifts or other business courtesies from pharmaceutical, device or medical equipment companies, affiliated hospitals or from other health-related entities that may create a conflict of interest, Associates must comply with all Company policies and procedures related to the receipt of gifts and business courtesies. Under no circumstances may an Associate solicit a gift.

Conversely, there may be times when an Associate wishes to extend to a current or potential business partner a business courtesy. The purpose of the courtesy must never be to induce any favorable business action. Further, the cost associated with the courtesy must be reasonable and appropriate. Again, Associates must comply with all Company policies and procedures related to extending a business courtesy or gift for business purposes.

### Relationships with Governmental Entities and Representatives

Federal and state governments have strict rules and laws regarding gifts, meals and other business courtesies for their employees. The Company does not provide any gifts, entertainment, meals or anything of value to any employee of the Executive Branch of the federal government, except for minor refreshments in connection with business discussions or promotional items with the Company logo. With regard to gifts, meals and other business courtesies involving any other category of government official or employee, Associates must determine the particular rules applying to any such person and carefully follow them. The Compliance Department should be consulted on such matters.

### Foreign Corrupt Practices Act

The United States Foreign Corrupt Practices Act ("FCPA") requires us to exercise care in our dealings with foreign government officials, employees or representatives and with members of their families. The FCPA prohibits providing anything of value to any of these individuals for the purpose of obtaining or retaining business. Under the FCPA, the Company is responsible for the actions of its agents and representatives. Before offering

anything of value to foreign government officials, employees or representatives or their family members, the Associate should consult with the Compliance Department.

## GOVERNMENT RELATIONS AND POLITICAL ACTIVITIES

The Company and its representatives shall comply with all federal, state and local laws, rules and regulations governing participation in government relations and political activities. While the Company may engage in lobbying and other advocacy efforts, Company funds or resources shall not be contributed directly to individual political campaigns, political parties or other organizations that intend to use contributions primarily for such purposes. Company resources include financial and non-financial donations such as using work time and telephones to solicit for a political cause or candidate or the loaning of Company property for use in a political campaign. The conduct of any political action committee is to be consistent with relevant laws and regulations.



It is important to separate personal and corporate political activities in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. No use of corporate resources, including e-mail, is appropriate for personally engaging in political activity. An Associate may, of course, participate in the political process on his or her own time and at his or her own expense. While doing so, they must not give the impression that they are speaking on behalf of or representing the Company in these activities.

## REPORTING COMPLIANCE CONCERNS

### Personal Obligation to Report

We are committed to ethical and legal conduct that is compliant with all relevant laws, rules and regulations and to correcting wrongdoing wherever it may occur in the Company. Each Associate has the responsibility to immediately report any activity by any Associate, regardless of their position within the Company, that appears to violate applicable laws, rules, regulations, standards of medical practice, payor program requirements, this Code or other Company policies or procedures.

If a matter that poses a serious compliance risk to the Company, or that involves a serious issue of medical necessity, clinical outcomes or patient safety is reported locally and if the reporting individual doubts that the issue has been given sufficient or appropriate attention, the individual should report the matter to higher levels of management or to the Compliance Department until satisfied that the matter has been addressed.



### Confidentiality and Non-Retaliation

The ability to discuss ethical and legal issues without fear of retaliation is vital to the effectiveness of the Compliance Program. The Company does not tolerate retaliation or discipline against anyone for reporting a compliance concern in good faith. However, any Associate who deliberately makes a false accusation with the purpose of harming or retaliating against another colleague is subject to discipline. In addition to its non-retaliation policy, the Company also makes every effort to maintain, within the limits of the law and specific circumstances, confidentiality and anonymity with respect to any individual who reports concerns or possible misconduct.

In the event that an anonymous complaint is made to the Compliance or Human Resources Departments, the Company will not purposely pursue the identity of the employee/individual. However, in the course of any investigation the identity of the employee/individual may become apparent. If the identity of the reporting employee/individual is helpful to the investigation, it may be necessary to reveal the identity of the employee/individual.

### How to Obtain Guidance or Report a Compliance Concern

Associates have several options to obtain guidance on an ethics or compliance issue or to report a concern or a potential violation. These issues may cover a broad range of subjects, including federal and state laws and regulations, governmental and other payor rules and regulations, updates on "hot topics" related to government regulatory activity, general ethical concerns and Company policy and procedures. We encourage the resolution of issues at the local level. It is an expected good practice, when appropriate under the circumstances, to raise concerns first with one's supervisor. If this is uncomfortable or inappropriate, the individual may discuss the situation with another appropriate member of



management, including the S. V. P., Chief Human Resources Officer for human resources-related issues or other members of senior management. Individuals may also utilize the Confidential Helpline if they wish to report issues anonymously.

Finally, Associates are encouraged to contact the Chief Compliance Officer if they are not comfortable with these options. The Chief Compliance Officer may be contacted by mail, e-mail, fax or telephone:

Dana Dreher-Rodwell  
 Vice President, Chief Compliance Officer  
 Pediatrix Medical Group  
 1301 Concord Terrace  
 Sunrise, FL, 33323  
 954-384-0175, ext . 7036 - 800-243-3839, ext . 7036  
[dana.dreherrodwell@pediatrix.com](mailto:dana.dreherrodwell@pediatrix.com)

Associates are also encouraged to utilize the Confidential HelpLine if: (1) they do not choose to discuss an issue with management; or (2) if they wish to report anonymously. Confidential HelpLine: 877-835-5764

The Company contracts with an independent company to receive and report confidential/ anonymous compliance calls. The Company does not “trace” or otherwise undertake any activity to identify any person who utilizes the Confidential Helpline.

#### Response to Inquiries for Guidance

Every effort is made to respond to compliance inquiries as soon as possible. The receipt of all inquiries is promptly acknowledged and listed in the Compliance Department’s online logging system. You may be contacted for additional information if necessary to appropriately respond to your inquiry.

## RESPONDING TO AND RESOLVING COMPLIANCE CONCERNS

### Internal Investigations of Reports

We are committed to investigating all reported concerns promptly and confidentially, to the extent possible. The Chief Compliance Officer, with assistance from the Legal Department, Human Resources and other Company representatives, coordinates any findings from corporate-led investigations and timely recommends corrective action or system changes that need to be made. When deemed advisable, the Company may retain external consultants or legal advisors to assist in developing and implementing appropriate corrective action plans. All Associates are expected and required to cooperate fully with any committee, consultant or legal representative retained by the Company to review and resolve compliance matters.

### Corrective Action

Where an internal investigation substantiates a reported violation, it is the policy of the Company to initiate corrective action, including, as appropriate, making prompt restitution of any overpayment amounts, notifying the appropriate governmental agency, instituting whatever disciplinary action is necessary and implementing system changes to prevent a similar violation from recurring in the future.

### Discipline

Any Associate who violates the Code will be subject to disciplinary action. The precise discipline utilized will depend on the nature, severity and frequency of the violation and will be handled in accordance with the Company’s established policies on disciplinary action.

## SUPPLEMENTING THE CODE

Through this Code, we have attempted to provide extensive guidance regarding the ethical and compliant behavior expected of all Associates. It is not possible, however, in a single document to address each and every policy and procedure that is necessary to meet the spirit and intent of the Code. As such, it is the responsibility of all Associates to supplement the information contained in this Code with corporate, regional and local



policies and procedures, where appropriate; to be knowledgeable about those specific legal requirements that affect their area of responsibility; and, most importantly, to notify their supervisor or other Company representatives if any compliance issues arise or if they have questions or concerns of a compliance nature. We believe through this Code and other Company resources that all Associates have the necessary tools to address any compliance concern that may arise and to assist the Company in meeting its healthcare and business mission in an ethical and compliant manner.

## THE COMPLIANCE PLAN

The Code is an integral part of the Compliance Plan, which is another key document that supports the Company's overall Compliance Program. The Compliance Plan sets forth an organizational and operational structure that assists the Company in achieving this important goal by establishing and promoting sound compliance practices throughout the Company. The Compliance Plan further reflects the Company's commitment to compliance with all applicable laws, rules and regulations and in meeting its ethical obligations with respect to the conduct of its business. It is important that every Associate become familiar with the Compliance Plan in order to better understand the Company's commitment and approach to compliance and how compliance is integrated into the daily operations of the Company. A copy of the Compliance Plan may be obtained from the Compliance Department and can be found on the Company's Compliance Department webpage.

## ACKNOWLEDGEMENT PROCESS

As a condition of employment, the Company requires all Associates to sign an acknowledgment confirming that they have received, read and understand the Code, understand it represents mandatory policies of the Company and agree to abide by it. New Associates, upon hire, are also required to sign the acknowledgment as a condition of employment.

Adherence to and support of the Code and participation in related activities and training is considered in decisions regarding hiring, promotion and compensation for all Associates.

Since the Company uses various methods to distribute the Code (e. g ., in connection with mandatory training, by e-mail and direct distribution), Associates will be provided instructions on how to complete the required acknowledgement . If substantive changes are made to the Code, it will be re-distributed to all Associates, in which case, a signed acknowledgement will be required.