

I. SCOPE

All subsidiaries of Universal Health Services, Inc., including facilities, Independence Physician Management, Prominence Health Plan and UHS of Delaware, Inc. and their personnel. This policy applies to all UHS operations, domestic and foreign, as well as all persons acting on behalf of UHS in connection with its operations, including but not limited to its officers, directors, employees, agents and shareholders.

II. PURPOSE:

To provide standards for compliance with the U.S. Foreign Corrupt Practices Act (the "FCPA") and other anti-bribery and anti-corruption laws and regulations that apply to UHS business operations, which prohibit making, promising, authorizing a payment or providing anything of value to a non-U.S. Government Official ("Foreign Official"), or cause another company or individual ("Agent") to engage in such conduct, for the purpose of improperly or corruptly influencing that official to perform any governmental act or make a decision to assist a UHS in obtaining or retaining business, or to otherwise gain an improper advantage.

UHS has established this policy to ensure that all employees and agents of UHS are aware of the FCPA and other applicable anti-bribery and anti-corruption laws and regulations that apply to UHS business operations and to ensure they engage in ethically and legally compliant business practices. This policy focuses on the FCPA because of its broad application; however, it is UHS' policy to comply with all applicable anti-bribery and anti-corruption laws.

III. POLICY:

No UHS officer, employee or agent has authority to give or to offer anything of value to a Foreign Official or government employee or to any person while knowing that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to any foreign official or government employee, for the purpose of inducing that person to affect any government act or decision in a manner that will assist UHS or any of its divisions in obtaining or retaining business. Furthermore, every officer, employee and agent is obligated to keep books, records, and accounts that accurately and fairly reflect all transactions and disposition of UHS assets, including transfers of money or things of value to Foreign Officials.

A. Anti-Bribery Provisions

UHS prohibits any payment or offer of payment to a Foreign Official for the purpose of influencing that official to assist in obtaining or retaining business for UHS. This policy applies to any act or event that is in furtherance of a payment to a Foreign Official. The term “payment” shall be broadly interpreted and shall include not only the actual payment of money but also an offer, promise or authorization of the payment of money, and, an offer, gift, promise or authorization of the giving of anything of value.

1. Offering Bribes

UHS prohibits any person, whether employed, an officer, director, agent or shareholder, from offering, promising or giving any financial or other advantage to another person where it is intended that the offer will cause the person to engage in conduct or activity in violation of the FCPA and other applicable laws, for the purpose of benefiting UHS business operations.

UHS prohibits any person whether employed, an officer, director, agent or shareholder, from offering, promising or giving any financial or other advantage to another person where it is believed that the acceptance of the advantage offered, promised or given, in itself, constitutes the improper performance of a function or activity relevant to UHS business operations.

2. Accepting Bribes

UHS prohibits any person whether employed, an officer, director, agent or shareholder, from requesting, agreeing to receive or receiving any financial or other advantage with the intention that a function relevant to UHS business operations should be performed improperly as a result of the advantage or as a reward for performing the relevant function improperly.

The improper performance or conduct relevant to UHS business operations in anticipation of receiving financial or other advantage is also prohibited.

Functions relevant to UHS business operations include any function of a public nature, any activity connected with the business, any activity performed in the course of a person’s employment, and activity performed by or on behalf of a body of persons where the person performing that function or activity is expected to perform it impartially, in good faith, or is in a position of trust by virtue of performing it.

B. Record Requirements

UHS requires that it and its subsidiaries maintain books, records, and accounts that, in reasonable detail, accurately reflect the transactions and dispositions of that company. In order to comply with these requirements, it is imperative that UHS employees, agents and others acting on its behalf (including but not limited to UHS' Third-Party Vendors and Business Associates) maintain complete and accurate records with respect to all transactions undertaken on behalf of UHS.

IV. PROCEDURE:

A. Responsibilities

The consequences of failing to comply with the FCPA are severe. Violation of the FCPA and related laws by a UHS employee or agent can result in millions of dollars in fines against UHS and can subject the employee to prosecution, criminal fines, and imprisonment, as well as termination. *The FCPA prohibits a company from directly or indirectly paying FCPA fines and penalties imposed upon individuals, including fines and penalties imposed on a company's employees, officers, directors or other individual agents.*

It is the responsibility of each employee to comply with this policy consistent with the below-described guidelines for implementation:

1. Except as otherwise set forth in this policy, no payment or gift of any kind may be promised, offered, or made to any of the following:
 - a. A Foreign Official, which is defined as any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization;
 - b. Any foreign political party or official thereof or any candidate for foreign political office; or
 - c. Any person acting on behalf of a foreign official, a foreign political party or official thereof, or a candidate for foreign political office.
2. Individuals having any doubt about whether a person meets the criteria of a Foreign Official are required to contact their supervisors. Supervisors will consult with the UHS General Counsel or UHS Chief Compliance Officer.

3. Complete and accurate records sufficient to show compliance with this policy, the FCPA generally, and all other UHS policies must be maintained at all times. Accordingly, and among other things, when a payment is intended to go to a particular party or entity for a particular purpose, the records with respect to that payment must accurately reflect the true recipient and the true purpose of the payment.

B. Other Considerations

1. Payments

- a. UHS prohibits the payment of facilitation payments by its employees or agents and including but not limited to Third Party Vendors and Business Associates. UHS recognizes that it may be common for companies in other countries to pay low level government employees to expedite or secure the performance of a routine governmental action. These payments are commonly referred to as facilitation payments and are illegal under the UK Bribery Act. Pre-approval for any and all payments to any government official by the UHS General Counsel, is required without exception. Examples of facilitation payments include payments to expedite the processing of licenses, permits or visas for which all paperwork is in order. In the event that a Business Associate, or someone acting on their behalf in connection with work for UHS, receives or becomes aware of a request or demand for a facilitation payment or bribe in connection with work for UHS, the Business Associate shall report such request or demand promptly to his or her primary UHS contact before taking any further action.

2. Third-Party Vendors and Business Associates

- a. UHS requires its Third Party Vendors and Business Associate comply with all aspects of this policy and the herein referenced laws. Under the FCPA UHS may be held liable for conduct of its Third-Party Vendors and Business Associates that is determined to be a violation of the FCPA. UHS shall undertake sufficient investigation to ensure that its representatives are compliant with the standards in this policy. In making such determinations, UHS shall consider factors such as the representative's reputation and qualifications, the manner and reasonableness of compensation, the relationship, if any, between the owners and employees of the representative and a foreign official, the presence or absence of any secret partners, the willingness of the representative to fully disclose its relationship with UHS and the legality of the relationship under local law.
- b. In conducting business for UHS, Business Associates and Third Party Vendors, and those acting on their behalf in connection with work for UHS, must understand and comply with any local laws, regulations, or operating procedures (including requirements of Government entities such as Government- owned hospitals or research institutions)

that impose limits, restrictions, or disclosure obligations on compensation, financial support, donations, or gifts that may be provided to Government Officials. If uncertain as to the meaning or applicability of any identified limits, restrictions, or disclosure requirements with respect to interactions with Government Officials, that Business Associate or Third Party Vendor must contact the UHS Legal Department before engaging in such interactions.

c. UHS prohibits any person acting on its behalf from entering into any transaction with agents, contractors, consultants, lawyers or other persons that is intended or designed to permit such persons to circumvent currency, tax or other laws of a foreign country. UHS prohibits the entering of any transaction that has the appearance of permitting any person to circumvent the above-described laws.

d. UHS requires that particular care be taken with respect to “split payments” (*i.e.*, payments for services that are made outside the country in which the services are performed, other than payments in the country in which the provider of the services is incorporated and has an established presence, or payments inside the country in other than the local currency).

e. UHS Business Associates and Third Party Vendors, and those acting on their behalf in connection with work for UHS, may not directly or indirectly make, promise, or authorize the making of a corrupt payment or provide anything of value to any Government Official to induce that Government Official to perform any governmental act or make a decision to help UHS obtain or retain business. Business Associates, and those acting on their behalf in connection with work for UHS, may never make a payment or offer any item or benefit to a Government Official, regardless of value, as an improper incentive for such Government Official to benefit UHS’ business activities improperly.

3. Promotional Expenses

Promotional expenses are reasonable and bona fide expenditures directly related to promotion, explanation, or demonstration of goods/services or execution/performance of a contract and serve as an affirmative defense under the FCPA. Employees shall consider the amount, lavishness, and timing of the promotional expenditure, as well as the relationship to a recipient of the benefit of the promotional expenditure. Questions concerning whether an expense qualifies as a promotional expense should be directed to the UHS Office of General Counsel or the UHS Chief Compliance Officer.

4. Government-Owned Businesses

The UHS General Counsel must approve, in advance, any business engagement with a company that is owned by one or more government officials or entities. UHS acknowledges that in many countries it may be common practice for government

officials to own or operate business enterprises and the FCPA and related laws do not prohibit legitimate business relationships with business enterprises owned or controlled by Foreign Officials. UHS shall exercise caution to avoid any association with any such enterprise in circumstances that might constitute an evasion or violation of the FCPA.

C. Reporting Requirements

UHS requires that any transaction, no matter how seemingly insignificant, that might give rise to a violation of the FCPA or this policy must promptly be reported to the UHS General Counsel or the UHS Chief Compliance Officer. You can also contact the UHS Compliance Hotline to report a suspected violation anonymously. Suspected violations may be reported through the Compliance Hotline by telephone at 1-800-852-3449 or by website submission to www.uhs.alertline.com.

D. Enforcement

All persons whose responsibilities and duties are affected by this policy are expected to be familiar with the basic procedures and responsibilities created by this policy. Failure to comply with this policy will give rise to performance management, up to and including termination. Questions or concerns about enforcement of this policy should be directed to the UHS Chief Compliance Officer.

V. REFERENCES:

- UHS Code of Conduct
- Foreign Corrupt Practices Act
- UK Bribery Act

Implementation & Revision Dates:

**5/2015; 10/2017; 1/2019; 7/2020;
11/29/2021**

Reviewed and Approved by:

UHS Compliance Committee