

Amerinet Standards of Business Ethics and Conduct

Creating a Suitable Work Environment



THE BOARD OF DIRECTORS AND MANAGEMENT OF AMERINET have established Standards of Business Ethics and Conduct for Amerinet and its employees. Business ethics involve being fully aware of what we are doing, including the potential consequences of our actions. It is the responsibility of every employee to uphold these standards and to ensure that their personal conduct does not conflict with or violate these standards.

Proprietary and Confidential Information
The security and protection of proprietary and confidential information is an integral part of every employee's job. Confidential information must not be discussed with or released to unauthorized people, either within or

outside of Amerinet. The release of confidential information to unauthorized individuals and companies may result in immediate dismissal.

Business Partner Relations
Amerinet has built its strong reputation in the market as a company that operates with integrity and high ethical standards.

- ▶ In these vital relationships, our dealings must be fair, honest, reasonable and consistent with established corporate policies, applicable laws and regulations, and sound business practices.
- ▶ Effective customer relations demand a total commitment to quality programs, competitive manufacturer/supplier/distributor agreements, and high quality service.

- ▶ Amerinet customers must believe that they are dealing with a company that has a clear understanding of their needs and a genuine interest in providing effective solutions to their problems.
- ▶ Our negotiation and/or bid process will therefore promote competitive pursuit of agreements/contracts for our members.
- ▶ Selection of manufacturers, suppliers and distributors shall be on the basis of objective criteria such as membership need, quality, cost/price, schedule/delivery service, technical/educational support, and maintenance of adequate sources of supply.

Anyone engaging in practices or utilizing procedures that conceal or facilitate illegal or improper payments or receipts, or that support an inference of wrongdoing as described in the following sections, seriously jeopardizes Amerinet's important business relationships and contractual arrangements with manufacturers suppliers, and distributors. Such actions may subject the employee, company and outside wrongdoers to civil and even criminal charges. Furthermore, such actions will, if proven, subject the employee to disciplinary action up to and including dismissal.

Conflict of Interest

No employee should have any business, financial or other relationship with outside manufacturers, suppliers, distributors or competitors that might impair, or appear to impair, the independent judgment rendered on behalf of the company. Actions that may involve a conflict of interest must be avoided both in business and personal relationships and activities.

Entertainment, Gifts and Favors

No Amerinet employee shall place him/herself under obligation to others by providing or accepting gifts, favors or entertainment designed to influence the individual in the performance of his/her duties for Amerinet. Business meals, entertainment and promotional gift items in excess of \$50 per instance or \$100 in any calendar year are prohibited.

Stock Ownership and Inside Information

In no instance may Amerinet employees use or share inside information, which is not otherwise available to the general public, for any manner of personal gain or for the benefit of anyone else, as might be realized through the stock trading of any manufacturer, supplier or

distributor company. In order to avoid potential conflicts of interest, or the perception thereof, the following individuals shall not have any individual equity interest in the companies specified.

- ▶ Amerinet senior management shall not own any individual equity interest in any of Amerinet's business partner companies nor with any suppliers of health care products in which it is reasonably likely that Amerinet may contract within the foreseeable future.
- ▶ Amerinet contracting employees shall not own any individual equity interest in companies of Amerinet's business partners with which they have contracts or bids for contracts.
- ▶ Amerinet senior management, contract vice presidents and exempt contracting employees are prohibited from involvement in any contracting activities with companies in which they hold an individual equity interest.

Antitrust Laws

A wide range of transactions or practices is prohibited under antitrust laws that exist to promote competition and prevent price fixing. No agreement or understanding may be made with competitors to fix or control prices; to allocate products, markets or territories; to boycott certain customers or suppliers; or to refrain from or limit the manufacturing, sale or production of any product or product line. Employees are also prohibited from taking any actions to illegally monopolize or attempt to monopolize any line of business or activity within the group purchasing industry.

Investment Disclosure Policy

These guidelines are intended to define the terms and policies under which certain Amerinet employees must disclose personal investment holdings with companies with which Amerinet contracts.

Eligibility – These guidelines apply to all Amerinet senior management, program development unit vice presidents and exempt contracting employees who are either directly or indirectly involved in decisions concerning the companies with

which Amerinet contracts and/or the terms of those contracts. Senior management positions include the president, executive vice presidents, chief contracting officer, chief information officer, chief human resources officer, chief financial officer and senior vice presidents. Contracting employees include program development unit vice presidents and exempt contracting staff with responsibility for developing or negotiating agreements and contracts with Amerinet's business partners.

Conflict of interest – An investment is considered a potential conflict of interest if:

- ▶ A member of senior management has an individual equity interest in any company with which Amerinet contracts.
- ▶ A contract vice president or an exempt contracting employee has an individual equity interest in any company of Amerinet's business partners in which he/she has contracts or bids for contracts.

Personal investments – These guidelines apply to the portfolio of personal investments that are directly controlled by the eligible Amerinet employee and are to the benefit of that employee.

Excluded investments – Investments that are not controlled directly by the eligible employee are not included in this disclosure policy. Examples of excluded investments are mutual fund holdings and investments in a blind trust.

Prohibition – Amerinet senior management, contract vice presidents, and exempt contracting employees are prohibited from involvement in any contracting activities with companies in which they hold an individual equity interest.

Disclosure – The Amerinet Standards of Business Ethics and Conduct policy requires all eligible Amerinet employees to disclose all personal investments held in companies with which Amerinet contracts. The employee's entire investment portfolio need not be

disclosed, just investment interests in companies with which Amerinet has contracts.

Reporting – Each eligible employee will be required to complete and submit a Disclosure and Certification Form to the Human Resources Division in December of each year and within 30 days of the release of a bid or request for proposal to any such company. Senior management, contract vice presidents, and exempt contracting employees will be expected to dispose of stock holdings which violate Amerinet policy within six months of knowledge of the potential conflict. Until such divestiture, affected individuals shall be recused from any involvement in any contracting activities involving the company in question.

Confidentiality – Amerinet will exercise its best efforts to ensure that all such information will be kept strictly confidential, although the employee's immediate supervisor will be made aware of any contracts with which the employee must avoid involvement.

Amerinet Compliance Hotline – How we do business is as important as the business we do. If you have a concern regarding unethical activity at Amerinet, we encourage you to speak up.

Please call:
Michael D. Costabile
Chief Financial Officer
Amerinet Compliance Officer
 800-388-2638, ext. 901

Todd C. Ebert, President & CEO
 800-388-2638, ext. 915

If you prefer to remain anonymous, you may call: 877-888-0002.

This toll-free number is staffed by The Network, an independent organization operating 24 hours a day, seven days a week. You do not have to give your name.

Standards of Business Ethics and Conduct Adopted by the Amerinet Board of Directors, November 15, 2002, revised June 8, 2004.

About Amerinet

Amerinet, a health care group purchasing organization, supports health care providers to deliver high quality care by helping them to more effectively manage their total spend.

Through a suite of tools, programs and services, Amerinet's Total Spend Management Solutions touch every aspect of a health care setting to ensure providers optimize their resources.

Supported by a team of clinical, data and supply chain experts, Amerinet offers a competitive portfolio of product and service contracts to address members' unique and specific needs.

Headquartered in St. Louis, Amerinet serves more than 25,000 acute and non-acute health care providers nationwide.

For more information, contact Amerinet customer service at 877-711-5600 or e-mail info@amerinet-gpo.com.

Amerinet Inc.
 2060 Craigshire Road
 St. Louis, MO 63146
 877-711-5600
www.amerinet-gpo.com