



GETWELL HEALTH SYSTEMS, INC.

ANTI-BRIBERY & ANTI-CORRUPTION GUIDELINES

I. Introduction

Getwell Health Systems Inc. (the “Corporation”) maintains its integrity, reputation and the confidence placed in it by members, suppliers, business partners, shareholders and the public on the responsible and ethical behavior of its employees. Accordingly, every employee is expected to abide by the law, the policies of the Corporation and these Anti-Bribery and Anti-Corruption Guidelines (the “Guidelines”). The ethical business conduct and compliance of each employee, moving forward, shall be measured against these Guidelines.

II. Purpose

The purpose of these Guidelines is to establish controls to ensure compliance with all applicable anti-bribery and anti-corruption laws and regulations, and to ensure that the Corporation’s business is conducted in a socially responsible manner.

III. Policy statement

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as a reward for action which is illegal or a breach of trust. This includes accepting anything of material value to gain a commercial, contractual, regulatory or personal advantage.

It is the Corporation’s code to conduct all of our business in an honest and ethical manner, and it does not tolerate bribery and corruption. All business transactions of the Corporation shall be professional, fair and with integrity. The Corporation will uphold all laws relevant to countering bribery and corruption.

IV. Scope

A. Coverage

These guidelines apply to all individuals working with, or for the Corporation, including managers, officers, employees (whether permanent or temporary), consultants, contractors, agents or any other person associated with the Corporation (collectively referred to as “employees” in these Guidelines).

A *third party* under these Guidelines means any individual or organization that is engaged in, or proposes to engage in, a business transaction with the Corporation, including actual and potential clients, customers, suppliers, distributors, business contacts, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

These guidelines cover bribes, gifts and hospitality, facilitation payments, political contributions and charitable contributions.

B. Bribes

Employees must not engage in any form of bribery, either directly or through any third party.

C. Gifts and hospitality

Employees must not offer or give any gift or hospitality: (1) which could be regarded as illegal or improper, or which violates the recipient's policies, or (2) to any public employee or government officials or representatives, or politicians or political parties. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

D. Facilitation payments and kickbacks

The Corporation's strict policy is that facilitation payments must not be paid. Facilitation payments are made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage.

E. Political Contributions

The Corporation does not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage. Employees may personally make political contributions provided they are not used to conceal bribery and are legal and ethical under local laws and practices.

F. Charitable contributions

Charitable support and donations are acceptable, whether they be in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. The Corporation only makes charitable donations that are legal and ethical under local laws and practices.

V. Employee responsibilities

Each employee must read, understand and comply with these Guidelines. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all employees and third parties. All employees are required to avoid any activity that might lead to, or suggest, a breach of this code, and must notify management as soon as possible if a conflict with or breach of these Guidelines has occurred, or may occur in the future.

Any employee who breaches these guidelines will face disciplinary action, which could result in immediate dismissal for gross misconduct. The Corporation reserves

its right to terminate any contractual relationship if a breach these Guidelines is discovered.

VI. Record-keeping

The Corporation keeps financial records and has appropriate internal controls in place which will evidence the business reason for making payments to third parties. All hospitality or gifts accepted or offered must be disclosed and expenses for hospitality, gifts or expenses incurred to third parties must be documented, including specific details of the reason for the expenditure. All accounts, invoices and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

VII. Communication

An employee must raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If unsure whether a particular act constitutes bribery or corruption, he or she must immediately discuss these concerns with the appropriate Department Manager.

It is important that management be made aware, as soon as possible, if an employee is offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that the employee is a victim of another form of unlawful activity.

VIII. Retribution

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, must not suffer any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of a good faith report on a suspected actual or potential offense that has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. An employee must report any detrimental treatment to Management immediately.

IX. Training and communication

Training on these Guidelines shall form part of the orientation process for all new employees. All existing employees will receive relevant training on the details of these Guidelines upon its implementation.

The zero-tolerance approach of the Corporation to bribery and corruption must be communicated to all suppliers, contractors and business partners.

X. Compliance Monitoring

The implementation of these Guidelines shall be the responsibility of the Whistleblowing Committee, with the assistance of the Human Resources Department.