



COMBINED POLICY, PROCESS & PROCEDURE DOCUMENT

POLICY: Healthcare Conflicts of Interest Policy

POLICY NUMBER: COM-10

POLICY OWNER: Compliance Officer

POLICY LAST UPDATED: May 26, 2021

POLICY VERSION: 1.1

POLICY STATUS: Final

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REVISION AND APPROVAL HISTORY

Revision History

Version	Date	Author	Revision Notes
1.0	6/18/2020	Outside Counsel	Initial draft of policy
1.1	5/26/2021	Lexie Conway	Update to officers titles – Tim Stutz, Sam Kaufman, Mike Fromhold, Michael Lewis

Approval History

Approver	Title	Date	Signature
Lexie Conway	CO	5/26/2021	Lexie Conway

Review History

Review Date	Reviewer	Review Comments

I. PURPOSE

The purpose of this policy is to ensure that all Insight Global, LLC (“Insight Global” or the “Company”): (i) Board Members (as defined herein); (ii) Officers (as defined herein); and (iii) Key Agents (as defined herein) are in compliance with all applicable laws, rules and regulations that govern conflicts of interest. This policy is designed to ensure that conflicts of interests are appropriately identified and addressed.

II. DEFINITIONS

The following definitions are to be used as they relate to this policy. Similar or same terms may be defined differently under unique policies:

- Board Members - members of the Board of Directors (the “Board”) and committees with Board-delegated powers
- CO - Compliance Officer
- Immediate Family - spouse/domestic partner, parent, child, sibling, stepparent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, grandparent or grandchild, aunts, uncles, nephews, nieces and spouse of a grandparent or grandchild
- Key Agents - Any individual, whether a Company employee or contractor, who is in a position to exercise material influence over the affairs of the Company or act on its behalf in interacting with Company customers, as may be determined by Insight Global.
- Material Interest- includes but is not limited to an individual or his or her Immediate Family:
 - (i) having greater than a 5% interest in any single entity or property, this includes income or other remuneration, as well as investment and ownership interests;
 - (ii) serving as a director, trustee, officer, partner, employee, consultant, agent, member of the active professional staff, researcher or advisor (whether in a paid or voluntary capacity) of or to an entity other than Insight Global;
 - (iii) Holding an elected or appointed office or position in a branch of government or in a regulatory agency having authority or jurisdiction over Insight Global or any of Personnel; or
 - (iv) competing with Insight Global in the purchase or sale of property or any property right, interest or service.
- Officers - Bert Bean – Chief Executive Officer, Tim Stutz – Chief Operating Officer, Sam Kaufman – Chief Revenue Officer, Mike Fromhold – President, Michael Lewis – Chief Financial Officer, Treasurer, David Hudson – Chief Information Officer, David C. Lowance, Jr. – Senior Vice President, General Counsel and Secretary, George D. Nelson, III – Corporate Controller, Vice President and Assistant Treasurer/Secretary.
- Personnel - Company employees, directors, management, and individuals contracted by the Company to provide staffing support or related services directly to Insight Global customers

III. PROCEDURE

This policy is designed to ensure that all Board Members, Officers, and Key Agents understand their duty to disclose actual and potential conflicts of interest. **It is important that both the fact and the appearance of an actual or potential conflict of interest be avoided.**

All Board Members, Officers and Key Agents owe a duty of loyalty to the Company. The duty of loyalty requires that Board Members, Officers and Key Agents exercise their powers in good faith and in the best interests of Insight Global, rather than in their own interests or the interests of another person or entity.

Conflicts between the interests of Insight Global and the personal or financial interests of a Board Member, Officer or Key Agent may arise from time to time. Some conflicts of interest are illegal, and some are legal but may be unethical or create an appearance of impropriety. This policy is designed to protect Insight Global's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board Member, Officer or Key Agent, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

IV. RESPONSIBILITY

All Board Members, Officers, and Key Agents are expected to read and understand this policy in order to be alert to situations that may pose potential or actual conflicts of interest. Neither Insight Global, nor any Board Member, Officer or Key Agent thereof, shall enter into any transaction or arrangement that involves an actual, potential or apparent conflict of interest except in compliance with this policy.

Although, this policy is applicable only to Board Members, Officers, and Key Agents, all employees are subject to the conflicts of interest provisions in the Insight Global Code of Business Conduct and Ethics Policy.

Any questions about the applicability of this policy should be directed to the Compliance and Legal Department.

V. PROCESS

A. Conflicts. Conflicts may arise when: (i) the interest or activities of an individual (or those of a member of his or her Immediate Family) are competitive with or otherwise adverse to those of Insight Global; or (ii) the individual is in a position to influence a transaction or decision in such a way that it will, or might appear to, benefit the individual or his or her Immediate Family member. Such perceived or actual conflicts can best be addressed and resolved through full disclosure and review by appropriate individuals, together with a process for the approval of business decisions and transactions by non-interested decision makers.

B. Standards. An individual should not vote on, influence or make recommendations regarding a transaction or decision in which the individual or a member of his or her Immediate Family has a Material Interest. An individual, member of his or her

Immediate Family, or an entity in which one or more of them has a Material Interest may not do business with, or compete with, Insight Global unless expressly authorized by the appropriate governing body or disinterested officer after full disclosure. An individual or member of his or her Immediate Family should not accept gifts or other favor of value greater than one thousand dollars (>\$1,000) under circumstances that might lead to the inference that the gift or favor was intended to influence his or her decision-making while serving Insight Global. An individual should not disclose or use information of Insight Global for personal profit or advantage or use or disclose confidential and/or strategic information in advance of its authorized release.

C. Attestation, Disclosure and Certification.

1. **Annual Disclosure.** On an annual basis, all Personnel subject to this policy shall provide annual disclosure of their outside financial interest on the attached Conflict of Interest Attestation/Disclosure/Certification Form attached as "Attachment A". This form shall be immediately updated at any time during the year that any information requested on the form changes. It is the responsibility of the individual to update the form as needed. The form will be submitted to the Compliance Committee and the CO.
2. **Specific Disclosure.** In addition to the annual disclosure, any Personnel of Insight Global who is in a position to approve or influence a particular transaction or business decision in which the individual (or his or her Immediate Family member) has a Material Interest, shall disclose without delay the Material Interest to his or her supervisor, as appropriate, and then to the Compliance and Legal Department for review and resolution prior to any action by Insight Global. The Compliance and Legal Department shall seek guidance in these matters from the CEO and the Compliance Committee and CO as appropriate.

- D. Violations of the Conflicts of Interest Policy.** If the Compliance Committee and the CO has reasonable cause to believe that an individual subject to this policy has failed to make a conflict of interest disclosure required by this policy, it shall inform that individual of the basis for such belief and shall afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the response of the individual and making such further investigation as may be warranted under the circumstances, the Compliance Committee and the CO determines that the individual has in fact failed to make a required disclosure, it shall take appropriate disciplinary and corrective action.

VI. DOCUMENTATION:

All documentation related to Conflicts of Interest Attestation/Disclosure/Certification contemplated herein and below shall be maintained as personnel records in accordance with the Company's Record Retention Policy.

VII. APPROVAL/MAINTENANCE

This policy is approved by the CO and/or the Compliance Committee. Maintenance of this policy will be the responsibility of the Compliance Committee in coordination with the CO.

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Attachment

Insight Global, LLC Conflict of Interest Attestation/Disclosure/Certification

I understand that if I do not initial each Attestation below indicating agreement, then I must complete the Disclosure of Interest Section Further below:

Attestation

_____ I hereby attest that neither I nor any member of my Immediate Family now has, nor since my date of employment/engagement has had, any financial interest in any organization or enterprise with which Insight Global or any affiliated entities has done or now does business, or any interest in any business transaction involving Insight Global.

_____ I hereby attest that neither I am not employed or engaged as a consultant or independent contractor for any organization other than Insight Global or its affiliated entities.

_____ I hereby attest that I am not involved in any activity outside of Insight Global that constitutes, or potentially could be perceived to constitute, a conflict of interest.

Disclosure of Interest

Please explain in detail the financial interest or relationship being reported (attach additional sheets if needed).

Certification

I hereby certify that this accurately and completely describes, to the best of my knowledge and belief, all financial and other interests, which are required to be reported under this policy and the Insight Global Code of Business Conduct and Ethics Policy.

Signature of Affected Individual: _____

Typed/Printed Name of Affected Individual: _____

Date: _____

[Compliance Committee /CO] Review

Reviewed by: _____

Print name and title: _____

Date: _____