

# ELICIO THERAPEUTICS, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted January 6, 2021)  
(Effective as of February 4, 2021)  
(Amended February 16, 2024)

### INTRODUCTION

This Code of Business Conduct and Ethics (this “Code”) contains general guidelines for conducting the business of Elicio Therapeutics, Inc. (the “Company”) consistent with the highest standards of business ethics and to provide a clear understanding of the principles of business conduct and ethics that are expected of them and to aid them in making decisions when conducting the Company’s business and performing day-to-day duties. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers, employees and consultants. The term “us” or “employee” as used throughout the Code means (i) every full and part-time employee of the Company and its subsidiaries, (ii) all consultants of the Company and its subsidiaries (iii) all members of the Company’s senior management, including the Chief Executive Officer and Chief Financial Officer, and (iv) every member of the Company’s Board of Directors (the “Board”), even if such member is not employed by the Company. The term “you” means any employee.

### Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the Company’s General Counsel or Chief Financial Officer. The Company has also established an Ethics Hotline that is available 24 hours a day, 7 days a week at:

Email: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

Website: <https://www.lighthouse-services.com/elicio>

Phone Number:

- English-speaking USA and Canada: 833-214-6423
- Spanish-speaking USA and Canada: 800-216-1288

Fax: 215-689-3885 (must include company name with report)

Anonymous Reporting App:

- Keyword: elicio
  - Detailed app instructions download [here](#)

Any reports submitted via the Ethics Hotline will be reviewed by the Company's General Counsel or Chief Financial Officer and subsequently reported to the Audit Committee. You may remain anonymous and will not be required to reveal your identity in calls to the Ethics Hotline, although providing your identity may assist the Company in addressing your questions or concerns.

### **Reporting Violations of the Code**

All employees have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If you know of or believe there has been a violation of this Code, immediately report the conduct to your supervisor or the Company's General Counsel or Chief Financial Officer. The Company's General Counsel or Chief Financial Officer will work with you and your supervisor or other appropriate persons to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Company's General Counsel or Chief Financial Officer directly. The Company's General Counsel and Chief Financial Officer may change from time to time.

You may also report known or suspected violations of the Code on the Ethics Hotline that is available 24 hours a day, 7 days a week at:

Email: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

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It is Company policy that any employee who violates this Code, or who directs or approves a violation of this Code, may be subject to appropriate discipline, which may include termination of employment or removal from the Board, as appropriate. This determination will be based upon the facts and circumstances of each particular situation. If you are accused of violating this Code you will be given an opportunity to present your version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

### **Policy Against Retaliation**

The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment. You are entitled to make the report on a confidential and anonymous basis. To the extent an investigation must be initiated, the Company will endeavor to keep confidential any report you make, except to the extent disclosure is required by applicable law, regulation or court order or is necessary to permit a complete investigation of such report.

### **Complying with the Code**

The ultimate responsibility for maintaining the Code rests with each of us. As individuals of personal integrity, we can do no less than to behave in a way that will continue to bring credit to ourselves and the Company. Applying these standards to our business lives is an extension of the values by which we are known as individuals and by which we want to be known as a Company. To that end, the Company has made the Code publicly available on its website. It is our responsibility to conduct ourselves in an ethical business manner and also to ensure that others do the same. If any one of us violates these standards, he or she can expect a disciplinary response, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

While it is impossible for this Code to address specifically every situation that may arise, the principles embodied in the Code should govern our conduct at all times. If you are confronted with a situation not covered by the Code, or have questions regarding any matter that is specifically addressed in the Code, you are urged to consult with the Company's General Counsel or Chief Financial Officer or another member of senior management of the Company. Furthermore, the policies set forth in this Code are in addition to other policies of the Company that employees must comply with, including those set forth in any Employee Handbook in effect from time to time or in any other policy referenced in the Code.

The provisions of the Code regarding the actions the Company will take are guidelines which the Company intends to follow. There may be circumstances, however, that in the Company's judgment require different measures or actions and, in such cases, the Company may act accordingly while still seeking to remain consistent with the principles embodied in the Code.

In the case of any inconsistency between the provisions set out in this Code and the rules contained in any mandatory text, laws or interpretive case law applicable to the Company or employees, such mandatory text, laws or interpretive case law controls. In no instance should this Code be interpreted as modifying, amending or otherwise changing any legal text or precedent that applies to the Company or employees.

### **Waivers of the Code**

Any waiver of this Code for our directors, executive officers or other employees may be made only by the Board and will be disclosed to the public as required by law or the rules of the Nasdaq Global Select Market. Waivers of this Code for other employees may be made only by the Company's Chief Executive Officer, General Counsel or Chief Financial Officer and will be reported to the Company's Audit Committee.

## **CONFLICTS OF INTEREST**

### **Identifying Potential Conflicts of Interest**

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively. Immediate family members of employees, executive officers and directors are also covered in certain circumstances. For purposes of this section, an "immediate family member" in respect of any person means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and any person (other than a tenant or employee) sharing the household of such person.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- **Outside Employment.** No employee should be employed by, serve as a director, officer or in any other management or consulting capacity of, or provide any services to a company that the individual knows or has reason to believe is a material customer, supplier or competitor of the Company (other than services to be provided as part of an employee's job responsibilities for the Company) without prior approval of the Board. No employee shall conduct business on the Company's behalf with an outside enterprise which does or seeks to do business with the Company if an immediate family member of such employee is a principal or officer of such enterprise, or an employee of such enterprise who will play a significant role in the business done or to be done between the Company and such enterprise, without prior approval of the Audit Committee.
- **Improper Personal Benefits.** No employee or immediate family members of an employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. For instance, no employee should make side deals with the Company's customers in which the employee is separately

compensated by the customer or a third party. Please see “Gifts and Entertainment” below for additional guidelines in this area.

- Financial Interests. No employee or immediate family members should have a significant financial interest (ownership or otherwise) in any company that the individual knows or has reason to believe is a material customer, supplier or competitor of the Company. A “significant financial interest” includes (i) ownership of greater than 5% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- Loans or Other Financial Transactions. No employee or immediate family members should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that the individual knows or has reason to believe is a material customer, supplier or competitor of the Company. This restriction does not apply to or prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. No employee or immediate family members should join, or serve for more than six months on, a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to materially conflict with those of the Company.
- Actions of Family Members. The actions of immediate family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee’s objectivity in making decisions on behalf of the Company.

For purposes of this Code, a company is a “material” customer if the company has made one or more payments to the Company in the past year in the aggregate in excess of \$120,000. A company is a “material” supplier if it has received one or more payments from the Company in the past year in the aggregate in excess of \$120,000. If you are uncertain whether a particular company is a material customer or supplier, please contact the Company’s General Counsel or Chief Financial Officer for assistance.

Conflict of interest issues concerning the Company’s directors will be addressed by the Company’s Audit Committee. The Audit Committee will review and approve, in advance, all related-person transactions, as required by The Nasdaq Global Select Market or any other regulatory body to which the Company is subject from time to time.

### **Disclosure of Conflicts of Interest**

The Company requires that employees disclose any situation that reasonably would be expected to give rise to a conflict of interest. If you reasonably believe that you have a conflict of interest, or something that others would reasonably perceive as a conflict of interest, you must report it in writing to your supervisor or the Company’s General Counsel or Chief Financial Officer. Your supervisor and the Company’s General Counsel or Chief Financial Officer will

work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of the Code” above.

## **CORPORATE OPPORTUNITIES**

As an employee of the Company, you have an obligation to advance the Company’s interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property or information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with the Company for personal gain or should compete with the Company while employed by us or while serving as a director to us.

If you are an employee, you should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the General Counsel or Chief Financial Officer and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity.

If you are a director, you should disclose to the Board the terms and conditions of the opportunity, and you may only pursue such opportunity if the Board declines to pursue such opportunity.

If you are a consultant, you should disclose to your supervisor at the Company the terms and conditions of each business opportunity covered by this Code that your wish to pursue. Your supervisor at the Company will contact the General Counsel or Chief Financial Officer and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity.

If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code; *provided* that any pursuit of such business opportunity shall not interfere in any way with or otherwise interrupt your work, duties and responsibilities as an employee or director of the Company.

## **CONFIDENTIAL INFORMATION**

Employees have access to a variety of confidential information regarding the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. The types of information that each employee must safeguard include, by way of example only, to the extent unannounced or otherwise nonpublic, the Company’s plans and business strategy; inventions, discoveries, clinical and nonclinical data, results, protocols or other similar information; products; product candidates; intellectual property, regulatory, corporate partnering or M&A information, developments, prospects or communications; contracts; sales data; significant projects; customer and supplier lists; trade secrets; manufacturing techniques and sensitive financial information, in each case whether in electronic or paper format. These are costly, valuable resources developed for the exclusive benefit of the Company. Employees have a duty to safeguard all confidential

information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company. No employee shall disclose the Company's confidential information to an unauthorized third party or use the Company's confidential information for his or her own personal benefit.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Company's General Counsel or Chief Financial Officer.

## **COMPANY RECORDS AND DOCUMENT RETENTION**

Accurate and reliable records are crucial to our business. Under law, the Company is required to keep books, records and accounts that accurately and fairly reflect all Company transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements and for preparing periodic reports filed with the U.S. Securities and Exchange Commission (the "SEC"). Our records are the basis of our earnings statements, financial reports and many other aspects of our business and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, personnel records, records relating to our intellectual property, product development and collaborations and all other records maintained in the ordinary course of our business. Reports and other documents should state all material facts of a transaction and not omit any information that would be important in interpreting such report or document. Under no circumstance shall there be any unrecorded liability or fund of the Company, regardless of the purposes for which the liability or fund may have been intended, or any improper or inaccurate entry knowingly made on the books or records of the Company. No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment. In addition, intentional accounting misclassifications (e.g., expense versus capital) and intentional improper acceleration or deferral of expenses or revenues are unacceptable reporting practices that are expressly prohibited.

The Company has or will develop and maintain (a) a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, are properly recorded and posted and are in compliance with regulatory requirements and (b) disclosure controls and procedures to ensure that all of the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. In consideration of those

legal requirements and the Company's business needs, all employees must maintain records in accordance with these laws and any records retention policy that the Company may adopt from time to time.

Any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered or otherwise made unavailable after the employee in possession of such record has become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit.

All Company records must be complete, accurate and reliable in all material respects. Each employee must follow any formal document retention policy of the Company with respect to Company records within such employee's control. A request for a copy of any such document retention policy or questions concerning any such policies or practices should be directed to your supervisor, or the Company's General Counsel or Chief Financial Officer.

## **CORPORATE ADVANCES**

Under law, the Company may not loan money to employees except in limited circumstances. It shall be a violation of the Code for any employee to advance Company funds to any other employee or to himself or herself except for usual and customary business advances for legitimate corporate purposes that are approved by a manager or pursuant to any corporate credit card for usual and customary, legitimate business purposes. It is the Company's policy that any advance to an employee be approved in advance by the General Counsel or Chief Financial Officer.

Any Company credit cards are to be used only for authorized, legitimate business purposes. An employee will be responsible for any unauthorized charges to a Company credit card and may be subject to discipline for any use of a Company credit card to make any unauthorized purchase.

## **FAIR DEALING WITH CUSTOMERS, SUPPLIERS, COMPETITORS AND EMPLOYEES**

The Company does not seek to gain any advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company or employees. Offering, giving, soliciting or receiving any form of bribe to or from a vendor, service provider, supplier, regulatory official, physician, clinical investigator, investigative site or the like to influence its conduct is strictly prohibited.

### **Gifts**

Cash or cash-equivalent gifts must not be given by any employee to any person or enterprise. Gifts, favors and entertainment may be given to non-governmental employees if what is given is consistent with customary business practice; is not excessive in value and cannot be construed as a bribe or pay-off; is not in violation of applicable law or ethical standards; and will not embarrass the Company or any employee if publicly disclosed.

Gifts, favors, entertainment or other inducements may not be accepted by employees or

members of their immediate families from any person or organization that does or seeks to do business with, or is a competitor of, the Company, except as common courtesies usually associated with customary business practices. If the gift is of more than token value, the General Counsel or Chief Financial Officer must approve its acceptance.

An especially strict standard applies when suppliers, physicians, clinical investigators or investigative sites are involved. If a gift unduly influences or makes an employee feel obligated to “pay back” the other party with business, receipt of the gift is unacceptable.

It is never acceptable to accept a gift in cash or cash equivalent. Even cash gifts of token value must be declined and returned to the sender.

### **Unfair Competition**

Although the free enterprise system is based upon competition, rules have been imposed providing what can and what cannot be done in a competitive environment. The following practices can lead to liability for “unfair competition” and should be avoided. They are violations of the Code.

*Disparagement of Competitors.* It is not illegal to point out weaknesses in a competitor’s product, product candidate, service or operation; however, employees may not spread false rumors about competitors or make misrepresentations about their businesses. For example, an employee may not pass on anecdotal or unverified stories about a competitor’s product, product candidate, service or operation as the absolute truth.

*Disrupting a Competitor’s Business.* This includes bribing a competitor’s employees, posing as prospective customers or using deceptive practices such as enticing away employees in order to obtain secrets or destroy a competitor’s organization.

*Misrepresentations of Price and Product.* Lies or misrepresentations about the nature, quality or character of any Company product, product candidate or service are both illegal and contrary to Company policy.

### **Antitrust Concerns**

Federal and state antitrust laws are intended to preserve the free enterprise system by ensuring that competition is the primary regulator of the economy. Every corporate decision that involves customers, competitors, and business planning with respect to output, sales and pricing raises antitrust issues. Compliance with the antitrust laws is in the public interest, in the interest of the business community at large, and in the Company’s interest.

Failing to recognize antitrust risk is costly. Antitrust litigation can be very expensive and time consuming. Moreover, violations of the antitrust laws can, among other things, subject you and the Company to the imposition of injunctions, treble damages and heavy fines. Criminal penalties may also be imposed, and individual employees can receive heavy fines or even be imprisoned. For this reason, antitrust compliance should be taken seriously at all levels within the Company.

A primary focus of antitrust laws is on dealings between competitors. In all interactions with actual or potential competitors, employees must follow these rules:

- Never agree with a competitor or a group of competitors to charge the same prices or to use the same pricing methods, to allocate services, customers, private or governmental payor contracts, territories or on any other improper basis, to boycott or refuse to do business with a provider, vendor, payor or any other third party, or to refrain from the sale or marketing of, or limit the supply of, particular products or services.
- Never discuss past, present, or future prices, pricing policies, bundling, discounts or allowances, royalties, terms or conditions of sale, costs, choice of customers, territorial markets, production quotas, allocation of customers or territories, or bidding on a job with a competitor.
- Be careful of your conduct. An “agreement” that violates the antitrust laws may be not only a written or oral agreement, but also a “gentlemen’s agreement” or a tacit understanding. Such an “agreement” need not be in writing. It can be inferred from conduct, discussions or communications of any sort with a representative of a competitor.
- Make every output - and sales-related decision (pricing, volume, etc.) independently, in light of costs and market conditions and competitive prices.
- Carefully monitor trade association activity. These forums frequently create an opportunity for competitors to engage in antitrust violations.

Another focus of antitrust law is how a company deals with customers, suppliers, contractors and other third parties. The following practices could raise issues, and employees should always consult with the General Counsel or Chief Financial Officer before doing any of the following:

- refusing to sell to any customer or prospective customer;
- conditioning a sale on the customer’s purchasing another product or service, or on not purchasing the product of a competitor;
- agreeing with a customer on a minimum or maximum resale price of our products;
- imposing restrictions on the geographic area to which our customers may resell our products;
- requiring a supplier to purchase products from the Company as a condition of purchasing products from that supplier;
- entering into an exclusive dealing arrangement with a supplier or customer; or

- offering different prices, terms, services or allowances to different customers who compete or whose customers compete in the distribution of commodities.

Always immediately inform the General Counsel or Chief Financial Officer if local, state or federal law enforcement officials request information from the Company concerning its operations.

## **GOVERNMENT RELATIONS**

Employees must adhere to the highest standards of ethical conduct in all relationships with government employees and must not improperly attempt to influence the actions of any public official.

### **Government Procurement and Funding**

The U.S. government, governments of other countries and many state, regional and local governments have adopted comprehensive laws and regulations governing the purchase of products from private contractors or the provision of funds to the private sector for research and development. These laws and regulations are intended to assure that governmental entities receive pricing, terms, and conditions equivalent to those granted to the Company's most favored commercial counterparties and that there is full and open competition in contracting.

When selling products or services to, or seeking funding from, government agencies, the Company is accountable for complying with all applicable laws, regulations and other requirements. Certifications to, and contracts with, government agencies are to be signed by an employee authorized by the Board to sign such documents, based upon knowledge that all requirements have been fully satisfied.

### **Payments to Officials**

Payments or gifts shall not be made directly or indirectly to any government official or other government employee if the gift or payment is illegal under the laws of the country having jurisdiction over the transaction, or if it is for the purpose of influencing or inducing the recipient to do, or omit to do, any act in violation of his or her lawful duty. Under no circumstances should gifts be given to any government employees.

### **Political Contributions**

Company funds, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government. This policy does not preclude, where lawful, company expenditures to support or oppose public referendum or separate ballot issues, or, where lawful and when reviewed and approved in advance by the General Counsel or Chief Financial Officer, the formation and operation of a political action committee.

## **ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS**

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete

information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's Chief Financial Officer and other employees working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Company's General Counsel or Chief Financial Officer.

### **Insider Trading Policy**

Each employee should be familiar with and abide by the Company's Insider Trading Compliance Policy. A copy of this policy is given to all new employees and is available from the General Counsel or Chief Financial Officer.

### **Equal Employment Opportunity**

The Company makes employment-related decisions without regard to a person's race, color, religion, creed, sex or gender, sexual orientation, gender identity or expression, marital status, genetic information, national origin or ancestry, ethnicity, age, disability (mental or physical), pregnancy, childbirth or pregnancy-related condition, military or veteran status, or any other classification protected by applicable local, state or federal laws. "Employment decisions" generally mean decisions relating to hiring, recruiting, training, promotions and compensation, but the term may encompass other employment actions as well.

The Company encourages its employees to bring any problem, complaint or concern regarding any alleged employment discrimination to the attention of General Counsel or Chief Financial Officer. Employees who have concerns regarding conduct they believe is discriminatory should also feel free to make a report to the Ethics Hotline, to the General Counsel or Chief Financial Officer or to the chairperson of the Audit Committee.

### **Sexual Harassment Policy**

The Company is committed to maintaining a collegial work environment in which all individuals are treated with respect and dignity and which is free of sexual harassment. In keeping

with this commitment, the Company will not tolerate sexual harassment of employees by anyone, including any manager, coworker, director, consultant, vendor, supplier or customer, whether in the workplace, at assignments outside the workplace, at Company-sponsored social functions or elsewhere.

Each employee should be familiar with and abide by the Company's Sexual Harassment Policy. A copy of this policy is given to all employees and is available from the General Counsel or Chief Financial Officer.

### **Health, Safety & Environmental Laws**

Health, safety, and environmental responsibilities are fundamental to the Company's values. Employees are responsible for ensuring that the Company complies with all provisions of the health, safety, and environmental laws of each country in which the Company has operations.

The penalties that can be imposed against the Company and employees for failure to comply with health, safety, and environmental laws can be substantial and include imprisonment and fines.

### **Health Care Regulations**

The Company is committed to full compliance with federal and state laws, including laws prohibiting health care fraud and abuse such as the federal and state anti-kickback laws, the physician self-referral law commonly known as the Stark law and the federal and state false claims laws.

The federal anti-kickback statute prohibits the knowing and willful payment of remuneration to a physician, hospital or other source with the intent to induce the physician, hospital or other source to refer patients or order or recommend any items or services paid for by any federal health care program. There are certain "safe harbor" exceptions to this statute; however, their application is complicated. A violation of the federal anti-kickback statute can result in severe penalties, including criminal conviction, fines and exclusion from Medicare and Medicaid programs. Many other jurisdictions, including many states, have similar anti-kickback laws governing items or services payable under government programs or by private insurance companies.

A federal statute similar to the federal anti-kickback statute is the Stark Law. The Stark Law prohibits physicians who have certain financial relationships with health care entities from ordering designated health services for their patients from such entities. Certain safe harbor provisions exist, but are complicated in their application. A violation of the Stark Law can result in denial of payment and civil monetary penalties, as well as exclusion or loss of licensure.

Federal and state false claims laws prohibit knowing and willful false statements or representations made in connection with a claim submitted for reimbursement to health care programs such as Medicare and Medicaid. Claims that (i) provide misleading or incomplete information to customers regarding health care products or services, (ii) fail to include proper documentation or show a failure to obtain proper diagnosis information and (iii) bill for services not rendered, coded improperly or otherwise not rendered in the manner required, have resulted in

penalties to providers under false claims statutes. A violation of a false claims statute can result in severe consequences including civil penalties and criminal conviction.

As the application of federal and state anti-kickback and false claims laws is very complicated and nuanced, it is imperative that an employee with questions about the application of these laws contact the General Counsel or Chief Financial Officer for guidance in advance of taking any action where any such law may be applicable. Employees must strictly adhere to applicable internal controls, accounting procedures, related practices and disclosure requirements, in each case to the extent applicable to their roles at the Company, including as related to interactions with healthcare providers, to ensure compliance with applicable health care and other regulations.

## CONCLUSION

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics and in compliance with all applicable laws. If you have any questions about these guidelines, please contact your supervisor or the Company's General Counsel or Chief Financial Officer or the Ethics Hotline that is available 24 hours a day, 7 days a week at

Email: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

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The Company expects all of its employees to adhere to these standards. This Code shall be the Company's "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time. The most current version of this Code is available on the Company's website.

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