

Anti-trust Policy

Policy Number C-800

<i>Department(s)</i>	<i>All</i>
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Scope

All National Seating & Mobility policies and procedures apply to all owners, directors, officers, and employees of NSM and all related entities equally unless otherwise indicated. Employees include anyone that “moonlights,” works part-time, or consults with a competitor with Senior Management, Human Resources, and Legal approval.

Purpose/Policy Introduction

Anti-trust violations may subject NSM to severe civil and criminal monetary fines, civil liability for treble damages, and injunctions that could impair its ability to compete effectively. Anti-trust violations may also subject individual employees to imprisonment, personal liability, and substantial monetary fines. Defending against even a false charge can be costly. NSM therefore requires not only compliance with the law but avoidance of activities which, though not illegal, may pose unnecessary risks of litigation, government investigation, or injury to NSM’s reputation. The following limitations on information exchanges with Competitors are designed both to aid compliance with anti-trust laws and protect NSM’s competitive and financial interests.

Policy

NSM and its officers, directors and employees (collectively, “employees”) shall comply with the following:

1. Prohibited Communications: Except with legal advice from the Legal Department, or as set forth below, employees shall not communicate with a Competitor, either directly or through other employees, contractors, consultants or other third parties, about the following:
 - a. prices charged for goods or services, including physician services;
 - b. costs of goods, supplies, equipment, or services;
 - c. employee salaries, wages, or benefits, compensation policies, employment policies or terms of collective bargaining agreements, employment contracts or severance agreements;
 - d. terms of managed care contracts;

- e. terms of equipment, supply or service contracts;
- f. allocation among competitors of customers, services or territories;
- g. exclusion of any existing or potential competitor or supplier from the market; or
- h. joint bidding or joint venture arrangements.

These topics are referred to in this policy as Competitively Sensitive Topics. This policy does not prohibit seeking or using information concerning Competitively Sensitive Topics that is publicly available.

2. Permissible Communications: There are many legitimate business reasons to communicate with Competitors that this policy is not designed to prohibit. For example, this policy does not prohibit communications with Competitors concerning:

- a. equipment provided to clients;
- b. client billing matters;
- d. ATP credentialing;
- e. development of Electronic Health Records data bases;
- f. improvement of client safety or quality of client care;
- g. emergency preparedness planning or community emergency response;
- h. medical research projects;
- i. general trends in the healthcare industry; or
- j. non-business matters.

Even when discussing permissible topics, however, employees must still abide by requirements to protect privileged, proprietary or confidential information.

It is not practical to identify every topic on which it is permissible to communicate with Competitors. For any topic not expressly prohibited above but that is not expressly addressed in other sections of this Policy, advice should be sought from the Legal Department.

3. Surveys: NSM employees or associates may not survey Competitors concerning Competitively Sensitive Topics listed above, nor participate in such surveys conducted by a Competitor. NSM may use or participate in outside party surveys of prices, costs, compensation or employee benefits if:

- a. with respect to referral sources, the survey complies with NSM's policy governing the market value of goods or services provided to potential referral sources and Compliance has been consulted; or
- b. as to employee compensation and benefits, the outside party surveyor gives written assurances that the survey meets the Anti-trust Safety Zone guidelines set forth in the U.S. Department of Justice and Federal Trade Commission Statements of Anti-trust Enforcement Policy in Health Care. Those guidelines are:
 - the survey is managed by a non-competitor third-party (e.g., a government agency, commercial vendor, academic institution or trade association);

- the information provided by the survey participants is at least 3 months old;
- there are at least five participants covered by each category of reported data;
- no single participant's data represents more than 25% of the reported data; and
- the survey results are presented in an aggregated manner that does not allow the individual participant's information to be identified.

If assistance is needed to obtain assurances of compliance for a particular survey, or if there are otherwise concerns about whether a survey meets the Safety Zone guidelines, contact the Legal Department

4. Recruitment: For Recruitment Purposes, an NSM employee may discuss wages, benefits, or other Competitively Sensitive Topics with a current or prospective employee, or independent contractor even though he or she may also be associated with a Competitor. However, except with prior legal guidance, the NSM employee may not contact the Competitor to verify the information discussed.

5. Employment Verification: the NSM Human Resources Department provides employment verification to other employers, lenders, apartment managers and other credit agencies, in accordance with specific HR policies. If there is a need for any other communication with a Competitor concerning a particular employee or prospective employee, NSM must first seek legal advice from the Legal Department.

6. Business Transactions: NSM employees must seek legal advice from the Legal Department prior to conducting negotiations or due diligence with respect to a potential merger, acquisition, joint venture, divestiture or other non-recruitment business transaction that involves a Competitor, or employees of a Competitor.

7. Seminars and Trade Meetings: Employees may participate in social functions, seminars, conferences or trade association with Competitors as long as they abide by this Policy. If a Competitor or someone else initiates a discussion of non-public, Competitor-specific information relating to a Competitively Sensitive Topic covered in Paragraph 1, steps must be taken to avoid any appearance of having participated in or condoned the discussion. This might include, for example, objecting to the discussion and asking that it stop, or leaving the meeting.

Procedure

Requests for legal advice pursuant to this policy should be directed to the Legal Department. It is contemplated that the Legal Department will give legal advice concerning specific situations, and, from time to time, may issue guidelines of general applicability for certain categories of communications with Competitors.

References/Resources

<https://www.ftc.gov/advice-guidance/competition-guidance/guide-antitrust-laws/antitrust-laws>

Definitions

Term	Definition
Competitor	For the purposes of this policy, a competitor is any person or entity that provides products or services that are similar to, or are viable alternatives to, products and services provided by NSM. A Competitor may also be a person or entity that competes for supplies, labor, equipment contracts or other inputs that affect NSM's costs. For purposes of this policy, employees of NSM are not deemed Competitors solely as a result of being also employed by, or having privileges with, a Competitor.
Communicating	Communicating with Competitors includes providing or receiving documents; sending or receiving letters, memos, emails or other text messages; engaging in phone or personal conversations; or participating in meetings or seminars, such as trade association meeting or industry conferences.
Recruitment Purposes	Includes recruitment, retention, or negotiation of compensation or other terms of employment with a current or prospective employee.

Policy History

Creation/Revision/Review Date	Author/Reviewer	Approved by	Description
5/30/2023	Matt Pierce/Jeff Matukewicz/ Ann Mahaffey	Matt Pierce	