



CODE OF CONDUCT



Dear Partner,

Our purpose is simple at CPSI: Create thriving communities across the world. It's a commitment to make a difference and contribute to a greater cause, not just for our customers, employees and shareholders, but all of the communities where we work and live. There are a lot of people counting on us out there, and we cannot serve them without having our actions—both personal and professional—rooted in our Mission and Values.

I'm proud of the work that we do and the way that we do it. Acting ethically and responsibly is not just the right thing to do, but the right way to do business. Every day, we're all entrusted with decisions that may impact our reputation and relationships with each other and the people we serve. By conducting ourselves with integrity and transparency, acting from a place of empathy and humanity, we're able to build trust, understanding and stronger relationships.

Think of the CPSI Code of Conduct as a compass. It may show the way to make ethical decisions around the workplace, but it's up to each and every one of us to take the steps. Though the journey may sometimes be difficult, it's ultimately an empowering experience. So never be afraid to ask for help if you have a question or concern. And if you're unable to do so, please speak up.

If you're reading this right now, take pride. You're the inheritor of a reputation built on forty years of ethics and integrity. You're a vital part of CPSI's essential role in healthcare today and the foundation of our success in the years to come. We're entrusting our legacy to you with this Code of Conduct. Take your time to study it, understand it and apply it every day.

Thank you for your dedication to these principles and for everything you do to help CPSI create an environment for healthcare workers to focus on using their time to do what they do best—provide quality care.

[SIGNATURE HERE]

**Chris Fowler**  
President and CEO



# OUR MISSION

For more than 40 years, we've been known as a company that places integrity and trust above all else. We act with courage, challenge the status quo, celebrate our successes while learning from our failures, find new ways to innovate, to grow as a company and as people. With our partners and customers, we live these values:

## + EMBRACE THE FUN

CPSI believes in bringing a sense of joy and levity to the jobs that we do. We celebrate the successes of our personnel and partners, encourage vulnerability and authenticity, and appreciate the unique insights that arise from our differences. Grin, don't grind.

## + DARE TO EXPLORE

We value progress over perfection and see failure as a necessary step on the path to achievement. In order to challenge the status quo, we must be comfortable with being uncomfortable, ask the questions that we don't know the answers to, express a dissenting point of view, and own our mistakes as well as our achievements. Fail fast and learn.

## + GO AFTER GREATNESS

We cannot lead our industry without inspiring our team to dream big and achieve bigger. All ideas are encouraged. Make big bets, execute and enhance. Be bold. Take chances. Triumph together.

## + DO THE RIGHT THING

Our reputation as an ethical company is one of our most valuable assets and crucial to our continued success. It's our responsibility to act with openness and transparency, have the difficult conversations and keep our commitments while delivering a wow experience for our customers. It's what you do and how you do it.

## + PUT PEOPLE FIRST

Here at CPSI, we not only take care of ourselves, but our friends and neighbors along the way. We practice selfcare and find ways to be kind, empathetic and to always pay it forward. We value the person above the project because our humanity and compassion are the core of who are. Good work comes from great people.

# AND VALUES

# INTRODUCTION

This Code of Business Conduct and Ethics (this “Code”) sets forth the guiding principles by which we operate Computer Programs and Systems, Inc. (“CPSI”) and conduct our daily business with our stockholders, customers, suppliers and with each other. We want all directors, officers and employees of CPSI and any subsidiary of CPSI, and all agents and representatives, including consultants, acting on CPSI’s or any subsidiary’s behalf, to read this Code, understand it, and commit to acting in accordance with it.

While this Code covers a wide range of business practices and procedures, it does not include all of the policies and procedures of CPSI. It does not cover every issue that may arise, but sets out basic principles to guide us in making sound judgments regarding compliance with the law and ethical business conduct.

We must seek to avoid even the appearance of improper behavior. CPSI takes this commitment seriously. Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment or contract. *If you have questions about adherence to this Code or concerns about actual or potential violations, you should follow the procedures in this Code for raising questions and reporting concerns.*

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

Obeying the law, both in letter and in spirit, is the foundation on which CPSI's ethical standards are built. We must all respect and obey the laws of the countries, states and cities in which we operate. Although not all employees are expected to know all the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

As appropriate, CPSI will hold information and training sessions to educate us on applicable laws, rules and regulations and how to comply. If a law conflicts with a policy in this Code, we must comply with the law.

## **02 CONFLICTS OF INTEREST**

We should be scrupulous in avoiding any action or interest that conflicts with, or gives the appearance of a conflict with, CPSI's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of CPSI. A conflict situation can arise when we take actions or have interests that may make it difficult to perform our work for CPSI objectively and effectively. Conflicts of interest may also arise when we, or a member of our family, receive improper personal benefits as a result of our position with CPSI, whether from a third party or from CPSI.

Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest. It is almost always a conflict of interest for a CPSI employee to work simultaneously for a competitor, customer or service provider. You are not allowed to work for a competitor as a consultant or board member. It is best to avoid any direct or indirect business connection with our customers, suppliers, service providers or competitors except on CPSI's behalf.

Conflicts of interest are prohibited as a matter of CPSI policy, except under guidelines approved by CPSI's Board of Directors (the "Board"). Conflicts of interest may not always be clear, so if you have a question, you should follow the procedures in this Code for raising questions.

### **03 INSIDER TRADING**

Those of us who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about CPSI should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but illegal.

In order to assist with compliance with laws against insider trading, CPSI has adopted a separate Insider Trading Policy governing trading in securities of CPSI. If you have any questions, please consult CPSI’s Chief Financial Officer, who serves as the Insider Trading Compliance Officer of CPSI.

### **04 CORPORATE OPPORTUNITIES**

We are prohibited from taking for ourselves personal opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No one may use corporate property, information or position for improper personal gain or compete with CPSI directly or indirectly. We owe a duty to CPSI to advance its legitimate interests when the opportunity to do so arises.

### **05 COMPETITION AND FAIR DEALING**

We seek to outperform our competition fairly and honestly. CPSI seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent or inducing such disclosures by past or present employees of other companies is prohibited. All of us should endeavor to respect the rights of and deal fairly with CPSI’s customers, suppliers, competitors and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice, including bribery or corruption.

## 06 PROHIBITION AGAINST CORRUPTION AND BRIBERY

CPSI strictly prohibits all forms of bribery in connection with CPSI business. CPSI's policy is to comply with all anti-corruption laws in the jurisdictions in which it operates and to accurately reflect all transactions in CPSI's books and records. We must never offer or accept bribes or kickbacks in connection with CPSI business and must not participate in or facilitate corrupt activity of any kind.

CPSI's prohibition against offering, promising or paying bribes also applies to third parties who provide services or act on CPSI's behalf, such as suppliers, agents, contractors, consultants and distributors. We must never engage a third party whom we believe may attempt to offer a bribe in connection with CPSI business.

Anti-corruption laws can be difficult to interpret and apply. CPSI has adopted an Anti-Corruption Policy to provide you with additional guidance. You should contact CPSI's Compliance Point of Contact if you have any questions regarding this Policy or its application.

## 07 GIFTS, MEALS, ENTERTAINMENT AND TRAVEL

The exchange or provision of gifts, meals, entertainment and travel ("GMET") can create goodwill and sound working relationships; however, it can also create real or perceived conflicts of interest. GMET can also be perceived as a bribe under applicable laws and international standards. To avoid such perceptions, CPSI expects us and the third parties with whom we work to only provide reasonable, appropriate GMET for business purposes and strictly comply with CPSI's GMET Policy, especially when providing any GMET to employees or agents of government agencies, public institutions and state-owned enterprises.

## **08** INTERNATIONAL TRADE AND SANCTIONS COMPLIANCE

In every country in which we do business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit the physical shipment of our products or the transfer or electronic transmission of software and technology to certain destinations, entities and foreign persons. CPSI prohibits funding, facilitating or engaging in any activities, business or transaction of or with any sanctioned person, in any sanctioned country/territory or otherwise in any manner that would result in the violation of economic sanctions imposed by the U.S. or other applicable authority.

International trade and sanctions laws can be difficult to interpret and apply. Contact CPSI's Compliance Point of Contact if you have any questions regarding these laws.

## **09** BILLING AND CODING COMPLIANCE

With respect to any person or entity that engages in billing practices on CPSI's behalf, it is CPSI's policy for these parties to know and comply with the billing and coding requirements for Medicare, Medicaid and other federal health programs, as well as all other third-party payers responsible for reimbursement of claims to CPSI's customers. Billing and coding policies are addressed in more detail in the TruBridge Medical Billing and Medical Coding Compliance Policies and Procedures.

## **10** DISCRIMINATION AND HARASSMENT

The diversity of CPSI's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of prohibited conduct include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Additional information on CPSI's employment policies and procedures can be obtained on the Company's Intranet.





## **11 HEALTH AND SAFETY**

CPSI strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices, and reporting accidents, injuries and unsafe equipment, practices and conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs, legal drugs that may impair job performance or alcohol. The use of illegal drugs, legal drugs that may impair job performance or alcohol in the workplace will not be tolerated.

## **12 RECORD-KEEPING**

CPSI requires honest and accurate recording and reporting of all information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported for compensation purposes.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the Company's Compliance Point of Contact or his or her designee or follow the procedures in this Code for raising questions or reporting concerns.

All of CPSI's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect CPSI's transactions and must conform both to applicable legal requirements and to CPSI's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless expressly permitted by applicable law or regulation.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to CPSI's record retention policies.

## **13** CONFIDENTIAL AND PROPRIETARY INFORMATION

We must protect the confidential and proprietary information entrusted to us by CPSI or its customers or suppliers. To avoid violating CPSI policy or the law, we may only use or distribute Confidential and Proprietary Information when it is authorized by an executive officer of CPSI, required by laws or regulations, or permitted by a whistleblower or reporting statute.

Confidential information includes all non-public information that might be of use to competitors or harmful to CPSI or its customers, suppliers or employees, if disclosed.

“Confidential information” specifically includes Protected Health Information (“PHI”), such as patient diagnosis, treatment and financial information and patient lists. Under the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) and the regulations pertaining to it, CPSI is expected to maintain the privacy of and security of PHI. For additional information, consult CPSI’s HIPAA policies and related procedures.

Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business and marketing information and unpublished financial data and reports. For more information regarding Confidential and Proprietary Information, consult the Protection of Confidential and Proprietary Information Policy.

The obligation to protect Confidential and Proprietary Information continues even after employment ends. You should contact CPSI’s Compliance Officer if you have any questions regarding CPSI’s Confidential and Proprietary Information policies and procedures.

## **14** PROTECTION AND PROPER USE OF COMPANY ASSETS

We should endeavor to protect CPSI’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on CPSI’s profitability. Any suspected incident of fraud or theft should be immediately reported for investigation pursuant to the procedures in this Code for reporting concerns. CPSI equipment should not be used for non-CPSI business, though incidental personal use may be permitted.

## 15 QUESTIONS REGARDING COMPLIANCE WITH THIS CODE OR YOUR BEHAVIOR

We must all work to ensure compliance with the law and this Code and ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know what is and is not appropriate. When in doubt, you should:

### **Consult CPSI's policies and procedures.**

This Code references a number of stand-alone policies and procedures. They are available to all employees on the Company's Intranet. These policies will provide you with additional detail.

### **Make sure you have all the facts.**

In order to reach the right solution, you and CPSI must be as fully informed as possible.

### **Ask yourself: What specifically do I want to do or am I being asked to do? Does it seem unethical or improper?**

This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is and should not be done.

### **Clarify your responsibility and role.**

In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

### **Discuss the problem with your supervisor or CPSI contact in the case of third parties.**

This is the basic guidance for all situations. In many cases, your supervisor or CPSI contact, as applicable, will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Your supervisor or CPSI contact will also be able to seek advice from others in CPSI or outside counsel if necessary. Remember that it is your supervisor's or CPSI contact's responsibility to help solve problems.

### **Seek help from CPSI resources.**

In the rare case where it may not be appropriate to discuss an issue with your supervisor or CPSI contact, or where you do not feel comfortable approaching your supervisor or CPSI contact with your question, discuss it with CPSI's Compliance Point of Contact.

### **Always ask first. Act later.**

If you are unsure of what to do in any situation, seek guidance before you act.

## **16** REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Any of us who suspect or know of violations of this Code or other illegal or unethical business conduct relating to CPSI business have an obligation to report. Everyone is encouraged to first report matters to their supervisor or CPSI contact in the case of third parties. Typically, the order in which to report concerns is the following:

- 1. Contact your direct supervisor**
- 2. Contact someone else in senior management**
- 3. Contact Human Resources**
- 4. Contact the Corporate Compliance Officer**
- 5. Contact the Hotline (via phone or web portal)**

If you do not feel comfortable reporting possible misconduct directly to your supervisor or CPSI contact, you may report to someone else in senior management, Human Resources, CPSI's Compliance Point of Contact or report the issue anonymously by going to [MyComplianceReport.com](https://MyComplianceReport.com) and using access ID "CPSI" or by calling our third-party compliance hotline at (800) 385-4387. Regardless of how you report, your complaint will be investigated and addressed. We are all expected to assist CPSI in any investigation conducted to address a potential violation of this Code or other illegal or unethical business conduct.

CPSI is prohibited from retaliating against employees who provide information, assist in an investigation or participate in a proceeding concerning alleged violations of this Code or illegal or unethical business or workplace conduct. Therefore, any employee may submit a good faith concern regarding potential violations of this Code or illegal or unethical business conduct without fear of dismissal or retaliation of any kind. CPSI will also seek to protect any reporter's identity if possible.

Likewise, nothing in the Code of Business Conduct and Ethics or CPSI's policies is designed to limit an employee's ability to communicate with any government agencies (including the SEC and any other federal, state or local government regulatory or law enforcement agencies). You have the right to participate in and fully cooperate with any investigation or proceeding that may be conducted by any of these government agencies, including providing documents or other information, without notice to or approval from CPSI. You are also permitted under all circumstances to file a charge or complaint with or recover an award from the government agencies, and to provide confidential

information to government agencies without risk of being held liable by CPSI for any penalty.

Additional details regarding the procedures for reporting a suspected violation or complaint are available in the CPSI Policy for Reporting Violations and Complaints.

## **17 AMENDMENTS AND WAIVERS OF THIS CODE**

Any amendments to or waivers of this Code applicable to executive officers or directors may be made only by the Board or a Board committee to which this responsibility has been delegated and will be promptly disclosed as required by law or stock exchange requirements.

# CERTIFICATION

## CERTIFICATION AND ACKNOWLEDGMENT

I, \_\_\_\_\_, hereby certify that I have reviewed, understand and will comply with Computer Programs and Systems, Inc.'s Code of Business Conduct and Ethics. I understand and agree that any violation of the Code or the policies contained therein may result in disciplinary action, up to and including termination of my employment and/or any other association with CPSI.

Name (Signature) \_\_\_\_\_


Name (Print) \_\_\_\_\_

Date \_\_\_\_\_

## COMPUTER PROGRAMS AND SYSTEMS, INC. CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

CPSI has a Code of Business Conduct and Ethics (the “Code”) applicable to all directors, officers and employees of CPSI. The CEO and all senior financial officers, including the CFO and principal accounting officer and controller, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code, the CEO and senior financial officers are subject to the following additional specific policies:

- 1.** The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by CPSI with the Securities and Exchange Commission (the “SEC”). Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Audit Committee of the Board of Directors (the “Board”) any material information of which he or she may become aware that affects the disclosures made by CPSI in its public filings.
- 2.** The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee of the Board any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect CPSI’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in CPSI’s financial reporting, disclosures or internal controls.
- 3.** The CEO and each senior financial officer shall promptly bring to the attention of the CEO and the Audit Committee of the Board any information he or she may have concerning any violation of the Code, including any actual or apparent conflicts of interest between personal and professional relationships involving any officers or other employees who have a significant role in CPSI’s financial reporting, disclosures or internal controls.
- 4.** The CEO and each senior financial officer shall promptly bring to the attention of the CEO and the Audit Committee of the Board any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to CPSI and the operation of its business, by CPSI or any agent thereof, or of a violation of the Code or of these additional policies.



5. The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code or these additional policies by the CEO or any of CPSI's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code and these additional policies. These actions shall include written notices to the officer involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the officer involved, suspension with or without pay or benefits, or termination of the individual's employment (as determined by the Board). In determining what action is appropriate in a particular case, the Board or a designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or a repeated occurrence, whether the violation appears to have been intentional or inadvertent, whether the officer in question had been advised prior to the violation as to the proper course of action, and whether the officer in question had committed other violations in the past.



cpsi<sup>®</sup>