



Legacy Care Partners, Inc.

CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted and approved September 29, 2021

and effective as of the consummation of the Company's business combination)

I. Introduction

Legacy Care Partners, Inc. and its subsidiaries, affiliates, and successors (the "Company" or Legacy Care Partners") is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted this Code of Business Conduct and Ethics (the "Code"). The Code is intended to:

- promote honest and ethical conduct, including the ethical handling of conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC") and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

Core Values

Legacy Care Partners is committed to serving its customers and employing individuals with personal standards consistent with that of the Company's standards of integrity, professionalism, and commitment to superior results. These standards create a foundation of trust and success that is reflected in the Company's relationships with customers, suppliers, stakeholders, stockholders, and one another.

Diversity and Inclusion

The Company is committed to a diverse and inclusive workplace where its employees are treated with dignity and respect. The Company believes that the diverse backgrounds of its workforce contribute to the richness of its community, and that everyone does their best work in an environment that fosters diversity, inclusion and respect. In furtherance of the foregoing, the Company is actively working towards and committed to improving diversity and inclusion with respect to its workforce, including on its board of directors and leadership positions, and will update and document progress on its diversity and inclusion practices.

Scope and Responsibilities

Legacy Care Partners is committed to promoting an environment where compliance with applicable laws and regulations is expected and ethical behavior is the norm. This Code applies to all directors, officers, and employees of Legacy Care Partners. Unless otherwise stated, references to employees in this Code are intended to cover the Company's Board of Directors (the "directors" or the "Board") and all officers, employees, independent contractors and consultants of the Company. All directors, officers and employees of the Company are required to be familiar with this Code, comply with its provisions, and report any suspected violations as described below. Officers, managers, and other supervisors are expected to develop a sense of commitment in employees to the spirit and the letter of the Code. Managers and supervisors are also expected to require all agents, consultants and contractors working with or on behalf of Legacy Care Partners to conform to the standards set forth herein.

Nothing in this Code is intended to alter existing legal rights and obligations of Legacy Care Partners or any of its employees, including "at-will" employment, or other arrangements or agreements that the Company may have with its employees. In addition, each employee is expected to comply with the Employee Handbook and all other applicable Company policies and procedures, many of which supplement this Code by providing more detailed guidance. The Company may modify or update these specific policies and procedures from time to time and adopt new Company policies and procedures in the future.

Making Reasonable Business Decisions

The Code cannot address every ethical issue or circumstance that may arise. Accordingly, in complying with the letter and spirit of the Code, it is everyone's responsibility to apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions where this Code offers no specific guidance. Employees should consider not only their own conduct, but also that of their family members. Throughout this Code, the term "family member" refers to an employee's spouse/partner, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such employee's home (other than a tenant or employee).

In making reasonable business decisions, some factors to consider are:

- Is this action legal, reasonable and made in good faith?
- Does this action comply with this Code and the policies contained herein?
- Does this action otherwise comply with all Company policies?
- Is it clear that you and Legacy Care Partners would not be embarrassed or compromised if this action were to become known publicly?

General Questions, Reports and Non-Retaliation

If you have general questions or concerns regarding the Code, you should discuss them with your supervisor, any member of your management team, or a member of the People Team. If you need to report a violation or a suspected violation, please follow the reporting instructions outlined in the

applicable policy or reach out to the People Team or Legal Team for guidance. You may also make a report anonymously at tips@lcpicare.com.

Legacy Care Partners is committed to preventing retaliation against any employee who reports activity undertaken in connection with the performance of any Company activity that may be in violation of the Code, the Employee Handbook, or any local, state or federal law or related regulations. Legacy Care Partners does not tolerate unlawful retaliation and no adverse action will be taken against any employee who makes a good faith complaint about a violation of this Code. Every effort will be made to investigate allegations in as prompt and confidential manner as possible, and to take any appropriate remedial or corrective action. If the investigation confirms conduct contrary to this Code, Legacy Care Partners will take effective remedial action commensurate with the severity of the offense, up to and including immediate termination of employment.

II. POLICIES OUTLINING LEGACY CARE PARTNERS BUSINESS ETHICS

Honest and Ethical Conduct

At Legacy Care Partners, we promote high standards of integrity by conducting our affairs honestly and ethically. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her duties.

Conflicts of Interest

Employees are expected to avoid actual or apparent conflicts of interest between their personal and professional relationships. For directors, this may include recusal from discussions of the Board when their participation could be perceived as creating such a conflict. A conflict of interest occurs when an individual's personal interest (or the interest of a family member) interferes with the interests of the Company as a whole. Conflicts of interest also arise when an employee, officer or director (or a family member) receives improper personal benefits as a result of his or her position in the Company.

Loans by the Company to, or guarantees by the Company for, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations for, any director, officer, or their family members are expressly prohibited by law and Company policy. In addition, approval of the Board is required for any Company loan to any other employee.

It is not possible to define all the circumstances and relationships that might create a conflict of interest. Whether or not a conflict of interest exists or will exist can be unclear. If a situation arises where there is a potential conflict of interest, employees should seek guidance on how to proceed.

Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict for themselves should discuss the matter with their manager, and seek a determination and prior authorization or approval from the leadership team. The leadership team may not authorize or approve conflicts of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the General Counsel with a written description of the activity and seeking the General Counsel's written approval. If the leadership is personally involved in the potential or actual conflict, the matter should instead be raised directly with the General Counsel.

Executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the General Counsel. If a director believes a situation may exist in which the director has a conflict of interest that would interfere with the ability to perform the director's responsibilities to the Company, the director must promptly notify the Audit Chair (or, in the case of the Audit Chair, the General Counsel). In such a scenario, the Audit Committee, acting where appropriate on the advice and guidance of counsel, will review all relevant facts and may (i) determine that the conduct or situation does not amount to a conflict of interest, (ii) provide guidance to avoid a conflict from developing (such as suggesting recusal from consideration and/or approval of specific matters that come before the Board) or (iii) declare that the director may not pursue a certain course of action, or must terminate the conflict.

Compliance with Laws, Rules and Regulations

Employees, officers and directors should strive to comply with all applicable laws, rules and regulations in the cities and states in which the Company operates. The Company's success depends upon each employee operating within legal guidelines and cooperating with authorities. It is essential that all employees know and understand the legal and regulatory requirements that apply to the Company's business and to their specific areas of responsibility. While an employee is not expected to have complete mastery of these laws, rules and regulations, employees are expected to be able to recognize situations that require consultation with others to determine the appropriate course of action. Questions about compliance should be addressed to the General Counsel.

No director, officer or employee may trade in Company securities while in possession of material nonpublic information regarding the Company, except pursuant to an approved 10b5-1 trading plan implemented in accordance with the Company's Insider Trading Policy, nor may any director, officer or employee trade in another company's securities while in possession of material nonpublic information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material nonpublic information regarding the Company or any other company to:

- obtain profit for himself or herself; or
- directly or indirectly "tip" others who might make an investment decision on the basis of that information.

Honest and Accurate Disclosures

The Company strives to maintain integrity of the Company's records and public disclosures. The Company's corporate and business records, including all supporting entries to the Company's books of account, must be completed honestly, accurately and understandably. The Company's records are important to investors and creditors. They serve as a basis for managing the Company's business and are important in meeting the Company's obligations to business partners, suppliers, vendors, creditors, employees and others with whom the Company does business. The Company depends on the books, records and accounts accurately and fairly reflecting, in reasonable detail, the Company's assets, liabilities, revenues, costs, as well as all transactions and changes in assets and liabilities.

To help ensure the integrity of the Company's records and public disclosure, the Company requires that:

- no entry be made in the Company's books and records that is intentionally false or misleading;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in the Company's books and records;
- employees comply with the Company's system of internal controls and be held accountable for their entries;
- any off-balance sheet arrangements of the Company are clearly and appropriately disclosed;
- employees work cooperatively with the Company's independent auditors in their audit of the Company's financial statements and disclosure documents;
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund; and
- records be retained or destroyed according to the Company's document retention policies or procedures then in effect.

The Company's disclosure controls and procedures are designed to help ensure that the Company's reports and documents filed with or submitted to the SEC and other public disclosures are complete, fair, accurate, fairly present the Company's financial condition and results of operations and are timely and understandable. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should be familiar with and adhere to all disclosure controls and procedures and generally assist the Company in producing financial disclosures that contain all of the information about the Company that is required by law and would be important to enable investors to understand the Company's business and its attendant risks. These controls and procedures include, but are not limited to, the following:

- no employee may take or authorize any action that would cause the Company's financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all employees must cooperate fully with the Company's finance department, as well as the Company's independent auditors and legal counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that the Company's books and records, as well as its reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company's reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports accurate in all material respects.

In connection with the preparation of the financial and other disclosures that the Company makes to the public, including by press release or filing a document with the SEC, directors must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- act honestly, ethically, and with integrity;
- comply with the Code;
- endeavor to ensure complete, fair, accurate, timely and understandable disclosure in the Company's filings with the SEC;
- raise questions and concerns regarding the Company's public disclosures when necessary and ensure that such questions and concerns are appropriately addressed;
- act in good faith in accordance with the director's business judgment, without misrepresenting material facts or allowing independent judgment to be subordinated by others; and
- comply with the Company's disclosure controls and procedures and internal controls over financial reporting.

If an employee becomes aware that the Company's public disclosures are not complete, fair and accurate, or if an employee becomes aware of a transaction or development that the employee believes may require disclosure, the employee should report the matter immediately.

Conduct of Senior Financial Employees

Legacy Care Partners finance department has a special responsibility to promote integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. As such, the

Board requires that the Chief Executive Officer and senior personnel in the Company's finance department adhere to the following ethical principles and accept the obligation to foster a culture throughout the Company as a whole that ensures the accurate and timely reporting of the Company's financial results and condition.

Because of this special role, the Company requires that the Chief Executive Officer, Chief Financial Officer, Vice President of Finance, Corporate Controller, and any other persons performing similar functions ("Senior Financial Employees"):

- Act with honesty and integrity and use due care and diligence in performing their responsibilities to the Company.
- Avoid situations that represent actual or apparent conflicts of interest with their responsibilities to the Company, and disclose promptly to the Audit Committee, any transaction or personal or professional relationship that reasonably could be expected to give rise to such an actual or apparent conflict. Without limiting the foregoing, and for the sake of avoiding an implication of impropriety, Senior Financial Employees shall not:
 - accept any material gift or other gratuitous benefit from a business partner, supplier or vendor of products or services, including professional services, to the Company (this prohibition is not intended to preclude ordinary course entertainment or similar social events in reasonable amounts);
 - except with the approval of the disinterested members of the Board, directly invest in any privately-held company that is a business partner, supplier or vendor of the Company where the Senior Financial Employee, either directly or through people in such Senior Financial Employee's chain of command, has responsibility or ability to affect or implement the Company's relationship with the other company; or
 - maintain more than a passive investment of greater than 1% of the outstanding shares of a public company that is a business partner, supplier or vendor of the Company.
- Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable, including information for inclusion in the Company's submissions to governmental agencies or in public statements.
- Comply with applicable laws, rules, and regulations of federal, state and local governments, and of any applicable public or private regulatory and listing authorities.
- Achieve responsible use of and control over all assets and resources entrusted to each Senior Financial Employee.

Protection and Proper Use of Company Assets

All directors, officers and employees should protect the Company's assets and ensure their reasonable and efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited.

All Company assets should be used only for legitimate business purposes, though incidental personal use is permitted. Employees should have no reasonable expectation of privacy when using Company assets; the Company has the right to inspect the assets at its sole discretion, for any reason. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

Corporate Opportunities

All directors, officers and employees owe a duty to the Company to advance its legitimate interests. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain for friends or family members). In addition, no director, officer or employee may compete with the Company.

Confidentiality

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes, but is not limited to, all nonpublic information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

Fair Dealing

Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

Media Contacts and Public Communications

It is the Company's policy to disclose material information concerning the Company to the public only in accordance with the Company's Third-Party Communications, Media, and Social Media policies in order to avoid inappropriate publicity and to ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as official spokespersons in the Company's Third-Party Communications, Media, and Social Media policies may address questions regarding financial matters. Please see these policies for additional information.

Antitrust and Fair Competition

Competitors. It is our policy that all directors, officers, and employees comply with antitrust and anti-competition laws. International, federal and state antitrust and anti-competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace. You must be particularly careful when you interact with any employees or representatives of Legacy Care Partners' competitors. You should use extreme care to avoid any improper discussions with our competitors, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing, or other business terms with any employees or representatives of our competitors. Agreements with competitors do not need to be written in order to violate applicable antitrust and competition laws. Informal, verbal, or implicit understandings, i.e., knowing winks, are also violations. Antitrust violations in the U.S. may be prosecuted criminally as felonies and can result in severe penalties for Legacy Care Partners and any individual who participates in a violation.

Other Companies. Depending on business justification and effect on competition, other practices not involving competitors may result in civil violations of the antitrust and competition laws. These practices include: exclusive dealing, bundling/package offerings, resale restrictions, and selective discounting.

Anti-Corruption/Anti-Bribery

Legacy Care Partners strictly prohibits all forms of bribery. The United States and many other countries have laws that prohibit bribery, kickbacks, facilitation payments, and other improper payments. No Legacy Care Partner director, officer, or employee may offer, provide, accept, or participate in bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, meals, or promises) to improperly influence or appear to influence improperly influence the outcome of a transaction. Legacy Care Partners' prohibition on bribes also applies to third parties who provide services or act on Legacy Care Partners' behalf, such as suppliers, agents, contractors, consultants, and distributors. Employees must never engage a third party whom they believe may attempt to offer a bribe in connection with Company business.

Gifts and Entertainment

Legacy Care Partners is committed to promoting fair and transparent business decisions and protecting its reputation. Modest gifts, meals, and entertainment of a reasonable and normal value are often used to strengthen business relationships. However, employees should not give or receive anything that might improperly influence, or give the appearance of improperly influencing, a business decision or good judgment. In addition, employees may not accept loans or favors from a customer, supplier, or third party. These actions may compromise, or appear to compromise, your ability to make fair business decisions. Employees may never give or accept cash or its equivalent in connection with any Legacy Care Partners business transaction.

Political Activities and Contributions

Employees are free to support politicians, political parties, and the political process through personal contributions or volunteering personal time to candidates or political organizations. However, such activities may not be conducted on Legacy Care Partners' time or on Legacy Care Partners' property. Employees also may not use any Company resources such as computers, phones, supplies for this purpose. Employees are prohibited from making political contributions on behalf of Legacy Care Partners.

Insider Trading Policy

Legacy Care Partners is committed to taking an active role in the prevention of insider trading violations. Under federal and state securities laws, it is illegal to trade in the securities of a company while in possession of "material" and "non-public" information about the company. Material non-public information is any information about Legacy Care Partners, or another company such as a supplier or customer, that has not reached the general marketplace and is likely to have an impact upon investors when deciding whether to buy or sell stock. Legacy Care Partners prohibits the use of material non-public information for trading stock directly or indirectly or tipping others to trade.

Equal Opportunity

In keeping with the Company's commitment to the communities in which the Company does business, the Company is an equal employment opportunity employer. This means that employment decisions are to be based on merit and business needs, and not based upon race, color, citizenship status, religious creed, national origin, ancestry, gender, sexual orientation, gender identity or gender expression, age, marital status, veteran status, pregnancy, physical or mental disability, medical condition, family and medical care leave status or any other condition prohibited by law.

Discrimination and Harassment are Prohibited

The Company does not tolerate discrimination or harassment against any individual on the basis of any non-performance-related characteristics, including race, gender or any of the other conditions outlined in the "Equal Opportunity" section above. Discriminatory and harassing behavior are strictly prohibited at

the workplace, at work-related functions and in any other setting where the behavior could affect someone's comfort or relationships at work. This policy of non-discrimination and harassment is not limited to employees and potential employees, but extends to how the Company treats its partners, investors, customers and other constituencies.

III. Compliance Standards and Reporting Procedures

Compliance Resources

Legacy Care Partners has an obligation to promote lawful and ethical behavior. For directors, the Audit Chair (or, in the case of the Audit Chair, the General Counsel) is the most immediate resource for any matter related to this Code. For employees (other than directors), a supervisor is the most immediate resource for any matter related to the Code. Supervisors may have relevant information or may be able to refer questions to another appropriate source. There may, however, be times when an employee prefers not to go to the employee's supervisor. In these instances, employees should feel free to discuss their concern with the General Counsel. If an employee (other than a director) is uncomfortable speaking with the General Counsel because the General Counsel works in the employee's department or is one of the employee's supervisors, please contact the Audit Committee Chair (for matters related to accounting, internal accounting, controls or auditing) or the Nominating & Corporate Governance Committee Chair (for all other matters).

In addition to fielding questions with respect to interpretation or potential violations of this Code, the General Counsel is responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting training sessions to refresh employees' familiarity with the Code;
- recommending updates to the Code as needed for approval by the Audit Committee, to reflect changes in the law, Company operations and recognized best practices, and to reflect Company experience with this Code; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Responsibility for the Investigation

The Board is ultimately responsible for the investigation and resolution of all suspected or actual violations of this Code. Alleged violations of this Code will be investigated by the Audit Committee and may result in discipline and other action at the discretion of the Board upon recommendation of the Audit Committee, including, where appropriate, removal from the Board. The Board and the Audit Committee will conduct their investigations with the highest degree of confidentiality that is possible under the specific circumstances. The Audit Chair, the Audit Committee or the General Counsel, as the case may be, may consult with other members of the Board and outside counsel as appropriate.

Anonymous Reporting of Possible Violations

Employees who wish to anonymously submit a concern or complaint regarding a possible violation of this Code should follow the procedures outlined in the Company's Whistle-Blower Policy and Procedures.

No Rights Created

The Code is a statement of fundamental principles, policies and procedures that govern the conduct of the Legacy Care Partners employees. It is not intended to and does not create any legal rights for any business partner, supplier, vendor, competitor, stockholder or any other non-employee or entity.

Administration of the Code

The Audit Committee is responsible for reviewing the Code as set forth in the Audit Committee's charter and overseeing the establishment of procedures for the prompt internal reporting of violations of the Code. It may request reports from the Company's executive officers about the implementation of the Code and may take any steps in connection with the implementation of this Code as it deems necessary, subject to the limitations set forth in the Code. The Audit Committee will have the authority to review and assess the Code and recommend revisions for approval by the Board. The Company will notify directors of any material changes to the Code.