

# COMPLIANCE POLICY

The Smile Way Group

<b>POLICY/PROCEDURE TITLE</b>	Conflict of Interest Policy		
<b>POLICY/PROCEDURE NUMBER</b>	CC-121		
<b>DEPARTMENT</b>	Compliance		
Original Issue Date	8/16/2018		
Next Scheduled Review Date	12/28/2023		
Last Review Date	12/5/2022		
Revision Date History	12/2022 added DPP/The Smile Way Group language and appendix 1.		
<b>APPLIES TO</b>			
<input checked="" type="checkbox"/>	SAP: ReachOut Healthcare America Ltd. dba Smile America Partners	<input checked="" type="checkbox"/>	MD: S.K. Pesis D.D.S., Big Smiles Maryland, PC dba Smile Maryland
<input checked="" type="checkbox"/>	AZ: Arizona Mobile Dental, PC dba Big Smiles	<input checked="" type="checkbox"/>	MI: Michigan Dental Outreach, P.C. dba Michigan Dental Outreach
<input checked="" type="checkbox"/>	CA: Elliot Paul Schlang, DDS, Professional Corporation dba Big Smiles	<input checked="" type="checkbox"/>	MO: Nevin K. Waters D.D.S., P.C. dba Big Smiles
<input checked="" type="checkbox"/>	GA: Shurett Dental Group, P.C. dba Shurett Dental Group	<input checked="" type="checkbox"/>	NC: Theodore F. Mayer, DDS P.A. dba Smile North Carolina
<input checked="" type="checkbox"/>	GA: Mark Shurett, DDS, PC dba Help A Child Smile	<input checked="" type="checkbox"/>	NY: Big Smiles Dental New York, PLLC
<input checked="" type="checkbox"/>	IL: Elliot P. Schlang, D.D.S. P.C. dba Smile Illinois	<input checked="" type="checkbox"/>	OH: Elliot P. Schlang DDS, Dental Outreach PLLC dba Ohio Dental Outreach
<input checked="" type="checkbox"/>	IN: Elliot P. Schlang DDS, Dental Outreach PLLC dba Indiana Dental Outreach	<input checked="" type="checkbox"/>	PA: Big Smiles Pennsylvania P.C. dba Smile Pennsylvania
<input checked="" type="checkbox"/>	KS: Nevin K. Waters D.D.S., PA dba Big Smiles	<input checked="" type="checkbox"/>	UT: Big Smiles Utah, P.C. dba Big Smiles
<input checked="" type="checkbox"/>	KY: Big Smiles Kentucky PSC dba Big Smiles	<input checked="" type="checkbox"/>	VA: Big Smiles Virginia PC dba Smile Virginia
<input checked="" type="checkbox"/>	MA: Elliot P. Schlang DDS Big Smiles Massachusetts P.C. dba Smile Massachusetts	<input checked="" type="checkbox"/>	WV: Elliot P. Schlang DDS, Inc. dba Smile West Virginia

## I. PURPOSE:

To protect ReachOut Healthcare America LTD d/b/a Smile America Partners (hereinafter “SAP”) and its affiliated Dental Professional Practices (“DPPs”) (hereinafter collectively referred to as “The Smile Way Group”) interest when its leadership is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member, corporate director, corporate officer, executive, dentist, department director, or supervisor of Smile America Partners.

## II. POLICY:

### Definitions

- A. Interested Person: Any board member, corporate officer, executive, Dental Professional Practice ownership, director, or other individual, that has a financial interest, as defined below and is duly authorized by the governing body to conduct business on behalf of The Smile Way Group.
- B. Financial Interest: A person has a financial interest if the person has directly or indirectly through business, investment, or family:
1. an ownership or investment interest in entity with which The Smile Way Group has a transaction or arrangement, or
  2. a compensation arrangement with any entity or individual with which The Smile Way Group has a transaction or arrangement, or
  3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Smile Way Group is negotiating a transaction or arrangement.

- C. Compensation: Compensation includes, but is not limited to, direct and indirect remuneration as well as gifts or favors that are substantial in nature.

**PROCEDURE:**

Duty to Disclose

Any “interested person” as defined above will submit a Conflict of Interest Individual Disclosure Statement annually (see Appendix 1). Board members, corporate officers, and the Chief Executive Officer (CEO) will submit their individual statements to the Chief Compliance Officer who will review all statements. The Chief Compliance Officer will review submitted disclosures for potential or actual conflicts of interest and will inform the individual of controls to be followed to protect against conflicts of interest. When necessary, the Chief Compliance Officer will consult with outside counsel to determine the existence of a conflict of interest or appropriate controls. In connection with any transaction or arrangement, which may create an actual or possible conflict of interest, an interested person will disclose in writing the existence and nature of his or her financial interest and all material facts. Board members, corporate officers, and the CEO will make such disclosures directly to the Chairman of the Board, and to the members of the committee with Board designated powers considering the proposed transaction or arrangement. Disclosure by any other “interested party” will be directly to the CEO of Smile America Partners.

Conflict of Interest Annual Statements

Each board member, corporate officer, executive, department director, supervisor, or other individual, duly authorized by the governing body to conduct business on behalf of The Smile Way Group will annually sign a statement that affirms that such person:

1. has received a copy of The Smile Way Group’s Conflict of Interest Policy (CC-121);
2. has read and understands the policy; and
3. has agreed to comply with the policy.

The Corporate Compliance Committee will conduct a conflict of interest disclosure attestation process on an annual basis.

Approvals:

DocuSigned by:

*Steve Higginbotham*

12/8/2022

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Steve Higginbotham, CEO

DocuSigned by:

*Craig Thomas*

12/8/2022

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Craig Thomas, CCO & SVP HR

Appendix 1: Conflict of Interest Individual Disclosure Statement

I, \_\_\_\_\_ have read, understand and agree to comply with The Smile Way Group's Conflict of Interest Policy (CC-121). With regard to any entity that does business, is in competition, or seeks to conduct business with The Smile Way Group or any of its affiliates, do you or an immediate family member participate in or have any of the following?:

a. Financial interest (e.g., ownership or investment);       No  Yes, please describe:

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b. Any other activity/interest that may be, or may be perceived to be, a potential conflict of interest;       No  Yes, please describe:

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Certification: I hereby certify that this accurately and completely describes, to the best of my knowledge and belief, all financial and other interests, which are required to be reported under the provisions of The Smile Way Group's Conflict of Interest Policy (CC-121).

\_\_\_\_\_  
Typed/Printed Name of Employee

\_\_\_\_\_  
Signature of Employee

\_\_\_\_\_  
Date