

# Code of Conduct

Adopted March 18, 2013

## Introduction

Alliance HealthCare Services, Inc. (“Alliance” or the “Company”) is built upon a foundation of strong corporate values and business practices. We are fully committed to serving our customers and patients through innovation, expertise and respect. Alliance strives to hire individuals with personal standards consistent with that of our Company standards: integrity, professionalism and commitment to superior results.

Alliance is committed to the values of being a customer-focused organization, whose work environment is characterized by quality, integrity, ethics, respect, teamwork and accountability. Any officer, director or Team Member could, at some point, find himself or herself facing a decision that directly or indirectly involves an ethical issue. While common sense and good judgment will often provide the direction needed to act appropriately, there will always be those situations where the right answer is not readily apparent.

This Code of Conduct (this “Code”) is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Compliance with applicable laws, rules, and regulations;
- The prompt internal reporting of violations of this Code, and accountability for adherence to this Code.

This Code applies to all directors, officers and employees of the Company and its subsidiaries, affiliates, who will be referred to herein as Team Members. Agents and contractors of the Company are also expected to read, understand and abide by this Code.

This Code should help guide your conduct in the course of Alliance’s business. Many of the principles described in this Code are, however, general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code. If you have a question or are not sure about the proper action to be taken in a particular situation, it is your responsibility to contact your supervisors, an attorney in the Alliance Legal Department or the Compliance Officer for guidance.

This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable Company policies and procedures in specific areas as they apply.

We are committed to continuously reviewing and updating our policies and procedures. The Company therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

## **Management Responsibilities**

Leaders, by virtue of their positions of authority, must be ethical role models for all Team Members.

An important part of a leader's responsibility is to exemplify the Company values and exhibit the highest standards of integrity. Leaders must communicate the seriousness of the Company's expectations for ethical conduct and their own personal support of these expectations by holding everyone accountable for making sound ethical judgments. Leaders must be alert to any situations or actions that may be unethical or potentially damaging to the Company's reputation. They must take prompt action to address such situations and be careful to avoid even the appearance of implicit approval.

## **Employee Responsibilities**

Recognizing ethical issues and doing the right thing in all Alliance business activities is your responsibility.

When engaging in business activities for the Company consider the following:

- What feels right or wrong about the planned action?
- Is the planned action consistent with the Code and Company policies?
- How will the planned action appear to your customers, manager, the Company's executives, the Company's Board of Directors or the general public?
- Would another person's input help to evaluate the planned action?

## **Compliance with the Law**

All Alliance Team Members must respect and follow all laws, regulations and Company policies that govern their work. Laws and regulations may differ, depending on the states, counties, cities and other jurisdictions in which Alliance conducts its business. In addition, our Board of Directors has adopted this Code and a number of policies and procedures relating to compliance with laws, rules and regulations. All Team Members and agents and contractors of the Company are expected to be familiar with, and to comply with, this Code and all such policies and procedures. If Alliance has an internal standard that is stricter than what is required by local law, all Team Members and agents and contractors of the Company must follow Alliance's higher standard.

## **Equal Opportunity and Employment Practices**

At Alliance, we encourage a culture of mutual respect in which everyone understands and values the similarities and differences among our Team Members, customers, partners and patients. We work to provide an atmosphere that encourages positive interaction and creativity among all Team Members.

Alliance attracts and hires talented and motivated people who wish to excel. We provide equal

access to the best jobs in the world for people who are willing to compete and equal employment opportunity to all Team Members regardless of age, race, color, gender, disability, sexual orientation, veteran status, national origin or religion. For additional information, please see Alliance's Equal Employment Opportunity Policy in the Team Member Handbook.

### **Harassment**

Alliance does not tolerate any form of harassment. Harassment can take many forms, all of them unacceptable. The following are some examples of harassment:

- Jokes, insults, threats and other unwelcome actions about a person's race, color, gender, age, religion, national origin, ancestry, sexual orientation, citizenship, disability, veteran status, social or economic status or educational background.
- Unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature, or the display of sexually suggestive objects or pictures.
- Verbal or physical conduct that upsets another's work performance or creates a fearful or hostile work environment.

### **Substance Abuse**

Alcohol and drug abuse can endanger the health, safety and security of our Team Members and our patients, adversely affect the quality and effectiveness of Company operations and potentially harm fellow Team Members, the communities we live in and our Company reputation.

The use, possession, sale, purchase, distribution, manufacture or transfer of alcohol, illegal drugs or unauthorized drugs is prohibited on Alliance premises or work sites or customer locations. No Team Member, agent or contractor may report to work or perform any job duties while under the influence of or impaired by alcohol or drugs.

We encourage Team Members who may have an alcohol or drug problem to seek assistance through a local Employee Assistance Program ("EAP"). Participation in a company-sponsored EAP is optional unless an employee receives a mandatory referral to the EAP for reasons of alcohol or drug abuse. Team Members who receive a mandatory referral must comply with the program designed by the EAP. Refusal to comply will be grounds for discipline up to and including termination of employment.

### **Violence**

We are committed to the protection of our Team Members and property. Threats, dangerous and intimidating behavior and violence in our workplace will not be tolerated. You may not possess firearms, other weapons, explosive devices or dangerous materials in the workplace.

## **Health and Safety**

Alliance is committed to providing all Team Members with a clean, safe and healthy work environment. To achieve this goal, we must recognize our shared responsibilities to follow all safety rules and practices, to cooperate with officials who enforce those rules and practices, to take necessary steps to protect ourselves and other partners, to attend required safety training and to report immediately all accidents, injuries and unsafe practices or conditions. If any Team Member feels that there is some operation which may not be safe or which does not meet our requirements or which does not meet any of the laws or regulations of the communities in which we operate, you must promptly notify your supervisors, the Quality Assurance Team, an attorney in the Alliance Legal Department or the Compliance Officer. A Team Member may also contact the Joint Commission's Office of Quality Monitoring.

## **Employee Privacy**

Alliance values and protects the privacy and confidentiality of Team Member personnel information, medical records and Personally Identifiable Information, such as Social Security numbers and birthdates. Alliance will not share or discuss such records or information outside Alliance, except as authorized by the Team Member or as required by law, rule, regulation, subpoena or order issued by a court of competent jurisdiction, or as requested by a judicial, administrative or legislative body.

There are circumstances that require the company to receive or have access to personal information in order to administer various programs such as payroll, health benefits, time off and career development. Information such as your home phone number, address, family information, benefit elections, medical conditions, salary and performance ratings are examples of personal data.

Employee personnel files can be accessed only by authorized Team Members for business purposes or other purposes that are permitted by law. This includes but is not limited to responding to a government inquiry, investigating a complaint or responding to a request by a hospital client or other health care client in order to comply with the Joint Commission and/or governmental guidelines. Employee information will only be shared with outside organizations in a manner that is consistent with applicable law.

## **Conflicts of Interest**

Team Members must avoid conflicts of interest that occur when their personal interests may interfere in any way with the performance of their duties or the best interests of Alliance.

We expect our Team Members to be free from influences that conflict with the best interests of Alliance or might deprive Alliance of their undivided loyalty in business dealings. Whether or not a conflict of interest exists or will exist can be unclear. A conflict situation can arise when a Team Member takes actions or has interests that make it difficult to perform his or her work and duties objectively and effectively. Conflicts of interest may also arise when a Team Member, agent or contractor, or member of his or her family, receives improper personal benefits as a

result of his or her position with Alliance, whether received from us or a third party.

Conflicts of interest are prohibited unless specifically authorized as described below in this Code.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of Alliance, you should discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the General Counsel or the Compliance Officer. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer.

Factors that may be considered in evaluating a potential conflict of interest are, among others:

- Whether it may interfere with the Team Member's job performance, responsibilities or morale;
- Whether the Team Member has access to confidential or proprietary information;
- Whether it may interfere with the job performance, responsibilities or morale of others within the Company;
- Any potential adverse or beneficial impact on our business;
- Any potential adverse or beneficial impact on our relationships with our customers or other service providers;
- Whether it would enhance or support a competitor's position;
- The extent to which it would result in financial or other benefit (direct or indirect) to the employee;
- The extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, vendors or other service providers; and
- The extent to which it would appear improper to an outside observer.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve problematic conflicts of interests:

- Employment by (including consulting for) or service on the board of a competitor, customer, supplier or other service provider.
- Owning, directly or indirectly, a financial interest in any entity that does business, seeks to do business or competes with us.
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.
- Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.
- Taking personal advantage of corporate opportunities.
- Conducting Company business transactions with your family member or a business in which you have a financial interest.

- Exercising supervisory or other authority on behalf of Alliance over a co-worker who is also a family member.

### **Gifts and Entertainment**

Gifts and entertainment can create goodwill in our business relationships, but can also make it hard to be objective about the person providing them. Our choice of business partners, vendors and customers must be based on objective factors like cost, quality, value, service and ability to deliver. We must avoid even the appearance of making business decisions based on gifts received through these relationships. In addition, no Team Member, agent or contractor may make or offer any payment or provide anything of value to another person with the understanding or intention that such payment will be used for an unlawful or improper purpose.

For further information regarding Alliance's policy on gifts and entertaining of the healthcare community, please see the Alliance's Policy and Procedure Manual on Sales and Marketing Guidelines.

### **Outside Activities**

Team Members must be careful to avoid a conflict of interest when you seek employment outside of Alliance. If you take a second job or perform services for another company, your work must not interfere or conflict with your responsibilities at Alliance. In addition, Company policy does not permit you to work for or provide services to any Alliance competitor, customer or supplier (or any company seeking to become an Alliance competitor, customer or supplier) without prior approval from the General Counsel.

Officers of Alliance may not serve as a director, officer, employee, partner, consultant, agent or representative of a business concern not affiliated with Alliance without prior approval of Alliance's Board of Directors.

### **Business (Corporate) Opportunities**

In carrying out their duties and responsibilities, Team Members should endeavor to advance the legitimate interests of the Company when the opportunity to do so arises. Team Members must avoid:

- Taking for themselves personally opportunities that are discovered in carrying out their duties and responsibilities to the Company;
- Using Company property or information, or their position as an employee, officer or director for personal gain; and
- Competing with the Company.

## **Customer Relationships**

Outstanding customer service is a top priority at Alliance. We strive to make every customer's experience pleasant and fulfilling, and we treat our customers as we treat one another, with respect and dignity. If you have any questions or concerns in this area, please contact your supervisor.

## **Proprietary and Confidential Information**

One of our most important assets is our confidential information. As a Team Member, agent or contractor of Alliance you may learn information about Alliance that is confidential and proprietary. You also may learn information before that information is released to the general public. Team Members who have received or have access to confidential information should take care to keep this information confidential.

Alliance has a great deal of confidential information. "Confidential information" includes all nonpublic information (including information held in electronic as well as in traditional physical form) about the Company, including but not limited to patient information, technical information, internal financial or cost data, data on suppliers, customers or Team Members and information relating to contemplated transactions. This information must be kept confidential. It should not be transferred outside Alliance in any manner unless in accordance with applicable law and regulations or with the approval of an Alliance officer or an attorney in the Alliance Legal Department. Confidential information may not be given to another Team Member who does not clearly have a "need to know" to do their job. Confidential information is very important and must be protected.

You are expected to keep confidential information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal, widely disseminated communication from a member of senior management).

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as documents, notebooks, computer storage devices and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any "chat room" or social media regardless of whether you use your own name or a pseudonym. All Alliance emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Alliance except where required for legitimate business purposes.

## **Intellectual Property**

You must protect and, when appropriate, enforce the Company's intellectual property rights. The Company's intellectual property is among its most valuable assets. Intellectual property refers to creations of the human mind that are protected by various state and federal laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, know how and other intangible industrial or commercial property.

## **Company Assets and Resources**

All Team Members are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings, and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with Alliance or any letterhead stationery for any personal purpose.

### **Business Records**

Business documents and records are important company assets. They contain data and information critical to the continuity of our business, preserve information necessary to protect our legal rights, and support and document tax and other regulatory requirements.

Examples of Company records include paper documents, e-mail, electronic files stored on disk, tape or any other medium (CD, DVD, USB data storage devices, etc.) that contains information about the organization or its business activities.

You must understand and follow Alliance's records retention and management policies. It is a violation of this Code to alter or falsify information on any record or document or to intentionally make a false or exaggerated statement to anyone. Never tamper with Company records or remove or destroy them prior to the dates specified in our records retention schedules. In addition, records that have been put on "hold" by the Alliance Legal Department are not to be destroyed regardless of the retention schedule. For more information, please refer to Alliance's Record Retention Policy.

### **E-mail, the Internet, Communications Systems and Networks**

Use of Alliance's networks and computer and communications equipment is both a necessity and a privilege. If you have access to our information systems, computer networks or communications systems, you are responsible for using the highest standards of behavior in all of your usage and communications. When you access our networks from remote locations (for example, at home or from other non-Company locations), you are subject to the same standards of use as are Team Members who access our networks while on Company premises. Our networks, communications equipment and information systems are for legitimate Company related business purposes. Limited personal use may be acceptable if it is authorized by your work location and does not interfere with your job responsibilities.

Do not use Alliance's networks or computer or communications equipment for the following:

- Accessing third party personal e-mail services
- Sending or receiving personal instant messages
- Posting non-business messages to Internet discussion groups or bulletin boards or on social media websites
- Soliciting for commercial, charitable, religious or political causes

- Sending chain mail letters or broadcasting personal messages
- Sending inappropriate, offensive or disruptive messages
- Gaining unauthorized access to databases or information sources at Alliance or any other site
- Damaging computer equipment, software or data
- Interfering with or disrupting network users, services or equipment
- Accessing the internal computer system (also known as "hacking") or other resource of another entity without express written authorization from the entity responsible for operating that resource
- Committing any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as "spam") in violation of applicable law, trafficking in contraband of any kind or espionage

All data residing on or transmitted through our computing and network facilities, including e-mail, text messaging and word processing documents, is the property of Alliance and subject to inspection, retention and review by Alliance, with or without an employee's or third party's knowledge, consent or approval, and in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the Compliance Officer.

### **Commitment to Fair Competition**

Alliance does not seek competitive advantages through illegal or unethical business practices. Each Team Member should endeavor to deal fairly with the Company's customers, service providers, competitors and other Team Members. No Team Member should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

### **Gathering Competitive Information**

Team Members, agents and contractors may gather information only by legal means. You must never use any illegal or unethical means to get information about other companies. Do not share confidential information from suppliers or customers with anyone outside Alliance without written permission. If agreements are signed to protect information, be sure to provide such agreements to the Legal Department and to follow the terms and conditions of such agreements. Do not steal or improperly use trade secret information. Do not suggest or ask others to disclose trade secrets, especially new Team Members hired from a competitor.

### **Antitrust**

We believe in free and open competition. Alliance works hard to win business and provide outstanding service. However, we do not allow any action by any Team Member, agent or contractor or any agreement or understanding that in any way illegally "restrains trade," i.e., which limits free competition. This includes any understanding or agreement with any of our competitors to fix or control prices, terms of sale, costs, profits, etc. United States antitrust laws are quite complicated, and failure to adhere to these laws could result in significant penalties imposed on both the Company and the Team Members, agent or contractors who violated the

law. There are almost no circumstances under which agreements with competitors to fix prices, terms of sale, production output, or to divide markets or customers are allowed by law. In addition, attempts to discriminate in prices or terms of sale among our customers, or to otherwise restrict the freedom of our customers to compete, may sometimes be illegal. Legal issues may also arise if we refuse to deal with certain customers or competitors. You should consult with the Compliance Officer if you encounter any situation that you think may potentially violate antitrust or similar laws.

### **Accurate Reporting**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and filings with the Securities and Exchange Commission are the source of essential data that guides 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 and all other records maintained in the conduct of our business. All information that is submitted in Company records must be complete, accurate and reliable in all respects and must be submitted in compliance with all accounting requirements and internal controls. Making false or misleading entries and tampering with records are prohibited. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited.

Team Members must never:

- Falsely represent any information, either verbally or in writing
- Mischaracterize Company transactions
- Hide funds or transactions
- Establish undisclosed or unrecorded accounts
- Allow unlawful or unethical accounting practices to occur
- Report transactions in an incorrect time period
- Misclassify any transactions
- Tamper with Company records

If you become aware of any inaccurate or incomplete records, including, but not limited to, sales records, accounts receivables, purchase orders, funds transfers and expense reports, you have a duty to report the matter to the General Counsel immediately.

### **Public Disclosures**

Alliance strives to communicate with the public in an accurate and consistent manner. To be sure that we comply with all public disclosure laws and regulations and protect the interests of our Company, statements to the public or media should only be made by those Team Members specifically authorized to do so.

If you receive an inquiry, either verbal or written, from an outside contact about a Company matter, you must direct the inquiry to an attorney in the Alliance Legal Department.

## **Insider Trading**

Insider trading is both illegal and unethical. Federal and state securities laws prohibit the buying or selling of securities on the basis of material, nonpublic information. Team Members, agents and contractors who have access to confidential (or "inside") information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All nonpublic information about Alliance or about companies with which we do business is considered confidential information. To use material nonpublic information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. Team Members, agents and contractors must exercise the utmost care when handling material inside information.

Our Board of Directors has adopted a Securities Trading Policy, which all of our Team Members, agents and contractors are expected to comply with. If you have any questions regarding the improper use or disclosure of material nonpublic information, please contact an attorney in the Alliance Legal Department or the Compliance Officer.

## **Political Activities and Contributions**

You may support the political process through personal contributions or by volunteering your personal time to the candidates or organizations of your choice. These activities, however, must not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. You may not make or commit to political contributions on behalf of Alliance.

## **Complying with the Code of Conduct**

Alliance will not tolerate violation or circumvention of any laws by any Team Member during the course of conducting Company business or by any agent or contractor acting on the Company's behalf, nor will Alliance tolerate the disregard or circumvention of Company policies or the engagement in unethical dealings in connection with the Company's business.

Team Members who fail to comply with this Code or to cooperate with any investigation will be subject to disciplinary action. In addition, any supervisor, manager or officer who directs, approves or condones infractions, or has knowledge of them and does not act promptly to report and correct them in accordance with this Code, will be subject to disciplinary action. Disciplinary action may include termination, referral for criminal prosecution and reimbursement to the Company or others for any losses or damages resulting from the violation. If the reporting Team Member is involved in the Code violation, the fact that the Team Member reported the violation will be given consideration by the Company in any resulting disciplinary action. Agents and contractors who fail to comply with this Code or to cooperate with any investigation will be subject to adverse actions in accordance with the terms of their contract with the Company and may be referred for criminal prosecution and the Company may seek reimbursement to the Company or others for any losses or damages resulting from the violation. Alliance will investigate all complaints filed and will also investigate any possible violation of

this Code of which we are made aware.

### **Reporting Violations**

You are responsible for reporting promptly any conduct that appears to be unethical or illegal or that appears to violate this Code or Alliance policies. Team Members should never speak to media representatives regarding potential violations of the Code or Company policies.

Conduct that appears to raise concerns about financial, accounting or audit matters should be reported by leaving a voicemail on the firm's Ethics Hotline. The Ethics Hotline is available globally at

(800) 799-4605 or by sending an e-mail at: <https://alliancehealthcareservices.silentwhistle.com> This site is administered by an independent, third-party firm retained by Alliance and is available 24 hours per day, 7 days a week. You may also report your concern to the Company in writing addressed to Compliance Officer, Alliance HealthCare Services, Inc. 100 Bayview Circle, Suite 400, Newport Beach, CA 92660.

Any conduct that appears to raise concerns about matters other than financial, accounting or audit matters, such as harassment or discrimination, or questionable ethical conduct, should be raised with your supervisor or with the Compliance Officer. Reports will be investigated promptly and thoroughly. All Team Members, agents and contractors are expected to cooperate with an investigation, refrain from interfering with an investigation, avoid misrepresenting information relevant to an investigation, and not attempt to discover the identity of anyone related to the matters under investigation.

Alliance will not retaliate, and will not tolerate retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this Code, Alliance policy or applicable law, or who assists in the investigation of a reported violation. Acts of retaliation should be reported immediately to your manager.

### **Side Deals or Side Letters**

All of the terms and conditions of agreements entered into by the Company must be formally documented. Contract terms and conditions define the Company's rights, obligations and liabilities, and can also dictate the accounting treatment for the transaction. Making business commitments outside of the formal contracting process, through side deals, side letters or otherwise, is not permitted. You may not make any oral or written commitments that create a new agreement or modify an existing agreement without approval pursuant to the formal contracting process.

### **Amendment, Modification and Waivers**

This Code may be amended, modified or waived by the Board of Directors and waivers may also be granted by a designated committee of the Board, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules and standards of the NASDAQ. Waivers of the Code for executive officers may be made only by

those members of the Board of Directors not involved in the possible waiver and must be promptly disclosed as required by law or regulation.