

Global Code of Conduct



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Letter from our cofounder, chairman and CEO



Fellow associates:

For over 35 years, Cerner has had a very special culture built on vision, hard work and high standards of personal and corporate integrity. Trust is one of the most valuable things

we can earn from our clients, shareholders and fellow associates. Once it is broken, it is seldom restored. Being trustworthy requires three important ingredients—personal integrity, professional competency and adherence to an ethical code. All three will color how others see you and Cerner.

The first two ingredients are personal and determined by your value system and skills. The third ingredient is neither personal nor skills-based. It is one uniform standard that is consistent across our entire organization. That standard is reflected in Cerner’s Global Code of Conduct, an important document that provides information and guidance based on principles and fundamental values we have held since our founding. Our Code is a testimony to the highest standards of ethics and integrity in all that we do—uniting us with the same purpose that has defined Cerner for over three decades.

Even if you have read this material before, you should reread our updated Code carefully and refer to it for guidance. Please persevere through the formal language and understand the conscious choices that are reflected here. Executives, managers, team leaders and all associates share responsibility for creating a work environment that is consistent with our Code.

Cerner is only trustworthy through the actions of each Cerner associate. The actions of one associate reflect on all of Cerner. Through personal integrity, professional competence and following the principles in our Global Code of Conduct, we preserve Cerner’s exceptional reputation and will enjoy continued success.

Your associate,

A handwritten signature in black ink that reads "Neal I Patterson". The signature is written in a cursive, flowing style.

Neal Patterson
cofounder, chairman and
chief executive officer



Introduction and purpose

This Global Code of Conduct (the “Code”) applies to all employees, officers, members of the board of directors and, to the extent required in their agreements with Cerner, consultants, contractors, agents and other business partners (collectively referred to for purposes of this Code as “Associates”) of Cerner Corporation and all of its subsidiaries and controlled affiliates around the globe (“Cerner”). As Associates of Cerner, we frequently encounter a variety of ethical and legal questions and the way we decide these issues should be consistent with our basic values and principles. We expect all Associates to obey the law and to act ethically. This includes everyone from our board members and our chief executive officer to the most recently hired Associate.

You are expected to read, understand and carry out your daily activities in accordance with this Code. We have also adopted various policies and procedures that deal in greater detail with some of the issues discussed in this Code. You are also expected to be familiar with and to comply with all applicable Cerner policies, guidelines and procedures (collectively “Cerner’s Policies”) whether or not they are expressly referenced in this Code. It is important to recognize that these other policies may change or be updated from time-to-time even if this Code is not.

As Cerner is headquartered in the United States (US), this Code was initially developed to emphasize compliance with applicable laws, rules and regulations in the US. It has been broadened to include compliance with all applicable laws, rules and regulations in whatever country you are employed or find yourself representing Cerner. If not already specifically stated in this Code, applicable local laws, rules and regulations and local Cerner Policies also apply if you find yourself employed or assigned to represent Cerner outside of the US. Associates outside of the US may be subject to a supplemental Code of Conduct which will govern to the extent the provisions are in addition to, or are in conflict with, the provisions found in this Code. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations we adhere to such higher standards. To the extent applicable laws or regulations contain provisions that are in addition to or in conflict with the provisions found in this Code, such laws, rules or regulations will govern. Should you be unsure as to the applicable law, rule or regulation or Cerner policy that applies, you should consult with a member of Human Resources or our Legal Group.

This Code provides guidance for resolving a variety of ethical and legal questions you may encounter. It is designed to deter wrongdoing and to require and promote: (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) full, fair, accurate, timely and understandable disclosure in reports and documents that Cerner files with, or furnishes to, the US Securities and Exchange Commission (“SEC”) and in other public communications made by Cerner; (c) compliance with applicable laws, rules and regulations; (d) the prompt internal reporting of violations of this Code to the appropriate person(s) listed in this Code; and, (e) accountability for adherence to this Code.

Our industry continues to undergo significant changes. As a whole, these changes make the ways in which we do business more complex. Because of the continuing need to reassess and clarify our practices, the contents of this Code will be kept online and updated as required. You will be alerted to any material changes to this Code via email or other corporate-wide means of communication. It is your responsibility to review and comply with this Code and all other Cerner Policies that are applicable to your location of employment. If you have any questions with regard to Cerner’s Policies, you should discuss them with your manager, Human Resources or our Legal Group.

Raising issues or concerns

Our Code and Cerner’s Policies cannot address every possible situation that you might encounter. If you have any questions about this Code or Cerner’s Policies, you are encouraged to ask questions and seek guidance. If you are aware of an unlawful or unethical situation, or if you suspect this Code or any of Cerner’s Policies are being or have been violated, you must bring this to Cerner’s attention, subject to applicable local laws, rules and regulations.

There are many channels in which you can seek guidance or make a report:

- Talk with your manager, a member of your leadership, or any member of management with whom you feel comfortable discussing the issue or concern
- Contact your HR partner or associate relations partner. If you don’t know how to contact your HR partner or associate

relations partner, please request their contact information from the HR Service Center (AskHR)

- Contact our Legal Group or any member of the Audit Committee of the Board of Directors (the “Audit Committee”)
- Access Cerner’s Ethics Hotline via telephone 24 hours a day, 7 days a week, 365 days a year

Should you desire to report the unlawful or unethical situation confidentially or anonymously, you may call Cerner’s Ethics Hotline at 1.800.338.9086. For associates calling from outside the U.S., dial 0011-1-800-338-9086 from Australia; +91-80-3078-1021 from India; and 001-800-338-9086 from any other countries to complete the call. Cerner’s Ethics Hotline is confidential, except as needed to conduct a full, fair investigation. You may remain anonymous if you choose, except where restricted by local law. For example, the Ethics Hotline is not anonymous in France or Spain (in accordance with applicable local laws).

Due to local privacy laws in certain countries and the European Union, the Ethics Hotline may permit only specific types of calls, such as financial, accounting, auditing and bribery-related offenses. In those countries, contact your HR partner to report other issues. All reports of unlawful or unethical conduct will be investigated promptly.

We will not tolerate threats or acts of retaliation or retribution against Associates for using any of these communication channels to report a questionable business practice or behavior. Use of these communication channels is to be done in good faith; any abuse of these communication channels will not be tolerated.

Q&A

What should I do if an emergency situation occurs?

If you are ever in a situation involving immediate threat or personal harm or danger, you should immediately notify local law enforcement, Cerner Security, or other emergency services as appropriate under the circumstances.

It starts with me: Respect in our workplace

“Cerner is a global knowledge company at the intersection of health care and information technology. Our growth since our founding in 1979 has depended on the contributions and intellectual capital of our Associates, the people who work for Cerner. A long time ago we recognized that a diverse Associate base is a natural byproduct of seeking out the very best people to work for Cerner. We are fortunate to enjoy a work culture where people with different beliefs and characteristics find commonality in working together to improve the health of individuals and communities worldwide. The unique qualities, backgrounds and experiences our Associates bring to work each day definitely make Cerner a stronger and more innovative company.”

— Neal Patterson

You are expected to demonstrate the highest standards of behavior, integrity, and respect for others and to be aware of and adhere to this Code and all other Cerner Policies.

Diversity and inclusion

Support for diversity within Cerner is not an initiative; It is a key foundation within our culture. These three statements highlight the importance of inclusion and embracing our differences at Cerner:

1. We believe in viewing people by their capabilities and contributions to our mission, and not by their challenges or differences.
2. We believe that diversity provides valuable perspective, creativity, innovation and experience to our workforce.
3. We believe that unique experiences of our Associates from various cultures and backgrounds provide better solutions for our clients and contribute to an internal support system and social network for our Associates.

You play an important role in reinforcing a work environment that promotes diversity and inclusion. You are expected to:

- Seek to understand differences;
- Value opportunities to engage a wide variety of people who have a broad scope of perspectives
- Select mentors who will expand current perspectives
- Not tolerate exclusion of others because of their differences
- Embrace the unique quality of others
- Treat everyone fairly
- Foster an open dialogue
- Find common ground to solve problems
- Respect peers and gain their trust

Anti-discrimination and anti-harassment

Cerner strives to provide all Associates with a healthy, safe and productive work environment. Cerner has established an *Equal Employment Opportunity (“EEO”) Policy Statement, Affirmative Action Policy and an Anti-Harassment Policy* to establish a positive work environment free from discrimination, harassment, intimidation, threats or coercion. We prohibit harassment in the workplace and you are expected to comply with all country and local laws prohibiting harassment.

Employment decisions regarding associates and applicants must always be based on merit, qualifications and job-related performance, without regard to non-job-related characteristics such as:

- Race, color, ethnicity, ancestry or national origin
- Sex or gender identity
- Sexual orientation
- Marital status
- Age
- Religion
- Disability
- Genetic information
- Veteran status
- Any other legally protected status

Q&A

What is harassment?

Harassment includes unwelcome verbal, visual, physical or other conduct of any kind that creates an intimidating, offensive or hostile work environment. While the legal definition of harassment may vary by jurisdiction, we consider the following non-exhaustive list to be unacceptable behavior:

- Sexual harassment
- Offensive language or jokes
- Racial, ethnic, gender, sexual orientation or religious slurs
- Degrading comments
- Intimidating or threatening behavior
- Showing hostility towards others

You should never act in a harassing manner or otherwise cause your co-workers to feel uncomfortable in their work environment. It is important to remember that harassment, sexual or otherwise, is determined by your actions and how they impact others, regardless of your intentions.

Q&A

A couple of my team members often joke around with each other using graphic language and sexual innuendos that are easily overheard, and this makes me very uncomfortable. Do I still have reason to be bothered even though they are not saying these things directly to me?

Yes — being exposed to inappropriate behavior, even indirectly, is not acceptable in our work environment. You should talk to either of your co-workers, or a manager, about your unease with this kind of conversation in the work area. Having an honest and open discussion with the other person is often very effective in resolving this type of issue.





Health and safety

We are committed to providing a safe work environment and promoting the health and well-being of our Associates. Our health and safety policies and procedures are designed to help you work safely and productively, whether at our facilities, at our clients' facilities, or on the roadways.

You should not work under the influence of alcohol or drugs. Working under the influence of drugs or alcohol poses an unacceptable safety risk to yourself and others. You are expected to perform your job duties free from the influence of any substance that could impair job performance.

See [Substance Abuse Policy](#), [Tobacco-Free Workplace Policy](#) and [Consumption of Alcohol Policy](#).

Safety is everyone's responsibility – you must insist that work be performed safely, no matter what your job is. You must follow applicable laws, rules and regulations regarding the use of electronic devices while driving. You are prohibited from reading from or entering data into an electronic device while conducting Cerner business and driving.

See [Policy on Distracted Driving and the Use of Mobile Phones and Electronic Communications Devices While Driving](#).

We strive to provide a safe environment for Associates and others visiting Cerner. You must never threaten anyone or display violent behavior in our workplace as doing so is clearly not conducive to a good work environment. Additionally, you may not bring certain types of weapons onto Cerner property, even if you have a permit (unless you are a designated Associate, authorized by Cerner and properly certified).

See [Weapons Policy](#).

Representing Cerner professionally

Professional and ethical behavior on the job essentially comes down to how you deal with other Associates and with clients, prospective clients, suppliers, recruits, competitors, the government and the public. It's no exaggeration to say that Cerner's integrity and reputation are in your hands. You are responsible for complying with all Cerner Policies and all applicable laws, rules and regulations. You are required to comply with both the letter and the spirit of all laws that are applicable to the business of Cerner and which govern your area of involvement with, and responsibility for, the business of Cerner. You may not take any action, or fail to take any action, that would constitute a violation of applicable laws, rules or regulations.

When your personal conduct on or off the job adversely affects your performance, that of other Associates, or the legitimate interests of Cerner, it may become a concern to Cerner. Associates who are found to have engaged in unlawful or unethical behavior are subject to corrective action, up to and including termination of employment.

Your dress and appearance reflect on your professionalism and our image as a competent professional organization that can be entrusted with providing the infrastructure for the health care system. It has always been an important part of Cerner to project a consistent, professional image to our clients. Appropriate attire is very much a part of that image. We continue to receive praise from current and potential clients and other members of the business community because of the professionalism displayed by our Associates.

See *Cerner's Dress and Appearance Standards Policy*.

Q&A

I'm attending a conference on behalf of Cerner and they are holding a reception and will be serving alcohol. Is it OK to drink alcohol at the reception?

Yes — but you must remember that you are representing Cerner while attending events on behalf of Cerner. You and your guests must abide by all applicable laws, rules and regulations with respect to the consumption of alcohol. Additionally, if you choose to drink, please drink responsibly and remember that you will be held accountable for your decisions and actions.

Over the last few weeks a co-worker has been showing up late to work, taking long lunches and seems distracted and unfocused during team meetings. Yesterday, I was sitting near him and thought I smelled alcohol. What should I do?

We desire to provide a safe workplace free of improper or illegal use of alcohol and drugs. If you suspect that a co-worker is under any influence, you should make your manager or a member of Human Resources aware immediately.



Conducting our business

Working with our clients

Our health care clients are complex organizations, continually conducting life and death missions. They have a very high expectation of Cerner and you – to know their industry and organization and to be completely trustworthy and professional in completing our responsibilities to them. In addition to staying current on health care trends, they expect us to learn specific information about their operations and environment. It is important that we build good working relationships with all levels of the client organization. This is a small industry and word travels fast. Do not disparage a client or inappropriately share information about its organization. You may have access to sensitive or proprietary client information; the same rules of protecting Cerner's confidential information apply to our clients' confidential information.

Anti-bribery

Under no circumstances should any Cerner Associate ever offer or accept a bribe. No matter where in the world you work, there is an anti-bribery law that applies to you. To comply with anti-bribery laws, you should never offer, directly or indirectly, any form of gift, entertainment or anything of value to any client or prospective client in order to:

- Obtain or retain business
- Influence business decisions
- Secure an unfair advantage

These prohibitions also apply to third parties working on Cerner's behalf, including consultants, contractors, agents or suppliers. Take care when

evaluating a prospective third party who might interact with a client on behalf of Cerner. You must not engage a third-party agent or consultant if there is reason to believe that he or she may attempt a bribe. You should also never request, agree to receive or accept a bribe for the same benefits as described above.

You should be aware of certain red flags that may indicate a risk of bribery, including:

- The country's reputation for corruption
- A request to pay the third party in cash or send funds to a different person or bank account
- Higher fees than appropriate (based on local rates) for the work being completed
- A lack of transparency in your relationship with the third party with respect to how he or she is accomplishing the objectives

See [Anti-Bribery Policy](#).

Gifts and entertainment

The practice of giving or receiving a client or supplier's business gift requires your careful consideration. You may pay for or accept customary business amenities such as meals, provided the expenses involved are kept at a reasonable level and are not prohibited by Cerner policy, law or known client business practice.

You may not use or attempt to use your position at Cerner to obtain any direct or indirect improper personal benefit for yourself or your family members. You may not accept anything of value from an auditor, client, supplier, or business associate of Cerner which would impair, or

reasonably appear to impair, your independent judgment or ability to act solely in the best interest of Cerner.

- Do not ask for gifts from a supplier, business partner or client
- Do not accept gifts of cash or cash equivalents, such as gift cards
- If you are invited by a supplier or business partner to an event involving out-of-town travel or a premium event such as the Olympics, World Cup, Super Bowl or Academy Awards, you must consult our Legal Group to determine if there is adequate business rationale for your attendance

Q&A

I am participating in an ACE event at a US government hospital. May Cerner provide a catered lunch for the nursing staff?

No — what is acceptable practice in the commercial business environment, such as providing education, transportation, entertainment or other things of value, may be entirely unacceptable, and may even violate certain laws, rules and regulations, in dealings with government employees or those who act on a government's behalf. Therefore, you must be aware of and adhere to the relevant laws, rules and regulations governing relations between government clients and suppliers.

See US Federal, State and Local Government Contracting Compliance Policy and related SOP.

Fairness in the Field

Everyone we do business with is entitled to fair and even-handed treatment. That should be true no matter what the relationship with an outside organization may be — whether we are buying, selling or representing Cerner in any other capacity.

If you work in a sales or consulting role, Cerner asks you to compete not just vigorously and effectively, but fairly as well. Antitrust and merger control laws are designed to protect consumers and competitors against unfair business practices

and to promote and preserve competition. You are expected to compete enthusiastically and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which we conduct business. You should consult our Legal Group with any questions you may have concerning compliance with these laws.

We will continue to compete vigorously in bidding for government and commercial business. If circumstances require modified pricing or service terms, the modifications must be specifically approved by the appropriate level of management. Do not extend any modified service or contract terms to government or commercial enterprises without prior authorization. We extend appropriate terms to each type of client. However, within each category, we endeavor to conduct business so that all clients who are procuring our solutions under similar business conditions are treated fairly.

You also must treat all suppliers fairly. In deciding among competing suppliers, weigh all the facts impartially. This is appropriate whether you are in a purchasing position or any other part of the business. Your actions and negotiations with suppliers should reflect this ownership perspective.





Responsible marketing

It has long been our policy to sell on our merits, not by disparaging competitors, their products or their services. False or misleading statements and innuendoes are improper. Do not make misrepresentations or dishonest statements to anyone. If you believe that you may have been misunderstood, promptly correct any misunderstanding. Honesty based on clear communication is integral to ethical behavior. The resulting trustworthiness is essential to sound, lasting relationships. In short, stress the advantages of our solutions (software, devices and services) and be sure that all comparisons are fair and accurate.

Contracting and signatory authority

All contracts or other agreements (such as letter agreements, arrangement letters, heads of agreement, memoranda of understanding, commitments, warranties or representations (each, a “Contract”)) must be reviewed, approved and executed in accordance with our [Contracting and Signatory Authority Policy](#). Such review and approval may require involvement by the Contract Management Office, Supplier Contracts Team, Finance, our Legal Group, your executive and others. In most instances, all Contracts must be approved by our Legal Group prior to submitting for execution, unless the Contract is on a standard Cerner form without any amendments. Only certain executives at Cerner have been delegated as having authority to execute the various types of Contracts.

Trademarks

Cerner and many other companies have trademarks. Some trademarks are registered; others are not. In all countries, it is important that Cerner trademarks and the trademarks of other companies be acknowledged and used properly. Specifically, you should always ensure that the trademark is spelled correctly and written the way the owner of the trademark writes it. Also, you should properly acknowledge the trademark in publications by indicating the first time the name or word is mentioned, and whether the particular name or word is a trademark of Cerner or another company. You should consult our Marketing Group if you have questions on the proper use of Cerner’s logo and our Legal Group regarding any trademark related legal questions.

Q&A

What is a trademark?

A trademark protects a word, phrase, symbol or design, or a combination of these, that identifies and distinguishes the goods or services of one company from those of others. ™ denotes common law trademarks, or trademarks that have been formally filed with the US Patent and Trademark Office (USPTO), but have not yet been granted a registration. ◇ applies to a trademark when the protected item is a service, rather than a product. Marks that are noted by ® have been formally registered with the USPTO.

Acquiring information about others

In the normal course of business, it is not unusual to acquire information about many other organizations, including competitors. Doing so is a normal business activity and is not unethical. In fact, we properly gather this kind of information for such purposes as extending credit and evaluating suppliers. We also collect information on competitors from a variety of legitimate sources to evaluate the relative merits of our solutions, services and marketing methods. This activity is proper and necessary in a competitive system. There are, however, limits to the ways that information should be acquired and used, especially information about competitors. You should not employ improper means to acquire a competitor's trade secrets or other confidential information. We will not tolerate any form of questionable intelligence gathering.

See *Economic Espionage Act Policy Statement*.

Q&A

A friend of mine works at a client site and is organizing a series of web demonstrations with some of our competitors. He offered to let me sit in as long as I use a personal email address that doesn't have my name. This would give Cerner a big advantage in the sales process. Is it okay to sit in since the client is inviting me?

No — you should decline the invitation. This type of information gathering is not ethical or acceptable.

Information owned by others

Other organizations, like Cerner, have intellectual property they want to protect. Also like Cerner, they are sometimes willing to disclose their confidential information for a particular purpose. If you receive another party's confidential information, you must proceed with caution to prevent any accusations that Cerner misappropriated or misused the information. To avoid the risk of you or Cerner being accused of misappropriating or misusing someone's confidential or restricted information, there are certain steps you should take before receiving such information. The receipt of confidential or restricted information (whether oral, visual or written) must not take place until the terms of its use have been formally agreed to by Cerner and the other party. This generally means execution of a written non-disclosure agreement. Furthermore, unless otherwise delegated, establishing such an agreement for the receipt of confidential or restricted information of another party will require the prior approval of an appropriate Cerner executive. Once another party's confidential or restricted information is properly in your hands, you must not use, copy, distribute or disclose that information unless you do so in accordance with the terms of the agreement. If you receive another party's confidential information inadvertently, you should inform your manager immediately so that the situation can be assessed and the information handled appropriately.

Special care should be taken in acquiring software from others. Before you accept software or sign a license agreement, you must follow established procedures. The terms and conditions of such license agreements – such as provisions not to copy or distribute programs – must be strictly followed. Also, if you acquire software for your personally owned equipment, you should not copy any part of such software in any development work you do for Cerner, and in most cases, you should not place such software on any Cerner-owned computer system or device or bring such software onto Cerner premises.

See *Rules of the Road and IT Security Policy*.



Data privacy

Many countries have laws and directives that regulate the exchange of certain personal information of our Associates across country borders. We abide by the privacy laws that are in effect in the countries in which we conduct business. Associates or business partners who are responsible for maintaining personal information and those who are provided access to such information must ensure that the information is not disclosed in violation of applicable laws, rules, regulations or Cerner's Policies. Consult with our Legal Group if you are involved in a project in which you may be required to transfer personally identifiable information outside of its country of origin.

If you have access to personally identifiable information of our Associates, board of directors, our suppliers, contractors or clients or the systems that we maintain, you must comply with all applicable policies and laws regarding the collection, use and disclosure of such information. You should only access personal information for legitimate business purposes. Additionally, the use of personal health information residing with Cerner's systems or benefit plans is handled in accordance with regulations set forth by the Health Insurance Portability and Accountability Act ("HIPAA") for US-based Associates and the applicable data privacy laws in the country in which you work, or the country where the Cerner company employing you is organized.

Quality of our solutions

We are committed to providing high quality solutions. The US Food and Drug Administration ("FDA"), and similar regulatory bodies outside of the US, establish regulatory requirements for medical device manufacturers. Cerner

manufactures software solutions that may be subject to regulatory compliance and inspection. As a result, we conduct our operations in accordance with such regulations and regulatory directives. Violation of these laws and regulations can result in severe civil and criminal penalties, adverse publicity for Cerner, total or partial suspension of production of a Cerner solution, and withdrawal of a Cerner solution from the market. In addition, corrective action by Cerner may be taken against the responsible individuals, up to and including termination of employment.

Trade restrictions

As a global company, we transfer goods, services and technologies across national borders. Our business transactions are subject to various trade controls and laws that regulate export and import activities, including:

- Government-imposed export controls, trade restrictions, trade embargoes, legal economic sanctions and boycotts
- Anti-boycott laws that prohibit companies from participating in or cooperating with an international boycott that is not approved or sanctioned by the US government

If you are involved in the transfer of goods or services across national borders on behalf of our company or our customers, you must comply with these laws, regardless of where you are located. If US law conflicts with a local trade law, US law may apply. Always consult with our Legal Group for proper guidance on this subject.

Environmental consciousness

We are committed to providing solutions and services to our clients in a manner that promotes a clean environment and reduces our corporate footprint on the environment. We believe that we have a responsibility to promote these good environmental practices for the benefit of the communities in which we operate and the clients, Associates, shareholders and other individuals with whom we interact. We seek to minimize adverse impacts on the environment through good management, aiming for continuous improvement in our environmental programs. We seek to demonstrate to our clients our support of sound environmental principles through our day-to-day operations. As a Cerner Associate, you have an obligation to encourage environmentally conscious behavior by complying with all environmental laws, reducing waste and participating in Cerner's recycling efforts.

See [Cerner's Corporate Environmental Policy](#).

On your own time: Conflicts of interest

Your private life is very much your own. Still, a conflict of interest may arise if you engage in any activities or advance any personal interests at the expense of Cerner's interests. It's up to you to avoid situations in which your loyalty may become or appear to be compromised. Each individual's situation is different, and in evaluating your own, you must consider many factors. The most common types of conflicts are addressed here to help you make informed decisions.

See [Conflict-of-Interest Policy](#).

Outside employment opportunities

You may not commercially develop, market or sell products, processes or services which are the same as, similar to, or in competition with Cerner's current or potential solution, process or service offerings. Any Cerner Associate, full-time or part-time, who engages in outside activities that involve consulting, developing or selling software or other competing products, must disclose such activities to Cerner and obtain written approval by Cerner's chief legal officer. Failure to obtain such approval is grounds for immediate termination.

You may not perform outside, non-Cerner work or solicit such business on Cerner premises or while working on Cerner time, including time you are given with pay to handle personal matters or while on paid leave. Also, you are not permitted to use Cerner equipment, telephones, public folders, networks, software, materials, resources or proprietary information for any outside work, particularly when it is for your personal financial gain, where such outside work would compete with Cerner's interests.

A clear conflict of interest is providing assistance to an organization that markets solutions and services that compete with Cerner's current or potential solutions or service offerings. You may not work for such an organization as an employee, a consultant, or as a member of its board of directors without Cerner's written consent provided by the Chief Legal Officer.

Additionally, any material relationship with a Cerner supplier, such as representing such supplier, working for such supplier, or being a member of such supplier's board of directors, must be fully disclosed and approved by Cerner's chief legal officer or the Audit Committee. In addition, you may not accept money or benefits of any kind for any advice or services you may provide to a supplier concerning its business relationship with Cerner.

Q&A

I am a clinician and would like to take shifts in the ER when I am not working at Cerner. How do I obtain approval to pursue this outside work?

You must first contact your manager and seek his or her preliminary approval. If your manager believes that you will be able to work outside of your Cerner employment while still meeting Cerner's performance expectations, he or she will contact Human Resources. Human Resources will work with our Legal Group to obtain additional necessary approvals and confirm that the position does not create a conflict of interest.

Outside financial interests and opportunities

You cannot have a financial interest in any organization that Cerner does business with if that interest may create a material conflict of interest with Cerner's business interests unless approved by the chief legal officer or Audit Committee.

A financial interest is improper if the combination of your position, the amount of your investment, and the particular company in which you invested could – when viewed objectively by a reasonable person – influence your actions as a Cerner Associate. You may not evade these guidelines on investments or maintaining financial interests by acting indirectly through anyone else.

You must not: (a) accept, pursue or take advantage of any opportunity for personal benefit if the opportunity is an opportunity Cerner may desire to pursue for itself or is related in any way to the business or business operations of Cerner, or (b) use Cerner property or information for personal gain. Associates owe a duty to Cerner to advance Cerner's legitimate interests.

Relatives and friends

You may find yourself in a situation where your spouse, partner, another member of your immediate family, or someone else you are close to works for a competitor, supplier or client of Cerner. While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality and conflicts of interest. The closeness of the relationship might lead you to inadvertently compromise Cerner's interests. There are several factors to consider in assessing such a situation. Among them are the relationship between Cerner and the other company, the nature of your responsibilities as a Cerner Associate and those of the person close to you, and the access each of you has to your respective employer's confidential information. You should review your specific situation with your manager to assess the nature and extent of any concern and how it can be resolved.





Public service

We strongly encourage you to be active in the civic life of your community. However, such service may occasionally place you in a situation that poses a conflict of interest with Cerner, and you may need to abstain from any decision process or vote. The law may require you to abstain, depending on your position with Cerner and whether you stand to gain personally from the decision. On the other hand, there may be circumstances in which the law does not permit you to abstain. Generally, you are the person in the best position to decide whether or not you should abstain from working on a matter or participating in a decision, and how you handle the decision is up to you. It follows, of course, that you bear the responsibility for your decision. Before making your decision, you should get advice from the civic organization's lawyer and from our Legal Group.

Political contributions and activities

We encourage you to participate in the political process as individuals and on your own time. US federal and state contribution and lobbying laws limit the contributions a company like Cerner can make to political parties or candidates. Any political activity you pursue is done voluntarily, with your own resources and on your own time. Please contact our Legal Group if you have any questions.

See *US Federal Political Activity by Cerner and Cerner Associates*.

Q&A

What is an example of public service that would lead to a conflict of interest?

As a board member, you may, for example, be confronted with a decision involving Cerner. It might be a decision to purchase Cerner software or services, or it might be a decision by a board of tax assessors or a zoning board that affects Cerner property. In such circumstances, your interest in Cerner must be disclosed and, if your obligation to the civic organization could be interpreted as in conflict with Cerner's interest, you must abstain from any decision process or vote.

Responsibility to our shareholders

Recording and reporting information

Business records, including our financial statements, contracts and agreements, must always be accurate and reflect a forthright presentation of the facts. You should record and report all information accurately and honestly. Books, records and accounts for which you are responsible, must be prepared and kept in reasonable detail and must accurately and fairly reflect the transactions and dispositions of Cerner's assets.

Reporting Cerner financial and other corporate information to the SEC is a highly regulated activity. You are responsible for ensuring that information you record or report in connection with Cerner's financial statements and related filings with the SEC result in full, fair, accurate, timely and understandable disclosures by Cerner. Accuracy of all recording and reporting is absolutely critical.

Dishonest reporting of information to organizations and people outside Cerner also is strictly prohibited. It could lead to civil or even criminal liability for you and Cerner. This includes not only reporting information inaccurately, but also organizing it in a way that is intended to mislead or misinform those who receive it.

Q&A

What types of expenses are reimbursable?

You may be reimbursed for reasonable expenses – but only if those expenses are actually incurred for approved business expenses. You are prohibited from submitting expenses that inaccurately represent the purpose of the expense. You are also prohibited from submitting expenses not actually incurred (i.e., for meals not eaten, miles not driven, airline tickets not used, etc.). Further, all client entertainment expenses must be in compliance with Cerner's Policies and with applicable laws, rules and regulations which may limit, prohibit or restrict any gifts or entertainment provided to the client or the prospective client (particularly if the client or prospective client is a governmental entity).

Records retention

You are expected to become familiar with, and strictly adhere to, our corporate policies and procedures regarding records retention, as well as the records retention list applicable to your organization. You must follow all instructions you receive to hold documents if you are notified by our Legal Group of a subpoena or a pending, imminent or contemplated litigation, government investigation or other official proceeding requiring documents to be preserved. Failure to comply with these policies will not be tolerated by Cerner and could, in some circumstances, result in criminal violations.

See *Corporate Records Retention Policy* and *Corporate Records Retention SOP*.

Q&A

What are different types of business records?

Business records include any document, or communication in paper or electronic form that is maintained in the course of business. This covers a wide variety of information, including (but not limited to): time and expense reports completed by Associates; test reports completed by certification analysts; revenue and cost records recorded by financial analysts; billable consulting time to be charged to clients; purchase orders and invoices, etc.

Insider trading

In the course of performing your job duties, you may become aware of information about Cerner or other companies that has not been made public. The use of such nonpublic or “inside” information about Cerner or another company for your own financial benefit is not only unethical, but also may be a violation of law. US law prohibits insider trading and deceptive practices in stocks and securities; these prohibitions may also apply outside the US. We will not tolerate the improper use of inside information.

Q&A

You are in the elevator and overhear some executives discussing the quarter’s financial results before the results are publically announced. From what you discern from the conversation, the results are positive, so you purchase some shares when you get home that night. Is this a problem?

Yes — financial results are considered material information and you could be liable on a misappropriation theory. The law requires and Cerner expects its Associates to maintain the confidentiality of such financial information until that information is disseminated to the public.

You are an engineer for Cerner and have developed the next best thing that is likely to be a huge success with enormous commercial potential. Before public disclosure of the breakthrough, you share information about your development with your friend from grad school, who works for another company, hoping to receive similar market-sensitive scoops from her. Despite your warning for confidentiality, your friend purchases some Cerner shares that night. When the development is later announced, Cerner’s stock price soars. Could your friend be liable for insider trading?

Yes — both you and your friend could be liable for insider trading based on a tipper/tippee theory.

See *Disclosure Policy, All Associates Trading Policy* and, if applicable, *Covered Persons Trading Policy*.

Audits and investigations

You may be asked to participate in an audit or internal investigation conducted by our internal auditors, external auditors, Regulatory Affairs or our Legal Group. When this happens, you are always expected to cooperate fully and communicate honestly. You may receive a request for documents or a request to meet with regulators or lawyers in connection with a legal proceeding or government investigation. If you receive such a request, you should immediately contact our Legal Group for assistance.

We recognize the importance of preventing improper influence on the conduct of auditors. Accordingly, you are prohibited from taking any action, or failing to take any action, to fraudulently influence, coerce, manipulate, or mislead any of our auditors during their review or audit of our financial statements, and related books and records, for the purpose of rendering the financial statements false or materially misleading. Such conduct is prohibited even if it does not succeed in affecting the auditors' review or audit.

Q&A

What is considered “improper influence?”

Improper influence would include, but is not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including offering future employment or contracts for non-audit services
- Providing an auditor with inaccurate or misleading accounting, financial or legal analysis, records or information
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the proposed accounting
- Seeking to have a partner removed from the audit engagement because the partner objects to the proposed accounting
- Blackmailing
- Making physical threats

Confidential information: Protecting our assets

We have a large variety of assets. They include our extremely valuable intellectual property, trade secrets, proprietary information, confidential information and our physical assets. Our intellectual property is the product of the ideas and hard work of many talented Cerner Associates. It also includes the confidential data entrusted to many Associates in connection with their jobs.

As a Cerner Associate, regardless of your role, you have access to confidential information. Given the widespread interest in Cerner and the increasingly competitive nature of the industry — chances are you probably have contact with someone interested in acquiring information in your possession. So it's very important not to use or disclose confidential information except as authorized by Cerner, and to provide adequate safeguards to prevent the loss of such information.

The unintentional disclosure of confidential information can be just as harmful as intentional disclosure. You should never discuss confidential information that has not been made public by Cerner with any unauthorized person. This information includes unannounced business plans, prices, earnings, procurement plans, sales results, client lists, etc. Furthermore, you should not discuss confidential information even with authorized Cerner Associates if you are in the presence of others who are not authorized — for example, at a trade show reception or in a public area such as an elevator or an airplane. This also applies to discussions with family members or with friends, who might innocently or inadvertently pass the information on to someone else.

Besides your obligation not to disclose confidential information to anyone outside Cerner, you are also required to use such information only in connection with Cerner's business. These obligations apply whether or not you developed the information yourself, and, they apply by law in virtually all countries where Cerner does business.

Nothing in this Code prohibits you from disclosing Confidential Information in connection with reporting possible violations of law or regulation to any governmental agency or entity or attorney in accordance with applicable whistleblower protection provisions of applicable law or regulation, provided, that any such disclosures must be made in accordance with the



applicable law or regulation and in a manner that limits, to the furthest extent possible, disclosure of Confidential Information.

If you leave Cerner, voluntarily or involuntarily, for any reason, including retirement, you may not disclose or misuse confidential information at any time after you leave Cerner. Also, Cerner's ownership of intellectual property that you created while you were a Cerner Associate, continues to reside with Cerner after you leave Cerner, where allowable by law. Cerner will use both corrective action and legal action, as appropriate, to protect its confidential information, intellectual property and trade secrets.

Q&A

What is meant by "Confidential information?"

Confidential information means Cerner, Cerner Associate, client and supplier information which is proprietary or confidential to Cerner or to Cerner's Associates, clients or suppliers, whether of a technical, business, financial or any other nature, which is either identified or designated as confidential or proprietary, or which should be reasonably understood to be confidential or proprietary in nature, and which is not otherwise available to the general public.

Q&A

What should I do if someone outside Cerner asks me questions about Cerner or its business activities?

You should not attempt to answer them unless you are certain you are authorized to do so. If you are not authorized, refer the person to the appropriate source within Cerner. Industry analysts, including security analysts and investors, should be referred to our Investor Relations team. Under no circumstances should you answer questions without guidance from Cerner. If you receive a request for information, or to conduct an interview from an attorney, an investigator, or any law enforcement officer, and it concerns Cerner business, you should refer the request to our Legal Group. You are always expected to cooperate fully and communicate honestly with law enforcement and governmental authorities. Similarly, unless you have been authorized to talk to reporters, or to anyone else writing about or otherwise covering Cerner or the industry, direct the person to a member of our public relations team. If you do not know what functional area the questioner should be referred to, ask your manager.

See [Disclosure Policy](#).

Intellectual property

When you joined Cerner, you were required to sign an employment agreement, which included specific provisions relating to new intellectual property that you may develop, author or conceive while at Cerner. Under the agreement, you assigned to Cerner the rights to any work product that you develop, author, conceive or reduce to practice, in whole or in part, while you are employed at Cerner. This includes but is not limited to trademarks, copyrights, ideas, inventions, patents, computer programs and documents, and any other forms of intellectual property that you develop if they relate to Cerner's actual or anticipated business, or either result from or are suggested by any work assigned to you by Cerner. Subject to the laws of each country, this obligation applies no matter where or when – at work or at home after hours – such intellectual property is created. The existence of this intellectual property must be reported to Cerner, and the property must be protected like any other proprietary information of Cerner. However, if you believe that your idea, invention, computer program, etc. neither falls within the area of Cerner's actual or anticipated business interests, nor resulted from, nor was suggested by any of your work assignments at Cerner, you should discuss the matter with your manager and a member of our Legal Group. You may request a written disclaimer of ownership from Cerner provided such trademarks, copyrights, ideas, inventions, patents, computer programs and documents, and any other intellectual property were developed entirely on your own time and without the use of Cerner assets. Throughout your Cerner employment you should provide our Legal Group with copies of any patents you have applied for or obtained.



Q&A

I am developing a new application that is to be incorporated into our laboratory solution. Who owns the copyrights?

In most cases, the copyrights of Associate-generated works of authorship, such as manuals and computer programs, are automatically owned by Cerner through operation of law. In other cases, title to the copyright is given to Cerner by contractual provisions. If there is a question of ownership, you should consult your manager before you distribute through any distribution channel. Your manager may consult our Legal Group to determine whether you will be permitted to place the material in the particular distribution channel.

See [Copyright Compliance Policy](#).

Our resources: Using our assets

Cerner equipment, systems, facilities, corporate credit cards and supplies must be used only for conducting Cerner's business or for purposes authorized by management. Unauthorized or unreasonable use of Cerner BusinessSystems, whether or not for personal gain, is a misappropriation of Cerner assets. Like other Cerner assets, these devices, and the information they make available through a wide variety of databases, should be used only for conducting Cerner business or for purposes authorized by management. Unless expressly prohibited by company agreement or otherwise, occasional and infrequent use of such systems for personal use (which does not interfere with your job responsibilities or the business use of such systems) is acceptable. However, all Cerner computers, tablets, cell phones and systems, and data stored in them (including your personal e-mail and voicemail messages), are the property of Cerner and may be reviewed or monitored by Cerner without your knowledge or consent, where allowable by law.

Personal items, messages or information that you consider private should not normally be placed or kept in telephone systems, e-mail systems, offices, work spaces, desks, credenzas or file cabinets. Cerner management has the right to monitor these systems or areas at any time, where allowable by law, and therefore communications made and received by you on Cerner's systems may not be confidential. Communications made and received by you on Cerner's systems may not be confidential.

Is it okay to check my personal email account using my Cerner-issued device?

Yes — it is okay to use your Cerner-issued device to stay connected with family and friends, but such personal use must be reasonable. Additionally, any communications sent using Cerner resources will be subject to the Rules of the Road.

Is it okay for my child to use my Cerner-issued device?

No — due to the confidential and sensitive nature of our work, it is never in the best interest of Cerner to allow others to access our devices for any reason.

Rules of the Road

Please take the time to review the Rules of the Road posted as you log onto the Cerner systems and available on myCerner. While Cerner conducts audits to help ensure that Cerner solutions, systems, networks and databases are being used properly, it's your responsibility to make sure that each use you make of any Cerner system is appropriate.

It is inappropriate, under any circumstances, to forward Cerner materials outside of Cerner unless authorized to do so. This includes unauthorized forwarding of internal e-mails and unauthorized posting to external websites or chat boards, including Twitter, Facebook and other social media sites. It is also inappropriate to create your own material on the Internet related to or that may impact the Cerner brand or reputation, unless authorized to do so.

Rules of the Road also applies to our clients' information systems and data. It is a clear violation of policy to grant unauthorized access to, to cause manipulation of, to use inappropriately, or to share information from our clients' systems.

You are personally responsible not only for protecting Cerner property entrusted to you, but also for helping to protect Cerner's assets in general. Here is where your awareness of security procedures can play a critical role. You should be alert to any situations or incidents that could lead to the loss, misuse or theft of Cerner property. And you should report all such situations to your manager or as set forth in

"Raising issues or concerns" as soon as they come to your attention.

See *Cerner's Electronic Information and Systems Usage Policy ("Rules of the Road")* and *IT Security Policy*.

Additional responsibilities for CEO and finance associates

As Associates of Cerner, the CEO and all finance Associates, including the CFO and the principal accounting officer, are bound by the provisions of this Code and should comply with the letter and spirit of this Code. Each must also promptly bring to the attention of Cerner's Disclosure Controls Committee and the Audit Committee:

- Any material information of which he or she may become aware that affects the disclosures made by Cerner in its public filings with the SEC or other public disclosures or that would otherwise assist the Disclosure Controls Committee in fulfilling its responsibilities
- Any information he or she may have concerning: (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Cerner's ability to record, process, summarize and report financial information; and, (b) any fraud, whether or not material, that involves management or other Associates who have a significant role in Cerner's internal control over financial reporting

In addition to the reporting requirements set out in "Raising issues or concerns", the CEO and each finance Associate must promptly bring to the attention of the chief legal officer, the CEO or to the Audit Committee any information he or she may have concerning:

- Any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other Associates who have a significant role in Cerner's financial reporting, disclosures or internal controls
- Evidence of a material violation of securities or other laws, rules or regulations applicable to Cerner and the operation of its business or of violation of these specific provisions applicable to the CEO and finance Associates

Administering our code

Interpretation and enforcement

The Audit Committee is responsible for establishing the standards set forth in this Code, and updating this Code periodically as appropriate. The Audit Committee has authorized Cerner's chief legal officer to initially be responsible for providing interpretive guidance in applying these policies to specific situations, and for generally overseeing implementation and enforcement of the policies set forth in this Code, subject to the ultimate authority and control of the Audit Committee.

Conduct which is not in strict compliance with this Code may result in corrective action, including, without limitation, demotion or termination of employment. Failure to comply with the legal requirements referenced in this Code may also subject you and Cerner to criminal and civil penalties, money damages and regulatory sanctions. Accordingly, each Associate is expected to become familiar with this Code. Each Associate is also expected to oversee compliance with this Code by Associates under their supervision.

Corrective action

Among the causes for corrective action (which may include immediate termination of employment), are the following acts and behaviors:

- Acts of theft
- Acts calling into question an Associate's integrity
- Acts calling into question an Associate's loyalty to Cerner
- Inappropriate disclosures of confidential or proprietary information
- Inappropriate behavior toward others
- Acts which may create danger
- Competing against Cerner
- Acts of insubordination
- Violation of applicable laws, rules or regulations
- Violation of Cerner's Policies, including this Global Code of Conduct

The list of causes for corrective action contained in this section is not exhaustive. Cerner reserves the right, to the extent permitted by law, to discipline Associates for reasons other than those stated above or to discharge any Associate, with or without cause, (except in countries where "without cause" terminations are not permissible), as it deems appropriate in its sole discretion. Associates may also be subject to country-specific disciplinary and grievance policies and procedures, which may be found on myCerner.





Regardless of the manner or duration of an Associate’s employment, nothing contained in Cerner’s Policies creates employment for a definite term. Without prior notice and at any time, for any reason, Cerner specifically reserves the right, to the extent permitted by law: (a) to construe and interpret Cerner’s Policies; (b) to apply, maintain and administer Cerner’s Policies in a manner that retains discretion in Cerner; (c) to modify, change or terminate Cerner’s Policies, in whole or in part; and (d) to refrain from applying, maintaining or administering its Policies. Cerner’s Policies found online on myCerner supersede all prior oral or written policy statements regarding the specific subject matter thereof, including all prior editions of such policies in print or online.

Waivers

No provision of this Code may be waived for a member of Cerner’s board of directors, an executive officer, or a senior financial or accounting officer of Cerner, except upon the approval of the board of directors. For these purposes, a “senior financial or accounting officer” means the principal financial officer, principal accounting officer or controller, or persons performing similar functions, and “executive officer” means those officers covered in Rule 16 a-1(f) under the Securities Exchange Act of 1934. Any waiver of any provision of this Code that is required to be disclosed under applicable NASDAQ rules or applicable law shall be publicly disclosed at the time and in the manner prescribed by such rules or such law.

The provisions of this Code may be waived for persons who are not members of Cerner’s board of directors, executive officers, or senior financial or accounting officers only by the chief executive officer, chairman of the board, the board of directors or a committee of the board, or the chief legal officer.

