



Business Code of Conduct



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Reporting Website
lighthouse-services.com/versanthealth



Ethics Hotline
(888) 211-4384



Reporting Fax Line
(215) 689-3885

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Overview

About the Business Code of Conduct

Mission Statement and Values

We have a bold and noble mission: to help people enjoy the wonder of sight through healthy eyes and vision. We care for our clients and their members by delivering broad and affordable access to vision care, unwavering service, and resources to help them make informed vision care choices that offer the greatest value.

To deliver on this mission, we must act with integrity, professionalism, and commitment to results. Our Code of Conduct 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;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents we file with regulatory agencies and in our other public communications;
- Compliance with applicable laws, rules, and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

Code Should Guide Your Conduct

As a Versant Health (“Company”) associate, you are expected to comply with both the letter and the spirit of our Code. This means you must understand and comply with all our policies, laws and regulations that apply to your job, even if you feel pressured to do otherwise.

Our Code also requires you to seek guidance if you have questions or concerns and to cooperate fully in any investigation of suspected violations of the Code that may arise in the course of your employment. Periodically, you may be asked to provide a written certification that you have reviewed and understand the Company’s Code of Conduct, comply with its standards, and are not personally aware of any violations of the Code by others.

This certification is your pledge to live up to our Code and its expectations and to promptly raise concerns about any situation that you think may violate our Code. Associates who violate our Code put themselves, fellow associates, and our Company at risk and are subject to disciplinary action up to and including termination of employment.

Who Must Follow the Code?

Our Code applies to the Versant Health Workforce (all FT/PT associates, temporary staff, Contractors, Consultants, and Vendors), directors, and officers. In addition, MetLife Service Personnel (MLSP) who are MetLife personnel that provide finance, accounting, internal audit, compliance or legal services to Versant Health, are expected to read, understand, and abide by this Code.

Our Code always applies. You must never “cut corners” or ask others to violate the Code of Conduct, even if you think it’s in the best interest of the Company.

Leaders Have a Responsibility To Lead by Example

Associates who supervise others have an important responsibility to lead by example and maintain the highest standards of behavior. If you supervise others, you should create an environment where associates understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation.

If an issue is raised, you must take prompt action to address the concerns and correct problems that arise. You must also make sure that each associate under your supervision understands our Code and the policies, laws and regulations that affect our business and workplace. Most importantly, you must ensure that you understand that business performance is never more important than ethical business conduct.

Q: Suppose my boss asks me to do something that I think is wrong. What should I do?

A: The Company relies on you to use your best judgment. Therefore, do not do anything that you believe may be wrong. A first course of action may be to express your concerns directly to your boss. If you feel your boss has not adequately addressed your concerns or if you are uncomfortable raising the issue with your boss, you can take further steps to resolve this issue by speaking to a member of the Leadership Team, the Compliance Department or any other resource listed in this Code of Conduct. The important thing is to not take any action that you know or believe to be in violation of the Code of Conduct.

Q: What happens if I am faced with a situation where acting ethically conflicts with making a profit for the Company?

A: You must always engage in legal and ethical conduct no matter what the circumstances. The Company's long-term profitability depends on our reputation. If you feel that there is a conflict between what is right and what is profitable, you should contact your supervisor, Compliance Department, or any of the other resources listed in this Code of Conduct.

Compliance with the Law

As associates of the Company, we all have a personal responsibility to uphold and ensure the letter and spirit of our Code in our individual roles, every single day. It is important that you are aware of, and never intentionally violate, relevant laws and regulations. Violating relevant laws, regulations, or this Code, or encouraging others to do so, exposes the Company to risk, including risk to its reputation, and will result in disciplinary action up to and including termination of employment.

You should understand that violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, civil and criminal penalties that could affect you personally in addition to a risk of adverse consequences to the Company.

You should also be alert to changes in the law or new requirements that may affect your business unit, as well as new products or services that may be subject to special legal requirements. Please consult with the Legal Department as appropriate on any changes in law or legal requirements.

What Should I Do?

When faced with an ethical dilemma, you have a responsibility to take the right action that complies with the Code. At times you might be uncertain of the most appropriate action. In those cases, as you are deciding what action to take, answer the following questions to help you determine the most appropriate way to proceed.

Ask yourself...

- Is it legal?
- Is it consistent with our Code of Conduct and policies and procedures?
- Is it consistent with our values?
- Is the action fair and honest?
- Would I be concerned if the decision were on the front page of the local newspaper?

A Final Note

This Code is not intended to cover every issue or situation an associate, officer or director may encounter at the Company. Our Code should be used as a guide in addition to other Company policies and guidelines.

Reporting

Whom To Contact

You must report violations or suspected violations using one of the following methods:



Ethics hotline
(888) 211-4384



Reporting website
lighthouse-services.com/versanthealth



Reporting fax line
(215) 689-3885

Note: You must include the company's name with your report.



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hayley.ellington-buckles@versanthealth.com
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Integrity in Business Practices

Reporting Issues or Concerns

You are obligated to report violations of the Code, the law, or any company policy or procedure. All reports of known or suspected violations will be timely and fully investigated. If an investigation determines actual noncompliance has occurred, the Compliance Department will undertake appropriate and timely corrective actions to address the issue and prevent future noncompliance. If you have questions, concerns, or need to report a known or suspected violation, you should discuss it with your supervisor, a Human Resources representative, a Compliance Department representative, or contact the Ethics Hotline where you can report your concern confidentially or anonymously. Failing to report a violation of the law, company policy and procedure and/or the Code is, in and of itself, a violation of the Code and will subject you to discipline, up to and including termination.

Q: My boss has established very aggressive goals for the department. I told my boss that we can't meet these goals and she told me to do "whatever it takes." I think she means that we should violate company policy and laws to accomplish these goals. I'm scared and don't know what to do.

A: Even under pressure, you should never do anything that violates this Code or applicable law. While successful companies set aggressive goals, you should never violate this Code or our policies to achieve goals. If you think you're being asked to violate the Code, Company policy, or any laws, talk to a supervisor, Human Resources, or the Compliance Department, or use the Ethics Hotline.

Compliance Officer and Integrity and Compliance

The Compliance Officer, who is appointed by the Boards of Directors of the Company and its Subsidiaries, has overall responsibility for the Company's integrity and compliance program. Integrity and Compliance, under the direction of the Compliance Officer, administers the program, including the Code of Business Conduct. The Compliance Officer and Integrity and Compliance staffs are available to offer you guidance and support towards the Company's commitment to doing the right thing.

Commitment to Non-Retaliation

The Company is committed to providing the opportunity to speak up freely and a work environment free of any form of retaliation. Retaliation against or intimidating an individual who reports a violation of law or company policy is strictly prohibited. Downgrading an associate's performance rating, limiting an associate's opportunities for assignments or advancement, excluding an associate from corporate or departmental functions, or any other types of retaliation must not be imposed on an associate as punishment for:

- Filing or responding to a good faith complaint, or
- Cooperating in an investigation.

Q: What is "good faith"?

A: Acting in good faith means that you provide all the information you have and believe you are giving a sincere and complete report. Individuals who act against a person for making a report or participating in an investigation in good faith will be subject to disciplinary action, up to and including termination.

Q: I believe my boss is violating the Code of Conduct, and I'm not sure what to do. I'm worried I will get in trouble if I report my boss to the Compliance Department. What should I do?

A: If you believe in good faith that your manager is violating the Code of Conduct, you must report the concern. Contact the Compliance Department or Ethics Hotline. Since the report was made in good faith, you will not be disciplined, even if you are wrong. The Company will not retaliate against you for good faith reporting.



Workplace

Integrity in the Workplace

Equal Opportunity

Having a diverse workforce—made up of associates who bring a wide variety of skills, abilities, experiences and perspectives—is essential to our success.

We are committed to the principles of equal employment opportunity, inclusion and respect. All employment-related decisions must be based on company needs, job requirements and individual qualifications. We always take full advantage of what our associates have to offer; listen and be inclusive. We do not tolerate discrimination against anyone—associates, customers, network providers or other stakeholders—based on race, color, religion, national origin, sex (including pregnancy), age, disability, HIV status, sexual orientation, gender identity, marital status, past or present military service or any other status protected by applicable laws and regulations.

We comply with laws regarding employment of immigrants and noncitizens and provide equal employment opportunity to everyone who is legally authorized to work in the United States. We provide reasonable accommodations to individuals with disabilities and remove any artificial barriers to success. Report suspected discrimination right away and never retaliate against anyone who raises a good faith belief that unlawful discrimination has occurred.

Q: I believe that I did not receive a promotion because my boss knows that I am pregnant. I heard my manager say that when a woman becomes pregnant, it inevitably interferes with job performance. Is there anything I can do?

A: Yes. All employment-related decisions (e.g., promotion, remuneration, training,) must be based on job-related criteria, skills and performance. You should report the situation to the Human Resources department.

Legal Employment

We maintain all licenses and certifications that are necessary to run the business. Associates in positions that require licenses, certifications, or other credentials are responsible for maintaining them.

The Company has implemented screening procedures to identify individuals that governments have publicly sanctioned or excluded from participation in government programs. This includes checks of publicly available

databases such as the U.S. Office of Inspector General list of excluded individuals and entities and GSA's System for Award Management exclusion list. If you become aware that someone, whether you, a colleague, a participating provider, or vendor, is sanctioned or excluded from any government program, you must notify the Compliance Department.

No Harassment

Every associate has a right to a work environment free from harassment, regardless of whether the harasser is a co-worker, supervisor, manager, customer, vendor or visitor. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. In addition, any harassment that either impacts or influences wages, hours, working conditions or employment advantages is specifically prohibited. Unlawful harassment includes harassment based on race, color, religion, creed, sex, gender identity, sexual orientation, age, disability, national origin or ancestry, as well as citizenship, marital, veteran, and family or medical leave status, or any other status protected by law. Sexual harassment includes harassment of a sexual nature of a person of the same or opposite sex as the harasser.

As is the case with any violation of the Code, you have a responsibility to report any harassing behavior or condition regardless of if you are directly involved or just a witness. Retaliation for making a good faith complaint or for assisting in the investigation of a discrimination or harassment complaint is prohibited. Report the offending behavior to your supervisor or another member of your management chain, your Human Resources representative, or contact the Ethics Hotline.

You have a responsibility to report any harassing behavior or condition, regardless of whether you are directly involved or just a witness.

Q: My supervisor makes several of us uncomfortable with rude jokes and comments. What should I do?

A: Talk to your manager about how you feel. If you are

uncomfortable talking directly to your manager, talk to another manager, the Human Resources Department, or contact the Ethics Hotline. We will not stand for harassment or a hostile work environment in which associates feel threatened or intimidated.

Q: I am a female associate. My male co-worker makes repeated comments about my personal appearance that make me very uncomfortable. I've asked him to stop but he won't. What should I do?

A: You should report your co-worker's behavior to your supervisor or to the Human Resources Department. If you are uncomfortable with these resources, contact the confidential 24-hour Ethics Hotline.

Workplace Safety and Violence Prevention

To preserve associate safety and security, weapons, firearms, ammunition, explosives and incendiary devices are forbidden on our Company premises. In addition, our Company will not tolerate acts or threats of violence, including extreme or inappropriate verbal or physical threats, intimidation, harassment and/or coercion. Behavior that threatens the safety of people or property, or has the potential to become violent, should be immediately reported to your supervisor, Human Resources Department, or the Ethics Hotline.

Substance Abuse

The Company strives to maintain a workplace that is free from illegal use, possession, sale, or distribution of alcohol or controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks.

Q: I think my boss has a drinking problem that is interfering with work in my area. What can I do? I really want to help.

A: You have an obligation to report your suspicions to your boss' manager or to the Human Resources Department. It is crucial to associate and public safety that all Company workplaces be entirely free of alcohol and prohibited drugs. By reporting your suspicions now, you not only fulfill your duty to our Company, but you may also help your boss come to terms with a serious problem that could ultimately prove personally devastating to him or her.

Q: I suspect that my co-worker is abusing prescription drugs. Since this is not an illegal substance, should I tell someone?

A: Abuse of legally prescribed drugs can be as dangerous as abuse of illegal substances. Talk to your co-worker about our Company's Employee Assistance

Program if you are comfortable doing so. Otherwise, share your concerns with your manager, Human Resources or the Ethics Help Line.

The Company reserves the right to test associates suspected of alcohol or drug abuse in the workplace. Associates found engaging in these activities will be subject to disciplinary action, up to and including termination. While the Company believes in helping associates overcome challenges such as drug or alcohol addiction, we believe our primary concern is minimizing risks to other associates.

Employee Information Privacy

The Company respects the confidentiality of the personal information of associates. This includes associate medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential associate information from anyone outside our Company under any circumstances must be approved in accordance with our policies.

No Expectation of Privacy

It is important to remember, however, that associates should have no legitimate expectation of privacy regarding normal course workplace communication or any communication that they create, receive, or store in the Company's assets and systems, including, but not limited to emails, photographs, and personal property brought onto Company premises or used for Company business. Authorized Users should be aware that all information created or stored on the Company's information systems, is the property of Company, and usually can be recovered even though deleted by the Authorized User. The Company cannot and does not guarantee the privacy or confidentiality of any personal (i.e., non-business-related) information stored on Company's information systems. Personal (i.e., non-business-related) information that is intended to remain private and/or confidential should not be created or stored in Company's systems.

Personal (i.e., non-business-related) information that is intended to remain private and/or confidential should not be created or stored in the Company's systems.

Monitoring

Activity conducted under the Authorized User's ID and password is monitored.

The Company maintains the absolute right to monitor all information system use by Authorized Users for any purpose, and particularly to ensure proper working order, to assure appropriate use, and to maintain the security and integrity of the Company's information.

The Company may retrieve the contents of any communication or file created or stored on the Company's systems. The Company may access any Authorized User's files, including archived material of present and former Authorized Users, without the Authorized User's consent, for any purpose related to maintaining the security or integrity of the network, protecting the rights of the Company or other Authorized Users, or for any other purpose deemed reasonable by the Company.

Proper Use of Electronic Media

Electronic Media, such as telephones, fax machines, personal computers, data storage units or thumb drives, email, and voice mail, are provided to us to enable us to do our job at the Company.

Each of us has a responsibility to protect these systems and the data that is contained on them from misuse, improper access, damage, and theft. Even when use of the Company's electronic media for limited personal purposes is permitted, such use is not private. Anything sent or received using our Company's electronic media may be reviewed by the Company and others at its discretion and direction. Remember: Be just as careful and professional with electronic media such as emails, instant and text messaging, and other similar forms of communication as you would when writing a formal letter.

- Never use electronic media to initiate, save, or send items that are hostile or threaten violence.
- Do not use electronic media to initiate or participate in any malicious, unauthorized, or fraudulent use of Company resources.

Use of our Company's networks is both a necessity and a privilege. If you have access to our information systems and computer networks, you are responsible for using the highest standards of behavior in all 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 associates who access our networks while on Company premises.

Our networks 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 Company networks for the following:

- Accessing third party personal email services
- Sending or receiving personal instant messages
- Posting non-business messages to Internet discussion groups and bulletin boards
- 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 the Company or any other site
- Damaging computer equipment, software or data
- Interfering with or disrupting network users, services or equipment

Social Media

Social media is of growing importance in the marketplace. It enables us to learn from and share information with our stakeholders, as well as communicate with the public about our Company. In addition to following all Company policies, a general rule to remember when utilizing social media is to think about the effect of statements that you make. Keep in mind that these transmissions are permanent and easily transferable and can affect our Company's reputation and relationships with coworkers and customers.

When using social media tools like blogs, Facebook, Twitter or wikis, ensure that you do not make comments on behalf of the Company without proper authorization. Also, you must not disclose our Company's confidential or proprietary information about our business, our suppliers or our customers, as defined in our proprietary and confidential section.

Q: I received an email that contains a statement that could be misunderstood or viewed as improper. What should I do?

A: It is important that our written communications are accurate and leave the proper impression. If you are concerned about potential implications of an email, you should call the author and discuss your concerns. You (or the original sender) should then send a second email clarifying the intent of the original email. Simply deleting the troublesome email is not enough. Deleted

emails are usually recoverable, and it is important to correct potential misperceptions.

Q: Can I post messages to an Internet discussion group or bulletin board from my office computer?

A: You are authorized to post business-related messages to public bulletin boards and discussion forums if the postings are for legitimate Company business-related purposes, do not include confidential business information, and include a statement indicating that your remarks are your own and not the opinion of the Company.



Business Practices

Integrity in the Marketplace

Conflicts of Interest

We have an obligation to make sound business decisions in the best interests of the Company without the influence of personal interests or gain. Our Company requires you to avoid any conflict, or even the appearance of a conflict, between your personal interests and the interests of our Company. A conflict exists when your interests, duties, obligations or activities, or those of a family member are, or may be, in conflict or incompatible with the interests of the Company.

Conflicts of interest expose our personal judgment and our Company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Should any business or personal conflict of interest arise, or even appear to arise, you should disclose it immediately to the Compliance Department for review. In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible.

As it is impossible to describe every potential conflict, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity. Please consult with the Compliance Department if you have any questions concerning a potential conflict of interest.

What are some activities that could represent conflicts of interest?

- Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with our Company.
- Holding a second job that interferes with your ability to do your regular job.
- Employing, consulting, or serving on the board of a competitor, customer, supplier, or other service provider.
- Hiring a supplier, distributor, or other third party managed or owned by a relative or close friend.
- Soliciting or accepting any cash, gifts, entertainment, or benefits that are more than modest in value from any competitor, supplier, or customer.

Gifts and Entertainment

Modest gifts, favors, and entertainment are often used to strengthen business relationships. However, no gift, favor or entertainment should be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence fair judgment. In general, unless you have supervisory approval you should not provide any gift or entertainment to customers, suppliers, or others that you would not be able to accept from a customer, supplier, or other applicable parties. You should not accept a gift, hospitality, or anything else of value of \$50 or more.

Never give or accept cash or its equivalent in connection with a business transaction. Our associates, officers, directors, family members, agents or agent's family member are prohibited from offering, accepting, or receiving a gift or entertainment if it:

- Is in cash,
- Is not consistent with customary business practices,
- Is \$50 or more in value,
- Can be construed as a kickback, bribe or payoff in violation of any law, including a bribe to a government official in violation of the U.S. Foreign Corrupt Practices Act,
- Violates any other laws or regulations, or
- Could cause embarrassment to or discredit our Company if disclosed.

Please consult with the Compliance Department if you have any questions concerning a potential conflict of interest. Email inquiries should be sent to ConflictofInterest@versanthealth.com

Specific laws apply to interactions with government officials and employees. Federal and state laws often prohibit you from providing anything, including food

or beverages, to a government employee. When doing business with government agents, employees, or officials, be sure you understand applicable laws as well as local customs and norms. Please discuss with your supervisor or the Legal Department any gifts or proposed gifts that you are not certain are appropriate.

Q: A vendor has offered me free tickets to a sporting event that I really want to attend. May I accept?

A: Maybe. The most important consideration when deciding whether to accept a gift or paid-for entertainment, such as tickets to a sporting event, is whether receiving it could (i) compromise or appear to compromise your ability to make objective and fair business decisions, or (ii) influence or appear to influence a business relationship; and (iii) whether it is \$50 or more in value.

For this reason, business entertainment must be moderately scaled and intended only to facilitate business goals. These are, of course, facts and circumstances inquiries. Relevant factors include, among other things, the fair value of the gift or entertainment, whether the vendor will be present at the event, the frequency of gifts and entertainment received from the vendor, whether the vendor is paying for travel, lodging, and meals associated with the event, and the status of the Company's business relationship with the vendor. Consequently, if you are offered a gift or paid-for entertainment (including business entertainment) of more than nominal value from a vendor, prospective vendor, or any person with whom the Company does or may do business, you must inform your manager and, if appropriate, seek advice from the Legal Department. You may not accept any such gift or entertainment without your manager's prior written consent.

Q: Certain brokers and prospective clients expect me to offer expensive gifts and lavish entertainment. We can't compete effectively if we appear ungenerous. What should I do?

A: Gifts and entertainment are things of value and may not be given to obtain or retain business or to obtain improper advantage. However, gift giving and entertaining are not always illegal. If a government official or politician is the recipient, you must consult with the Legal Department. If you have any doubt about the propriety of a gift or entertainment, do not give it.

Antitrust and Fair Competition

The Company believes in free and open competition. We prohibit collusive or unfair business behavior that restricts free competition. United States antitrust and competition laws are quite complicated, and failure to

adhere to these laws could result in significant penalties imposed on both the Company and the associates who violated the laws.

There are almost no circumstances allowed by law to enter agreements with competitors to fix prices, bid rigging, terms of sale, production output, or to divide markets or customers. 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. Please consult with the Legal Department if you have any questions or concerns.

Trade Associations

Conversations that are unlawful in private are also unlawful if carried out by or at a trade association meeting. If you are at a trade association meeting and anyone engages in any anticompetitive conversation:

- Object immediately
- Leave the meeting
- Report the incident to the Legal Department

Honest Advertising and Marketing

It is our responsibility to accurately represent the Company and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values and may violate insurance laws. Sometimes it is necessary to make comparisons between our products and our competitors. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon. Please check with the Legal Department if you have any questions regarding the accuracy of our materials.

Obtain Competitive Information Fairly

Gathering information about our competitors often called competitive intelligence is a legitimate business practice. Doing so helps us stay competitive in the marketplace; however, we must never use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and information publicly available on the Internet. You may also gain competitive information appropriately from customers and suppliers (unless they are prohibited

from sharing the information) and by obtaining a license to use the information or purchasing the ownership of the information. When working with consultants, vendors, and other third parties, ensure that they understand and follow the Company policy on gathering competitive information.

Selection and Use of Third Parties (Fair Purchasing)

We believe in doing business with third parties that embrace and demonstrate high principles of ethical business behavior. We rely on suppliers, contractors, and consultants to help us accomplish our goals. They should be treated according to our values. To create an environment where our suppliers, contractors, and consultants have an incentive to work with the Company, they must be confident that they will be treated in an ethical manner. We offer fair opportunities for prospective third parties to compete for our business. The way we select our suppliers and the character of the suppliers we select reflect on the way we conduct business.

Anti-Corruption/Anti-Bribery

Federal and state laws prohibit bribery, kickbacks, and other improper payments. No Company associate, officer, agent, or independent contractor acting on our behalf may offer or provide bribes or other improper benefits to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage.

The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining or directing of business. We expect all associates, officers, agents, and independent contractors acting on behalf of the Company to strictly abide by these laws.

We believe in doing business with third parties that embrace and demonstrate high principles of ethical business behavior.

Government Customers/Contracting

When doing business with federal, state, or local governments, we must ensure all statements and representation to government procurement officials are accurate and truthful, including costs and other financial data. If your assignment directly involves the government or if you are responsible for someone working with the government on behalf of the Company, be alert to the special rules and regulations applicable to our government customers. Additional steps should be taken to understand and comply with these requirements.

Any conduct that could appear improper should be avoided when dealing with government officials and employees. Payments, gifts, or other favors given to a government official or employee are strictly prohibited as it may appear to be a means of influence or a bribe.

Failure to avoid these activities may expose the government agency, the government employee, our Company, and you to substantial fines and penalties. For these reasons, any sale of our products or services to any federal, state, or local government entity must be in accordance with our Company policy.

Relationships With Regulators

Given the highly regulated environment in which we operate, we must be vigilant in meeting our responsibilities to comply with relevant laws and regulations. We expect full cooperation of our associates with our regulators and to respond to their requests for information in an appropriate and timely manner.

You should be alert to any changes in the law or new requirements that may affect our business unit and be aware that new products or services may be subject to special legal and/or regulatory requirements. If you become aware of any significant regulatory or legal concerns, you must bring them to the attention of your supervisor, manager, or the Legal Department. The Company is committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance, and product performance.

Insider Trading

You are prohibited from trading or enabling others to trade the stock of another company, such as a customer, supplier, competitor, potential acquisition or alliance while in possession of material nonpublic information. Material information is any information that an investor might consider important in deciding whether to buy, sell, or hold securities.

Information is considered non-public if it has not been adequately disclosed to the public. Information is not considered public until the first business day after it has been disclosed to the public. All non-public information about companies with which we do business is considered confidential information.

To use material non-public information in connection with buying or selling securities, including tipping others who might make an investment decision based on this information, is not only unethical, but also illegal. You must exercise care when handling material inside information.

Customer Information

Keeping customer and member information secure and using it appropriately is critical for our Company. We must safeguard any confidential information customers or third parties share with us. We must also ensure that such information is used only for the reasons for which the information was gathered unless further use is allowed by law. Customer or third-party information includes any information about a specific customer/third party, including such things as name, address, phone numbers, and financial information.

Member Information

Our members rely on us to protect their information. We are required by federal and state privacy and security laws to protect Protected Health Information or PHI. These laws require that PHI be handled in a confidential manner. "Personally Identifiable Information" (PII) must also be protected.

Please remember to:

- Use and disclose the minimum necessary PHI or PII.
- Disclose PHI or PII only to third parties when permitted by law or with a valid written authorization.
- Encrypt all external email sent containing PHI or PII.

If you have any questions or concerns about the use of PHI or PII, please contact the Legal Department. Please refer to our HIPAA policies and procedures for additional guidance and direction.

What are PHI and PII?

Protected Health Information (PHI) is medical information or health plan enrollment information (including enrollment in the Company) coupled with a name, address, or other demographic information. If in doubt treat the information as PHI.

Personally Identifiable Information (PII) is any information about an individual maintained by the Company, that:

1. Can be used to distinguish or trace a member's identity, such as name, social security number, date and place of birth, or mother's maiden name; or
2. Any other information that is linked or linkable to an individual, such as medical, educational, financial, and employment information.

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 the Company.

We encourage all associates to vote and be active members in political processes. Our rules in this area are:

- Company funds may not be donated to any political party, candidate, or campaign.
- Company property or work time may not be used to assist any political party, candidate, or campaign.
- Associates may not be reimbursed for personal political activity.

In the United States, laws do not allow the use of any corporate funds or resources for federal elections. Similar laws exist in many individual states. Although United States election laws allow companies to create and support political action committees, our Company does not sponsor such committees.

It is acceptable for the Company to express our view to governments on subjects that might affect the welfare of our Company. Communicating the Company's position on issues or matters of policy to government employees and officials can make associates and our Company subject to applicable lobbying laws. We must comply with those laws. Consult with the Company Legal Department.

The Company also may elect to contribute funds to support or help defeat public initiatives that might substantially affect our business. Our Chief Executive Officer and General Counsel must approve all participation or uses of funds for these purposes.

Assets

Integrity in Protecting Company Assets

Company Assets

All associates must protect our Company assets, such as equipment, inventory, supplies, cash, and information. Treat Company assets with the same care you would if they were your own. Use our Company resources only to conduct Company business. No associate may commit theft, fraud or embezzlement, or misuse Company property.

The Company provides an array of information and technology resources intended to maximize our efficiency in carrying out your job such as: email, computers, computer applications, networks, the internet, the intranet, facsimile machines, cell phones, other wireless communication devices, telephones, and voice mail systems. Please remember that these tools are Company property and must be used in a manner that reflects positively on the Company and all who work here.

Occasional, limited personal use of these resources is permitted, but cannot interfere with your work performance, or the work performance of your colleagues. We cannot tolerate inappropriate or illegal use of these assets and reserve the right to take appropriate disciplinary actions, as needed, up to and including termination of employment.

As associates of the Company, each of us is a steward of the Company's assets. Associates have the obligation to (a) protect and preserve our Company's assets and resources and ensure their efficient use and (b) assist our Company in its efforts to control costs. Theft, carelessness and waste have a direct impact on our Company's profitability.

Proprietary and Confidential Information

One of our most important assets is our confidential information. As an associate of the Company, you may learn of information about our Company that is confidential and proprietary. You also may learn of information before that information is released to the general public. Associates who have received or have access to confidential information should take care to keep this information confidential.

Confidential information includes non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed,

such as business, marketing and service plans, financial information, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our associates, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers and network providers. You are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release or a formal communication from a member of senior management).

Every associate has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. You should also take care not to inadvertently disclose confidential information.

If you can answer yes to any of the questions below, the information is confidential and should be protected.

- Is this information unknown to people outside the company?
- Would the Company be disadvantaged or harmed if others knew this information?
- Would your project be jeopardized if the information was not held in confidence?

Materials that contain confidential information, such as memos, notebooks, computer disks 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 regardless of whether you use your own name or a pseudonym. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes.

Handle information with care. If you need to send confidential information outside the Company, make certain there is a confidentiality agreement with the person receiving the information. Be cautious and thoughtful when sharing confidential information in writing including emails and during private conversations. Consider your surroundings when talking on a cell phone or in a public place.

Q: How do I know if something is a company trade secret or confidential?

A: You should treat everything you learn about our Company and its business as a trade secret or confidential unless it is obviously a matter of general public knowledge. A particular document or other material containing information does not need to be marked "trade secret" or "confidential" to be treated as such. If you have any questions, you should contact the General Counsel.

Intellectual Property

Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property.

We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

As an associate, the things you create for the Company belong to the Company. This work product includes inventions, discoveries, ideas, improvements, software programs, artwork, and works of authorship. This work product is our Company's property (it does not belong to individuals) if it is created or developed, in whole or in part, on Company time, as part of your duties or with Company resources or information.

Third parties must promptly disclose to the Company, in writing, any such work product and cooperate with our efforts to obtain protection for our Company. To ensure that our Company receives the benefit of work done by outside consultants, it is essential that an appropriate agreement or release be in place before any work begins.

Q: I have an idea to reduce subscription costs for trade publications. The office would get just one subscription to each journal or newsletter, which would then be circulated to everyone with instructions to copy any articles they want. Is this a good, cost-cutting measure?

A: No. While we want to cut costs, part of your idea would infringe copyright law. It is legal to circulate the publications, but not to have associates make separate file copies of articles for their later use. If they need file copies, they must first obtain legal permission, or purchase additional copies of the publications.

Fraud, Waste, and Abuse

We must be good stewards of our client's monies. This means that we must be vigilant in identifying fraud, waste and abuse, whether it comes from inside our Company or externally.

Fraud is a false statement (verbal or written), made or submitted by an individual or entity that knows that the statement is false and knows that the false statement could result in some otherwise unauthorized benefit to the individual or entity. Waste generally means the over-use of services, or other practices that result in unnecessary costs. Abuse generally refers to provider, contractor or member practices that are inconsistent with sound business, financial or medical practices that cause unnecessary costs to the healthcare system.

Medicaid and Medicare health plans are required to comply with Federal and State laws regarding prevention, detection and correction of fraud, waste and abuse. As a contractor to these health plans, the Company and its associates must comply with the applicable provisions of these laws. It is critical to all the Company's lines of business that the Company prevent and detect fraud, waste and abuse.

The Company's Compliance Plan which includes various department manuals and related policies, procedures and internal controls, incorporates measures to detect and prevent fraud, waste and abuse. Company associates are required and expected to report concerns or complaints about any compliance or ethical issues pertaining to the Company, including suspected incidences of fraud,

waste or abuse. This expectation is intended to allow the Company to investigate and correct any issue pertaining to false claims or other fraud, waste or abuse.

Government Reimbursement and the False Claims Act (FCA)

The Federal False Claims Act (the “FCA”) makes it a crime for any person or entity to (i) knowingly present or cause to be presented a false or fraudulent claim for payment of federal funds, or (ii) knowingly make, use or cause to be made or used a false record or statement to influence the payment of a false or fraudulent claim for federal funds. The Deficit Reduction Act of 2005 (the “DRA”) requires that any entity that receives or makes annual Medicaid payments under a State plan of a least \$5 million must establish written policies for its associates, including management, regarding: the FCA; applicable State law pertaining to civil or criminal penalties for false claims; and whistleblower protections. The Company has established these policies as part of its Compliance Plan and conducts annual training on such policies.

It is critical to all the Company’s lines of business that the Company prevent and detect fraud, waste and abuse.

Penalties for False Claims and Statements

The government has administrative remedies available to it in cases that have resulted in FCA violations. Penalties include civil penalties of no less than \$5,500 and no more than \$23,331 per false claim as adjusted for inflation and type of claim, plus up to three times the amount of damages and civil monetary penalties of up to \$50,000 per claim.

If there is a recovery in the case brought under the FCA, the person suing (relator) may receive a percentage of the recovery against the party that had responsibility for the false claim. For the party that had responsibility for the false claim, the government may, among other things, seek to exclude it from future participation in Federal healthcare programs. In addition, there also criminal penalties that may apply to individuals and companies that are convicted of an offense under the FCA.

State Laws Pertaining to FCA

To prevent and detect fraud, waste, and abuse, many states have enacted laws similar to the FCA but with state-specific requirements, including administrative remedies and penalties and relator rights.

Those laws generally prohibit the same types of false claims for payments for healthcare related goods or services as are addressed by the FCA.

Whistleblower Protections Under the FCA

The Company is committed to fostering a culture of compliance and an environment in which its personnel are educated and knowledgeable about their role in reporting concerns and problems in relation to compliance and ethics. The Company encourages personnel to report any concerns relating to potential fraud and abuse, including false claims.

The FCA allows private persons to bring a civil action against those who knowingly submit false claims upon the government and commits that no person will be subject to retaliatory action as a result of their reporting of credible misconduct. Pursuant to the Company’s commitment to compliance with the applicable provisions of the FCA and other applicable laws, no associate will be discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in the terms and conditions of employment by the Company solely because of actions taken to report potential fraud and abuse or other lawful acts by the associate in connection with internal reporting of compliance issues or an action filed or to be filed under the FCA.

CMS Requirements—Medicare Advantage Organizations

The Centers for Medicare & Medicaid Services (CMS) requires Medicare Advantage Organizations and entities with which they contract (e.g., the Company) to have policies and procedures to address fraud, waste and abuse, including training, reporting mechanisms and methods to respond to detected offenses. The Company has these policies and procedures in place in accordance with its Compliance Plan.

Additional Federal Laws Pertaining to Fraud, Waste, and Abuse

Under the Federal Anti-Kickback law it is a crime for individuals or entities to knowingly and willfully offer, pay, solicit or receive something of value to induce or

reward referrals of business under Federal health care programs. The Anti-Kickback law is intended to ensure that referrals for healthcare services are based on medical need and not based on financial or other types of incentives to individuals or groups.

The Stark Law prohibits physicians from referring designated health services to entities in which they have a financial interest (ownership or compensation) unless an exception applies.

Records

Integrity in Recordkeeping

Maintain Accurate Financial Records

Accurate and reliable records are crucial to our business. We are committed to maintaining accurate company records and accounts to ensure legal and ethical business practices and to prevent fraudulent activities. We are responsible for helping ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal or accounting principles.

We also need to ensure that it is made secure and readily available to those with a need to know the information on a timely basis.

Company records include booking information, payroll, timecards, travel and expense reports, emails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. All Company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

Manage Records Properly

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business. Records consist of all forms of information created or received by the Company, whether originals or copies, regardless of media. Examples of Company records include paper documents, email, electronic files stored on disk, tape or any other medium (CD, DVD, USB data storage devices, etc.) that contains information about our Company or our business activities.

All records are the property of the Company and should be retained in accordance with our Records Retention Policy. We are responsible for properly labeling and carefully handling confidential, sensitive, and proprietary information and securing it when not in use. We do not destroy official Company documents or records before the retention time expires but do destroy documents when they no longer have useful business purpose. Refer to the Records Retention Schedule for more specific retention and destruction guidelines.

