



PROVIDER PARTNERS HEALTH PLANS, INC.
PROVIDER PARTNERS HEALTH PLAN OF ILLINOIS
PROVIDER PARTNERS HEALTH PLAN OF KENTUCKY
PROVIDER PARTNERS HEALTH PLAN OF MISSOURI
PROVIDER PARTNERS HEALTH PLAN OF NORTH CAROLINA
PROVIDER PARTNERS HEALTH PLAN OF OHIO
PROVIDER PARTNERS HEALTH PLAN OF PENNSYLVANIA
PROVIDER PARTNERS HEALTH PLAN OF TEXAS

CODE OF CONDUCT & BUSINESS ETHICS

Board of Directors Approved: 1/29/2021

A Message from the CEO about our Code of Conduct

As part of our ongoing efforts to improve the quality and value of health services to our Members, Provider Partners Health Plan, Inc., (PPHP) has implemented ongoing review of the quality of care and services delivered by our employees and through our network of providers. As part of this, we strive to ensure an ethical approach to the management and delivery of specified health services. We must demonstrate consistently that we act with absolute integrity in the way we do our work.

This Code of Conduct & Business Ethics (The Code) provides guidance to ensure that our work is done in an ethical and legal manner. It emphasizes a dedication to fostering an environment of honest and responsible behavior. It is our handbook to guide our behavior and a reminder of our accountability to each other and the people we are privileged to serve. Please review it thoroughly. Your adherence to its spirit, as well as its specific provisions, is absolutely critical to our future.

If you have questions regarding this Code of Conduct or come across any situation that you believe violates provisions of this Code of Conduct, you should immediately consult your immediate supervisor, another member of the Company's management team or, the Chief Compliance Officer. You may also call the Compliance Hotline anonymously at (833) 213-0636, 24 hours a day, 7 days a week. You have our personal assurance there will be no retribution for asking questions or raising concerns about the Code of Conduct or for reporting possible improper conduct.

We are committed to the ideals reflected in this Code of Conduct. We are equally committed to assuring that our actions consistently reflect our words. To achieve this, we expect all of our colleagues' actions to reflect the high standards set forth in this Code of Conduct. However, no written Code of Conduct can address every situation you might encounter. We are relying on your good judgement to uphold the spirit and intent of the Code. If you run into a situation or are considering a course of action which may be technically within the guidelines of this Code of Conduct but are concerned that the contemplated action simply "does not feel right," please discuss the situation with any of the resources listed in this document.

In closing, we trust you as a valuable member of our team. We ask you to assist us in supporting the values and principles that are critical to our continued success.



Bruce R. "Rick" Grindrod, Jr.
Chief Executive Officer (CEO)

TABLE OF CONTENTS

Our Mission	3	Workplace Conduct & Employment Practices	14 - 18
Purpose of our Code of Conduct	3	<ul style="list-style-type: none"> ○ Conflicts of Interest ○ Maintaining a Safe Working Environment ○ Diversity & Equal Employment Opportunity ○ License and Certifications Renewals ○ Personal Use of Company Resources ○ Relationships with Subcontractors, Suppliers and Consultants 	
Roles & Responsibilities in Leading with Integrity	4		
<ul style="list-style-type: none"> ○ Leadership ○ All Employees 			
Commitment to Stakeholders	5	Marketing Practices	19 - 20
Our Relationship with our Members	6	<ul style="list-style-type: none"> ○ Marketing and Advertising ○ Gathering Information about our Competitors ○ Antitrust 	
Regulatory Compliance	7 - 9	Business Courtesies	20
<ul style="list-style-type: none"> ○ Key Regulatory Requirements ○ Reporting Violations 			
Safeguarding Private Information	10	Compliance Program	21 - 22
Safeguarding Company Information & Assets	11 - 12	<ul style="list-style-type: none"> ○ Program Structure ○ Reporting Violations & Internal Investigations ○ Corrective Action and Discipline ○ Corrective Action ○ Discipline ○ Measuring Program Effectiveness 	
<ul style="list-style-type: none"> ○ Confidential Information ○ Electronic Media ○ Your Role in Protecting Company Assets 			
Accuracy, Retention and Disposal of Document and Records	12 - 13	A Message from the Chief Compliance Officer (CCO)	23
		Frequently Asked Questions (FAQs)	24
		Making the Right Decision	25 - 26
		Acknowledgement	27

Provider Partners Health Plans (PPHP) takes to heart our mission to partner with providers to deliver excellent, compassionate, and personalized health care for seniors. We deliver this care to our members through a fair, ethical and compliant program with coordinated healthcare delivered by professionals in the most appropriate setting possible. We pledge to take care of each of our members in the way that we would want our own loved ones to be cared for. Our leaders have decades of experience in delivering the highest quality long-term care as well as a history of developing innovative programs that improve care and keep patients healthier.

PURPOSE OF OUR CODE OF CONDUCT

The Code of Conduct (The Code) has been developed to implement our philosophy of creating and maintaining an ethical environment while maintaining compliance with all applicable laws and regulations. The Code provides guidance to all employees and us in carrying out our daily activities within appropriate ethical and legal standards. These obligations apply to our relationships with members, contracted physicians and facilities, subcontractors, vendors, consultants and one another.

The Code is a critical component of our overall Compliance Program and it is designed to help us meet our ethical standards and comply with applicable laws, regulations and contractual obligations. The Code is intended to achieve three key objectives:

1. To communicate facts about how we work for the benefit of our members
2. To make clear that we are responsive to the concerns of members, physicians and other healthcare professionals.
3. To provide a platform to demonstrate our commitment to high levels of accountability.

We encourage the communication of bona fide concerns relating to lawful and ethical conduct. Under no circumstances will you ever face retaliation of any kind as a result of raising a good-faith concern about a potential violation of our Code. Punishment for retaliation includes sanctions up to and including termination. Confidential and anonymous mechanisms for reporting concerns are available and are described in this Code of Conduct. Anonymous reporting does not satisfy a duty to disclose your potential involvement in a conflict of interest or unethical or illegal conduct. We expect all employees, officers and directors to exercise good judgment and the highest ethical standards in their activities on behalf of the Company as well as in their private activities. Failure to follow this Code of Conduct, as well as to comply with federal, state, local and foreign laws, rules, and regulations, and Company policies and procedures may result in termination of employment or termination of service to the Board of Directors.



ROLES & RESPONSIBILITIES IN LEADING WITH INTEGRITY

Every employee, Board Member, independent contractor, consultant, agent, temporary employee or another business associate must act honestly, ethically and in full accordance with federal and state laws and regulations. Our members trust us to do business with honesty and integrity. To keep the trust that our members place in us, your actions must always be guided by good judgement and strong ethics, and you must avoid even the appearance of improper behavior. No one is permitted to commit an illegal or unethical act or, ask others to do so for any reason.

Leadership

While all employees are obligated to follow the Code, we expect our leaders to set an example, to be in every respect a model for others in the organization. Leaders must:

- Help create a culture that promotes the highest standards of ethics and compliance
- Create an environment where your team is comfortable raising concerns
- Never value or encourage achievement of business results at the expense of ethical conduct or compliance with the Code
- Monitor compliance and promptly report any violation or suspected violation of the Code
- Consider conduct in relation to the Code when evaluating performance
- Ensure timely completion of mandatory trainings
- Take ownership of compliance obligations
- Identify, prioritize and manage risks
- Oversee vendor compliance with the Code of Conduct for First Tier, Downstream and Related Entities (FDRs)

All Employees

All employees are expected to read and make a commitment to follow the Code. Every employee must:

- Follow and promote the principles in the Code
- Certify annually that you have read, understand and will fully comply with the Code
- Sign an annual conflict of interest questionnaire and update your answers on the questionnaire if needed, during the year by contacting HR or Compliance
- Comply with the spirit and the letter of all applicable state and federal laws, rules and regulations
- Complete all mandatory training timely
- Seek advice if you have any ethical or compliance concerns
- Report any violations or, suspected violations of the Code, any law or regulation, or company policy
- Exercise good judgement and avoid even the appearance of improper behavior
- Read, understand and comply with all company policies, including those that apply to your department
- Identify and properly manage compliance risks
- Treat others with respect

COMMITMENT TO STAKEHOLDERS

We affirm the following commitments to our stakeholders:

To our Members

Access to quality care in a prompt, cost-effective and compassionate manner through a network of credentialed providers; access to customer service professionals to address your questions and concerns regarding service delivery; a grievance and appeal process for timely problem resolution.

To our Employees

A work environment in which everyone is treated with fairness, dignity and respect; embraces and values differences of culture, education and experience and takes pride in diversity; affords them with an opportunity to develop professionally and have their ideas considered.

To our Providers

Support and resources necessary to assist in the delivery of safe and effective quality health care services in a cost-efficient manner; addressing questions and concerns regarding utilization management practices and reimbursement issues in a timely and efficient manner; honoring our contractual obligations.

To our Regulators

Promoting a culture of compliance and ethics that ensures adherence to applicable state and federal laws and regulations and ethical business practices; accept responsibility to aggressively self-govern and monitor adherence to our Compliance Program, our Code of Conduct and all rules and regulations that govern our business.

To our Contracted Business Partners

Working collaboratively and in the spirit of partnership to deliver quality services in an efficient and cost-effective manner; Fair competition and; honoring our contractual obligations.

To the Communities we Serve

Understanding the particular needs of the communities we serve and providing quality, cost-effective health care services; honor our responsibility to help those in need; proudly support charitable contributions and events to promote good will and further good causes.



OUR RELATIONSHIP WITH OUR MEMBERS

We believe information is central to maintaining and improving one's health. Accordingly, we pledge to ensure each member has:

- The right to timely and effective right of appeals and grievances
- The right to health maintenance literature and material about PPHP and its services, practitioners and providers for his/her use and, written in a manner which truthfully and accurately provides relevant information so that it is easily understood by an average layperson
- The right to be treated with respect and recognition of his or her dignity and right to privacy
- The right to obtain from his or her plan physician, unless it is not medically advisable, current information concerning his or her diagnosis, treatment and prognosis in terms he or she can reasonably be expected to understand
- The right to be given the name, professional status, and function of any personnel providing health services to him/her
- The right to give his/her informed consent to the health care practitioner before the start of any procedure or treatment
- The right to a candid discussion of appropriate or medically necessary treatment options for his or her condition regardless of cost or benefit coverage
- The right to participate with practitioners in decision making regarding his or her health care
- The right to be advised if a health care facility or any of the providers participating in his or her care propose to engage in or perform human experimentation or research affecting his or her care or treatment. A legally responsible party on his or her behalf may, at any time, refuse to participate in or to continue in any experimentation or research program for which he or she has previously given an informed consent
- The right to refuse any drugs, treatment or other procedure offered by the provider to the extent permitted by law and to be informed by a physician of the medical consequence of the member's refusal of any drugs, treatment or procedure
- The right to have all records pertaining to his or her medical care treated as confidential unless disclosure is necessary to interpret the application of his or her contract to his or her care or unless disclosure is otherwise provided for by law
- The right to all information contained in his or her medical record unless access is specifically restricted by the attending physician for medical reasons
- When emergency services are necessary, a member has the right to obtain such services without unnecessary delay
- The right to be informed of these rights



REGULATORY COMPLIANCE

We provide various services in accordance with appropriate federal, state, and local laws and regulations. Such laws and regulations may include, but are not limited to subjects such as licenses, accreditation, and access to treatment, continuity of care, access to records, confidentiality, members' rights, terminal care decision-making, credentialing and clinical privileges. All employees, Board Members, practitioners, and contracted service providers must be knowledgeable about and ensure compliance with all laws and regulations that govern our business. We have developed policies and procedures that address many laws, rules and requirements. It is impractical to develop policies and procedures that encompass the full body of applicable law, standards and conditions and regulations. However, all laws, standards, conditions and regulations not covered in company policies and procedures must be followed.

We will be forthright in dealing with any regulatory or contractual inquiries. Employees who fail to cooperate in an internal or external investigation; give false, misleading or inaccurate information or; withhold information are subject to disciplinary action, up to and including termination.

Key Regulatory Requirements

You are required to follow the spirit and the letter of the laws and regulations to which we are subject, both as individuals and as a company. While the listing below is not inclusive of all such laws and regulations, it provides an overview of some important requirements that apply to our business.

Fraud, Waste & Abuse (FWA)

False Claims Act: Aimed at preventing fraud against the government, including fraudulent billing and fraudulent submission of claims or statements to any Federal healthcare program. FCA applies when a false claim for reimbursement is submitted for payment to a government program and the provider knew or should have known that the information or certification of the claim was false.

Anti-Kickback Statute: Provides criminal penalties for individuals or entities that knowingly and willfully offer, pay, solicit, or receive bribes, kickbacks, or other remuneration (anything of value) to induce business reimbursed by Medicare, Medicaid and, other federal health care programs.

Stark Law (Physician Self-Referral Law): Prohibits a physician from referring Medicare patients for designated health services to an entity with which the physician (or immediate family member) has a financial relationship, unless an exception applies and; Prohibits the designated health services entity from submitting claims to Medicare for those services resulting from a prohibited referral.

Exclusion Law: Individuals or entities convicted for a program related crime, a criminal offense relating to patient abuse or neglect, a felony offense related to health care fraud, or a felony offense related to controlled substances must be excluded from Medicare and Medicaid for a minimum of 5 years. If there is one prior conviction, the exclusion will be for 10 years, and the exclusion will be permanent where there are two prior convictions.

Civil Monetary Penalties (CMP) Law: CMPs may be imposed by the Office of Inspector General (OIG) for a variety of conduct, and different amounts of penalties and assessments may be imposed on the type of violation at issues. Penalties range from up to \$15,000 to \$70,000 per violation. Violators are also subject to 3x the amount of remuneration offered, paid solicited or received.

Privacy and Security

Health Insurance Portability and Accountability Act (HIPAA): Protects the privacy and security of health care information and “mandates electronic and physical” safeguards “to prevent unauthorized access to protected health care information.

Health Information Technology for Economic and Clinical Health Act (HITECH): Expanded the reach of HIPAA by extending certain obligations to business associates and imposed a nationwide security breach notification law.

Medicare Regulations & Guidelines

Code of Federal Regulations 42 CFR Parts 422 and 423: Federal regulations that govern the Medicare Advantage Program (Medicare Part C) and the Prescription Drug Benefit (Medicare Part D). The Center for Medicare and Medicaid Services (CMS) is the federal agency that administers/oversees the Part C and Part D Programs. CMS maintains online manuals that provide guidance based on Medicare statutes and regulations and; maintains a web-enabled Health Plan Management System (HPMS) where health and drug plans, plan consultants, third-party vendors and pharmaceutical manufacturers can work with CMS to fulfill the plan enrollment and compliance requirements of the Medicare Advantage (MA) and Prescription Drug Programs.

Employment Laws

Title VII of the Civil Rights Act of 1964: Prohibits discrimination against race, ethnicity, national origin, religion and gender.

Age Discrimination in Employment Act: Prohibits discrimination based on age.

Americans with Disabilities Act: Prohibits discrimination based on disability.

REPORTING VIOLATIONS

It can take courage to speak up when you see something that is wrong. Speaking up allows us to investigate your concern and take appropriate disciplinary action against whoever has violated the Code, Company policy or a legal requirement. This includes immediately speaking up about any fraud, waste or abusive practices or criminal conduct committed by our providers, vendors, members or other third parties. Reporting violations reinforces an ethical atmosphere and can positively influence the actions of your coworkers. If you do not speak up, there may be severe consequences for the company, our members and the communities we serve.

You must immediately report violations or suspected violations of law, regulation, the Code or company policies. Violations or suspected violations can be reported to your immediate supervisor, Human Resources or the Chief Compliance Officer, Kenneth Nuñez.



Your Role in Speaking Up

- ✓ Speak up when you see or know of a violation of the Code, a policy or legal requirement
- ✓ Cooperate in any investigation
- ✓ Never retaliate against anyone who speaks up and reports a violation in good faith
- ✓ Never give intentionally false or misleading information during an investigation
- ✓ Immediately report any suspected fraud, abusive practice or dishonest action Human Resources or to the Chief Compliance Officer (CCO)



The Compliance Hotline 1-833-213-0636 is available 24 hours a day/7 days per week to our employees, Board Members, members, providers and contracted vendors. The hotline allows for anonymous reporting of potential non-compliance and FWA matters.



We also maintain a Compliance email address for reporting violations or suspected violations compliance@pphealthplan.com

We promise to keep reports of violations confidential, to the extent possible. Information about investigations is only shared on a need-to-know basis. Results of investigations may be shared with law enforcement or regulatory authorities in certain instances.



SAFEGUARDING PRIVATE INFORMATION

Our members place their trust in us to always protect their Private Information. We are committed to protecting the confidential, proprietary and private information that our members, employees and business partners share with us. Various state and federal laws and regulations, including the Health Insurance Portability and Accountability Act (HIPAA), govern the use and disclosure of our members' Private Information. It is your responsibility to safeguard Private Information by properly protecting our assets and maintaining accurate business records. You are not allowed to access, use or disclose Private Information unless you have a legitimate business need to do so and are performing an appropriate business function for the company. This means that you should not discuss sensitive business matters with anyone who does not have a legitimate business need to know the information. You are not permitted to use personal assets (including email and text messages) to communicate Private Information.

What Is Private Information?

Private Information includes both financial and health information about our members as well as Protected Health Information (PHI). PHI is individually identifiable information concerning the provision of, or payment for health care to our members. Private Information includes but is not limited to:

- Protected Health Information (PHI) – medical personal records
- electronic Protected Health Information (ePHI) – electronic medical and personal records
- Personally Identifiable Information (PII) – Social security numbers, addresses, telephone, credit card and bank account numbers
- Company Proprietary Data – payroll, budgets, strategies, employee information

Your Role in Safeguarding Private Information



- ✓ Secure all electronic and paper files against unauthorized use or disclosure
- ✓ When emailing Private Information, be careful that you are sending it to the correct recipients
- ✓ Use the encryption function when emailing information outside of the company
- ✓ Never use or disclose more than the Minimum Necessary information in violation of HIPAA
- ✓ Never share your passwords or use anyone else's passwords
- ✓ Ensure that the proper agreements are in place before sharing Private Information with a third party
- ✓ When discussing confidential information, take note of your surroundings to ensure you cannot be overheard



SAFEGUARDING COMPANY INFORMATION & ASSETS

Confidential Information

Confidential information about our organization's strategies and operations is a valuable asset. Although you may use confidential information to perform your job, it must not be shared with others outside of the Company or your department unless the individuals have a legitimate need to know this information and have agreed to maintain the confidentiality of the information. Each of us is responsible for protecting the company's proprietary information and assets from theft, waste and misuse. Company assets should be used only for the benefit of the company and for valid business purposes. Failure to safeguard company assets and misuse of company assets may result in disciplinary action, up to and including termination. If you misuse Company assets, you may have your access to those assets denied or restricted and you may be subject to disciplinary action.

Electronic Media

All communications systems (e.g. e-mails, intranet, internet, voicemail, etc.) are the property of the company and must be primarily used for business purposes. Limited reasonable personal use of company communications systems is permitted; however, you should assume that these communications are not private. Member or confidential information should not be made available on-line or sent through the Internet until such time that its confidentiality can be assured. We reserve the right to periodically access, monitor, and disclose the contents of the intranet, e-mail, and voice mail messages. Access and disclosure of individual employee messages may only be done with the approval of senior management after receiving appropriate legal guidance. Employees may not use internal communication channels or access to the Internet at work to post, store, transmit, download, or distribute any threatening; knowingly, recklessly, or maliciously false; or obscene materials including anything constituting or encouraging a criminal offense, giving rise to civil liability, or otherwise violating any laws. Additionally, these channels of communication may not be used to send chain letters, personal broadcast messages, or copy-righted documents that are not authorized for reproduction. Employees who abuse our communications systems or use them excessively for non-business purposes may lose these privileges and be subject to disciplinary action up to and including termination.



Your Role in Protecting Company Assets

All Employees

- ✓ Limit your personal use of company laptops, printers and internet access
- ✓ Never use company resources, including time, property or assets for personal or financial gain unrelated to the company's business or your role within the company
- ✓ Immediately report any loss, misuse, damage or suspected theft of company assets to your supervisor or Information Technology (IT)
- ✓ Always log off the network and lock your laptop when you leave your desk
- ✓ While in the office, wear your ID badge at all times
- ✓ Never misuse company assets for improper purposes. Improper purposes include communicating in an obscene, hateful, defamatory or otherwise objectionable manner.
- ✓ Never conduct company business on your personal email account

Supervisors and Managers

- ✓ Ensure that your team understands the importance of asset management efforts
- ✓ Properly verify assets
- ✓ Ensure contractors, consultants and other non-employee workforce members understand their responsibilities for protecting company-issued assets



ACCURACY, RETENTION & DISPOSAL OF DOCUMENTS AND RECORDS

Our members, providers, auditors, regulators and other third parties rely on us to maintain accurate books and records. Without accurate books and records, we will not be able to conduct our business in a sound and efficient manner and; will not be able to provide peace of mind to those who depend on us. We all are responsible for the integrity and accuracy of our company's documents and records.

Our financial records, reports and transactions must conform to generally accepted accounting principles. No undisclosed or unrecorded funds or assets may be established. We maintain a system of internal controls to provide reasonable assurances that all transactions are executed in accordance with management's authorization and are recorded in a proper manner to maintain accountability of the organization's assets.

We properly maintain all records, whether paper, electronic or in any other media, and destroy those records properly and in accordance with all legal requirements and our Records Management Policy. Company records include those business records, such as emails and text messages made on your personal device. Company business must be conducted on the company's email and no company business is to be sent to or from a personal email account. However, if records, including emails or text messages, are on an employee's personal device, they are subject to the Records Management Policy and must be retained until the retention expiration date. Legal Holds supersede the Records Retention Schedule. If the Legal Department issues a Legal Hold, any relevant records must not be destroyed until the Legal Hold is lifted. Destroying or altering records prior to that time could result in a criminal offense and may have a negative effect on the company in pending litigation or a governmental investigation. The Company reserves the right to demand access to personal email accounts or text messages on personal devices, if there is a reason to believe that personal accounts have been used to conduct company business.



Your Role in Ensuring We Maintain Accurate Records

All Employees

- ✓ Follow all legal requirements, Company policies, and the Code when accessing, creating and managing records
- ✓ Never create or submit false or misleading reports, records or entries, including work time and absence
- ✓ Never omit, conceal, alter or destroy relevant information

- ✓ Comply with Legal Holds when litigation or a government investigation, examination or audit is threatened or pending.
- ✓ Follow the retention requirements in the Records Management Policy.
- ✓ Properly dispose of all Private Information

Supervisors and Managers

- Build and maintain a system of internal controls that:
- ✓ Prevents unauthorized, unrecorded or inaccurately recorded transactions
 - ✓ Detects unauthorized, unrecorded or inaccurately recorded transactions
 - ✓ Results in preparation of financial statements based on generally accepted accounting principles

If you are uncertain about the proper retention period for any document or, possible restrictions on destroying a document or record, contact your supervisor or the Legal Department. You may also contact Chief Compliance Officer, Kenneth Nuñez via the Compliance Hotline 1-833-213-0636 or, at compliance@pphealthplan.com

Conflicts of Interest

We must make sure that we act fairly, objectively and impartially when serving our members. To do so, we must avoid all conflicts of interest or the appearance of conflict of interests. Conflicts of interest are personal or professional activities or connections that interfere, influence or hinder your ability to perform your job in a fair, objective and impartial manner or; cause you to use company resources for other than official purposes. The appearance of influence is an issue as well as actual influence. Appropriate measures should be taken to address any appearance of a conflict.

You must disclose employment, whether you or paid or volunteer with any other business and board memberships not affiliated with the Company's. Any activities, including but not limited to a second paid or volunteer job or, personal business ("Other Activities") must not conflict with your obligations to the Company. You may not conduct Other Activities during your Company work hours. You may not use the Company's name, influence, assets, facilities, materials or the services of other associates or affiliated companies for or in connection with any Other Activities. To ensure you avoid a potential conflict, you must notify Human Resources prior to undertaking Other Activities.

Conflicts of Interests also apply to immediate family members (e.g. spouse, parents, children, siblings, in-laws). If you have a family member who holds a personal or professional interest that may improperly influence or, have the appearance of improperly influencing your work, you are required to disclose that relationship. Examples of Conflicts of Interest include but are not limited to when an employee, officer or director, or member of his or her family:

- Solicits or accepts, directly or indirectly, from customers, suppliers or others dealing with the Company, any kind of gift or other personal, unearned benefits because of his or her position in the Company (other than non- monetary items of nominal intrinsic value)
- Has a financial interest in the Company's competitors, customers, suppliers or others dealing with the Company
- Has a consulting, managerial or employment relationship in any capacity with a competitor, customer, supplier or others dealing with the Company.
- Acquires, directly or indirectly, real property, leaseholds, patents or other property or rights in which the Company has, or the employee, officer or directors knows or has reason to believe at the time of acquisition that the Company is likely to have an interest.

Subject to limitations imposed by this Code, you are free to engage in outside activities that do not interfere with the performance of your responsibilities or otherwise conflict with the Company's interests. Outside business activities can easily create conflicts of interest or diminish productivity and effectiveness. Though we encourage professional activities and community involvement, special care must be taken not to compromise duties owed to the Company.

You are required to complete a Conflict of Interest questionnaire at the time of hire and annually thereafter. You are obligated to disclose all potential conflicts of interest immediately if you or a family member are:

- Asked to serve on the Board of Directors or a similar body of a non-profit enterprise, for-profit enterprise or government agency
- Seeking any election or appointment to public office to clarify our position in the event the candidacy is successful, or the appointment is made;
- Engaging in activities that may be of a controversial or sensitive nature. Employees, directors, officers, and/or members of their families (as further defined in the FAQ section) may not engage in any of the following:
 - ❖ Soliciting contributions or other support from fellow employees or distribute non-work-related material to fellow employees, during working hours or in areas where work is being performed (except as allowed by applicable laws, or a fund-raising or similar effort on behalf of a charity; even in these allowable activities, no one should ever be made to feel compelled to participate.
 - ❖ Requesting, accepting or offering any form of "under-the-table" payment, "kickback", bribe, rebate or other improper or questionable payment or gratuity in connection with any corporate expenditure or sale of goods or services made or collected on behalf of the Company.
 - ❖ Accepting loans or guarantees of obligations (except from banks of other entities that provide such services in the normal course and at arms' length) from any individual, organization or entity doing or seeking to do business with the Company.
 - ❖ Using his or her Company position or title or any company equipment, supplies or facilities in connection with outside activities without permission from Human Resources
 - ❖ Doing anything that might infer sponsorship or support by the Company of such activity, unless such use has been approved in writing by the Compliance Officer, or other appropriate internal authority

If approached with any offer noted above or in any instance where the appearance of a conflict of interest exists, you must notify your immediate supervisor, Human Resources or the Chief Compliance Officer. You must take prompt action to eliminate a conflict of interest when asked to do so. If you knowingly fail to report a conflict of interest; fail to complete the annual Conflict of Interest Questionnaire timely or; fail to comply with the actions required to resolve a conflict of interest, you will be subject to disciplinary action up to, and including termination. Any real or perceived conflict of interest involving the Company's senior management must be referred to the Compliance Officer for interpretation and discussion with the Board of Directors or with the Committee to which such responsibility has been delegated for resolution.



Your Role in Avoiding Conflicts of Interest

- ✓ Always act in the best interest of the company
- ✓ Advise Human Resources or the Chief Compliance Officer immediately of any potential conflicts of interest that arise during the year
- ✓ Disclose any conflicts of interest when hired and annually on your Conflict of Interest Questionnaire
- ✓ Receive approval before accepting a position on the board of directors of a company, whether it is a for-profit or a non-profit company.
- ✓ Disclose any position you or your family member has with any health care provider, regardless of the provider's location
- ✓ Seek prior approval from the Chief Compliance Officer if you wish to participate in any meetings, panels or other group events where you will discuss health care or the health care industry
- ✓ Disclose significant investments you may have in any providers, vendors, suppliers, customers or other third parties
- ✓ Never take part in any activity that competes with the company in any way
- ✓ Never accept payments in return for referring members to practitioners for treatment
- ✓ Never employ relatives in a supervisory or subordinate relationship
- ✓ Never use your position with the company for your personal benefit
- ✓ Disclose outside employment to Human Resources

Maintaining a Safe Working Environment

We are committed to providing a safe and healthy workplace where individuals are treated with courtesy, fairness and respect. We embrace and value differences of culture, education, experience, physical ability and perspective in our workplace. Any form of discrimination or harassment, including sexual harassment, is strictly prohibited. This includes, but is not limited to:

- Degrading or humiliating jokes
- Racial slurs or intimidation
- Abusive language
- Physical abuse
- Sexual advances or intimidation
- Sexual favors in conjunction with employment decisions
- Stalking
- Cyber-Bullying

Employees are prohibited from possessing firearms, other weapons, explosive devices or other dangerous materials on Company premises. Employees who observe or experience any form of discrimination, harassment or violence should report the incident to their immediate supervisor, Human Resources or the Chief Compliance Officer via email at compliance@pphealthplan.com or anonymously via the Compliance Hotline at 1-833-213-0636.

We are committed to conducting our operations in compliance with applicable health and safety laws and standards. You must obey safety rules and regulations. You should immediately report any unsafe conditions or activities to management. Furthermore, if you are injured on the job, you must immediately report the incident to your immediate supervisor or Human Resources.

We are committed to an alcohol and drug-free work environment. You are prohibited from possessing, selling or being under the influence of any illegal substance while on company property or while conducting company business. If there is a reasonable suspicion of substance abuse, an employee may be required to submit to a drug-screening test. Refusal to submit to a drug-screening test or a confirmed positive result may result in disciplinary action, up to and including termination. It is also recognized that individuals may be taking prescription drugs which could impair judgment or other skills required in job performance. If you have questions about the effect of such medication on your performance, consult with your Human Resources. Employees convicted of a drug violation or alcohol violation (e.g. DUI, DWI, etc.) must disclose said conviction to Human Resources within 3 days of the conviction. Failure to report drug or alcohol convictions may result in disciplinary action, up to and including termination.



Your Role in Maintaining a Safe Working Environment

All Employees

- ✓ Never take actions that are intended to intimidate or harm someone.
- ✓ Avoid actions that could be considered harassment, even if meant as a joke.
- ✓ If you witness behavior that you believe is harassment, report it.
- ✓ You can report discrimination or harassment to Human Resources or your immediate supervisor.
- ✓ You can report any unsafe working conditions or activities to your immediate supervisor or Human Resources.

Supervisors and Managers

- ✓ You must always report alleged harassing, discriminatory or retaliatory conduct that is reported to you or observed by you. The report must be made to your Manager or Director and Human Resources.

Diversity and Equal Employment Opportunity

Our success is driven by the diversity and talent of our employees. We are committed to providing an equal opportunity work environment where everyone is treated with fairness, dignity and respect. We will comply with all laws, regulations, and policies related to nondiscrimination in all of our personnel actions. Such actions include hiring, staff reductions, transfers, terminations, evaluations, recruiting, compensation, corrective action, discipline, and promotions. No one shall discriminate against any individual with a disability with respect to any offer, or term or condition, of employment. We will make reasonable accommodations to the known physical and mental limitations of otherwise qualified individuals with disabilities. Our employees, members and the communities we serve benefit when we show respect, consideration and inclusion of different perspectives in our work every day. The same applies to our interactions with external business partners.



Your Role in Treating Others with Fairness, Dignity & Respect

All Employees

- ✓ Contribute to a supportive work environment that values different perspectives and ensures that everyone's voice is heard
- ✓ Speak up if you see someone being treated unfairly
- ✓ Exercise care in the accuracy, tone and style of your communications, including email and instant messaging. Written communications can be retrieved even after they have been deleted and can be taken out of context

Supervisors and Managers

- ✓ When hiring anyone or making any employment-related decisions, make sure your evaluation is based on ability, skills, knowledge, work experience and job performance.
- ✓ Work with Human Resources and the Legal Department to understand what labor and employment laws require in the areas you do business

License and Certification Renewals

Employees and individuals retained as independent contractors in positions that require professional licenses, certifications, or other credentials are responsible for maintaining the current status of their credentials and shall comply at all times with federal and state requirements applicable to their respective disciplines. To assure compliance, the Company may require evidence of the individual having a current license or credential status. We will not allow any employee or independent contractor to work without valid, current licenses or credentials.

Relationships with Subcontractors, Suppliers and Consultants

We must manage our subcontractor and supplier relationships fairly and reasonably, consistent with all applicable laws and good business practices. We promote competitive procurement to the maximum extent practicable. Our selection of subcontractors, suppliers, and vendors will be made based on objective criteria including quality, technical excellence, price, delivery, adherence to schedules, service, and maintenance of adequate sources of supply. Our purchasing decisions will be made on the supplier's ability to meet our needs, and not on personal relationships and friendships. We will always employ the highest ethical standards in business practices in source selection, negotiation, determination of contract awards, and the administration of all purchasing activities. We will not communicate to third-party entities confidential information given to us by our suppliers unless directed in writing to do so by the supplier. We will not disclose contract pricing and information to any outside parties.



MARKETING PRACTICES

Marketing & Advertising

We may use marketing and advertising activities to educate the public, provide information to the community, increase awareness of our services, and to recruit employees. We will present only truthful, fully informative, and non-deceptive information in these materials and announcements. These activities must meet the requirements established by the Centers for Medicare & Medicaid Services' Medicare Managed Care Manual, Medicare Marketing Guidelines.

Gathering Information about Competitors

It is not unusual to obtain information about other organizations, including our competitors, through legal and ethical means such as public documents, public presentations, journal and magazine articles, and other published and spoken information. However, it is not acceptable for you to obtain proprietary or confidential information about a competitor through illegal means. It is also not acceptable to seek proprietary or confidential information when doing so would require anyone to violate a contractual agreement, such as a confidentiality agreement with a prior employer.

Antitrust

Antitrust laws are designed to create a level playing field in the marketplace and to promote fair competition. Discussing Company business with a competitor could violate these laws, such as how our prices are set or disclosing the terms of business partner relationships. Our competitors are other health insurers in the markets where we operate.

At trade association meetings, be alert to potential situations where it may not be appropriate for you to participate in discussions regarding prohibited subjects with our competitors. Prohibited subjects include any aspect of pricing, our services in the market, key factors such as labor costs, and marketing plans. If a competitor raises a prohibited subject, end the conversation immediately. Document your refusal to participate in the conversation by requesting that your objection be reflected in the meeting minutes and notify the Chief Compliance Officer of the incident. Any meetings or conference calls with a representative of a competing health plan, health maintenance organization or insurer should meet one or more of the following criteria:

- It is preceded by a published agenda and meeting minutes are created for subsequent publication
- It is an educational seminar sponsored by a well-established industry organization (e.g. National Committee for Quality Assurance [NCQA], America's Health Insurance Plans [AHIP], etc.)
- It is conducted for the sole purpose of achieving or preventing legislative or regulatory action

In general, avoid discussing sensitive topics with competitors or suppliers, unless you are proceeding with the approval of senior management. You must also not provide any information in response to an oral or written inquiry concerning an antitrust matter without first consulting the Chief Compliance Officer.



BUSINESS COURTESIES

Business courtesies are any benefit for which an employee does not pay fair market value, such as: entertainment, meals, beverages, hospitality, transportation, discounts, tickets or passes. We recognize that there will be times when you may wish to accept from a current or potential business associate an invitation to attend a social event to further develop your business relationship. The cost associated with such an event must be reasonable and appropriate and it must be made clear to the business associate that attendance does not commit us to do business with that company. Similarly, there are some circumstances where you are invited to an event at a vendor's expense to receive information about new products or services. Before accepting any such invitation, you must receive approval to do so consistent with company policy on this subject.

As a Company employee, you may accept gifts of nominal value from any individual or organization who has a business relationship with the company. Check with the Chief Compliance Officer or CEO if you are uncertain as to the appropriateness of an offered gift. Perishable or consumable gifts given to a department or group are not subject to any specific limitation.



Your Role in Giving or Accepting Appropriate Business Courtesies

- ✓ Never give or accept any item that could be construed as a bribe or kickback
- ✓ Never accept cash or its equivalent (such as gift certificates)
- ✓ Never accept gifts or entertainment that are excessive in value
- ✓ Never accept discounts that are not available to the general public or recognized as part of the company's discount program
- ✓ Never solicit a gift
- ✓ Never pressure colleagues to give a gift, or contribute to a collective gift for another colleague
- ✓ Never allow other companies to dictate our purchases of services simply because they are our customers
- ✓ Never pressure a customer, supplier or vendor to purchase a product as a condition of doing business with us
- ✓ Never accept an honorarium or a speaker fee for speaking on behalf of the company



COMPLIANCE PROGRAM

Program Structure

Our Compliance Program is intended to demonstrate in the clearest possible terms the absolute commitment of the organization to the highest standards of ethics and compliance. That commitment permeates all levels of the organization. There is oversight via the Board of Directors (the Board), a Chief Compliance Officer who serves as a liaison to the CEO and the Board and; a Compliance Committee consisting of senior management. All of these individuals or groups are prepared to support you in meeting the standards outlined in this Code of Conduct.

Reporting Violations & Internal Investigations

We are committed to ethical and legal conduct that is compliant with all relevant laws and regulations and to correcting wrongdoing wherever it may occur in the organization. Each employee has an individual responsibility for reporting activity by any employee, physician, subcontractor or vendor that appears to violate applicable laws, rules, regulations or this Code of Conduct.

To obtain guidance on an ethics or compliance issue or to report a suspected violation, you may choose from several options. We encourage the resolution of issues at a departmental level whenever possible. It is an expected good practice, when you are comfortable with it and think it appropriate under the circumstances, to raise concerns first with your supervisor. If he/she is uncomfortable or inappropriate, another option is to discuss the situation with another member of management or by contacting the Chief Compliance Officer, Kenneth Nuñez via email at compliance@pphealthplan.com. You are always free to anonymously contact the Compliance Hotline at (833) 213-0636.

When an instance of non-compliance is suspected, detected, reported, or discovered internally or externally, a proper and thorough investigation will be commenced. We expect all employees to cooperate with investigation efforts. We will make every effort to maintain, within the limits of the law, the confidentiality of the identity of any individual who reports possible misconduct to the extent possible. Information about investigations is only shared on a need-to-know basis. Results of investigations may be shared with law enforcement or regulatory authorities in certain instances. There will be no retribution or discipline for anyone who reports a possible violation in good faith. Any employee who deliberately makes a false accusation with the purpose of harming or retaliating against another employee will be subject to discipline up to and including termination.

Corrective Action and Discipline

Where an internal investigation substantiates a reported violation, the Chief Compliance Officer will work with the appropriate staff to initiate corrective action, including, as appropriate, making prompt restitution of any overpayment amounts, notifying the appropriate governmental agency, instituting whatever disciplinary action is necessary, and implementing systemic changes to prevent a similar violation from recurring in the future. All violators of the Code of Conduct will be subject to disciplinary action. The precise discipline utilized will depend on the nature, severity, and frequency of the violation and may result in any of the following disciplinary actions:

- Verbal warning (which will be documented for historical purposes)
- Written warning
- Written reprimand
- Suspension
- Termination

It should be noted that the steps listed above are not necessarily a sequential process. Any step(s) can be skipped based on the severity of the violation.

Auditing and Monitoring

We are committed to performing routine auditing and monitoring of operational areas and our contracted First Tier, Downstream or Related Entities (FDRs) to evaluate compliance with regulatory requirements, company policies, the Code and the overall effectiveness of our Compliance Program. The Chief Compliance Officer oversees and executes ongoing auditing and monitoring activities both independently and in coordination with other business teams of high-risk areas and; oversees corrective actions and implementation plans pursuant to compliance findings.

Acknowledgement Process

Adherence to and support of our Code of Conduct and participation in related activities and training will be considered in decisions regarding hiring, promotion, and compensation for all candidates and employees. We require all employees (e.g. full-time, part-time and temporary employees, consultants, agents, independent contractor, Board Members, etc.) to sign an acknowledgment confirming they have received, reviewed and understand the Code of Conduct and the Compliance Plan. All employees are required to sign this acknowledgment as a condition of employment upon hire and annually thereafter.



A MESSAGE FROM THE CHIEF COMPLIANCE OFFICER

Our Compliance Plan and our Code of Conduct reflect our core values and dedication to fostering ethical principles and behavior and a culture of compliance. However, it does not substitute for our internal sense of fairness, honesty, and integrity. Doing the right thing at the right time and for the right reason requires balance, fairness and courage. When you run into a situation or are considering a course of action that does not feel right, you should ask yourself the following questions:

- Is it Legal?
- Does it comply with company policy?
- Does it reflect the Spirit of the Code?
- Would I feel comfortable if it made a news headline?
- Could it adversely impact the company if all employees did it?

If the answer to any of these questions is “**No**” or “**Not Sure**” then the action may have serious consequences and you should not do it. If you are uncertain of the answer, then please contact the Compliance Hotline at 1-833-213-0636 which is available 24 hours a day/7 days per week. The hotline allows for anonymous reporting of potential violations. We also maintain a Compliance email address: compliance@pphealthplan.com You can also discuss your concerns with your immediate supervisor or Human Resources.

The Code of Conduct is not intended to provide answers to every question that you may have about our policies, laws, or regulations. The following sections list some frequently asked questions (FAQs) and some Q & A scenarios intended to increase your understanding of how guidelines must be applied.

Ken Nuñez, MBA, CHC
Chief Compliance Officer



FREQUENTLY ASKED QUESTIONS

If I have a question about workplace conduct or saw something that I thought was wrong, whom should I contact?

- You are encouraged to talk to your immediate supervisor first. However, if you for any reason you do not feel comfortable talking to your supervisor or, if your supervisor did not address the matter to your satisfaction, you may contact Human Resources or the Chief Compliance Officer, Kenneth Nuñez at compliance@pphealthplan.com or Compliance Hotline at 1-833-213-0636 which is available 24 hours a day/7 days per week. The hotline allows for anonymous reporting of potential violations.

If I report something suspicious, will I get in trouble if my suspicion turns out to be wrong?

- If you honestly have a concern, our policy prohibits your being reprimanded or disciplined. The only time someone will be disciplined for reporting misconduct is if he or she knowingly and intentionally reports something that he or she knows to be false or misleading in order to harm someone else.

What is retaliation?

- Retaliation occurs after you have filed a complaint or reported an alleged violation. It can involve unjustified termination or demotion and may also include actions like an unjustified negative evaluation. The Company strictly forbids retaliation and does not tolerate those who retaliate. Retaliation does not include any discipline taken due to unrelated performance issues or a violation of Company policies and procedures.

Does the Conflict of Interest policy apply to distant relatives, such as cousins, in-laws or friends?

- For the purposes of this code, immediate family members include your spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law or, anyone (other than domestic employees) who shares your home. However, if any relationship could influence your objectivity or create an appearance of impropriety, you must apply the policy.

What is a Legal Hold?

- A legal hold (also known as a litigation hold) is the process that may occur to preserve data potentially relevant to anticipated, pending or active litigation, investigations or other legal disputes.

What is a Kickback?

- A kickback is payment made to a person in a position of power or influence as part of an illicit agreement or coercion. Kickbacks are often paid in money, but can also take the form of gifts, entertainment or anything of value. Anything of value can take forms beyond currency. It includes, but it not limited to, credits, free goods or services, the forgiveness of debt, sale or purchase of an item below market value, as well as compensation for unnecessary services or legitimate services at a rate exceeding fair market value.



MAKING THE RIGHT DECISION

Conflicts of Interest



Q: Jay is invited to serve on the Board of Directors with a non-profit organization that provides health care policy recommendations that are frequently referenced by insurance regulators. Can he accept?

A: Because the organization may make recommendations that could impact our business, there is a potential conflict of interest. Jay should contact Human Resources or the Chief Compliance Officer for guidance.

Q: Valerie's spouse is employed by one of our contracted FDRs. Is this a conflict of interest?

A: No. However, Valerie should disclose the relationship on her Conflict of Interest Questionnaire. Disclosing the relationship can prevent a misunderstanding. Valerie and her spouse should also be careful not to discuss confidential business issues.

Accuracy, Retention and Disposal of Document and Records



Q: Eric's manager requested that he alter a quarterly report so that the numbers look better. Should Eric listen to his manager and make the proposed changes?

A: No. Even though the request came from his manager, Eric should never create false or misleading reports. His manager should never ask that of him and, Eric should report it to the Chief Compliance Officer.

Q: While cleaning up and organizing her files, Fallon came across email correspondence related to a member quality of care inquiry that occurred two years ago. Fallon never stored the information in a central location. Since she is working to unclutter her files and the member disenrolled from the plan last year, she thinks it may be okay to delete the email and the attached documentation. Should Fallon delete the information?

A: No. Paper and electronic business records serve as evidence of business decisions and should be stored in a place accessible to other in case they are needed by other for future use. Laws and/or internal policies govern the length of time that certain documents should be archived. Fallon should refer to the Records Management policy or contact the Legal Department for guidance.

Business Courtesies



Q: A member with a chronic health condition, expressed his appreciation to his case management nurse, Kelly, for her support and offered her \$100 as a tip. Should she accept it?

A: No. Cash gifts must never be accepted by anyone with whom we have a business relationship.

Q: A member's spouse sent the member's case management nurse a basket of fruit and flowers to thank her for her kindness and for always going the extra mile to help. Can she accept it?

A: Yes, the gift may be accepted because it not excessive in value and, it is consumable or perishable.

Safeguarding Private Information



Q: George accidentally emailed an Explanation of Benefits (EOB) that contained personal information to the wrong person outside of the company, but the person told him she deleted it. He also realized that he forgot to send the email via encryption (i.e. secure delivery option). Since the EOB only contained information about one person, does he still need to report this as an incident?

A: Yes. Even if the incident may only affect a single individual, always report the incident to enable the company to comply with any legal or other obligations. Always remember to comply with data security policies, such as those regarding the use of encryption, that help minimize the risk to the data in case an incident occurs.

Q: Mary, a clinical case manager, forgot her password to the care management database and after three failed attempts, got locked out of the database and, had to wait for the IT Helpdesk to reset her password. The Helpdesk told Mary it would be a bit of a wait. Mary wanted to complete her case data entries by 4pm because she had to leave for an appointment. She called her co-worker, Monica who was out in the field, and asked if she could use her password to complete the data entries. Should Monica give Mary her password?

A: No. Monica should decline and not give Mary her password. Monica should also remind Mary that sharing passwords is strictly prohibited and may result in both of them being subject to disciplinary action, up to and including termination.



ACKNOWLEDGEMENT CODE OF CONDUCT & COMPLIANCE PLAN

- ✓ I hereby acknowledge that I have received, read, understand and will comply with the Company's Compliance Plan and Code of Conduct.
- ✓ I pledge to act in compliance with and abide the Compliance Plan and the Code of Conduct during the entire term of my employment and/or contract.
- ✓ I acknowledge that I have a duty to report to the Chief Compliance Officer any alleged or suspected violation of the Code of Conduct, or applicable laws and regulations.
- ✓ I will seek guidance from and raise concerns about potential violations of this Compliance Plan with my immediate supervisor, senior management, Human Resources or through the Compliance hotline at 1-833-213-0636 or Compliance email address: compliance@pphealthplan.com
- ✓ I understand that failure to report any alleged or suspected violation of the Compliance Plan or the Code of Conduct may result in disciplinary action up to and including termination of employment or contract
- ✓ I will complete all training courses required by the Company within the prescribed timeframe and agree to participate in any future compliance trainings as required and acknowledge my successful completion of such trainings as a condition of my continued employment/contract.
- ✓ I agree to disclose the existence and nature of any actual or potential conflict of interest to the Chief Compliance Officer.

<i>Print Name:</i>			
<i>Signature:</i>		<i>Date</i>	