



CODE OF **CONDUCT** & **ETHICS**

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Message from the Chairman & CEO

Here at American Specialty Health, our success has largely been achieved by diligently abiding by principles of integrity and ethics. These fundamental business practices are an integral part of who we are and the way we work. Not only does our Code of Conduct and Ethics Program help us to achieve our corporate mission and values, it establishes a foundation of trust with our clients, our networks, and the tens of millions of members we serve.

As a symbol of our commitment to ethical practices, we have created this Program. Please review it now and whenever you feel it may be necessary. The Program provides details that will help you apply our values and outlines standards for behavior in specific situations, while giving you practical guidance. I believe it is necessary to publish this information for two reasons: first and foremost, we must adhere to applicable law, and the standards outlined here will help us do so. Compliance with these standards is mandatory and violations will result in serious consequences, up to and including termination of employment. But in a more general sense, I believe that this Program will be a welcome source of information to help us all function at our best in an often complex work environment.

Our Code of Conduct and Ethics Program is meant to serve as a guide and does not cover every possible ethical or legal circumstance. Please use your own wisdom, discretion, and sound judgment when it comes to questionable situations, and be sure to seek guidance when appropriate. It takes years to build a reputation that people can trust, and that reputation can be destroyed in a heartbeat, as some companies—once highly respected—have unfortunately learned. It is satisfying to know that you are all committed to preserving and enhancing our integrity and reputation by adhering to the guidelines herein.

ASH Purpose

To improve clinical outcomes and reduce health care costs.

ASH Values

- Honesty, integrity, and ethics
- Culture of both entrepreneurship and discipline
- Change paradigms; be part of something special
- Meritocracy and opportunity
- Careful financial stewardship

George DeVries
Chairman & CEO

A handwritten signature in black ink that reads "George DeVries". The signature is written in a cursive, flowing style.



Introduction by the Compliance Officer

As George mentions, our ability to fulfil our purpose with the trust of those we serve depends on each of us as individuals adhering to the company's values and the principles set forth in this Code of Conduct and Ethics Program. Our success here is also a team effort.

We must all work together to succeed with these goals and to maintain compliant practices. For me, as well as the entire ASH leadership team, this means working with you so that you have the support you need to ensure your choices are ethical and compliant.

This Code of Conduct and Ethics Program is intended to help guide you in making ethical and compliant choices. It applies to all employees and board members of our company. We expect similar conduct from our credentialed practitioners, contracted providers, contracted fitness facilities, suppliers, and vendors. These standards are required and will not be suspended for any purpose. Under exceptional circumstances, only the Board of Directors may grant a waiver of all or part of the Program.

Any actions that violate this Program will be addressed through appropriate sanctions, including disciplinary action up to and including immediate termination of employment. As such, it is imperative that you not only complete Code of Conduct and Ethics training on an annual basis but that you be familiar with the principles described in this Program and seek assistance as needed with any questions.

Should you have any questions about this Program or with ethics or compliance generally, you can contact the Ethics and Integrity Hotline at **866.998.2746** or email your concern to EthicsAndIntegrity@ashn.com. I am also available to you, and you can contact me directly at any time regarding compliance with this Program and our standards for ethical conduct.

While this Program covers many areas of conduct, the following principles are essential to the choices we make:

- We treat people inside and outside the company with **integrity, fairness, dignity, and respect**.
- We strive to be fact-based and use sound supporting analysis and data to arrive at our decisions so that our financial and operating reports and communications to each other and to all stakeholders of the company are **accurate, honest, accountable, and well-reasoned**.
- We comply with all policies and procedures and actively implement the training we receive so that our decisions and work product comply with the laws, regulations, accreditation standards, and contractual obligations applicable to our products and services.
- If we have questions about our corporate standards, we have the personal responsibility to **seek guidance and answers** before acting.

Each of us plays a vital role in preserving the trust of those we serve and together we can demonstrate to those we serve that their trust in us is well placed. Thank you for your commitment to fulfilling our company's purpose and mission in an ethical and compliant manner.

James Van Beek
Vice President, Regulatory & Program Compliance

A handwritten signature in black ink, appearing to read 'J Van Beek', written over a horizontal line.

**To report suspected violations of the Code of Conduct and Ethics Program:
Call our Ethics and Integrity Hotline at 866.998.2746.**

ASH does not tolerate any form of retaliation against anyone reporting concerns in good faith.

CHAPTER ONE | Personal Responsibilities

This Code of Conduct and Ethics Program provides guidelines to help you in situations that you may face during your career. The Program is led by ASH's Compliance Officer. ASH's Ethics and Integrity Committee and the Quality and Compliance Committee of ASH's Board of Directors oversee the Program and receive periodic reports from the Compliance Officer and other senior managers as needed. The Program does not create any contractual rights between you and ASH. It may be changed or modified by ASH at any time without notice. We should not interpret the Program as a promise of employment or continued employment.

Conduct Yourself in an Ethical Manner and Seek Guidance When Needed

You must conduct yourself in an ethical manner. American Specialty Health (ASH) relies on your good judgment to take appropriate action. If you are in doubt about any situation or behavior, you may speak to your supervisor or manager, the head of Human Resources, or the Compliance Officer. You may also call our Ethics and Integrity Hotline at **866.998.2746** and leave a message 24 hours a day, seven days a week, if you prefer a confidential way to get advice or to report a situation that may violate a law or conflict with our values. **You may remain anonymous if you choose.**

Report Suspect Conduct in Good Faith

If you suspect a violation of the Code of Conduct and Ethics Program has occurred, you have an obligation to report the issue.

Reports can be made to the Compliance Officer, or as noted above. You may also call our Ethics and Integrity Hotline at **866.998.2746** and leave an anonymous message 24 hours a day, seven days a week. The information you provide will be investigated and relayed to our Ethics and Integrity Committee as needed. **You will be protected from retaliation** for all reports made by you in good faith even if no violation of the Code of Conduct and Ethics Program was found to have occurred. A good faith report is one where you have a reasonable belief that the information provided relates to possible misconduct.

Examples of activity to report include:

- Falsified company records.
- Harassment of, or discrimination against, other employees.
- Embezzlement or theft of company property.
- Misuse of proprietary and/or personal information.
- Violation of *any* company policy.
- Potential fraud, waste, and abuse.

The Ethics and Integrity Hotline is just one of several resources available when you need to raise concerns about workplace activities that may be unethical, illegal, or inconsistent with our values. See **Chapter Four: Our Resources for Complying with the Code of Conduct and Ethics Program** for additional information.

Our Leaders Serve as Role Models

People who lead others need to be ethical role models for employees and foster an environment of integrity, trust, and cooperation by:

- Demonstrating the highest standards of integrity and responsibility when dealing with employees, customers, vendors, and the community.
- Contributing to and maintaining a work environment conducive to, and encouraging of, ethical behavior.
- Contributing to a work environment that encourages employees to voice concerns and get help when faced with potentially compromising situations. This also means supporting employees who make the sometimes difficult decision to speak out and never retaliating against someone for reporting concerns about suspected non-compliance.
- Avoiding any approval of conduct that may be unethical, dishonest, or potentially damaging to ASH's reputation.

We Support the Critical Roles of Management

Management is expected to demonstrate personal commitment to the company's standards of behavior and manage employees according to those standards. Management is also expected to identify and properly manage risks, working with their employees to deploy efficient and effective controls that appropriately minimize risks. They must maintain a workplace environment that ensures compliance with our Code of Conduct and Ethics Program. Yet, from time to time, we may question their decisions or actions. At such times, employees are obliged by our values to seek guidance from their supervisor or manager, the head of Human Resources, the Compliance Officer, or through the Ethics and Integrity Hotline: **866.998.2746**.

We Obey the Law

ASH is committed to complying with all applicable laws, rules, and regulations wherever we do business. Proper employee conduct ensures that all laws are obeyed and that all conduct is ethical and above reproach. If the company violates its legal and ethical obligations, the company and individual employees can suffer severe consequences ranging from fines and criminal penalties to disciplinary action up to and including termination of employment. While you are not expected to be an expert on the law, you are expected to read and become familiar with company policies and procedures, including this Program, so you can identify and report situations in which compliance or ethical issues might arise. Use the following principles to guide your day-to-day behavior:

- Never do anything you know or think would violate any laws. If you are in doubt seek guidance from your supervisor or manager, the head of Human Resources, or the Compliance Officer.
- Never use ASH's property, information, or position for your own personal gain.
- Never falsify company books, reports, or records.

- Take special care to ensure that company books and records and the documentation relating to company transactions are accurate and retained in compliance with our document retention guidelines and any in-force litigation hold orders.
- Follow all company policies, procedures, and training instructions.
- Always treat your fellow employees with respect.
- Deal fairly with ASH's customers, vendors, competitors, and employees.

Remember that company policies and trainings are available to you on the company intranet and online training modules. Department procedures and trainings are available from your manager and supervisor. Please also see Appendix A for a list of some of the laws and regulations that ASH must comply with. If you are in doubt or have any questions you should contact your supervisor, manager, or ASH's Compliance Officer.

We Respect the Individual

As a company, we recognize the dignity of the individual. We respect each employee. In return, employees must:

- Not tolerate any type of discrimination or harassment against applicants for employment, employees, or independent contractors on the basis of race, color, religion, sex, gender, gender identity, gender expression, pregnancy, marital status, age, national origin, ancestry, physical or mental disability, medical condition, sexual orientation, military or veteran status, genetic information, or any other category protected by applicable local, state, or federal law. ASH also prohibits discrimination and harassment based on the perception that an applicant for employment, employee, or independent contractor has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics.
- Not use or be under the influence of drugs or alcohol in the workplace. The use of drugs or alcohol while at work or performing work on behalf of the company is prohibited.
- Immediately report any employee you suspect may be under the influence of alcohol or any illegal drugs to your supervisor, manager, or the head of Human Resources.

Discrimination is the act of differentiating among employees or applicants for employment on the basis of any protected characteristic described above.

Harassment is unwelcome verbal, visual, or physical conduct based on a protected characteristic described above that creates an intimidating, offensive, or hostile working environment or that interferes with work performance. Prohibited conduct includes, but is not limited to, any of the following when based upon a protected category: making comments, slurs, innuendos, or jokes; the display of cartoons, posters, or other materials; distributing pictures or words in written, pictorial, or electronic form; touching or other unwanted attention; threats, intimidation, or other abusive behavior.

Sexual harassment is one form of unlawful harassment. Applicable state and federal law define sexual harassment as unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual or sex-based nature when (1) submission to that conduct is made either explicitly or implicitly a term or condition of an individual's employment, (2) submission to or rejection of the conduct is used as a basis for employment decisions affecting the individual or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Unwelcome sexual advances, requests for sexual favors, and other physical, verbal, or visual conduct based on sex are not allowed. This includes such things as sexual innuendoes, suggestive comments, sexually oriented teasing or practical jokes, display of sexually suggestive pictures or other materials, suggestive or insulting sounds, looks, or gestures, and any unwanted physical contact. Obviously, more severe forms of harassment, such as sexual assault, are also prohibited. ASH does not allow anyone, including any supervisor, co-worker, vendor, client, or provider to harass company employees, applicants, or independent contractors.

ASH will not tolerate any form of retaliation against any employee for engaging in protected activity, such as making a good faith complaint of harassment or discrimination or participating in an investigation.

CHAPTER TWO | Workplace Responsibilities

Job performance involves achieving results through ethical and responsible behavior in all workplace dealings with each other and with people outside the company.

We Live Our Values

As representatives of ASH, we act responsibly and in a manner that reflects favorably upon ourselves and the entire company. We rely on the company's values in making decisions that will enable us to be the best for our customers and employees.

We Promote Diversity

ASH is committed to providing challenging, meaningful, and rewarding opportunities for personal and professional growth to all employees without regard to race, color, religion, sex, gender, gender identity, gender expression, pregnancy, marital status, age, national origin, ancestry, physical or mental disability, medical condition, sexual orientation, military or veteran status, genetic information, or any other category protected by applicable local, state, or federal law. This policy applies to all phases of employment, including the hiring of new employees, training, development, compensation, promotions, demotions, transfers, layoffs, terminations, use of facilities, and selection for special programs.

We Provide a Safe Workplace

All employees must assist the company in providing a workplace that is free from safety or health hazards or disease, and one in which operational hazards are controlled to acceptable levels. Employees, particularly management, should take responsibility in reporting any potential safety concerns to the head of Human Resources immediately.

We Create a Positive Environment

ASH aims to create an environment that allows individuals to excel, be creative, take initiative, seek new ways to solve problems, generate opportunities, be accountable for our actions, and be recognized for our contributions and teamwork.

Because of this, the company prohibits:

- The manufacture, distribution, sale, purchase, transfer, possession, use, or being under the influence of illegal drugs in the workplace (including state-authorized marijuana). The same restrictions apply to alcohol unless the company authorizes its use for special occasions.
- All forms of harassment of employees by fellow employees, employees of outside contractors, or visitors. In addition, we will not tolerate harassment from vendors or customers. This includes any demeaning, insulting, embarrassing or intimidating behavior directed at any employee because of race, color, religion, sex, gender, gender identity, gender expression, pregnancy, marital status, age, national origin, ancestry, physical or mental disability, medical condition, sexual orientation, military or veteran status, genetic information, or any other category protected by applicable local, state, or federal law.
- Prohibited conduct includes, but is not limited to any of the following when based upon a protected category: making comments, slurs, innuendos, or jokes; the display of cartoons, posters, or other materials; distributing pictures or words in written, pictorial, or electronic form; touching, or other unwanted attention; threats, intimidation, or other abusive behavior.

- ASH will not tolerate any form of retaliation against any employee for engaging in protected activity, such as making a good faith complaint of harassment or discrimination or participating in an investigation. You will be protected from retaliation for all reports made by you in good faith, even if no violation of the Code of Conduct and Ethics Program was found to have occurred.

Employees must immediately report sexual harassment complaints to their supervisor, manager, head of Human Resources, or by calling the Ethics and Integrity Hotline.

You may remain anonymous if you choose.

We Respect Each Other's Privacy

ASH respects the privacy of employees' personnel information and retains only those historical and current employee personnel records needed for business, legal or contractual purposes, and restricts access to those records. Additionally, the company will not interfere in our personal lives off the job unless the conduct impairs our work performance or work environment or otherwise creates an actual or potential conflict of interest.

We Safeguard American Specialty Health's Property

ASH's ability to compete and serve our customers requires the efficient and proper use of assets and resources, including, but not limited to, confidential and proprietary information, trade secrets, electronic devices, electronic communications, files and data, software and hardware, land, buildings, equipment, and cash. As employees we should use company assets for legitimate business purposes only. Each of us has a responsibility to do everything we can to protect these assets. At a minimum, that means using them in accordance with company policies and complying with security programs that help prevent their unauthorized use or theft. The systems through which we access email, the internet, and the intranet are company property. You must use ASH's information systems and the internet responsibly.

Keep in mind that:

- Any information sent, received, accessed, or stored on ASH's equipment, including, but not limited to, its electronic mail system, voicemail system, or computer systems is company property, and no employee has any privacy rights to this information. When we use these systems, we consent to the company monitoring and auditing what we put on it and how we use the internet.

Internet communications and usage are not considered private. ASH's management team and Human Resources reserves the right to examine, among other things, websites visited, files downloaded, time spent on the internet, and any other internet-related information. Such monitoring ensures appropriate usage, compliance with internal policies, assists with internal investigations, and assists with the management of information systems.

We Protect the Privacy of Our Members

ASH is committed to protecting members' rights to privacy and security and complies with related industry, state, and federal standards (such as HIPAA). ASH provides privacy, security and related sanctions training for all ASH employees and requires that all employees are aware of and abide by such policies. As a condition of employment, all employees are required to sign a Proprietary Information Agreement (PIA) agreeing to maintain and protect the confidentiality of all member information encountered in the course of their employment. In addition, all new employees are required to complete and sign an Employee Handbook Acknowledgement Form documenting that they have reviewed and agree to abide by specified ASH's policies and

procedures, including privacy, security, and related sanctions policies. Employees are required to sign an Employee Handbook Acknowledgement Form on an annual basis.

We Protect the Confidentiality of Proprietary Information

In the course of work, many of us may acquire information about the company or our customers or vendors that is not generally known to the public and, if improperly disclosed, may be harmful to the company or its customers or vendors or helpful to its competitors. We also acquire confidential information from former employers and from our customers, providers, and members. ASH is committed to protecting members' rights to privacy and security and complies with related industry, state, and federal standards (such as HIPAA). As stated above, ASH provides privacy, security, and related sanctions training for all ASH employees and requires that all employees are aware of and abide by such policies.

Confidential proprietary information takes many forms including, but not limited to, financial or operations reports and results, operational workflow designs and work tools, business or marketing plans, sales or promotional activity, programming code, advertising plans or expenditures, customer lists, new products, product research, price changes, mergers or acquisitions, securities offerings, management changes, and trade secrets. Laws do not allow the use of nonpublic information, also known as "insider information," for financial benefit for ourselves or others, including family and friends. We must not disclose such information with other employees or persons outside the company who are not authorized to have such information.

We Respect Intellectual Property Rights and IT Resources

With respect to using IT resources, keep in mind that you must:

- Only use software as authorized by the company on company computers and devices that have been purchased, developed, or authorized by ASH for the purpose of conducting business.
- Not duplicate copyrighted software for any reason, without written authorization from the software company. Any employee who knowingly or unknowingly duplicates copyrighted software material is subjecting ASH and themselves to substantial penalties under the law.

Likewise, we must all respect the copyrights and trademarks of our clients and vendors. We must only use such materials as permitted in our agreements with our clients and vendors.

Remember these rules when you handle confidential information:

- You must safeguard all passwords and identification codes to prevent unauthorized access to ASH's electronic data.
- Do not disclose to anyone outside ASH (this includes use in school projects or classroom discussions), any information relating to the company that has not been disclosed to the public, unless you first have appropriate management or Privacy Office approval or as required by law, at any time during or after your employment. Don't even share confidential information with other employees unless they have a business need to know about it, and then only share the minimal amount of information needed.
- Routinely take precautions to keep confidential information from being disclosed. This includes making sure such information is not displayed on our desks or in our work area where it can be seen by anyone. You should also avoid transmitting information electronically or by fax in ways that might make it available to unauthorized people.

- Respect the confidentiality of private information concerning our employees and proprietary information from customers, suppliers, and other third parties that comes to our attention under an understanding of confidentiality. We must respect the proprietary nature of such information and not use or disclose it without proper written authority.
- These rules do not prohibit employees from engaging in protected communications regarding terms and conditions of employment.

CHAPTER THREE | Marketplace and Global Responsibilities

We Are Careful About Offering Gifts

All employees must use only legitimate practices in commercial operations and in promoting ASH's position, when authorized to do so, on issues before governmental authorities. As stated below, "kickbacks" or "bribes" intended to induce or reward favorable buying decisions and governmental actions are unacceptable and strictly prohibited. No ASH employee or any agent acting on ASH's behalf shall, in violation of any applicable law, offer or make directly or indirectly through any other person or organization any payment of anything of value (in the form of compensation, gift, contribution, or otherwise) to:

- Any person or organization employed by or acting for or on behalf of any customer, whether private or governmental, for the purpose of inducing or rewarding any favorable action by the customer in any commercial transaction; or any governmental entity, for the purpose of inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter;
- Any governmental official, political party or official of such party, or any candidate for political office, for the purpose of inducing or rewarding favorable action (or withholding of action) or the exercise of influence by such official, party, or candidate in any commercial transaction or in any governmental matter, or any immediate family members of such persons, including spouses, registered domestic partners, parents, or children.

Prior to giving any gift or extending or accepting any invitation to an event with a public official, party, or candidate on behalf of ASH, employees must notify the Compliance Officer for approval. If the total fair market value of such items exceeds \$100, then approval must also be obtained from the Compliance Officer and the Chief Executive Officer, subject to the requirements of applicable law. Should a gift be approved, a letter of notification of the value of a gift must be sent to the official within 30 days of the end of the calendar quarter in which the gift was given. Please request a sample letter template from the Compliance Officer. A copy of the letter of notification needs to go to the Finance department so it can file a quarterly FPPC report within 30 days of the end of each calendar quarter in which a gift was given.

In utilizing consultants, agents, sales representatives, or others, ASH will employ only reputable, qualified individuals or organizations under compensation arrangements that are reasonable in relation to the services performed. Human Resources will issue from time to time criteria and procedures to be utilized in international transactions, when applicable, with respect to the selection and compensation of sales representatives. Consultants, agents, or representatives retained in relation to the provision of goods or services to federal, state, or local governments must agree to comply with all related laws, regulations, and ASH policies governing employee conduct.

We Require Ethical Behavior from Our Outside Consultants and Contracted Service Providers

We are responsible for ensuring that any outside consultant or contracted service provider that we engage is held to the same standards of ethics and integrity that ASH requires of our employees. And that includes obeying all the laws and government regulations that apply to us. If an outside contractor we engage violates our ethical standards, it can be equivalent to violating those standards ourselves. A consultant's or contracted service provider's failure to abide by those standards can result in corrective actions being issued by ASH and can be cause for sanctions under, or termination of, the consultant's or contracted service provider's agreement with ASH.

We Conduct Business Openly and Honestly

We vigorously market our products and services fairly and based on their proven quality and reliability and the value they provide. With this in mind we:

- Strictly prohibit our employees or anyone else from giving or accepting **bribes, kickbacks**, or any other form of improper payment, direct or indirect, to any representative of any government, any customer, contractor, supplier, consultant or advisor, or labor union, for any reason.
- Respect and comply with antitrust laws, which promote competitive marketplaces by prohibiting price fixing and illegal market manipulations. As such, we price our products and determine fee schedules independently and do not share confidential information with or between competitors.
- Make certain that marketing expenditures are necessary, prudent, and job-related and that procurement decisions are honest and based solely on predetermined selection criteria that are in the best interests of the company.
- Do not offer to, or accept from, our existing or potential commercial customers' non-cash gifts, special courtesies, or prizes of more than nominal value (up to \$100). **Never offer or accept cash** or cash-equivalent gifts to or from existing or potential commercial clients or vendors.
 - » It is best to have management or supervisor approval to accept or give a gift, and when accepted, the gift should be shared with others in your department or the company. If accepting any gift could compromise your ability to act in ASH's best interest, you should politely decline the gift.
 - » Do not offer members and providers participating in government programs meals or items of value that are not authorized by the company for established business or program use.
- Never offer government representatives any meals or items of value. Simple refreshments provided during a meeting may be acceptable.
- Only permit appropriate business entertainment, including traditional promotional events. Such entertainment or events are permitted as long as what is offered is consistent with usual business practice and cannot be construed as a bribe or payoff. Business entertainment is not reasonable if it violates any law or would embarrass us if disclosed publicly. Business entertainment is not permitted with respect to any government representative. Communicate clearly and precisely, either orally or in writing, so that our clients and vendors understand the terms of our contracts, including performance criteria, costs, and schedules.
- Maintain accurate records and follow appropriate accounting practices. To support compliance with regulatory and financial oversight requirements, all business and financial records must be complete and accurate. Intentionally making false or fictitious entries in company records is prohibited. Participation in any such false transactions is also prohibited. Any actions to intentionally mislead, coerce, manipulate, or falsely influence auditors, government officials, or any person conducting an internal or external investigation are prohibited. In addition, failure to document or record accounts, funds, or assets is not allowed. Company funds must never be placed in personal or non-corporate accounts. Records must be retained in compliance with our document retention guidelines and in-force litigation hold orders. Records may only be destroyed or disposed of as permitted under those guidelines or orders.

- **Prevent and report conflicts of interest.** You should not engage in any activity that creates or could appear to create a conflict between your interests and the best interests of ASH. Employees should not have any direct or indirect financial interest with a customer, competitor, or supplier that could cause divided loyalty or the appearance of divided loyalty. In general, a significant financial interest means ownership by you and/or your immediate family member(s) of: 1) more than 1 percent of the outstanding securities/capital value of a business entity, or 2) more than 5 percent of your total assets and/or those of the immediate family member(s). In addition, conflicts may also come from engagement in certain activities outside of your ASH employment such as a second job, a side business, or serving on another company's board.
 - » Employees must notify the head of Human Resources before taking any action under circumstances that might lead to actual or potential conflicts of interest. This would include, for example, acquiring any financial interest in any customer, competitor, or supplier.
 - » Additionally, no employee may conduct Company business with a person with whom he/she is related in blood or marriage, or a business organization with which the employee or family member has a significant association, without first having the written approval of the head of Human Resources.
 - Factors that could imply a conflict relative to company business may include benefit determinations, such as making a medical necessity determinations, for specific members if:
 - Staff has past or present relationship with the member;
 - Staff has past or present relationship with practitioner, referring entity, or other care provider previously involved in the case;
 - Staff has material professional, familial, financial, or other affiliation, relationship or interests with or related to the subject matter that is being recommended (including but not limited to the development of a treatment, therapy, drug, device, procedure, or with a facility at which a recommended treatment has been or is being provided) that could be perceived to create a conflict of interest.
 - A conflict of interest is not limited to member/practitioner relationships, but can occur when an staff has a material, familial, financial, or other interest or outside relationship in any area of operations or administration (i.e. Finance, Sales, etc.) that creates or can be perceived to create a conflict of interest with any outside business, vendor/supplier.
 - Should an employee establish a competitive business or work for a competitor, a conflict of interest would exist.
 - » **Please note:** we operate in a dynamic environment and conflicts can arise at any time. You are responsible for immediately reporting any potential conflict you are reasonably able to identify when you first identify its possibility. You may report the potential conflict to your manager, Human Resources, or the Compliance Officer. Remember, too, that conflicts are not about how we think of a situation, but also involve the perception of others. The question to ask is not how you feel about the situation, but what would other people think. If you have any doubts, it is

always better to report the issue or seek guidance from your manager, the head of Human Resources or the Compliance Officer.

- **Adhere to ethical principles appropriate to our respective professions.** ASH employees who maintain a professional standing (e.g., licensure) in support of their employment with ASH (e.g. health professionals) are not asked to provide services or information that conflict with their adherence to ethical principles appropriate to their profession or the laws governing their applicable license/credential. Such professionals employed by ASH commit to comply with ethical principles and obligations of their profession within the context of their ASH job descriptions. Health professionals will comply with applicable state and federal regulations and applicable regulatory board obligations regarding clinical decision-making performed on behalf of ASH.
- Health professionals will keep the health and safety of patients/members as the primary focus in clinical decision-making, considering all available information provided by the patient/member and their treating clinician (as applicable).
- Health professionals will report (as required by their license/credential) to applicable government entities any suspected cases of abuse that might be identified while engaging in discussions with members/patients or review of health information about a member/patient. The Privacy Office must be notified of such reports so that accountings of such disclosures can be tracked.
- ASH professionals who possess licenses/credentials necessary for their ASH job description will maintain those clinical licenses/credentials in good standing and immediately report to management any adverse actions taken by a third party against the individual professional's credential (e.g., state board action, Medicare sanction, loss of license, license probation).

We Safeguard the Property of Others

When business requires us to use the tangible and intellectual property of other companies or individuals, we do so appropriately in accordance with all applicable law and/or contractual requirements governing the use of that property. We will obtain the tangible and intellectual property of competitors only through lawful means and will not engage in unfair competition.

We Refer Contacts from Government Representatives to Regulatory Compliance

Accurate and comprehensive responses to government officials are an important part of our commitment to ethics and integrity. From time to time, you may be asked to assist the Regulatory and Program Compliance department with preparing and responding to government inquiries or audits. However, when receiving an unexpected contact from a government representative, you should direct the government representative to Regulatory and Program Compliance and alert that department of the contact. Please refer to the contact list in Chapter Four: Resources for Complying with the Code of Conduct and Ethics Program for additional information.

We Refer All Financial Inquiries to Finance

Accurate and comprehensive responses to financial inquiries are an important part of our commitment to ethics and integrity. Not all of us have the appropriate training and experience to answer such inquiries; as such they should be referred to the Finance department for handling. Please refer to the contact list in Chapter Four: Resources for Complying with the Code of Conduct and Ethics Program for additional information.

We Refer All Inquiries from the News Media to Marketing

Accurate and prompt response to news media inquiries is an important part of our commitment to ethics and integrity. Most of us, however, do not have the training and experience to deal effectively with the news media, and even an innocent misunderstanding between the media and ASH could have serious consequences for us. Employees are not authorized to discuss company business or information on behalf of the company with the news media on their own. All inquiries from the media must be referred to the Marketing department with a copy to our Compliance Officer.

We Protect the Environment

ASH is committed to environmental excellence in the design and distribution of our products. We abide by all applicable health, safety, and environmental laws and regulations where ASH operates. In all cases, at a minimum, the company will:

- Communicate honestly and openly with our employees, as well as our neighbors, customers, and government agencies about the nature of our operations and products and their relationship to the environment.
- Identify, control, and minimize waste and the use of hazardous materials.
- Provide appropriate health, safety, and environmental training for our employees.
- Work with government and other organizations, as appropriate, to develop realistic laws, regulations, and standards to protect the public and the environment.

In addition, each of us has a responsibility to:

- Be mindful of the environmental impact of our actions.
- Continually look for opportunities to make our environmental performance better.
- Strive to integrate environmental considerations into our business activities and processes.
- Report any environmental concern to your supervisor or manager, the head of Human Resources, the Compliance Officer or to our Ethics and Integrity Hotline.

We Prevent and Report Issues of Suspected Fraud, Waste, and Abuse

ASH has established its Anti-Fraud Policy (AF 1) to comply with state and federal anti-fraud requirements and to meet generally accepted industry anti-fraud program standards. Our efforts to fight and report fraud, waste, and abuse impact all our lines of business, but are particularly important compliance requirements for government funded programs, such as Medicare and Medicaid.

- Fraud is an intentional act of deception, misrepresentation, or concealment to gain something of value. An example is when a person submits a claim for services or treatments that the person knows were never rendered.
- Waste is the misuse of resources and over-utilization of services that is not the result of criminal intent or criminal negligence. Many of our programs, like our medical necessity review process, are designed to help prevent waste. Waste could occur when a practitioner overcharges extra for services or supplies or provides medically unnecessary services.
- Abuse is the excessive or improper use of services or actions to an extent that goes against acceptable business or medical practice. Abuse refers to actions that, although not fraudulent, may directly or indirectly cause financial loss.

While ASH has a Special Investigations Unit (SIU) to investigate suspected fraud activity, ASH employees are responsible for deterring, identifying, and reporting incidents of suspected fraud, waste, and abuse. Employees of ASH continuously encounter activities involving ASH's operations and the conduct of practitioners, vendors, and members. In doing so, our employees are key to detecting incidents involving suspected fraudulent activities. ASH employees who identify suspected fraudulent activity must report it. Employees can report such activity to the SIU by:

- Advising an SIU member of the suspected activity;
- Completing a "Fraud Referral Form" and submitting it to their supervisor, an SIU member, or the Compliance Officer;
- Emailing notices of suspected fraud activity to antifraud@ashn.com; or
- Leaving a message on ASH's Anti-Fraud Hotline at **(877) 427-4722**.

CHAPTER FOUR | Resources for Complying With the Code of Conduct and Ethics Program

Our values and policies are the individual responsibility of each of us. This Code of Conduct and Ethics Program provides guidelines to help you in many situations that you may face day to day, but it cannot anticipate every possible ethical dilemma. For this reason, the company offers a number of resources to help you comply with the Program.

Our Personal and Corporate Responsibility

Our values and policies are the individual responsibility of each of us, but our leaders have a special responsibility for assuring understanding, serving as a role model, communicating the contents of this Program to employees and assisting with compliance in every way possible. Employees are encouraged to raise such concerns with their supervisors or managers. However, should employees not feel comfortable raising a concern with their supervisor or manager, we also provide alternate ways for them to report possible violations of the Code of Conduct and Ethics Program or to seek advice. Employees can do this by contacting the Compliance Officer or by calling our Ethics and Integrity Hotline: **866.998.2746**.

Our Ethics and Integrity Committee

The Ethics and Integrity Committee is responsible for assuring compliance with our Code of Conduct and Ethics Program through communication and education for all employees of the company, as well as monitoring and response. Disciplinary actions related to enforcement of the Code of Conduct and Ethics Program with respect to internal employees are managed by Human Resources and supported as needed by the Human Resources Council. Trends and policy concerns related to such actions are brought to the Ethics and Integrity Committee by Human Resources as appropriate. The Ethics and Integrity Committee is chaired by the Compliance Officer. Members include management representatives from Human Resources and Finance as well as executive representatives, including the Chief Operations Officers for ASH's lines of business. The Ethics and Integrity Committee meets at a minimum quarterly and more often as needed, and provides reports through the Compliance Officer to the Quality and Compliance Committee of the Company's Board of Directors.

Role of Our Management Team

Management plays a key role in the compliance program. They are expected to demonstrate their personal commitment to the company's standards of behavior and manage their employees according to those standards.

- Management is responsible for seeing that all employees under their supervision participate in appropriate compliance training programs.
- Management must maintain a workplace environment that ensures compliance with our Code of Conduct and Ethics Program.
- Management must also use diligence and discretion and consider an individual's character and behavior, before appointing that individual to any position of authority and responsibility.

Non-Compliance

It is expected that all employees of ASH will fully comply with the guidelines expressed in this Code of Conduct and Ethics Program and the policies and procedures that support it. Employees who do not comply may face disciplinary action up to and including termination of employment.

Contact List

Ethics and Integrity Hotline—Ethics and Integrity Committee

866.998.2746

EthicsAndIntegrity@ashn.com

Compliance Officer—James Van Beek

858.754.2000, ext. 3111

jamesv@ashn.com

Human Resources Department—Kristin Bragg

858.754.2000, ext. 3697

kbragg@ashn.com

Regulatory Compliance—James Van Beek

858.754.2000, ext. 3111

jamesv@ashn.com

Finance Department—William (Bill) Comer

858.754.2000, ext. 3261

billc@ashn.com

Information Security Officer—Tina Mitchell

858.754.2000, ext. 3159

tinam@ashn.com

Privacy Officer—James Van Beek

858.754.2000, ext. 3111

jamesv@ashn.com

Please contact any of the above if you would like additional information. More detailed information about many of our company-wide policies can be found on the company intranet.

Attestation to Adhere to ASH's Code of Conduct and Ethics Program

Within 90 days of hire, and then on an annual basis (or as materials updates occur) thereafter, ASH employees must complete and sign this attestation to confirm that they have read and understand the standards set forth in ASH's Code of Conduct and Ethics Program, and that they agree to abide by this Program. Please review the Program before signing. Should you have any questions about the Program, please seek guidance from your supervisor, the head of Human Resources, or the Compliance Officer prior to signing this document.

I attest that I have read and understand ASH's Code of Conduct and Ethics Program. I agree to abide by and adhere to the standards of conduct set forth in the Program. I understand that strict compliance with ASH's policies, procedures, and the Program are a condition of employment and ASH may take disciplinary action up to and including termination for my non-compliance under those policies, procedures, and the Program. I understand that my annual performance review incorporates consideration of my compliance with the same. I understand that I am responsible for discussing the importance of compliance with the employees I supervise, if any. I understand that I must report in good faith any suspected incident of non-compliance with ASH policies, procedures, or the Code of Conduct and Ethics Program immediately upon learning of the incident.

I attest that I am not aware of any non-compliance incident, or I have reported or will immediately report any non-compliance incident that I am aware of. I understand that ASH does not tolerate any form of retaliation against any employee for making such good faith reports.

I further attest that I am not aware of any potential conflict of interest with my employment or duties with ASH that I have not already reported to Human Resources. I understand that should a potential conflict arise in the future, I must immediately notify Human Resources.

Signed:

Printed Name:

Date:

Appendix A: Laws and Regulations

ASH complies with all laws applicable to it. The following is lists some of the laws and regulations applicable to ASH and/or which ASH has committed to complying within its contracts with health plan clients. If you have any questions regarding these laws and regulations, please contact your supervisor or manager, the head of Human Resources, or ASH's Compliance Officer.

- Title XVIII of the Social Security Act
- Medicare regulations governing Parts C and D found at 42 C.F.R. §§ 422 and 423 respectively
- Patient Protection and Affordable Care Act (Pub. L. No. 111-148, 124 Stat. 119), including related non-discrimination provisions thereunder.
- Health Insurance Portability and Accountability Act (HIPAA) (Public Law 104191)
- False Claims Acts (31 U.S.C. §§ 3729-3733)
- False Statements Act
- Federal Criminal False Claims Statutes (18 U.S.C. §§ 287,1001)
- Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b))
- The Beneficiary Inducement Statute (42 U.S.C. § 1320a-7a(a)(5))
- Civil monetary penalties of the Social Security Act (42 U.S.C. § 1395w-27 (g))
- Physician Self-Referral (“Stark”) Statute (42 U.S.C. § 1395nn)
- Fraud and Abuse, Privacy and Security Provisions of the Health Insurance Portability and Accountability Act, as modified by HITECH Act
- Prohibitions against employing or contracting with persons or entities that have been excluded from doing business with the Federal Government (42 U.S.C. §1395w-27(g)(1)(G))
- Fraud Enforcement and Recovery Act of 2009
- All sub-regulatory guidance produced by CMS and HHS such as manuals, training materials, HPMS memos, and guides.

**EXHIBIT B
CONFLICT OF INTEREST
DISCLOSURE FORM**

Name: _____ Date: _____ Dept: _____

Describe Activity or Relationship _____

Beginning Date: _____ Type of Involvement (Ownership, Officer, Employee, etc.) _____

Responsibilities: _____

Describe Activity or Relationship _____

Beginning Date: _____ Type of Involvement (Ownership, Officer, Employee, etc.) _____

Responsibilities: _____

Describe Activity or Relationship _____

Beginning Date: _____ Type of Involvement (Ownership, Officer, Employee, etc.) _____

Responsibilities: _____

Date _____ Signature _____