



# Code of Conduct

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## Message from the Chairman and CEO

Dear colleagues,

As we work to achieve our business goals, Lumeris and Essence Healthcare remain committed to the highest standards of integrity. To this end, we all must proactively consider the ethical implications of our business decisions, and comply thoroughly with the letter and spirit of any applicable laws, policies, and regulations.

We have established a Code of Conduct (“the Code”) to guide us in understanding our roles in compliance. As an associate, officer, or director of the company, I ask that you review the Code thoroughly and that you perform your daily work activities in a professional and ethical manner. To those of you affiliated with our organization by contractual or other relationship, know that we have also placed our trust in you to perform your responsibilities and represent our company with the utmost integrity and high ethical standards, in accordance with this Code.

If you have questions about the Code or are aware of any situation that may violate a provision or the spirit of the Code, we encourage you to communicate those questions or concerns to us. You will find guidance within these pages to help you do so. Integrity and high ethical standards serve as the foundation of our business model. On behalf of the Executive Committee, thank you for your commitment to live by the expectations outlined in our Code of Conduct.

Mike Long  
Chairman and CEO

***Our Mission is to lead the evolution of healthcare in America.***

# CODE OF CONDUCT

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This Code of Conduct is approved by the Company’s Board of Directors

## Introduction

This Code of Conduct (“the Code”) is applicable to all employees (regular, temporary, and contract), officers, directors, and consultants (collectively “the workforce”) of Essence Group Holdings Corporation (EGHC) and all of its subsidiaries, including but not limited to Essence Healthcare Inc. (EHI), Lumeris Services Company, L.L.C., Lumeris Healthcare Outcomes, LLC and Lumeris Healthcare Private Limited (herein collectively referred to as “the Company”). The Code may also apply, in whole or in part, to certain third parties contracted with the Company, such as (but not limited to) first-tier, downstream, and related entities of the Company’s health plan operations (herein collectively “contracted entities”).

The Company is dedicated to conducting its business in accordance with the highest standards of ethical conduct, uncompromising integrity and in full compliance with the federal, state and local laws governing its business. The provisions of this Code are designed to promote ethical behavior among our workforce members, encourage open, honest and direct communication, and avoid situations which would suggest impropriety.



“Integrity and high ethical standards serve as the foundation of our business model.”

~ Mike Long  
Company Chairman  
and CEO

We need to make sound, ethical decisions as we interact with our customers, health plan members, vendors, competitors, auditors, and all public and government entities. It

is not only the right thing to do, it is necessary for our success, both now and in the future. We also expect our contracted entities to demonstrate ethical conduct and uncompromising integrity.

This Code is part of a broader organizational plan of compliance and ethics, our formal Corporate Compliance Program (the “Program”). The purpose of the Program is to ensure that every workforce member understands and abides by the Code of Conduct; Company policies and procedures; and

applicable laws, rules and regulations. The Program is primarily comprised of eight key areas:

- 1) Written policies, procedures, and standards of conduct that articulate the Company’s commitment to comply with all applicable federal and state standards;
- 2) Oversight by a compliance officer and compliance committee that are accountable to senior management;
- 3) Effective training and education;
- 4) Effective lines of communication between the compliance officer and the Company’s workforce, contracted entities, and other third parties;
- 5) Enforcement of standards through well-publicized disciplinary guidelines;
- 6) Provision for internal monitoring and auditing that includes a risk assessment process;
- 7) Procedures for ensuring prompt response to detected offenses and development of corrective actions; and
- 8) Specific monitoring for fraud, waste, and abuse to protect Medicare beneficiaries as well as the Medicare Trust Fund from harm.

A Chief Compliance Officer (“CCO”) has been appointed to oversee compliance with the Program; serve as a point of contact for the workforce; report any potential or actual violations of laws, regulations, or this Program; and take appropriate action to remedy any suspected or actual violations of any such laws, regulations, or this Program. Understanding the nature of our business, its regulatory requirements, and inherent vulnerabilities, the Company has also appointed a Privacy Officer and a Security Officer, with specific management responsibilities relative to the privacy and security of protected information.

The Company maintains numerous Policies and Procedures (P&Ps) that provide details on certain topics included in the Code. These P&Ps are referenced at the end of this Code, and should be consulted for more thorough information and guidance on these topics.

To demonstrate awareness and commitment to the Code, all Company workforce members and certain contracted entities are required to undergo specific training requirements, review and be familiar with the content contained within this Code, and attest to such review and understanding immediately after being hired or contracted, and at least annually thereafter.

Promotion of and adherence to this Code and to the Compliance Program are used in evaluating workforce performance. Violations of any part of this Code of Conduct will subject the violator to disciplinary action, up to and including termination of employment or contract.

In the course of performing your work you may encounter moments of ethical uncertainty that may not be covered by the Code or by Company P&Ps. If you have any doubt as to the appropriateness of a particular situation, or if you have any questions about the information contained in any part of this Code or the Company's P&Ps, you should contact either your immediate supervisor or the CCO for guidance.

Certain areas of compliance pertain to employment, the workplace, and workforce relations. The Company's Human Resources Department is responsible for ensuring compliance with various employment laws. If you have any concerns related to your employment, a work situation, co-workers, or other similar issues, rather than the broader issues of organizational compliance and ethics, you should contact our Human Resources Department for assistance. (Refer to the Company's *Associate Handbook* for key policies, procedures, and benefits related to your employment.)

## Ethical Work Principles

**We expect everyone affiliated with our Company to follow these ethical work principles:**

- Act in a professional manner and be honest when working with others.

- Perform assigned duties using the highest ethical standards.
- Know and follow all laws, rules, and regulations that apply to the Company.
- Abide by all Company policies, procedures, and guidelines.
- Use good judgment and common sense. Be sensitive to how others may interpret your actions.
- Acquire knowledge, make decisions, and accept responsibility for your actions.
- Use the authority you have been given by the Company to act in the Company's best interest.

**When considering what action to take, you should ask yourself:**

- Is the action consistent with Company values and the Code of Conduct?
- Could this action appear improper to others?
- Am I proud of this action?
- Is this action justifiable?
- Would I be embarrassed by my actions if I were questioned?

## Conflict of Interest

A conflict of interest may occur if an individual takes an action or enters into a relationship that opposes (or appears to oppose) Company interests, interferes (or appears to interfere) with the individual's responsibility to the Company, or interferes (or appears to interfere) with the individual's performance or independent judgment when carrying out his or her job functions. The Company should be the primary business responsibility of each workforce member. Workforce members must remain free from such conflicts in the performance of their job duties.

While not all-inclusive, the following list serves as a guide to the types of activities that may cause (or appear to cause) a conflict of interest:

- Outside Interests
  - Owning or having financial interest or any contractual arrangement in any outside

company that conducts business with the Company. (This does not apply to stock or other investments held in a publicly held corporation, as long as the value of the stock or other investments does not exceed 5% of the corporation's stock. The Company may, however, allow you to have ownership interests that exceed 5% if management decides that the ownership interests will not adversely impact the Company's business interests or your judgment.)

- Directly or indirectly holding a position or a material financial interest in any outside concern from which the individual has reason to believe the Company secures goods or services (including the services of buying or selecting stocks, bonds, or other securities) or that provides services competitive with the Company.
- Directly or indirectly competing with the Company in the purchase or sale of property (or property rights), interests, services, or business opportunities.
- Outside Activities
  - Rendering directive, managerial, or consultative services to any entity that does business with, or competes with, the services of the Company or rendering other services in competition with the Company.
  - Conducting business not on behalf of the Company, with any Company vendor, supplier, contractor, agency, or any of their officers or employees. This includes secondary employment.
- Any actions or activities that involve an improper gain or advantage for you or a family member (as described by Company policy), or an adverse effect on the Company's interests.

- Gifts, gratuities, or entertainment, if it could be inferred that such gift, gratuity, or entertainment was intended to influence the Company individual in the performance of his or her duties.
- Disclosing or using confidential, proprietary, special, or inside information relating to the Company's business for your personal profit or advantage, or that of someone outside the Company.
- Making clinical decisions based on the impact on compensation or finances rather than solely in the best interest of the patient.

**Q:** Can I get a second job to make some extra money?

**A:** This could create a conflict of interest if the second job is with a company similar to ours, or if the job adversely affects your job performance with our Company. Discuss with your supervisor or the CCO before accepting secondary employment.

You must disclose to the Company any situation or circumstance involving an actual, perceived, or potential conflict of interest, and not undertake any activity that could create a conflict of interest without first disclosing such undertaking to the CCO. Managers, Directors, Vice Presidents, Executive Management, and members of the Board of Directors are required to complete an annual Conflict of Interest Questionnaire to identify any potential conflicts of interest. The Company also requires certain of its contracted entities' leaders who are responsible for the administration or delivery of Medicare Advantage or Medicare Part D benefits to attest to their freedom from any conflict of interest in administering or delivering those benefits.

## Medicare Fraud, Waste and Abuse

The Company recognizes that the detection, investigation and prevention of fraud, waste and abuse (FWA) are vital to maintaining an affordable health care system in our country. Having a robust FWA Program benefits our Company and our

health plan members by re-targeting Medicare dollars to appropriate uses of Medicare Trust Fund monies.

The Company makes a sincere effort to limit FWA through its formal FWA Program, which focuses on appropriate procedures, vigorous training, and reporting. Consistent with industry standards, the Company's Special Investigations Unit (SIU) takes a proactive approach to detection and prevention of potential FWA through ongoing risk assessments, data mining, monitoring, training, and other activities, and promptly investigates any suspicion of FWA. When warranted, the Company refers suspected FWA to the Centers for Medicare & Medicaid Services (CMS), the appropriate CMS contractor, and/or to law enforcement for further investigation and follow-up, and undertakes corrective action as indicated or advised.

Reporting potential fraud to CMS and/or its designee is an important mechanism for protecting Medicare beneficiaries from harm and for protecting the Medicare Trust Fund. All workforce members and contracted entities are required to report any FWA concerns or possible violations in accordance with the Company's reporting mechanisms.

## Exclusion From Medicare/Medicaid Programs

Pursuant to our contracts with government entities, or with entities that contract with the government, our Company may not use federal funds to pay for services, equipment, or other items furnished, rendered, or prescribed by any individual, provider, supplier, employee, or other entity that has been excluded from contracting with the federal government by the Department of Health and Human Services' (DHHS) Office of Inspector General (OIG) or Government Services Administration (GSA). In accordance with regulatory requirements, the Company reviews the DHHS OIG "List of Excluded Individuals and Entities" and the GSA "Excluded Parties Lists System" prior to the hiring or contracting of any new workforce member or certain contracted

entities, and re-screens monthly thereafter, to ensure that none of these persons or entities have been excluded, sanctioned, or otherwise barred from participating in the Medicare program. Our first-tier contracted entities must perform these same OIG and GSA exclusions screenings for their workforce members who touch or support our Medicare operations. If any person has been excluded from participation in the Medicare program or has been convicted of health care fraud, the Company will not hire or, if already hired, will terminate that person's or entity's employment, contract, or other engagement.

Workforce members and contracted entities must, upon Company request, certify that they have not been convicted of or charged with a criminal offense related to health care, and that they are not listed by a federal agency as debarred, excluded, sanctioned, or otherwise ineligible for participation in federally funded health care programs. If such a charge or conviction should occur while employed or contracted with the Company, the individual or entity is required to immediately report such charge or conviction to the Company's CCO or General Counsel.

## Integrity in Working With Others

The Company is committed to providing services that meet all contractual obligations and quality standards. Conducting business with customers, vendors, suppliers, contractors, health care providers, and health plan members can sometimes pose ethical or even legal problems, especially in activities where differing local customs and market practices exist. The following guidelines are intended to help you make the "right" decision in potentially difficult situations.

### Contract Negotiations

The Company has a duty to disclose current, accurate, and complete cost and pricing data where such data is required under appropriate federal or state law or regulations. If you are involved in the pricing of contract proposals or representing the Company in the negotiation of a

contract, you must ensure the accuracy and completeness of all data generated and provided. The submission to a federal government customer of a representation that is false, incomplete, or misleading can result in civil and/or criminal liability for the Company, yourself, and any supervisor who condones such an improper practice. You should deal fairly with all of our customers, vendors, suppliers, contractors, providers, and workforce members, to the extent appropriate under applicable law and consistent with Company policy. It is inappropriate to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation, or any other practice that may be considered improper.

### **Marketing and Advertising Activities**

Providing a full and complete understanding of the products and services our Company offers, and having our customers, health plan members, payors, providers, and others fully understand our products and services, is in everyone's best interest. When conducting all marketing and advertising activities, you should offer only honest, straightforward, fully informative and non-deceptive information. All direct-to-consumer marketing activities that involve giving anything of value require compliance with the relevant policies and regulations. The EHI President and Chief Executive Officer or the EHI Marketing Vice President are the only individuals authorized to release (or delegate such release) any marketing materials for distribution to any outside party on behalf of EHI. The Lumeris Chief Marketing Officer and Company CEO are the only individuals authorized to release (or delegate such release) any marketing materials for distribution to any outside party on behalf of the Company or Lumeris.

### **Gifts, Entertainment, and Business Courtesies**

We must maintain the highest standards of integrity in all dealings with suppliers, vendors, contractors, customers, and others involved in business relationships. To avoid the appearance of improper relations with anyone actively engaged in business with our Company, as well as those seeking to do business with the Company, it is important that all workforce members observe the following standards and expectations, and communicate with the CCO, relative to any type of monetary or non-monetary gift, entertainment, gratuity, or other personal benefit or favor if offered or received in conjunction with your employment or contract with the Company.



Specific federal regulations must be followed when offering gifts, incentives, promotions, or entertainment to Medicare beneficiaries.

#### Receipt of Gifts or Favors

You may accept, without prior approval from the CCO, unsolicited, non-monetary business courtesy gifts, gratuities, or other personal benefits or favors from a vendor, supplier, contractor, customer, or other individual or entity that is currently conducting or seeking to conduct business with our Company, as long as they are infrequent and of a nominal value (totaling less than \$75 per source per calendar year).

- Gifts include tangible merchandise such as specialty items with a company logo, gift baskets, or specialty food items. Gifts also include tickets to entertainment venues such as sporting, cultural, or other events when the host or provider is not in attendance. (The same value limitation stated above applies to events.)
- If the gift is advertising or promotional material, its fair market value may not exceed \$75.

- Gifts in excess of the stated limit may be acceptable if protocol, courtesy, or other special circumstances exist; however, *prior* approval from the CCO must be obtained before accepting any gift over the stated value.

It is *not* permitted, under any circumstances, to (1) accept gifts of money or cash equivalents (including gift cards or gift certificates), or (2) solicit or accept non-monetary gifts, gratuities, or any other personal benefit or favor that is offered in exchange for personal gain or unfair business advantage, or that is illegal or in violation of our commitment to mutual respect.

### Entertainment and Giving

Our Company occasionally approves and sponsors the giving of gifts, entertainment, or other business courtesies in the normal course of conducting its business, in order to create good will and sound working relationships. We are committed to conducting these activities in accordance with applicable laws and regulations and in a cost-effective manner.

There are specific guidelines surrounding the giving of gifts, incentives, promotions, entertainment, and other outreach to potential, current, or former health plan enrollees. The annual aggregate value of nominal gifts that a Medicare health plan may provide to a prospective or existing Medicare beneficiary may not exceed \$75. You should be aware of all rules relative to giving to health plan beneficiaries, and strictly follow the regulatory guidance.

For relationships other than health plan beneficiaries, if it is appropriate to offer a business gift or entertainment as part of your role in our organization, the Company allows such activity if the courtesy offered: (1) is not a cash gift, (2) is reasonable and consistent with customary business practices, (3) occurs infrequently, (4) is not excessive in value or cost, (4) cannot be construed as a bribe or payoff, and (5) does not violate any laws or regulations. Use good judgment and make sure that you have supervisory approval for any

**True or False?** An employee may accept any type of gift from an outside party, as long as they send an e-mail to the Chief Compliance Officer stating what the gift was and who it was from.

*False.* Gifts, gratuities, or entertainment that are not clearly nominal or minor in value represent a potential conflict of interest, and should not be accepted without first fully disclosing the matter to the Chief Compliance Officer and obtaining approval.

proposed gift or entertainment activity, and that it is necessary and reasonable to the conduct of business, prior to incurring the expense or engaging in such activities on behalf of the Company.

When it comes to gift-giving among workforce members, although the Company does not set a dollar limit on such activity, you should always use reason and good judgment when giving or accepting a gift. Gifts of nominal value are always best, and should never be given to influence, gain favor, or show favoritism. Contributing to a gift should always be voluntary.

Company-approved items provided to workforce members as recognition for a business achievement or as part of Company-sponsored events are not considered gifts for the purposes of this standard, but are subject to all applicable federal, state, and local tax requirements.

**Q:** One of our vendors gave me tickets to the baseball game, because he knows how much my husband and I enjoy the sport. Can I accept them?

**A:** Possibly. You will need to understand the purpose and value, and whether the tickets represent “entertainment” (the vendor is attending the game with you) or a “gift” (the vendor is not attending with you), and comply with the relevant standards outlined in the Code.

If you encounter any gift or entertainment situation that is not covered by the guidelines provided above, you should contact the CCO and

discuss the details prior to giving or receiving the gift or entertainment, to make sure there is no concern or appearance of impropriety.

### **Payments to Third Parties, Including Government Employees**

Agreements with agents, sales representatives, vendors, consultants, and other contractors must be in writing, and must clearly and accurately set forth the services to be performed, the basis for payment, and the applicable rate or fee. Payments must be reasonable in amount, not excessive in light of common practice, and equal to the value of the products or services. Third parties should be advised that the agreement might be publicly disclosed.

Unless otherwise permitted by the Foreign Corrupt Practices Act (FCPA), do not offer any money, gifts, services, entertainment, or anything of value in any amount, directly or indirectly, to any federal, state, or local government official or employee.

### **Improper Influence on Conduct of Audits**

The Company is committed to compliance with all generally accepted accounting principles. It is prohibited for any person to attempt to coerce, manipulate, mislead, or fraudulently influence any independent public or certified public accountant that has been engaged to audit or review the Company's financial statements if that person knows or should know that such action, if successful, could result in rendering our financial statements materially misleading. Types of conduct to avoid include:

- Offering or paying bribes or other financial incentives;
- Providing an auditor with inaccurate or misleading legal analysis;
- Making physical threats;
- Blackmailing;
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting; and/or

- Seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting.

Any conduct intended to negatively influence or interfere with the independent audit process will be investigated by the CCO, General Counsel, and members of senior leadership, and may be cause for disciplinary action up to and including termination of employment or contract.

## **Anti-Corruption**

To avoid becoming a participant in transactions or business arrangements that support illegal activities, the Company is committed to compliance with all laws and regulations relative to the prohibition and prevention of corrupt practices. We conduct reasonable due diligence into the identity and authenticity of business partners (i.e. agents, joint venture partners, or individuals), and expect workforce members and contracted entities to adhere to all anti-corruption laws, regulations, policies and procedures, including seeking advice and counsel from the CCO or the General Counsel when questions or situations arise.

The types of corrupt practices that are more directly related to our industry, and that you should therefore be aware of, relate to anti-trust, kickbacks, bribes, conducting business with foreign officials or entities, and false claims. A brief definition and overview of each of these practices is provided below. Corruption laws and regulations are highly complex; heavy fines, penalties, and even imprisonment may be imposed for violations. As such, all individuals working for or in any manner conducting business with or on behalf of the Company should be aware of these laws as they relate to the business of the Company, and refer any questions to the CCO or the General Counsel.

## Antitrust Issues

The U.S. antitrust law is a body of laws that prohibit anti-competitive behavior and unfair business practices. They are intended to promote competition in the marketplace, preserve the free enterprise system, and prohibit unfair practices that might restrict competition. Antitrust laws apply to all Company transactions. Issues that you may encounter are in the areas of pricing, boycotts, and trade association activity. You should refrain from engaging in unfair practices that might restrict competition, and any discussion of pricing schemes or market divisions with competitors.

## Anti-Kickback Statute

The main purpose of the federal Anti-Kickback Statute is to protect patients and federal health care programs from fraud and abuse by curtailing the corrupting influence of money on health care decisions. Federal and state laws prohibit offering to or accepting from an entity or person anything of value that might create the appearance of favoritism towards a supplier, vendor, physician, or other business associate as an inducement to obtain business or favorable treatment. All contacts and dealings must be conducted so as to avoid even the appearance of impropriety.

Examples of the types of actions that could violate the federal anti-kickback statute and similar state laws are:

- Offering or accepting a business courtesy or receiving a favor for which you pay nothing or less than fair market value. This could be a tangible or intangible benefit, even including (but not limited to) meals, drinks, entertainment, hospitality, recreation, transportation, or discounts. (There are exceptions that may be considered upon approval of the CCO. See more information under the “Gifts, Entertainment and Business Courtesies” section of this Code.)
- Soliciting, offering, or receiving anything other than of nominal value (\$10 or less) for the referral of a health plan member to others.

## Foreign Corrupt Practices

The Foreign Corrupt Practices Act (FCPA) is a U. S. federal law known primarily for two of its main provisions, one that addresses accounting transparency requirements under the Securities Exchange Act of 1934, and another concerning bribery of foreign officials.

The anti-bribery provisions of the FCPA prohibit the corrupt use of the mails or interstate commerce to offer or pay anything of value to a foreign official for the purpose of influencing any act of that foreign official in violation of his/her duty, or to secure any improper advantage in order to obtain or retain business. The anti-bribery provisions apply to all U.S. persons, certain foreign issuers of securities, and foreign firms and persons who cause an act in furtherance of corrupt payments to take place within the U.S.

Because our Company conducts business internationally, we must be aware of the laws that govern our international transactions, and ensure compliance at all times.

## False Claims

The False Claims Act is a federal law that imposes liability on persons and companies (typically federal contractors) that defraud governmental programs. To comply with the law, the Company prohibits any improper receipt from or payment to the federal government. We will not knowingly present (or cause to be presented) a false claim for payment or approval; knowingly make, use, or cause to be made or used a false record or statement material to a false or fraudulent claim; or overcharge the federal government for goods or services. All billing and reimbursement practices must comply with federal and state laws, regulations, guidelines, and policies. All bills must be correct and adhere to current payment methodologies. All health plan members and customers must receive timely and accurate bills. The Company strives to promptly and accurately address all questions regarding billing.

## Financial Reporting, Internal Controls, and Protection of Company Assets

The Company has business systems and controls in accordance with operational requirements and applicable laws and regulations, as well as security and other measures, to protect its assets from damage, theft, destruction, or other harm.

It is expected that these systems, controls, and security measures will be followed at all times to ensure the complete and accurate recording and reporting of all transactions and the security of the information, data, and other assets of the organization.

### Financial Statements and Reporting

False or misleading entries may not be made in the financial books or employment records of the Company for any reason. You must not engage in any actions that result in or create false or misleading entries in the Company's books and records. No payment or receipt on behalf of the Company may be approved or made with the intention or understanding that any part of the payment or receipt is to be used for a purpose other than that described in the documents supporting the transaction.

All financial reports, accounting records, research reports, expense accounts, time sheets, and other documents must be accurate, maintained in reasonable detail, appropriately reflect Company transactions, and conform to legal requirements and the Company's systems of internal controls. If you submit a timesheet, you must be careful to do so in a complete, accurate, and timely manner. Your signature on a timesheet is a representation that the timesheet accurately reflects the number of hours worked. Improper or fraudulent accounting, documentation, or financial reporting conflicts with Company policy and may be in violation of the law.

## Business Records and Document Retention

Business records include essentially everything we produce, regardless of its format (paper, electronic, or voice). We are required by laws and regulations to retain certain types of business records, usually for specified periods of time, particularly in the areas of tax, personnel, health and safety, environment, contracts, immigration, customs, health plan, and corporate structure.

Personnel files, salary, benefits, payroll, disciplinary matters, and other personal information relating to workforce members are confidential and will be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. It is prohibited to release or share this type of information beyond those persons who may need such information to fulfill their job function. Other types of business records, such as customer, health plan member, vendor, financial, and operations records, are expected to be maintained in accordance with the Company's record retention policies.

Records should always be stored, retained, and destroyed according to Company policies. The failure to keep these records in accordance with Company standards or for the required minimum periods could subject us to penalties, fines, or other sanctions, or could put us at a serious disadvantage in court. In the event of litigation or a governmental investigation, please consult the CCO or the General Counsel immediately.

### Travel and Business Expenses

The Company expects certain workforce members to travel and/or incur business expenses as part of conducting business activities, and pays for approved travel, entertainment, and other such expenses. If you regularly use business expense accounts, it must be for legitimate business purposes and documented and recorded accurately. The submission of false, inappropriate, or inaccurate expenses for reimbursement will result in disciplinary action up to and including dismissal. It may also result in civil action or

criminal charges. If you are not sure whether a certain expense is for a legitimate business purpose, ask your supervisor.

## Protection and Proper Use of Company Assets

A Company asset is anything of value that is owned or controlled by the business, or an economic resource that is expected to provide benefits to the business. This may include equipment, supplies, land, buildings, inventory, cash, receivables, information, data, and also intangibles such as goodwill and intellectual property. You are expected to use good judgment when using any assets of the Company or of its customers or suppliers. It is your responsibility to protect the Company's assets and ensure their efficient use for business purposes.

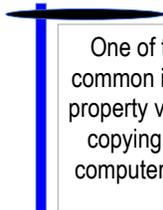
The use of Company assets or services for any unlawful, improper, or unauthorized purpose is strictly prohibited. Use of the Company's technology (equipment and software) should be for business purposes, and not for conducting illegal or unethical activities, personal business, or activities in competition with the Company. Supervisors are responsible for the resources assigned to their respective departments and must address any issues concerning their proper use. The theft, misuse, or waste of any assets or services by any workforce member will result in disciplinary action. The person could be subject to civil and criminal penalties. Company assets must be used responsibly, and only for conducting the Company's business or for purposes authorized by management.

## Intellectual Property

Intellectual property includes patents, trademarks, service marks, trade secrets, copyrights, proprietary information and inventions or techniques. Federal and state laws protect intellectual property. Violations of the intellectual property laws may result in personal civil damages or criminal charges. In addition, the entire organization may be held responsible for the

actions of individuals who violate intellectual property laws.

Inventions or techniques created by Company workforce members during the course of their employment are the property of the Company, unless there is a written agreement stating differently. If using Company patents, techniques, publications, and trade secrets in your work, be very careful not to disclose such information to others. The use of this information for your own personal purposes is prohibited.



One of the most common intellectual property violations is copying licensed computer software.

During the course of your employment, you may have access to intellectual property owned by other businesses. This information is private and should not be disclosed to others. Licensed computer software is a good example of intellectual property owned by another business. Copying computer software or the materials that come with it violates the copyright laws and corporate policy. The use of illegal copies of software on Company hardware is prohibited. The following activities also may violate intellectual property laws:

- Installing software programs on more than one computer when it was sold for only one computer. Find out how many computers can use a multiple-unit software package before ordering or installing software.
- Copying (by machine or hand) an entire issue of a journal, magazine or newsletter. Unless you obtain permission from the publisher to make copies, the original should be circulated within a group, or purchase several subscriptions.
- Copying (in any manner) articles from journals or magazines, against the publisher's wishes.

## Wage and Hour Law

The Company is required to keep certain records for each non-exempt worker, to include certain

identifying information about the individual and data about the hours worked and wages earned. For non-exempt positions, adherence to overtime procedures and recording all overtime hours worked are also vital to the Company's compliance with federal regulations. Records of exempt employees must also be maintained to substantiate the basis for such exemptions, in case the Company is challenged. The law requires all information to be accurate, and the Company must open its records for inspection upon request by government representatives. The Company can be audited to verify our compliance with wage and hour laws, and could receive civil and criminal penalties for violations.

You are expected to comply with wage and hour laws, such as working assigned hours, accurately reporting hours worked, obtaining approval before working overtime, and not doing personal business on Company time. Also, to help ensure that the Company is compliant, you are expected to communicate pay issues as follows:

- Contact a Supervisor, the Human Resources Department, CCO, General Counsel, or call the Compliance Hotline to discuss or report any concern regarding suspected or actual non-compliance with wage and hour laws, such as not getting paid for approved overtime hours, being asked to report incorrect work hours, or being asked to clock in or out for someone else.
- Contact the Payroll Department for a suspected paycheck or direct deposit error, or if a paycheck has been lost or stolen.

## Communication and Disclosure

Business records and communications can become public. All workforce members and certain contracted entities have access to and knowledge of some portion of the Company's business. The Company expects these individuals and entities to act with professionalism and discretion in all communications so as to protect the integrity and confidentiality of the Company's operations and strategic plans. Always avoid making any

statements about people and companies that could be misunderstood, whether verbally or in writing. This includes your email, internal memos, formal reports, and social media.

**Q:** I often make work-related calls while waiting in the airport or attending conferences. Is this a problem?

**A:** You must be careful not to discuss non-public Company information, including confidential or protected health information, when in public places. If you must conduct business phone calls, be mindful of your surroundings and ensure confidentiality.

## Public and Media Relations

The Chief Marketing Officer or designee or Company CEO are the only individuals authorized to release (or delegate such release) any information about the Company to the media. Workforce members must refrain from making any comments to the media, and should immediately advise their Supervisor and/or the Chief of Marketing if approached by the media. All media communications are reviewed by the General Counsel and/or the CCO, if appropriate, prior to release.

Use of unauthorized confidential information in marketing or public relations could result in fines, penalties, or other sanctions. We have an obligation to ensure that confidential information are not used without authorization.

## Confidential and Proprietary Information

Depending on your position, you may have access to confidential or proprietary information about the Company, its health plan members, suppliers, customers, competitors, or others which, if disclosed, could be harmful to the Company or its customers. Such information may include (but is not limited to):

- Health information
- Information or data regarding products, business strategies, processes, systems, or procedures
- Intellectual Property (as defined herein)
- Product and marketing plans
- Customer and supplier information (including protected health information)
- Third-party proprietary or confidential information
- Sales plans and pipelines
- Copyrighted or licensed information
- Competitor information (such as price lists, contracts, customer lists)

Confidential information should not be disclosed to fellow workforce members who do not have a business need to know such information, or to non-employees, either internally or outside the Company, for any reason.

### **Honest Communication and Fair and Accurate Disclosure**

The Company requires candor and honesty from you in the performance of your responsibilities and in communication with legal counsel, auditors, regulators, and others. Do not make false or misleading statements about members, persons, or entities doing business or competing with our Company, or about the products or services of the Company or its vendors or competitors.

We rely on the accuracy of our records in developing our business strategies and representing our Company to investors, auditors, regulators, and others. For all communications shared within the Company or with any external party, for any purpose, all necessary steps must be taken to ensure full, fair, accurate, timely, and complete disclosure.

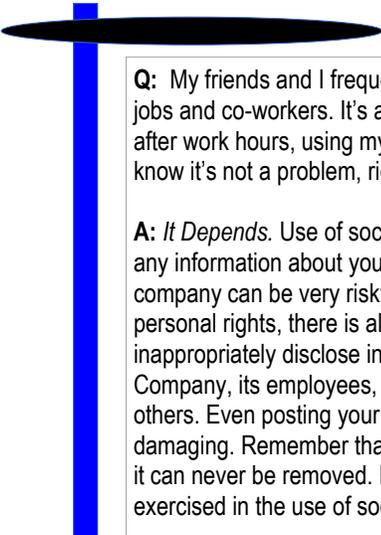
### **Misuse of Information**

Confidential or proprietary information belonging to another person or entity (i.e. data, publications, documents, computer programs, or products) may not be used, reproduced, or disclosed for one's own benefit, or any other person's or entity's benefit, or in violation of a third party's interest in such information. You are responsible to ensure that you do not improperly copy documents or computer programs in violation of applicable copyright laws or licensing agreements. Do not use confidential business information obtained from competitors, including customer lists, price lists, contracts or other information, in violation of an agreement not to compete, prior employment agreement, or in any other manner that may provide an unfair or illegal competitive advantage to the Company.

### **Electronic Communications**

The Company provides computer equipment, software, and network access for the purpose of conducting its business operations. Use of Company E-mail and telecommunications systems requires special care. Remember that e-mail is not private, and its source is clearly identifiable. E-mail messages may be retained by the Company even after you have deleted them from your inbox. Workforce members should have no expectation of privacy in the use of the Company's telecommunications, networking, or information processing systems.

While the Company recognizes that social media can be a powerful communication tool, its use can also present certain risks and result in adverse impact on the organization if improperly used. The Company does not restrict or infringe upon any individual's personal rights to free and open communication, but will take appropriate action for the lawful protection and privacy of Company information, data, business integrity, and reputation, and that of its customers, clients, vendors, workforce members, and other related parties.



**Q:** My friends and I frequently chat online about our jobs and co-workers. It's always on my own time after work hours, using my personal computer, so I know it's not a problem, right?

**A:** *It Depends.* Use of social media to communicate any information about your job, co-workers, or the company can be very risky. While you certainly have personal rights, there is also an obligation to not inappropriately disclose information about the Company, its employees, customers, vendors, or others. Even posting your opinions can be damaging. Remember that once something is posted it can never be removed. Extreme caution should be exercised in the use of social media.

You must ensure that your personal e-mail, social media, and other communications do not adversely affect the Company, its public image, or that of its customers, partners, associates, or suppliers. Company e-mail messages may not contain obscene, profane, racial, or otherwise offensive language or material. The Company reserves the right to monitor and review all written and electronic communications that you send or receive using Company systems, including electronic mail and voicemail, as permitted by law.

### **Information Privacy and Security**

Our Company conducts business both in the role of a Covered Entity (a health plan, a health care clearinghouse, or a health care provider who transmits health information in electronic form in connection with a transaction), and as a provider of services and functions to a Covered Entity. Therefore, we are required to adhere to all laws and regulations related to the protection of certain individually identifiable health information, including (but not limited to) the Privacy and Security Rules of the Health Insurance Portability and Accountability Act (HIPAA).

There are numerous rules surrounding the appropriate access, use, disclosure, and security of protected health information, as well as preventing, detecting, and correcting security

violations. While some technical security measures are in place to secure systems and data, security is still largely dependent on *users* – the individuals with access to the Company's information resources, which includes our workforce members as well as vendors, visitors, consultants, business associates, and others. You should understand the privacy and security rules and our Company's policies and procedures for information privacy and security, and ensure that you maintain data security and integrity at all times.

### **Privacy and Security Officers**

The Company's designated Privacy Officer has ultimate responsibility for developing and implementing privacy policies and procedures. The Privacy Officer is also the contact person responsible for receiving complaints and providing individuals with information on the Company's privacy practices. Our Company's Security Officer is accountable for the development and implementation of all policies and procedures to protect the confidentiality, integrity, and availability of electronic protected health information and the related information systems. You should contact the Privacy or Security Officer with any questions, issues, or concerns about information privacy and security.

### **Requests for Information**

Questions or requests for information about the Company from any external party, either directly or through another person, should be addressed only by someone who is authorized by the Company to do so. Even if you are authorized by the Company to provide such information, if there is a designated spokesperson or source that deals with that information, refer the person with questions or requests to the designated Company spokesperson. Requests for information from financial and security analysts should always be directed to the Chief Financial Officer. Direct any media request to the Chief Marketing Officer. Requests from an attorney for information or to interview any workforce member should be directed to the CCO or the General Counsel.

## Political Activities and Contributions

The Company encourages you to be a good citizen and to fully participate in the political process. However, be aware that Federal law and the laws of most states limit corporate contributions to political candidates, political parties, or party officials. Additionally, if you participate in partisan political activities, you must ensure that you do not leave the impression that you speak or act for or on behalf of the Company.

**Q:** My friend is a candidate for a political office, and I would like to help with the campaign. Is this OK?

**A:** Yes, your personal political activities are your own business, as long as you do not use Company resources or imply that your actions are on behalf of the Company.

## Diversity, Discrimination, Harassment

The Company believes in the fair and equitable treatment of all individuals, and strives to conduct all aspects of its business without regard to any individual's race, color, religion, sex, ethnic origin, health status, physical or mental ability, marital status, or any other classification protected by law. We have respect for diversity and the uniqueness of differing cultural and ethnic backgrounds, lifestyles, and world views. It is the Company's policy to recruit, hire, train, promote, assign, transfer, layoff, recall, and terminate workforce members based on their own qualifications, abilities, achievements, experiences, and conduct, without discrimination against any protected class.

The Company is also committed to providing a work environment that is free from all forms of conduct that could be considered harassing, coercive, or disruptive, including sexual harassment, and will not tolerate such behavior. Any allegations of discrimination or harassment will be promptly investigated in accordance with applicable laws and Company policies and procedures.

## Government Investigations

It is our Company's policy to cooperate fully with any appropriate governmental investigation. The Company has the right to be represented in such investigations by legal counsel. All laws regulating the conduct of Company business contain criminal as well as civil penalties. Criminal penalties can be imposed not only on the Company but also on individuals within the Company whose action or inaction results in a violation of the law. If you learn that a governmental investigation or inquiry is under way, this information must be communicated immediately to the General Counsel and/or the CCO. The General Counsel and/or the CCO must also be contacted immediately if you receive a work-related subpoena or written government request for information, such as a Civil Investigative Demand.

Sometimes it is difficult to determine when a routine government audit or inspection expands into a governmental investigation. If you have any questions, please contact the General Counsel or the CCO.

## Corporate Compliance Program

As stated in the introductory section of this Code, the Company has developed and adopted a formal Corporate Compliance Program ("the Program") to encourage the use of internal controls to efficiently monitor the Company's adherence to laws, and to prevent and detect violations of laws by any workforce member or contracted entity. This Program has been reviewed and adopted by the Company's governing Board of Directors, and is designed to create a compliant and ethical work environment in which individuals collaboratively participate and may report any concerns without fear of retaliation or intimidation. The Code of Conduct is one of the elements of the Corporate Compliance Program.

## **Board of Directors / Compliance Committee**

The Board of Directors is ultimately responsible for assuring that the business of the Company is conducted in accordance with the Code and all applicable laws and regulations. The Compliance Committee, with Board oversight, ensures that the Code is properly administered. If violations are discovered, the Compliance Committee shall assure that the legal rights of individuals are protected, that the Company's legal obligations are fulfilled, and that proper disciplinary actions are taken. The Compliance Committee is also responsible for ensuring that corrective measures and safeguards are instituted to prevent recurrence of violations.

Only the Board of Directors has the authority to waive any provision of this Code with respect to an executive officer or director of the Company. If a waiver of this Code is granted for a director or executive officer, such waiver must be promptly and accurately disclosed, if and as required by law.

## **Chief Compliance Officer**

The Chief Compliance Officer (CCO) is responsible for establishing and implementing the Company's Compliance Program to prevent illegal, unethical, or improper conduct, overseeing and managing compliance for the organization, and ensuring that the Company, its workforce, and third parties are complying with regulatory and legal requirements and the organization's internal policies and procedures.

The CCO reports functionally to the Company's Board of Directors and administratively to the President of Essence Healthcare, Inc. and to the VP General Counsel. The CCO, working in conjunction with and oversight of the Compliance Committee and the Board, has the responsibility and authority to provide unfiltered, in-person reports directly to the Board of Directors, Subsidiary Presidents, and the Compliance Committee, and provides such reports on a regular basis.

## **Special Investigations Unit**

The Special Investigations Unit (SIU) is an internal investigation unit responsible for conducting surveillance, interviews, and other methods of investigation relating to potential fraud, waste, and abuse. The SIU is overseen by a SIU Committee and the CCO. Our Company has an obligation to reduce or eliminate fraudulent or abusive claims paid for with federal dollars, prevent illegal activities, identify health plan enrollees with overutilization issues, and to detect, prevent, or resolve any other activities that constitute fraud, waste or abuse in the Medicare program. You are required to contact the SIU or the CCO if you recognize any possible fraud, waste or abuse in our organization.

## **Compliance Awareness, Education, and Training**

The Company is committed to fostering an understanding of, and maintaining compliance with, relevant federal, state, and local laws, regulations, and policies and procedures, including this Code. To fulfill this commitment, the Company has established a robust Compliance Awareness, Education, and Training Program intended to continually promote and educate workforce members and contracted entities on its compliance and ethics expectations and requirements.

All new workforce members are required, as a condition of employment, to satisfactorily complete a defined compliance training program within 60 days of notification. All workforce members must also successfully complete Annual Compliance Training upon notification and within a specified time period as a condition of continued employment. The Company also has a responsibility to ensure that certain contracted entities attest to completion of adequate compliance training, in accordance with regulatory guidance.

You are expected to comply with all compliance training requests within the identified timeframes.

The CCO may utilize resources such as newsletters, posters, e-mails, presentations, activities and events, or other methods to continuously promote awareness and education of compliance and ethics. As determined beneficial, the CCO may also recommend or require that you complete additional or specialized training. All compliance training is documented. The CCO periodically reports on the Company's compliance awareness, education, and training activities to the Board of Directors and the Compliance Committee.

### **Requirement to Report Issues or Concerns**

As a workforce member, it is your duty to report any actual or suspected dishonest, unethical, or illegal activity, as described within this Code. The Company requires you to report issues of non-compliance, and provides clear instructions for how to report any compliance issue or concern, including methods for doing so anonymously and confidentially if desired. Failure to report is a serious violation of the Code and could be cause for immediate termination of employment or other engagement.

Reasonable diligence on the part of members of management can lead to the discovery of problems or violations and give the Company an opportunity to correct the problem or violation before it escalates into a larger issue. All members of management, at every level, could be subject to disciplinary action or even civil or criminal penalties for failing to detect non-compliance with applicable policies and legal requirements within their department(s).

**The Company prohibits retaliation or intimidation against any workforce member or other person who, in good faith, reports known or suspected Code violations, or participates in an investigation.**

## **Reporting Compliance Concerns or Violations**

The Company has set forth its compliance violations reporting policies and procedures in order to:

- Establish a culture that encourages you to report any suspicions so that corrective measures can be taken;
- Provide a confidential method for you to communicate possible compliance violations to Company authorities;
- Provide education as to the types of issues that should be reported;
- Prohibit retaliation or intimidation against those who report possible violations;
- Establish consistency in enforcement of standards for reporting compliance violations; and
- Ensure that fair and consistent disciplinary actions are taken, appropriate to the level of violation.

### **What to Report**

The Company requires and expects you to report in good faith, in a timely manner, any known or suspected violation or potential violation of laws, regulations, the Program, or the Code, including fraud, waste, and abuse. "Good faith" means that you have a reasonably held belief that the disclosure is true and has not been made either for personal gain or for any ulterior motive. A "violation" includes (but is not limited to) the following:

- Violations of any law, including state or federal laws related to fraud against the Company;
- Operational errors or failures (systems or processes) that result in actual or potential non-compliance and/or impact to beneficiaries, clients, customers, or vendors;
- Violations of Company policies, this Code of Conduct, or other requirements for good corporate governance and ethical behavior;

- Improper accounting entries, violations of internal accounting controls or improper auditing matters;
- Any other matter which in the good faith belief of the person could cause harm to the business or public position of the Company; or
- Failure to report or any attempt to conceal a violation or evidence of a potential violation.

### **Confidentiality of Disclosure**

The Company will attempt to maintain the confidentiality of any person who reports a violation, to the fullest extent permitted by law. However, complete confidentiality cannot be guaranteed in all cases. In rare instances, the infraction may involve further testimony from the reporting person, especially if the infraction must be reported to outside authorities.

### **How to Report Compliance Concerns**

The Company takes all reports of possible compliance violations seriously and will promptly investigate all reported issues. You may report your concerns in person, by direct telephone contact, or letter to a Supervisor or Manager, the CCO, the General Counsel, or the Human Resources Department, or via the Company's compliance hotline process. E-mail is not recommended due to confidentiality limitations.

The compliance hotline is operated by an external, independent vendor, and allows for telephone or website submission. SUBMISSION USING THE HOTLINE IS COMPLETELY ANONYMOUS AND CONFIDENTIAL, and is available to any individual, inside or outside of the Company, at all times.

Every reported compliance concern will be investigated. The method of investigation may vary with each case. If contacted to participate, you are expected to cooperate fully in any investigation of an alleged compliance violation.

### **Corrective and Disciplinary Actions**

When investigations are completed, immediate steps are taken to correct any founded issues or violations and implement any necessary disciplinary actions. These actions are designed to correct the underlying problem or deficiency that resulted in a compliance violation, and to prevent future noncompliance. Discipline, if necessary, will be timely, consistent, and appropriate to the seriousness of the violation. First-time or minor offenses resulting in little harm to individuals or the Company will be addressed through verbal instructions, coaching, or retraining to improve understanding and performance and reduce the chance for repeat offense. The offender is expected to show immediate improvement with no further misconduct.

Serious misconduct, repeated offenses, or violations that cause harm to individuals or the Company will be addressed through more serious disciplinary actions, such as a written warning, a period of probation or suspension from work or contract, extensive training, and/or termination of employment or contract. The Company will also take any appropriate legal action against the offender if warranted. The Company may take these disciplinary actions without having first taken lesser action if the seriousness of the violation or offense justifies severe disciplinary action.

Criminal activities, violations of the law affecting a federal health care benefit, or a violation of any other activity that is governed by a regulatory agency may be disclosed to outside authorities, if the Company decides it is necessary to do so. If the investigation yields information that the suspected violation is without substance and that the report was made for malicious or frivolous reasons, the reporter can be subject to disciplinary action up to and including termination of employment or contract. Unsubstantiated allegations found to be made in good faith will be treated as confidential and privileged, with the reporter's identity secured. All significant disclosures and any corrective action plans will be reported to the Board of Directors.

## Retaliation and Intimidation Are Prohibited

The Company prohibits any form of retaliation or intimidation against any individual who reports an actual or suspected compliance violation or who participates in a compliance investigation, self-evaluation, audit, or remedial action. Acts of retaliation or intimidation will be treated by the Company as a serious disciplinary matter. If you feel you have experienced this type of behavior within our Company, you should report your concerns in the same manner as any other type of compliance violation and it will be promptly investigated.

**This Code of Conduct includes only general guidelines about compliance violations, and does not cover all circumstances that would be considered a reportable compliance violation. YOU SHOULD REPORT ALL SUSPECTED DISHONEST OR ILLEGAL ACTIVITIES, WHETHER OR NOT THEY ARE SPECIFICALLY ADDRESSED IN THIS CODE.**

## Authorization and Approval of Code

This Code of Conduct represents our Company's governing principles, and is intended to communicate to our workforce and contracted entities that compliance is everyone's responsibility, at all levels of the organization. This Code of Conduct has been reviewed, approved, and is fully supported by our Company's Board of Directors.

## Limitation on Effect of Code

Nothing contained in this Code of Conduct is to be construed or interpreted to create a contract of employment, either express or implied, nor is anything contained in this Code of Conduct intended to alter a person's status of "employment-at-will" with the Company to any other status.

## Reservation of Rights

The Company reserves the right to amend the Code of Conduct, in whole or in part, at any time and solely at its discretion.

### You Are Compliance!

Please report any concerns, anonymously and confidentially, by using the

#### **COMPLIANCE HOTLINE**

Telephone:

**1-800-450-0068**

Website submission:

**[www.integrity-helpline.com/essence.jsp](http://www.integrity-helpline.com/essence.jsp)**

## Compliance and Ethics Resources

The following contacts are available for any questions about the Code of Conduct, Company compliance and ethics policies and procedures, compliance violations, workplace issues or concerns, information privacy and security, or any other compliance concerns:

Resource	Contact Information
Chief Compliance Officer	Erin Venable, VP Internal Audit 314-209-3957 evenable@lumeris.com
Compliance Hotline	1-800-450-0068 or www.integrity-helpline.com/essence.jsp
Fraud, Waste and Abuse Special Investigations Unit	314-209-2710 or SIU@lumeris.com
Chief Legal Officer	Gail Halterman, Chief Legal Officer 314-209-2717 ghalterman@lumeris.com
Human Resources Department	Stephanie Pimmel, Senior Vice President 314-209-3050 spimmel@lumeris.com
Privacy Officer	Gail Halterman, Chief Legal Officer 314-209-2717 ghalterman@lumeris.com
Security Officer	Dan Jones, Information Security Officer 314-770-3514 djones@lumeris.com

## Policies & Procedures

The following list contains many of the relevant Company Policies & Procedures that provide more guidance related to the subjects contained in this Code of Conduct. These and all Company Policies & Procedures can be found on the Company's Intranet.

CMP01 Duties of Health Plan Compliance Officer	CMP27 Non-Retaliation
CMP02 Duties of Health Plan Compliance Committee	CMP28 Compliance Oversight of FDRs
CMP03 Compliance Education and Training	CMP32 Compliance Audit & Monitoring Program
CMP04 Compliance Violations Reporting & Investigation	CMP34 Duties of Corporate Compliance Committee
CMP06 Exclusion from Federal Health Care Programs	CMP35 Duties of Chief Compliance Officer
CMP10 Referral of Investigations to Regulatory Agencies	CMP36 Complaints Tracking Module Management
CMP13 Health Plan Document and Data Retention	FIN01 Travel and Entertainment
CMP16 Review of Health Plan Marketing Materials	HPP01 General Privacy Practices
CMP20 Conflict of Interest	HPP03 Duties of the Privacy Officer
CMP23 Investigation of Sales Complaints	HPP05 Uses and Disclosures of Protected Health Information
CMP25 Policies & Procedures	SCT03 Remote Access to Company Systems
CMP26 Compliance, Ethics, and Fraud Hotline	SEC01 Security Management Standards for Electronic Protected Health Information
	SEC06 Duties of the Security Officer
	TEC02 Allowable Use of Technology