



CODE OF
BUSINESS CONDUCT
May 2020



A Message From the President

Dear Workforce Members,

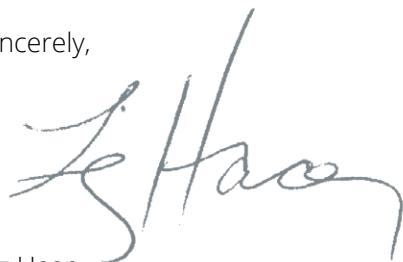
You play an integral role in the success of our enterprise. Our vision remains resolute: to build a profitable and sustainable revenue stream, continue to innovate, and achieve elite results in our industries. Our daily interactions with each other and our customers requires respect and integrity to achieve our vision.

Our Code of Business Conduct provides the standards that guide our business practices and behavior toward each other, our customers, the government and other stakeholders. It also establishes a culture of integrity and promotes an environment of 'doing the right thing.' It is more than a set of rules, it allows us to put our values into action and helps us make the right decisions every day.

Our individual and collective actions uphold and support our culture of organizational ethics which helps us serve our customers with integrity, respect our co-workers, seek guidance and share concerns without fear of retaliation.

Thank you for helping us adopt and put into action the principles which support our current and future success.

Sincerely,

A handwritten signature in black ink, appearing to read "Liz Haar".

Liz Haar
EVP and President, Emerging Markets,
Blue Cross Blue Shield of Michigan



A Message From AF Group Leadership

Dear Workforce Members,

We take tremendous pride in our commitment to compliance and to conducting business with integrity. Doing the right thing is essential to upholding our reputation and sustaining the long-term success of AF Group. It is the foundation that allows us to rely on each other and to establish relationships of trust and confidence with our business and strategic partners, policyholders and injured workers. Continuing to preserve and foster AF Group's reputation is the responsibility of each and every one of us.

In support of this effort, and in alignment with our parent, our Code of Business Conduct serves as a valuable guide to our fundamental values and to ethical decision making. Because our culture of compliance and integrity is built on our individual decisions and actions, adherence to the letter and spirit of this code is essential for all of us.

It is up to you to support and promote an ethical culture at AF Group, to use sound judgment and to do the right thing.

Thank you for making ethics and compliance a priority!

Sincerely,



Lisa Corless
CEO & President

-and-



Kevin M. Zielke
SVP, General Counsel and Chief Compliance Officer



Government Sponsored Healthcare Programs Ethics and Fraud Hotline 877-411-6950
AF Group Ethics Hotline 800-852-8757



A Message From Government Sponsored Healthcare Programs Leadership



Dear Workforce Members,



Emergent Holdings, Inc. takes pride in our commitment to compliance and conducting our business with integrity. These are fundamental elements to the long-term success of any business that drive value in our reputation. Compliance is everyone's responsibility. In order for us to ensure the security, integrity, and trust of our clients, it is everyone's duty to uphold and maintain our reputation.



Our primary goal is to foster a proactive culture centered on trust and accountability, in which workforce members have the tools they need to act ethically and be compliant in their decisions. We are working continuously to cultivate the Company's compliance and ethics culture.

Our Code of Business Conduct is an opportunity to demonstrate and document our unwavering commitment to a culture of compliance and integrity and serves as a valuable guide to ethical decision making. Workforce members are expected to adhere to the letter and spirit of this code. It is up to each workforce member to support and promote an ethical culture, to use sound judgment, and to do the right thing.

Thank you for making ethics and compliance a priority.

Sincerely,



Barb Stockman
Director, Compliance & Privacy Official
Advantasure, Senior Health Services,
Covantage Health Partners, Corporate Functions



Pritpal Virdee
President
Covantage Health Partners



Krischa K. Winright
Executive Vice President
Senior Health Services



Katie Guhr
President
Advantasure



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1 SCOPE

For purposes of this policy, "Company" means Emergent Holdings, Inc. and all of its subsidiaries. Any reference in this policy to "Emergent Holdings, Inc." or "Company" is intended to be a reference to all such entities.

This policy is applicable to all employees, officers and directors of the Company and its subsidiaries. By board resolution, this policy applies to Company Boards of Directors and members of the board committees. Where applicable, separate sections are used to address the Government Sponsored Healthcare Programs and Property and Casualty Company business units.

The term "workforce member" refers to individuals who perform duties or render services for or on behalf of the Company regardless of the type of employment or contractual agreement, including, but not limited to: full-time employees, part-time employees, temporary employees, contingent workers, interns, contractors and consultants.

"Enterprise" means the Company (Emergent Holdings, Inc. and all of its subsidiaries) and its parent company.

Vendors and independent contractors will be given a copy of the Emergent Holdings, Inc. Code of Business Conduct policy. All are expected to comply with this policy.

1.1 Authority

The Company is mainly comprised of a Property and Casualty business unit and a Government Sponsored Healthcare Programs business unit. The Company's compliance program is overseen by an Enterprise Compliance Officer. Each business unit has its own respective Compliance Official, who will chair a unit-specific Compliance Committee. Collectively, these Compliance Officials are responsible for overseeing the compliance program and this policy, with assistance from their compliance committees. The Government Sponsored Healthcare Programs unit also has a Privacy Official.

Enterprise Compliance Officer:	Michele Samuels
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Government Sponsored Healthcare Programs Compliance Official:	Barbara Stockman
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Government Sponsored Healthcare Programs Privacy Official:	Barbara Stockman
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Property & Casualty Unit Compliance Officer:	Kevin Zielke
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Questions regarding this policy can be directed to the Enterprise Compliance Officer or to the Compliance Official for your business unit.



2 Code of Business Conduct

2.1 High Ethical Standards: The Key to Our Success

Our Code of Business Conduct is a part of the way of life at the Company. The Code spells out the high ethical and legal standards of business conduct we follow and is intended to provide a framework for good decision making. The objective is to emphasize the importance of understanding the ethical implications of our actions and to encourage individuals acting on behalf of the Company to do the "right thing."

Compliance is the requirement that workforce members abide by contractual obligations, Company policies, and all applicable requirements, standards and laws.

The Company requires those acting on its behalf to be respectful, fair, and courteous to each other and those affiliated with the Company. All workforce members are expected to conduct themselves in a respectful and businesslike manner in the workplace, during work-related activities and in their dealings with co-workers, leadership and customers.

The Company is committed to providing a safe working environment free of intimidation, threatening speech or behavior, threats of harm, or violence, whether engaged in by another employee or a third party, such as vendors or volunteers.

All workforce members are required to act with honesty, integrity and impartiality when dealing with policyholders, customers, claimants, agents, providers, vendors, regulators, competitors, the community, fellow workforce members and board members. To earn and keep their trust, workforce members must make every effort to avoid even the appearance of illegal or unethical conduct. This includes identifying and appropriately communicating known or suspected violations of the law or of this Code. Failure to comply with the standards of behavior set forth in this Code of Business Conduct policy may result in discipline up to and including termination of your employment.

Senior management and the Board of Directors of Emergent Holdings, Inc. and its subsidiaries are committed to providing avenues through which ethical issues may be raised, reviewed and resolved openly and honestly. Help is available when you have questions about how to maintain Company ethical standards. If you find yourself in a situation that may raise an ethical issue, and you need help in either understanding or addressing that issue, you should review and follow the guidelines under the heading, [How We Solve Ethical Problems](#).



2.2 Conflicts of Interest

Employees are required to annually disclose any relationships, outside business dealings, participations on outside business-related boards, or other employment or interests which may conflict with the interests of the Company. Any information disclosed by workforce members will be considered and maintained as confidential.

A. General Policy

- Workforce Members' Duty – All workforce members have a duty to the Company to be entirely free from influence of any conflicting interests when representing the Company in business dealings or making recommendations which may influence an action of the Company. You should avoid personal interests that might conflict with your loyalty to the Company or compromise your judgment on the job.
- Personal Activities – The Company respects workforce members' privacy in personal activities and financial affairs. This Code is intended to help workforce members avoid potential conflicts of interest.
- Conflicts – The Company cannot foresee or define every situation that might be considered a conflict of interest. A conflict of interest exists when an obligation or a situation resulting from a workforce member's personal activities or financial affairs may adversely influence his or her judgment in performing his or her duty to the Company.
- How do you know when a conflict of interest is present?
In some cases, the conflict may be easy to identify, while in others it may not be as apparent. To identify less obvious conflicts, you may find it helpful to ask yourself:

"Are my job-related decisions made on sound business principles or have I permitted personal interests to influence my business judgment?"

While many potential conflicts are more theoretical than real, it is important to resolve such cases promptly. If you have any questions whether a situation could be considered a conflict of interest, contact your leadership or the appropriate Compliance Official.



B. Guides for Compliance

The following situations describe areas where a possible conflict of interest may occur and disclosure is required:

- **Financial Interests** - A conflict of interest may exist when a workforce member, directly or indirectly, or one of his or her close relatives, owns any beneficial interest in an organization which is a competitor of the Company, or which has current or reasonably likely and immediate prospective business with the Company as a policyholder, agent, supplier, customer, or contractor, and when such workforce member may be able to influence such business with the Company.

A conflict is not likely to exist, however, where the financial interest consists of stock shares, bonds, or other securities of a company listed on a public securities exchange, and the amount of such interest is less than five percent (5%) of the value of the class of such securities.

- **Outside Work** - A conflict of interest may exist when a workforce member, or one of his or her close relatives, serves as a director, officer, employee, consultant, or agent of an organization which is a competitor of the Company and/or its parent corporation, or which has current or prospective business with the Company as a supplier, customer, policyholder, agent, vendor, contractor, or other entity that may have interests that may not align with those of the Company.

A conflict of interest may exist when a workforce member engages in an independent business venture or performs work or services for another business, civic, educational, or charitable organization, board of directors, and/or committee to the extent that the activity prevents the workforce member from devoting time and effort to the Company's business which his or her position requires. This also includes performing work or receiving wages while on sick leave, including LTD, STD, and FMLA unless said work is disclosed and subsequently approved by Human Resources.

- **Trading with the Company** - A conflict of interest may exist when a workforce member, or one of his or her close relatives, is a principal party to a transaction with the Company, involving rental or purchase of real estate or other property, equipment or supplies, or the provision or receipt of other goods or services.
- **Misuse of Confidential Information** - A conflict of interest may exist when a workforce member, or one of his or her close relatives, uses for his or her personal gain or for benefit of others any confidential information obtained through his or her employment or affiliation with the Company.

COI Q&A

Q: Who is required to complete a COI Form?

A: In accordance with the Corporate Ethics and Compliance policy, all employees (exempt, non-exempt or bargaining unit) must complete the conflicts of interest form upon hire and annually thereafter. Contractors are not required to complete the COI form.

Q: How do I know if a conflict of interest is present?

A: In some cases, the conflict may be easy to identify. For instance, it is almost always a conflict of interest for you to work at the same time for the Company and on behalf of a competitor, supplier, or customer. Likewise, it is usually a conflict of interest for you or members of your immediate family to have substantial financial or business interests with a competitor, customer or supplier of the Company or its subsidiaries. You should contact your supervisor if you are not certain whether or not a situation is a conflict of interest.

Q: Am I required to report gifts or entertainment I received in the current year?

A: No. Only disclose items received during the reporting period which is the previous year.

Q: Do I need to disclose my relative who works for the Company, and with whom I have no direct reporting relationship with or a relative who is a subscriber?

A: Yes. According to policy, a conflict may exist if a relative or cohabitant works for the Company, depending on the reporting relationship or job functions performed.

Likewise, a conflict of interest may exist when employee processes claim payments for relatives or cohabitants who are subscribers or members of the Company



CONSIDER THIS



Regarding Relatives and Cohabitants:

Bob Smith's spouse works at a health claims processing company.

The Company would be at risk if Bob is privy to our Company's specific systems processes used to review and pay claims and he shared those system processes with his spouse.

Bob is NOT privy to his specific information, so this is not a significant business risk.



- **Misappropriation of Business Opportunities -**

A conflict of interest may exist when a workforce member, without knowledge and consent of the Company, appropriates to himself or herself or to another person or organization the benefit of any business venture, opportunity or potential opportunity about which such workforce member learns or develops in the course of his or her employment or affiliation with the Company, and which is related to any current or prospective business of the Company.

- **Relatives** - The fact that a relative or cohabitant may work for the Company does not automatically mean that a conflict of interest exists. To ensure a conflict does not exist, workforce members are required to disclose employment of a relative or cohabitant by the Company. Each disclosure will then be reviewed to determine whether a conflict of interest exists in that particular situation. For example, a conflict of interest may exist when a workforce member, directly or indirectly, supervises a relative or cohabitant employed by the Company.

Likewise, a conflict of interest may exist when a workforce member processes claims payments for relatives or cohabitants who are claimants of one of our clients' plans, or otherwise is charged with making decisions in which a relative or cohabitant may have a financial interest.

- **Gifts, Favors or Entertainment** – As more specifically detailed in [Section 2.4](#), a conflict of interest may arise when a workforce member, or one of his or her close relatives, accepts a gift, favor or entertainment from a person or organization which is a competitor of the Company, or which has current or prospective business with the Company as a policyholder, claimant, agent,

supplier, provider, customer or contractor. Whether a conflict or the appearance of a conflict exists with respect to a particular gift or favor depends on whether acceptance of the gift, favor or entertainment, or the prospect of future gifts, favors or entertainment, actually did impair or could reasonably be seen as possibly impairing the ability of the workforce member to act solely in the best interests of the Company in dealings with such person or organization.

- **Participation on External Boards of Directors –**

A conflict of interest may exist when a workforce member serves on an external board of directors or other committee to the extent that the activity prevents the workforce member from devoting time and effort to the Company's business which his or her position requires, or to the extent the external entity is a competitor of the Company and/or its parent corporation, or which has current or prospective business with the Company as a policyholder, agent, claimant, supplier, customer, or contractor. Anyone that serves on business-related/ community boards, or committees on behalf of the Company, acknowledges that the Company has the right to designate an alternative corporate representative(s) to serve on behalf of the company at any time during the term. Additionally, workforce members serving on business-related boards on behalf of the Company shall resign their position upon the Company's request in the event their employment with the Company ends.

A business-related board or committee is typically one wherein a workforce member serves as a corporate or industry representative on the board or committee of an organization related in any way to the business of the Enterprise (including organizations related to or associated with Blue Cross Blue Shield of Michigan, any of the Company's subsidiaries, or the insurance industry in general).



*On an annual basis,
employees will
be asked to submit
a formal statement
for disclosure of any
information relating
to the possibility of
a conflict of interest.*

*Amendments
should be filed
if significant
changes occur
during the year.*

C. Disclosing Potential Conflicts of Interest

Each year, employees must submit a disclosure statement that includes information relating to possible conflicts of interest, including their participation on any business-related board of directors or committees. Additionally, all executive supervisors, managers and directors will be asked to disclose their participation on all external Boards of Directors and other committees. In addition to the annual report, all workforce members have an affirmative duty to disclose to their management for reporting to Human Resources, at the time it arises, any situation, transaction or relationship which may constitute a conflict of interest.

A workforce member who is in doubt about his or her position in a particular case should make a timely disclosure of the facts to his or her immediate supervisor.

2.3 Confidentiality

- A. The Company is strongly committed to and required by state and federal law to safeguard the confidentiality of all personal information that may come to its attention. If you have access to personal information about workforce members, claimants and/or members, such as social security numbers, medical history, treatment, age or marital status, this information must be kept strictly confidential and may only be used for valid business purposes. This information should only be shared with those workforce members and other individuals affiliated with the Enterprise that need to know this information in order to appropriately discharge their responsibilities. Any disclosure of confidential information in violation of the law or this Code will result in discipline, up to and including, termination.
- B. Workforce members should vigorously safeguard the Company's confidential or proprietary information. Confidential or proprietary information includes information that is not generally disclosed outside the Company and that may be useful or helpful to our competitors or adversaries. To protect this valuable confidential information from improper disclosure, follow these guidelines:
 - Share confidential information with others only on a need-to-know basis
 - Any disclosure of confidential information to outsiders, other than in a normal and previously approved course of business, should be specifically approved by management and should be protected by an appropriate (usually written) understanding to maintain confidentiality
 - Avoid inadvertent disclosures of confidential information in conversations with suppliers, providers, agents, policyholders and/or claimants



CONSIDER THIS



Examples of Prohibited Relationships

Employee directly reports to their spouse or family member who is their manager or supervisor

Employee processes claims for their family member who is a member of the Company

Employee works directly with a supplier/vendor who is a family member



C. Confidential and proprietary information which comes to the attention of a person in the course of their employment with the Company remains confidential and proprietary and should not be disclosed to any third parties outside of the Enterprise, even in the event that person ceases to be a workforce member. By way of illustration but not limitation, confidential and proprietary information includes:

- Trade secrets, inventions, mask works, ideas, processes, formulas, source and object codes, data, programs, other works of authorship, know-how, improvements, discoveries, developments, designs and techniques and any other proprietary technology and all proprietary rights
- Information regarding research, development, new products, marketing and selling, business plans, budgets and unpublished or otherwise non-public financial statements, licenses, prices and costs, margins, discounts, credit terms, pricing and billing policies, quoting procedures, methods of obtaining business, forecasts, future plans and potential strategies, employee training, financial projections and business strategies, operational plans, financing and capital-raising plans, activities and agreements, internal services and operational manuals, methods of conducting Company business, suppliers and supplier information, and purchasing
- Information regarding customers and/or agents and potential customers and/or agents of the Company, including lists, names, representatives, their needs or desires with respect to the types of products or services offered by the Company, proposals, bids, contracts and their contents and parties, the type and quantity of products and services provided or sought

to be provided to customers and potential customers of the Company and other non-public information relating to customers and/or agents and potential customers and/or agents

- Information regarding any of the Company's business partners and their services, including names; representatives, proposals, bids, contracts and their contents and parties, the type and quantity of products and services received by the Company, and other non-public information relating to business partner
- Information regarding personnel, employee lists, compensation, and employee skills
- Any other non-public information which a competitor of the Company could use to the competitive disadvantage of the Company

Questions regarding ownership issues and the use of confidential or protected information should be directed to the Compliance Office and Office of General Counsel.

D. Any ideas, processes, inventions, technologies, designs, formulas, discoveries, copyrights, trademarks and/or patents (together referred to collectively as "inventions"), created, developed or obtained while employed by or otherwise affiliated with the Company on behalf of the Company shall be considered "works made for hire" for the Company and shall remain the property of the Company during and after employment. Such inventions constitute confidential and proprietary information and shall be vigorously safeguarded.



2.4 Gifts, Favors, & Entertainment

- A. Workforce members may not give or accept any gift, favor or entertainment from a policyholder, claimant, agent, provider, vendor, regulator, customer or public official that could be perceived to influence the recipient's sound business judgment. The purpose of business entertainment and gifts should be to create good will and to establish a good working relationship, not to gain an unfair or improper advantage or to affect the exercise of a person's sound business judgment. For this purpose, a "gift", "favor" or "entertainment" includes, but is not limited to, any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutions on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary "business lunches," or reasonable entertainment consistent with local social and business custom.
- B. The Company is committed to respecting the standards of other persons and entities it deals with. As a result, if the standards of another person or entity concerning gifts, favors and entertainment are more restrictive than ours, we will abide by their standards as they apply to their employees to the extent that we are aware of them.
- C. Workforce members are required to disclose receipt of any gifts or entertainment exceeding \$100 in value for a single gift or, for more than a single instance within the annual reporting period, exceed \$500 in total value. If possible, workforce members are encouraged to obtain leadership approval prior to accepting gifts, favors or entertainment exceeding \$100 in value.
- D. Workforce members may not give or receive monetary gifts. Articles of nominal value ordinarily used for sales for promotion may be exchanged. The exchange of business courtesies, such as reasonable and occasional meals and entertainment consistent with social and business custom, is also permissible. No inducements may be offered or accepted from state or federal government workforce members. Workforce members should exercise good judgment in offering or accepting meals, entertainment or other gratuities.
- E. The temporary receipt by a workforce member of a donation to a Company sponsored charitable event shall not constitute the acceptance/receipt of a gift. Workforce members may not receive cash even if it is intended for a Company sponsored charitable event but should encourage cash donations to be made directly to the charitable organization. For purpose of this section, Company sponsored event is an event where the Company is an official sponsor, one where a Company executive serves on the board as part of his/her corporate responsibilities, or an event that has been approved by management.
- F. When in doubt as to whether particular gifts and entertainment are appropriate, workforce members should consult with his or her direct supervisor.





WHAT MAY I GIVE (1 = Yes | 2 = No | 3 = Ask)?

- | | | | | | |
|----------|--|----------|---|----------|---|
| 1 | Gifts or other business courtesies that comply with U.S. and foreign law, reasonable/nominal value, not used to influence business decisions and in accordance with applicable procurement and reimbursement policies; infrequent. | 2 | Bribes, gifts of cash (or cash equivalent) or other business courtesies that may improperly influence government or business relationships or are otherwise in violation of U.S. or foreign laws. | 3 | Gifts or other business courtesies of more than nominal value; gifts or business courtesies in foreign countries. |
|----------|--|----------|---|----------|---|

WHAT MAY I RECEIVE (1= REASONABLE | 2 = EXCESSIVE)?

- | | | | |
|----------|--|----------|--|
| 1 | <ul style="list-style-type: none">• A gift card to a coffee shop• A raffle prize or random drawing that will not influence judgment• A fruit basket or basket of cookies• Tickets to a local sporting event | 2 | <ul style="list-style-type: none">• A gift with cash or monetary equivalents• A personal gift such as an all-inclusive paid vacation• A case of champagne• Tickets to a distant sporting event, including airfare and/or hotel accommodations |
|----------|--|----------|--|



2.5 Accounting and Reporting

All workforce members must ensure the integrity of our Company financial records by accurately and truthfully recording all Company information, accounting and operating data by strictly following established accounting and business procedures. You as a workforce member should not, for any reason, cause false or artificial entries to be made in Company books or records. Examples of improper conduct in this regard include:

- Causing records to appear as though a transaction occurred when it did not
- Causing records to appear as though a transaction occurred at a different time than it truly did
- Fraudulently influencing, coercing, manipulating, or misleading any accountant engaged in an audit of the financial statements of the Company

2.6 Political Activities

The Company encourages you to be a good citizen and to participate in the political process. However, if you participate in political activities, including making personal contributions to candidates or political parties, you should do so as a private individual and should not create the impression that you are acting on behalf, or with the support, of the Company. You may not use any Company property, facilities, or time of any other workforce member for any political activity. Involvement in political activities should be conducted outside of working hours.

2.7 Fair Dealing

All workforce members, including officers and directors, have a responsibility to deal fairly with customers, suppliers, competitors and other workforce members. We must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of facts or any other unfair business practices.

2.8 Antitrust Laws

The Company strives to conduct business in a manner that helps maintain a free and competitive market. Activities that would restrain a competitive market, even artificially, are contrary to that philosophy and to federal and state antitrust laws which prohibit agreements or joint conduct between competitors that harms competition, collaborating with a competitor to decide what to charge for products or services and collaborating with a competitor to decide what to pay for services.

To avoid any implication of an antitrust violation, workforce members should never discuss sensitive business information with a competitor, never exchange price information or communicate with a competitor about prices, or anything that may affect prices, or customers and be particularly careful when attending trade association meetings or other events where interactions with competitors may occur.

Antitrust laws are very complex. Any questions about permissible or impermissible conduct should be directed to the Office of the General Counsel.

2.9 Use of Company Funds and Assets

You are responsible for ensuring that Company assets are used only for valid business purposes. Company assets include not only our equipment, funds, and office supplies, but also data processing and telecommunication assets, concepts, business strategies and plans, financial data, and other information about our business. These assets may not be used to derive personal gain for you or for others. However, incidental personal use of Company assets is permitted, provided that such use is in compliance with other Company policies.

The Company should not directly or indirectly extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to or for any director or executive officer (or equivalent thereof) of the Company.

2.10 Use of Company Electronic Media

All Company communications systems, electronic mail, Internet access, and voice and text mail are the property of the Company. The Company's internal e-mail systems are acceptable for transmitting confidential data within the Company provided the recipient has a business need-to-know and only the minimum information necessary to accomplish the bona fide business purpose is transmitted. Great care should be taken in transmitting any confidential or proprietary information over the electronic media systems.

A workforce member should not create, access or transmit messages or information on or through the Company's electronic media systems that are offensive, harassing, obscene, threatening, or disparaging to others. Workforce members who abuse the Company's electronic media systems may lose these privileges and be subject to disciplinary action up to and including termination.





2.11 Records Management

All workforce members are required to comply with Records Management policies which establish uniform procedures for storing, retaining and destroying corporate records, in accordance with applicable federal, state and local laws. The Office of the General Counsel may make exceptions to these policies in the event of investigations by regulators or as required by court order. The purpose of such exceptions is to preserve relevant corporate records.

2.12 Nondiscrimination

The Company believes that applicants, subscribers, members, providers, workforce members, and members of the public have a right to be treated in a nondiscriminatory manner. The Company is committed to the principles of equal opportunity and affirmative action. The Company strictly prohibits any form of harassment or discrimination against an individual or a group based upon sex, race, color, national origin, religion, physical or mental disability, protected activity, age, veteran status, height, weight, genetic information, gender identity, sexual orientation, marital status, familial status, citizenship, arrest record, membership in a historically under represented group, pregnancy, childbirth or a related medical condition and any other characteristics protected by law, in the workplace and during work-related activities.

Any workforce member who experiences discrimination on the basis of sex, race, color, national origin, religion, physical or mental disability, protected activity, age, veteran status, height, weight, genetic information, gender identity, sexual orientation, marital status, familial status, citizenship, membership in a historically under represented group, pregnancy, childbirth or a related medical condition or any other characteristics protected by law, in the workplace or during work-related activities should immediately seek assistance by contacting their manager or the Compliance Officer. The Company prohibits retaliation against any employee who utilizes such resources in good faith to make complaints of discriminatory conduct.

The Company strictly prohibits any form of discrimination in our health programs and activities based upon race, color, protected activity, familial status, religion, marital status, sex, age, sexual orientation, national origin, disability status, height, weight, veteran status, or arrest record.

Discrimination includes, but is not limited to, treating an individual less favorably than others because they belong to one of the protected classifications above.

2.13 Government Investigations

If a workforce member is contacted at work or outside of work by a governmental agency concerning a work-related matter, the workforce member should immediately contact his or her leadership, the Office of the General Counsel, and Compliance.

The workforce member Office of the General Counsel can aid in determining how to respond to the request for information. Each workforce member is entitled to consult legal counsel before consenting to an interview and to have legal counsel present for any interview. The Office of the General Counsel can advise the workforce member of his or her options for personal counsel and be available to attend the interview. If a workforce member is contacted by a government official, the workforce member should immediately contact his or her leadership and the General Counsel. If you do receive a subpoena or any other written request from a governmental agency, you should immediately contact the Office of the General Counsel.

2.14 Adherence to False Claims Act

The federal False Claims Act (FCA), as amended by the Fraud Enforcement and Recovery Act of 2009, prohibits anyone from knowingly submitting false or fraudulent claims to the federal government and from making false or fraudulent records or statements to a recipient of federal funds (i.e. any entity that contracts with the federal government for any purpose).

The FCA also requires recipients of federal funds to return any overpayment to the federal government. The FCA can be enforced by the Department of Justice, the United States Attorney's Office, or through qui tam actions, where an individual sues on behalf of the government.

All workforce members must comply with the FCA.

2.15 Use of Copyrighted Computer Software

The Company does not condone the illegal duplication, distribution or modification of copyrighted software. Workforce members who make, acquire, distribute or use unauthorized copies of copyrighted computer software, directly or indirectly, will be in violation of this policy.

2.16 Workforce Member Relations

All members of the Company's team must treat each other with respect and dignity. Disruptive behaviors exhibited by employees will not be tolerated. Disruptive behaviors will subject the offender to disciplinary action and/or termination. Examples of disruptive behaviors include (but are not limited to) the following:

- The use of abusive, offensive or degrading language
- Intimidating or threatening physical actions
- Physical abuse/assault, including the striking of another person
- Criticism of a personal rather than professional nature
- Inappropriate touching
- Threats of violence of physical harm
- The use of sexually explicit or suggestive language

Incidents or patterns of disruptive behavior can be reported to an individual's direct supervisor, the Human Resource Department or the Hotline.

2.17 Criminal Convictions

The Company has a legal duty to identify and consider for exclusion from its operations workforce members whose prior conduct was illegal or inconsistent with this Code and the Corporate Compliance and Ethics policy. How that conduct is related to the specific responsibilities of the workforce member, as well as how recently the conduct occurred will be taken into consideration when making hiring, contracting, or retention decisions.

All felony convictions should be disclosed to and discussed with representatives of Human Resources.

The Company's Human Resources department makes decisions regarding the hiring or retention of individuals or organizations with histories of:

- Felony convictions
- Convictions for crimes of fraud, dishonesty, or other crimes that could impact healthcare or the business of insurance
- Reported or discovered misconduct

The Company will not delegate substantial discretionary authority to individuals whom it knows have a tendency to engage in inappropriate, improper, or illegal conduct.



3 How We Solve Ethical Problems

Some ethical issues we face have clear and unambiguous solutions. For instance, if the law forbids a particular action, we follow the law. Often the ethical questions are not so clear cut. They present us with difficult choices. Understandably, the Code of Business Conduct cannot solve every potential dilemma. It is not a list of inappropriate or prohibited acts and behaviors. Rather, it is intended to be a guide to recognizing, appreciating and resolving such ethical problems.

- A. Here are suggested steps to follow if you are faced with an ethical issue, perhaps because someone has asked you to do something or refrain from doing something that makes you uncomfortable:
 - Understand exactly what you are being asked to do, or refrain from doing. Get all the facts. Without them, you may be unable to find the best solution to the problem
 - Clarify your responsibility. Where do you fit in? Are there other responsible parties who should be informed? By bringing all responsible parties together, discussion often leads to a swift, satisfactory resolution of the problem
 - Ask whether the course of action is fair. If the problem isn't a clear-cut matter of law or Company policy, this simple question often serves as a useful guide. If the course of action doesn't seem fair, why not? Who may be hurt? Is it the Company?

Our policyholders or claimants? Other workforce members? Many times, the best ethical decision is the one that seems fairest to all

- Whenever possible, discuss the problem with your immediate leadership. This advice is basic to most situations and should be considered as you proceed through the above steps. These leaders are responsible for helping you solve problems. In most cases, your immediate leader will have a broader perspective than you do and will appreciate being brought into the decision-making process early
- B. If it is inappropriate to discuss the issue with your immediate leadership, or if those persons are not responding to your concerns, then workforce members are encouraged to report concerns to Human Resources management; to the General Counsel and Compliance Officer; or, if desired, to another member of the executive management team.
- C. For Leaders: Use the 5 R's Methodology to help resolve a potential conflict of interest.
- D. Additionally, ethics hotlines, as noted on the bottom of each page, are available for workforce members or individuals to report possible violations of the law or of our ethical standards. Remember that when you make an inquiry, it will be handled as confidentially and as discreetly as possible. Nevertheless,

...see page 20



ARE YOU A LEADER?

Use the 5 R's Methodology to help resolve a potential conflict of interest.

Record: Ensure that potential conflicts are formally disclosed to maintain transparency. For example, an associate indicates in their annual conflict of interest disclosure form that their spouse also works at the Company but in a different division and there is no reporting relationship. Simply disclosing this fact is sufficient and no additional resolution steps are required.

Restrict: And effectively separate associates from certain parts of an activity/process to avoid a conflict. For example, if an associate has a relationship with a supplier, the associate may not make or participate in any business decisions with respect to that supplier, or potential supplier.

Remove: An associate from duties/ responsibilities related to the conflict. Examples include transferring the associate to another project or to another area of the Company.

Relinquish: Associate gives up private interest that is creating the conflict. An example would be giving up a second job.

Resign: Is the most extreme solution to a serious conflict. It will only be considered if the conflict of interest cannot be resolved in any other way.

THE 5
R's

RECORD
RESTRICT
REMOVE
RELINQUISH
RESIGN



allegations of wrongdoing will be investigated to substantiate or be resolved and may include some element of disclosure in the investigation. If you provide the information anonymously, no attempt will be made to determine your identity. If provided confidentially, it will be respected.

- E. No workforce member will be punished or subject to reprisal in any way because he or she, in all good faith, reports a violation or suspected violation of this Corporate Ethics and Compliance Policy, even if that report is not subsequently validated.
- F. When you make an inquiry or file a complaint about the Corporate Ethics and Compliance Policy or related issues, management will make a written record of your inquiry or complaint and its response and forward this written record to the General Counsel and Compliance Officer for review and follow up if necessary.
- G. Please note that your participation in internal and external investigations of perceived wrongdoing is a requirement of your employment with the Company. Failure to cooperate in this regard will subject you to discipline, including possible termination of employment.

5 How We Respond to Inquiries and Reports Involving this Code of Business Conduct

The Company is committed to creating a work environment that encourages and accepts inquiries and reports involving the Code of Business Conduct, suspected compliance issues, or suspected violations of federal or state law. Anyone may report a compliance concern and reports may be made confidentially or anonymously.

The expectation is that you will feel free to demonstrate good faith reporting of compliance concerns without fear of retaliation or intimidation.

We will review and investigate reports of potential violations as appropriate. If criminal conduct is confirmed, our response may include actions to mitigate any harm caused. Mitigating actions could include making appropriate restitutions and assessing the Company's compliance program to ensure the program is effective and consistent with applicable regulations.

If you are involved in reported potential violation, you will be treated fairly and given an opportunity to explain your actions.

Remember that when you make an inquiry or report, it will be handled as confidentially and discreetly as possible. We may, however, be required to substantiate any allegations of wrongdoing. A written record of your inquiry and our response will be made and forwarded to the senior vice president of Human Resources or the Compliance Official for review and follow-up as required.

*You should feel free
to raise ethical concerns
in good faith without
fear of retaliation
or intimidation.*





EmergentHoldingsInc.com
Policy #P20

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