CLEAR SPRING HEALTH CODE OF CONDUCT

DEAR CLEAR SPRING HEALTH EMPLOYEE OR CONTRACTOR

Our relationships with our customers and business partners are built on trust earned over time and through experience. Each day we must remember our commitment to do the right thing for the right reason and keep the people we serve at the center of everything we do.

Certainly, your individual responsibilities are unique, but there is a basic framework for conducting business at Clear Spring Health that is organization-wide. This is our Code of Conduct (the "Code").

The Code applies to all employees and contractors who support the Clear Spring Health business conducted by the subsidiaries of Group 1001 Insurance Holdings, LLC ("Group 1001"). Please note that other Group 1001 codes of conduct may apply to you as well, depending upon your role and/or your particular employer. While the Code and other Group 1001 codes of conduct set forth substantially similar expectations of ethical conduct, you should be aware that they are independent and that compliance with all codes that may apply to you is mandatory.

Although the Code can't cover every situation, it does provide you with examples of everyday situations to assist you in resolving potential problems and general guidance for performing your job responsibilities with integrity and in line with our culture and beliefs.

Ultimately, our reputation depends on the sound judgment and personal integrity of every Clear Spring Health employee and contractor, regardless of your level in the organization.

Our business is based on government contracts, so we must comply with all laws, regulations and specific terms that govern those contracts. In addition to the Code, we have company policies that address these issues and assure that we are doing the right things. Clear Spring Health is also committed to providing the highest level of quality and service to all our customers: whether member, provider, regulator or co-worker.

Please know that, with your signature on the attestation page at the back of this booklet, you are attesting to your understanding of, obligations around, and commitment to uphold the Code. It is your obligation to recognize and report any suspected compliance issues. In turn, the company will take appropriate actions if you have reported an issue in good faith.

You are expected to read, understand and follow the Code. Please refer to it throughout the year, as needed. Your commitment to compliance, all company policies, and the laws and regulations applicable to our businesses contributes directly to our success as an organization.

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THE CLEAR SPRING HEALTH CODE OF CONDUCT

The framework for conducting business at Clear Spring Health is contained in the Code. It is our commitment to professional integrity, legal compliance, and ethical conduct. The Code acts as an umbrella under which all of Clear Spring Health's other standards of conduct or other policies and procedures operate.

The Code gives us a foundation of values and standards and is built on the basis that we all know right from wrong. This means making our decisions and choosing our actions based on what we know to be right, according to all applicable laws and regulations, and according to the policies and procedures we all agree to follow as representatives of Clear Spring Health.

The Code cannot contain all of the rules, policies, and procedures we are each expected to follow. It cannot outline every possible situation in which the right course of action is not clear. But it does give concrete guidance in specific areas and guiding principles to consider in other situations.

We expect the highest standards of ethical conduct from every employee, board member, contractor, volunteer, and other person affiliated with Clear Spring Health. Dishonesty of words or actions, or intent to defraud anyone of money, property or honest services will not be tolerated.

- You are expected to represent Clear Spring Health honestly and accurately.
- You are expected to act with integrity.
- You are expected to treat others with respect—whether member, customer, co-worker, regulator, vendor, supplier or competitor.

Employees, officers, board members, contractors, volunteers and other Clear Spring Health representatives are expected to conduct their Clear Spring Health responsibilities in compliance with the Code. It is one of the ways we demonstrate, individually and as an organization, that we are complying with the applicable federal and state standards, statutes, regulations, sub-regulatory guidance and contractual commitments.

If you become aware of a potential and/or actual violation of the Code, the law or our policies, it is your duty to report it in a timely manner. If you are ever in doubt about the Code or potential violations of the Code, ask for help. Following the Code, which includes compliance with the Clear Spring Health Medicare Compliance Program (the "Compliance Program"), is everyone's responsibility and enables us to deliver on our mission.

It is your personal responsibility to adhere to Clear Spring Health standards and restrictions, whether imposed by law, regulation, this Code, or other applicable policies or rules. Violation of any provision of the Code or any other code of conduct, law, policy or procedure of Clear Spring Health may be cause for disciplinary action, up to and including termination of employment. Supervisors may also be subject to disciplinary action for failure to properly oversee or report another's improper conduct. Nothing in the Code alters, or is intended to alter, the at-will employment relationship between employees and Clear Spring Health and its affiliates.

YOUR PROTECTIONS

If you report a potential and/or actual violation of the Code, your report will be kept confidential to the extent permitted by law and to the extent possible consistent with our obligation to investigate and resolve your report. Clear Spring Health maintains a strict policy of non-intimidation and non-retaliation for good faith participation in its Compliance Program, including, but not limited to, reporting potential and/or actual issues, investigating issues, conducting self-evaluations, audits and remedial actions, and reporting to appropriate officials. Any Clear Spring

Health employee, contractor or representative who engages in intimidation and retaliation will be subject to disciplinary action up to and including termination of employment or their contract.

Clear Spring Health Compliance Hotline may be used to report issues related to non-compliance and unethical or illegal activities. **Compliance Hotline:** (866) 467-6958 (allows you to report issues anonymously, if you wish)

PRINCIPLES OF CONDUCT

Clear Spring Health is committed to providing the highest level of service to all our customers. It starts with a commitment on all of our parts to do our jobs right and to do them well. Beyond that, there are certain circumstances that arise with some frequency, so we have addressed them here.

CODE OF CONDUCT PURPOSE

The Code reflects our values and directs the manner in which we carry out our business. For example, we conduct our business with respect for our coworkers and business partners.

CONFLICT OF INTEREST

A conflict of interest is when employment outside of Clear Spring Health (or other activities or relationships) creates any actual, potential, or apparent conflict in your ability to do your job and, in particular, your ability to make an objective decision that is in Clear Spring Health's best interest. Simply put, any such activities and relationships are not allowed without disclosing the potential conflict and obtaining consent beforehand from Clear Spring Health.

Examples of such conflicts of interest include, but are not limited to:

- Acting as a consultant, advisor, employee or independent contractor of/with a Clear Spring Health competitor, customer or vendor.
- Owning any significant interest (other than as a shareholder of a publicly-traded company) in any business or organization that does or seeks to do business with Clear Spring Health.
- Using any company assets or resources for personal gain or advantage.
- Engaging in company business dealings with relatives or close friends.
- Employment supervision of relatives or friends.
- Investments and financial interests in Clear Spring Health's business partners.

If you face such a situation, discuss it with the Compliance Department and the Compliance Department will consult with legal counsel. At the time of hire and annually thereafter, all employees and board members must complete the Code attestation which includes an attestation that you are free of any conflict of interest.

Is this a conflict of interest?
Q. A Medicare Advantage ("MA") health plan that operates in the same service area as Clear Spring Health is seeking to hire a consultant to help implement their health care benefits for the upcoming calendar year. With your work experience, a friend who works at the MA health plans asks you to be the consultant.

A. Yes, this is a conflict of interest to act as a consultant for a Clear Spring Health competitor.

GIFTS, HOSPITALITY AND ENTERTAINMENT

GIFTS

Our business transactions with vendors, contractors and other third parties must be free from influence and even the appearance of influence. In general, you cannot accept gifts and business courtesies that could influence, or appear to influence, your ability to make objective business decisions. Most important is that there are no strings attached. If you have any question about whether you can accept a gift or business courtesy, you should contact the Clear Spring Health Medicare Compliance Officer.

INDUCEMENTS

At Clear Spring Health, you are not to use any financial or other type of reward that could be seen as trying to induce:

- Potential Medicare beneficiaries to join Clear Spring Health.
- Providers to commit fraud, waste or abuse.

The use of incentives, bribes or kickbacks to induce such behavior is strictly prohibited by Clear Spring Health.

Hospitality?

Q. Some regulators will be on-site at Clear Spring Health all day for a meeting. Can we provide lunch for them?

A. There are very strict guidelines regarding gifts and hospitality offered to government employees and public officials. Please check with the Compliance Department to make sure that what we see as a friendly gesture will not break any laws.

POLITICAL ACTIVITY AND LOBBYING

Clear Spring Health employees are free to participate in and contribute to political organizations or campaigns. You must, however, do so as an individual. You may not hold yourself out as a representative of Clear Spring Health in any of these types of activities, nor may you get reimbursed by Clear Spring Health for anything related to these activities. Personnel are prohibited from engaging a lobbyist to represent the legal and business interests of Clear Spring Health without prior approval. You must seek approval of any lobbyist from the Compliance Department, which will consult with legal counsel.

Is this a business dinner or a political event?

Q. I bought tickets to a fundraising dinner for a local politician. I took a colleague and we did discuss business. May I expense it?

A. No. Reimbursing you for funds given to a specific candidate would be the same as contributing to his/her political campaign, which Clear Spring Health is not allowed to do.

CONFIDENTIALITY

We work in an industry that contains highly sensitive information, the confidentiality of which is also highly regulated. Every Clear Spring Health employee, contractor and representative must be aware of what confidential

and proprietary information is, and maintain the security of both company and member information according to the rules, regulations, and sub-regulatory guidance provided by the government, as well as other legal and ethical standards.

> ***Confidential*** means that it is not appropriate for general public knowledge; it may cause harm to an individual or organization if that information becomes public knowledge.
>
> ***Proprietary*** means that it is related to or involves Clear Spring Health. Other companies and individuals would also have proprietary information specific to them.

Clear Spring Health's confidential and proprietary information is nonpublic information that is created, recorded, or used in support of Clear Spring Health's business. It involves much of our daily work processes and outputs, including Clear Spring Health's plans and strategies.

Our confidential member information is called Protected Health Information ("PHI") and Personal Identifiable Information ("PII").

CLEAR SPRING HEALTH COMPANY INFORMATION

In general, you should discuss confidential or proprietary information with co-workers only on a "need-to-know" basis. Details were covered in your HIPAA (The Health Insurance Portability and Accountability Act of 1996) training. You should only have access to certain information depending on the tasks you perform at Clear Spring Health. And you should use or disclose only the information necessary to satisfy a particular purpose or carry out a function.

For requests for information from persons outside Clear Spring Health, follow your job-specific procedures for requesting and sharing confidential information.

A good guideline to use is that if it's on www.clearspringhealthcare.com, in the "About" section, then it's public and you can direct any interested parties to that information. If you have questions on anything else, talk to your supervisor.

You should never discuss any confidential or proprietary information (HIPAA or any other confidential information) at all in social or routine business conversations.

Conversation or confidential information?

Q. At a Medicare seminar, another attendee was asking me specific questions about Clear Spring Health, our provider recruitment strategy, and how much do we pay our providers?

A. This is confidential information. It is not public information.

PROTECTED HEALTH INFORMATION

Protected Health Information, or PHI, is information that both identifies a member and relates to their past, present, or future health or condition, provision of care, or payment for care.

The chart below shows examples of PHI. If a unique identifier is coupled with any health care information, it is considered PHI.

Identifiable Health-Related Information		
Member name	AND	Utilization management notes
Member ID number	AND	Prescription claim information
Member address	AND	Acknowledgement of enrollment letter

In general, follow these PHI guidelines

- Be attentive to PHI that you may handle as part of your daily job.
- Be aware of documents with PHI on shared printers, fax machines and copiers:
  - Take abandoned documents to your supervisor.
  - Immediately retrieve your own documents with PHI.
- Don't discuss PHI where others might hear.
- Always encrypt emails that contain PHI when emailing outside of Clear Spring Health's domain.
- Protect your passwords.
- Lock your workstation.
- Do not compromise Clear Spring Health's electronic assets:
  - Don't connect personal devices to the Clear Spring Health network unless you have IT approval.
  - Save information only to Clear Spring Health network drives.
  - Don't open attachments with odd endings (e.g., "ese" or "vbs") or from people you don't know.
- Report any suspected breaches of PHI immediately to Clear Spring Health's Compliance Department through any of the avenues of communication identified in the Code.

Many employees have access to other member, employee and vendor information that must also be kept confidential.

There are some Clear Spring Health employees or contractors who never or rarely come across PHI. For others, their jobs may revolve around processing PHI. Regardless, we are all responsible for protecting our members' health information. You must always abide by your job-specific procedures for handling and protecting PHI.

CLEAR SPRING HEALTH ASSETS

It's easy to remember: if Clear Spring Health supplied it to you, it is Clear Spring Health's property and considered a Clear Spring Health asset. Be aware, too, that assets include more than just equipment and supplies. Clear Spring Health records, financial data, research results, business strategies, etc., are also assets to be protected.

PHYSICAL PROPERTY

While it is Clear Spring Health's responsibility to maintain equipment, it is your responsibility to take care of it and report any problems or issues.

For the most part, Clear Spring Health property must remain on-site unless approval has been given to remove it—or it is part of your job function. It should go without saying that taking or using supplies, materials or equipment for personal use is dishonest and not allowed.

What if it's for a good cause?

Q. I volunteered to make flyers for a local clothing donation event. May I use my department's machine to make photocopies? What if I bring my own paper?

A. No, sorry. Unless it's for an organization or event Clear Spring Health is supporting, you may not and should not use plan assets to promote it.

ELECTRONIC COMMUNICATIONS SYSTEMS AND SOCIAL MEDIA

This is an area that is growing and changing quickly so we simply cannot anticipate all challenges. You can help assure appropriate use by using Clear Spring Health's electronic communications systems for business purposes only. For social media, make sure that your participation on external social media sites is done on your time and that you limit the references made to Clear Spring Health and the work you do here.

INTELLECTUAL PROPERTY

Intellectual property ranges from the Clear Spring Health logo, to trade secrets, and to any programs you may have helped to develop. Like physical assets, intellectual property belongs to Clear Spring Health and must be used only as designated. When you leave and are no longer affiliated with Clear Spring Health, all Clear Spring Health property, resources and confidential information must remain with Clear Spring Health.

Finally, Clear Spring Health also respects the confidential and proprietary rights and intellectual property of other companies and individuals. We abide by all applicable laws regarding copyright, trademarks, privacy and financial disclosures. We follow fair business practices, which means we do not use improper channels to glean information about competitors, nor do we spread false information about them.

What do I do about repeated requests?

Q. My co-worker keeps asking me for more information than I think she needs to do her job. Do I just keep saying no?

A. Try to find out why she thinks she needs the information in question. If she needs it to do her job, then it is appropriate. If not, then you need to remind her of Clear Spring Health's company information and PHI policies. If you can't come to agreement between the two of you, talk to your supervisor.

DEALING WITH AN "EXCLUDED PERSON OR ENTITY"

An excluded person or entity is one that is not allowed to participate in Medicare, state Medicaid or any federal health care programs for any reason. Most commonly, these are individuals that have been found guilty of fraudulent billing or misrepresentation of credentials. Clear Spring Health cannot, directly or indirectly, employ or contract with any excluded person or entity. Clear Spring Health must assure that no persons or entities contracted or affiliated with Clear Spring Health are "excluded." If a person or entity contracted with Clear Spring Health becomes excluded, Clear Spring Health must immediately stop such person or entity from directly or indirectly providing any covered services for reimbursement to Clear Spring Health members. To read about our policy on this issue, please refer to Clear Spring Health's policy MC-010-ALL, Exclusion Monitoring.

The 5 things you need to know about Compliance

1. We are all responsible for compliance and are obligated to report potential and/or actual compliance issues.
2. If you don't understand something, ask questions!
3. If you suspect a compliance issue, report it!
4. All reports are investigated and treated confidentially.
5. Anyone who makes a report in good faith will be protected from retaliation and intimidation.

THE CLEAR SPRING HEALTH COMPLIANCE PROGRAM

Clear Spring Health contracts with the Centers for Medicare & Medicaid Services ("CMS") to administer covered services for enrolled beneficiaries. We administer these services to enrolled beneficiaries in accordance with Clear Spring Health's contractual and regulatory requirements as set forth by CMS. The Clear Spring Health Compliance Program helps assure that Clear Spring Health has systems and processes in place to be compliant with the laws, regulations, sub-regulatory guidance and contract provisions that we are required to follow. Everyone has a role to play in making our Compliance Program effective.

YOUR RESPONSIBILITIES AND OBLIGATIONS

You are responsible for and obligated to help prevent, detect and correct instances of potential and/or actual non-compliance. To make sure we are able to recognize and properly handle non-compliance issues, Clear Spring Health is committed to:

- All-employee compliance training.
- Job-specific training and education.
- Implementing our policies and procedures.
- Enforcing our standards through disciplinary actions.
- Routine auditing and monitoring.
- Communicating on general and specific compliance topics.
- Reporting compliance activities to the Compliance Committee and the appropriate board(s) of directors.
- Proactively monitoring performance in meeting regulatory standards and self-disclosing noncompliance to federal and state regulators.

POTENTIAL OR ACTUAL COMPLIANCE ISSUES

Potential and/or actual compliance issues exist when a business process or behavior does not follow or is inconsistent with the Code, laws, regulations, sub-regulatory guidance, and/or Clear Spring Health's policies and procedures.

FRAUD, WASTE, AND ABUSE ("FWA")

Fraud, waste and/or abuse are special types of potential and/or actual compliance issues. We are obligated to report any FWA issues we see in our day-to-day jobs. FWA can be committed by providers, brokers, health plans, pharmacies, pharmacy benefit management companies, members, and even our employees.

In addition, it is illegal to knowingly present, or cause to be presented, a false or fraudulent claim or statement to the government (False Claims Act). False claims, fraud, dishonesty, or criminal conduct of any sort, on the part of any employee, officer, director, or anyone doing business with Clear Spring Health will not be tolerated.

Do we report on our members?

Q. I think a member let someone else use his/her Clear Spring Health ID card. Should I call him/her to double check?

A. No. This could be member fraud. Report it to your supervisor, along with the details that made you suspicious.

Here is the definition of FWA:

Fraud. An intentional deception or misrepresentation made by a person with the knowledge that the deception could result in some unauthorized benefit to himself or some other person. It includes any act that constitutes fraud under applicable federal or state law.

Examples: Double-billing, forging or altering prescriptions and billing for more expensive procedures than were actually provided.

Waste. To use health care benefits or spend health care dollars in a careless or needless manner.

Examples: Duplicative, inappropriate or unnecessary tests and procedures; preventable hospital readmissions; and medical errors.

Abuse. Practices that are inconsistent with sound fiscal, business, or medical practices, and result in an unnecessary cost to the Medicare or Clear Spring Health programs.

Examples: Reimbursement for services that are not medically necessary or that fail to meet professionally recognized standards for health care.

A provider mistake or member abuse?

Q. I was processing a member claim and noticed the first name is different—the member is male but there's a woman's name on the claim. The doctor's office probably made a mistake, right?

A. Don't assume it's a mistake—report it. The member may be trying to get reimbursed for care someone else received.

Delivering quality care or abusing the system?

Q. I've noticed one physician orders extensive lab work regardless of the members' diagnosis. Is he just being extra thorough or is this an issue?

A. You need to report this so we can find out. Ordering and getting reimbursed for unnecessary tests is provider abuse.

What if I see fraud outside of Clear Spring Health?

Q. I was at a meeting with a broker and I learned that he misrepresented Clear Spring Health to a member. What do I do?

A. Bring this to your manager's attention immediately. If it was an honest mistake, that's one thing. If it's a pattern of fraudulent behavior, that's something very serious.

COMPLIANCE FREQUENTLY ASKED QUESTIONS ("FAQS")

How do I know if something is a potential compliance issue?

A potential compliance issue exists when a business process or behavior does not follow or is inconsistent with the Code, laws, regulations, sub-regulatory guidance, and/or Clear Spring Health's policies and procedures. One of the purposes of our compliance-related training classes and annual refresher courses is to help you identify these situations.

For example,

1) If you identify Clear Spring Health has incorrect member benefit information in its member material—that's a potential compliance issue and must be reported.
2) If you identify required member letters are not being mailed timely—that's a potential compliance issue and must be reported.

What if I don't understand a rule or regulation?

Not understanding does not excuse you from complying. If you don't fully understand a rule, regulation, policy or procedure then you should speak up! There are multiple ways to get clarification:

1. Ask your supervisor. It's his or her job to explain it clearly.
2. Ask the Medicare Compliance Officer.

How to report a Potential and/or Actual Compliance Issue, including FWA

All employees, contractors, officers, board members and other persons affiliated with Clear Spring Health have a duty to immediately report potential and/or actual compliance issues, which include suspected fraud, waste and/or abuse. You have several ways to report a suspected violation:

- Your supervisor—supervisors have an affirmative obligation to, in turn, report the suspected violation to Human Resources and/or the Compliance Department.
- Human Resources staff
- The Clear Spring Health Medicare Compliance Officer
- The Clear Spring Health Compliance Hotline: (866) 467-6958 (allows you to report an issue anonymously, if you wish)
- Email: compliance@clearspringhealthcare.com
- Group 1001 Employee Ethics Hotline: (855) 314-3292

What obligations do I have as a supervisor?

Q. One of my employees/contractors just came to me with something he thinks is a potential compliance issue. I'm not sure it is. What do I do?

A. Talk to your manager to get clarification. Or, if you prefer, you or the employee/contractor who brought it to your attention can report it by phone via the Compliance Hotline or by contacting Human Resources or the Medicare Compliance Officer. The employee/contractor did the right thing by reporting it to you so it's your responsibility to get clarification.

What happens if I don't report something that turns out to be a compliance issue?

You are obligated to report. If you have been through Clear Spring Health compliance training—and you are required to go through it both as a newly hired employee/contractor and annually thereafter—you will be able to identify potential compliance issues. If you do not report a situation that you reasonably should have identified as a potential compliance issue, you will be subject to disciplinary action. That's why we make it as easy as possible for you to report potential compliance issues.

What happens after I report a potential and/or actual compliance issue?

To most of your co-workers and other employees it may seem like nothing is happening. But every reported issue will be investigated. Documents are reviewed, the people involved are interviewed, and you may be asked for additional, clarifying information. The results of the investigation may be presented to the Clear Spring Health Compliance Committee, the appropriate board(s) of directors and the Chief Executive Officer of Clear Spring Health. Clear Spring Health may also use the information to self-report a compliance issue to CMS. The actions taken as a result of the investigation will depend on the severity of the issue. It could be something as simple as implementing a new policy or procedure. Or it could include disciplinary action up to and including immediate termination of employment for those involved.

Will I be treated differently if I report a potential and/or actual compliance issue?

No. There should be no difference in your workplace duties, responsibilities or relationships. Clear Spring Health has a strict policy against retaliation and intimidation. Clear Spring Health will not tolerate anyone retaliating against you or trying to intimidate you when you have reported something in good faith. (However, knowingly making a false report is a very serious issue—one that will be addressed through disciplinary action up to and including termination of employment—so "in good faith" is the key here.) If you feel you are being retaliated against or intimidated, contact Human Resources or use the Compliance Hotline to report it.

Why do I have to take compliance training every year?

Compliance—meeting our legal and contractual requirements—is not an option for Clear Spring Health. New hire training and annual compliance training is a requirement of our contract(s) with CMS. That makes it a requirement for Clear Spring Health employees. If you don't complete and maintain your training, you will be subject to disciplinary action. Because regulations and requirements change, we work to keep the training up-to-date and relevant. The better trained you are, the better you will be able to identify potential and/or actual compliance issues and know what to do once you see them.