

CLEVER CARE HEALTH PLAN

CODE OF CONDUCT

Clever Care Health Plan conducts its business using the highest ethical principles and professional standards ensuring compliance with applicable state and federal laws, rules, and regulations. These principles and standards apply to our relationships with members, providers, vendors, consultants, regulatory agencies, joint-venture partners, board members and to our coworkers. Our understanding of this commitment and our willingness to raise ethical concerns are essential to the well-being of our customers and to the success of the organization.

Clever Care Health Plan strives to establish a culture that promotes prevention, detection, and resolution of instances of behavior that does not obey federal and state laws, regulations and healthcare program requirements.

Clever Care supports the government's efforts to reduce fraud waste and abuse in healthcare and to improve the quality of care provided to each member.

The Code of Conduct presented here is a statement of Clever Care Health Plan's commitment to a culture of integrity, and incorporates applicable federal and state laws, statutes, regulations and sub-regulatory guidance, contractual commitments, and Clever Care policies and procedures.

The Code is designed to assist everyone in carrying out their daily responsibilities within the appropriate legal and ethical standards. It cannot encompass all aspects and is not a substitute for each employee, Board Member, contractor or agent's good judgement and sense of honesty, integrity, and fairness.

It encompasses a set of guidelines that promote adherence to applicable laws and regulations, to detect and where possible prevent, violations of the law and to permit Clever Care to focus on providing the highest quality healthcare to our members.

It is imperative that all directors, officers, employees and vendors comply with the standards contained in the Code of Conduct, immediately report any perceived violations and assist in investigating any allegations of wrongdoing in keeping with Clever Care's policy to prevent the occurrence of unethical or unlawful behavior, to halt such behavior as soon as reasonably possible after its discovery, and to discipline directors, officers, employees, or vendors who violate the standards contained in the Code. This includes anyone who fails to report a known violation.

Consistent with this Code, managers have the additional responsibility to lead by example, to assist their staff with information and resources to resolve ethical dilemmas, and maintain an ethical culture within the organization. Managers are expected to take immediate action upon receiving a report of illegal or unethical conduct. Clever Care encourages managers to support a workplace that fosters open discussion of its business practices and regulatory compliance while enforcing a strict zero tolerance policy for acts of intimidation, retaliation, or retribution for asking questions, raising issues and reporting concerns in good faith.

The Code of Conduct is a guide to help you in your daily work responsibilities. It does not cover every situation you may encounter. The Code of Conduct provides general guidelines as more specific details and direction are provided in the business and department level policies and procedures.

What is expected:

Comply with our Code and related policies and applicable laws;

Learn our Code and complete required training timely, including ethics, privacy, information protection and compliance training;

Use our Code and the related policies and procedures that apply to your work, and the law, as your guide wherever you do business;

Exercise good judgment and avoid even the appearance of improper behavior;

Seek advice when you have questions about our Code, applicable laws or questionable situations; and

Speak up about possible violations of our Code, Clever Care policy, or the law, as well as other compliance issues or concerns.

What is expected of Managers:

Promote a culture of ethics and compliance;

Be an example of appropriate conduct;

Ensure that the people you supervise understand their responsibilities under our Code and other Clever Care policies;

Discuss our Code and reinforce the importance of ethics and compliance;

Create an environment where employees feel comfortable raising concerns;

When evaluating an employee's performance, consider their adherence to our Code;

Never encourage or direct employees to achieve business results at the expense of ethical conduct; and

Act promptly to prevent violations of our Code or the law.

MISSION STATEMENT

VISION: To become the preferred health insurance solutions for members, providers, and communities.

MISSION: To provide a culturally sensitive health insurance solutions for our Members.

CORE VALUES:

- Commitment to Compliance
- Leadership by Example
- Ethics and Integrity
- Value Relationships
- Exceed Expectations
- Respect for All

The Code of Conduct is a compilation of statements which contain the principles governing our work and serves as a guide to help us make the right decisions every day. With emphasis on these principles, Clever Care Health Plan can assure our patients, members, and communities that we have uncompromising values and can be relied upon to "do the right thing."

Clever Care Health Plan is committed to providing ethical and professional services and promoting the best possible state of health for those in our communities. The Compliance Plan, found on the Clever Care website, reflects the values that guide Clever Care operations

CONFIDENTIALITY AND PRIVACY OF INFORMATION

We must protect the privacy and security of all personal information. We are required to learn and understand the rules regarding personal information.

We are trusted and required to reasonably and appropriately safeguard personal information and to use or disclose such information only as authorized by the individual or in compliance with all applicable laws.

Recognize that part of your day-to-day responsibilities may include access to and use of someone's personal information and that the use or disclosure of such information is governed by laws, regulations, customer contracts or company policies. If you are unsure how to appropriately handle such information, ask for assistance and guidance.

When accessing or using personal information in your job, take care of it! Only use information that is required for your job, and only use the minimum amount necessary. You also have an obligation to report the inappropriate access, use or disclosure of personal information. Report such activity to your supervisor, the Compliance team, or use the Compliance Hotline. Calls may be made anonymously.

Always ensure that you are accessing, storing or disclosing personal information only as necessary for your job and only to the extent required for business purposes, and that you are doing so in a secure manner appropriate to the sensitivity of the information and applicable law or policies.

A violation of this Code of Conduct or related policy will subject an employee to disciplinary action, up to and including termination of employment.

WHAT DOES THIS MEAN TO YOU?

Do not discuss confidential information in places where you can be overheard. Do not share information with anyone who is not directly involved in the member's care unless you have a signed authorization to release the information. Based on specific state regulations, this includes discussing the member's care with his/her family members.

Do not give your computer password to anyone. Be sure to clear your computer screen of information and put away files and papers prior to leaving your work area. Turn computer screens away from the view of unauthorized individuals.

Avoid faxing confidential information. If you must, be sure to use a fax cover sheet that includes a confidentiality statement and phone number to call if an unauthorized person receives the information.

E-mails about members should only be shared with those who have a need to know this information in connection with their specific job function(s). Specific identifying information regarding a member including their name, social security number, address or other information should be kept at a minimum or omitted whenever possible. E-mails sent externally should be password protected or encrypted.

If you believe or know that any sort of improper or unauthorized access, use or disclosure of any personal information including Personally Identifiable Information (PII), Protected Health Information (PHI), or other information about an individual, you may speak confidentially to a Compliance Officer/Investigator using one of the contacts below or please submit detail of the incident via email to one of the private and confidential email addresses provided for reporting.

QUESTIONS & ANSWERS

Q. What should I say if a member asks me what information we collect about him and what we do with it?

A. Under HIPAA, we are required to post and provide upon request a Notice of Privacy Practices, which tells member what information we collect and how we use it.

Q. I observed a co-worker using the Clever Care computer to look at the birth date of another co-worker. What should I do?

A. Employees may be terminated for accessing information without the need to know. Based on your level of comfort, you have the option of reporting this to your manager, supervisor, Compliance Committee member, or through the Compliance Hotline.

RECORDS MANAGEMENT AND INTEGRITY

The records of Clever Care Health Plan are maintained to provide an accurate and auditable account of all financial transactions. No false or deceptive entries may be made, and all entries must contain an appropriate description of the transaction. All company funds must be retained in corporate bank accounts, and no undisclosed or unrecorded funds or assets shall be created for any purpose. All reports, vouchers, bills, invoices, payroll and service records, time worked, member records, and other essential data must be prepared with care and honesty.

Employees and agents involved in the negotiation of contracts for Clever Care Health Plan will ensure that all statements, communications and representations are open, accurate, appropriate, truthful, and comply with applicable laws and regulations. Employees are required to inform their supervisors of conflicts of interest and to refrain from participating in contract negotiations with any vendor, if this situation exists.

The Clever Care Contracting Department should approve all provider contracts and should be contacted to approve any substantial changes. Every effort shall be made to ensure that any physician contractual arrangements do not violate the Anti-Kickback Statute, Stark Laws and/or IRS regulations. All contractual arrangements with physicians, clinicians, and referral sources must identify the specific services to be paid. Payment for services must be based on time commitments and fair market value rates for compensation. Payment cannot be based on the volume or value of any business referred to Clever Care. All contract payments or other benefits provided to physicians should be supported with adequate documentation to justify the business purpose for which the payment is being made.

All requests for business records from any regulatory agency shall be prepared in an accurate and timely manner in accordance with applicable laws and regulations. The Legal Department will provide direction for responding to requests for business records. Always notify the Legal Department before responding to a subpoena, search warrant, request for an interview or other non-routine request for access to information related to Company matters; always cooperate fully and be truthful in any information you provide to the government; and never alter, withhold or destroy records related to an investigation

WHAT DOES THIS MEAN TO YOU?

Accurate and reliable records are essential for meeting the financial, contractual, and legal obligations of Clever Care. You must take great care to guarantee that all Clever Care records and transactions are complete, accurate, timely and in compliance with Clever Care policies and practices.

Your time and attendance record must accurately reflect the number of hours worked. Your supervisor's review of your time and attendance record verifies the accuracy of the hours reported. Supervisors must not place unreasonable pressure on employees that may lead to falsification of time charging.

Employees who document in a handwritten or computerized member record must always maintain the accuracy and legality of the record. Record documentation policies and procedures are to be followed at all times. Contact your supervisor if you have questions or concerns about documentation.

QUESTIONS & ANSWERS

Q. My manager says I should cut a check to a vendor, but I have no back-up data to justify what the check is for. What should I do?

A. Discuss your concern with your manager. If you do not feel that your concern is being heard, please contact a supervisor, a member of the Compliance Committee, or the Compliance Hotline.

Q. NCQA is visiting us soon and I have been asked to backdate revised policies and procedures. Is this legal?

No. All dates on policies, procedures, plans, forms, and record entries should reflect the actual date they were written or revised. Please report your concern to your next level supervisor, Human Resources, or the Compliance Hotline.

CONFLICT OF INTEREST

Each of us has a duty to advance the interests of Clever Care Health Plan's when an opportunity is presented. You may not use Clever Care property, information or your position with the Company to take advantage of corporate opportunities for your personal gain, unless first presented to and rejected by Clever Care, and you are not competing with the Company

A conflict of interest exists when there is a conflict between a person's private or personal interests and his/her responsibilities as an employee. A conflict of interest may occur if an employee's judgment and discretion are influenced, or could appear to be influenced, by potential personal gain due to a financial, business, or family relationship with a competitor, vendor, or contractor with Clever Care. Employees may not use their position to profit personally or to assist others in profiting at the expense of Clever Care.

Even an appearance of a conflict may damage the Company's reputation or be in conflict with the Company's goals and objectives. We expect our employees to avoid any real, or the appearance of, any conflicts of interest

A conflict of interest may include:

Ownership or employment with an outside company/vendor that does business with Clever Care;

Direct or indirect competition with Clever Care regarding the purchase and/or sale of property, interests or services;

Representation of Clever Care in any business deal in which the employee has substantial personal interest;

Disclosure or use of confidential or inside information about Clever Care for personal profit or advantage;

Use of Clever Care materials, products, services, programs, procedures, or property for personal profit without prior approval;

Gifts, gratuities or entertainment which influence purchasing decisions;

Performing work or services or having a business connection with a competitor.

When dealing with or making decisions affecting vendors or customers, employees shall be careful not to unintentionally commit either themselves or the company to a vendor or customer. In conducting business with vendors or customers, employees are expected to act fairly, objectively and in the best interests of the company.

Outside employment may also create a conflict of interest if it places an employee in the position of speaking for the company, providing services significantly similar to those the company provides or may provide, or lessens the effectiveness normally expected of employees.

You must report a conflict of interest by completing the Conflict of Interest form at hire, annually, or when a conflict arises or diminishes. The Conflict of Interest form is posted on the Clever Care Public SharePoint. If you have any questions about completing the form, contact the Compliance Officer.

Obtaining conflict of interest attestations helps Clever Care minimize the probability of relationships that could lead to instances of FWA. Upon initial hire/contracting and annually thereafter, employees and Directors are required to disclose any conflicts of interest real or apparent.

WHAT DOES THIS MEAN TO YOU?

You must avoid entering into relationships or activities that could interfere, or appear to interfere, with your judgment in making sound business decisions for Clever Care.

You may not have any employment, consulting, or other business relationship with a competitor or customer or invest in any competitor or customer based on non-public information gained as part of your employment without management's permission.

Employees shall report outside financial interests of their own or of an immediate family member. Any questions relating to conflicts or potential conflicts of interest should be referred to Human Resources, departmental management, and/or the Compliance Department.

An attestation regarding conflict of interest must be signed and filed each year.

QUESTIONS & ANSWERS

Q. I am a Clever Care employee who has been successful in implementing many cost saving practices. I am considering starting a business to help similar companies reduce costs. I will remain in my current position. Is this a conflict of interest?

A. Yes. Employees are required to refrain from engaging in any activities that create a conflict or the appearance of a conflict of interest. Employees are required to discuss questions with their department head, Human Resources, or the Compliance Officer, prior to engaging in any activity or conduct that may create a conflict or the appearance of a conflict of interest.

Q. Two months after I completed my annual Conflict of Interest statement, I became part owner of a company that sells supplies to Clever Care. Do I need to do anything?

A. You must immediately notify your supervisor and complete a new Conflict of Interest Statement. It is important that Clever Care be aware of your ownership interest so that appropriate procedures may be followed to protect you, and Clever Care.

GIVING AND RECEIVING GRATUITIES

The appropriateness of giving and receiving gifts or entertainment can often be dependent on specific circumstances.

OFFERING GIFTS

In general, you must not offer or provide a gift to gain an unfair advantage with a business partner. In addition, you must not seek or accept a gift of greater than nominal value from anyone soliciting business from or doing business with Clever Care Health Plan— or from any person or entity in competition with Clever Care.

We strive to conduct business with honesty, integrity, fairness and openly. We have a zero-tolerance policy toward bribery. We comply with all applicable laws regarding corruption and bribery including the Anti-Kickback Statute. It is illegal for companies or individuals to offer, pay or approve payments to government officials or others to influence official action. A “payment” refers to anything of value, including money, gifts, hospitality, sponsorships, entertainment or travel.

RECEIVING OF GIFTS

You and your family members may not accept:

Money or gifts (regardless of dollar amount) from customers;

Money from vendors;

Gifts valued \$25 or more

"Gifts" include any item, favor, discount, entertainment, meal, hospitality, loan, personal service, transportation, travel, and lodging, whether provided by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred.

"Gifts" do not include:

Loans from banks and other financial institutions on terms generally available to the public;

Opportunities and benefits, including favorable rates and commercial discounts, available generally to the public;

Rewards and prizes given to competitors in contests or events, including random drawings, open to the public, unless your entry into the contest or event is required as part of your official duties.

GIVING TO GOVERNMENT EMPLOYEES

With regard to all government employees who work for customers or potential customers of Clever Care, it is our company's policy to disallow our employees giving individuals anything of value.

There are four (4) exceptions to this rule:

Offering promotional items of nominal value (\$20.00 or less), such as a calendar or coffee mug, which displays the company logo;

Offering modest refreshments, such as coffee and donuts in connection with a business discussion;

Offering a meal on-site to accommodate continuing business meeting with government employees;

Offering food, refreshments, entertainment, instructional materials at a widely attended event provided the government employee's agency has properly authorized his/her attendance.

WHAT DOES THIS MEAN TO YOU?

Attending business meals on an infrequent occasion with a vendor or other persons who are or who may have business transactions with Clever Care may be permissible as long as the value and frequency are not extreme and do not influence purchasing or contract decisions.

If you are offered money or a prohibited gift, or if either arrives at your office, home or any other place, inform your department head or the Compliance Department immediately. Appropriate arrangements will be made to return or dispose of the item and the vendor or customer will be reminded of the company's policy.

Never give gifts of more than a nominal value (\$20.00 or less) or money of any amount to anyone in a position to influence member referrals. Physicians may only be given gifts if approved by Executive Leadership and for an amount identified in Stark Laws. All gifts must be reported and logged in the Finance Department.

With regard to non-governmental personnel, it is allowable to provide meals, refreshments, and entertainment with reasonable value, less than \$25.00, in connection with business discussions, provided this does not violate the policies of the recipient's organization. To provide such items valued over \$25.00 requires executive management's approval.

QUESTIONS & ANSWERS

Q. A vendor has offered to pay my travel and lodging to attend training on their product. Is this okay?

A. You should not accept this offer as it could be construed as a gift or inducement. Any questions concerning gifts or entertainment should be resolved by contacting your supervisor, Human Resources, or the Compliance Department.

Q. Occasionally a vendor or a pharmaceutical company we do business with brings lunch to the department. Is this a conflict of interest?

A. No conflict of interest exists if the meal is extended as a business courtesy, does not occur frequently, does not appear to be an inducement for business, is available to everyone, and is less than \$25.00 per person.

BUSINESS INDUCEMENTS

The Anti-Kickback Act of 1986 prohibits the offering, soliciting, or accepting of any kickback, as well as including any amount of a kickback in a contract with the U.S. or in return for referring an individual to a provider for services paid for by Medicare, Medicaid, CHAMPUS or other federal health programs. A kickback is defined as any money, fee, commission, credit, gift, bonus, thing of value, or compensation of any kind that is provided for the purpose of obtaining or receiving favorable treatment in a contract with the U.S., or in return for a patient referral. In addition, the Anti-Kickback Act requires each contractor to promptly report a violation of the kickback laws to the appropriate Federal agency, Inspector General, or the Department of Justice, if the contractor has reasonable grounds to believe that a violation exists.

The Stark Law prohibits all referrals for the provision of specific designated health services, if the referring physician or an immediate family member has a financial relationship that is based on referral volume or value with the entity which receives the referral. A financial relationship may be either an ownership or a compensation arrangement. This does not include referrals from a facility or a non-physician to another entity.

Under the Federal Trade Commission Act, advertising must be truthful and non-deceptive. Any promotions or advertisements that include immoral, or unethical, behavior is a violation of the law. All promotional activities including marketing and public relations events are based upon truthful representation of actual services, programs, operations, or successes. Under no circumstances, may

marketing publications or advertisements be implemented which ridicule our competitors, customers or members.

All marketing activities must follow the specific regulations of the agency overseeing the product or plan. Specific regulations address the location of marketing activities, the development and distribution of marketing materials, and the monetary value of marketing giveaways and refreshments. Sanctions may be levied for non-compliance.

WHAT DOES THIS MEAN TO YOU?

Employees are expected to conduct business with all parties including employees, health care professionals, vendors, and payors in accordance with high moral and ethical standards. Employees should never offer any type of business courtesy to a customer for the purpose of obtaining favorable treatment or advantage.

Clever Care staff are prohibited from knowingly and willfully soliciting, receiving, offering, or paying any remuneration (cash or in-kind) including any kickback, bribe, or rebate to induce referring an individual to a provider for any item or service for which payment is made. Clever Care will not pay employees, physicians or other health professionals for referrals.

The Clever Care Legal Department should closely review any of the following types of arrangements which may implicate anti-kickback and self-referral laws and regulations:

- Rental of office space to physicians;
- Rental of physician office space to persons or entities to which the physician refers;
- Business arrangement with physician which involves making referrals;
- Employment arrangement or a compensation arrangement that has a productivity requirement;
- Compensation arrangement for products or services which are reimbursed with federal funds;
- Provision of free or discounted products or services, valuable favors, and gifts which may be interpreted as an inappropriate inducement;
- Purchase or divestiture of a medical practice or medical practice assets.

QUESTIONS & ANSWERS

Q. I recently saw a signed requisition for several thousand dollars to a physician we know does not, but would like to, have a relationship with. What should I do?

A. You should notify your supervisor of a possible violation. If this request is not withdrawn, you should notify a higher level of management or call the Compliance Hotline.

HEALTH CARE FRAUD WASTE AND ABUSE/ WHISTLE BLOWERS

Clever Care Health Plan has a strong commitment to prevent, detect and correct fraud, waste and abuse. Fraud, waste and abuse directly impacts our Members, health care providers, the Medicare Program and Clever Care Health Plan's financial stability.

Fraud, waste, and abuse (FWA) are special types of potential compliance issues. FWA is a big problem in the Medicare Program and Clever Care Health Plan is obligated to report any FWA issues we see in our day-to-day jobs. FWA can be committed by various entities, including but not limited to providers, brokers, health plans, pharmacies, pharmacy benefit management companies, our members, and even our fellow employees.

Fraud is defined as intentional deception or misrepresentation made by an entity or person with the knowledge that the deception could result in some unauthorized benefit to the entity or persons.

Waste includes practices that, directly or indirectly, result in unnecessary costs to a government program, such as overusing services. Waste is generally not considered to be caused by criminally negligent actions but rather by the misuse of resources.

Abuse is defined as practices that are inconsistent with sound economic, business, or medical practices and which result in an unnecessary cost to a government health care program or other health care plan.

Identify Theft may also lead to fraud or abuse. When a person's name or other identifying information is used to obtain medical services or goods, or used to submit false insurance claims for payment, it may also result in erroneous health information being added to the victim's medical records. Victims of medical identify theft may receive the wrong medical treatment, exhaust insurance benefits, or be tagged as an illicit drug user.

The Deficit Reduction Act requires entities receiving more than \$5 million in annual Medicaid funds to develop policies and staff/contractor education concerning the prevention and detection of fraud, waste, and abuse. The Deficit Reduction Act requires investigation of all potential false claims and fraud/abuse; payment coordination; claims payment only for U.S. citizens or qualified aliens; co-payment limit compliance; and electronic claims submission by large providers.

Administrative Remedies for False Claims and Statements states that any person who makes, presents, or submits a claim that is false or fraudulent is subject to a civil penalty of not more than \$5,000 for each claim and an assessment of not more than twice the amount of the claim.

The False Claims Whistleblower Employee Protection Act prohibits a company from discharging, demoting, suspending, threatening, harassing, or discriminating against any employee if the employee reports or assists in the investigation of a false claim.

The Office of the Inspector General (OIG) is charged with investigating suspected fraud and abuse. The OIG imposes civil monetary penalties and other administrative actions, including program exclusion against providers for fraud and abuse misconduct.

Clever Care Health Plan, Inc. is prohibited by law or contractual provisions under certain government contracts, from contracting or doing business with any person or entity that is currently debarred, suspended, excluded or declared ineligible to perform work under any government

contract or subcontract. Clever Care Health Plan Inc. will not knowingly employ any individual who has been convicted of a criminal offense involving government business, is listed by a federal or state agency as suspended, debarred, excluded, proposed for debarment or suspension, or is otherwise excluded from federal or state program participation, for the purpose of fulfilling its obligations under certain contracts with the federal and state governments

WHAT DOES THIS MEAN TO YOU?

All Clever Care employees have the responsibility to report any suspected fraud and abuse activities to their immediate supervisor, the Compliance or SIU Department, to the Fraud, Waste and Abuse email or the Compliance Hotline.

Clever Care will guarantee all potential fraud and abuse violations will be investigated and actions taken to correct the identified problem. SIU will investigate all reports of fraud, waste, and abuse related to employees, members, employers, brokers, pharmacies, and other vendors in accordance with Clever Care's FWA program and related policies and procedures.

No one may punish or seek reprisal against any individual/entity actions including, but not limited to reporting/investigating potential issues, conducting self-evaluation, audits, remedial actions, and reporting to appropriate officials. Clever Care will not permit intimidation, retaliation or other abuse of this reporting system through the reporting of unfounded accusations against other staff to harass or obtain revenge for personal disputes. See Whistleblower and Non-Retaliation Policy for more information

Under no circumstances will Clever Care take any adverse action or revenge of any kind against any employee because they report a suspected violation of Federal or state laws and regulations. If you feel your concerns are not acted on through the Compliance Program, you may take external action under the False Claims Act.

QUESTIONS & ANSWERS

Q. I think one of the providers I work with is fraudulently billing. I have discussed it with my supervisor and senior management, and all agree an investigation needs to be done. What steps do I take now?

A. Review the FWA program and its related policies. The policy on the Detection of Fraud Waste and Abuse available of the Clever Care Health Plan website explains the procedure for reporting suspected fraud waste and abuse and the special investigation to follow.

Q. I feel Clever Care is involved in some fraudulent activities and I told my supervisor. I just received my evaluation and I don't think it reflects my work performance. In fact, I feel I am being retaliated against for bringing up my concerns. What should I do?

A. Clever Care does not condone any adverse actions or retribution of any kind toward an employee who has reported any concerns about fraud or abuse activities. Please report your

concerns to your senior manager, Human Resources, any member of the Compliance Committee or through the Compliance Hotline.

BILLING PRACTICES FALSE CLAIMS

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 Clever Care Health Plan will not be tolerated.

Federal laws and regulations govern billing and claims of members for services rendered. Procedures must be strictly followed as defined by laws and regulations. Failure to follow these procedures can lead to exclusion from federal funding including payments from Medicare, Medicaid, and CHAMPUS. In addition, this could expose Clever Care to criminal and civil liability.

The Federal False Claims Act covers fraud involving any federally funded contract, including Medicare and Medicaid. Legal responsibility is established for ‘any person who knowingly presents or causes a false or fraudulent claim for payment by the U.S. government’. Knowingly is defined as ‘a person having actual knowledge of false claim information and acting in deliberate ignorance or reckless disregard of the information’. The federal False Claims Act is very broad and prohibits a wide range of practices that may be false or fraudulent. Examples include:

- Submitting false or fraudulent claims for payment with federal funds.
- Making a false record or statement to get a false or fraudulent claim paid.
- Conspiring to have a false or fraudulent claim paid by the government.
- Withholding property of the government with the intention of defrauding the government or of willfully concealing it from the government.
- Making or delivering a receipt for government property which is false or fraudulent.
- Buying property belonging to the government from someone that is not authorized to sell the property.
- Making a false statement to avoid or deceive an obligation to pay money or property to the government.
- Causing someone else to submit a false claim to the government.
- Knowingly use or cause to be used a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property.
- Omitting a material fact to get a false or fraudulent claim paid.

State specific False Claims Acts must also be followed. Healthcare providers violating the Federal False Claims Act can be subject to civil monetary penalties ranging from \$10,957 to \$21,916 per false claim and three times the amount of the government’s damages.

The Criminal Penalties for Acts Involving Federal Health Care Programs provides for criminal penalties and a fine of not more than \$25,000 or imprisonment for not more than five (5) years or both.

WHAT DOES THIS MEAN TO YOU?

Clever Care is committed to having qualified personnel and sound policies and procedures that result in accurate billing and paying of claims. Clever Care is also committed to accurate billing and paying of claims that are medically necessary, reflect the services and care provided to members, and are justified by medical record documentation. Never file or pay a claim for services different from those described in the member record and/or which were provided to the member. Ask questions whenever you are unsure about the procedure for submitting or paying a claim or when you are unsure about the accuracy of a claim.

Any employee, contractor, or Clever Care representative who is aware of or suspects any false report or document, false claim, improper billing practices, or violations of company policies and procedures must report their concern to their manager, the Compliance or SIU Department, to the Fraud, Waste, and Abuse Hotline, or by email. Any violations will be investigated in accordance with the Compliance Department's investigation policies.

QUESTIONS & ANSWERS

Q. I have been asked to pay claims for a provider that does not follow acceptable documentation practices. Should I do this?

A. Never pay claims when you know that the provider is billing either incorrectly or without sufficient documentation to support the services being provided. You should report this request to your supervisor or other management staff, as applicable.

Q. I think that Clever Care has been untruthful in a recent response to a proposal. I feel strongly that false statements were made which will greatly affect the chances of Clever Care winning the contract. Who should I contact?

A. Clever Care does not condone any false statements being made in response to proposals, or to any government agency, client, or those it does business with. All suspected incidents of false statements being made should be reported to your supervisor, the Compliance Department, or to the Compliance Hotline.

ANTITRUST REGULATIONS

Antitrust laws protect against practices that interfere with free competition. They are designed to promote a competitive economy in which each business enterprise has an opportunity to compete fairly on the basis of price, quality and service, and in the employment marketplace. To comply with these laws, each employee, director and contractor must deal fairly with the Clever Care Health Plan's customers, service providers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through unfair-dealing practices. Everyone is encouraged to avoid discussions with competitors that may appear to unreasonably restrain competition.

The Federal Trade Commission, the U.S. Department of Justice and the state Attorney Generals share the responsibility for enforcing antitrust laws. Antitrust laws promote strong competition by prohibiting agreements among competitors that fix or influence prices, divide geographic or product markets, or boycott other firms. The sharing of information with competitors is a highly sensitive matter, particularly when that information could form the basis of a pricing agreement. Similarly, conduct that could be understood as an agreement with a competitor to market in a certain place or manner, or to refuse to deal with a third party, is dangerous.

Antitrust laws also address conduct by a single firm acting alone. When a firm dominates a particular market by virtue of its market share or other unique competitive advantage, care must be taken in the manner it refers business, acquires customers, uses its leverage to force the purchase of unwanted goods or services, or offers price incentives or discounts to favored buyers.

The submission of bids or proposals to government or private sector members raises the risk of antitrust problems because of the potential for conspiracy among bidders. Agreements among competing bidders on pricing or the allocation of work are among the most serious antitrust violations. They expose bidders to criminal, civil or administrative penalties for misrepresenting facts or otherwise failing to follow regulatory requirements. Shared bidding should be evaluated by management and legal counsel for problems. All bids or proposals should be accurate, complete and directly responsive to the prospective customer's request, and may not contain any information that is false or intentionally misleading.

WHAT DOES THIS MEAN TO YOU?

The antitrust laws are difficult. Companies or their employees guilty of violating these laws can face fines or jail sentences. These laws also allow injured persons or companies to bring lawsuits to recover damages and attorney fees. If you have any questions, ask advice from your supervisor, the Compliance Hotline, or the Clever Care Legal Department before taking any action.

QUESTIONS & ANSWERS

Q. While attending a seminar, I sat next to an employee of a Clever Care Health Plan competitor. She started telling me about certain confidential projects that she is working on. What should I do with this information?

A. You should immediately report it to a member of the Legal Department assigned to your business unit without sharing the information with anyone at Clever Care. Do not discuss or share sensitive competitive information (for example, information relating to pricing or market share) with representatives of other companies or industry and trade associations.

Q. Two days ago, a representative of a competitor called me to discuss dividing sales territories to maximize revenues for my business and her employer. Does this activity raise any concerns?

A. This suggestion is likely a violation of the competition laws. Conversations like this should be avoided and reported to your business Legal Representative immediately.

USE OF RESOURCES AND OTHER INFORMATION

Employees are expected to preserve Clever Care assets, property, facilities, equipment, and supplies and to follow established internal control procedures in handling and recording all funds and property. Employees must receive approval from a manager prior to engaging in any activity on company time that will result in compensation of the employee or the use of Clever Care equipment, supplies, materials or services for personal or non-work-related purposes.

Employees should not use corporate communication services and equipment for personal purposes except in emergencies or when extenuating circumstances warrant it. This includes but is not limited to mail, electronic mail, courier services, facsimiles, telephones, telephone systems, computer networks, on-line services, computer files, telex systems, video equipment and tapes, tape recorders and recordings, pagers, cellular phones, and bulletin boards. Excessive personal use and/or use of the company's computer system (including but not limited to E-mail and Internet access) which in any way compromises the operation or integrity of the company's computer system is grounds for disciplinary action, up to and including termination of employment.

Intellectual property includes innovations, trademarks, copyrights and trade secrets developed on Clever Care time or using Clever Care resources, as well as any business ideas or information that the Company owns, such as unique products and business methodologies. Each of us must protect and keep confidential Clever care's intellectual property. Any work product or intellectual property that you develop while employed by Clever Care remains the property of Clever Care. If you terminate employment with Clever Care your obligation of confidentiality continues. In addition, you must respect the intellectual property of other entities

Any improper financial gain to an employee through misconduct involving Clever Care property, including theft of property, embezzlement of money or the use of money belonging to Clever Care for anything other than an authorized purpose, is a serious violation and may lead to legal prosecution.

It is a violation of the Code of Conduct to create, access or exchange messages or information on or through the Company's electronic mail systems or computer networks that is offensive, harassing, obscene, threatening or disparaging to others. Simply stated, do not send anything via

the electronic mail systems that you would not want disclosed publicly. In addition, do not access such information using the business computer systems

Authorized Users have no legitimate expectation of privacy with regard to any communication that they create, receive, or store in Clever Care's assets and systems, including, but not limited to emails, instant messaging and photographs. Authorized Users should be aware that all information created or stored on the company's information systems, is the property of Clever Care, is subject to monitoring and auditing.

The company cannot and does not guarantee the privacy or confidentiality of any personal (i.e., non-business-related) information stored on Clever Care's information systems. Personal (i.e., nonbusiness-related) information that is intended to remain private and/or confidential should therefore not be created or stored in Clever Care's systems.

Social networking is the use of SharePoint, blogs, wikis, virtual worlds, Twitter, Facebook, Instagram, Snapchat and other emerging media. Generally, Clever Care does not permit Authorized Users to use its assets and systems for social networking. All Authorized Users are personally responsible for the content they publish on social networking platforms. Clever Care strictly prohibits the use of its assets and systems for social networking communications that damage or that could damage Clever Care's business reputation as well as the business reputation of its customers and providers

POLITICAL ACTIVITIES

Clever Care encourages its employees, officers and directors to participate in the political process as private citizens. However, when you make political contributions or engage in political activities on a personal basis, care must be taken to clearly distinguish personal political views from those of the Company. Any use of Clever Care equipment, supplies, time, facilities, phones or administrative support in connection with any sort of political activity would be a misuse of company assets, but could also be considered a "political contribution" in violation of laws and Clever Care's policies that apply to corporate contributions. In some cases, even personal giving may be prohibited. In certain cases, employees or even spouses may be prohibited from giving.

EQUAL OPPORTUNITY EMPLOYMENT

Pursuant to Executive Order 11246, Section 503 of the Rehabilitation Act of 1973, and the Veterans Readjustment Assistance Act of 1974, Clever Care, Subcontractors, Suppliers and Vendors are obligated to provide equal employment opportunity without regard to race, religion, sex, national origin, age, genetic information, disability, and/or veteran status.

Clever Care Health Plan promotes diversity and equal opportunity in employment. Each of us is responsible for maintaining a positive work environment and ensuring that all individuals are treated with respect and dignity. Our employment-related decisions must be based upon an

individual's skills, qualifications and job performance. We do not allow decisions to be based on any factors that are discriminatory and prohibited by law – including, in the United States for example, race, color, sex (including pregnancy), age, disability, veteran status, religion, national origin, ancestry, sexual orientation, gender identity, marital status, domestic partner status, genetic information or citizenship status.

PREVENT HARRASSMENT

Clever Care does not tolerate any form of harassment, which includes any type of verbal or physical behavior that is intimidating, threatening or demeaning (examples include racist, sexist or ethnic comments or jokes). Harassment is not only unacceptable in Clever Care's offices, but also in any other Clever Care work setting, at any Clever Care- sponsored event or when using Clever Care's electronic assets (e.g., email, voicemail and Internet access).

Each of us must avoid engaging in any of this conduct and, if we observe it, report it to management or human resources.

SAFE WORK ENVIRONMENT

We have the right to a safe and healthy work environment, free of illegal drugs, alcohol, and workplace violence. Clever Care will not tolerate actions or threats by anyone who disrupts business activities or places customers, employees, suppliers, or visitors at risk of harm. Possession of weapons, firearms, firearm ammunition, firearm replica, or firearm components on owned or leased company property, regardless of whether the employee possesses a license to carry a concealed weapon, is prohibited. If you have a concern for your own or someone else's safety, please contact Security.

Workplace safety also extends to our physical work environment. It is important that you identify and promptly report any condition that could create a physical hazard in your area to Security.

DRUGS AND ALCOHOL

Clever Care Health Plan is committed to providing an alcohol-free and drugfree work environment. The unauthorized use, possession, sale, exchange or purchase of drugs or illegal substances on Clever Care premises, or at any time when representing the Clever Care, is strictly prohibited. Likewise, use, possession, sale or exchange of alcohol on Clever Care premises or at any time when representing the Clever Care is strictly prohibited, except when associated with an approved business meal or legitimate business event. Prescription drugs ordered by a physician, which do not interfere with job performance, are permitted. We should never come to work under the influence of alcohol, drugs (including lawfully prescribed drugs) or any other substance that could impair our ability to perform our job or jeopardize the safety of others.

Gambling Consistent with our commitment to complying with all federal and state laws, Clever Care strictly prohibits illegal gambling, raffles or other games of chance using Clever Care

resources or in Clever Care facilities. This includes sports betting pools, brackets and all other forms of gambling.

COMMUNICATE OPENLY, RESPECTFULLY AND HONESTLY

Open communication means we give one another accurate and timely information about business issues. Differing opinions and expressions of concern are welcome; while we may disagree with one another, healthy debate is important. Our communication with each other is always professional and courteous. Being rude or abusive is never acceptable. Open communication is an expression of respect for each other.

WHAT DOES THIS MEAN TO YOU?

Employees are responsible and accountable for the proper payment of company funds and use of company property. Surplus, obsolete or unwanted company property should be properly disposed of and recorded. Unauthorized disposal of property is a misuse of assets.

Use of company equipment such as stamp machines, long distance service, copier, video equipment, etc. is not permitted for personal use, except in emergencies or when extenuating circumstances warrant it.

The E-mail system cannot be used by employees to express discriminatory views, threaten or harass employees, or to advertise information that brings personal or financial gain.

QUESTIONS & ANSWERS

Q. I am the secretary of our Civic League and I need to have copies of meeting minutes available to all that come to the meetings. May I use the office copier for this?

A. The office copier should not be used for personal use such as copying of school papers, community meeting minutes, community flyers, invitations, etc. The copier should only be used for activities that are Clever Care business or for Clever Care supported activities.

Q. I am active in political campaigns and have given donations in support of various candidates. Is this a conflict with my position at Clever Care?

A. There is no conflict as long as you are contributing your personal time and money to political campaigns. The time you contribute must not be part of your normal business hours and in no way can it be inferred that Clever Care is contributing to the campaign. You may not solicit co-workers for contributions.

INSIDER TRADING

There are strict laws and regulations that prohibit insider trading. Insider trading refers to the illegal practice of trading securities while you are aware of material nonpublic information (also known as “inside information”) about a company. You must not buy, sell or trade Clever Care – or the securities of other companies – until that information becomes public.

Information is considered public when it has been publicly released by a company (for example, by means of a press release) and enough time has elapsed to permit the investment market to absorb and evaluate the information.

Clever Care has a policy prohibiting trading on insider information. Employees who have material non-public (“insider”) information are prohibited from purchasing or selling the stock. Employees may not use insider information for the purpose of communicating such information (“tipping”) to those who trade.

Information is “material” if a reasonable investor would consider it important in determining whether to buy or sell the company’s stock. Any doubt should be in favor of concluding that information that could have any significance to an investor is material. “Non-public” or “inside” information is information that has not been disclosed to the public.

Supervisors are responsible for taking appropriate steps to prevent their employees from engaging in insider trading. The obligation not to trade while in possession of insider information applies as long as the information is material and non-public and, therefore, may continue even after an employee leaves the company, regardless of the reason for leaving.

COMPLETION OF ANNUAL COMPUTER-BASED TRAINING

The Clever Care Board of Directors, Chief Executive Officer, senior management, managers, and staff are required to annually complete the Clever Care Code of Conduct computer-based training. Please be sure to complete your required annual training on the Code and all other mandated policies.

CONCLUSION

REPORTING VIOLATIONS

How do you recognize a possible violation of the laws and regulations that affect Clever Care?
Ask yourself the following questions:

Is this in compliance with the Code of Conduct; Clever Care policies; laws and regulations?

Have you seen or heard something that you suspect may be incorrect?

Have you observed any business practices that may be misrepresenting the company?

How would your family and friends feel about the issue? Would they feel comfortable if they were involved?

What would the general public think about the issue?

Employees are required to report any suspected violations of this Code of Conduct or other irregularities to their supervisor, Compliance Department, or by calling the confidential Compliance Hotline. Managers and above are to report any suspected problems or issues to the Compliance Department for further investigation. You are encouraged to use the Compliance Hotline whenever you have a question or concern that cannot be addressed within your immediate work environment. The Fraud, Waste and Abuse Hotline is dedicated to reporting fraudulent behavior from staff, providers or members. Calls may be made anonymously. Employees working on contracts with the U.S. Government may also report suspected violations or irregularities to the U.S. Government.

No adverse action or retaliation of any kind will be taken against an employee because he/she reports a suspected violation. If you are reporting your own actions, you may still be subject to disciplinary proceedings to the extent of your personal involvement in the reported activity. Such reports shall be treated confidentially yet permit the company to conduct a complete investigation.

Be certain to read, understand, and adhere to this Code and any other business specific obligations as you carry out your daily activities. If you have any questions, please contact the Compliance Department. As a condition of employment, all Clever Care employees must read and attest that they have read and will comply with the Code of Conduct, which will be provided annually with employee training.

CLEVER CARE

COMPLIANCE HOTLINE

1-833-217-8644

FRAUD, WASTE, AND ABUSE HOTLINE

1-833-217-8645

or by email at:

compliance@ccmapd.com

fwa@ccmapd.com