



 MedImpact Holdings, Inc.
and certain of its direct and
indirect subsidiaries (“MedImpact
Entities”)

Code of Ethics and Business Conduct (“Code of Conduct”)

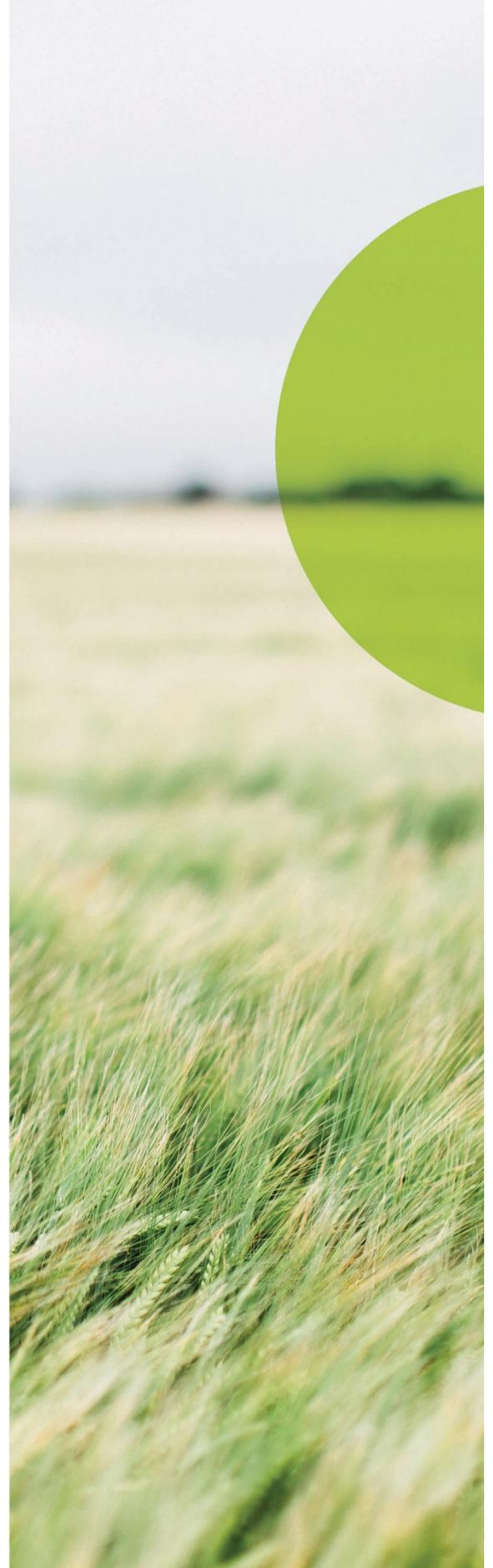
OCTOBER 2022



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(Document #560-RD-1039)





MedImpact Entities

Code of Ethics and Business Conduct – “Code of Conduct”

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Overview

This Code of Ethics and Business Conduct (“Code of Conduct”) sets forth specific corporate policies relating to the legal and ethical standards of MedImpact Holdings, Inc. (“MHI”) and certain of its direct and indirect subsidiaries. MHI and certain of its direct and indirect subsidiaries are referred to herein individually as a “MedImpact Entity” and collectively as the “MedImpact Entities”. This Code of Ethics and Business Conduct sets forth the standards of conduct for all representatives of the MedImpact Entities, including members of the Board of Directors or other governing group (referred to herein as “Board of Directors”) when acting in their capacity as a board member, onsite and offsite employees and contractors, volunteers, and temporary workers who perform services on behalf of a MedImpact Entity but are not employed directly by a MedImpact Entity. All of these individuals and entities, from the top of the organizations down, are expected to uphold this Code of Ethics and Business Conduct while acting on behalf of, or while providing services to or for, the MedImpact Entities.

The success of the MedImpact Entities in the marketplace depends on each individual’s knowledge and adherence to the legal and regulatory requirements that affect his/her job. Operating within legal guidelines and cooperating with local and national authorities is an important part of the Code of Ethics and Business Conduct of the MedImpact Entities. Legal compliance is the starting point. Meeting legal obligations lays a solid foundation for the corporate values – legal and compliance obligations, integrity, honesty, respect for people, and a dedication to quality – that defines the MedImpact Entities.

It is the policy of the MedImpact Entities to observe and comply with all applicable laws and regulations governing the industries in which the MedImpact Entities operate and to otherwise operate in an ethical and honest manner. It is the personal responsibility of each individual to adhere to the standards and restrictions, whether imposed by law or this Code of Ethics and Business Conduct, applicable to his/her assigned duties. Adherence to these standards and restrictions is critical to the MedImpact Entities maintaining their reputation for honesty, quality, and integrity.

This Code of Ethics and Business Conduct does not address every specific situation or set forth a rule that will answer every question. Rather, its purpose is to provide guidance and direction on corporate responsibilities and to assist individuals in making the correct decision. Individual departments may develop additional requirements and compliance policies with appropriate expertise and training. Each individual must apply best practices within his/her area of responsibility in order to manage business accordingly.

Because the Code of Ethics and Business Conduct discusses both legal and ethical responsibilities, non-compliance with certain aspects of this document could result not only in disciplinary action, but may also subject the offender and/or the MedImpact Entities to civil and/or criminal liability.

Notice: This Code of Ethics and Business Conduct is not an employment contract in any form, although adherence to these standards is a condition of employment. Nothing contained in this Code of Ethics and Business Conduct document alters in any way the “at-will” nature of all employment with MedImpact Entities. Employees understand that there is no fixed duration and there are no fixed terms or conditions to the employment relationship. MedImpact Entities are at-will employers. This means that either the employee or MedImpact Entities may end the employment relationship for any reason, with or without cause, and with or without notice.



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Workplace Quality and Protections

Non-Discrimination, Equal Opportunity, Diversity

MedImpact Entities value relationships based on mutual respect. The MedImpact Entities are committed to establishing and maintaining workplaces that promote diversity and are free from discrimination. Each employee has the responsibility to treat each other properly, with respect and consideration at all times. This consideration should also be extended to the business partners of the MedImpact Entities.

The MedImpact Entities are committed to equal employment opportunities, advancement, compensation, and success without regard to sex (including actual or perceived pregnancy, childbirth, breastfeeding, or related medical conditions), race (and traits historically associated with race, including, but not limited to hair texture and protective hairstyles such as braids, locks, and twists), color, national origin, ancestry, religion, religious affiliation, disability, legally protected medical conditions (including genetic characteristics), marital status, age, sexual orientation, gender, gender identity, gender expression (including transgender status) veteran status, or any other status, characteristic, or category protected by applicable law. These factors do not affect decisions about any aspect of a person's employment or decisions about applicants for employment. MedImpact Entities may also make reasonable accommodations for employees and applicants who have disabilities in accordance with applicable federal and state laws.

The MedImpact Entities welcome diversity in its employees, customers, suppliers, contractors, and vendors. The MedImpact Entities will only use facilities, sponsor events, or maintain memberships at businesses or organizations that do not have exclusionary membership practices.

MedImpact Entities' employment policies are set forth in detail in the MedImpact Entities Employee Handbook. Employees are required to report any instances of discrimination that is known to or witnessed by them.

Non-Harassment

MedImpact Entities are committed to providing a work environment free of unlawful harassment. The MedImpact Entities prohibit sexual harassment and harassment because of sex (including actual or perceived pregnancy, childbirth, breastfeeding, or related medical conditions), race (and traits historically associated with race, including, but not limited to hair texture and protective hairstyles such as braids, locks, and twists), color, national origin, ancestry, religion, religious affiliation, disability, legally protected medical conditions (including genetic characteristics, marital status, age, sexual orientation, gender, gender identity, gender expression (including transgender status) veteran status, or any other status, characteristic, or category protected by applicable law. All such harassment is unlawful. The MedImpact Entities' anti-harassment policy applies to all persons involved in the operation of the MedImpact Entities and prohibits unlawful harassment by any employee, supervisor, manager, coworker, temporary agency employee, client, contractor, and vendor.

Every reasonable step will be taken to prevent harassment from occurring. However, if an employee believes he/she has been harassed or has witnessed an act of harassment, the incident should be reported immediately.

Employees should consult the MedImpact Entities Employee Handbook for details regarding the complete anti-harassment policy for the MedImpact Entities, including the proper complaint procedure and policy of anti-retaliation for employees who report harassment or participate in an investigation related to an allegation of harassment.



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Drug Free Workplace Policy

MedImpact Entities are required to comply with the “Drug Free Work Place Act.” MedImpact Entities are committed to maintaining a workplace free of drugs and alcohol. Failure to comply with this act may result in loss of government contracts by MedImpact Entities for up to five (5) years.

MedImpact Entities have a vital interest in maintaining safe and efficient working conditions for its employees. Employees who are under the influence of a drug or alcohol on the job compromise MedImpact Entities’ interest, endanger their own health and safety, and endanger the health and safety of others. Substance abuse in the workplace can also cause a number of other work-related problems, including absenteeism and tardiness, substandard job performance, increased workloads for co-workers, behavior that disrupts other employees, delays in the completion of work, inferior quality in products or service, and disruption of client relations.

MedImpact Entities prohibit possessing, using, manufacturing, purchasing, trading, selling, or offering for sale illegal drugs, drug paraphernalia, and/or alcohol during working hours and/or on the premises of the MedImpact Entities, including parking areas. Workplace violations resulting in a criminal drug statute conviction, including pleas of nolo contendere (no contest) may require MedImpact Entities to take corrective measures as a federal contractor. This includes requiring employees to report a conviction within five (5) days of the occurrence to the Human Resources Department, and the MedImpact Entities to take corrective action up to and including separation of employment and/or mandatory completion of a drug abuse assistance or rehabilitation program.

Protections Against Workplace Violence

MedImpact Entities are committed to providing a safe, violence-free workplace. MedImpact Entities strictly prohibit employees, consultants, clients, visitors, vendors, or anyone else on the premises of MedImpact Entities from behaving in a violent or threatening manner. This also includes anyone engaging in activities related to the MedImpact Entities. As part of this policy, MedImpact Entities seek to prevent workplace violence and reserve the right to deal with behavior that suggests a propensity towards violence, even prior to any violent behavior occurring. MedImpact Entities believe that prevention of workplace violence begins with recognition and awareness of potential early warning signs. Workplace violence includes but is not limited to:

- Threats of any kind whether verbal or written;
- Acts of physical aggression, such as verbal or non-verbal intimidation of or attempts to instill fear in others;
- Bringing weapons or firearms, of any kind, on the premises of MedImpact Entities, including parking lots of the MedImpact Entities, or while conducting the business of the MedImpact Entities;
- Defacing the property or causing physical damage to the MedImpact Entities’ facilities; or
- Other behavior that suggests a propensity toward violence, which can include belligerent speech, excessive arguing or swearing, sabotage, or threats of sabotage of MedImpact Entities’ property, or a demonstrated pattern of refusal to follow the MedImpact Entities’ policies and procedures.

Any employee who observes or becomes aware of any threatening or violent actions or behavior by any employee, client, vendor, consultant, visitor, or anyone else in connection with the MedImpact Entities, must notify his/her supervisor or a member of the Human Resources Department immediately. Further, the Human Resources Department should be notified in the case of any “Restraining Order” being in effect or if a potentially violent non-work related situation exists that could result in violence in the workplace. The Human Resources Department will maintain information of this nature as strictly confidential and will only be released on a “need to know” basis.



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If the violent behavior is that of a non-employee, MedImpact Entities will take appropriate action in an attempt to ensure that such behavior is not repeated. Violation of this policy on violence may also result in criminal as well as civil liability on the part of the employee who violates this policy.

Health and Safety

MedImpact Entities seek to provide each employee with a clean, safe, and healthy place to work. To achieve that goal, all employees must understand the shared responsibilities of abiding by all safety rules and practices, taking the necessary precautions to protect yourself and fellow coworkers, and reporting any unsafe conditions, practices, or accidents.

Injury and Illness Prevention Program

MedImpact Entities maintain an Injury and Illness Prevention Program (IIPP) – all employees receive training regarding this program. In general, all employees are asked to cooperate in helping to promote safety and prevent accidents to themselves as well as to other employees, vendors, and customers by observing the following:

- Learn fire safety rules, the location of fire alarm boxes, and an employee’s responsibilities in case of fire.
- Promptly report all unsafe or potentially hazardous conditions, such as:
 - wet or slippery floors
 - equipment left in halls or in walkways
 - exposed wiring
 - careless handling of equipment
 - defective equipment
- Help to avoid all accidents by eliminating any hazards wherever they are found.
- Always be on the alert for safety hazards.
- Immediately report all accidents to his/her supervisor.

Hazardous Substances

MedImpact Entities understand the hazards of the materials within the workplace, and the contents of these materials are reviewed to ensure safety requirements are maintained. MedImpact Entities will properly handle, store, and transport hazardous substances according to MedImpact Entities’ policies and applicable laws. Employees are prohibited from bringing any hazardous materials onto the property of the MedImpact Entities, that of any business partner, or that of any client site except when authorized and with a valid business purpose.

Cooperation with Officials

MedImpact Entities will cooperate with government or regulatory health and safety officials in their review of MedImpact Entities’ facilities and operations to ensure appropriate procedures are followed. Employees are required to report to the Human Resources Department if approached by anyone requesting such a review.



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Protecting Information and Assets

Confidential and Proprietary Information

Employees of the MedImpact Entities come across business and personal information every day that should be kept confidential. It is the job of every employee of the MedImpact Entities to protect the privacy of the MedImpact Entities and their clients and other individuals of whom the MedImpact Entities have information.

Personal Information

Various state and federal laws protect individual personally identifiable information. Individual personal information includes any information that identifies, relates to, describes, or is capable of being associated with a particular individual. This may include, but is not limited to, his/her name, signature, social security number, physical characteristics or description, address, telephone number, passport number, driver’s license or state identification card number, insurance policy number, education, employment, employment history, bank account number, credit card number, debit card number, or any other financial information. This information can be used by others to identify theft, resulting in potential harm if it is handled in an inappropriate manner. You are responsible for protecting the personal information from identify theft by taking appropriate precautions and reporting incidents of concern.

Patient Information

Some of the MedImpact Entities handle patient-identifiable information. This information is extremely sensitive and potential harm could result if it is handled in an inappropriate manner.

There are many federal laws (like the Health Insurance Portability and Accountability Act of 1996 or “HIPAA”, among others) and state laws that govern how patient-identifiable information is to be handled. There are also ethical obligations to keep this information confidential. MedImpact Entities take these legal and ethical responsibilities very seriously and adhere to all applicable federal and state privacy mandates. In addition, as applicable, MedImpact Entities comply with the standards outlined by the National Council for Prescription Drug Programs (NCPDP) including transactions, encryption, billing, and member enrollment.

Not all patient privacy and security laws (e.g., HIPAA standards) apply to each of the MedImpact Entities’ unique lines of business. However, to the extent applicable, MedImpact Entities take all necessary steps outlined in the laws to safeguard this protected information, including: (i) having specific policies and procedures related to HIPAA compliance (which are located in the Corporate Compliance section on MedImpact Healthcare Systems Inc.’s (“MedImpact”) Intranet site); and (ii) requiring mandatory web-based job-specific training for all employees with access to patient information.

Business Information

MedImpact Entities place a high value on their private, confidential, and proprietary information. Because disclosure of this sensitive corporate information can destroy the value of such information, both present and former employees have a special responsibility to protect information to which they have been given access. On any given day, employees may see confidential corporate information in many forms on a regular basis. Employees must safeguard and monitor this information carefully.

Examples of proprietary or confidential information of the MedImpact Entities include:

Business Information



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- Corporate plans and reports
- Market studies and data
- Sales programs & marketing matters (including pricing materials)
- Contractual agreements
- Client information (including client lists)
- Shareholder information
- Information from other companies or governmental agencies used in the course of the business of MedImpact Entities
- Intellectual property
- Operating procedures
- Corporate financial information

Employee Information

- Employment records or organization charts
- Telephone directories
- Employee financial records
- Employment matters (including employee relations issues)

Technical Information

- Product specifications
- Company practices or instructions
- Computer programs and database information
- Computer passwords
- Computer telephone access numbers
- Operation processes, plans, and methods
- Proprietary software development and software products

Security Information

- Building access codes and security procedures.
- Locations of sensitive equipment, plans, or records

Employees of MedImpact Entities must be aware that disclosure of proprietary and/or confidential information can diminish or destroy the value of the information, causing damage to MedImpact Entities and the other parties who have entrusted their information to us. It is the responsibility of all employees to safeguard all proprietary and confidential information to which they have access, and to adhere to the MedImpact Entities’ privacy and security policies and procedures. Unauthorized disclosure of MedImpact Entities’ proprietary and confidential information is grounds for dismissal as well as any other penalties. Employees must refrain from publicizing, disclosing, or allowing disclosure of any MedImpact Entities’ information without prior written authorization from the appropriate supervisor. As a means to protect this proprietary and confidential information from unauthorized disclosure, employees shall:

- NOT discuss the affairs of the MedImpact Entities with or in the presence of persons (including other MedImpact Entities employees) who do not have a need to know the information, including discussions in public places such as restaurants, elevators, airplanes, airports, etc.;
- Safeguard proprietary and confidential material whether in the office or at home, and dispose of material with special care and in compliance with law (e.g., HIPAA requirements);
- Follow MedImpact Entities’ policies and procedures for identifying, using, protecting, and disclosing this information;



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- Control access to confidential systems and data;
- Comply with any agreements between MedImpact Entities and others regarding the use and protection of nonpublic information owned by others. Employees are responsible for knowing what these agreements require of them.

Release of Confidential Information

Employees can only release nonpublic information about the MedImpact Entities, or of which the MedImpact Entities have access to, under the following conditions:

- To the public only when specifically authorized to do so. Employees should be aware that the MedImpact Entities will lose trade secret protection for the nonpublic information of the MedImpact Entities once it is made publicly available.
- To employees who have a legitimate, business-related need to know the information, and who have been advised of the applicable confidentiality requirements.
- To outside parties, who are expected to treat the information appropriately (for example, customers, suppliers, joint venture partners), to whom disclosure has been specifically authorized, and who have entered into a written agreement to receive the information under terms and conditions that restrict use and disclosure of the information.
- In such a way that employees are assured of the security of that disclosure. For example, employees should avoid sending nonpublic information of MedImpact Entities to unattended fax machines or across unsecured e-mail.

In the event that outside parties, such as the media, shareholders, financial analysts, or outside attorneys request nonpublic information of the MedImpact Entities, employees are *not* authorized to respond to these requests. Employees are required to inform their manager and the Legal Department about the request and refer the requesting party to them.

Reporting Improper Disclosures and Use

Employees are required to report any improper disclosures or unauthorized use of nonpublic information of the MedImpact Entities. Timely reporting of improper disclosures or unauthorized use can assist MedImpact Entities in minimizing any damages, including informing certain parties of their duties to protect the information, or taking other measures that protect the MedImpact Entities' interests.

Acquiring Third Party Confidential & Proprietary Information

MedImpact Entities employees are not authorized to accept the confidential and proprietary information of third parties unless:

- The party is authorized to disclose this information to MedImpact Entities or have the owner's written permission to receive it, and
- The information is provided according to a written agreement with the owner or the authorized disclosing party, and which has been approved by the appropriate manager and the Legal Department.

MedImpact Entities will never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

If information is obtained by mistake that may constitute a trade secret or confidential information of another business, or if employees have questions about the legality of information gathering, they should consult the Legal Department.



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New hires certify that they are not bringing proprietary data owned by another corporation or third-party into any of the MedImpact Entities.

Disposal of Confidential Information

MedImpact Entities, in accordance with HIPAA and other applicable federal and state laws (as applicable), practice proper disposal of proprietary information, individual personal information, and individually identifiable health information. Any document or other medium (including, but not limited to CDs, cartridges, disks, or tapes) that contains individually identifiable health information, individual personal information, or any other private, proprietary, or confidential data must be disposed of properly. To ensure appropriate disposal of documents or other media, MedImpact Entities have made secured disposal bins available. The following examples of proprietary information shall be disposed of in a secured manner:

- Correspondence such as e-mails, faxes, contracts, requests for proposals (RFPs), or billing information associated with any MedImpact Entities’ clients or business partners.
- Human Resources sensitive information.
- Internally generated computer codes, reports, data, or documents (e.g., policy/procedures that contain a “Proprietary” notice).
- Screen captures of confidential information.

Disposal of individual personal information must be done by placing documents in secured disposal bins for shredding, erasing, and/or otherwise modifying the information in those records to make it unreadable or undecipherable through any means.

Intellectual Property

Protecting MedImpact Entities’ Intellectual Property

To safeguard MedImpact Entities’ intellectual property rights in certain publicly available information (including publicly available information protected by patents, trademarks, or copyrights owned by the MedImpact Entities), MedImpact Entities:

- Obtain copyright, trademark, or other intellectual property protection for information of the MedImpact Entities that will be made publicly available.
- Monitor third party use of patented, trademarked, or other forms of the proprietary information of the MedImpact Entities.
- Ensure appropriate individuals understand their responsibilities to protect intellectual property and educate employees that intellectual property developed while employed becomes work product of the MedImpact Entities.

Intellectual Property of Others

MedImpact Entities will comply with applicable laws and agreements (such as copyright laws and license agreements) that protect the intellectual property rights of others in publicly available information.

MedImpact Entities are prohibited from improperly using the intellectual property of others, including:

- Trademarks



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- Selling or offering for sale products or services using trademarks, trade names, or service marks of others without appropriate written authorization.
- Using a name for a product or service that is confusingly similar to a trademark or service mark used by another for a similar product or service.
- Patents
 - Making, using, or selling a product, service, or method that is protected by another’s patent without appropriate authorization.
- Copyrights
 - Copying, distributing, displaying, performing, or modifying third-party copyrighted materials, documents, books, pictures, artwork, or software programs without authorization.

Treatment/Use of Business Assets

MedImpact Entities employees must ensure that the equipment, supplies, systems, and other assets of the MedImpact Entities are used for legitimate business purposes unless otherwise specifically authorized, and that all tangible and intangible property of the MedImpact Entities is protected.

Employees must protect MedImpact Entities’ property from potential theft, misuse, loss, damage, or sabotage and follow MedImpact Entities’ policies designed for such protection. They must not take, use, sell, borrow, loan, give away, intentionally damage, sabotage, destroy, or otherwise dispose of property of the MedImpact Entities, regardless of condition or value, without appropriate authorization.

The property of MedImpact Entities is intended for business use. However, limited personal use is permissible when it does not:

- Interfere with work responsibilities (including interference with employee productivity)
- Interfere with any other employee’s work performance
- Interfere with business operations (including undue impact on the operation of the computer systems)
- Involve interests in personal outside business and/or other non-authorized organizations and activities (which may include soliciting or promoting personal commercial ventures and political or religious causes)
- Lead to inappropriate costs for the MedImpact Entities
- Violate the standards contained in this Code of Ethics and Business Conduct, or any other MedImpact Entities’ policies and procedures, including but not limited to creating, storing, or generating materials or engaging in activities that are considered offensive, lewd, obscene, pornographic in nature, or that offensively address someone’s sex, age, sexual orientation, religious or political beliefs, race, national origin, genetic information, or disability.

Employees should have no expectation that any information is private when using property of the MedImpact Entities, as the MedImpact Entities have the right to monitor the use of such property.

The following provides additional information related to specific types of property of the MedImpact Entities, which in all cases are still subject to the requirements set forth above:

Funds of MedImpact Entities



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Employees shall not use funds of any MedImpact Entity for personal use or for corporate business that is not approved.

Information Technology System

Each component of Information Technology Systems of each MedImpact Entity is intended for business purposes only, including the computer systems and resources, PCs, laptops/notebooks, etc. This also includes any off-site use of the systems. Each component of the Information Technology Systems is corporate property of the MedImpact Entities and, therefore, any messages, information, or communications stored, sent, and/or received through the Information Technology Systems also are the property of the MedImpact Entities.

All users have the responsibility to use computer resources in a professional, ethical, and lawful manner. Use of the computer systems is a privilege that may be revoked at any time.

E-mail

E-mail constitutes documentation just like documents in paper form. When MedImpact Entities are required to produce documentation to third parties, employees must conduct a thorough search of their own e-mail system to ensure all relevant documents are obtained. Document requests are coordinated through the Legal Department. Employees must place a high priority on cooperating with any bona fide requests for document production.

As with all forms of communication, proper protocol is critical to maintaining a level of professionalism when conducting business. Therefore, MedImpact Entities require employees follow the following guidelines:

- Any and all e-mail messages have the potential to constitute a record of the MedImpact Entities. Therefore, it is essential that the use of e-mail be primarily for business use.
- All messages should be constructed carefully to ensure they are not misconstrued by recipients or third parties. In addition, employees should construct all e-mail messages with the assumption that they will be forwarded to parties other than the original recipient. E-mail should be sent to a limited distribution of only those recipients with specific need to know.

Although MedImpact Entities recognize that a certain number of e-mail messages unrelated to MedImpact Entities business may be inevitable, MedImpact Entities require that such communications be kept to a minimum as excessive use of the system can interfere with employee productivity. Excessive unauthorized personal e-mails may be considered grounds for corrective action.

Telephone Services

The telephone is to be used primarily for business purposes. Although MedImpact Entities recognize that a certain number of calls unrelated to MedImpact Entities businesses may be inevitable, MedImpact Entities require that such communications be kept to a minimum as excessive use can interfere with employee productivity. Excessive unauthorized personal telephone calls during working hours may be considered grounds for corrective action.

Employees are responsible for any unauthorized long distance charges they incur as a result of non-business related telephone calls.

Facsimile Transmissions

The MedImpact Entities require facsimile transmissions for the quick and accurate exchange of information and documentation. It is essential that MedImpact Entities' facsimile transmission capability is not compromised by



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unauthorized use. Therefore, employees should refrain from sending personal or non-business information by facsimile transmission.

- The transmission of unauthorized materials, bearing a tag identifying the MedImpact Entities as a sender or recipient, can prove to be extremely embarrassing and damaging to the MedImpact Entities.
- Employees are prohibited from transmitting lewd, obscene, sarcastic, joking, vulgar, distasteful, or other offensive material by facsimile.
- Employees are required to protect individual identifiable health information that is transmitted via facsimile.

Internet and Intranet Use

The MedImpact Entities have established some important guidelines that employees are required to follow while using the Internet or the Intranet:

- Although the MedImpact Entities recognizes that employees may access Internet websites that are unrelated to MedImpact Entities businesses, the MedImpact Entities require that such communications be kept to a minimum as excessive use can affect employee productivity. Excessive unauthorized personal Internet usage during working hours may be considered grounds for corrective action.
- Employees are responsible for the content of all text, audio, or images that they place on or send over the Internet. Fraudulent, harassing, or obscene messages are prohibited. Employees are prohibited from downloading materials, viewing, or visiting websites that are inappropriate. Examples of inappropriate materials include, but are not limited to: sexually oriented materials such as pornography, on-line gambling, materials that contain racial slurs, offensive materials regarding sex, color, age, sexual orientation, national origin, disability or other characteristics protected by law, materials or contents that are illegal in nature or other materials that are in violation of the policies of the MedImpact Entities, including, “Unlawful Harassment – Sexual Harassment.” Inadvertent access to websites (e.g., accidental opening of e-mail containing HTML attachments) of this nature should be immediately reported to the employee’s supervisor/manager or the Human Resources Department. Employees are responsible for all the documents, images, and/or files located on their computer, specifically including the employee’s cache file. MedImpact Entities have a zero tolerance policy on accessing inappropriate websites and violation of this policy may be grounds for immediate termination.
- The MedImpact Entities’ Internet access should not be used for personal gain or advancement of individual views. Solicitation of non-company business, or any use of the Internet for personal gain is strictly prohibited. Employees are prohibited from using the MedImpact Entities Internet access to create and/or establish a website in support of a personal business or other personal gain. Use of the Internet must not disrupt the operation of the MedImpact Entities networks or the networks of users. Widespread non-business related Internet access by employees can cause a strain on the MedImpact Entities’ computer networks and must be avoided.

Retention of Business Records

Integrity of Records

MedImpact Entities’ documents and records (in any form or media) are part of the MedImpact Entities’ assets, and employees are responsible for maintaining their accuracy and safety. Employees are required to use excellent record-management skills by recording information accurately and honestly. MedImpact Entities will



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advise customers and suppliers of, and make prompt correction for, clerical and/or accounting errors as they become known.

Financial records (see section on Financial Controls and Records below) must accurately reflect all financial transactions of MedImpact Entities. No false, artificial, or misleading entries shall be made in the books and records of the MedImpact Entities for any reason. Design and manufacturing documents must meet the internal and external requirements and support the MedImpact Entities’ product safety efforts.

Clinical data, such as member records, must be maintained according to regulation and applicable confidentiality standards.

Retention of Records

We will retain records as long as necessary to comply with the MedImpact Entities’ policy, business objectives, and government regulations. As required and directed, all employees are obliged to diligently search their files and produce documents for any requested records.

Financial Controls and Records

Accounting and financial records must be maintained which accurately reflect all of the MedImpact Entities’ transactions. Each business unit is responsible for the design, implementation, and maintenance of adequate systems of internal accounting and administrative controls. Policies and procedures may be distributed to each business unit to ensure appropriate financial control and accurate records.

MedImpact Entities’ accounting and financial records must reflect, in an accurate, complete, and timely manner, all transactions affecting MedImpact Entities in order to meet statutory requirements and to ensure proper preparation of MedImpact Entities’ financial statements. Transactions must be properly authorized and approved and recorded in accordance with both the relevant generally accepted accounting principles and the highest standards of integrity. There will be no cash funds, bank accounts, investments, or other assets, which are not recorded or are inadequately recorded in MedImpact Entities’ accounting records. Accounting and financial records must be adequately protected from destruction or tampering. Any questions relating to accounting and financial records should be referred to the Chief Financial Officer at MedImpact. The accounting and financial records must also be retained for a sufficient period of time to meet both the relevant legal requirements and those required by the MedImpact Entities.

All employees are responsible for establishing and maintaining an effective system of accounting and administrative controls within their area of responsibility. The objective of these controls is to provide assurance that all assets are adequately protected, properly used and the financial records accurately reflect the assets and liabilities of the MedImpact Entities. Management of the relevant business unit is responsible for knowing the types of errors that can occur within their area of responsibility, and to be alert for any wrongdoings, loss, or errors. The Chief Financial Officer and Controller of MedImpact are responsible for the overall integrity of the financial systems and controls for the MedImpact Entities. Accordingly, they are expected and authorized to intervene to investigate and take action in situations where they believe financial controls are not meeting standards or are at risk.

There must be no concealment of information from or by management or from MedImpact Entities’ internal or external auditors or Legal Counsel.

Internal control provides MedImpact Entities with a system of “checks and balances” to assist in ensuring that accounting and administrative policies are complied with throughout the MedImpact Entities. This is not only a good business practice, but ensures compliance with the various securities and tax laws, which MedImpact Entities may be subject.



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Business Relationships

Avoiding Conflicts of Interest

Employees of MedImpact Entities are expected to avoid any agreement, business investment, or other activity that creates an actual or potential conflict of interest for them (e.g., any situation in which an employee’s actions or loyalties are divided between personal interests and the interests of the MedImpact Entities, or between the interest of the MedImpact Entities and those of another organization). These guidelines address common types of conflicts. While MedImpact Entities recognize and respect an employee’s right to take part in financial, business, and other activities outside their jobs, these activities must be free of conflict with their responsibilities as an employee of a MedImpact Entity. Employees, who are unsure whether a conflict exists, should consult his/her supervisor immediately. Activities that may present a conflict of interest include, but are not limited to:

- Owning, operating, or being employed as an employee or consultant by any business that competes, directly or indirectly, with a MedImpact Entity.
- Having a direct or indirect financial relationship with a competitor, customer, or supplier; however, no conflict will exist in the case of ownership of less than one percent (1%) of the publicly traded stock of a corporation. Amounts over one percent (1%) will be subject to review and may not be considered a conflict.
- Engaging in any other employment or personal activity during work hours, or using the property of any MedImpact Entity in other employment.
- Using the names, logos, stationery, supplies, equipment, or other property of any MedImpact Entity for excessive personal purposes, unless a Senior Leadership Team member has granted written approval in advance of that use. This policy includes, but is not limited to, the unauthorized personal use of the computers, telephones, fax machines, postage and postage meters, vehicles, and supplies of any kind of a MedImpact Entity.
- Purchasing goods or services of any kind for purposes not related to the business of a MedImpact Entity, or to make contributions to any organizations or in support of any unauthorized causes during work hours. (See Employee Handbook for more information.)
- Soliciting or entering into any business or financial transaction with an employee in a reporting status, either directly or indirectly in the line of supervision. This restriction applies to all such transactions, however small, including but not limited to:
 - Hiring a subordinate to perform personal services; and
 - Soliciting a subordinate to participate in an investment of any kind.

Having a personal relationship (i) with someone over whom the employee has supervisory, decision-making, oversight, evaluative or advisory responsibilities, or (ii) with a vendor or client when the employee has the capacity, directly or indirectly, to influence the business relationship. It is always the responsibility of the individual in authority to maintain appropriate professional boundaries. Individuals in authority are expected to be aware of their professional responsibilities and avoid apparent or actual conflict or interest, favoritism, or bias. For further details, see “Personal Relationships” section of this Code of Conduct.

Employees who believe that they are in, or might be entering into a conflict of interest or a perceived conflict of interest must disclose the situation to Human Resources. If a “conflict of interest” exists, and there is no failure of good faith on the part of the employee, the employee will have a reasonable amount of time to correct the situation in order to prevent undue hardship or loss. However, employees must be aware that the existence of a conflict of interest may result in corrective action up to and including immediate separation of employment, unless



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previously reviewed and approved in writing by Human Resources and the appropriate Senior Leadership Team member.

Personal Relationships

MedImpact Entities value and rely upon the professional integrity of relationships among employees, as well as relationships with employees of vendors and clients. When employees develop close personal relationships with each other, employees of vendors, and/or employees of clients, it can increase the potential for conflicts of interest, appearance of favoritism, and risk of claims of sexual harassment. Accordingly, while it is not the intent of the MedImpact Entities to intrude into the personal lives or individual privacy of employees, in order that our businesses be conducted, and be perceived to be conducted, in a professional and proper manner, it is necessary to take into account personal relationships which overlap with professional ones.

For purposes of this Code of Conduct, the definition of “personal relationship” should be interpreted broadly and generally means a relationship which goes beyond the normal level of relationship which exists between individuals in similar circumstances, which may include relationships of a romantic or intimate nature or of a character that it could result in allegations of conflict of interest or inappropriate behavior.

MedImpact Entities will not seek to influence whether or not personal relationships continue. MedImpact Entities will, however, take actions to safeguard MedImpact Entities and their employees. So that the situation can be managed appropriately to protect MedImpact Entities and their employees, it is important that the following personal relationships be reported to the Corporate Compliance Officer immediately:

Personal relationships among employees where one employee has (directly or indirectly) supervisory, decision-making, oversight, evaluative, or advisory responsibilities over the other employee involved in the personal relationship; and

Personal relationships between an employee of a MedImpact Entity and an employee of a vendor or a client.

Employees should err on the side of disclosure to avoid future misunderstandings.

MedImpact Entities will work with the employees involved to determine whether it is appropriate and possible to adjust reporting or working relationships or whether other changes or actions are necessary.

A supervisor has an affirmative responsibility for having a positive workplace environment and one which is conducive to the professional growth of all employees. A supervisor must be regarded as trustworthy and fair for such an environment to exist. Accordingly, while both employees involved in a consensual relationship are individually responsible for disclosure, a supervisor’s failure to report such a relationship will be regarded as a serious lapse in his/her management of the workplace and grounds for appropriate disciplinary action, including termination of employment. Supervisors should be aware that even in consenting relationships, there are risks of charges of sexual harassment or favoritism when supervision is involved. The existence of the relationship itself can make it difficult for other employees to report concerns to the supervisor.

Allegations, reports, or other information concerning an unreported inappropriate or personal relationship that is required to be reported will be investigated. If noncompliance is determined, appropriate disciplinary measures will be taken. If staff, whether or not involved in the relationship, believes they have been or are being adversely affected, they are encouraged to contact the Corporate Compliance Officer.

This policy applies to all types of employment, including but not limited to short-term and temporary employees. This policy applies not only to existing relationships, but also where an organizational change creates a reporting relationship, a position of influence over another individual’s terms and conditions or employment, or any other



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actual or potential conflict of interest that did not exist at the time the personal relationship began. The provisions of this policy apply regardless of the sexual orientation, marital status, gender, or other personal demographics of the individuals involved.

Restrictions on Gifts and Gratuities

MedImpact Entities are concerned that there are safeguards against any appearance of favoritism in relations with public and private entities. To avoid any appearance of favoritism, employees are prohibited from *accepting* or *giving* extravagant gifts, excessive entertainment, or gratuities that are offered or appear to be offered because of their position with a MedImpact Entity. This policy applies to the individual and does not apply to gifts offered to or by MedImpact Entities as institutions.

The term "gift" or "gratuity" means any payment to the extent that consideration of equal or greater value is not received. This does not include the following:

- Informational material such as books, reports, pamphlets, calendars, periodicals, or other unsolicited promotional material.
- Acceptance of modest entertainment, such as a meal or refreshments, in connection with attendance at professional meetings and similarly sponsored events by industrial, technical, professional, or educational associations, or at public ceremonies in an official capacity.
- Home hospitality.

Employees are required to select and deal with suppliers, customers, and others doing or seeking to do business with MedImpact Entities in a completely impartial manner and be perceived by others to be acting in an impartial manner, without favor or preference based upon any considerations other than the best interests of the MedImpact Entities.

Modest gifts and reasonable entertainment are allowed to be given for business purposes by appropriate employees, where legally permitted and in accordance with local business practices, to persons or entities doing business or seeking to do business with a MedImpact Entity. Therefore, in accordance with the Internal Revenue Service guidelines, a \$25.00 limit on business gifts that are given directly or indirectly to any one person during a MedImpact Entity's fiscal year will be followed. With regard to entertainment, if not an event sponsored by a MedImpact Entity, entertainment may be exchanged at a level that does not exceed customary courtesies extended in accordance with ethical business practices. If an employee is uncertain what constitutes "reasonable entertainment," check with your manager to ensure the entertainment is appropriate for your specific responsibility within the MedImpact Entities' organization.

No employee of a MedImpact Entity may solicit or accept, directly or indirectly, any gratuity, gift, favor, entertainment, loan, or anything over de minimus monetary value from anyone who:

- has, or is seeking, the business of a MedImpact Entity;
- conducts activities that are evaluated by a MedImpact Entity; or,
- has interests that may be substantially affected by the performance or nonperformance of the employee's official duties.

For the purpose of this document, employees may not accept vendor furnished tickets/funds for any mode of commercial transportation, the use of rental vehicles and/or lodging accommodations related to the inspection and/or evaluation of equipment, supplies or services being considered for purchase, lease, or any other form of contractual obligation, without the written approval of the Legal Department.



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Further, employees shall observe the following guidelines:

- Neither the employee nor any member of his/her family should accept any gift associated with doing business on behalf of a MedImpact Entity that:
 - Goes beyond common courtesies generally associated with accepted business practice; or
 - Could place the employee under an obligation to a current or potential supplier of goods or services, or other person seeking to do business with a MedImpact Entity; or
 - If publicly disclosed would be embarrassing to a MedImpact Entity.
- Neither the employee nor any member of his/her family should solicit gifts for the MedImpact Entities or for personal benefit.
 - For example, it is improper to contact another company to solicit donated prizes for a raffle to benefit charities, schools, or other employees, unless the activity has been approved by an authorized person at the MedImpact Entities.
- Neither the employee nor any member of his/her family should conduct personal business with a customer or supplier where doing so presents a conflict of interest.
 - For example, it is permissible to make personal airline reservations through a corporate agency that also makes business reservations, but it would be a conflict of interest for you to try to sell the products or services of his/her personal business to a vendor of the MedImpact Entities.

Government Relations

Some of the MedImpact Entities are government subcontractors, so as businesses we are required to abide by strict government standards, which also apply to employees. Government employees are prohibited or severely limited in accepting anything of value as a result of working relationships. These rules flow down to the contractors and subcontractors conducting government business. It is therefore important to be cautious and avoid any action that could be construed to influence or be perceived to influence business decisions. Commercial clients are also subject to government regulations. As an example, the business relationships of MedImpact with the pharmaceutical industry come under the scrutiny of government agencies and organizations such as the Department of Health and Human Services' Office of Inspector General and the American Council of Pharmaceutical Education. No employee may accept or request gifts, gratuities, kickbacks, or bribes; or any other item of other than a nominal value from any government vendor, supplier, or resource with whom a MedImpact Entity has an existing or potential business relationship. Before offering or receiving even a nominal gift, employees need to be aware of the government's policies and should contact the Corporate Compliance Officer or Legal Department.

International Business Relations

Gifts

The Foreign Corrupt Practices Act prohibits offering to pay, paying, promising to pay, or authorizing the payment of money or anything of value to a foreign official in order to influence any act or decision of the foreign official in his/her official capacity or to secure any other improper advantage in order to obtain or retain business. Before



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offering or receiving even a nominal gift to/from a foreign official, employees should contact the Corporate Compliance Officer or Legal Department.

Sanctions

The Office of Foreign Assets Control of the United States Treasury administers and enforces economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign countries and regimes, terrorist, international, and other threats to the national security, foreign policy, or economy of the United States. Before doing business with foreign countries or entities located in foreign countries, MedImpact Entities confirm that the foreign country and/or entity is not on the U.S. sanction list. Before engaging in business with a foreign country or entity, you should always contact the Corporate Compliance Officer or Legal Department to confirm the country and/or entity is not on the U.S. sanction list.

Outside Employment

While employed by a MedImpact Entity, employees are expected to devote their energies to their job with the MedImpact Entity. MedImpact Entities assume each employee’s position with the MedImpact Entity to be his/her primary source of employment. Further, the following types of outside employment are discouraged:

- Employment that conflicts with the employee’s work schedule, duties, and responsibilities.
- Employment that creates a conflict of interest or is incompatible with his/her employment with a MedImpact Entity.
- Employment that requires the employee to conduct work or related activities on property of a MedImpact Entity during the MedImpact Entity’s working hours or using facilities and/or equipment of a MedImpact Entity.
- Employment that directly or indirectly competes with the business or interests of the MedImpact Entities.

MedImpact Entities assume no responsibility for an employee’s outside employment and shall not provide workers’ compensation coverage or any other benefit for injuries occurring from or arising out of outside employment.

Personal Opportunities

Employees are prohibited from taking personal opportunities and/or personal gain through the use of MedImpact Entities’ property, information, or position within the industry.

External Communications

Employees must coordinate external communications with the Marketing Department and, if warranted, the Legal Department:

- To ensure that external communications accurately reflect the policies, positions, and internal events of the MedImpact Entities.
- As appropriate, prior to giving speeches or submitting writings to outside publications on behalf of MedImpact Entities.



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- Before using MedImpact Entities’ names, branding, or the employee’s connection with the MedImpact Entities in any external communications (for example, using a MedImpact Entity’s letterhead for outside activities not associated with or endorsed by the MedImpact Entity).
- Prior to initiating or responding to media requests for comments or information about MedImpact Entities unless authorized to provide such information.
- Only certain individuals within MedImpact Entities are authorized to contact any governmental agencies with questions or clarification on an issue. If an employee or non-employee does not have specific approval to do so, they should immediately contact the Corporate Compliance Officer, who will determine the appropriate individual to contact the governmental agency.

MedImpact Entities provide open, accurate, and consistent communication with the public. To maintain the consistency and accuracy of the information, corporate spokespersons are designated to respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Except for designated spokespersons, no employee should respond to inquiries from the press. All inquiries from the media should be forwarded immediately to the Vice President, Marketing or his/her designee or members of the Senior Leadership Team.



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Compliance with Other Laws

Fair Competition and Antitrust

It is the policy of MedImpact Entities to adhere strictly to all applicable antitrust and fair competition laws. While antitrust and fair competition laws can be highly technical, the following principles provide a useful summary of when employees might encounter unfair competition/antitrust-related situations.

- In general, discussions of pricing, bids, discounts, promotions, profits, costs, terms or conditions of sale, royalties, warranties, production plans or inventories with competitors are prohibited. Agreements with competitors to allocate customers, divide territories or limit production or innovation are also strictly prohibited. MedImpact Entities determine prices and terms of sale for their products independently, and any exchange of information with competitors that may cast doubt upon that fact must be avoided. Such sharing of information can be construed as an attempt to limit competition regardless of whether the discussions relate to MedImpact Entities or the competition’s products, or how innocent or casual the exchange may be.
- In the course of participation in trade association meetings, there is the opportunity for antitrust risk because of potential involvement with competitors. Consequently, government officials continually scrutinize such meetings to ensure no prohibited activities occur. If an employee of a MedImpact Entity encounters formal or informal discussions of pricing, terms of sale (or other terms that relate to the sale of goods and services), refusal to sell to a customer or other prohibited topics, he/she should leave immediately and bring the matter to the attention of the MedImpact Legal Department. In addition, legal counsel must be consulted before employees participate in standards development activities, since the development of such standards may have fair competition or antitrust implications.
- In general, companies are not allowed to discriminate in favor of, or against, any of their customers. MedImpact Entities are free to select their own customers; however, terminations and refusals to sell can lead to real or claimed antitrust violations.
- MedImpact Entities’ policy prohibits making purchases from a supplier dependent on the supplier’s agreement to purchase from MedImpact Entities. Such purchases could violate the antitrust laws if the supplier is coerced into making the purchase as a condition of acquiring or maintaining the account.
- Unfair methods of competition and deceptive acts or practices are prohibited. Examples of these include false or deceptive statements or comparisons about MedImpact Entities’ products, falsely disparaging a competitor or its products, making product claims without data to substantiate them, and representing one’s own product as that of another, such as by simulating a competitor’s packaging or trademarks.
- Under certain situations, it may be unlawful for MedImpact Entities to require a purchaser to buy another product, as a condition to being able to purchase the product the customer wants.

Any employee of a MedImpact Entity who questions whether an action may violate competition laws should contact the Legal Department.

Fraud / Misrepresentation

It is MedImpact Entities’ policy to promote and market its products in a lawful and truthful manner. While it is natural to want to present each product in the best light, employees must be careful to offer a balanced, accurate, and legal representation of product capabilities and benefits.



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Employees must never misrepresent facts or create misleading impressions. Misunderstandings can result in misplaced expectations, and circumstances in which customers believe they have not been given accurate information.

False Claims Act

MedImpact Entities prohibit any activity that is in violation of any state or federal False Claims Acts. The False Claims Acts impose civil and criminal liability on any person or entity who knowingly submits, or causes to be submitted, a false or fraudulent claim for payment to the government or its representative. The Fraud Enforcement and Recovery Act extends liability to any entity that submits, or causes to be submitted, claims ultimately paid using federal funds and not only those that deal directly with the government. Thus, contractors, subcontractors, and third party contractors may all be liable under False Claims Acts.

The False Claims Act also prohibits:

- making, or causing to be made, a false record or statement to get a false or fraudulent claim paid by the government;
- failing to, within the required timeframe, report and return funds owed to the government that were paid in error;
- making or delivering a receipt for the government's property which is false or fraudulent;
- buying property belonging to the government from someone who is not authorized to sell the property; or,
- avoiding or decreasing an obligation to pay money or property to the government.

The False Claims Acts protect employees, agents, and downstream entities from retaliation for reporting potential violations.

Anti-Money Laundering Laws

Money laundering is the practice of engaging in financial transactions to conceal the origin of money that was illegally obtained. The MedImpact Entities adhere to all anti-money laundering laws and do not engage in business with anyone involved in illegal activities. Anyone suspicious of activities at the MedImpact Entities that may constitute money laundering should contact the Corporate Compliance Officer or the Legal Department immediately.

Anti-Kickback Laws

There are numerous federal and state laws, as well as specific guidance from the Department of Health & Human Services' Office of Inspector General, such as the “Compliance Program Guidance for Pharmaceutical Manufacturers”, that prohibit giving or receiving something of value in exchange for referrals, to induce the sale of a product, or to secure business.

Drug marketing practices are closely scrutinized under these laws. Payments or gifts have been found to be improper if they are: (1) made to a person in a position to generate business for the paying party; (2) related to the volume of business generated; and (3) more than nominal in value or unrelated to any service other than referral of patients.

As a pharmacy benefit manager, MedImpact has business relationships with numerous drug manufacturers. However, in order to avoid even the appearance of impropriety, it is critical that MedImpact and MedImpact Entities at all times maintain independence from undue influence of these manufacturers. Employees, agents, and contractors of the MedImpact Entities should adhere to corporate policies regarding limitations on entertainment, recreation, travel, meals, or other benefits (discussed in detail above). Any exceptions must be reviewed and approved in writing by the appropriate member of the Senior Leadership Team.



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When entering into a business arrangement with a drug manufacturer or others, employees and agents of MedImpact Entities must take care to avoid any problematic arrangements or practices. Such arrangements must NOT:

- interfere with, or skew, clinical decision-making,
- undermine the clinical integrity of the formulary process,
- involve providing information to prescribers or patients that is incomplete, inaccurate, or misleading,
- increase costs without a corresponding benefit of an improved quality of care outcome to the health plans, beneficiaries, or enrollees,
- increase the risk of over utilization or inappropriate utilization, or
- raise patient safety or quality of care concerns.

Any payment from a drug manufacturer to MedImpact Entities for services provided must meet the following criteria: (1) the arrangement must be set out in writing; (2) there must be a legitimate need for the services; (3) the services must be actually provided; (4) the compensation must be at fair market value; and (5) all of these facts must be documented prior to payment.

Rebates

Any rebates or other payments by drug manufacturers to MedImpact Entities that are based on, or otherwise related to, customer purchases potentially implicate the anti-kickback statute. Therefore:

- All rebate arrangements must be set forth in writing in contractual arrangements with the drug manufacturer and the customer.
- Rebates must be in the form of a reduction in the price of the drug based on an arms-length transaction as defined by written contractual arrangements.
- The discount from the drug manufacturer must be given at the time of the transaction (e.g., sale) or set at the time of the transaction (e.g., sale), even if the discount is finally determined subsequent to the time of the actual transaction (sale).
- All amounts actually paid to MedImpact Entities on account of the customer’s direct or indirect purchases will be disclosed in writing to the customer at least annually unless the customer has waived this disclosure requirement in writing to the MedImpact Entities.

Formulary Decisions and Activities

It is important to prevent even the appearance of influence by drug manufacturers over formulary decisions. Employees and agents of MedImpact Entities who are in a position to influence the Pharmacy and Therapeutics (P&T) Committee and/or formulary decisions related to a manufacturer’s products must not accept inappropriate payments or inducements of any sort, directly or indirectly or on behalf of the MedImpact Entities, from the manufacturer, including attendance or participation in pharmaceutical company sponsored advisory boards. All employees and agents of MedImpact Entities involved in P&T and formulary decisions shall sign and be required to follow the respective Committee’s Conflict of Interest statement and acknowledgement document.



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In the formulary development process, the determination of safety, clinical efficacy and appropriateness of formulary drugs must precede, and be paramount to, the consideration of costs. The MedImpact Entities and participating P&T and/or formulary committee members must never accept payments from a pharmaceutical manufacturer that are directly related or as an inducement for formulary placement of a drug or device.

With respect to any funding from drug manufacturers for formulary support activities, especially communications with physicians and patients, payments should not be linked directly or indirectly to drug purchases and any such funding should be documented through written contractual agreements authorized by the Senior Vice President level or above.

Educational Grants

Drug manufacturers sometimes provide grant funding for a wide range of educational activities. While educational funding can provide valuable information, it can also raise concerns under the anti-kickback statutes. Funding that is conditioned, in whole or in part, on the purchase of a drug product may violate the anti-kickback statutes, even if the educational or research purpose is legitimate. Furthermore, to the extent the manufacturer has any influence over the substance of an educational program through the educational grant, there may be a risk that the educational program will be used for inappropriate marketing purposes. If MedImpact Entities accept an educational grant from a drug manufacturer, MedImpact Entities will maintain independence over the content of the presentation.

Government Program Requirements

Some of the MedImpact Entities participate in government programs such as Medicare Part D, federal 340B programs, and state Medicaid programs. Individuals whose work involves these programs are responsible for knowing and complying with the applicable program requirements and laws, as well as all related policies and procedures of the MedImpact Entities. The program requirements include operational obligations, as well as obligations to prevent, detect, and correct fraud, waste, and abuse in the programs.

Medicare laws and regulations governing Medicare Part D can be found at Title XVIII of the Social Security Act, 42 CFR Section 423, as well as sub-regulatory guidance produced by CMS and HHS such as manuals, training materials, HPMS memos, and guides, which can be found on the CMS and HHS websites.

Questions about government program requirements can be directed to your supervisor, the Corporate Compliance Officer, the Compliance Department, or the Legal Department.

Licensure/Accreditation for Professional Services

MedImpact Entities understand the importance of complying with laws related to the practice of pharmacy, medicine, and nursing. Any employee of MedImpact Entities who has a question about whether he/she is engaging in these practices should contact the Legal Department.

Practice of Pharmacy

Generally, the practice of pharmacy is defined by most states as any of the following activities:

- Interpretation or evaluation of prescription orders;
- Compounding or preparing prescription or drug orders;
- Dispensing and labeling drugs and devices;



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- Participating in drug selection and drug utilization reviews;
- Advising clients or members on therapeutic values, use, and hazards associated with drugs; or
- Performing any of the acts necessary to operate a pharmacy.

MedImpact Entities’ employees who engage in any of these acts for MedImpact Entities are required to be licensed pharmacists. To the extent allowable by law, a pharmacy technician may participate in selected activities under the supervision of a licensed pharmacist. Other employees, particularly those who interact with plan members, should be familiar with the boundaries of appropriate advice and counseling to ensure that only licensed pharmacists are engaged in the practice of pharmacy.

Practice of Medicine

In administering and managing pharmacy benefit plans, MedImpact Entities do not intend to engage in the practice of medicine. The activities that constitute the practice of medicine generally involve seeing a patient and performing some assessment of the patient’s condition, and suggesting or performing specific treatments to treat the condition. If any MedImpact Entities’ business activities constitute the practice of medicine, MedImpact Entities will employ or contract with licensed physicians to perform those activities.

Practice of Nursing

MedImpact Entities employees are not to engage in activities that constitute the practice of nursing. Common definitions of the practice of nursing are direct patient care, either through patient contact or as a consultant for another nurse or physician on a particular case. If any MedImpact Entities’ business activities constitute the practice of nursing, MedImpact Entities will employ or contract with licensed nurses to perform those activities.

Excluded Individuals/Entities

MedImpact Entities do not employ or contract with individuals or entities that have been excluded from doing business with the government. If you are disbarred from any licensed profession, excluded from participation in a federal or state healthcare program, or have been found guilty or pleaded guilty or no contest to a criminal violation, you must notify your supervisor or the Human Resources Department immediately. The same holds true if your name appears in the exclusions databases of the General Services Administration, the Office of Inspector General at the Department of Health and Human Services or a state’s Medicaid exclusion list.

Sarbanes-Oxley Act

The Sarbanes-Oxley Act implements rules and regulations that apply to publicly traded organizations to ensure fair dealings, internal controls, financial reporting, and code of ethics. MedImpact Entities are private companies and not subject to the Sarbanes-Oxley Act, however, they utilize the Sarbanes-Oxley Act as a guideline. For example, financial statements submitted by MedImpact are deemed to be certified by the CEO and/or CFO.

MedImpact Entities, by way of this document and their policies and procedures, have established a code of conduct that applies to all employees, including the CEO, President, members of the Board, and members of the Senior Leadership Team to ensure that all actions and operations of MedImpact Entities are conducted at the highest ethical standards.



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Compliance with Policies & Procedures

In addition to this Code of Ethics and Business Conduct, employees should review, be familiar with, and comply with other policies and procedures of the MedImpact Entities, which include but may not be limited to the following:

Compliance Policies and Procedures

Compliance Policies and Procedures can be found on the MedImpact Intranet website in the Compliance section:

- Reporting Known or Suspected Compliance Violations
- Tracking Compliance Issues
- Internal Investigations
- Responding to Government Investigations
- Compliance Monitoring and Auditing
- Promptly Responding to Detected Offenses and Corrective Actions
- Avoiding Conflicts of Interest
- Avoiding Employing or Contracting with Sanctioned or Excluded Individuals or Entities
- Compliance Reporting
- Records Management

Operational Policies and Procedures

Individual departments within the MedImpact Entities may develop additional policies and procedures and other work instructions specific to your job functions. Employees of the MedImpact Entities are responsible for knowing and complying with the policies and procedures and other work instructions specific to your job function. Employees of the MedImpact Entities who have questions about the policies, procedures, and/or work instruction in their department, or the existence of such, should contact their supervisor.



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Corporate Compliance Program (“Compliance Program”)

MHI established a Compliance Program to ensure that the MedImpact Entities commitment to compliance with laws and ethical standards was clearly communicated to all Personnel and to establish mechanisms for detecting, correcting, and preventing noncompliance. All Personnel are required to participate in good faith in the Compliance Program. The following provides an overview of the Compliance Program for the MedImpact Entities. The full Compliance Program manual, which provides the details of the Compliance Program, is available on the MedImpact Intranet website along with other Compliance Program related documents.

Reporting System

It is the personal responsibility of each individual to report to the MedImpact Entities compliance concerns and suspected or actual violations of any standards or any laws with respect to the MedImpact Entities.

There are several avenues open to employees needing to provide information to management. They can discuss this with their direct manager or supervisor or a member of the Senior Leadership Team. If employees choose, they may direct their concerns to a member of the Human Resources Department. If employees don't feel comfortable talking to their manager, Senior Leadership Team, or the Human Resources Department, for whatever reason, they may utilize the reporting process established to report concerns to the Corporate Compliance Officer. Information on how to report to the Corporate Compliance Officer can be found in the Corporate Compliance section on MedImpact's Intranet and Internet sites.

Although individuals are encouraged to identify themselves to assist MedImpact Entities in effectively addressing concerns, individuals may choose to be anonymous, and MedImpact Entities will respect that decision. Any individual disclosing, in good faith, violations or suspected violations of legal requirements or corporate business standards will not be subjected to retaliation or retribution. This will not insulate the reporter from disciplinary action if it turns out that he/she is involved in the wrongdoing. Likewise, failure to comply with the provisions detailed in this Code of Ethics and Business Conduct will not be tolerated.

Investigation of Violations

If MedImpact Entities receive information regarding an alleged violation of the Code of Ethics and Business Conduct or other non-compliance, the Corporate Compliance Officer will:

- Evaluate the information as to severity and credibility;
- Initiate an informal inquiry or a formal investigation as deemed necessary;
- Prepare a report of the results of such inquiry or investigation, including recommendations as to the resolution of the matter;
- Make the results of such inquiry or investigation available to the, Corporate Compliance Committee, Senior Leadership Team, and/or Board of Directors for action; Depending on circumstances, results may require more limited distribution, therefore, procedures will be so adjusted; and
- Recommend changes in the Code of Ethics and Business Conduct necessary to prevent further similar violations of this nature.

MedImpact Entities may disclose the results of investigations to law enforcement agencies.



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Confidential Reporting

Employees’ reports will be kept confidential to the extent permitted by law and the ability of MedImpact Entities to address concerns. Depending on the facts and circumstances, not every situation can be held confidential. In certain instances, employees’ names may be provided to those individuals involved in the investigation or with a “need to know” about the situation.

No Retaliation

Employees should be aware that they will not be disciplined, lose their job, or be retaliated against in any way for asking questions or voicing concerns about the legal or ethical obligations of the MedImpact Entities, as long as he/she is acting in good faith. “Good faith” does not mean that the employee has to be right – but it does mean that he/she believes that truthful information is being provided. The important thing is that questions or concerns are brought to the attention of the MedImpact Entities through one of the available avenues.

MedImpact’s commitment to integrity includes a responsibility to create an environment that allows and encourages employees to report violations without the fear of retaliation or retribution. Employees must never be discouraged from using any available avenue of communication within the organization. Even simple questioning of an employee can lead to unintentional retaliation, as it may make an employee feel that he/she did something wrong by choosing one method over another. Employees are able to choose whichever method they are most comfortable with to communicate their concern to the MedImpact Entities.

Any employee who retaliates against another employee for reporting known or suspected violations of MedImpact Entities’ legal or ethical obligations will be in violation of these guidelines and subject to disciplinary action, up to and including separation from employment. Retaliation may also be a violation of the law, and as such, could subject both the offender(s) and MedImpact Entities to legal liability. Additional questions about retaliation should be directed to the Human Resources Department or Legal Department.

Disciplinary Actions

All Personnel are expected to comply with the Compliance Program, the Code of Ethics and Business Conduct, Compliance Policies and Procedures, and all applicable legal requirements during the course of performing their duties on behalf of MedImpact Entities. Should an employee’s work habits, conduct, or demeanor be deemed inappropriate, in the sole judgment of MedImpact Entities, whether based on a violation of policies, rules, or regulations, and/or failure to meet expectations, an employee may be subject to disciplinary or other corrective action, up to and including separation of employment.

MedImpact Entities employ disciplinary action guidelines. While the guidelines, listed below, may be used at management’s discretion, the stages as described do not constitute a prescribed order of progressive action. MedImpact Entities may bypass disciplinary stages and base disciplinary action on the severity, frequency, or combination of infractions when circumstances warrant immediate action.

Violation of any of the standards outlined in this document, or any other policy of the MedImpact Entities, will not be tolerated. Violators will be subject to corrective measures, up to and including separation from employment, and may also be subject to civil and/or criminal prosecution under all applicable state and/or federal laws.

Immediate Termination

Certain offenses may justify immediate termination. Such wrongdoing includes, but is not limited to, the following:

- violation of federal or state fraud and abuse laws;



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- failure to report conduct that the individual knows is illegal or that a reasonable person would have known is illegal;
- knowingly providing materially false information to the MedImpact Entities, a federal healthcare program, a customer, or a payer; and/or
- knowingly providing false or misleading information to the Corporate Compliance Officer or the Corporate Compliance Committee.

Incremental Discipline

Conduct that would otherwise justify termination may result in less severe disciplinary action if the violator self-reported or if the individual cooperated fully during the investigation. However, anyone who self-reports is not immune from termination or other disciplinary action.

Less severe disciplinary action may include, but is not limited to, coordination with the Human Resources and a conference with the individual’s supervisor, a written warning, or suspension without pay. As with all disciplinary measures, incremental discipline is applied consistently to all offenders.

The presentation of a corrective action occurs in a private setting and the employee is given the opportunity to respond to the contents of the document. The employee may also choose to respond to the document in writing. The employee’s written response, along with the original, written corrective action document is placed in the employee’s employment file.

Compliance Monitoring

Compliance is an essential element in the MedImpact Entities’ business success. MedImpact Entities attempt to weave these principles into their daily operations. MedImpact Entities have established a regulatory compliance department at MedImpact that is responsible for the dissemination of these principles and to facilitate compliance at all MedImpact Entities. The Board of Directors of the MedImpact Entities are also responsible for maintaining ethical standards. Additionally, the Corporate Compliance Committee meets regularly to consider and review environmental, ethical, and social issues. As deemed necessary, this document as well as corporate policy may be changed.

Any breaches of the Code of Ethics and Business Conduct must be reported immediately. Management and the members of the Corporate Compliance Committee will not be held responsible or retaliated against for any loss of business resulting from adherence to these principles and other mandatory policies.

Annual Training and Acknowledgement

As a condition of employment, upon hire and annually thereafter, each employee of the MedImpact Entities is required to participate in compliance training and acknowledge that he/she has received the Compliance Program, Code of Ethics and Business Conduct and the Compliance Policies and Procedures, and understands and will comply with the requirements contained in those documents.



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Corporate Governance / Oversight

Board of Directors

The Board of Directors or other governing group (referred to herein as “Board of Directors”) of the MedImpact Entities are the ultimate decision-making bodies of the MedImpact Entities for corporate matters. The Board of Directors oversee the conduct of the MedImpact Entities’ businesses by management and review financial objectives and major corporate plans, strategies, and actions. The Board of Directors are expected to promote the best interests of stockholders in terms of corporate governance, fiduciary responsibilities, compliance with laws and regulations, and maintenance of accounting and financial controls.

Guidelines for the Board of Directors

The Board of Directors must be knowledgeable and well versed in the business of the corresponding MedImpact Entity and its respective sectors/industries. This knowledge comes by way of experience and education. Given the dynamic nature of the MedImpact Entities’ businesses, the Board of Directors should be proactive and open to change in order to best position the MedImpact Entities for continued change in technology, demand for services and products, and continued shifting in economies of scale for direct and indirect peers.

In addition to being knowledgeable of the businesses and sectors/industries, the MedImpact Entities’ Board of Directors must be knowledgeable of:

- Income statements and balance sheets;
- Computation and understanding of financial ratios; and,
- Anomalies in financial data.

The Board of Directors must know the Senior Leadership Team well, both on a team and individual level. On an individual level, the Board of Directors must understand each Senior Leadership Team member’s knowledge of the business, management style, and ability to be a team player. The Board of Directors is encouraged to nurture and maintain these relations. The members of the Board of Directors are expected to become familiar with the conditions and operations of the MedImpact Entities through both formal meetings and independent, personal observation and inquiry.

Senior Leadership Team members are responsible for strategic planning, risk management, financial reporting, preparing annual operating plans and budgets, designing dynamic organization structure, selecting qualified management, and executing operation and strategic goals. Senior Leadership Team members are expected to communicate with the Board of Directors on a regular basis.

Corporate Management

Corporate management is responsible for day-to-day management of MedImpact Entities’ employees. Corporate management understands that:

- Employees will be treated fairly and equitably;
- Information regarding retirement, health, insurance, and other benefit plans will be appropriately disclosed to employees;



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- An environment of teamwork where individuals are rewarded fairly and consistently will be established and maintained;
- Honest and candid communication about the operational and financial performance of the MedImpact Entities will be disclosed; and
- MedImpact Entities have a non-retaliation policy allowing the reporting of wrong doing by employees and/or corporate management.

MedImpact Entities understand that these principles and practices are designed to effectuate a governing framework that optimizes communication between its corporate management, Board of Directors, and shareholders. By institutionalizing sound corporate governance principles and practices, MedImpact Entities believe that they will be well positioned to function efficiently and effectively from both an economic and legal perspective. Equally important, MedImpact Entities believe that these principles and practices will provide for transparency and accountability to the owners of the MedImpact Entities, namely the shareholders.

Corporate Compliance Officer and Committee

The Corporate Compliance Officer and Committee will be responsible for ensuring that this Code of Ethics and Business Conduct is upheld and will institute any changes necessary to ensure MedImpact Entities conduct business legally and ethically.

Reminder.

This Code of Ethics and Business Conduct sets forth expectations for corporate behavior, along with a summary of various compliance policies and procedures and information on how to report compliance issues. All compliance policies and procedures and detailed reporting information and forms are available on the MedImpact Intranet site under the Corporate Compliance section. To ensure compliance, employees should review and be familiar with these documents and the Corporate Compliance section of the MedImpact Intranet site.



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(Document #560-RD-1039)

