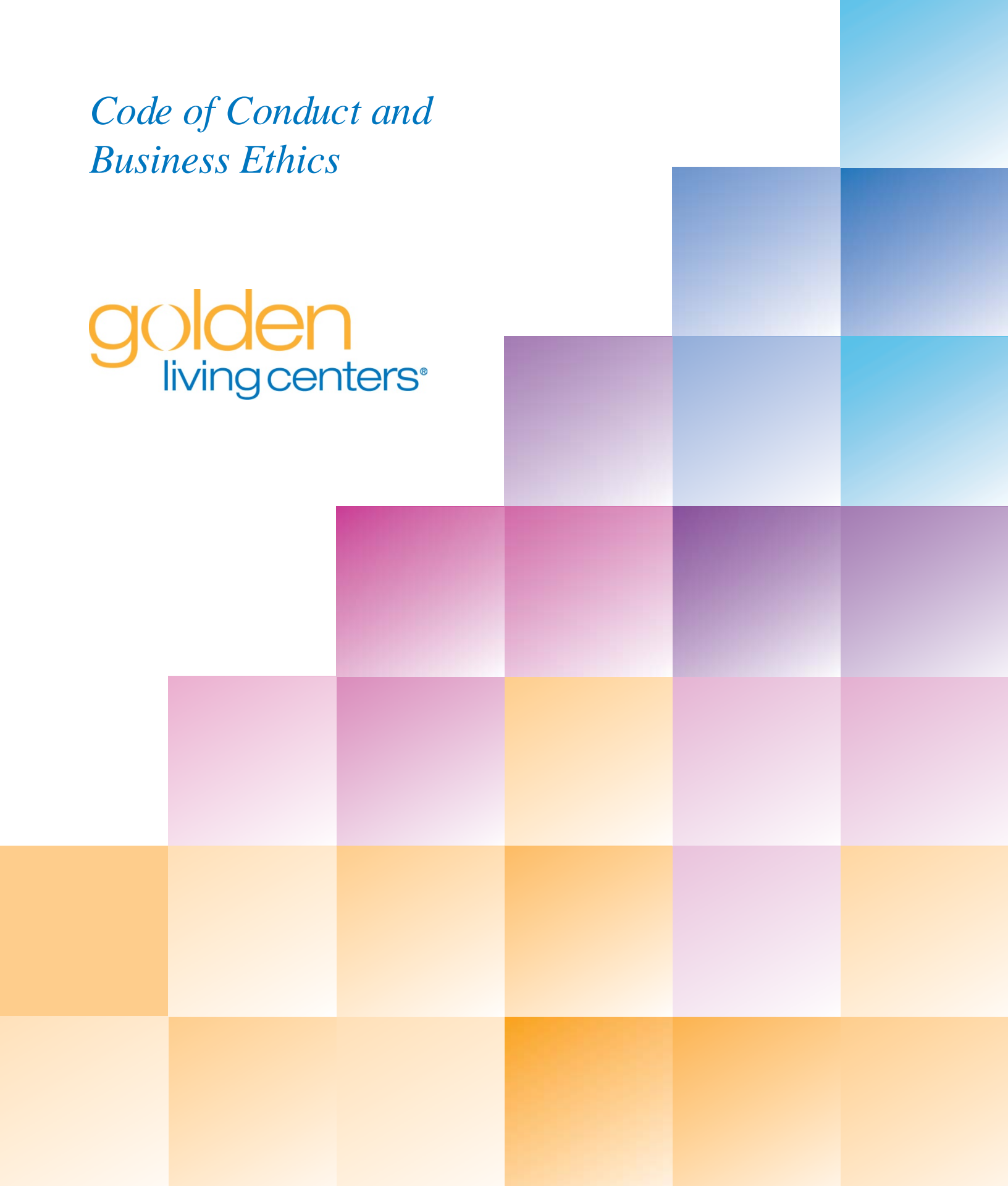


*Code of Conduct and
Business Ethics*

golden
living centers®



Our Mission and Values

Our mission at Golden LivingCenters is:

to share our passion for improving quality of life through innovative healthcare, one **person**, one **family** and one **community** at a time.

Our Golden Values:

Make **integrity** and **accountability** your pledge.

Share our passion for **excellence**.

Be uncompromising in delivering **quality** care.

As an employee of Golden LivingCenters®, you have the great privilege of providing quality care to our patients — either directly or through the support you provide to others in our company. With that privilege comes the responsibility to adhere to the highest level of legal, ethical and moral standards. The company expects this of you, and so do the people in our care.

We are a results-oriented company, and every employee is expected to achieve their work objectives. But the results you achieve must always be accomplished with integrity.

The Golden LivingCenters Code of Conduct and Business Ethics is your guide to ensure that you are making the right decisions. It supports you in performing your job responsibilities in a manner that complies with our policies and company expectations. It also ensures that we comply with all applicable laws and regulations.

Think of this Code of Conduct as the conscience of our company — offering the right guidance to handle potentially difficult situations or conflicts that may arise.

Much of the guidance in the Code of Conduct may seem like common sense. It is. Just as you make decisions that are honest and ethical in your personal life, we expect you to apply honesty, dignity and respect while caring for our patients and interacting with family members and fellow employees.

Our Golden LivingCenters values are integrity, accountability, excellence and quality. By adhering to the Code of Conduct, you will be living these values and demonstrating the behavior that builds trust in Golden LivingCenters.

We expect you to read the Code of Conduct in full and adhere to the guidelines. You should have the same expectation of your colleagues. If you have questions about anything you read in this Code of Conduct, please ask your supervisor or contact the Compliance Department.

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Meeting Our Responsibilities

Introduction to Our Code of Conduct and Business Ethics

At Golden LivingCenters, we understand and accept our responsibilities to provide quality care, to respect the dignity of our patients, to always act in accordance with our values and to comply with all applicable laws and regulations. Our mission calls on each of us to share our passion for improving quality of life through innovative healthcare — one **person**, one **family** and one **community** at a time.

Healthcare laws and regulations change, and situations involving ethics can be complicated. While our commitment and our responsibilities are clear, sometimes it is difficult to know what to do in certain situations. That is why we have developed our Code of Conduct and Business Ethics (*Code*) and provided you with resources to help you understand our standards and expectations, and to help you make good choices for Golden LivingCenters, for our patients and for you.

To Whom This *Code* Applies

This Code of Conduct and Business Ethics provides the ethical guidelines and expectations for conducting business on behalf of Golden LivingCenters®.

The *Code* applies to all directors, company officers, employees and vendors. Vendor conduct and behavior can have an impact on the company and its reputation. For this reason, vendors are expected to conduct their businesses in a legal and ethical manner and to meet all applicable contractual obligations.

Accountability Under the *Code*

The *Code* details the fundamental principles, values and framework for action within our organization. While not an employment agreement, the *Code* sets guidelines and standards to help guide your behavior and actions in common circumstances. It states our basic commitment to compliance, which supports our corporate culture of acting with integrity even if no one is watching. We value and reward the prevention, detection and resolution of quality of care and compliance issues. Each of us is accountable for our own behavior. Compliance with this *Code* is a condition of employment at Golden LivingCenters. Failure to follow its principles is the basis for disciplinary action up to and including termination. This *Code* may be revised from time to time, to ensure that our company continues a culture of good business ethics and compliance.

Reporting Possible Violations

Golden LivingCenters has the opportunity to improve every time you ask a question or raise a concern. When you speak up to clarify a policy or report questionable conduct, you are protecting your colleagues, the interests of patients and the reputation of Golden LivingCenters. Remember, an issue cannot be addressed unless it is brought to someone's attention.

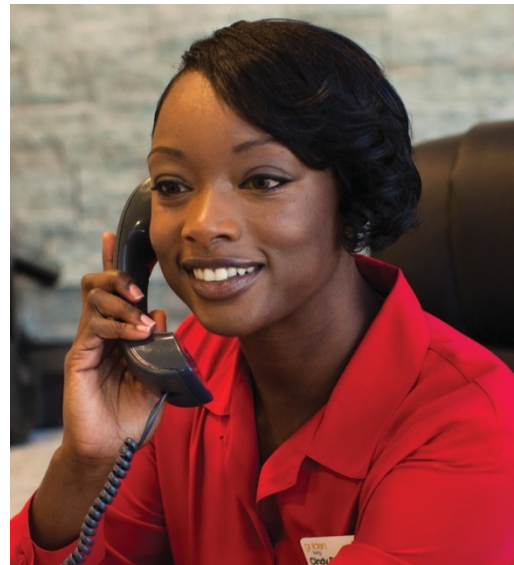
Where to Go for Help

You have the option to ask questions and the obligation to report possible compliance, ethical or legal violations by using any of the methods in Golden LivingCenters's Four-Step Process.

The Four-Step Process has been designed to give those closest to the employee the opportunity to address matters as they arise. The process then allows for matters to be advanced progressively upward through the company to the executive level, as appropriate.

The Four-Step Process

1. First, talk to your supervisor. He or she will be familiar with the laws, regulations and policies that relate to your work and will be able to handle most matters.
2. If you are not comfortable talking with your supervisor (for example, if you are questioning the actions of your supervisor), talk to your supervisor's supervisor or your Human Resources representative.
3. If you feel the matter cannot be handled at your local level, please contact your Golden LivingCenters regional leader.



Meeting Our Responsibilities

(continued)

4. If none of the above steps resolves your questions or concerns, or if you prefer, at any time you can call the toll-free Customer Response and Compliance Hotline (Compliance Hotline) at 1-800-572-9981. All calls are confidential, and you may remain anonymous if you choose. TDD is available. You may also file a report online at <https://goldenliving.ethicspoint.com>.

Our company requires all employees who have knowledge of any suspected abuse, neglect, mistreatment or misappropriation, or who have reasonable suspicion that a crime has been committed, to report the incident, consistent with the requirements of both federal and state laws, within the company and to the appropriate outside agencies. If you experience or witness conduct you believe, in good faith, is contrary to the *Code*, the law or company policy, you have an obligation to report your concerns using Golden LivingCenters's Four-Step Process or by contacting the Compliance Hotline. Your failure to fulfill this obligation is itself a violation of this *Code* with the potential to be grounds for disciplinary action up to and including termination. Failure to report could affect your rights in pursuing legal action.

Customer Response and Compliance Hotline Process

1. You will be given the option to remain anonymous.
2. A third-party interview specialist will document your concern in detail.
3. Information provided will be relayed to the Compliance Department for appropriate follow-up and investigation.
4. You will be provided with information on how you can access status updates or answer additional questions.
5. All reports submitted are handled promptly and discreetly.

The Compliance Hotline is available 24 hours a day, seven days a week. Calls to the Compliance Hotline or online reporting may be made anonymously — although this may make it more difficult to investigate and resolve your concern if you fail to provide enough information.

Q: Our supervisor typically does nothing when concerns about potential misconduct, such as intentional short staffing are brought to her attention, and I believe she has made things difficult for co-workers who have raised issues. Now I have a problem. A co-worker is doing something that I believe to be ethically wrong. What should I do?

A: Take action and speak up. You are required to report misconduct. While starting with your supervisor is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should follow Golden LivingCenters's Four-Step Process.

Q: What if someone misuses the Compliance Hotline, makes an anonymous call, and falsely accuses someone of wrongdoing?

A: Experience has shown that the Compliance Hotline is rarely used for malicious purposes, but it is important to know that we will follow up on calls and anyone who uses the Compliance Hotline in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person's reputation or get them fired, will be subject to disciplinary action up to and including termination.

Retaliation Is Prohibited

Regardless of the type of misconduct reported, or the method of reporting, Golden LivingCenters will not tolerate any retaliation against anyone who makes a good faith report of an alleged violation of the law, this *Code* or the company policies and procedures.

Golden LivingCenters takes claims of or reasonable fear of retaliation seriously. All such claims will be thoroughly investigated and, if substantiated, retaliators will be disciplined up to and including termination. If you believe you have been retaliated against, you should report such action using The Four-Step Process or any of the methods described in this *Code*.

Q: I suspect there may be some unethical behavior going on in my business unit involving my supervisor. I know I should report my suspicions, and I'm thinking about using the Compliance Hotline, but I'm concerned about retaliation. Will I lose my job; or will my supervisor punish me?

A: You are required to report misconduct, and in your situation using the Compliance Hotline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. If you choose to remain anonymous, no one will try to determine who you are, and we will protect the information you provide to us. After you make the report, if you believe you are experiencing any retaliation, you should report it to the Compliance Department or to Human Resources. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined up to and including termination.

Meeting Our Responsibilities

(continued)

Making the Right Choice - The Mirror Test

Making the right decision is not always easy. There will be times when you will be under pressure or unsure of what to do. Always remember when you have a tough choice to make that you are not alone. Your fellow employees and the resources cited throughout this *Code* are available to help.

When faced with a difficult compliance or ethical decision it may help to pause and ask yourself these questions:

- Is it the right thing to do?
- Is it legal?
- Is it consistent with our *Code*, policies and procedures?
- Have I considered all the options?
- Will I be comfortable telling others about my decision?
- If it was subsequently made public, can I honestly say I'd be proud of the choice I made?
- What is the possible impact of my actions on others?

Q: My business unit sets various goals that we are asked to achieve. Sometimes I feel pressured to violate the *Code* to achieve these goals. Is this acceptable?

A: No. While successful businesses set high goals and employees strive to achieve them, you should never violate the law, this *Code* or our policies to achieve your goals. Golden LivingCenters companies should achieve results with integrity.

Q: I'm a supervisor and I'm not clear what my obligations are if someone comes to me with an accusation — and what if it involves a senior leader?

A: No matter who the allegation involves, you must report it without exception. We provide several avenues for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in this *Code* or in our Four-Step Process. The Chief Compliance Officer will conduct an objective investigation or arrange an investigation of all concerns brought forth. The duty to achieve results with integrity applies equally to all from the entry-level employee to the highest levels of executive leadership and ownership of our company.

Q: I'm a supervisor. If I observe misconduct in an area not under my supervision, am I still required to report the issue?

A: Yes. You are chiefly responsible for personnel under your supervision, but all Golden LivingCenters leaders are required to report any misconduct they become aware of and take action. The best approach is to talk first with the supervisor who oversees the area where the problem is occurring, but if this doesn't work, or isn't feasible, you should use other resources listed in this *Code*.

Employee Responsibilities

If you are an employee you are expected to meet the following responsibilities:

- Always act in a professional, honest and ethical manner when acting on behalf of the company.
- Be familiar with the information contained in this *Code* as well as applicable laws and with company policies. Pay particular attention to the policies that pertain to your job responsibilities.
- Complete all required ethics and compliance training in a timely manner and apply it in your job tasks every day.
- Keep up-to-date on current standards and expectations.
- Promptly report concerns about possible violations of laws, regulations, this *Code* and policies to your supervisor or to the resources listed in our Four-Step Process.
- Cooperate and tell the whole truth when responding to an investigation or audit.
- Employees that are in a job that requires a current certificate and/or license are responsible to maintain current certificate and/or licensure and must provide that information to the Company in a timely manner. Not maintaining current certificate and/or licensure is a violation of the *Code* and employee may be subject to discipline under our policies.
- Maintain accurate and complete records for all business purposes, and never alter or destroy records in response to an investigation, or when an investigation is anticipated.
- Acknowledge your acceptance of the *Code* as directed.
- If convicted of criminal conduct, excluded or prohibited from participating in a federally funded program, notify your supervisor within five (5) days.



Meeting Our Responsibilities

(continued)

Leadership Responsibilities

If you are a supervisor, you are expected to meet the following additional responsibilities:

- Lead by example. Leaders are expected to exemplify the highest standards of ethical business conduct.
- Be a resource for others. Communicate to employees and business partners about how the *Code* and policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethics and ethically challenging situations with others.
- Create an environment where compliance is recognized and valued and where everyone feels comfortable asking questions and reporting potential violations of the *Code* and policies.
- Never ask or pressure anyone to do something that you would be prohibited from doing yourself.
- Be aware of the limits of your authority, and do not take any action that exceeds those limits.
- Delegate authority only where permissible, and never delegate authority to any individual who you believe may engage in unlawful conduct or unethical activities.
- If you supervise third parties, ensure that they understand their ethics and compliance obligations.
- Managers and leaders with direct reports in a job that requires a current certification and/or license are responsible for ensuring that the employee maintains current certification and/or licensure information and the information is current in the company systems. Managers and leaders are held accountable to not schedule hours for anyone who does not have a current certification and/or license on file. Not complying will be considered a violation of the *Code* and you may be subject to discipline under our policies.

Accountabilities and Discipline

Golden LivingCenters has adopted this *Code* to detail for you the fundamental principles, values and framework for action within our company. The *Code* states our commitment to compliance and fosters a culture that values and rewards quality and achieves all business results with integrity. From the Board of Directors to each and every employee, we share accountability for maintaining our culture and values. Procedures are in place to audit and monitor performance and to report, without fear of retaliation, any credible evidence of misconduct. Prompt reporting of concerns will help the Compliance Department address and remedy the problem. In consultation with Human Resources, policies and procedures are also in place to discipline those who are found, after thorough investigation, to have violated the law, this *Code* or our policies and procedures.

Conduct with Patients

Our patients are the heart of our business. All patients must be treated with respect and dignity at all times. As an employee and as a caregiver you must work to promote an atmosphere favorable to excellent care and document that care accurately and thoroughly. As a manager and supervisor your duty is to ensure that adequate resources, including staffing, are available to maintain professionally acceptable standards and provide the necessary care and services to all.

- Treat patients professionally and with respect.
- Make reasonable efforts to accommodate their needs and preferences and honor their rights.
- Maintain a safe patient care environment at all times.
- Maintain at all times an atmosphere free from verbal, sexual, physical and mental abuse; corporal punishment; and involuntary seclusion.
- Help patients to secure their property.
- Protect our patients' funds. Any employee who is found to have tampered with or stolen a patient's funds — whether from the patient's trust account, a separate account or the patient — will be subject to disciplinary action up to and including termination.
- Do not date or have any sexual contact with patients, even if consensual. Any employee who violates this company policy will be subject to disciplinary action up to and including termination.
- Immediately report any abuse or neglect issues you witness or any reasonable suspicion of a crime to appropriate authorities.

No Gifts, Tips or Loans

Employees are prohibited from soliciting, accepting or offering tips, gifts or loans from residents, family members or from anyone with whom the company does business.

- If an employee wishes to purchase personal property from a resident, the employee must have prior approval of the Chief Compliance Officer, the purchase must be made in an open-market setting with all details disclosed, and the purchase must be made at fair-market value.
- Employees and agents of the company are prohibited from soliciting or accepting offers of loans from residents, family members of residents or vendors regardless of amount or intent to repay.
- Employees may not accept favors, gifts or tips from residents, families or others that compensate or reward an individual employee.

Our Responsibilities to Our Patients

(continued)

Signing Documents as a Witness or Notary

Employees who are not acting in the official capacity of a notary public shall not serve as witness for any legal documents concerning a resident's wishes regarding:

- Disposition of property or assets
- Termination of treatment or any other aspect of care
- Control of property or other assets

Employees *may* witness:

- The signing of admission paperwork
- Disbursements from patient trust accounts
- The deposit to and/or removal from the safekeeping of the facility of a patient's valuables
- Other routine consent, such as consent to open a patient's mail

In order to prevent situations where the perception is that the caregiver (you as an employee or any vendor) used undue influence over a patient, employees are not allowed to be participants in the sale and/or purchase of a patient's assets.

Protecting Patients' Privacy

One of the most important ways we respect our patients is to protect their privacy, which includes, but is not limited to, safeguarding their medical records, their personal information and their identity.

Patient information is protected by state and federal privacy laws, including the Health Insurance Portability and Accountability Act (HIPAA), and must be kept confidential. Original copies of medical records should never leave the facility unless authorized by the Chief Privacy Officer or the Legal Department. A patient or the patient's legally authorized representative may request a copy of his or her own medical records orally or in writing.

Additionally, other individuals or entities may request and receive a copy of the medical records if the proper consent and/or authorization is obtained from the patient or his/her legally authorized representative. If a question arises as to whether a patient has the capacity to authorize



the release of records, or whether the individual requesting the medical records is entitled to have them, the Chief Privacy Officer and Records Management Department should be contacted before providing the requested copies.

The facility must obtain the patient's authorization when using a personal image or testimonial for the production of company communication materials that will be used for any of the following purposes: community relations initiatives, social events, announcements and promotions, social outreach, and other community activities. Authorization forms can be obtained by contacting Golden LivingCenters leadership or the Compliance Department.

- Be thoughtful about where, when and how you discuss patients' information. Do not do so in a place where you may be overheard.
- Share patients' confidential information only with those who need to know it for clinical or business purposes.
- Do not use patients' confidential information, identity or image for your own personal use, including but not limited to images and social media.
- Do not take originals or photocopies of medical records from the facility without the approval of the Chief Privacy Officer and Legal Department.
- Do not allow patients or patients' information to be subjected to experimental research or treatment without the patient's informed and written consent. Any experimental research or treatment must be authorized by the Chief Privacy Officer and Senior Vice President Clinical Operations and in accordance with HIPAA.
- Report all privacy and HIPAA violations to the Chief Privacy Officer immediately.

Creating and Maintaining Clinical and Business Records

Investors, government authorities and others need to be able to rely on the accuracy and completeness of our clinical and business records. Accurate and accessible information is also essential within the company so that we can make good clinical and business decisions.

Golden LivingCenters is committed to transparency and to making full, accurate, timely and understandable disclosure on all aspects of our business including clinical documentation, billing, cost reports, payroll records, contracts, expense reports, receipts and financial reports that are filed with or submitted to regulatory authorities.

Employees with a role in the preparation of our public, financial and regulatory disclosures have a special responsibility in this area, but all of us contribute to the process of recording patient information, business results and maintaining documents.

Our Responsibilities to Our Patients

(continued)

Each of us is responsible for helping to ensure the information we record is accurate, complete and maintained consistent with our system of internal controls.

- Never make false statements on an expense report, time sheet, staffing roster, clinical documentation, patient assessment, cost report, plan of correction or other business record.
- Always be accurate, complete and truthful when submitting financial results and clinical documentation.
- Make sure that financial entries are clear and complete, and fully disclose the true nature of any transaction.
- Be as clear, concise, truthful and accurate as possible when recording any information. Avoid exaggeration, colorful language, guesswork, legal conclusions and derogatory characterizations of people and their motives.
- Never change or tamper with information that has been entered into any record. Follow company policy and all legal requirements when amending records of any kind. Whenever possible, the original author should make corrections after consulting with a supervisor to discuss the reason for the change, the validation that the information being added or changed is accurate, and the proper methodology for making the correction.
- Never sign a blank order, form, note or other document that you know of or suspect that information will be added later above your signature. Never accept such a pre-signed document, including physician orders, from anyone, and report the matter immediately to your supervisor and to the Compliance Department.
- Only sign documents, including contracts, that you are authorized to sign and that you believe are accurate and truthful. Never sign a document or record for another employee.
- No written agreement shall be subject to any oral side agreements.
- All notices received by a facility with respect to any contract or real estate matter or dispute should be immediately scanned or faxed to the Legal Department.
- All Company contracts are subject to review by the Legal Department for potential conflicts of interest as identified in the *Code* section titled “Conflicts of Interest.”
- Contract expiration dates will be monitored by the company representative requiring the contract and renewed in a timely manner to prevent using services for which there is no legal agreement.

Records Management

Golden LivingCenters has records management policies and procedures to ensure that our records are maintained, stored and destroyed, when appropriate, in accordance with our business needs and in compliance with applicable regulations.

Each of us is responsible for information and records under our control. We must be familiar with the record keeping procedures that apply to our jobs and we are accountable for the accuracy and truthfulness of the records we produce. It is also our responsibility to keep our records organized so they can be located and retrieved when needed.

Documents containing sensitive and/or confidential information should be kept in their designated storage locations when not in use. Documents should be retrieved from printers, fax and copy machines in a timely manner. Sensitive information must be disposed of properly — normally shredded or deposited in a designated location for removal and destruction.

Documents should only be destroyed in accordance with our records retention standards, and never in response to or in anticipation of an investigation, audit, claim, lawsuit or arbitration proceeding. Contact the Chief Compliance Officer or Legal Department if there is any doubt about the appropriateness of record destruction.

Q: At the end of the last quarter reporting period, my supervisor asked me to record additional expenses even though I hadn't received the invoices from the supplier and the work hadn't started. I agreed to do it, mostly because I didn't think it really made a difference, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing?

A: No, you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation, and depending on the circumstances, could amount to fraud.



Our Responsibilities to Co-workers and the Company

Respect, Diversity and Equal Opportunity

Employees work best in an atmosphere of fairness, cooperation and equal opportunity. To promote this atmosphere, we should always treat others with dignity and respect, and value what each of us has to contribute. We must work to maintain a diverse workforce where personnel are hired, retained, compensated, disciplined and promoted solely on the basis of their contribution to the company and their performance. Our diversity is a key asset. Different backgrounds and points of view help to promote innovation and success.

We offer equal employment opportunities to qualified individuals, regardless of race, color, creed, religion, gender, marital status, sexual orientation, national origin, age, veteran status, disability — or any other category protected by law or company policy. Golden LivingCenters will not tolerate discrimination or harassment based on these or any other legally protected categories.

- Respect the diversity of all co-workers, business partners, patients, families and visitors.
- Do not distribute or display discriminatory material.
- If you supervise others, judge them on performance. Assign work and make on-the-job decisions solely on the basis of qualifications, abilities and potential. Avoid introducing unrelated considerations into your decisions. Use objective and quantifiable standards.

Q: One of my co-workers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

A: You should notify your immediate supervisor, Human Resources or the Legal Department. Sending such jokes violates our values as well as our policies pertaining to the use of email and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

Harassment-Free Workplace

Harassment in the workplace is behavior that is unwelcome and offensive to specific individuals or groups, or that unreasonably disrupts their work. Our conduct at work and at company-sponsored and related functions must be professional at all times. We will not tolerate inappropriate physical contact, sexual advances or any other actions, comments, or conduct that is intimidating or otherwise offensive or hostile.

The most common form of harassment is sexual harassment. Sexual harassment may include a range of behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include, but are not limited to: unwanted sexual advances or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, catcalls or touching; insulting or obscene comments or gestures; display or circulation in the workplace of sexually suggestive objects or pictures (including through email); and other physical, verbal or visual conduct of a sexual nature.

All reported occurrences of illegal harassment will be thoroughly investigated in strictest confidence and appropriately dealt with in accordance with our policies.

- Maintain a work environment that is professional and free from illegal harassment and retaliation of any kind.
- Do not make discriminatory references to or about any person, especially relating to gender, religion, race or any other protected class.
- Avoid unwanted or otherwise inappropriate physical conduct (such as suggestive gestures, uninvited touching or sexual advances).
- Do not use, distribute or display sexually explicit, vulgar, crude or offensive language, jokes, photographs or other materials.
- If possible, be direct, speak up and tell a person if you are upset by his or her actions or language, explain why and ask him or her to stop. Make a formal complaint if the matter is serious or if you are uncomfortable taking a direct approach.
- Even if you believe your acts or words are innocent, if someone says you are offending them and asks you to stop, do so at once.

Q: While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was "after hours" so I wasn't sure what I should do. Is it harassment?

A: Yes. This type of conduct is not tolerated - not only during working hours, but in all work-related situations including company-sponsored events and business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue, report the problem.

Our Responsibilities to Co-workers and the Company

(continued)

Q: I am a supervisor, and I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true, and I think it's only fair that I give my friend a "heads up" so he can defend himself. Don't I have a responsibility as a friend to tell him?

A: No. As a supervisor, under no circumstances should you give him advance warning. Your friend will be given the opportunity to respond to these allegations, and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved but also for the company. Alerting your friend could jeopardize the investigation and expose the company to additional risk and possible costs.

Privacy of Personal Information

In recent years, individuals, companies and governments have grown increasingly concerned about the privacy and security of personal information. As a result, laws protecting the privacy of personal information, and how it may be collected, shared and used are becoming more common. We have a legal and ethical responsibility to protect the confidential and personal information of our patients and our fellow employees.

- Employees are accountable for protecting personal information and for handling it securely.
- Collect personal information only for legitimate business purposes, and keep it only as long as necessary.
- Take precautions to safeguard personal information when collecting, processing, storing and transferring it.
- When we use third parties to provide services for us, make sure they understand the importance we place on privacy and that they must uphold our standards.

Q: I'm concerned that the company may have medical information about me that I wouldn't want others to have access to. Is my medical information secure and protected?

A: Yes. All medical and health-related information about employees, such as information from our group health plan, is considered strictly confidential and subject to privacy safeguards.



Protecting Company Assets

We all have a responsibility to use Golden LivingCenters's resources wisely, with care and to ensure that our information and property are not misused, damaged, lost, stolen or wasted.

Company assets include, but are not limited to, our physical facilities, equipment, computers, office and cell phones, personal devices and faxes, files and documents, mobile devices, and inventory and supplies. Our assets also include intellectual property and confidential information.

Proper Use of Golden LivingCenters's Electronic Networks and Systems

The company provides various electronic technologies, including personal computers and related software and hardware, voicemail, email and Internet access to authorized employees to assist them in performing their job duties for the company.

- Employees may be supplied with a workstation, mobile device or laptop to perform company business and must not use company-supplied equipment for personal or commercial use outside the parameters provided by your supervisor, the company's information technology provider and company policies.
- Do not install any computer software on a company-supplied computer without the approval from your supervisor and the company's information technology provider. This includes purchased software, shareware and freeware.
- Never copy company-supplied software to any storage media or transfer company-supplied software to another computer.
- Employees must not make any hardware alterations to company-supplied computers.
- Do not store personal files such as photo images, music MP3 files, video files or personal documents on the local hard drive of any company-supplied computer or on any network drive.
- Employees who are issued laptops and mobile devices are responsible for the physical security of the laptop and mobile device.
- A company-supplied computer is the property of the company and there should be no expectation of privacy.
- Email should only be used for business purposes or for statutorily protected communications and the electronic transfer of company information to personal accounts for personal gain is prohibited.
- Email must be written in a manner consistent with the company's Unlawful Harassment Policy.
- Emailing Electronic Protected Health Information outside the company is prohibited unless the email is encrypted.

Our Responsibilities to Co-workers and the Company

(continued)

- Use of company's email system for sending chain email, jokes and non-business-related images is prohibited.
- Email should be considered a method of communication, not a permanent business record. Do not use your email as a "to do list" or filing cabinet for important business information – if an email has such information, find a way to store that as a business record, as email will be routinely and regularly deleted.
- Use of company's email system for solicitation is strictly prohibited with the exceptions of statutorily protected solicitations or for an approved charity.
- Employees are expected to know and adhere to privacy and security policies regarding rules and regulations related to electronic technology.

Golden LivingCenters reserves the right to access any file, information, data or other items located on or in Golden LivingCenters property. Email and voicemail systems and content on them are supplied for business use only and are considered potential company records and the property of Golden LivingCenters.

Preventing Fraud and Theft

We all have the responsibility to:

- Report any suspicions you may have concerning theft, embezzlement or misappropriation of any company property.
- Handle documents containing sensitive information — including information stored on computer systems — carefully during working hours and secure them properly at the end of the day.
- Keep your computer and system access password(s) confidential.
- Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on company computers or other equipment to conduct company business is strictly prohibited.
- Lock your computer when it is unattended to protect it from use by unauthorized persons.
- When your employment with the company ends, you must return to your supervisor all electronic and paper copies of company information, reports, manuals and other items developed or furnished to you while you were employed at Golden LivingCenters.

Look for the following red flags that may indicate inappropriate use of our resources and possible fraud or theft:

- Company property that is not secured when not in use
- Allowing others to borrow or use equipment without approval
- Unknown individuals without proper credentials in our facilities

- Any unapproved use of company resources for personal purposes
- Improper use of electronic access control cards

Confidential Information

One of our most valuable assets is information. The unauthorized release of confidential information can cause Golden LivingCenters to lose a critical competitive advantage, embarrass the company and damage our relationships with patients and others. For these reasons, confidential information must be treated carefully. This means it must be accessed, stored and transmitted in a manner consistent with our policies and procedures.

Any information obtained about a company initiative or patients in our care may not be shared, sold or placed electronically or otherwise outside of our company reports, records, manuals and computer systems. In certain situations, the Chief Privacy Officer or Legal Department may direct the release of information when it is related to the best interests of the company or the patient and when it is within appropriate legal boundaries.

Each of us must be vigilant to safeguard company confidential information as well as our patients' confidential information that is entrusted to us. We must keep it secure, limit access only to those who have a need to know and avoid discussion of confidential information in public areas. The obligation to preserve Golden LivingCenters's confidential information is ongoing, even after employment ends.

- Use and disclose confidential information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Retrieve documents from printers, fax machines and copiers in a timely fashion.
- Protect intellectual property and confidential information by sharing it only with authorized parties.
- Never discuss confidential information when others might be able to overhear what is being said (for example on planes, elevators and when using mobile phones) and be careful not to send confidential information to unattended fax machines or printers.
- When a business relationship requires the disclosure of information, disclose only the minimum amount of information necessary to accomplish the function. There must be an understanding and agreement that the information will be kept in strict confidence and used only for the intended purpose.
- Protect confidential information from being viewed by onlookers during data entry or review.

Our Responsibilities to Co-workers and the Company

(continued)

- Log off your workstation when you leave for the day. Supervisors may designate exceptions for shift-change or shift-transition purposes.
- Do not use copyrighted materials without appropriate permission.

Confidential information includes, but is not limited to:

- Patient information (medical and financial)
- Future/pending sales, acquisitions and mergers
- Pricing and marketing information
- Customer and vendor lists
- Employee information (names, addresses, home phone numbers, salary or wages, medical data and personnel documents)
- The company's strategic business plans
- Data developed or purchased by the company or entrusted to us by customers or suppliers if identified as confidential

Company policies do not prohibit employees from disclosing or discussing employee information on terms and conditions of employment (such as wages) so long as the employee did not come into the possession of such information through access which the employee had as part of their formal job duties. This *Code* and company policies are designed to protect the Company, its employees, and patients, rather than to restrict the flow of useful, appropriate, and protected information. Nothing in this *Code*, or in any Company policy, is intended to restrict activity protected by Federal or State law, including the National Labor Relations Act's protections concerning section 7 rights and concerted activity.

Q: Sometimes I need to complete work at home or on the road. Can I forward the documents and material I need to my personal email account or use a flash-drive so that I can access it later and work on it outside the office?

A: No. You cannot forward any Golden LivingCenters documents to your personal email account nor should you copy the document to a removable drive for use with your own computer. To do so could result in a serious breach of confidentiality and a data security issue. We all need to avoid any usage that might lead to loss or damage. This may also include using non-company issued computers, laptops or mobile devices to conduct Golden LivingCenters business.

All post acute care providers, including skilled nursing facilities and long-term-care companies, operate under a strict and complex set of federal, state and local laws and regulations for licensing and certification. These regulations govern the delivery of care to patients and a wide range of supporting functions including, but not limited to, documentation, records management, admissions, claims submission and ordering medical supplies.

False Claims Act (FCA)

Golden LivingCenters believes that the claims we submit for payment will be just and accurate when we follow our policies and procedures and use the systems we have in place. Our company has training to prevent improper billing, policies and procedures to prevent, detect and correct an incorrect claim, as well as edits in place to prevent the submission of an incorrect claim.

The federal False Claims Act prohibits knowingly submitting a false claim to a federal payer for reimbursement. A “false claim” could include:

- Making a false statement regarding a claim for payment
- Falsifying information in the medical record
- Double billing for items or services
- Billing for services not performed or finished
- Submitting claims that are related to other violations of laws or rules, such as the anti-kickback laws

The federal False Claims Act also has “whistle-blower” or “qui tam” provisions. These allow private persons to file lawsuits in the name of the government for violations of the Act. The government may or may not choose to act on the information brought forward. If it does not act, the individual has the right to pursue the action independent of the government. If an entity is found in violation of the Act, the individual who brought the action forward may be entitled to a percentage of the recovery.

If you have a concern regarding submission of a claim for payment, there are many options for bringing this to the attention of the Company. The qui tam provisions of the False Claims Act do not require an individual to report concerns to the entity before they bring them forward in the name of the government. However, if you have a legitimate concern regarding submission of claims for payment, Golden LivingCenters needs to know so we can review the information, investigate and clarify or correct the situation promptly and as appropriate.

Our Legal Responsibilities

(continued)

Deficit Reduction Act (DRA)

Under the Deficit Reduction Act of 2005, known as the DRA, Golden LivingCenters must have written policies on both the federal FCA and any state laws that also prohibit the submission of false claims to state healthcare programs.

These policies also include protections from retaliation for any employee who reports potential wrongdoing under a federal or state false claim law. If you have any questions about the federal FCA, or about any similar state law provisions, contact the Legal Department.

Abuse and Waste

“Abuse” refers to practices that are inconsistent with sound fiscal business or professional practices that result in increased costs to any governmental payment program. It may also mean reimbursement for services that are not included under applicable coverage guidelines or of excessive length or intensity. Program abuse can also occur when information is intentionally misrepresented to obtain payment.

“Waste” generally means the overuse of services from inadequate oversight, mismanagement or lack of internal controls that results in unnecessary costs to any governmental program. The distinction between fraud, waste and abuse depends on specific facts, the available evidence and the intent and prior knowledge of the parties. All questions about this complex area of the law should be referred to the Legal Department as soon as the question or issue becomes apparent to you.

Kickbacks and Inducements

The federal Anti-Kickback Statute and various similar state laws prohibit giving, getting, offering or asking for anything of value in return for referrals. This *Code*, the *Golden LivingCenters Marketing Code of Conduct* and company policies and procedures contain rules about business transactions, gifts, conflicts of interest, record keeping and documentation. You must examine all relationships and arrangements with referral sources, physicians, vendors and suppliers to be certain there are no kickbacks or illegal inducements for the referral of patients.

You should never accept gifts, favors, services, entertainment, money or other items of value that are intended to influence your decision-making judgment or actions.



You must never offer anything of value, aside from nominal and occasional promotional items, to influence a vendor's or supplier's decisions or pricing. Any questions should immediately be referred to the Legal Department for analysis.

Legal Department

Our company will comply with all laws that apply to its business. The healthcare industry is subject to many laws and regulations that address business practices and the delivery of services. In some instances, these laws and regulations may be difficult to understand.

When any question exists as to our company's legal rights and obligations, the Legal Department should be consulted for advice to ensure compliance with all applicable laws and regulations.

The Legal Department should be consulted before an employee threatens to sue another company or individual on behalf of the company or initiates litigation of any kind.

Our company's attorneys are the only employees who may seek or retain outside legal counsel for any purpose.

The company's attorneys should be notified immediately when any notice of legal action against the company is received or when there is an unusual occurrence that could result in legal action against our company.

Contract Management

The company has developed standard agreements for use in most contracting situations. The Legal Department will provide you with the appropriate standard agreement upon request. It is our company's policy to use these standard agreements whenever possible. These contracts may not be modified without legal approval. Additionally, any customized contracts, such as vendor or supplier agreements, must be reviewed and approved by the Legal Department. A comprehensive database of all contracts will be maintained by the Legal Department. To request a contract or ask any questions related to contracts, please contact the Legal Department.

The following guidelines apply to all contracts, whether standard agreements or customized contracts:

- All agreements should be in writing. No written agreements shall be subject to any oral side agreements.
- Once approved by the Legal Department, all executed contracts, including Business Associate Agreements where applicable, must be immediately provided to the Legal Department through the designated process.
- All notices received by a facility with respect to any contract or real estate matter or dispute should be immediately forwarded to the Legal Department through the designated process.

Our Responsibilities as Corporate Citizens

Communicating and Cooperating with Regulators, Government Investigators or Contractors

The healthcare industry is subject to many laws and regulations that address business practices and the delivery of or payment for services. In some instances, these laws and regulations may be complicated and difficult to understand. If you have any questions, be sure to ask your supervisor or contact the Compliance Department or the Legal Department.

Golden LivingCenters will cooperate with every reasonable request of federal, state and local authorities seeking information concerning our operations and related compliance matters. At the same time, our company is entitled to the safeguards provided by law, including the representation of legal counsel from the first contact. The company may be asked for patient information that is protected by privacy laws and may be obliged to ensure privacy in responding to such requests.

In the course of your work, you may receive inquiries from regulators or government authorities. You should respond that the company intends to cooperate but that the matter must first be discussed with the Legal Department. All such requests, written or oral, must be reported to an attorney in our Legal Department by telephone immediately. Our legal team will advise you of further action. The only exception is that surveyors conducting licensure and certification surveys should have access to all routine information, but if any question arises during a survey as to the propriety of the surveyor's requests for information, an attorney in our Legal Department should be contacted immediately to advise you.

When we are notified of an external investigation or lawsuit, we will take prompt action to preserve documents that may be relevant. You will be notified of any actions required of you to assist in this effort.

Questions regarding our company's legal rights and obligations should be taken to the appropriate attorney in our Legal Department for consultation and advice to ensure compliance with all applicable laws and regulations.

- Keep informed about changes in the law or new requirements that may affect your business unit.
- Always report inquiries from regulators immediately to your supervisor and the Legal Department whether the inquiry is made by telephone, mail or a personal visit. Never take it upon yourself to respond to any such inquiries or contacts.

- Forward all requests and responses or correspondence from your Medicare Administrative Contractor, Medicaid program, quality improvement organization and/or other Centers for Medicare and Medicaid Services (CMS) contractors to Records Management for triage and to obtain the support you need before responding.

Q: Why are we expected to cooperate with investigations and inquiries? I would rather not get involved.

A: When the company conducts an investigation, it is because there is the possibility of a violation of our policies or legal requirements. The investigation is necessary to protect individuals, the company, and, in some cases, our patients and the public. If employees do not cooperate, it may be impossible to get all the facts and take the right actions. Withholding information or knowingly giving false or misleading information is a serious violation of our duties as employees and the law and could result in disciplinary action.

Legal Holds

Records should only be destroyed at the direction of Golden LivingCenters Records Management staff in accordance with the applicable laws, regulations and Golden LivingCenters record retention standards. Never destroy documents or records of any kind in response to or in anticipation of an investigation or audit. Note that records include not just documents, but also tapes, photographs, computer files and records in any other form whether paper or electronic. Contact the Legal Department if there is any doubt about the appropriateness of document destruction or the content of the applicable record-retention policy.

A Legal Hold suspends all document destruction procedures in order to preserve appropriate records and information under special circumstances, such as litigation or government investigations. The Golden LivingCenters Legal Department will determine and identify what types of records or documents are required to be placed under a Legal Hold and communicate this to the employees who have custody or control of these records. Every employee, agent and contractor must comply with this policy.

If there is any question as to whether a record pertains to an investigation or legal proceeding or may be responsive to a subpoena, contact the Chief Privacy Officer or Legal Department before altering or disposing of the potentially responsive document pursuant to normal procedures.

Our Responsibilities as Corporate Citizens

(continued)

Supplier and Vendor Relations

Our suppliers and business partners make significant contributions to our success. To create an environment where our suppliers have an incentive to continue to work with Golden LivingCenters, they must be confident that they will be treated lawfully and in an ethical manner.

Our policy is to purchase supplies and select suppliers based on need, quality, service, price, regulatory and legal compliance and terms and conditions. We select significant suppliers and contractors through a competitive bid process where possible. All supplier or business relationships are conducted by way of appropriate written contracts that are approved by the Legal Department.

The company has developed standard agreements for use in most contracting situations. These contracts may not be modified. It is our company's policy to use these standard agreements whenever possible. Customized contracts, when required, must be reviewed and approved by the Legal Department. All contracts with third party suppliers must be reviewed by the Legal Department before execution.

We believe in doing business with suppliers and business partners who share our commitment to high standards of ethical business behavior.

Supplier Diversity

We recognize the importance and benefits of a diverse supplier base. Supplier diversity is good for us, for our patients and for the community.

We will work to identify qualified minority and women-owned business enterprises capable of providing products and services. This effort aims to develop and maintain a strong supplier base that reflects the diversity of the overall supplier community. We always meet the company's needs for goods and services through competitive bidding and procurement procedures. The procurement process provides free and open competition that prevents any potential vendor from having a competitive advantage over others.



- If you are in a leadership position at Golden LivingCenters and work with our suppliers and business partners, you should communicate to our suppliers our standards for high performance in ethics and compliance.
- Watch out for any signs that our business partners are violating applicable law or regulations. Insist on only honest accounting of time and materials and acceptance of deliverables on time that meet our standards.
- Everyone who works with suppliers must make decisions in the best interest of Golden LivingCenters and our patients based on performance criteria, not for any personal benefit or gain.
- Cooperate with audits of suppliers and stop purchasing from those who do not meet our standards.
- Respect and protect the confidential and proprietary information of suppliers.
- Document all supplier relationships in appropriate written contracts that are reviewed and approved by the Legal Department.
- Disclose any situation that may appear to involve a conflict and remove yourself from making or influencing a purchasing decision.
- Do not give or accept any bribes, kickbacks, or other improper payments. Federal and state laws specifically make it a crime for anyone to offer or accept a bribe, kickback or anything of value for referring patients or other business.

Conflicts of Interest

A conflict of interest happens whenever you have a competing interest that may interfere with your ability to make an objective decision for Golden LivingCenters or our patients. For example, if you are involved in a business or other situation that might cause you to promote the interest of another — whether for your personal gain or for the gain of friends, relatives or business partners — then you may have a conflict of interest.

Each of us is expected to avoid situations that can lead to even the appearance of a conflict but if you find yourself in a potential conflict of interest, you must follow the procedures outlined in The Employee Handbook and talk with your supervisor. Depending on the circumstances, some conflicts may be resolved if they are handled properly.

Our Responsibilities as Corporate Citizens

(continued)

It is impossible to describe every potential conflict, but the following are some examples:

Personal Financial Gain

If you learn about a business opportunity because of your job, it belongs to Golden LivingCenters first. This means that you should not take that opportunity for yourself, a relative or similar person unless you get approval from company management and the Board of Directors.

Outside Employment

Outside employment can create a conflict of interest in several different ways. For example: outside work, including self-employment, may interfere with your ability to fulfill your Golden LivingCenters responsibilities, or there may be a risk that the outside employment leads to a disclosure of confidential information, or the activity could adversely affect Golden LivingCenters's reputation, or you might be in a position to inappropriately gain financially from knowledge learned at Golden LivingCenters.

Because of the potential for conflicts, permission to provide services to others similar to those you provide for Golden LivingCenters should be obtained from your supervisor and must be approved by the Chief Compliance Officer.

Investment/Ownership Interests

Employees may not own, either directly or indirectly, a significant interest in any business that does or seeks to do business with, or is in competition with, Golden LivingCenters without written approval from the Chief Compliance Officer.

Civic Activities

Unless company management specifically asks you to do so, you should not accept a seat on the board of directors or advisory board of any of our competitors, suppliers, patients' or partners' businesses, especially if your current job gives you the ability to influence our relationship with them.

Positions with educational, charitable and other nonprofit entities need not be disclosed unless the company has been asked in the last two years, or will be asked in the future, to contribute to such entity.



Family Members

You should never hire or place relatives inside the company in positions that create a conflict of interest. The term “relative” includes an employee’s parent, child, spouse, significant other, sister, brother, or any person related by blood or marriage. Conflicts of interest are created when:

- You have direct supervisory authority over a relative
- You have bookkeeping or payroll responsibility over a relative
- You may significantly influence the pay, benefits, career progression or performance of a relative

Employees should not contract with relatives or incur any financial or personal obligation that might affect, or appear to affect, their judgment in dealing with other employees or with outside firms or individuals.

Dating Relationships

You may not have a dating relationship with another employee:

- Who is in your reporting or supervisory chain
- For whom you have bookkeeping or payroll responsibility or vice-versa
- Whose terms or conditions of employment may be influenced by the relationship

If a situation occurs that could be perceived as a violation of this standard, the employees involved must disclose the relationship to management. The company will then make reasonable efforts to reassign or transfer one of the employees to avoid any actual or perceived conflict of interest.

Conflict of Interest Reporting

Conflict of interest standards include:

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of our patients and Golden LivingCenters.
- Discuss with your supervisor full details of any situation that could be perceived as a potential conflict of interest.
- Proactively address situations that may put your interests, or those of a relative or others, in potential conflict with Golden LivingCenters.
- Circumstances can change and new conflicts can surface over time, which is why it is important to reassess your situation from time to time and discuss any potential conflicts with your supervisor. Each employee should review his or her own activities, as well as those of any relatives upon hire, annually, and if their situation changes in a way that may be viewed as a potential conflict of interest, alert your supervisor so that the proper disclosures can be made.

Our Responsibilities as Corporate Citizens

(continued)

Should you find yourself in a potential conflict of interest, simply complete the Conflicts of Interest Disclosure form and speak with your supervisor. Depending on the circumstances, some conflicts may be resolved if they are handled properly. Two steps necessary to help resolve a conflict include disclosing the conflict or perceived conflict and then removing yourself from participating in any decisions regarding the competing interest. This practice will ensure all interests are represented and promoted fairly.

Each employee should review his or her own activities and those of any close family members upon hire and annually. If your situation changes in a way that may be viewed as a potential conflict of interest the proper disclosures must be made. Disclosures are made to the employee's supervisor and on the Conflicts of Interest Disclosure form.

Employers must avoid any situation involving a conflict between their personal interests (including those of close family members) and the interests of the company.

Gifts and Entertainment

Although gifts and entertainment are usual and customary in other businesses, in our business of healthcare, more stringent laws and policies apply. When our employees and business partners do not comply with these rules, their conduct can damage our reputation, harm our business and may even be illegal. While this area can be complicated, for us one principle is always clear: We do not give or accept gifts or entertainment to improperly influence a business decision.

No gifts — not even gifts of nominal value — can be accepted from or offered to anyone who refers or might refer patients or other reimbursable business to or from our company (including items whose costs impact reporting in any way to governmental entities).

More specifically, gifts are only to be given or accepted if ALL of the following conditions are met:

- The gift cannot be reasonably construed as payment or consideration for influence or reward for a decision or action.
- It does not violate applicable law.

- If it was disclosed to the public, it wouldn't embarrass you or the company.
- It is of nominal value.
- It can be shared with other employees.

Accepting or giving occasional modest refreshments as part of an educational meeting, or giving promotional items such as logo pens or sticky pads, where not otherwise prohibited by law may be appropriate when developing business relationships. However, they must only be modest and never be routine, lavish or contrary to Golden LivingCenters policies.

Rules for Vendors and Business Partners

Federal and state laws specifically make it a crime for anyone to offer or accept a bribe, kickback or anything of value for referring patients or other business. Employees must never give to, or receive from, any vendor or potential vendor any bribe, kickback or other unusual payment.

Never solicit money, contributions or program sponsorships, or other property or favors from vendors. If a supplier or vendor insists on sending gifts, it is best to suggest they make a donation to a suitable nonprofit charity in the name of Golden LivingCenters. Such a donation is in keeping with Golden LivingCenters's mission and values.

Unless the Chief Compliance Officer has specifically approved the request, never offer or accept services or supplies for free or buy or sell them at less than fair market value as an inducement to obtain contracts or any other services.

Rules for Gifts and Entertainment of Government Representatives

Extra care and caution needs to be taken when dealing with government officials. Federal and state lobbying and ethics laws regulate contacts with government officials and their staffs and employees. These laws subject our company and its employees to registration, reporting and other requirements. No gifts or other benefits, including entertainment, can be offered to government officials that could be considered as influencing any business decision or to obtain improper advantage.

Any request made to a Golden LivingCenters employee by a government official for an improper payment, or any action taken or threatened by such a government official with the intent of obtaining an improper payment, must be reported immediately to the Chief Compliance Officer.

Golden LivingCenters and its affiliated companies at all levels must report certain contacts between employees and Members of Congress and their staff or with employees of the federal government.

Our Responsibilities as Corporate Citizens

(continued)

If you have any such contacts or communications, notify your Compliance Liaison or the Compliance Officer so that, if necessary, the information is appropriately disclosed.

Gifts and Loans from Patients and Their Family Members

Patients, resident councils, and families of patients sometimes wish to give gifts to show appreciation to employees for good service. These are well-intentioned gestures, but the acceptance of a gift could give the impression that you are favoring a patient or giving him or her special care. It could also give the impression that you are taking advantage of the patient.

Employees must never accept gifts or tips from patients, family members or others that compensate or reward an individual employee. Accepting modest gifts is permissible only if they are donated to the facility for fair distribution among all employees at the facility. This is an acceptable option only if no employee has solicited or encouraged such gifts.

All other gifts or offers of gifts should be refused with the explanation that acceptance would violate company policy.

- Only give or accept gifts and entertainment that are nominal in value and are reasonable complements to business relationships.
- Never provide or accept gifts or entertainment that obligate or appear to obligate the recipient.
- Neither accept nor offer gifts — not even gifts of nominal value — from or to anyone who refers or might refer patients or other reimbursable business to or from our company.
- Do not request or solicit personal gifts, favors, entertainment or services.
- Do not accept personal gifts or loans from patients or their families.
- Gifts of cash or cash equivalents are never allowed.
- Always report gifts and entertainment, as well as stipends and travel expenses, paid by a third party in your expense report. Be sure to state the purpose for the entry accurately.
- Never aid or abet a third party in giving or receiving inappropriate gifts or entertainment.

Q: When I was traveling, I received a gift from a supplier that may be considered excessive, but I'm not sure. What should I do?

A: If you received any gift that you think may exceed our limits, you should report it to your supervisor or Chief Compliance Officer. A determination will then be made as to how the gift should be disposed of or used and what further steps, if any, are necessary.

Q: I have been asked by a local nonprofit organization whether Golden LivingCenters can donate a copy machine for its office. The organization does good work in the community and may even benefit employees and their families who live nearby. Can the company make that kind of donation?

A: Before any donations can be made, it must be clear that this will not in any way influence someone to provide the company with an improper advantage. Then, the question is whether such donations are in line with our general practice regarding charitable contributions. For these reasons, you must obtain approval from the Chief Compliance Officer.

Q: My supervisor often asks me to buy candy bars as part of fundraising activities for his children's schools. He also encourages us to support his favorite charities and sponsor him in fundraising walks and races. Sometimes I feel I don't have a choice. What can I do?

A: Selling, soliciting or collecting contributions for any purpose on our premises is prohibited. The only exception is for company-approved fundraisers. In addition, pressuring others to contribute to or join charities, groups or political activities is not allowed. Your supervisor may not view his actions as "pressure" and may not be aware of our policy. If you are comfortable doing so, talk to him about the problem. As an alternative, you can contact the Chief Compliance Officer.



Insider Trading

In the course of business or in conversations with patients or business partners we may hear information about publicly traded companies. It's important to know that we are prohibited from trading securities or passing information on to others (tipping) who then trade on the basis of material information before it is made publicly available to ordinary investors.

- Do not buy or sell securities of any company on the basis of material nonpublic information.
- Be careful when others request confidential information about our business partners. Even casual conversations could be viewed as illegal "tipping" of inside information.

Our Responsibilities as Corporate Citizens

(continued)

Q: I'm not sure what kind of information is covered by the term material information. What does it include?

A: Material information includes any information that a reasonable investor would consider important when deciding whether to buy, sell or hold a security. This can include news about acquisitions, financial results, important management changes, commencement or termination of client contracts as well as news about the financial, operational or environmental performance of a company.

Fair Dealing and Antitrust

Never engage in improper practices that may limit competition through illegal and unfair means. Most violations of antitrust laws arise from contacts with competitors. We do not enter into agreements with competitors to engage in any anticompetitive behavior.

Antitrust laws are very complex and the risks associated with noncompliance can be severe. If prices are discussed with a competitor, that action alone may be considered a violation of antitrust laws. As a general rule, contacts with competitors should be limited and must always avoid certain subjects including any matter relating to competition between Golden LivingCenters and its competitors, such as fees charged, profit margins and billing practices.

- Never participate in conversations with competitors that could be perceived as limiting competition. Avoid “loose talk,” informal discussions, or exchange between competitors of information from which common pricing or other collusion could result. Such discussions, no matter how innocent they may seem at the time, may later be subject to antitrust scrutiny from the government.
- Be familiar with the following practices and understand that they may constitute antitrust violations:
 - **Price fixing** - Agreement among competitors to raise, lower or stabilize prices. No employee may have any discussion with a competitor in which price information is shared, whether directly or indirectly.
 - **Division of markets** - Agreement among competitors to allocate trade territories.
 - **Group boycott and refusal to deal** - Agreement among competitors to refuse to deal with certain customers or other competitors.
 - **Tie-in** - The sale of one product or service on the condition that the buyer must purchase a separate product or service, if the seller has a substantial share of the market for either product or service.
 - **Favoritism** - Treating similarly situated customers differently or otherwise showing favoritism in sales or purchasing practices.

Q: I received sensitive pricing information from one of our competitors. What should I do?

A: You should contact the Legal Department without delay and before any further action is taken. It is important that from the moment we receive such information we demonstrate respect for antitrust laws and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-by-case basis and may include sending a letter to the competitor.

Q: I am planning to attend a trade show for Golden LivingCenters. Are there any special precautions I should take to avoid a potential antitrust problem?

A: Trade association meetings present special problems because they may involve meetings of competitors. If you attend a trade association meeting and someone attempts to have the group discuss any anticompetitive practices, you should leave the meeting and report the incident to the Legal Department so that an account of the incident may be prepared. Your behavior in objecting to and leaving the meeting should be such that others in attendance will remember it. This can protect both you and our company from antitrust violations.

Political Involvement

Golden LivingCenters believes in the right of employees to participate in the political process. Employees are encouraged to be politically active as individual citizens on their own time and at their own expense in their communities.

Employees must always make it clear that their views and actions are their own and not those of the company. Employees must never use company funds, assets, services or facilities to support any political candidate or party unless specifically permitted by law and authorized by the Compliance Department or Legal Department.

Golden LivingCenters and its affiliated companies at all levels must report certain contacts between employees and Members of Congress and their staff or with employees of the federal government. If you have any such contacts or communications, please notify the Compliance Department or Legal Department so that, if necessary, the information is appropriately disclosed.

Our Responsibilities as Corporate Citizens

(continued)

- Take steps to ensure that your individual political opinions and activities are separate and distinct from those of Golden LivingCenters.
- Before committing Golden LivingCenters to any corporate political spending or use of company resources, you must obtain prior approval from the Compliance or Legal Department.
- Do not use company assets, services, facilities and resources (including telephones, computers, and fax/copy machines) for political purposes.
- Never pressure another employee, patient, patient's family member or business partner to contribute to, support or oppose any political candidate or party.
- Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.
- Do not solicit contributions or distribute political literature during work hours.
- Never make a political or charitable contribution with the intent to improperly influence someone.

Q: I will be attending a fundraiser for a candidate for local office. Is it OK to list my position at Golden LivingCenters as long as I don't use any company funds or resources?

A: No. You may not associate the company in any way with your personal political activities.

Q: I would like to invite an elected official, such as a congresswoman or a state legislator, to speak at an upcoming company event. What steps should I take?

A: First, you **MUST** get approval from the Golden LivingCenters executive leadership and notify the Compliance Department before inviting an elected official or other governmental officer to attend a company event. If the invitee is in the midst of a re-election campaign, the company event could be viewed as support for the campaign. Any food, drink or transportation provided to the invitee could be considered a gift. In either case, there would be strict limits and reporting obligations that must be carefully followed. In addition, contact with government officials is also strictly regulated and disclosure requirements must be followed.



Marketing Practices

Our company's competitive appeal must be based on the quality and value of our services and the employment opportunities and benefits we offer, and must never be based on questionable marketing or recruiting practices. Our reputation for integrity, quality services and fair employment practices is an asset we must work hard to protect.

Information About Our Competitors

Information about competitors is a valuable asset in today's business environment. When collecting business intelligence, employees and others who are working on our behalf must always abide by the highest ethical standards.

Never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to spy on others. Be careful when accepting information from third parties, know and trust their sources and be sure that the knowledge they provide is not protected by trade secret laws or nondisclosure or confidentiality agreements.

While Golden LivingCenters hires former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

- Ensure that our advertising is truthful. No employee shall label or market our company's services in any way that may intentionally cause confusion between the company's services and those of any of its competitors.
- Obtain approval from the Chief Compliance Officer in advance of any arrangement that involves compensation for referring privately funded business.
- Never speak negatively about the facilities, services or employees of any of our competitors. Comparative advertising must not be conducted, unless the Legal Department has approved the advertising copy in advance.
- Use the company's trademarks, trade names and service marks in accordance with the policy governing their use.
- Do not give gifts of greater than nominal value, excessive entertainment, improper bonuses, finder fees or anything else with the intention of improperly influence our patients, potential patients or employees.



Our Responsibilities to the Public

(continued)

- At all times market our company's healthcare business — and recruit employees — solely on the basis of our price, benefits, quality and services.

A copy of the Marketing Code of Conduct is available where policies are saved.

Accurate, Fair and Honest Representations (Consumer Protection)

All sales and marketing activities and communications must be professional in nature and facilitate the exchange of relevant information that will benefit patient care and services. It is appropriate and valuable to increase awareness of our services, quality and outcomes to the patients and referral sources we serve and to educate the community at large on issues of interest to our target populations.

To accomplish this objective, you must provide only accurate and objective informational materials that identify the clinical and business value of the services we provide. Golden LivingCenters employees should avoid actions that could create the perception of impropriety and must avoid any inflated claims, disparagement of competitors or other deceptive marketing communications.

All marketing materials must receive approval from the Legal and Compliance Departments before use in our markets.

Communicating with the Public

We need a clear and consistent voice when providing information to the public and the media. For this reason, it is important that only authorized employees speak on behalf of the company. Never give the impression that you are speaking on behalf of Golden LivingCenters in any communication that may become public if you are not authorized to do so.

Requests for information from any member of the press must be referred immediately to the Golden LivingCenters public relations resources determined by Golden LivingCenters leadership.

- If you receive a media inquiry regarding Golden LivingCenters's activities, results, plans or its position on public issues and are not specifically authorized to respond, do not answer the reporter's questions. Instead, refer the request to Golden LivingCenters's public relations resources, and tell the reporter that a company representative will return his or her call.

- If you intend to write or publish a book, article or manuscript or deliver a presentation that relates in any way to our business, you must receive prior approval from your supervisor and the Legal Department. If the publication or presentation identifies you as an employee, it must state that: “The views expressed in this article/presentation are mine and Golden LivingCenters does not subscribe to the substance, veracity or truthfulness of the views expressed.”

Using Social Media

At Golden LivingCenters, we understand that social media can be a fun and rewarding way to share your life and opinions with family, friends and co-workers around the world. However, use of social media also presents certain risks and carries with it certain responsibilities.

Ultimately, you are solely responsible for what you post online. Before creating online content, consider some of the risks and rewards that are involved. Keep in mind that any of your conduct that adversely affects your job performance, the performance of fellow associates or otherwise adversely affects members, customers, suppliers, people who work on behalf of Golden LivingCenters or the Company’s legitimate business interests may result in disciplinary action up to and including termination.

Inappropriate postings that may include discriminatory remarks, harassment, and threats of violence or similar inappropriate or unlawful conduct will not be tolerated and may subject you to disciplinary action up to and including termination.

Always be fair and courteous to fellow employees, patients, customers, suppliers or people who work on behalf of the Company. Also, keep in mind that you are more likely to resolve work related complaints by speaking directly with your co-workers or by utilizing our Open Door Policy than by posting complaints to a social media outlet. Nevertheless, if you decide to post complaints or criticism, avoid using statements, photographs, video or audio that reasonably could be viewed as malicious, obscene, threatening or intimidating, that disparage patients, customers, employees, or suppliers, or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to intentionally harm someone’s reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion or any other status protected by law or company policy.

Our Responsibilities to the Public

(continued)

Make sure you are always honest and accurate when posting information or news, and if you make a mistake, correct it quickly. Be open about any previous posts you have altered. Remember that the Internet archives almost everything; therefore, even deleted postings can be searched. Never post any information or rumors that you know to be false about the Company, fellow employees, patients, customers, suppliers, people working on behalf of the Company or competitors.

Maintain the confidentiality of Golden LivingCenters trade secrets and private or confidential information including healthcare information. Trades secrets may include information regarding the development of systems, processes, products, know - how and technology. Do not post internal reports, policies, procedures or other internal business - related confidential communications. Express only your personal opinions. Never represent yourself as a spokesperson for the Company. If you do publish a blog or post online related to the work you do or subjects associated with Golden LivingCenters, make it clear that you are not speaking on behalf of the Company. It is best to include a disclaimer such as “The postings on this site are my own and do not necessarily reflect the views of Golden LivingCenters.”

The Company’s logos, trademarks, and copyrighted materials may not be used in any manner unless specifically authorized by the Company. Employees may not post pictures or videos of patients or residents unless specifically authorized by the Company to do so and have obtained written authorization from the patients or residents.

Acknowledge Acceptance

You must acknowledge that you have received a copy of the Code of Conduct and Business Ethics and understand the information by completing the employee acknowledgment. You should plan to complete your acknowledgment no later than 30 days from when you receive the handbook or no later than 30 days from your general orientation as a new hire or rehire employee.

To complete the acknowledgment, please follow the directions provided.

By signing the acknowledgment form, you are acknowledging that:

- You have read and understand the Code of Conduct and Business Ethics.
- You have had the opportunity to ask questions regarding the contents of the Code of Conduct and Business Ethics, and understand how the contents relate to your position with the company.
- You agree to inform a supervisor within five (5) days if you receive a notice of exclusion or are convicted of a crime.
- You agree to abide by the principles of the Code of Conduct and Business Ethics and understand how to access this handbook for future reference.
- You agree to disclose any possible or actual conflicts of interest between you and the company as defined in the section of the Code of Conduct and Business Ethics titled “Conflicts of Interest.”

For assistance with policy questions or for instructions on to acknowledge the Code of Conduct, contact the Compliance Department at compliance@goldenliving.com or 1-800-613-5989, Monday through Friday, 8:00 a.m. to 5:00 p.m. Central Time.

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