



Code of Conduct

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Table of contents

TABLE OF CONTENTS	2
.....	2
WHY WE HAVE THE CODE	3
VALUES	4
OUR SHARED RESPONSIBILITIES.....	4
<i>Knowing and complying with our policies</i>	4
<i>Personnel training</i>	5
<i>Risk management</i>	5
<i>Noncompliance</i>	5
<i>Follow the law</i>	5
<i>Be fair</i>	5
<i>Disclaimer</i>	6
REPORTING VIOLATIONS AND SEEKING ADVICE	7
<i>Ethics Hotline reporting</i>	7
<i>Reporting accounting, auditing, and internal</i>	
<i>accounting control concerns</i>	8
<i>Reporting fraud, waste, and abuse concerns</i>	8
<i>Non-retaliation and non-intimidation</i>	8
<i>Investigating reported violations, confidentiality,</i>	
<i>and duty to cooperate</i>	8
<i>Corrective action</i>	8
<i>Disclosure</i>	9
OUR WORK ENVIRONMENT.....	10
<i>Alcohol and drug-free workplace</i>	10
<i>Workplace violence</i>	10
<i>Weapons</i>	10
<i>Background checks</i>	10
<i>Employment of government personnel</i>	10
<i>Equal employment opportunity and affirmative</i>	
<i>action</i>	10
<i>Solicitation and distribution of materials</i>	10
<i>Discrimination and harassment</i>	11
<i>Sexual harassment</i>	11
<i>Diversity and inclusion</i>	11
PROTECTING INFORMATION.....	12
<i>Confidential and proprietary information about our</i>	
<i>business</i>	12
<i>Confidentiality</i>	13
<i>Confidential information about our members</i>	13
<i>Confidential information about our personnels</i>	14
<i>Confidential information about our providers,</i>	
<i>vendors, and business partners</i>	14

<i>Requests for confidential information related to</i>	
<i>government contracts</i>	14
<i>Third-party confidential and proprietary information</i>	
.....	14
<i>Documenting and reporting information</i>	14
<i>Media relations</i>	15
<i>Ethics</i>	15
USE OF COMPANY ASSETS	16
<i>Electronic assets</i>	16
<i>Passwords and access codes</i>	16
<i>Software</i>	16
<i>Social networking</i>	16
<i>Record retention and destruction</i>	16
ON OUR OWN TIME	18
<i>Avoid Conflicts of Interest</i>	18
<i>Conflicts of interest – disclosure</i>	18
<i>Personal financial interest</i>	18
<i>Family and personal relationships</i>	18
<i>Outside employment and other activities</i>	18
<i>Personal political activity and contributions</i>	19
CONDUCTING PAPA’S BUSINESS	20
<i>Fairness</i>	20
<i>Environment</i>	20
<i>Gifts and special courtesies</i>	20
<i>Business entertainment</i>	21
<i>Antitrust laws</i>	21
<i>Procurement</i>	21
<i>Commit to quality</i>	21
<i>Kickbacks</i>	21
<i>Business agreements</i>	22
DOING BUSINESS WITH THE GOVERNMENT	23
<i>Monitoring for excluded persons</i>	23
<i>False Claims Act and False Statements Act</i>	23
<i>Stark Law</i>	23
<i>Obstruction of a federal audit</i>	23
DOING BUSINESS ACROSS THE GLOBE.....	24
<i>Bribery and corruption</i>	24
<i>Anti-boycott</i>	24
<i>Barred countries/ Office of Foreign Asset Control</i>	
<i>Screening</i>	24
<i>Human rights</i>	24

Why we have the Code

The Papa, Inc. (“Papa”) **Code of Conduct** (“*Code*”) is one of the ways Papa puts our values into practice. The *Code* is a resource for all of us and is not a comprehensive policy or rulebook. Our *Code* provides us with guidance on conducting our business ethically. It also helps protect our reputation, customers, shareholders, suppliers, and other business partners.

Unless otherwise noted, the *Code* applies to all personnel, contractors, third-party service providers, and Board Members of Papa, Inc. Moreover, while the *Code* is written explicitly for Papa personnel, we expect Papa contractors, consultants, and others who may perform work or services for Papa to follow the *Code* connected with their work for Papa. The *Code* provides an overview of some of the legal and ethical standards we must follow every day. Please make sure you read, understand, and follow the spirit and letter of the *Code*.

The *Code* does not create any contractual rights between you and Papa. It may be changed or modified by Papa at any time without notice. We should not interpret the *Code* as a promise of employment or continued employment.

Papa prohibits retaliation against anyone reporting in good faith a known or suspected ethical or compliance concern. Anyone found to have retaliated against someone for making such a report will be subject to corrective action, up to and including termination of employment. By reporting misconduct, you are contributing to Papa’s ethical culture and upholding Papa’s values. If you believe you are being retaliated against, please contact a member of the Compliance Department.


Claims of ignorance, good intentions, or poor judgment are no excuses for noncompliance. Failure to follow the *Code* may result in disciplinary action, including termination of employment or engagement.

The Chief Compliance and Privacy Officer leads Papa’s Compliance, Ethics, and Privacy Program. The Papa Compliance Committee and the Board of Directors oversee the program and receive periodic reports from the Chief Compliance and Privacy Officer and business unit leaders, as appropriate.

Values


Our Papa people make us proud. Here's how we guide our pursuit of our common purpose.

Our core values




Be a pal

We care genuinely for our community.
We choose kindness.
We keep our word.
We're in touch with who and what we serve.




Powered by passion

We're here for the challenge of our times.
We're hopeful.
We're driven by purpose, not position.
Hard work starts with our own well-being.



Many cultures, one vision

Diversity creates compassion.
We lead by lifting others.
We're open, curious, and human.
We show our belief in others by asking for help.



Brave

We push ourselves, each other, and Papa to be better.
We charge ahead in uncharted waters.
We say no for the greater yes.
We're honest when it's hard.

Our shared responsibilities

Our *Code* puts our company's values into action. We have a responsibility to comply with our policies, contracts, and applicable laws where we operate. By following the *Code* and living our values, we protect our reputation. Remember, we are all individually responsible for Papa's integrity.

Knowing and complying with our policies

We are responsible for knowing, understanding, and complying with our policies and applicable laws. By committing to these responsibilities, we will continue to conduct our business with integrity and maintain the trust and high level of

service expected from us.

We must never commit or ask others to commit unethical or illegal acts. We should immediately report any request or direction to commit an act we think may be illegal or unethical.

Personnel training

All new hires **MUST** acknowledge reading and agree to Papa's *Code of Conduct* within **90 days of hire**. In addition, all personnel must acknowledge reading and agree to Papa's *Code of Conduct* when changes occur and/or **at least annually**.

Management must ensure that their direct reports complete their assigned training.

Risk management

We are responsible for understanding and following company policies that address our existing or emerging internal and external risks to our strategies, objectives, financials, and operations. Managers have an additional responsibility to identify, quantify, mitigate, and properly monitor such risks. Managers and personnel should work together to help ensure adequate controls and mitigation strategies are in place to minimize risks.

If you are aware of such risks not being managed appropriately, discuss them with your manager or Corporate Compliance.

Noncompliance

Failure to comply with any part of Papa's policies, standards, guidelines, and procedures may result in disciplinary actions up to and including termination of employment, services, or relationship with Papa. Also, state and federal agencies may take action per applicable laws, rules, and regulations.

Any unlawful act involving Papa systems or information may result in Papa turning over any

evidence of unlawful activity to appropriate authorities. Information on handling sanctions related to noncompliance with this policy may be found in Papa's secure intranet.

Follow the law

Papa is committed to full compliance with applicable federal and state laws. You are responsible for following the laws and Papa's policies and procedures that apply to your work and asking questions when you are uncertain about the legality of particular conduct. If you are concerned about an action or decision's legality, you should consult an attorney in the Papa Legal Department.

No instruction, excuse, or pressure justifies breaking the law or encouraging someone else to break the law.

Be fair

Papa is committed to a lawful and ethical competition policy in compliance with all applicable antitrust and competition laws. These laws generally prohibit agreements or conduct that may restrain trade or reduce competition. Papa believes that our competitors' and customers' information is a valuable asset in a highly competitive market and strives to compete fairly. Papa will not tolerate illegal or unethical means of obtaining competitive information. Papa personnel and contractors are prohibited from seeking or using information about our competitors or customers in a way that violates antitrust and competition laws or any laws or contractual requirements that protect proprietary data. All Papa personnel are expected to:

- Avoid all contracts, agreements, and understandings, which unlawfully reduce or eliminate competition or the production or sale of products or services.
- Refuse agreements with competitors to establish or fix prices or divide or allocate markets either by market segment, geography, or other means. Do not engage in any discussions with personnel or

contractors of competitors about these matters.

- Take special care in ensuring that discussions and activities with representatives of other companies comply with antitrust and competition laws.
- Do not use confidential information about a competitor that was obtained inappropriately.
- Be sure that you and everyone involved in gathering competitive information understand what information is needed and the legal ways to get it.
- Only use legal methods to obtain public information.
- Contact the Legal Department if you have questions about potential antitrust implications or antitrust practices or whether gathering certain competitor information is appropriate.

Although Papa is not publicly traded, many of the companies we do business with are. During your employment, you may become aware of “insider information.” It is against the law to use this information for Papa’s or your financial gain. Do not “tip” others by sharing this information with them.

Disclaimer

Papa follows all federal and state laws and regulations. Where more than one state is impacted by a particular issue, to allow for consistency, Papa will follow the most stringent requirement.

The *Code* is intended as a guideline. Situations

may arise in which professional judgment may necessitate actions that differ from the guideline. Circumstances that justify the variation from the guideline should be noted and submitted to the appropriate business area for review and documentation.

This *Code* is subject to change or termination by Papa at any time. Papa has full and final discretionary authority for its interpretation and application. This *Code* supersedes all other policies, standards, guidelines, procedures, or information conflicting with it. If viewing a printed version of this document, please refer to the electronic copy maintained in Papa’s secure intranet to ensure no modifications have been made.

Reporting violations and seeking advice

We have an obligation to report any suspected or observed misconduct to the Compliance Department, including violations of the *Code*, company policies and procedures, laws and regulations, or any other ethical concerns. Reporting suspected or observed misconduct or other ethical concerns is a condition of our employment.

If you have questions about the *Code* or concerns about compliance, you can contact your supervisor, a member of Human Resources, or a member of the Compliance Department. Papa's internal reporting of a suspected violation or concern can be reached through our Compliance Hotline at **1-866-611-5528**.

If you want to **remain anonymous**, you may call Papa's external **Ethics Hotline** at **1-844-850-2144**. When calling the Ethics number, you will hear an auto-attendant greeting and will continue through to a live Communication Specialist by selecting a language of choice.

Also, you may report an Ethics and Fraud incident via a link on Papa's website labeled **"Ethics/Fraud Reporting."**

<https://joinpapa.ethicspoint.com/>

Ethics Hotline reporting

Some examples include, but are not limited to:

- Concerns about questionable practices relating to accounting, auditing, billing, or internal financial controls.
- Confidentiality violations include not protecting the Company's and our customer's non-public information and/or using such information for non-legitimate business purposes, including unauthorized and unlawful disclosure of the corporately owned intellectual property or trade secrets.
- Misappropriation violations include unauthorized or improper use of a third-party's intellectual property rights, including patents, trademarks, copyrights, and trade secrets.
- A conflict of interest is where a person, such as a public official, an personnel, or a professional, has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties.
- Uninvited and unwelcome verbal or physical conduct directed at personnel because of his or her sex, religion, ethnicity, or beliefs.
- Falsification of records consists of altering, fabricating, falsifying, or forging all or any part of a document, contract, or record to gain an advantage or misrepresent the value of the document, contract, or record.
- Intentional wrongdoing, specifically a deliberate violation of a law or standard, including lying or failing to fully cooperate in an investigation.
- Use of Company resources or equipment without permission for non-business reasons.
- Violation of laws, requirements, or guidelines of a governmental agency or regulatory body.
- Substance abuse is defined as the misuse of both legal and illegal drugs, including alcohol.
- The act of stealing, specifically: the felonious taking and removing of personal property with intent to deprive the rightful owner of it.
- Willful or innocent actions that are in direct violation of company policy, procedures, *Code of Conduct*, and/or implied contractual responsibilities, including incompleteness of completing required ethics, compliance, and privacy training.
- Violence is an expression of the intention to inflict evil, injury, or damage to a person or property.

If you feel that the definitions above do not describe the event, action, or situation you are looking to report, please contact Corporate Compliance. Reporting concerns timely is critical so that they may be addressed at the earliest possible stage.

Reporting accounting, auditing, and internal accounting control concerns

Concerns regarding accounting, auditing, and internal accounting controls deserve special mention because they could affect our financial reporting obligations. We must report concerns about accounting, auditing, and internal accounting control deficiencies or noncompliance to the Compliance Department using one of the channels previously identified.

Some examples include but are not limited to:

- false statements or deliberate errors in the recording and maintaining of Papa's financial records;
- false statements or deliberate errors in the preparation, evaluation, review, or audit of any Papa's financial statement; and
- deficiencies in or noncompliance with Papa's internal accounting controls or policies.

Reporting fraud, waste, and abuse concerns

Papa recognizes the importance of preventing, detecting, and investigating fraud, waste, and abuse and is committed to protecting and preserving the integrity and availability of health care resources.

Fraud comes in a number of forms, and any referral can be reported anonymously by using the hotline number provided and providing as much information as possible. Providing contact information is not required, but it does allow the investigator to contact the reporter if additional information is needed.

Non-retaliation and non-intimidation

Papa prohibits retaliation against any person for reporting in good faith any suspected or observed misconduct, noncompliance, or other ethical concerns and accounting, auditing, or internal accounting control concerns.

Acts of retaliation in violation of this *Code* should be reported to the Compliance Department.

Investigating reported violations, confidentiality, and duty to cooperate

The Compliance Department reviews all reports received and thoroughly investigates, as appropriate, all ethics and compliance concerns.

Appropriate corrective action will be taken to address and correct reported concerns. Compliance treats all reports confidentially. The information provided will be shared only on a "need-to-know" basis with those responsible for resolving a concern.

We all have a duty to fully cooperate with a Compliance investigation. We must provide all known information and must not withhold, destroy, or tamper with any records or other potential evidence related to the matter under investigation.

Corrective action

If we approve or participate in actions violating the *Code*, company policies and procedures, laws, or regulations or fail to fully cooperate in an investigation, we are subject to corrective action. Corrective action may include termination of employment in the case of an personnel or termination of assignment or relationship with Papa for those in other roles.

Disclosure

We are committed to making appropriate disclosures to regulators, business partners, government agencies, and law enforcement authorities

Our work environment

Alcohol and drug-free workplace

We are expected to report to work free from the influence of illegal drugs and the abuse of legal drugs and alcohol. Possessing, selling, manufacturing, or distributing illegal drugs at any company location is prohibited. The only exception is if senior management has specifically approved the possession and serving of alcoholic beverages for special events.

A violation of the company's policy on alcohol and drug-free workplace may result in corrective action, including termination of employment.

The Drug-Free Workplace law requires anyone working on a government contract to notify their manager within five days of any drug-related criminal conviction. Failure to notify the Company may result in corrective action, including termination of employment.

Workplace violence

If you experience or have knowledge of any threatening behavior, you should immediately report it to your manager or Human Resources. Our work environment is expected to be free from acts of violence, threats, harassment, intimidation, or other disruptive behavior.

This policy applies while we are conducting company business, regardless of location. All threats (even in jest) are serious and may result in corrective action, including termination of employment.

Weapons

Weapons are prohibited on company-owned or leased property (subject to individual state laws) and while conducting company business.

Background checks

We believe hiring the best-qualified applicants contributes to our success. Background checks are conducted on all personnel.

Employment of government personnel

Federal government personnel hiring is governed by federal law. Contact the Legal Department before discussing employment or consulting arrangements with current or former federal government employees.

When considering hiring former state government employees, the hiring manager is responsible for ensuring no conflicts of interest exist with their Papa duties and the individual's previous state employment. Contact the Legal Department with questions.

Equal employment opportunity and affirmative action

We are committed to providing equal opportunity in employment to all personnel and applicants. Nobody may be discriminated against in employment because of race, color, religion, sex, gender (including gender identity), age, national origin, marital status, sexual orientation, veteran status, disability, genetic information, or any other status or condition protected by applicable federal, state, or local laws, except where a bona fide occupational qualification applies.

Solicitation and distribution of materials

We may not solicit other personnel or distribute non-work-related literature or materials during

work time and in work areas. Solicitation or distribution for any purpose by non-personnel is not allowed on company property unless approved by senior management. Distribution includes the distribution or posting of literature, pamphlets, chain letters, personal business cards, or any other written or printed material of any kind, including electronic mail. In addition, the use of office supplies for non-company-sponsored solicitation activities is prohibited. There are limited exceptions to this policy.

Discrimination and harassment

We are committed to a work environment free from discrimination and harassment. We forbid discriminatory harassment with respect to race, color, religion, sex, gender (including gender identity), age, national origin, marital status, sexual orientation, veteran status, disability, genetic information, or any other status or condition protected by federal, state, or local laws. In addition, we are prohibited from retaliating against others for reporting what they believe to be a violation of this policy.

Sexual harassment

Sexual harassment is prohibited. It may take many forms, including unwelcome sexual advances, requests, or demands for sexual favors and other visual, verbal, or physical conduct of a sexual or gender-based nature when:

- Submission to or rejection of such conduct is used as a basis for employment decisions such as, but not limited to, promotions, transfers, appraisal ratings, corrective action, training opportunities, salary treatment, or job assignments.
- Submission to such conduct is made either explicitly or implicitly as a term or condition of employment.
- Such conduct has the purpose or effect of unreasonably interfering with an personnel's work performance or creating an

intimidating, hostile, or offensive work environment.

Diversity and inclusion

We are inclusive and believe in a culture where differences are valued and celebrated. Celebrating diversity and inclusion creates an environment where everyone can bring their authentic selves to work without discrimination and builds a culture that opens doors to different perspectives that support Papa's initiatives to connect people.

Protecting Information

We have many types of information vital to conducting our business. This includes material and nonpublic information as well as other confidential and proprietary information about our:

- Strategies, products, processes, services, and financials.
- Members, providers, personnel, vendors, agents, business partners, and government contracts.

We must never use or disclose our confidential, proprietary, private, and/or material non-public information (Confidential Information) unless authorized by company policy in connection with a legitimate business need. In addition, we must never use or disclose a third-party's Confidential Information learned in the course of doing business with them without proper authorization and approvals.

Confidential and proprietary information about our business

Papa's confidential and proprietary information includes any information not shared with individuals outside of the company, and any information useful to our competitors.

It is everyone's responsibility to help ensure our confidential and proprietary information is used only when authorized by policy and for valid business purposes. We are obligated to protect this information from improper use or disclosure even after our employment ends. These assets include corporate data, business strategies and plans, financial data, equipment, furniture, vehicles, office supplies, corporate funds, credit cards, personnel time, computer supplies and software, and other proprietary or confidential information about Papa, Papa clients, or Papa personnel or contractors.

You may be periodically required to sign

confidentiality attestations under which you attest and swear that you are keeping Papa's assets confidential. We trust that when you use these assets, it will be for you to do your job. Remember:

- Guard Papa's assets against misuse, **fraud**, waste, abuse, loss, and theft.
- Ensure that assets are only used for valid Papa purposes.
- Protect confidential or proprietary Papa information by never sharing it with unauthorized parties such as competitors, suppliers, or outside contractors without proper authorization.
- If you know someone is misusing, damaging, or stealing Papa's property, report it to your supervisor or the Compliance Department, who will take appropriate action.

Another category of assets we expect you to protect is our intellectual property and trade secrets. These assets include all ideas, inventions, discoveries, improvements, and innovations, such as:

- New product design
- Marketing and sales plans
- Detailed financial and pricing information
- Computer programs, models, and databases (including source code)
- Trademarks
- Patents
- Copyrights
- Logos

Work product developed as a Papa personnel remains Papa's property. We may not take customer/member lists, processes, contracts, trade secrets, intellectual property, sales-related information, or any other company's confidential or proprietary information when our employment with Papa ends.

Papa owns all intellectual property that you, as

an personnel or contractor, create, develop, or write, either on your own or with another person during that:

- Relates to – or competes with – actual or anticipated Papa business, research or development, or other business, strategy, or customers of Papa.
- Results from work assigned to or performed by you for Papa.
- Systems created using Papa licensed software, equipment, materials, facilities, computer programs, or other resources or ideas, trade secrets, or other confidential or proprietary information.

Confidentiality

Papa must protect the confidential information of our members, the members, patients, and providers of Papa's clients and our personnel' sensitive personal information and other particularly sensitive information. Only share this information with authorized people. Follow all federal and state laws, corporate and departmental policies, and procedures for handling protected health information, personally identifiable information, and other sensitive information. Know that these protections extend both inside and outside of Papa.

Federal, state, and local laws govern Papa's privacy protection of each individual's health, financial, and other private information because:

- Improper uses and disclosures can invade someone's privacy, damage his/her reputation, cause embarrassment or identity theft, violate federal and state privacy or security laws, and expose Papa to lawsuits.
- Violations of the law can carry serious penalties, possibly for both individuals and companies.
- Improper use may also violate Papa's agreements or contracts with clients.

Papa often needs to retain sensitive personal information and other information about

individuals and clients securely for an extended period. It is important to protect the confidentiality and integrity of information used to access our systems, including but not limited to logins, passwords, security codes, and the locations of sensitive data sites.

Keep your passwords and other security codes confidential, and know that you are responsible for the actions resulting from your use of your passwords. Do not share your passwords or let others use your computer while you are logged in. If you walk away from your computer, you are required to lock the computer or log-out until you return.

This protection is important because:

- All of Papa's information security mechanisms utilize user IDs and passwords to authenticate an individual's identity and establish approved access rights.
- If multiple individuals have access to the same user IDs and passwords, it is impossible to tell who did what.
- Often our license agreements with system vendors allow only a certain number of users.

Store all Papa documents and files on corporate share folders, so they may be recovered and accessed by the proper individuals. It is also important not to share your entry badges and to keep your work areas locked when you are away.

Confidential information about our members

Never access or share any confidential member information unless it is authorized by policy, for a valid business purpose, and required by our assigned job duties.

In addition, never access claims or confidential information about ourselves, family members, or those with whom we have a personal relationship, including, but not limited to, significant others, roommates, friends, in-laws,

or neighbors regarding services provided by Papa. You, and those with whom you have a personal relationship, must utilize the appropriate channels to address any confidential matters.

Confidential information about our personnel

Never access or provide confidential personnel information unless authorized by policy, for a valid business purpose, and required by our assigned job duties.

Nothing in this section or the company's policies intends to or will be applied in a manner to limit personnel rights to discuss and share wage/salary data, claims and medical information, employment agreement, Social Security number, financial and banking information, and other personal information with each other and with outside entities as protected by the National Labor Relations Act and other relevant laws.

Confidential information about our providers, vendors, and business partners

Never access or share confidential information about our providers, vendors, and other business partners unless authorized by policy, for a valid business purpose, and required by our assigned job duties.

Requests for confidential information related to government contracts

Much of the information created under government contracts belongs to the government entity for which the work is being performed. We must comply with all applicable laws, including the Freedom of Information Act, HIPAA, the Privacy Act of 1974, and state law equivalents, regarding the use and disclosure of this information.

Third-party confidential and proprietary information

Papa prohibits the use or disclosure of confidential or proprietary information of a prior employer or other third-party, whether or not a competitor, in connection with your work for Papa. Sharing such information can violate laws or contract requirements, damage our integrity, and expose the company and us to liability. Improper use of this type of information may result in corrective action, including termination of employment and legal action.

If we receive any unauthorized nonpublic, confidential, or proprietary information about any third party, we must **immediately**:

- STOP reviewing the document(s).
- Contact the Legal and Compliance Departments. Be prepared to describe the specifics of receipt (time, date, means of receipt, people involved, and extent of review/use).

Do not use, forward, copy, delete, or destroy the information unless instructed to do so by the Legal Department.

Documenting and reporting information

Accurate, complete, and truthful financial, operational, and other business records are vital to our decision-making processes. They directly impact our compliance with financial, legal, and regulatory reporting requirements.

Inaccurate, incomplete, or false financial or operational information provided in connection with certifications of government contracts and other entities is strictly prohibited.

In addition, undisclosed or undocumented (unrecorded) accounts, funds, or assets are not allowed. Company funds should never be placed in any personal or non-corporate account.

Another important responsibility is the proper maintenance of records for retention periods required by Papa, **which is ten (10) years**. However, if Papa's Records Retention Policy conflicts with any applicable law, the law shall take precedence over the policy.

Media Relations

Papa has a media team that responds to media inquiries as appropriate. Papa's internal review process ensures accurate and consistent answers to inquiries while protecting customer confidentiality. All written or verbal media requests reviewed by Papa must go through our media team and follow internal review processes.

Ethics

You are expected to act ethically and honestly. Papa does not tolerate cheating, stealing, deception, or acts of fraud. Fraud is an intentional misrepresentation of fact through the use of words, conduct, or concealment of important information to induce someone to act in a way that causes them injury or harm.

Use of company assets

We should only use company funds, equipment, and other assets to conduct business or for other reasons approved by your manager. Company assets, such as telephone and email, are to be used in a professional, productive, ethical, and lawful manner. We must not use, sell, or dispose of company assets unless allowed by policy.

Electronic assets

We use a variety of equipment and communication tools such as email, instant messaging, and telephones to conduct our business. We must follow policies relating to these assets. We may use some equipment and communication tools for personal use, in a limited manner, as long as your manager approves and your personal use:

- Does not affect productivity.
- Does not result in a direct material cost to the company.
- Follows applicable company Information Security policies and the law.

Papa has the right to review, record, copy, audit, investigate, intercept, access, and disclose any use of the company's information technology including computers, internet, intranet, emails, instant messages, voicemail, and telephone systems including all messages created, received, or sent for any purpose.

The contents of electronic storage (including but not limited to email) may be disclosed within the company to those who have a need to know and outside the company (including law enforcement or government agencies) without your knowledge or permission.

Company assets must be returned immediately upon departure (termination of employment).

Passwords and access codes

Never share passwords or access codes with anyone, per policy.

Software

In accordance with the IT Asset Management policy, we cannot copy or use illegal or unauthorized software on Papa's electronic assets or computer networks.

Social networking

If we participate in an electronic communication such as social network sites, blogs, chat rooms, Facebook, Twitter, Instagram, and similar forms of communication, we must not disclose Papa's confidential information. We are expected to consider company policies and the ramifications of all of our communications, both internally and externally. We must also make it clear the views we express are ours alone and not Papa's views. The content of our messages may not be discriminatory or harassing towards any person or entity, including other personnel, managers, members, competitors, or any business partners of the company.

Record retention and destruction

We are committed to complying with the recordkeeping requirements of applicable laws and contract requirements. Destroying or disposing of company records is not at our individual discretion. Papa's Record Retention policy governs record retention and the appropriate disposition of records once the applicable retention period has expired. In addition, records relevant to actual or anticipated litigation or government investigations, may not be altered or destroyed and must be preserved.

Destruction or alteration of records to avoid disclosure in a legal proceeding, government investigation, or audit is strictly prohibited and may constitute a criminal offense.

Before destroying records, we are required to check the Record Retention Schedule to determine if the applicable retention period has expired. We must also check with our manager, the Compliance Department, or the Legal Department to determine if the records are the subject of a Legal Hold Notice. If so, the records must be preserved and may not be altered or destroyed without approval from the Legal Department, even if the regular retention period has expired.

On our own time

We are required to perform our responsibilities in a manner that furthers Papa's interests. We must not compromise those interests due to actual or perceived conflicts with other business or personal concerns. A conflict of interest arises when your interests or activities appear to influence or influence your ability to act in the best interests of Papa.

Avoid Conflicts of Interest

A conflict of interest occurs when your personal or family interests, relationships, outside activities, or the exchange of items of value influence or appear to influence your ability to do your job and make objective, sound business decisions in the best interest of Papa. Some examples of conflicts of interest include, but are not limited to:

- Having a personal interest, financial interest, or potential gain in any Papa transaction.
- Giving Papa business to a personally owned business or a business controlled by you or one of your family members.
- You or a member of your immediate family being employed by, owning, or acting as a consultant to a competitor, potential competitor, vendor, or contractor while you are working with Papa.
- Hiring or supervising family members.
- Accepting gifts, gratuities, discounts, favors, or services from a customer, potential customer, competitor, or vendor.

While actual or perceived conflicts of interest cannot always be avoided, their harmful impact can be minimized by identifying, disclosing, and addressing them.

Conflicts of interest – disclosure

New and rehired personnel must complete a Conflicts of Interest form within **30 days of their hire date then annually for all employees**. In addition, when our job responsibilities, outside activities, or personal relationships change, we are required to update

the form with any potential conflicts of interest immediately.

Personal financial interest

We may not own, directly or indirectly, a significant financial interest in any company that does business with seeks to do business with or competes with Papa.

We must not refer customers, members, beneficiaries, or anyone who does business with the company to an entity where a family member or we have a financial or other material interest.

Some unique situations may qualify as an exception to this policy and will be addressed on an individual basis. Exceptions to this policy may require the written approval of the Chief Information Officer.

Family and personal relationships

Employment of relatives and individuals involved in personal relationships with personnel is allowed as long as those individuals are the best-qualified candidates for the job, and it is not a prohibited reporting structure relationship.

Outside employment and other activities

Our primary employment obligation is to Papa. Any activities such as working a second job, serving as a member of an external board, or operating a personal business must not conflict with our obligations to Papa. In most cases, a mitigation plan can be developed to help prevent any actual or perceived conflicts. In

addition, we may not use the company's name, time, assets, or the services of other personnel for any outside activities unless authorized by company [policy](#).

Personal political activity and contributions

We support personnel involvement in political life. However, when engaging in personal political activities, we must make clear that the views we express are our own and not those of Papa. When engaging in personal political activity, we should not use our Papa titles on name badges, wear Papa-branded clothing, or carry any other Papa-branded items (such as water bottles). Doing so could mistakenly convey Papa support for a particular political party, candidate, or issue.

We may use our own personal funds to make direct political contributions to any candidate, officeholder, or political organization. We may not solicit contributions from other personnel for personal political purposes on company time or ask other Papa personnel to perform activities to support personal political activities.

Additionally, federal and state laws restrict the use of corporate resources, such as computers, email, phones, stationery, copiers, and other company assets, in carrying out personal political activities. Unless authorized in accordance with established corporate policy, we should only use personal property, facilities, and time for any personal political activity.

Conducting Papa's business

Fairness

We deal fairly and honestly in all business dealings.

Environment

We are encouraged to minimize, reuse, and recycle waste at our facilities, if possible. Consider the impact on the environment before printing. We can also help Papa conserve energy by turning off computer monitors and unnecessary lighting after business hours.

Gifts and special courtesies

Papa expects all personnel to maintain the highest integrity and objectivity standards when dealing with vendors, service providers, and customers. Papa personnel are prohibited from accepting or giving gifts or gratuities beyond common business courtesies of nominal value.

Papa understands that gifts and entertainment are a part of doing business, but if they are lavish or offered too frequently, they can compromise your objectivity and create the appearance of favorable treatment. Papa expects all personnel to recognize when a gift or gratuity is excessive. Remember:

- Never offer or accept gifts or items of value to or from government, public, and regulatory officials and employees unless such gifts or items of value have been approved in advance by the Legal Department and/or the Compliance Department. Restrictions exist regarding the entertainment of government, public and regulatory officials, and employees. Rules relative to government, public and regulatory officials, and employees should always be reviewed in advance with the Legal Department.

- Never accept or give kickbacks when obtaining or awarding contracts, services, referrals, goods, or business. A kickback is an offer to receive, request, or pay anything of value, even nominal value, to reward business referrals, including goods or services.
- Do not accept or offer gifts, gratuities, or favors except common business courtesies of nominal value (**\$50 or less**) given to or received from one source.
- Remember, the value of gifts received in one year from all business sources must not exceed \$150. The Legal Department must approve gifts exceeding this policy.
- Do not offer or accept cash or cash equivalents gifts to or from any current, former, or potential vendor, customer, broker, or provider. Cash equivalents include checks, money orders, honoraria, stocks, and savings bonds. Gift certificates and gift cards are not considered cash equivalents, but they are subject to Papa's limits on business courtesies.
- Entertainment and meals offered or received by personnel as part of legitimate business activity are not included in the \$50 gift limit, but they must be within reason and moderation.
- Although Papa does not set a dollar limit on gift-giving among personnel, always use good judgment when giving or accepting gifts. Gifts of nominal value are always best, and contributing to a gift is always voluntary. Never give a gift to another personnel to influence or show favoritism.
- Know that when Papa awards items to personnel as recognition for a business achievement or as part of Papa-sponsored events, they are not considered gifts but are subject to all applicable federal, state, and local tax requirements.

Contact the Legal or Compliance Departments if you have any questions on whether a gift or course of conduct is appropriate.

Business entertainment

Our relationship with vendors, customers, and prospective customers may include business entertainment functions. Business matters are discussed as part of business entertainment even where it is apparent the event is not intended solely as a business meeting. When we provide or accept business entertainment, both a Papa personnel and the vendor, customer, or prospective customer must be present at the event. Business entertainment includes, but is not limited to:

- Meals
- Charitable and sporting events
- Golf, spas, and parties
- Plays and concerts
- Industry conferences
- Other events where business matters are discussed

We must display socially appropriate behavior during business entertainment events.

We must ensure that any business entertainment is reasonable and does not violate the company's gift policy,

Antitrust laws

We comply with applicable antitrust laws. We independently determine the pricing structure of our products and provider contracts, subject to applicable regulatory review.

Antitrust laws are intended to provide customers with a variety of products at competitive prices unrestricted by artificial constraints such as price-fixing, illegal cartels, and boycotts. Contact the Legal Department and refer to the Antitrust policy with questions about the kinds of conduct that could implicate antitrust laws.

Procurement

We must maintain an honest, objective, and efficient procurement process. The purchase of

materials and services must be in accordance with our procurement policies.

Purchasing decisions must be based solely on predetermined selection criteria, including, but not limited to, quality, performance, and price. Relations with suppliers must be maintained on an objective basis, free from the influence of gifts and favors.

All buying and selling decisions must be independent. Papa personnel who are in positions to influence purchasing decisions for Papa must be able to recognize reciprocity and consult with the Legal Department and/or the Compliance Department about its implications when potential reciprocity is identified.

Commit to quality

Papa clients are the reason we are in business. We are committed to providing products and services of the highest quality and value to our clients. In providing services, you should strive to:

- Provide prompt and accurate services consistent with contractual obligations, corporate policies, and regulatory requirements.
- Serve our clients professionally and with integrity, honesty, and respect.
- Comply with all applicable federal and state laws.
- Always work toward finding a new way to increase the quality of the services we deliver to our clients while ensuring that it is delivered cost-effectively.

Kickbacks

We may not offer, solicit an offer, provide, or receive kickbacks of any kind. Anti-kickback laws impose criminal and civil monetary penalties on individuals and companies who offer, give, solicit, or accept a kickback. Even an attempt to offer a kickback or an attempt to obtain a kickback may violate the law.

The scope of this prohibition is far-reaching, and the Legal Department should be consulted before offering, giving, soliciting, or receiving anything of value that is not a bona fide, fair market value payment for actual services or items provided.

We must not, directly or indirectly, make or offer bribes or kickbacks to any third party for the purpose of wrongfully obtaining, retaining, or directing our business. This includes giving favors, preferential hiring, or anything of value to any government official.

Business agreements

All business agreements must be in writing and clearly state the services to be performed, the basis for earning the commission or fee, and the rate or fee.

Doing business with the government

Monitoring for excluded persons

Under U.S. government contracts (federal, state, or local), business areas performing as a contractor or subcontractor must comply with additional laws and program requirements. If we are unsure of these additional requirements, contact our manager or Compliance Department for guidance.

In our role as a government health care program subcontractor, Papa may not employ or contract with anyone who has been barred from taking part in any government programs or receiving government funds. We, therefore, screen our personnel, providers, vendors, and our downstream and related entities against exclusion lists kept by the Office of Inspector General (OIG) and General Services Administration (GSA) before hiring or entering into contracts.

We must also re-screen personnel, providers, and others on a regular basis. We also require our subcontractors that support state and federal health care programs to screen and re-screen their personnel and lower-tier subcontractors against the OIG and GSA lists in the same manner.

False Claims Act and False Statements Act

The federal False Claims Act (FCA) imposes civil and criminal penalties on those who defraud the U.S. government and/or improperly act to avoid paying money to the U.S. government (e.g., keeping money the government paid in error). Also, many states have enacted their own versions of the FCA.

The False Statements Accountability Act imposes criminal penalties on anyone who falsifies or covers up a material fact in connection with a U.S. government matter

(including U.S. government contracts).

Stark Law

The Stark Law is a health care fraud and abuse law that prohibits physicians from referring individuals for specified “designated health services” for which Medicare pays any entity in which the physician has a “financial relationship.”

The term “financial relationship” includes any direct or indirect ownership or investment interest by the referring physician, as well as any financial interests held by any of the physician’s family members. The government can bring a civil action against Stark Law violators under the civil monetary penalties law. Stark Law violations can result in penalties of up to \$15,000 for each billed service based on a prohibited referral, as well as three times the amount of the government overpayment.

Contact the Legal Department regarding any concerns about Stark compliance.

Obstruction of a federal audit

We do not wrongfully influence, obstruct, or impede a federal auditor in the performance of official duties. Failure to permit access to a federal auditor may result in penalties of up to \$15,000 per day.

Doing business across the globe

Whether based in the United States or another country, we are responsible for conducting business in accordance with the laws of all impacted countries. We are subject to local laws, regulations, and jurisdictions. Contact your manager, the Legal Department, or the Compliance Department with questions.

Bribery and corruption

Papa prohibits any form of bribery or corruption, whether in commercial dealings with private parties or in dealings with officials of any government. We are committed to complying with the U.S. Foreign Corrupt Practices Act (FCPA), the U.S. Travel Act, the U.K. Antibribery Act, and all other applicable anti-bribery laws.

We must not, directly or indirectly through a third party, make or offer anything of value to anyone in order to improperly obtain or retain business or improperly influence any action to benefit Papa. Anything of value can include gifts, services, favors, or preferential hiring.

We must follow due diligence requirements before Papa engages a third party to act on its behalf in conducting international business. Papa has adopted approval procedures that must be followed when giving gifts, entertaining, and engaging in certain sales and marketing activities with government officials. These activities require prior review and approval.

Anti-boycott

Anti-boycotting laws do not allow boycotting certain countries, goods, and services, as well as discrimination.

Barred countries/ Office of Foreign Asset Control Screening

The Office of Foreign Asset Control (OFAC) is part of the U.S. Treasury Department that administers and enforces economic and trade sanctions against certain countries and

individuals, such as terrorists and narcotics traffickers. OFAC publishes a list of Specially Designated Nationals and Blocked Persons. All U.S. companies must screen all individuals and countries they do business with against the lists to ensure that the company does not do business with individuals or entities on the lists (unless a license is obtained).

Human rights

We support basic human rights. If we become aware that any party to our business transactions denies basic human rights, we must report the concern. Denied human rights can include lack of access to food and water, forced labor, child labor, and other illegal and/or unethical activities.

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