

Modern Integrity

Modern Health Code of Conduct



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A Message From Our CEO



At Modern Health, we are on a mission to make high-quality, affordable, mental healthcare accessible to as many people as possible. When any new client signs up or any new member enrolls in Modern Health, they are trusting us to provide an exceptional experience that delivers the highest quality of care. It's on all of us at Modern Health to uphold that trust and act with the highest levels of integrity, commitment, and compassion in our daily interactions.

Every interaction that we have with our clients, members, and each other represents an opportunity to build that trust or dismantle it. To help align our team, our Code of Conduct aims to make it clear how we should hold each other accountable to best care for our clients and members.

Equally important, this Code of Conduct will help us hold each other accountable to best care for each other in building an inclusive culture where everyone feels they can belong and thrive. By making this commitment to each other, we can build a culture that we are proud of and will enable us to scale in service to our clients and members for years to come.

A handwritten signature of Alyson Watson in blue ink, written in a cursive style.

Alyson Watson

CEO and Founder of Modern Health



Who We Are

At Modern Health, we're changing the way the world thinks about mental health and bringing much-needed support to individuals around the world.

We are passionate about connecting our members to the right care at the right time and ensuring they receive high-quality, evidence-based care.

Our mission and our values exemplify who we are as a Company, and we use them as guiding principles to serve our members and to do business with integrity every day.

Our Mission

- Improve millions of lives through our global mental health platform.
- Build a sustainable business so we can continue to drive outcomes in perpetuity

Our Values

**Focus On
Winning**

**Champion
Empathy**

**Count On
Each Other**

**Take
Action**



Our Code of Conduct

Purpose and Overview

In all that we do, Modern Integrity is our commitment to promoting a culture of integrity, maintaining the highest ethical standards, and complying with all laws, rules, and regulations that apply to our business. It means doing what's right in even the smallest actions and making decisions that reflect the best of Modern Health and what we stand for as a Company. But we know it's impossible to always know the right thing to do. Work can be complicated, and so can the laws that apply to us. From time to time, we all need a little help.

Our Code of Conduct ("Code") is your best resource to do what's right and ensure you're applying **Modern Integrity** in all situations. It is designed with you in mind – a vital tool that will help you:

- ✓ Comply with applicable laws, regulations, and Company policies.
- ✓ Promote integrity and the highest standards of ethical conduct.
- ✓ Address common ethical situations you could encounter in your work.
- ✓ Find resources that can help you when you're unsure or have questions.

It's important to be aware of different laws and customs that may apply wherever we do business. While we respect the norms of our clients, providers, business partners, and the ModSquad throughout the world, all team members must, at a minimum, comply with the standards and principles in this Code. If any provision of our Code conflicts with a local law or requirement, you should seek guidance from Legal & Compliance.



Our Code of Conduct

Who Must Follow This Code?

This Code applies to all team members of Modern Health and its subsidiaries, including executives, corporate officers, and members of our Board of Directors.

Business partners including consultants, contractors, agents, suppliers, vendors, and temporary employees are also expected to follow the spirit of our Code, as well as any applicable contractual provisions.

If you supervise our business partners, you are responsible for communicating our standards and ensuring that they are understood. If a business partner fails to meet our ethics and compliance expectations or their related contractual obligations, it may result in termination of their contract.

Accountability and Discipline

Violating our Code, our policies, or the law, or encouraging others to do so, exposes our Company to liability and puts our reputation at risk. If you see or suspect a violation, [report it](#).

Anyone who violates our Code will be subject to disciplinary action, up to and including termination of their employment with Modern Health. You should also understand that violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

Waivers

There may be rare occasions that warrant a limited waiver of the Code. Such waivers will only be granted when necessary and after approval by Legal & Compliance and/or the Board. Any waiver of this Code for a director or executive officer may only be approved by the Board of Directors.



Our Code of Conduct

Our Responsibilities

Each of us has a responsibility to act with integrity, even when this means making difficult choices. Meeting this responsibility is what enables us to succeed and grow.

Team Member Responsibilities

Every team member has a responsibility to:

- ✓ **Act with integrity.** Act in a professional, honest, and ethical manner when conducting business on behalf of our Company.
- ✓ **Follow our policies.** Know the information in our Code and Company policies. Pay particular attention to the topics that apply to your specific job responsibilities, and keep up to date on current standards and expectations.

- ✓ **Stay aligned with your authority.** Be aware of the limits of your authority, and do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what isn't), discuss the matter with your manager.
- ✓ **Speak up.** Report concerns about possible violations of our Code, our policies, or the law to your manager, an executive, Compliance, People, or through the [Modern Health Integrity Line](#), which is managed by a third-party vendor.

You are also required to cooperate and tell the truth when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: If you are not sure about something, ask for help



Our Code of Conduct

Additional Manager Responsibilities

Modern Health managers are expected to meet the following additional responsibilities:

- **Lead by example.** As a manager, you are expected to exemplify high standards of ethical business conduct.
- **Delegate responsibly.** Only delegate authority to individuals whom you trust to fulfill the roles and responsibilities ethically.
- **Be a resource for others.** Communicate often with team members and business partners about how the Code and other policies apply to their daily work.
- **Be proactive.** Look for opportunities to discuss and address ethical dilemmas and challenging situations with others.
- **Maintain an open door.** Help create a work environment that values and demonstrates mutual respect, open communication, and encourages team members to raise questions, concerns, suggestions, and challenges.
- **Respond quickly and effectively.** When a concern is brought to your attention, ensure that it is treated seriously and with due respect for everyone involved. Once a concern of actual or suspected wrongdoing is reported to you, you have a duty to report the concern to compliance so that the issue can be handled appropriately.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for violating our Code, our policies, or the law.



What If ...?

I'm a manager and not clear on what my obligations are if someone comes to me with an accusation – and what if it involves a senior manager?

No matter who the allegation involves, you must report it. Modern Health provides several avenues for reporting concerns including your manager, Compliance, People, and the ModernHealth Integrity Line. If for any reason you are uncomfortable making a report to a particular person, you may report your concern through the Integrity Line, and anonymous reporting is available in the United States and most countries if you prefer to remain anonymous.



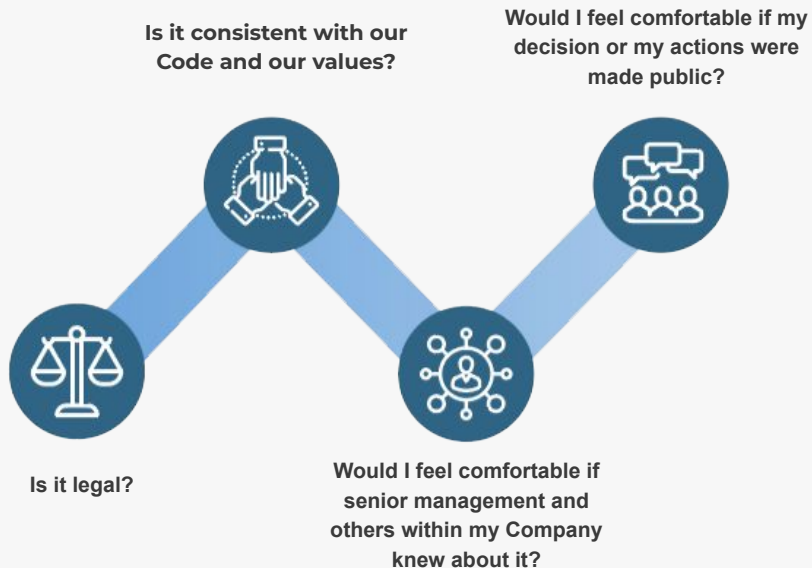
Our Code of Conduct

Making Good Decisions

Making the right decision is not always easy. There may be times when you'll be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you're not alone. There are resources available to help you.

Facing a Difficult Decision?

Ask yourself:



If the answer to all of these questions is “yes,” the decision to move forward is probably OK, but if the answer to any question is “no” or “I’m not sure,” stop and seek guidance.

Remember, in any situation, under any circumstances, it is always appropriate to ask for help.



Our Code of Conduct

Our Duty to Speak Up

Violating our Code, our policies, or the law, or encouraging others to do so, exposes our Company to liability and puts our reputation at risk.

If you see or suspect any violation of our Code, our policies, or the law, or if you have a question about what to do, you have a duty to speak up and to report your concern through any of the channels available to you, which include:

Your manager or another member of management

The People team

Legal & Compliance

The [Modern Health Integrity Line](#)

You are welcome to use the channel that you feel most comfortable with to report your concern. If, for any reason, you are uncomfortable raising a concern directly, you should report your concern through the Modern Health Integrity Line, and anonymous reporting is available in the United States and most countries if you prefer to remain anonymous.

Modern Health is committed to reviewing and addressing all reported concerns and does not tolerate retaliation of any kind.



Our Code of Conduct

What to Expect When You Use the Integrity Line

The [Integrity Line](#) web portal and phone line are available 24 hours a day, seven days a week. Trained specialists from an independent third-party provider of corporate compliance services will answer your call, document your concerns, and forward a written report to Modern Health for further investigation.

Anonymous reporting is available When you contact the Integrity Line, you may choose to remain anonymous where permitted by local law. Our third-party provider does not disclose to Modern Health any identifying information for reporters that choose to remain anonymous. All reports received will be treated equally, whether they are submitted anonymously or not.

Keep your report key for follow up After you make a report, you will receive an identification number so you can follow up on your concern in the web portal. Following up in the portal is especially important if you submitted a report anonymously. We may need additional information from you to conduct an effective investigation and will rely on the portal as our method of communication. Rest assured, if you submitted an anonymous report, any communications in the portal throughout the investigation process will remain anonymous.

Reports are confidential Your identification number will also enable you to track the resolution of your reported concern; however, please note that because investigation results are confidential, you may not know if (or what) any action was taken as a result of your report.

Any report you make will be kept confidential to the greatest extent possible by the individuals assigned to review your concern. We conduct reviews of concerns discreetly and will only share information on a need to know basis for purposes of the review. The only exception is when someone threatens imminent physical harm to themselves or others.

Remember, an issue cannot be addressed unless it is brought to someone's attention, and we all have a duty to speak up if we experience or encounter something that does not align with our legal obligations or Modern Health's values and policies.



Our Code of Conduct

Our Non-retaliation Policy

Modern Health does not tolerate retaliation against any team member who, in good faith, asks questions, reports a concern, or assists in an investigation of suspected wrongdoing.

Reporting “in good faith” means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be unsubstantiated or mistaken.



What If ...?

What if someone misuses the Integrity Line, makes an anonymous call and falsely accuses someone of wrongdoing?

Experience has shown that the Integrity Line is rarely used for malicious purposes, but it is important to know that we will follow up on all reports. Using the Integrity Line in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person’s reputation, is not consistent with our values or this Code and such behavior may be subject to disciplinary action.



What If ...?

I suspect there may be some unethical behavior going on involving my manager. I know I should report my suspicions, and I’m thinking about using the Integrity Line, but I’m concerned about retaliation.

You are required to report misconduct and, in your situation, using the Integrity Line is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. We do not tolerate retaliation of any kind and take claims of retaliation seriously. Reports of retaliation will be thorough investigated and, if substantiated, appropriate action will be taken.



Our Commitment to Each Other

Diversity, Equity, Inclusion, and Belonging – Discrimination-free Workplace

Diversity, equity, inclusion, and belonging (DEIB) are part of our DNA at Modern Health. We believe in bringing together team members from all backgrounds and career paths, which is key to our ability to continuously deliver high-quality care to our members.

Modern Health recognizes that DEIB matters and that all of our colleagues, job applicants, and business partners are entitled to respect. We are committed to ensuring that everyone feels welcomed and valued and is given opportunities to grow, contribute, and develop with us. To uphold that commitment, we support laws prohibiting discrimination and provide equal opportunity for employment, income, and advancement in all our departments and programs.

This means we base decisions about people solely on qualifications, demonstrated skills, and achievements – and never on race, color, ethnicity, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age, disability, or any other characteristic protected by law.

Do What's Right

- Treat others respectfully and professionally.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others.

Watch Out For

- Comments, jokes, or materials, including emails, which others might consider offensive.
- Inappropriate bias when evaluating others. If you supervise others, evaluate them on performance. Use objective, quantifiable standards and avoid introducing unrelated considerations into your decisions.



What If ...?

One of my coworkers 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?

You should notify your manager, People, Compliance, or submit a report through the Integrity Line. Sending these kinds of jokes violates our values as well as our policies that relate to the use of email and our standards on DEIB, harassment, and discrimination. Reporting the concern enables us to address the behavior to ensure we maintain a team environment where everyone feels included, respected, and can do their best work.



Our Commitment to Each Other

Harassment-free Workplace

We all have the right to work in an environment that is free from intimidation, harassment, bullying, and abusive conduct. Verbal or physical conduct by any team member that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated.

Sexual Harassment

A common form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions, such as a request for a date, a sexual favor, or other similar conduct of a sexual nature.
- An intimidating, offensive, or hostile environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.
- Modern Health prohibits all forms of sexual harassment including unwelcome flirtations, romantic advances, subtle pressure for sexual activities, unnecessary touching, verbal commentaries about an individual's body, display of sexually suggestive objects or pictures, or sexually explicit or offensive jokes.

Do What's Right

- **Promote a positive attitude** toward policies designed to build a safe, ethical, and professional workplace.
- **Demonstrate professionalism.** Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- **Report if you experience harassment,** intimidation, bullying, or abusive conduct so it can be addressed appropriately.
- **Help each other by speaking out** when a coworker's conduct makes others uncomfortable.
- **Report all incidents of harassment** that may compromise our ability to work together and be productive.



Our Commitment to Each Other

Harassment-free Workplace

(continued)

Watch Out For

- Threatening remarks, obscene phone calls, stalking, or any other form of harassment.
- Sexual harassment or other unwelcome verbal or physical conduct of a sexual nature.
- The display of sexually explicit or offensive pictures or other materials in the workplace.
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats, or taunting.



What If ...?

I frequently hear a colleague make demeaning comments to another coworker. These comments make me feel uncomfortable, but I feel like it's none of my business, and the person they're directed at will speak up if they are offended. Should I ignore this?

No, you shouldn't. It's up to each of us to help maintain a work environment where people feel welcomed, valued, and included. Since you're aware of this situation, you have a responsibility to help your coworker and speak up about it. Even if your coworker isn't offended by the comments, if you or other individuals that heard the remarks are uncomfortable, you should still speak up because you have a right to work in a welcoming environment. If you feel comfortable speaking to your colleague making the comments, you can ask that this behavior stop. You can also talk to your manager, People, Compliance, or submit a report through the Integrity Line.



Our Commitment to Each Other



Team Member Health and Safety

Modern Health has adopted a fully flexible work model because we believe in empowering our team members to do their best work, where they do their best work. No matter where you work, whether in the office or a remote location, we are all expected to work in a safe manner, free from any safety hazards.

While at Modern Health offices, workspaces, and events, each of us is responsible for acting in a way that protects ourselves and others. We count on every team member to actively promote a safe and healthy workplace, and report any situations that may pose a health, safety, or security risk at workplaces provided by the Company. Report risks and hazards right away to Employee Experience, People, or Compliance and help keep everyone injury-free.

Alcohol and Drugs

While working on Modern Health business:

- You should always be ready to carry out your work duties – never impaired.
- Do not use, possess, or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm our Company's reputation.
- At work events with alcohol served, remember to remain safe and respectful of others and any property.

Workplace Violence

Violence of any kind has no place at Modern Health. We won't tolerate:

- Intimidating, threatening, or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage, or other criminal activities.
- The carrying of firearms or other weapons onto Company property or to Company events unless you are authorized to do so.



Our Commitment to Each Other

Team Member Health and Safety (continued)

Do What's Right

- Follow the safety, security, and health rules and practices that apply to your job.
- Be sure to follow any in-office guidelines to ensure the health and safety of yourself and others.
- Set up or seek a quiet and distraction-free working space, to the extent possible.
- Maintain a neat, safe working environment by keeping workstations, aisles, and other workspaces free from obstacles, wires, and other potential hazards.
- Notify your manager, Employee Experience, People, or Compliance immediately about any unsafe

equipment, or any situation that could pose a threat to health or safety or damage the environment. As a team member, you have the right and the responsibility to stop any work if you feel your safety is at risk.

- Cooperate with any investigations into incidents.

Watch Out For

- Unsafe practices or work conditions.
- Carelessness in enforcing security standards, such as facility entry procedures and password protocols.



What If ...?

A subcontractor engages in conduct that is inconsistent with our standards. Are they expected to follow the same health, safety, and security policies and procedures as team members?

Absolutely. Managers are responsible for ensuring that subcontractors and other business partners understand and comply with all applicable laws and regulations, as well as with additional requirements our Company may impose.



Our Commitment to Each Other

Conflicts of Interest

A conflict of interest can occur whenever you have an interest or activity that may interfere with your ability to make an objective decision on behalf of Modern Health. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, because the perception of a conflict can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential, or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your manager and Compliance so that they can be properly evaluated, monitored, and managed.

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to Modern Health first. This means that you should not take that opportunity for yourself unless you get approval from Compliance.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a client, business partner, competitor, vendor, or even our Company. Since it is impossible to anticipate every scenario that could create a potential conflict, you should disclose your situation to your manager and Compliance to determine if any precautions need to be taken.

Romantic relationships

Romantic, dating, or sexual relationships are not permitted between team members and their direct reports or anyone in a team member's direct reporting line or whose conditions of employment they may influence.



Our Commitment to Each Other

Conflicts of Interest (continued)

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your manager and Compliance. If approved, you must ensure that the outside activity does not interfere with your work at ModernHealth or compete with Modern Health, and that any potential conflicts are resolved or managed following guidance from Compliance.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, business partner, vendor, or client. You need to disclose these types of personal investments to Compliance for review to determine if any precautions need to be taken.

Board membership activities

Before accepting a seat on the board of directors or advisory board of any of our competitors, business partners, vendors, or clients, especially if your current job gives you the ability to influence our relationship with them, you must receive approval from Compliance and Company management.

Do What's Right

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of Modern Health.
- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with Modern-Health.
- Discuss with your manager and Compliance full details of any situation that could be perceived as a potential conflict of interest.



Our Commitment to Each Other

Protecting Our Assets

Each of us is entrusted with Company assets – the resources Modern Health owns (whether tangible or intangible) that enable us to do our job. We are all responsible for using them with care and for legitimate business purposes as well as protecting them from fraud, waste, and abuse.



Physical and Electronic Assets

Physical assets include Modern Health facilities, materials, and equipment. Electronic assets include computer and communication systems, software, and hardware. Files and records are also Company assets, and we have a responsibility to ensure their confidentiality, security, and integrity. personal use of our work devices is permitted, for example for checking peOccasionalrsonal email or using the web, but use good judgment, minimize personal use, and never access unauthorized websites (such as gambling or adult content).

Modern Health respects the individual privacy of its team members, but these privacy rights do not extend to team members' work-related conduct or to the use of Modern Health-provided equipment, systems, or facilities.

Team members do not have an expectation of privacy with respect to Company-provided equipment or the use of personal equipment on or connected to our infrastructure or used for Modern Health business. Mobile electronic and/or digital devices, voicemail, and computer systems and hardware are the property of Modern Health and, thus, are expected to be used primarily for job-related communications. Although you may have an individual password to access our systems, the contents of any electronic communications are accessible at all times by Modern Health for any business purpose. In the event of misuse of our Company assets, Modern Health can take corrective action and possibly disciplinary action to address the misuse.



Our Commitment to Each Other

Do What's Right

- Use Company assets to carry out your job responsibilities and never for activities that are improper or illegal.
- Observe good physical security practices, wherever you work, to protect Modern Health assets.
- Be a good steward of our electronic resources and systems, and practice good cybersecurity:
 - Do not share passwords or allow other people, including friends and family, to use Modern Health resources.
 - Do not use Modern Health equipment or information systems to create, store, or send harassing, discriminatory, or offensive content.

- 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. If you have any questions about whether or not a particular use of software is licensed, contact IT.
- Lock your workstation when you step away and log off our systems when you complete your work for the day.
- Beware of phishing attempts – use caution in opening email attachments from unknown senders or clicking on suspicious links.

Watch Out For

- Requests to borrow or use Modern Health equipment without approval.
- Excessive or improper use of Modern Health resources for personal purposes.
- Unknown individuals without proper credentials trying to access Modern Health resources or facilities.



Our Commitment to Each Other

Confidential Information and Intellectual Property

Modern Health relies on each of us to be vigilant and protect confidential information and intellectual property – some of our most important and valuable assets. This means keeping it secure, limiting access to those who need to know the information in order to do their job and only using it for authorized purposes.

Be aware that your obligation to restrict your use of Modern Health confidential information and intellectual property continues even after your employment ends.\

Our customers, suppliers and other business partners place their trust in us. We must protect their confidential information just as we protect our own.



Intellectual Property

Examples of intellectual property (IP) include:

- Business and marketing plans
- Methods, know-how, and techniques
- Systems, software, and technology
- Trade secrets and discoveries
- Client lists
- Innovations and designs
- Patents, trademarks, and copyrights
- Company initiatives (existing, planned, proposed, or developing)

Modern Health commits substantial resources to technology development and innovation, and the creation and protection of our intellectual property rights are critical to our business. Contact Legal if you receive questions regarding:

- The scope of intellectual property rights
- The applicability of Modern Health rights to another company's products
- The applicability of a third party's intellectual property rights to Modern Health intellectual property rights or products



Our Commitment to Each Other

Do What's Right

- Promptly disclose to Company management any inventions or other IP that you create while you are employed by Modern Health.
- Properly label confidential information to indicate how it should be handled, distributed, and destroyed.
- Use and disclose confidential information only for legitimate business purposes, only with authorized parties, and only when permitted to do so by our contractual agreements or applicable law.

- Only store or communicate Company information using Modern Health information systems.
- Understand the expectations of customers and business partners regarding the protection, use and disclosure of the confidential information that they provide to us.
- Immediately report any loss or theft of confidential information to your manager and Compliance.

Watch Out For

- Discussions of Modern Health confidential information in places where others might be able to overhear – for example on planes and elevators and when using phones in public.
- Sending confidential information to unattended fax machines or printers.
- Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- Unintentional exposure of confidential information in public settings or through unsecure networks.



Our Commitment to our Stakeholders



Ethical Interactions

At Modern Health, we are committed to acting with the highest levels of integrity in our interactions with our members, clients, providers, consultants, and business partners. They trust us to do what is right and conduct our business ethically, and our success depends on maintaining that trust.

Member Relations

We know that engaging with a mental health platform can be intimidating, so we treat our members with care and respect, always working toward our goal of making a positive impact in their lives. In every interaction we act ethically and:

- Make every member feel empowered and safe.
- Protect and secure every member's privacy.
- Take every member seriously.
- Guide members to appropriate resources.
- Respect the integrity of the relationship between members and providers, and the healthcare decisions they make.



Our Commitment to Our Stakeholders



Provider Relations

Without providers, Modern Health would not be able to connect our members to the right care. We recognize the importance of providers to our business and our members, and are committed to ensuring we treat providers with respect and integrity. We make sure that our interactions with providers are respectful and professional, and that they receive fair compensation for their services. We also respect their healthcare relationship with members and do not improperly influence any of their care decisions. When we maintain their trust, providers can focus on providing high-quality care to our members.

Supplier Relations

Modern Health evaluates and engages with qualified suppliers and other business partners on an objective basis grounded in fairness. When selecting these partners, we assess their ability to satisfy our business and technical needs and requirements. We also make purchasing decisions based on the long-term cost and benefit to Modern Health. All agreements are negotiated in good faith and must be fair and reasonable for both parties.



Our Commitment to Our Stakeholders

Protecting Privacy

We respect the personal information of others. Follow our policies and all applicable laws in collecting, accessing, using, storing, sharing, and disposing of personal information. Only use someone's personal information for legitimate business purposes and consistent with our Privacy Notice.

Make sure you know the kind of information that is considered personally identifiable information (PII). It includes anything that could be used to identify someone, either directly or indirectly, or through a combination with other personal information, such as a name, address, email address, phone number, social security number, driver's license number, account number, or credit card number. We collect only the minimum PII needed to perform our work and use it only for legitimate business purposes.

Privacy and HIPAA

Modern Health complies with laws such as the Health Insurance Portability and Accountability Act (HIPAA) which protect the privacy of protected health information (PHI). PHI is a specific type of personally identifiable information (PII) that identifies an individual and relates to a person's physical or mental health, treatment, or payment for healthcare.



Watch Out For

- Sending personal information through unsecure networks or devices or to unattended printers.
- Failing to shred or securely dispose of personal information.
- Using “free” or individually purchased internet hosting, collaboration, or cloud services.



Our Commitment to Our Stakeholders

Guarding Against Fraud, Waste, and Abuse

Modern Health is committed to the integrity of the healthcare system and to detecting, correcting, and preventing false claims. As part of this commitment, we expect our team members to report actual or suspected instances of fraud, waste, and abuse that they know about.

Each of us has a responsibility to ensure payments and transactions are properly authorized and fully and accurately recorded in compliance with all applicable laws and Modern-Health policies

Fraud, Waste, and Abuse

Modern Health complies with laws such as the Health Insurance Portability and Accountability Act (HIPAA) which protect the privacy of protected health information (PHI). PHI is a specific type of personally identifiable information (PII) that identifies an individual and relates to a person's physical or mental health, treatment, or payment for healthcare.

Do What's Right

- Ensure timely and accurate documentation, coding, and billing that reflect services ordered and actually performed.
- Only bill for services we actually provide.
- Promptly report any instances of suspected fraud, waste, or abuse.
- Provide supporting documentation, whenever it is required.



Our Commitment to Our Stakeholders

Ethical Sales, Marketing, and Advertising

Modern Health is committed to integrity in the way we market and sell our services. Our advertising and promotion efforts focus on conveying useful and accurate information to healthcare providers, members, clients, and the public at large, and we conduct our sales, marketing, and advertising activities consistent with applicable federal and state laws. Our service claims are grounded in scientific evidence and accepted clinical practice where we operate.



Do What's Right

- Represent yourself and Modern Health with integrity to maintain trust in our Company.
- Only share honest, accurate information about Modern Health services.
- Focus on the benefits of our own services, instead of disparaging those of our competitors (although factually accurate comparative claims from public information is permissible).
- Do not make misleading statements or claims in your communications.



Our Commitment to Our Stakeholders

Provider Quality of Care

Modern Health is dedicated to ensuring our members receive the highest quality of care. Our commitment to quality and safety has allowed us to earn the trust of members and providers around the world.

How We Inspire Trust

We deliver on our promises and ensure that we meet the highest standards by:

- Following applicable care guidelines.
- Vetting of providers to ensure that only those of the highest quality may work with our members.
- Evaluating member results and outcomes to ensure continued quality.

Do What's Right

- Help Modern Health continue to provide quality service and support by always putting members first, adhering to the highest standards, and never sacrificing quality or safety to meet a Company goal or deadline.
- If you see or suspect activity that goes against our commitment to quality or that puts a member at risk, speak up immediately and report your concern to your manager or Compliance.



What If ...?

I think there may be an ethical issue with a provider, but I'm not sure. Should I wait to see if any problems emerge – just to make sure?

No, you shouldn't wait. Modern Health never compromises on quality. Don't investigate the situation yourself or wait for problems to occur. Even if you're not sure, you should report your concern to your manager or Compliance immediately.



Our Commitment to Our Stakeholders

Accurate Records

The accuracy and completeness of our disclosures and business records are essential to making informed decisions and supporting investors, regulators, and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

Some team members have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that the information we record is accurate, timely, complete, and maintained in a manner that is consistent with our internal controls, disclosure controls, and legal obligations.

Records Management

Documents should only be disposed of in compliance with ModernHealth policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to – or in anticipation of – an investigation or audit.

If you have any questions or concerns about retaining or destroying corporate records, please contact Compliance.



Our Commitment to Our Stakeholders

Accurate Records (continued)

Do What's Right

- Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency, objectiveness, and truthfulness.
- Write carefully in all of your business communications. Write as though someday the records you create may become public documents.

Watch Out For

- Records that are not clear and complete or that obscure the true nature of any action.
- Undisclosed or unrecorded funds, assets, or liabilities.
- Improper destruction of documents.



What If ...?

At the end of the last quarter reporting period, my manager asked me to record additional expenses, even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

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, so make sure to record and report only accurate and complete records.



Our Commitment to Our Stakeholders

Communications and Social Media

Modern Health is committed to maintaining honest, professional, and lawful internal and public communications.

We need a consistent voice when making disclosures or providing information to the public. For this reason, each of us must help the Company ensure that only authorized persons speak on behalf of Modern Health. Refer any communications with media, investors, stock analysts, or other members of the financial community to Marketing.

Social Media

Be careful when writing communications that might be published online. If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites, or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of Modern Health unless authorized to do so.

If you believe a false statement about our Company has been posted, do not post or share nonpublic information, even if your intent is to “set the record straight.” Your posting might be misinterpreted, start false rumors, or may be inaccurate or misleading. Instead, contact Marketing.

Watch Out For

- Activities on behalf of Modern Health that require management approval, including giving public speeches, writing articles for professional journals, or other official Company public communications.
- Representing yourself responsibly and professionally when posting or sharing information that does not require management approval such as sharing Company announcements or job requisitions.
- The temptation to use your title or affiliation outside of your work for Modern Health without it being clear that the use is for identification only.
- Invitations to speak “off the record” to journalists or analysts who ask you for information about Modern Health or its clients or business partners.



Our Commitment to Our Stakeholders

Sustainability and Environmental Impact

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as any potential harm to the health and safety of team members, clients, providers, members, and the public.

Modern Health is committed to incorporating the ten principles of the UN Global Compact into our strategies, policies and procedures, as we cultivate a culture of Modern Integrity.

Contact Employee Experience, People, or Compliance if you have any questions about compliance with environmental, sustainability, or health and safety laws and policies.

Do What's Right

- Protect team member safety and the environment. Operate in full compliance with environmental, health and safety laws, and regulations.
- Stop work and report any situation that you believe could result in an unsafe working condition or damage to the environment.
- Provide complete and accurate information in response to environmental, health and safety laws, regulations, and permits.
- Be proactive and look for ways that we can minimize waste, energy consumption, and use of natural resources.

Corporate Citizenship



We believe in making a positive difference in people's lives and maintaining the health and welfare of the communities where we live and work. We promote, encourage, and support a diverse range of corporate social responsibility activities. You are encouraged to get involved in the many initiatives ModernHealth supports.

We also encourage you to make a difference on a personal level, but ask that you do so on your own time and at your own expense, making sure that your activities are lawful and consistent with our policies. Unless you receive approval in advance from the People team, please do not use Modern Health funds, assets, or the Modern Health name to further your personal volunteer activities.



Our Commitment to the Law

Healthcare Laws and Regulations

We comply with all applicable laws that regulate our business. Many of these laws concern the way we promote and sell our services. It is never acceptable to try to influence purchasing decisions in any way that is unethical, inappropriate, or illegal, or creates a potential conflict of interest. We are honest, open, and up-front when we interact with those who may be interested in purchasing our services.

The Laws That Apply to Our Business

We abide by all laws, regulations, policies, and procedures that apply to our business activities, including:

- Anti-kickback Statutes. We don't give anything of value intended to induce a healthcare professional to use or recommend services or products.
- U.S. False Claims Act and similar laws. We don't submit or cause the submission of false claims for reimbursement.
- U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and similar laws in other countries. We do not participate in bribery or corruption and adhere to all local laws and regulations that cover bribery and corruption.

Do What's Right

- Never pay or offer to pay anyone, including colleagues or any other provider, to refer clients or members. If you are offered any kind of payment for a client or member referral, turn it down.
- Do not offer or give anything of value to influence or reward, using, purchasing, leasing, or recommending products or services.
- Understand how these laws apply to your job and ask for guidance from Legal & Compliance if you are ever unsure of the proper course of action.
- If you are in a situation outside the United States where local regulations, rules, or laws seem to conflict with our Code or applicable U.S. regulations, consult your manager or get guidance from Legal & Compliance.



Our Commitment to the Law

Gifts and Entertainment

A modest gift may be a thoughtful “thank you,” or a meal may offer an opportunity to discuss business. If not handled carefully, however, the exchange of gifts and entertainment could be improper or create a conflict of interest. This is especially true if an offer is extended frequently, or if someone may think it is being offered in an attempt to influence a business decision.

Only offer and accept modest gifts and entertainment that comply with our policies and make sure that anything given or received is accurately reported in our books and records.

Be aware that the rules for what we may give to – or accept from – government officials and healthcare professionals are much stricter. Don’t offer anything of value to a government official or healthcare professional without obtaining approval, in advance, from Legal & Compliance. And remember: We do not accept or provide gifts, favors, or entertainment to anyone – even if it complies with our policies – if the intent is to improperly influence a decision.

Do What’s Right

- Only provide and accept modest gifts and entertainment that are reasonable complements to business relationships.
- Never offer gifts to – or accept them from – a business partner with whom you are involved in contract negotiations.
- Comply not only with our policies, but also with the policies of the recipient’s organization before offering or providing gifts or entertainment.
- Never give or accept cash or cash equivalents, including gift cards.
- Do not request or solicit personal gifts, favors, entertainment, or services.
- Raise a concern whenever you suspect that a colleague or business partner may be improperly attempting to influence a decision of a client or government official.



Our Commitment to the Law

Gifts and Entertainment (continued)

Watch Out For

- Situations that could embarrass you or our Company (e.g., entertainment at casinos or sexually oriented establishments).
- Gifts, favors, or entertainment that may be reasonable for a privately owned company but not for a government official, or agency, or healthcare professional.



What If ...?

When traveling, I received a gift from a business partner that I believe was excessive. What should I do?

You need to let your manager or Compliance know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to team members or donate it to charity, with a letter of explanation to the donor.



Our Commitment to the Law

Anti-bribery and Anti-corruption

Modern Health does not tolerate bribery or corruption in the way we do business. We believe that all forms of bribery and other corrupt conduct are inappropriate business practices regardless of local customs, and Modern Health is committed to complying with all applicable anti-bribery and anti-corruption laws.

We do not pay or accept bribes, at any time for any reason. This applies equally to any person or firm who represents our Company.

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf. We carefully screen all business partners who work on our behalf, particularly when dealing in countries with high corruption rates. Our partners must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions. We never ask them to do something that we are prohibited from doing ourselves.

Key Definitions

Bribery means giving or receiving anything of value (or offering to do so) in order to obtain a business, financial, or commercial advantage. Anything of value can include a broad range of items or incentives including cash, gifts, meals, entertainment, travel expenses, charitable donations, and loans.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments are typically small payments to lower-level government officials that are intended to encourage them to perform their responsibilities or gain approvals expeditiously.

Government officials include government employees, political parties, candidates for office, employees of public organizations, and government-owned entities.



Our Commitment to the Law

Anti-bribery and Anti-corruption (continued)

Do What's Right

- Understand the standards set forth under anti-bribery and anti-corruption laws which apply to your role at Modern Health.
- Never give anything of value inconsistent with local laws and regulations to any party to obtain a business or financial advantage or to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- Accurately and completely record all payments to third parties.

Watch Out For

- Violations of anti-bribery and anti-corruption laws internally or by our business partners.
- Agents who do not wish to have all terms of their engagement with Modern Health clearly documented in writing, or requests for payments in cash or cash equivalents.



What If ...?

I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay this agent goes toward making payments or bribes to government officials. What should I do?

This matter should be reported to Compliance for investigation. If there is bribery occurring and we fail to act, both you and our Company could be liable. While investigating these kinds of matters can be culturally sensitive in some countries, any agent doing business with us should understand the necessity of these measures. Appropriate action would be taken following a thorough investigation and may include a reminder to our agents of this policy.



Our Commitment to the Law

Fair Competition

Modern Health believes in free and open competition and never engages in practices that may limit competition or tries to gain competitive advantages through unethical or illegal business practices. Antitrust laws are complex and compliance requirements can vary depending on the circumstances, so seek help from Legal & Compliance with any questions about what is appropriate and what isn't.

Do What's Right

- Do not enter into agreements with competitors or others to engage in any anti-competitive behavior, including setting prices or dividing up clients, suppliers, or markets.
- Do not engage in conversations with competitors about competitively sensitive information.
- If you become aware of any anti-competitive activities, report it to Legal & Compliance immediately.

Watch Out For

- **Collusion** – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.
- **Bid-rigging** – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding, or knowingly submitting noncompetitive bids.
- **Tying** – when a company with market power forces clients to agree to services or products that they do not want or need.
- **Predatory pricing** – when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.



Our Commitment to the Law

Competitive Intelligence

Information about competitors is a valuable asset in today's competitive business environment, but in collecting business intelligence, you and others working on our behalf, must always live up to the highest ethical standards. Obtain competitive information only through legal and ethical means, never through fraud, misrepresentation, deception, or the use of technology to "spy" on others. Sharing competitively sensitive information with competitors (whether that information belongs to us or our business partners) is always prohibited.

Do What's Right

- Be careful when accepting information from third parties. You should know and trust their sources and be sure that the information they provide is not protected by trade secret laws, nondisclosure, or confidentiality agreements.
- Respect the obligations of others to keep competitive information confidential, including former team members of competitors, who are obligated not to use or disclose their former employer's confidential information.

- If you receive confidential competitor information or become aware that it is in our possession, do not share the information and report it to Compliance so that corrective action can be taken.

Watch Out For

- Using anyone else's confidential information without appropriate approvals, including retaining papers or computer records from prior employers.
- Using job interviews as a way of collecting confidential information about competitors or others.
- Receiving suggestions from third parties for new products, product features, or services when the source of the original idea is not fully known.



What If ...?

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

You should contact Compliance without delay and before any further action is taken. Do not share the information with anyone. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it 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.

Our Commitment to the Law

Honest and Fair Dealing

We treat our clients and business partners fairly. We work to understand and meet their needs and seek competitive advantages through superior performance, never through unethical or illegal practices. We tell the truth about our services and capabilities and never make claims that aren't true. In short, we treat our clients and business partners as we would like to be treated.

Do What's Right

- Be responsive to client requests and questions. Only promise what you can deliver and deliver on what you promise.
- Never take unfair advantage of anyone by manipulating, concealing, misrepresenting material facts, abusing privileged information, or any other unfair dealing practice.
- Never grant a client's request to do something that you regard as unethical or unlawful.
- Speak with your manager if you have concerns about any error, omission, undue delay, or defect in quality or in our client service.

Watch Out For

- Pressure from colleagues or managers to cut corners on quality or delivery standards.
- Temptations to tell clients what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision-making.



Our Commitment to the Law

Anti-money Laundering

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of moving funds made from illegal activities through a legal business to make them appear legitimate. Involvement in such activities undermines our integrity, damages our reputation, and can expose our Company and the individuals involved to severe sanctions.

We are committed to conducting business in a way that prevents money laundering and complying with all anti-money laundering, financial crimes, and anti-terrorism laws wherever we operate. Report any suspicious financial transactions and activities to Legal & Compliance and, if required, to appropriate government agencies.

Watch Out For

- Attempts to pay in cash or in a different currency than shown on the invoice.
- Avoidance of recordkeeping requirements.
- Payments made by someone who is not a party to the transaction.
- Unusual changes to a client's normal pattern of transactions.



Our Commitment to the Law

Insider Trading

We respect every company's right to protect its material, nonpublic ("inside") information, and we comply with insider trading laws. In the course of business, you may learn confidential information about Modern Health or about publicly traded companies that is not available to the public. Trading securities while aware of inside information, or disclosing it to others who then trade ("tipping"), is prohibited by various laws.

Material Information

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that may be material are:

- A proposed acquisition or sale of a business
- A significant expansion or cutback of operations
- A significant product development or important information about a product
- Extraordinary management or business developments
- Changes in strategic direction such as entering new markets

Do What's Right

- Do not buy or sell securities of any company when you have material non-public information about that company.
- Protect material nonpublic information from the general public including information in both electronic form and in paper copy.
- Discuss any questions or concerns about insider trading with Legal & Compliance.

Watch Out For

- Requests from friends or family for information about companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal "tipping" of inside information.
- Sharing material nonpublic information with anyone, either on purpose or by accident, unless it is essential for Modern Health-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered "tipping" and is against the law regardless of whether you benefit from the outcome of their trading.



Our Commitment to the Law

Political Activities and Contributions

Each of us has the right to voluntarily participate in the political process, including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of Modern Health, and never use Company funds, time, or the Modern Health name for any political purpose without proper authorization.

Do What's Right

- Ensure that your personal political views and activities are not viewed as those of the Company.
- Do not use our resources or facilities to support your personal political activities.
- Follow all federal, state, local, and foreign election laws, rules, and regulations as they relate to Company contributions or expenditures.

Watch Out For

- Lobbying. Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with Legal & Compliance.
- Pressure. Never apply direct or indirect pressure on another team member to contribute to, support, or oppose any political candidate or party.
- Improper influence. Avoid even the appearance of making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- Conflicts of interest. Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties at Modern Health. If you're interested in running for office, you must disclose to Compliance for review.



What If ...?

I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

You must get approval from Legal before inviting an elected official or other government official to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as an endorsement of the candidate. Depending on local laws, any food, drink, or transportation provided to the invitee would be considered a gift. In most cases, there would be limits and reporting obligations.

Our Commitment to Our Stakeholders

Charitable Contributions

Civic responsibility is an integral part of Modern Health's culture. We believe in engaging responsibly in charitable activities to make a positive impact in the communities where we live and work. As a Company, we contribute funds, time, and talent to support Company-wide programs and local causes. We encourage (but do not require) you to participate in any way that feels right for you.

Modern Health also encourages you to support charitable and civic causes that are personally important to you. If you do choose to participate as an individual, you should offer your support independently. You should not pressure colleagues to participate or use Company funds, time, or resources. You also should not use the Modern Health name to support your activities without prior approval from the People team.

Cooperating With Investigations and Audits

From time to time, team members may be asked to participate in internal and external investigations and audits that are conducted by our Company. All team members are expected to fully cooperate with all such requests and ensure that any information you provide is true, accurate, and complete.

You may also receive inquiries or requests from government officials. If you learn of a potential government investigation or inquiry, immediately notify your manager and Compliance before taking or promising any action. If you are directed by our Company to respond to a government official's request, extend the same level of cooperation and, again, ensure that the information you provide is true, accurate, and complete.

Watch Out For

- Falsified information. Never destroy, alter, or conceal any document in anticipation of or in response to a request for documents.
- Unlawful influence. Never provide or attempt to influence others to provide incomplete, false, or misleading statements to a Company or government investigator.

