



noridian
Healthcare Solutions

THE
Code of Conduct

noridian
Healthcare Solutions

Revised June 2017

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Message

FROM THE PRESIDENT

Dear Fellow Associates:

At Noridian Healthcare Solutions (Noridian) we are committed to conducting business ethically and with Integrity, in full compliance with applicable laws, regulations and contractual requirements. Every day we practice a culture of ethical behavior by putting our values into action while carrying out our daily responsibilities. To guide our behavior and work, the Noridian Code of Conduct (Code) provides value-based principles based on the laws, regulations and company policies that affect us.

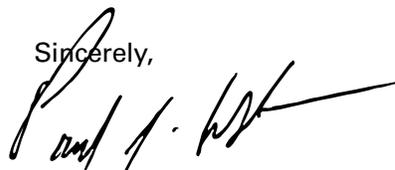
Who does the Code apply to? All of us.

The Code applies to all Noridian associates (employees, contingent workers, officers and board members). It applies equally to those who work on government program contracts and those who do not. We are all responsible to carefully read the Code and understand our obligation to conduct our work and business affairs lawfully, ethically and with integrity.

It is not possible for any code of conduct to cover all possible circumstances or anticipate every situation. If confronted with a situation that is not specifically outlined in our Code, use its principles and concepts to consider the situation and respond. If you are still unsure, ask for help.

Thank you for your commitment to performing our business ethically and in accordance with the principles of our Code. Our continued success and our future depend on it.

Sincerely,



Paul Wilson
Interim President and Chief Executive Officer

Section 1

COMPLIANCE AND ETHICS



Did you Know?

The Board of Directors has appointed Jeanne Narum as Vice President of Compliance and Audit and Noridian's Compliance Officer. As the Compliance Officer, Jeanne is responsible for overseeing and enforcing the Compliance and Ethics Program. You may contact Jeanne or the Compliance and Ethics Department with any questions or concerns you may have about compliance and ethics.

NORIDIAN VALUES AND BEHAVIORS

The Noridian values and behaviors are at the heart of how we operate to achieve our mission and objectives. These values include:

- **Constant Innovation**
We seize opportunities to advance progressive change.
- **Service Excellence**
We provide value through quality service.
- **Responsible Stewardship**
We manage all resources entrusted to us with efficiency and care.
- **Effective Collaboration**
We work together toward a common purpose.
- **Integrity**
We do the right thing.

INTEGRITY

Integrity is the foundation of all we do. This value sets the ethical tone for conducting business and creates a culture that enhances our reputation. The following principles of Integrity serve as a path to what is proper in most work situations, regardless of the job at hand:

- Personal and professional Integrity is our most important attribute.
- We care not only for the end result, but also how it is obtained.
- We are trustworthy and honest. We observe all laws and regulations, but lawful behavior is not enough on its own. Ethical behavior is our standard.
- We trust and rely on our instincts to tell us something is not quite right.
- Customer, provider, business partner and vendor relations are the cornerstones of our business. They must be built on credibility and mutual respect.
- We demand ethical conduct in all of our activities.
- We always strive to do the right thing and to be accountable for our actions.



▶ “Integrity is not the absence of lying. Rather, it is telling the whole truth, so that we can gather together the best people in the company to solve the problem.”

-Bill George, *author*

ETHICAL LEADERSHIP AND ACCOUNTABILITY

Ethical leadership at Noridian begins with the Board of Directors and senior leaders setting the ethical direction. By adopting Integrity as one of Noridian’s core values, our leaders aspire to maintain a culture that embraces the principle of not only doing the right thing, but also doing things the right way.

Management at all levels has the responsibility to set the tone so that all associates understand what it means to work with Integrity.

Accomplishments are measured by more than just the results we achieve. We expect our management to lead ethically by example.

Members of management, by virtue of their positions of authority, have additional responsibilities. A leader is expected to:

- Create and maintain an environment where associates feel comfortable asking questions and reporting concerns.
- Recognize and give credit to associates who raise concerns.
- Help associates understand how the Code of Conduct applies to their positions and responsibilities.
- Promote open and honest communication and be a role model who shows respect and consideration for all associates.
- Hold all associates accountable for performing their jobs with Integrity, rewarding those who do the right thing and educating those who do not.

Management must strive to encourage open communication about ethical and compliance concerns that may arise. A vital component of this responsibility is regular communication with each of our associates and active promotion of Noridian’s values and ethical standards so associates understand how the Code helps them to do the right thing.

RISK MANAGEMENT AND INTERNAL CONTROL

We share a responsibility to identify and properly manage business risks. We manage risks by implementing and maintaining internal controls to provide assurance that our operations are conducted consistently with Noridian’s values, objectives and obligations.

Internal control is a system of planned actions that are built into our business processes and executed to provide reasonable, but not absolute, assurance regarding the achievement of our business objectives.

Internal control is meant to:

- promote the effectiveness and efficiency of operations.
- ensure reliability of financial and operational reporting.
- maintain compliance with applicable laws and regulations.

Safeguarding assets, meeting contractual requirements, including Medicare program requirements, and complying with internal policies and procedures are included within these three objectives.

In short, internal controls help us get to where we want to go and avoid the pitfalls and surprises that may occur along the way.

Management is responsible for implementing and monitoring internal controls. We are all expected to know and follow the internal controls that impact our day-to-day responsibilities.



LEGAL AND REGULATORY COMPLIANCE

There are many federal, state and local laws and regulations that affect the way Noridian does business, including special rules that apply to Noridian because it is a government contractor. We are all expected to comply with these laws and regulations and with company policies that apply to our work. We are each responsible for asking questions when we are uncertain about the legality or propriety of particular conduct. If you are ever in doubt about the permissibility of any action, seek guidance from your management or the Compliance and Ethics Department or through the Ethics and Compliance Hotline.

Violations of laws and regulations can expose associates and/or Noridian to criminal, civil and/or administrative sanctions. No instruction, excuse or pressure justifies breaking the law or encouraging someone else to do so. Further, no one should ever believe that breaking the law in an attempt to help Noridian or its customers, providers, business partners or vendors is the right thing to do. An associate who violates the Code will be subject to disciplinary action, up to and including termination.

A COMMITMENT TO COMPLIANCE AND ETHICS

The Compliance and Ethics Program is an important part of Noridian's governance structure. It demonstrates our Board of Directors' commitment to the highest standards of compliance and ethics.

The Compliance and Ethics Program includes several processes that are designed to help fulfill the Board of Directors' commitment to compliance and ethics.

These include:

- The Code and other Noridian policies and procedures.
- Associate training and communication.
- Investigations of alleged wrongdoing.
- Disciplinary measures for violations.

PERFORMING WITH INTEGRITY

Each associate is expected to maintain high ethical standards, conduct Noridian business with integrity, and work in compliance with Noridian policies and the law. Each associate must uphold Noridian's commitment to fostering a culture of ethical behavior:

- Read, understand, and comply with the Code and the applicable laws and regulations and Noridian policies.
- If uncertain about how to proceed, obtain guidance to resolve your ethics and compliance questions and concerns.
- Report violations of the Code, policies, and laws and regulations.
- Be truthful and cooperate fully in any investigation or audit.
- Complete annual training on the Code and attest to your understanding of and commitment to the Code. Failure to read or attest to the Code does not excuse any associate from the responsibility to comply.

Section 2

REPORTING YOUR CONCERNS



Did you Know?

The purpose of reporting concerns to the Compliance and Ethics Department is not to cast blame. Indeed, many reports to the Compliance and Ethics Department are from individuals who self-report an honest mistake that may constitute a violation of law. This reporting is appropriate and expected. The Compliance and Ethics Department's primary objectives are to educate associates, ensure corrective actions are taken and reduce risks to the Company, not place blame on individuals.

WHY YOU SHOULD REPORT

Noridian provides products and services to customers in accordance with applicable law, contract terms, and the highest ethical standards. We each have a role to play, and we are accountable to each other to help Noridian fulfill these obligations. Reporting compliance concerns is a key component of each of our jobs.

If problems exist or errors occur that could result in Noridian not complying with applicable laws, its contracts, or the highest ethical standards, these problems or errors need to be identified and corrected. As a federal government contractor, Noridian also has an obligation to report if it has credible evidence of violations of certain federal laws or identifies a breach in security or confidentiality. Noridian can only address problems and errors and meet these obligations through open communication.

Our customers, regulators, and Noridian do not expect absolute perfection from any of us; we are human and we will make mistakes. But each requires that we act with Integrity and are diligent in identifying mistakes. We should be forthright and open in communicating those mistakes and diligent in attempting to remediate them.

We should view our obligation to report compliance issues and concerns in this light. We are teammates, working together toward the common goal of delivering products and services in accordance with applicable laws and contracts and the highest ethical standards. Each of us might be privy to information that few other people see. If we become aware of a potential compliance concern, we have an obligation to report it so it may be addressed.

▶ You should always feel comfortable raising any compliance or ethics-related question or concern with the Compliance Officer. Although you have the option to first discuss the concern or question with your supervisor or management, you are always entitled to speak directly to the Compliance Officer.

Jeanne Narum

(701) 277-5112

jeanne.narum@noridian.com



IDENTIFYING AND ADDRESSING CONCERNS

You have a responsibility to address any issue or concern you believe may not comply with the Code, Noridian policy, contract requirements, and laws and regulations. No code of conduct or set of policies can cover all possible circumstances or anticipate every situation. If a situation arises that isn't specifically addressed in the Code or Noridian guidance, apply the overall principles and concepts of the Code to respond.

If doubt remains, ask for help. Keep asking until the answer makes sense. Ask yourself:

- Does the action violate a law or regulation?
- Is the action consistent with our values, the Code, contractual requirements and/or other Noridian policies?
- What would happen if this information appeared on the front page of the local newspaper?

If you know it is wrong, don't do it! If someone else is doing it, report it.

SPEAK UP

If you are aware of actual or suspected noncompliance with laws, regulations, contractual requirements, and/or the Code or other Noridian policies, report your concern. It is important to report concerns immediately so that an effective evaluation can be conducted.

If a member of management receives a report or otherwise becomes aware of actual or suspected noncompliance, that member of management must report the information to the Compliance and Ethics Department.

Any attempt to prevent or otherwise interfere with a person's efforts to report an incident is prohibited.

Management has special responsibilities to ensure that associates are comfortable asking questions, raising concerns, and reporting violations. We encourage associates to talk first with their immediate supervisor about any questions or concerns; however, associates have several options for asking questions or making a report:

Immediate Supervisor: You can discuss the issue with an immediate supervisor.

Management: You can discuss the issue with a higher level of department management.

Ethics and Compliance Department: You can discuss the issue with the Compliance Officer or another member of the Compliance and Ethics Department. Contact Compliance and Ethics personnel:

- By telephone
- By e-mail
- In an in-person meeting

Ethics and Compliance Hotline: You can call the Compliance Hotline at (701) 281-8601 or toll free at (888) 264-2227 (the hotline is available 24 hours a day), or submit a written report to one of the following addresses:

- Openboard e-reports
(www.openboard.info/nmic)
- Compliance Post Office Box: Compliance, PO Box 242, West Fargo, ND 58078-0242
- Interoffice mail router
- Drop-box (Fargo only)

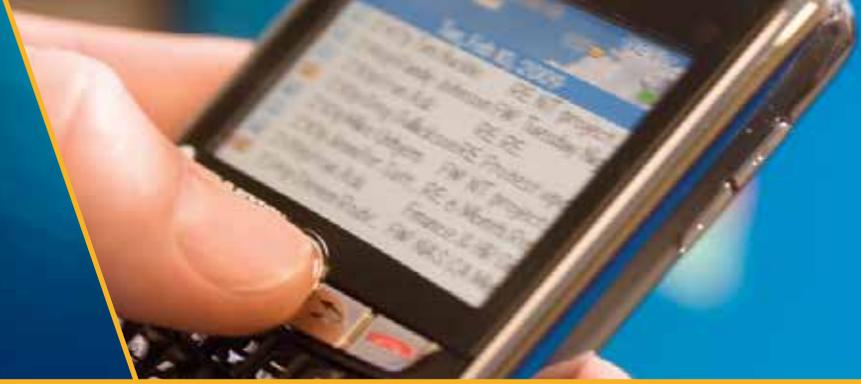
Noridian has contracted with Shareholder.com to support the Compliance Hotline and Openboard e-reports. Shareholder.com receives calls made to the Compliance Hotline, records the message and distorts the caller's voice to protect his or her identity.

Those reporting an incident are given a 15-digit password, which enables them to follow up on the status of the concern they report. Compliance and Ethics personnel may use the secure website to leave messages for the person who reported the incident, and that person may respond using the same website.

ANONYMITY AND CONFIDENTIALITY

Associates may remain anonymous when making a report. However, we encourage associates to provide their names in case we need to obtain more information to fully investigate the report. If we do not have enough information, we may not be able to take action.

▶ You can make an anonymous report to the Hotline or Openboard e-reports 24 hours a day.



Use the Compliance Hotline, [Openboard e-reports](#), the P.O. Box and interoffice mail routers to report anonymously.

A guide to reporting anonymously:

- Describe the situation in detail and include the business area and people involved.
- Identify dates when events occurred.
- Let us know if you observed this directly or if someone told you about it.
- Tell us how the situation occurred (e.g. Was a policy not followed? Was someone told to do something inappropriate?).
- Describe any relevant documents or other references that could help us.

We keep communications confidential to the extent possible. However, there may be limited situations when we are not able to do this based on the nature of the allegations or the outcome of the investigation. It may be necessary to advise law enforcement officials, regulatory agencies and/or senior management.

INVESTIGATION OF REPORTS

Regardless of whom you contact, you may be assured that your concerns will be addressed promptly and fairly. Staff within the Compliance and Ethics division are authorized to investigate reports and make sure there is an appropriate resolution. All reports are investigated and documented. For confidentiality reasons, we may not be able to inform an associate of the outcome of the investigation.

Reports may be referred to or investigated in collaboration with staff from Legal, Human Resources, Facilities, Enterprise Security and/or Privacy.

NO RETALIATION POLICY

Noridian maintains a strict No Retaliation Policy. Open communication of issues and concerns, without fear of retaliation, is vital to the success of our Compliance and Ethics Program. Anyone who reports a potential violation or cooperates with an investigation is protected from retaliation (e.g. intimidation, harassment, unwarranted demotion, termination, etc.).

No individual's position or influence is more important than the core value of institutional integrity. Anyone who engages in retaliation will face disciplinary action, up to and including, termination of employment.

This policy does not excuse associates from the consequences of improper behavior or inadequate performance. However, consequences will not be made more severe for people who report that behavior themselves.

REPORTING OUTSIDE OF NORIDIAN

In certain circumstances, we may be required to report legal and contract violations to our customers, business partners, and/or the appropriate regulatory or oversight authorities. This obligation increases the importance of immediately reporting concerns of wrongdoing.

Noridian must report suspected and confirmed misdirected, lost or stolen Protected Health Information and Personally Identifiable Information to the Centers for Medicare & Medicaid Services (CMS) within one hour of discovery. Report these events immediately to the Compliance and Ethics Department. Please refer to your Department's procedures for additional instructions.

If we fail to make timely disclosure of such violations, associates and/or Noridian may receive sanctions, including losing a contract and/or being suspended or debarred from federal programs, such as the Medicare Program.

The Compliance Officer, Privacy Officer, General Counsel and others, as appropriate, will determine when reporting to external authorities or parties is necessary.

DISCIPLINARY ACTIONS

Disciplinary actions for violations of the Code or other Noridian policies will be applied in accordance with the Noridian Personnel Policy Manuals.

Section 3

CONFLICTS OF INTEREST



We each have an obligation to act with the highest integrity and in the best interests of Noridian and our clients. This means we should avoid situations where our personal interests conflict or could appear to conflict with Noridian's or our clients' interests. Personal interests may arise through family and/or financial relationships, especially relationships involving individuals or entities that compete with or may do business with Noridian.

The principles described in this and other sections are intended to ensure decisions are objectively based on what is best for Noridian and are not influenced by personal interests.

QA

Q: Do I have a conflict if a Noridian decision involves my friend, neighbor or a more distant relative (e.g., uncle, cousin, niece, etc.)?

A: It depends on the circumstances. Does the relationship present the appearance that you are not objective in your decision? If so, it is best to remove yourself from the decision-making process, if possible.

Contact the Compliance and Ethics Department with questions about compliance and ethics.

Did you Know?

Conflicts of interest could arise if an associate, his or her spouse, or immediate family members, or others with whom an associate has a close, personal relationship, work for or own a business that either competes with or does business with Noridian. In these situations, we need to understand what the associate's role is within Noridian and whether that person is in a position to influence or appear to influence Noridian's decision relevant to that business.



DISCLOSURE AND ACKNOWLEDGEMENT STATEMENT

Conflicts of interest are very common. If you think you or someone else has a conflict of interest, the most important thing to do is to tell your supervisor and/or the Compliance and Ethics Department so the circumstances can be reviewed and documented. This protects you, the other person and Noridian.

We are required to report annually to CMS and as they occur throughout the year, those personal interests that are or appear to be a conflict of interest in relation to Noridian decisions and transactions. Compliance and Ethics personnel evaluate reports, work with supervisors as necessary, and determine if any internal controls or safeguards need to be put in place to reduce the risk of a conflict of interest.

Make a report by updating your Disclosure and Acknowledgement Statement or by contacting the Compliance and Ethics Department.

OUTSIDE EMPLOYMENT OR ACTIVITIES

Associates are discouraged from pursuing outside employment. However, if outside employment is necessary, the outside employment should not adversely affect the associate's job performance or have the potential of negatively impacting the reputation of Noridian. Activities relating to outside employment cannot be conducted during working hours. Outside employment that Noridian determines to be in conflict with the business interests of the company, in violation of the Code, or inconsistent with the duties of an associate's position with Noridian, can lead to disciplinary action, including termination of employment.

If you have questions on outside employment or activities you are considering, discuss them with your supervisor or the Compliance and Ethics Department before you engage in the outside employment or activity. Outside employment must be reported to the Compliance department.

USE OF INFORMATION OR ASSETS

We may not use information we learn in our jobs for personal investment or gain, nor may we provide this type of information to family members or others.

We are all responsible for making sure that Noridian assets are used only for valid business purposes. Noridian assets include not only equipment, inventory, corporate funds, and office supplies, but also concepts, business strategies and plans, financial data, beneficiary and provider information, intellectual property rights and other business information.

We may not use Noridian assets for personal gain or give them to any other persons or entities, except in the ordinary course of business as part of an approved transaction. On occasion, Noridian may sell assets that are no longer needed to associates. Such sales must be supported by properly-approved documentation signed by an authorized associate.

Electronic communication systems, including phones, voicemail, fax machines and email must be safeguarded against abuse or unauthorized access. Noridian owns these systems, and associates have no expectation of privacy when using these systems. Associates may not use Noridian systems to access, store, download or distribute unauthorized or personal materials, such as software and music or materials that are threatening or malicious, criminal or sexually explicit.

QA

Q: I work as a claims adjudicator, and I need some extra income. I have the opportunity to work part-time for a physician's office doing medical billing. Is it ok for me to pursue this type of employment?

A: This type of employment may put you in a position to pay claims that you submitted from the physician's office where you are employed part-time, which would be a conflict of interest. The Compliance and Ethics Department would need to evaluate your current work duties at Noridian and compare them to your work duties at your outside employment. Compliance and Ethics staff would work with your supervisor in this evaluation. Depending on the outcome of the evaluation you may need to decline the outside job or agree to abide by a mitigation plan.

Depending on the circumstances, some business courtesies could appear to be bribes or kickbacks. A material business courtesy offered to secure business (bribe) or to reward the securing of such business (kickback) must never be accepted under any circumstance.



BUSINESS DEALINGS

Noridian strives to maintain the highest standards of Integrity and objectivity in its business dealings with vendors and service providers. Relationships with vendors and service providers are based on the cost and quality of the products and/or services they provide, rather than on our own personal interests. An associate, officer or board member that has or may appear to have a personal interest in the outcome of a Noridian decision should be excused from the decision-making process relative to his or her personal interest.

Our Purchasing Policy sets forth standards relating to competitive bids and other purchases. The review and acceptance of such bids should be made by associates who are free from conflicts of interest.

QA

Q: My daughter works for a supplier who sells goods that are of higher quality and are less expensive than the goods of our current vendor. May Noridian do business with the supplier that employs my daughter works?

A: Yes, but only if you are not involved in the decision-making process and those who are objectively making the decision determine that doing business with this new supplier is in the best interest of Noridian. If Noridian starts doing business with this supplier, you will need to list your daughter's employment with this vendor on your annual Disclosure and Acknowledgement Statement.

BUSINESS COURTESIES

A business courtesy is a gift or favor for which we pay less than fair market value or nothing at all. It may include the following items:

- Gifts
- Transportation
- Discounts
- Tickets
- Passes
- Promotional items
- Use of a giver's time, materials or equipment

Business courtesies offered to or received from individuals and entities with which we do business, or may do business, can create the appearance that our business decisions were influenced by these business courtesies. Therefore, we must carefully evaluate the circumstances in which business courtesies are offered and received.

We may never offer or accept gifts or business courtesies that could be construed as kickbacks or bribes. Kickbacks and bribes can take many forms and are not limited to direct cash payments or credits. In general, if you or your family could gain personally through the transaction or the offer is made for the purpose of improperly obtaining or rewarding favorable treatment in connection with a purchase or sale of goods and services or the award of business, it is prohibited. These practices are not only unethical, but in many cases they are illegal.

Examples of kickbacks or bribes may include fees, commissions, rebates, gratuities, gifts or any other items of value.

Kickbacks could be disguised as:

- An offer for a large discount on electrical work at a personal home for contracting with an electrician for Noridian.
- Use of XYZ's company condominium in Florida for a weeklong vacation after renewing XYZ's group.
- A free night's stay at a hotel for booking a convention on behalf of Noridian.

QA

Q: For years my department has notified vendors when we are having our annual divisional outing so the vendor could donate prizes. Is this OK?

A: No, we are not allowed to solicit business courtesies from a vendor we do business with or seek to do business with.

▶ **Use Caution: Any favorable treatment from an existing or prospective vendor or business partner can be viewed as a threat to objectivity and can create personal interests, which may appear to conflict with Noridian or client interests.**



Non-monetary business courtesies are common in the commercial market. Business courtesies of nominal value (those with a fair market value of \$50 or less) are generally acceptable as long as they are infrequent and not seen to threaten our objectivity when making decisions. Examples include promotional items, trinkets, candy, nuts or other food items. To help maintain our objectivity, we are each limited to no more than \$150 in nominal business courtesies annually from a single vendor.

QA

Q: What if a vendor offers me multiple gifts, where each individual gift is nominal (fair market value of \$50 or less)?

A: If the vendor offers you multiple nominal gifts in one offer, these gifts would not be considered “nominal” if the collective value of the gifts exceeds \$50. If the offer of nominal gifts occurs over multiple offers (e.g. on three separate occasions during the year), you may be permitted to accept these gifts; however, the value of what you receive annually from this vendor cannot exceed \$150.

QA

Q: I am required to attend conferences each quarter. One particular vendor at these conferences provides gifts of less than (but close to) \$50 in value at each conference. May I accept them?

A: You are prohibited from accepting nominal gifts totaling more than \$150 in value from any one vendor annually.

If there are circumstances where you wish to accept or offer a more substantial business courtesy (fair market value over \$50), you should report the matter to the Compliance Officer for consideration in light of protocol or other special circumstances. You can make the report using the Business Courtesies form. **Remember, even if a business courtesy has a value of less than \$50, it should not be offered or accepted if it appears to be intended to influence a business decision or to gain favor.**

For the rules for gifts and business courtesies to Government personnel, turn to Section 6.

QA

Q: The consulting firm that recently assisted us in completing an important project has presented us with commemorative engraved pen and pencil sets with a value of less than \$50. May we accept them?

A: Yes. The business courtesies are considered “nominal” in value and would not reasonably appear to be intended to influence a business decision or gain favor.

ENTERTAINMENT OF OR BY NON-GOVERNMENT PERSONNEL

Entertainment includes meals, recreation, sporting events, music events and other forms of entertainment. We may not encourage or solicit entertainment from any individual or company with whom we do business. We do not offer or accept entertainment that is intended to gain favor or influence actions.

Occasionally, we may provide or accept entertainment, but only if the entertainment is:

- Reasonable in kind
- Occurs infrequently
- Does not involve lavish or extravagant expenditures

QA

Q: All attendees at my work-related conference were invited to dinner. May I accept the invitation?

A: As part of the conference and provided to all attendees, the dinner would constitute legitimate business activities and may be accepted, provided it does not involve lavish or extravagant expenses or otherwise present a risk of influencing Noridian decisions.



Tickets to sporting and music events generally should not be accepted. Requests to accept tickets to sporting or music events must be submitted to the Compliance Officer, who will evaluate the requests in light of the circumstances.

For a discussion of entertainment of Government personnel, turn to Section 6.

QA

Q: A vendor has offered me four tickets to the ball game. The vendor does not plan to attend. May I accept this gift?

A: Before accepting an offer like this, consult with the Compliance Officer, who will assess the offer in light of the legitimate business purpose, if any, and other factors.

PRIZES

Generally, prizes are not considered business courtesies and may be accepted. However, those of more than a nominal value (fair market value over \$50) must be reported to the Compliance Officer for review.

As with business courtesies, prizes of any value must be declined if they could reasonably be perceived as primarily intended to influence a business decision.

Factors considered may include, for example, the value and nature of the prize and whether the associate has decision-making authority to potentially engage the entity that offered the prize.

QA

Q: At a work-related conference, my name was entered in a random drawing and I won an iPod Touch, valued at \$295. May I keep this prize?

A: You will most likely be able to keep the prize. However, you need to report this prize to the Compliance Officer. The Compliance Officer will review the circumstances under which you won the prize and confirm whether or not you may keep it.

HONORARIUMS

We may be asked to participate in external forums, conferences or advisory boards. Invitations to participate in such capacities often include honorariums such as the payment of registration, travel and/or lodging expenses. If there is no actual or potential conflict of interest, we generally permit associates, subject to supervisor approval, to accept such offers. If more than a nominal (fair market value over \$50) honorarium is involved, you must contact the Compliance Officer for review and prior approval of the circumstances.

QA

Q: I work in the Finance Department and have my Certified Public Account (CPA) license. I have been asked to speak at a conference for my professional association. In return for speaking, the association has offered to waive my registration fee. May I accept this?

A: Each situation is different, so you should always consult with your management and the Compliance Officer. In this scenario, it does not appear that accepting the registration fee from the professional association would result in any conflicts of interest because the association is not acting as a vendor of the Company. Subject to your supervisor's review and approval, it is acceptable for the association to waive your registration fee in exchange for you speaking at the conference.



QA

- Q:** The Company is very interested in a computer vendor's products. I was invited to a first-class, all-expenses paid trip to San Diego for a training class to learn more about the products. May I accept this all-expenses paid trip to San Diego?
- A:** Each situation is different, so you should always consult with your management and the Compliance Officer. In this scenario, it appears attending the training class would be in the best interest of the Company. It would be appropriate to attend, but only if the Company pays for the travel and hotel expenses. Allowing the vendor to pay for the trip may create the appearance of a conflict of interest and could adversely affect the Company's reputation. We cannot let vendors pay for travel expenses without prior approval from the Compliance Officer.

INTERNAL GIFT-GIVING

We generally discourage associates giving gifts to their direct or indirect supervisors.

QA

- Q:** My teammates would like to throw a baby shower for our manager. Is this allowed?
- A:** Yes. We discourage but do not prohibit gifts, particularly on special occasions. We discourage gifts to supervisors to protect associates from feeling any obligation or pressure to provide them, and to avoid any appearance of a conflict of interest. A good idea would be for the team to collect anonymous contributions from team members to buy the gift(s) on behalf of the entire team.

While supervisors may provide gifts to associates, we must avoid the appearance of favoritism.

Company-approved items provided to associates as recognition for a business achievement or as part of Noridian-sponsored events are not considered gifts, but they may be subject to applicable federal and state tax requirements.

BUSINESS COURTESIES IN FOREIGN COUNTRIES

Our commitment to compliance extends to all international requirements as well. Noridian is subject to the Foreign Corrupt Practices Act, which generally prohibits us from offering, promising, making, or authorizing payment of anything of value to a foreign official for the purpose of obtaining or retaining business. There is no minimum value to trigger the Foreign Corrupt Practices Act—any payment made for wrongful purposes can be a violation. Associates are therefore prohibited from offering, giving, promising to give, or authorizing gifts of payments to foreign officials.

In certain circumstances, Noridian may be permitted to provide nominal business courtesies to foreign officials. The Legal Department must review and approve any business courtesy to a foreign official in advance and in writing.

Section 4

PROTECTING ASSETS AND INFORMATION



CONFIDENTIALITY AND DATA SECURITY

Confidential information is one of the most valuable assets entrusted to us. We must be diligent in making sure that confidential information is properly accessed, used, shared, stored and destroyed. To be diligent, we must all do two things:

1. Know what information is considered confidential.
2. Know how to protect this confidential information.

Our Confidentiality Policy defines four classes of confidential information to help you understand what information is considered confidential:

- **Protected Health Information (PHI):** Individually identifiable health information, including demographic and genetic information, which relates to the health of an individual or the payment for health care services.
- **Personally Identifiable Information (PII):** Any information about an individual including, but not limited to, education, financial transactions, medical history, and criminal or employment history and information that can be used to distinguish or trace an individual's identity.
- **Proprietary Information:** Information other than Protected Health Information that is used or created by Noridian while conducting business, and is not normally made available to customers, competitors or third parties.
- **Centers for Medicare & Medicaid Services (CMS) Sensitive Information:** Medicare or Medicaid-related information that requires safeguarding against disclosure to unauthorized persons. This includes individually identifiable information protected by the Privacy Act and HIPAA, federal tax information, financial information and other Medicare information as specified by CMS, and other Medicaid information as specified by CMS/state agencies.



Confidential information is protected by federal and state laws, including but not limited to the Health Insurance Portability and Accountability Act (HIPAA), the Health Information Technology for Economic and Clinical Health (HITECH) Act and the Privacy Act.

Noridian's guiding philosophy is to comply with all applicable federal and state laws and regulations related to privacy and data security, and any further privacy and data security obligations prescribed under Noridian's contracts. Generally, to protect confidential information:

- Do not share confidential information with friends, family members or former Noridian associates.
- Do not discuss confidential information in public places where you could be overheard.
- Do not work with documents containing confidential information in public places.
- Do discuss confidential information with other associates only on a need-to-know basis.
- Do always restrict access to confidential information—whether held electronically or in hard copy.

For more detail about your obligations, refer to Noridian policies about protecting confidential information:

- A comprehensive set of Privacy Policies and Security Policies provides information on protecting all forms of confidential information. These policies also provide direction on how we can appropriately use our information systems.
- The Enterprise Contract Review Policy requires written agreements with vendors and service providers. We must assure these agreements include confidentiality standards to protect our information.
- The Social Media Policy sets forth clear guidelines so that you understand your responsibilities in social media – both for work purposes on work time, and for personal use that relates to or reflects upon any Noridian organization.

Remember, you are responsible for maintaining the confidentiality of information even after you are no longer associated with Noridian.

INTELLECTUAL PROPERTY AND SOFTWARE LICENSING AGREEMENTS

It is very important that we understand and follow the rules that govern the use of our intellectual property or the intellectual property of others. Intellectual property results when creative thoughts become protected under applicable patents, trademarks, copyrights or other proprietary information laws and regulations.

We must be careful to follow the software licensing agreements we have entered into or accepted. Most software licensing agreements contain restrictions regarding the use of the software.

Any unauthorized use of protected intellectual property or unlicensed software could subject us to significant financial penalties and possible civil and criminal penalties.

TRUTHFUL AND ACCURATE REPORTING

Noridian's records include all documents and electronic media that record or reflect any activity or transaction by our associates, officers and board members.

These records are critically important in meeting our financial, legal and contractual obligations; and therefore must always be prepared accurately and reliably.

We are responsible to make sure the information we record and report is truthful and accurate whether the information involves:

- Time worked
- Accurate business expenses
- Production or performance data
- Any other business-related activities on which we record and report



We must never alter or falsify information in any record or document that misrepresents the facts. In connection with contracts, we must not:

- Distribute or assign costs to contracts that violate the contract's provisions or do not follow applicable accounting rules.
- Inaccurately report labor costs, submit or instruct another person to submit false time charges or assign costs to the wrong contract.

We must not use any of Noridian's funds or assets for any unlawful or unethical purpose. In addition, payments cannot be made to anyone for any purpose other than that disclosed on payment documentation.

ANTI-FRAUD PROGRAM

Fraud, waste and abuse may occur in many ways and involve:

- Provider and beneficiary claims
- Over- and under-utilization
- Misrepresentation of provider application information
- Misuse of corporate assets
- Other types of fraud

We are committed to identifying, preventing, correcting and reporting fraud, waste and abuse. The efforts undertaken as part of these processes are collaborative in nature and involve training and education, internal controls including automated claims system checks, monitoring, audits, investigations, and more. All activities are consistent with applicable laws, regulations and government health care program requirements.

RECORDS RETENTION

We all have the responsibility to follow our Records Retention Program. This program addresses the maintenance, retention and destruction of records in accordance with legal requirements, regulations and business practices. The Records Retention Policy further describes our responsibilities.

A government investigation, lawsuit or court order may impose additional records retention requirements. When this occurs, we must carefully follow the procedures established by the Records Retention Committee or Legal Department. Inappropriate destruction of records could constitute a crime.

QA

Q: If I believe I need to use a certain record past the scheduled destruction date, should I retain a personal copy?

A: Ordinarily, associates should not keep personal copies of documents that are scheduled for destruction. Most, if not all, records will be destroyed in accordance with a specific schedule. This schedule depends on a number of factors, such as legal and business requirements, whether the document contains business information or patient medical data and the like. If you believe a certain record or category of records should be kept longer, discuss it with a supervisor.

Q: My boss asked me to shred information that I know must be retained. I reminded him about the company's Records Retention Policy, but he said this is an extenuating circumstance and insisted I shred them. I don't want to be charged with insubordination. Should I shred the documents?

A: Don't shred the documents. Retention of corporate records is not optional, and no one is permitted to make an exception to our policies. There are avenues to report this type of conduct and personnel who can help handle these types of situations. Bring this information to the attention of the supervisor's manager, the Compliance Officer, or call the Compliance Hotline at (888) 264-2227.

AUDITS

We are all expected to cooperate with any audit. Such cooperation requires accuracy, candor and responsiveness. Additionally, when we are audited, we must never try to influence, pressure or manipulate any auditor to make false or misleading financial statements or other information. Examples of audits include those required by law (e.g. Chief Financial Officer Audit), by contract (e.g. Medicare audits), or by our Company (e.g. internal audits).

Section 5

POLITICAL ACTIVITIES AND CONTRIBUTIONS



Our ability to participate in political activities is controlled by federal and state law. These laws restrict the use of Noridian's assets in connection with federal, state, and local elections. Accordingly, we may not include political contributions on expense reports, engage in personal political fundraising on company time, or use Noridian assets for political purposes in any other way. Any organizational political activity must first be reviewed and approved by the Government Relations and Legal Departments

We encourage associates to participate in the political process outside of work. Associates who do this should always make it clear they are participating on their own time and expense, and do not speak for Noridian.

Section 6

THE GOVERNMENT: A UNIQUE CUSTOMER



A vital part of our business is the work we do for state and federal governments. We are committed to conducting our government business with the highest degree of Integrity and honesty – the same commitment we make to our other business partners. All associates, officers and board members working directly on or supporting government programs have the same obligations as all other associates to comply with the principles set forth in our Code.

At the same time, we also must strictly comply with government contracting laws and regulations. While there are broad legal principles that govern our work as a government contractor, there often are stringent standards and requirements that are unique to an individual government program or contract. It is critical that we recognize this full set of legal obligations and know that they apply not only to personnel fully dedicated to a particular government contract or government program, but also to all personnel who support or charge time to government work.

This Section offers an introduction to many of our legal responsibilities as a government contractor.

▶ Any individual under federal exclusion or debarment cannot be employed by Noridian for work under our federal government contracts. Medicare contracts require periodic reinvestigations and background checks for all associates who handle Medicare- sensitive data.



DEALING WITH EXCLUDED OR INELIGIBLE PERSONS

When participating in a federal government program, we are prohibited by law from contracting or doing business with any person or entity that is currently debarred, suspended, excluded, proposed for debarment or declared ineligible to perform work under any government contract or subcontract.

We will not employ or contract with anyone or any entity convicted of a criminal offense involving government business, listed by a federal agency as suspended, debarred, excluded, proposed for debarment or suspension or otherwise excluded from participating in federal programs, for the purpose of fulfilling our obligations under government contracts.

To comply with this requirement, we make reasonable inquiry into the status of all prospective associates and perform periodic screenings of our current associates against the Department of Health and Human Services Office of Inspector General's List of Excluded Individuals/Entities, the General Services Administration System for Award Management, and the Office of Foreign Assets Control List of Specially Designated Nationals and Blocked Persons. We promptly investigate any of our associates or applicants whose name appears on an ineligibility list and take appropriate action to comply with government regulations.

BIDDING ON GOVERNMENT CONTRACTS

We are subject to specific legal requirements when we bid or negotiate federal contracts.

The federal Truth in Negotiations Act requires us to certify that the cost and pricing data we submit to the Federal Government are "current, accurate and complete."

Antitrust laws require that we certify that we do not engage in anticompetitive activities or unfair trade practices. Antitrust laws are discussed in more detail in the "Compliance with Antitrust Laws" section of the Code.

The Federal Procurement Integrity Act dictates certain business conduct for companies seeking to obtain work from the federal government. During the bidding process, before a contract is awarded, we may not offer to discuss employment or business opportunities with government procurement officials or seek to obtain a competitor's bid or proposal information, or any other confidential information about the selection criteria.

If you receive information you believe is bid or proposal information or confidential source selection information, do not share the information with anyone and immediately notify the Compliance and Ethics Department.

The federal government also prohibits the payment of a contingent fee or any commission, percentage, brokerage, or other fee that is based upon success in securing a government contract. Noridian will not enter into any agreement calling for the payment of an improper contingent fee. To ensure Noridian complies with the restrictions on contingent fees, all agreements with agents or consultants must be in writing and must clearly and accurately state the services to be performed, the commission or fee to be earned, and the basis for that commission or fee. If you are approached about paying a contingent fee or need to negotiate an agreement with an agent or consultant, contact the Compliance Officer or the Legal Department.

AVOIDANCE OF ORGANIZATIONAL CONFLICTS OF INTEREST

Noridian must be attentive to organizational conflicts of interest ("OCIs") that may result from other government work that it performs. For example, federal OCI rules are designed to prevent a company from competing for work or providing services to the federal government if the company:

- would be unable to provide impartial assistance or advice;
- has an unfair competitive advantage because it set the ground rules for the competition; or
- has an unfair competitive advantage because it has unequal access to non-public information relevant to the competition.



Noridian does not accept work that creates an OCI with other client work without first adopting a government-approved OCI mitigation plan.

If you identify a potential OCI regarding current work or work Noridian is considering to perform, contact the Compliance Officer.

PURCHASING RULES

Once awarded a government contract, Noridian must adhere to a variety of procurement laws and regulations. For example, we must follow certain procedures to help ensure that we pay the appropriate costs for goods and services and avoid conflicts of interest. Noridian is also committed to carrying out the government's policy that contractors offer small business concerns the maximum opportunity to participate in our federal contracts.

Our Purchasing Policy includes procedures to ensure that we comply with these and other procurement laws and regulations when making purchases for or entering into contracts related to government programs.

CONTINGENT FEE ARRANGEMENTS

Noridian will not enter into any agreement calling for the payment of an improper contingent fee. If you are approached regarding entering into a contingent fee arrangement with a person or agency, immediately contact Noridian's Compliance Officer or Legal Department. For purposes of understanding this requirement, "contingent fee" means any commission, percentage, brokerage or other fee that is contingent upon the success that a person or concern has in securing a government contract.

Federal law limits Noridian's ability to enter into "contingent fee" arrangements for the purposes of pursuing contracts with the federal government. (See 10 U.S.C. § 2306(b); 41 U.S.C. § 254(a); FAR 3.402.) An exception exists for "contingent fee" arrangements between contractors and a "bona fide agency" or "bona fide associate." Compensation of a "bona fide agency" or "bona fide associate" may be appropriately tied to an award of a government contract in situations where the agency or associate performs other legitimate services associated with seeking the

contract, such as identifying customer opportunities, reviewing requests for proposals, becoming familiar with the contractor's services and assisting with the preparation of the proposal. If you are approached regarding entering into a contingent fee or sales representative arrangement in connection with a federal government contract, immediately contact the Compliance Officer or Legal Department.

PAYMENTS TO AGENTS AND CONSULTANTS

Agreements with agents or consultants must be in writing. Such agreements must clearly and accurately set forth the services to be performed, the basis for earning the commission or fee involved, and the applicable rate or fee. Any such payments must be reasonable in amount, not excessive in light of the practice in the trade, and commensurate with the value of the services rendered.

SUBCONTRACTING

In performing under government contracts, we may act as a subcontractor. In addition, we may subcontract core functions under our government contracts to other entities. Both situations present important considerations for Noridian.

Noridian as a Subcontractor

When Noridian is a subcontractor under a prime government contract, in addition to complying with many of the same federal regulations that govern us as a prime contractor, we must ensure that we abide by the terms and conditions of our agreement with the prime contractor (or higher-tier subcontractor). We also must closely coordinate with the prime contractor (or higher-tier contractor) regarding compliance with the applicable government regulations and prime contract terms.

Lower Tier Subcontractors

When Noridian employs subcontractors on government contracts, we must be vigilant to ensure that our subcontractors remain compliant with government regulations and those contract requirements we have assigned to them, as Noridian is ultimately responsible for their failures. Our agreement with a subcontractor will allocate responsibilities, which will include the flow down of



mandatory government contract clauses from our prime contract. However, our disclosure requirements of certain violations of law extend to violations by our subcontractor. Consult the Medicare Subcontracting Requirements for more information in this area.

PROTECTION OF GOVERNMENT PROPERTY

Pursuant to our contracts with the federal government, Noridian may be provided with government property. Noridian is responsible and liable for damage to government property in its possession. Normally, Noridian and the federal government will agree upon a property control system. It is essential that Noridian associates follow that system to the letter. In addition, the government has rights to access any records created by Noridian to keep track of government property.

FALSE CLAIMS, STATEMENTS OR CERTIFICATIONS

Effective communication with the customer is essential to successful contract performance. Customer communication can take many forms but at all times must be truthful, accurate, complete, verifiable and in accordance with Noridian's policies. This is especially true with respect to communications with U.S. Government officials or representatives.

It is a felony to knowingly submit false claims, statements or certifications to the federal government. Such conduct by Noridian associates will not be tolerated and may subject both Noridian and the individual associates to civil and criminal sanctions, including fines, prison and suspension or debarment from federal contracting.

The U.S. Government frequently uses (and relies on) representations and certifications from contractors regarding the existence of certain facts. Noridian's Senior Executive Officers (President/CEO, Executive Vice Presidents, and Senior Vice Presidents) are the only people at Noridian authorized to execute certifications on behalf of Noridian or approve the submission of pricing information to a federal prime contract or subcontract customer. Any request received from a federal government entity, a prime

contractor or higher-tier subcontractor for information from Noridian must be reviewed by the Legal Department. This includes subpoenas received from a court.

No submission of Noridian information relating to a government procurement, or representations and/or certifications (oral or written) as to the information to be submitted, may be made without prior approval from either the Legal Department or a Senior Executive Officer or their designee, including through the Online Representations and Certifications Application ("ORCA") and the System for Award Management (SAM). Finally, any Noridian confidential or proprietary information to be included as part of an information submission must be appropriately marked as being provided by Noridian and with restrictive legends to prevent unauthorized use and/or disclosure by the government or third parties.

ENTERTAINMENT AND BUSINESS COURTESIES AND GIFTS FOR PERSONNEL

Strict rules apply to offering or providing entertainment or business courtesies to government personnel. Although the subjects below are discussed more fully in earlier sections of the Code, we must ensure we are in full compliance with these rules when working with the government.

- **Entertainment and Business Courtesies to Government Personnel:** We must not offer or provide entertainment or business courtesies to government personnel when prohibited by that personnel's agency regulations. Generally, a meal or other business courtesy valued at more than \$10 or a number of meals or other business courtesies valued together at more than \$50 are prohibited. Before offering or providing entertainment or business courtesies to government personnel, consult with the Compliance and Ethics Department to verify the rules applicable to the affected government agency.



- **Bribes, Gratuities and Kickbacks:**
We must not offer or provide anything of value for the purpose of giving, receiving, or rewarding favorable treatment in connection with government programs.

Examples of favorable treatment may include:

- Disclosure or receipt of confidential information relating to competitive bids
- Inclusion as a bidder without meeting the required qualifications
- Removal of a qualified competitor from a bidder's list
- Improper award of a contract
- Recovery of improper or unallowable costs

COST RECORDS, PRICE ESTIMATES AND TIME CHARGING

As described in the Truthful and Accurate Reporting section above, we are required to keep accounting and other contract records and provide access to them to the government or its prime contractors. This allows the government to verify work performed and payments made under our government contracts. This also helps verify our cost and pricing estimates on future contracts.

UNALLOWABLE COSTS

We may submit proposals for reimbursement of indirect costs to the government either under cost reimbursement contracts or as part of our overhead rates. We must never ask for reimbursement of costs we know to be unallowable.

SUBMISSION OF CLAIMS, STATEMENTS AND CERTIFICATIONS

Effective communication with the customer is essential to successful contract performance. Customer communication can take many forms, but at all times they must be truthful, accurate, complete, verifiable and in accordance with Noridian policies. This is especially true with respect to communications with U.S. Government officials or representatives.

No submission of Noridian information, representations and/or certifications relating to a government procurement, including through the System for Award Management ("SAM"), may be made without prior approval from either the Legal Department or a Senior Executive Officer or their designee. The Legal Department or Senior Executive Officer will ensure that any Noridian confidential or proprietary information is appropriately marked with restrictive legends prior to submission to prevent unauthorized use or disclosure.

SELF-REPORTING AND DISCLOSURE OBLIGATIONS

We are required to disclose to the government whenever we have credible evidence of a violation of federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations or a violation of the Civil False Claims Act, or if we receive a significant overpayment on a federal contract.

Noridian employees also must comply with applicable Medicare fraud, waste and abuse requirements. It is the responsibility of the associate to report any suspected fraud, waste or abuse of Medicare Trust funds or other Medicare program resources, including funds used to pay contractor administrative costs, to the Compliance Office at (701) 277-5112, whether such suspected wrongdoing has been committed by an Noridian associate or a third party, such as a Medicare provider, supplier or beneficiary.

Also, pursuant to our Medicare contracts, we are required to make timely reports to the Centers for Medicare & Medicaid Services (CMS), specifically to the CMS Contracting Officer and the CMS Project Officer, whenever a known, probable or suspected Reportable Event is discovered. A Reportable Event is anything that involves the following: (1) a matter that a reasonable person would consider a violation of criminal, civil or administrative laws applicable to any Medicare contract or federal health care program; or (2) Integrity violations, including any known, probable or suspected violation of any Medicare contract term or provision. Reportable Events include activity that occurs at Noridian or any of its subcontractors, consultants, vendors or agents.



Did you Know?

Do not get drawn into discussions with competitors of Noridian on inappropriate topics, such as pricing. If you find yourself in such a situation, immediately end the conversation and, if appropriate, ask that your refusal to participate be documented in meeting minutes. Immediately report any such incident to the Compliance and Ethics or Legal departments.

PROTECTION OF GOVERNMENT PROPERTY

To perform our contracts with the federal government, Noridian may be provided with government property. Noridian is responsible and liable for damage to government property in its possession. Normally, Noridian and the federal government will agree upon a property control system. It is essential that Noridian associates follow that system to the letter.

COMPLIANCE WITH ANTITRUST LAWS

Federal antitrust laws are designed to promote fair competition and create a level playing field in the marketplace. Activities that would prevent a competitive marketplace are violations of these federal laws, and we must be alert not to engage in them.

Our ethical behavior allows us to conduct our business in a manner that maintains a free and competitive market for our goods and services. Activities that may be perceived as anticompetitive or unfair trade practices are prohibited under any circumstances. They include:

- Agreements to decide what to charge for a product
- Agreements among competitors to refuse to deal with particular suppliers or vendors (boycotts)
- Agreements to limit the production or quality of goods or services
- Bid rigging or other collusive action in pricing a bid
- Agreements to allocate the market for our goods and services among ourselves and our competitors
- Agreements to give preferential pricing or terms to a customer
- Agreements to restrict marketing efforts (e.g. territory, customers)
- Agreements that require the purchase of one product as a condition of selling another.

Additionally, we must not solicit or obtain confidential information about a competitor in a manner that would be illegal or would require a person to violate a contractual agreement, such as a confidentiality agreement with a prior employer.

Because antitrust laws are complex and vigorously enforced, we must take special care in this area. Violations may result in severe penalties, including substantial fines and criminal penalties, for you and/or Noridian. Consult the Legal Department for questions about the interpretation of antitrust laws.



GOVERNMENT INVESTIGATIONS

We are all expected to cooperate with any government investigation. Such cooperation requires accuracy, candor and responsiveness, whether information requests come from the government or from a member of an investigative or enforcement entity.

If you are contacted in relation to an investigation, you should immediately contact the Legal Department to ensure our informational rights and privileges are upheld.

EMPLOYMENT OF FORMER AND CURRENT GOVERNMENT PERSONNEL

The federal government regulates the employment activities of current and former government personnel in order to restrict a company from gaining an unfair competitive advantage by hiring a current or former government associate. The terms of these restrictions vary according to employment status and function of the government associate and what that individual's role will be at Noridian. These restrictions can last from one year to a lifetime.

We will comply with all laws concerning the recruitment and employment of former and current government associates, either as associates or consultants. Before you enter into employment discussions or negotiations with any former or current federal, state or local government associate, legislator or member of his or her immediate family, you must have the Legal Department review and approve the situation.

Section 7

SAFE AND RESPECTFUL WORKPLACE



Did you Know?

While clearly improper activities such as harassment and discrimination will not be tolerated, we should also remember that seemingly innocent behavior such as spreading gossip and rumors can also cause problems in the workplace and should be avoided.

We are committed to maintaining a safe and professional working environment and assuring everyone is treated with fairness, dignity and respect. These principles apply whether we are dealing with our customers, providers, vendors, business partners or our fellow associates.

As part of this commitment, we are responsible to follow government regulations and rules that protect us in the workplace, including the provision of:

- A drug-free work environment
- An environment free of discrimination and harassment
- Equal employment opportunities
- An environment free from acts or threats of violence
- An environment accessible to all workers regardless of disability

Consult the Personnel Policy Manuals for additional information about these areas.

The Facilities Department helps us maintain a safe work environment by eliminating any foreseeable hazards to the health and safety of all associates that may result in:

- Personal injury or illness
- Property damage or loss
- Business interruptions caused by accidents, fires or other hazards

Consult the Safety Manuals for additional information about these areas.

▶ Appendix

NOTICE TO EMPLOYEES CONCERNING WHISTLEBLOWER RIGHTS AND REMEDIES UNDER THE FEDERAL PROGRAM FOR ENHANCEMENT OF EMPLOYEE WHISTLEBLOWER PROTECTION (41 U.S.C. 4712)

Noridian Healthcare Solutions (“NHS”) is committed to operating with integrity and in compliance with all applicable laws and regulations concerning Whistleblower protection. NHS maintains a strict No Retaliation Policy. Any employee who, honestly and in good faith, reports a potential violation or cooperates with an investigation is protected from retaliation. This Notice of Whistleblower Rights and Remedies provides employees with a summary of rights and remedies as set forth in 41 U.S.C. 4712.

BACKGROUND

The Federal Program for Enhancement of Employee Whistleblower Protection (Program) is established at 41 U.S.C. 4712 by section 828 of the National Defense Authorization Act for Fiscal Year 2013 (Pub.L.112-239) and Federal Acquisition Regulation 3.908.

NHS is required to provide information to employees about the program. Provisions of the program are summarized below.

POLICY

Statute 41 U.S.C. 4712 states that an “employee of a contractor, subcontractor, grantee, or subgrantee or personal services contractor may not be discharged, demoted, or otherwise discriminated against as a reprisal for ‘whistleblowing’”

Employees are protected against discharge, demotion, and discrimination as a reprisal for disclosing information (except for classified information) that the employee reasonably believes is evidence of any of the following:

- A gross mismanagement of a Federal contract or grant;
- A gross waste of Federal funds;
- An abuse of authority relating to a Federal contract or grant (where “abuse of authority” is defined as an “arbitrary and capricious exercise of authority that is inconsistent with the mission of the executive agency...or the successful performance of a [Federal] contract or grant...”);
- A substantial and specific danger to public health or safety; or
- A violation of law, rule, or regulation related to a Federal contract (including competition for or negotiation of a contract) or grant.

Employees who disclose these types of information to the following persons or entities are protected:

- A member of Congress or a representative of a committee of Congress;
- An Inspector General;
- The Government Accountability Office;
- A Federal employee responsible for contract or grant oversight or management at the relevant Federal agency;
- An authorized official of the Department of Justice or other law enforcement agency;
- A court or grand jury; or
- A management official or other employee of the contractor, subcontractor or grantee who has the responsibility to investigate, discover, or address misconduct. (Information on how to report an issue at NHS is listed below.)

In addition, an employee who initiates or provides evidence of contractor, subcontractor, or grantee misconduct in any judicial or administrative proceeding relating to waste, fraud, or abuse on a Federal contract or grant shall be deemed to have made a disclosure.

REPORTING TO FEDERAL AGENCY

The Program provides a process for whistleblowers to file complaints with Federal agencies if they believe they were discriminated against for their disclosure of information, provided those complaints are submitted within three years of the date of the alleged discrimination.

Whistleblowers may submit complaints to the Inspector General of the Federal agency involved. The Inspector General will generally perform an investigation and submit a report to the Federal agency, which then determines whether sufficient basis exists to conclude that discrimination occurred.

If the agency determines that discrimination has occurred, the Program sets out remedies that may be available, including ordering an institution to reverse the reprisal, reinstate the employee with compensatory damages and employment benefits, and/or pay costs reasonably incurred by the whistleblower in bringing the complaint. NHS has the right to appeal any agency order to the relevant United States court.

REPORTING TO NHS

Under NHS's Code of Conduct, every employee has a responsibility to report any issue or concern they believe, in good faith, may constitute noncompliance with laws, regulations, contractual requirements, and/or violate the Code of Conduct or other NHS policies. The Code also outlines the different reporting mechanisms employees may use to report the types of activities covered by the Program.

REPORTING OPTIONS

We are teammates, working together toward a common goal: to deliver products and services in accordance with applicable laws, contracts, and the highest ethical standards. If we become aware of a potential compliance concern, we have an obligation to report it so that it may be addressed.

Immediate Supervisor: Discuss the concern with an immediate supervisor and give them a chance to solve the problem. If your concern remains after the discussion or if it is not comfortable to discuss the concern with a supervisor, speak with someone else.

Department Management: Discuss the concern with a higher level of department management. If your concern remains after the discussion or if it is not comfortable to discuss the concern with a higher level of department management, speak with someone else.

Ethics and Compliance: Discuss the concern with Jeanne Narum, the Compliance Officer:

- By telephone at (701) 277-5112
- By e-mail at Jeanne.Narum@noridian.com
- In person
- Or contact another member of the Compliance and Ethics Department

If it is not comfortable to talk to Compliance and Ethics personnel, go to the next step.

Compliance Hotline: Call (701) 281-8601 or toll-free at (888) 264-2227 (the hotline is available 24 hours a day), or use one of the following mechanisms:

- Openboard e-reports: www.openboard.info/nmic
- Compliance Post Office Box: Compliance,
P.O. Box 242
West Fargo, ND 58078-0242
- Interoffice mail router
- Drop-box (Fargo only)

