



January 2024

Code of Business Conduct

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A message from our CEO

TRIARQ Health is committed to leading the movement toward value-based care through strategic partnerships and innovative technology. Our ability to deliver better health outcomes through patient data, innovative technology and collaborative partnerships is key to our business success. At the heart of our commitment is our belief that the patient should come first, and their care can be delivered at a lower cost that benefits everyone.

Our beliefs are supported by a strong foundation of integrity, respect, inclusion and diversity. The Code of Conduct formalizes that foundation and acts as our guide to ethical decision making, encouraging the raising of issues or concerns without fear of retaliation. The expectations outlined in the Code provide a framework to achieve the company's goals while maintaining an environment for all to feel welcomed, valued, and prepared for success.

Our dedication to creating high performance practices is rooted in inclusion and optimizes health care for all populations. This focus coupled with our unique solutions differentiates us in the market and community.

Thank you for your partnership and commitment to integrity and excellence.

Michael Sappington
CEO
TRIARQ Health



A message from our Compliance and Privacy Official

TRIARQ Health is dedicated to maintaining a culture of compliance and operating with integrity. Our ability to create new partnerships through innovation and technology is dependent upon our strong reputation for doing the right thing. Integrating ethical practice into all that we do instill trust with our partners, customers, and community.

As we navigate through changing social environments, it is imperative we anchor ourselves in our commitment to inclusion and diversity. Maintaining an environment of acceptance, trust, respect, and support cannot occur without your support and participation. Collaboration, inclusion, and innovation are at the heart of our operations with each other, with our external partnerships, and our community.

Our Code of Business Conduct will equip you with an understanding of our commitment to compliance and our core values. It is a valuable resource for you as you endeavor to make ethical decisions, deliver better outcomes, and collaborate. As a valued member of our workforce, it is your responsibility to adhere to the guidelines outlined in the Code and always do the right thing.

Thank you for committing to uphold our commitment to compliance.

Phil Dodds
EVP/ Compliance & Privacy Official



Compliance Leadership



Michael Sappington
Chief Executive Officer



Phil Dodds
Executive Vice President and Compliance & Privacy Official

Key Compliance Topics

- The use of Company Email and Internet
 - Following the guidelines for company email and internet usage helps to protect the company.
- Safeguarding the confidentiality of personal and protected health information
 - The Company is required by state and federal law, and is strongly committed to, safeguarding the confidentiality of personal and protected health information.
- Disclosing potential and actual conflicts of interest
- Employees must disclose potential and actual conflicts of interest at the time they arise
- How to resolve potential conflicts
 - Employees have a duty to disclose to their leadership, at the time it arises, any situation, transaction or relationship that may be viewed as a conflict of interest.
- Gifts and Entertainment
 - You may not solicit or receive personal gifts, gratuities, or business courtesies from patients, visitors, or vendors to avoid any actual or perceived conflict of interest. For more information see the guidelines for acceptance and disclosure of gifts and entertainment.
- How we solve ethical problems
 - We encourage you to think about ethical dilemmas, report problems or concerns, and ensure your behavior conforms to the standards in the Code.

Compliance is Everyone's Responsibility!

For guidance, issues, or concerns regarding:

The Code of Business Conduct, General Compliance, Fraud, Waste or Abuse, and Privacy

Contact:

Email: compliance@triarqhealth.com
Anonymous Hotline: 844-STOP-FWA

Workforce members should feel free to raise ethical concerns in good faith without fear of retaliation or intimidation

Table of Contents

Standards of Business Conduct

Contents

1. We Have High Standards	7	4. We Protect Our Company	16
1.0 Scope	7	4.1 Confidentiality	16
1.1 High Ethical Standards: The Key to Our Success	7	4.2 Use of Company Assets and Funds	17
2. We Demonstrate Strong Values	8	4.3 Use of Company E-mail and Internet	17
2.1 Identifying Potential Conflicts of Interest	8	4.4 Records Management	17
2.2 Disclosing Potential Conflicts of Interest	9	4.5 Cyber Security	18
2.3 Participation in Conferences and Meetings	10	4.6 Adherence to Fraud, Waste, and Abuse Guidelines	18
2.4 Guidelines for Acceptance and Disclosure of Gifts and Entertainment	11	4.7 Expectations for Third Parties	18
2.5 Non-Solicitation	11	5. We Value Our Relationships	19
2.6 Conflict of Interest Q&A's	12	5.1 Nondiscrimination	19
2.7 Are You A Leader?	13	5.2 Workforce Member Relations	19
3. We do the Right Thing: Ethical Business Practices	14	5.3 Prior Criminal Convictions and Delegation of Authority	19
3.1 Antibribery and Anticorruption Statement	14	5.4 Government Investigations	20
3.2 Accounting and Reporting	14	5.5 Anti-Kickback Statute and Stark Compliance	20
3.3 Political Activities	14	5.6 Government Programs	20
3.4 Fair Dealing	14	6. We Solve Ethical Problems	21
3.5 Antitrust Laws	15	6.1 Ethical Decision-Making Guide	21
		6.2 Reporting and Non-Retaliation	22
		6.3 A How We Respond to Inquiries and Reports Involving the Code of Business Conduct and Compliance Issues	22
		7. We Hold People Accountable	23
		8. Definitions	24

Standards of Business Conduct

We Have High Standards

1.0 Scope

For purposes of this policy, “Company” means TRIARQ Health LLC, gloStream Inc. d/b/a TRIARQ Practice Services, and their respective subsidiaries and joint ventures (including, without limitation, One Team Care, LLC, Triarq Health Alliance of Michigan, LLC, and Triarq Health Alliance of Florida, LLC). Any reference in this policy to “TRIARQ” or “Company” is intended to be a reference to all such entities. By board resolution, this policy applies to each Company’s Boards of Directors or Managers.

The term “workforce member” refers to individuals who perform duties or render services for or on behalf of the Company regardless of the type of employment or contractual agreement, including, but not limited to: full-time employees, part-time employees, temporary employees, contingent workers, interns, volunteers, contractors and consultants.

Third parties, including vendors will have access to the Company Code of Business Conduct. All are expected to comply with this policy in connection with their services or duties to the Company.

1.1 High Ethical Standards: The Key to Our Success

Our Code of Business Conduct is part of the Company’s way of life. Ethics and compliance are related concepts, but not identical. Ethics are part of the culture of an organization. They provide a framework for decision making by guiding workforce members to consider and do the “right thing.” This framework focuses on guiding workforce members on how and why to follow the rules.

Compliance is the requirement that workforce members abide by contractual obligations, Company policies, and all applicable laws.

The Company strives to maintain high ethical and compliance standards when conducting business. Maintaining these high standards is the key to our success.

The Company requires those acting on its behalf to be respectful, fair, and courteous to each other and those affiliated with the Company. All workforce members are expected to conduct themselves in a respectful and business-like manner in the workplace, during work-related activities, and in their dealings with co-workers, leadership, and customers.

The company is committed to providing a safe working environment free of intimidation, retaliation, discrimination, threatening speech or behavior, threats of harm, or violence, whether engaged in by another workforce member or a third-party, such as vendors or volunteers.

This Code requires those acting on behalf of the Company to act with honesty, integrity, and impartiality when dealing with customers, providers, vendors, regulators, competitors, community, fellow workforce members, and board members. To earn and keep their trust, the Company makes every effort to avoid even the appearance of unethical or non-compliant conduct.

Leadership and the boards of directors are committed to providing avenues through which ethical issues may be raised, reviewed, and resolved openly and honestly. Help is available when there are questions about how to maintain ethical standards. Anyone who is in a situation that raises an ethical concern should follow the guidelines in How We Solve Ethical Problems section of this policy (p. 21).

We Demonstrate Strong Values

The Company asks its employees to disclose any relationships, outside business dealings, and any other interests or activities that may conflict with the interests of the Company. Disclosures must be made any time a potential or actual conflict occurs throughout the year.

2.1 Identifying Potential Conflicts of Interest

You have a duty to be entirely free from influence of any conflicting interests when representing the Company in business dealings or making recommendations that may influence an action of the Company.

The Company respects your privacy in personal activities and financial affairs. This code is intended to help you avoid situations that may represent a conflict of interest (COI).

The Company cannot foresee or define every situation that might be considered a conflict of interest. A conflict exists when an obligation or a situation resulting from your personal activities or financial affairs, or those of a close relative or cohabitant may influence his or her judgment in performing his or her duty to the Company. In some cases, an apparent conflict of interest is more theoretical than real, but it is important to disclose and resolve such cases promptly.

If you are not certain whether to report a potential conflict, contact the Compliance Official at Compliance@TriarqHealth.com for guidance.

Conditions in which potential conflicts of interest may arise include, but are not limited to:

2.1.1 Financial Interests – A conflict may exist when a workforce member, directly or indirectly, or one of his or her relatives or cohabitant owns any beneficial interest in an organization which is a competitor of the Company, or which has current or prospective business with the Company as a supplier, customer or contractor. A conflict is not likely to exist, however, where the financial interest consists of stock holdings of under five percent in a publicly traded company.

2.1.2 Outside Work – A conflict may exist when a workforce member or one of his or her relatives or cohabitant serves in any capacity with an organization, including board participation, which is a competitor of the Company, or which has current or prospective business with the Company as a supplier, provider, customer, vendor or contractor.

A conflict may exist when a workforce member engages in an independent business venture or performs work or services for another business, community, civic, or charitable organization to the extent that the activity prevents the workforce member from devoting the time and effort to the Company's business or impairs the workforce member's ability to act in the best interests of the Company.

All employees are expressly prohibited from engaging in any activity that competes with the Company, compromises its interest and/or objectives, or creates an impermissible conflict of interest between the outside employment and the employee's employment at the company.

2.1.3 Trading with the Company – A conflict may exist when a workforce member, or one of his or her relatives or cohabitant is involved in a transaction with the Company, involving rental or purchase of real estate or other property, equipment or supplies or the provision or receipt of other goods or services.

2.1.4 Confidential Information – A conflict may exist when a workforce member or one of his or her relatives or cohabitant uses any confidential information obtained as a result of his or her employment for personal gain or for the benefit of others. An example of a conflict of this kind would exist when an employee, or their relative or cohabitant, uses the product pricing information obtained through the work performed for TRIARQ to gain a competitive edge for the advisory services they provide to others in the healthcare market outside of work.

2.1.5 Business Opportunities – A conflict may exist when a workforce member, without knowledge and consent of the Company, assumes the benefit of any business venture, opportunity or potential opportunity from the course of his or her employment, and which is related to any current or prospective business of the Company.

2.1.6 Relatives or Cohabitants – A conflict may exist if a relative or cohabitant works for the Company, supplier, customer, or competitor depending on the reporting relationship or job functions performed. Likewise, a conflict of interest may exist if workforce member processes claims payments for relatives or cohabitants.

2.1.7 Gifts and Entertainment – A conflict may arise when a workforce member, or one of his or her relatives or cohabitant:

- Accepts a gift or entertainment from a person or organization that is a competitor, or that has current or prospective business with the Company as a provider, vendor, customer or contractor.
- For example, a vendor's contract is up for renewal and they offer you tickets to a sporting event. It would not be appropriate to accept the tickets if you are actively considering them for re-engagement.
- Where the acceptance, or the prospect of future gifts or entertainment, may limit the workforce member from acting solely in the best interests of the Company.

It is important not to accept gifts or entertainment that might influence a business decision or obligate you to take some action. Never give or accept a gift that could be seen as an attempt to improperly influence another person or company.

A “gift” or “entertainment” includes any gratuitous service, loan, discount, money, free membership, article of value or favor, but does not include loans from financial institutions on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary business lunches, or reasonable entertainment consistent with local social and business custom, which may be part of your job duties and responsibilities.

The temporary receipt by a workforce member of a donation to a corporate sponsored charitable event shall not constitute the acceptance/receipt of a gift. Workforce members may not receive cash even if it is intended for a corporate sponsored charitable event but should encourage cash donations to be made directly to the charitable organization. For purposes of this section, corporate sponsored event is an event where the Company is an official sponsor, one where a Company executive serves on the board as part of his/her corporate responsibilities, or an event that has been approved by management.

2.1.8 Other – Any other situation where a conflict may exist regardless of whether identified above.

2.2 Disclosing Potential Conflicts of Interest

In addition to the annual formal statement, workforce members have a duty to disclose to their leadership, at the time it arises, any situation, transaction or relationship that may be viewed as a conflict of interest, by amending their disclosure form. Workforce member can amend their disclosure forms by logging onto the compliance training website and amending their previous disclosure form.

2.3 Participation in Conferences or Meetings

You may not solicit customers, vendors, suppliers, providers, consultants, or agents to pay for the costs of travel, lodging, registration fees or other personal expenses related to conference or meeting attendance.

Cash honorariums or any other financial consideration received related to your position with the Company may not be accepted. Should any such payment be received please advise your leader and the Compliance & Privacy Official. Please refer to the TRIARQ Expense Policy.

In most situations, payment for travel-related expenses will be reimbursed by the Company in accordance with applicable Company expense reimbursement guidance.

Attendance at or participation in conferences or meetings unrelated to current or potential Company business are not subject to this code.

If a current or potential customer, vendor, supplier, provider, or consultant offers to pay for travel, lodging or registration fees associated with a meeting or conference it is recommended to decline to avoid the appearance of impropriety or a potential conflict. There may be instances where partial payment is acceptable:

- You are speaking at the conference or meeting. In this case, registration fee coverage may be appropriate. Please review with your leadership, the Compliance Office, or HR if you are unsure.

Please keep these considerations in mind

- Vice president or above approval must be obtained prior to attending the conference or meeting
- The expenses paid by the vendor must be reasonable and consistent with the Company expense reimbursement guidance e.g., do not involve lavish accommodations or expenditures
- Lodging and airfare may be considered excessive expenditures
- Your attendance must be for a valid business purpose and a reasonable adjunct to a business relationship

- The expenses for attendance are reasonable considering the benefits afforded to the Company and unlikely to compromise your ability to carry out your duties
- The offer does not otherwise introduce the appearance of or an actual conflict of interest due to timing, current or prospective contract negotiations or role/position of the employee being offered the accommodation.
- You must make a reasonable effort to determine the value of the travel expenses associated with the conference or meeting and enter the amount on your disclosure form as they arise.

Note: Workforce members with responsibility for administration of Company workforce member benefit plans such as pension funds, 401k plans, life insurance or workforce member health plans are subject to additional legal requirements. These workforce members (including their relatives) may not accept any gifts, gratuities or other consideration from a customer, vendor, provider, or consultant about any transaction involving Company assets having an annual aggregate value of \$250 or more. Workforce members with these responsibilities may attend educational conferences related to workforce member benefit plans but shall be subject to the same guidelines as listed above.

2.4 Guidelines for Acceptance and Disclosure of Gifts and Entertainment

The following are guidelines for acceptance and disclosure of gifts:

- You may not accept any gift or entertainment that would influence your business judgment in favor of a customer, vendor, provider, consultant, or competitor.
- You are required to disclose receipt of any gifts or entertainment exceeding \$75 in value for a single gift, as well as multiple gifts totaling or exceeding \$75 in the aggregate from the same giver. You are encouraged to obtain leadership approval prior to accepting gifts or entertainment exceeding \$75 in value. Examples of gifts that are typically acceptable to receive include, but are not limited to: a fruit basket, a raffle prize, or an umbrella.
- You may not give or receive monetary gifts or cash equivalents, including gift cards and certificates, to or from external parties, except for corporate approved programs. External parties may include vendors, customers, consultants, regulators, etc. Articles of nominal value ordinarily used for sales promotion may be exchanged. Also, the exchange of business courtesies, including reasonable meals and entertainment consistent with social and business custom is permissible. You should exercise good judgment in offering or accepting meals, entertainment, or other gratuities to avoid any improper influence or the appearance of a conflict. Please refer to the “TRIARQ Expense Policy” for additional guidance.

- When dealing with other individuals and entities whose standards are more restrictive than ours, we will follow their standards to the extent we are aware of them. Federal law prohibits gifts to federal workforce members, certain union leaders and to members of Congress, including any vendor, provider, consultant, or government official affiliated with government health programs. We must follow the law as it applies to gifts to these individuals. No inducements may be offered to or accepted from state or federal government workforce members. No marketing gifts may be given to prospective government health program members valued at more than \$15.
- When in doubt as to whether gifts and entertainment are appropriate, consult your leadership or contact Compliance@TriarqHealth.com

2.5 Non-Solicitation

It is the policy of the Company to prohibit solicitation of funds or signatures during working time or in working areas, as well as, distribution of materials during working time or in working areas, except for in approved circumstances. For questions, please reach out to Human Resources or the Compliance Office.

2.6 Conflict of Interest Q&A's

Q Who is required to complete a COI Form?

A In accordance with the Corporate Ethics and Compliance policy, all employees must complete the form upon hire and annually thereafter. Disclosures must be made anytime an actual or potential conflict arises. To update your disclosure form, click [here](#).

Q How do I know if a conflict of interest is present?

A In some cases, the conflict may not be easy to identify. You should contemplate if the relationship or transaction conflicts with the best interests of the company. For instance, it is almost always a conflict of interest for you to work at the same time for TRIARQ and on behalf of a competitor, supplier, or customer. Likewise, it is usually a conflict of interest for you or members of your immediate family to have substantial financial or business interests with a competitor, customer or supplier of TRIARQ or its subsidiaries. You must contact your supervisor or the Compliance Official if you are not certain whether a situation is a conflict of interest.

Q Can I wait to report gifts and entertainments I receive until annual Compliance Training?

A No. You are required to disclose any gift or entertainment greater than or equal to \$75 as they are offered and received.

Q Do I need to disclose my relative who works for the Company, and with whom I have no direct reporting relationship?

A Yes. According to policy, a conflict may exist if a relative or cohabitant works for the Company, depending on the reporting relationship or job functions performed.

2.7 Are You a Leader?

Use the 5 R's Methodology to help resolve a potential conflict of interest.



We do the Right Thing: Ethical Business Practices

3.1 Antibribery and Anticorruption Statement

Corruption and Bribery are both state and federal crimes; engaging in unlawful acts creates risk for both the Company as well as you as an individual.

Corruption broadly means giving a benefit or advantage to someone contrary to the rights of others. Bribery, which is a type of corruption, is the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official, or other person, in charge of a public or legal duty. Both bribery of government officials as well as private sector bribery is unlawful and prohibited. Participation in activity in violation of this statement will be subject to disciplinary action up to and including termination.

3.2 Accounting and Reporting

To ensure the integrity of Company financial records, everyone is required to abide by established accounting and business practices which include accurately and truthfully recording accounting data, corporate information, and operating data. False or artificial entries are not allowed for any reason in Company financial records. Examples of improper conduct include:

- Causing records to appear as though a transaction occurred when it did not
- Causing records to appear as though a transaction occurred at a different time than it truly did
- Failing to report suspected financial fraud, waste, or abuse
- Fraudulently influencing, coercing, manipulating, or misleading any accountant/auditor engaged in an audit of the financial statements of the Company

3.3 Political Activities

The Company encourages you to be a good citizen and to participate in the political process. However, if you participate in political activities on your own initiative, including making personal political contributions to candidates or political parties, make it clear that you are acting as an individual and not acting on behalf of the Company. You may not use any Company property, facilities, or time of any other workforce member for any political activity. Involvement in political activities should be conducted outside of working hours.

Corporate political activity is highly restricted. The Company is prohibited by law from using its funds to support candidates for federal, state, or local office. The Company receives federal funds under government contracts and must carefully monitor activities in this area to ensure that government funds are never used for political activities.

3.4 Fair Dealing

The Company is committed to dealing fairly with customers, suppliers, competitors, and workforce members. We will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of facts, or any other unfair business practice.

3.5 Antitrust Laws

The Company strives to conduct its business in a manner that helps maintain a free and competitive market. Activities that would restrain a competitive market, even artificially, are contrary to that philosophy and to antitrust laws, including:

- Entering into any agreement or joint conduct with competitors that would harm competition
- Collaborating with a competitor to decide what to charge for products or services
- Collaborating with a competitor to decide what to pay for services

To avoid any implication of an antitrust violation, Company workforce members should:

- Never discuss sensitive business information with a competitor
- Never exchange price information or communicate with a competitor about prices, anything that may affect prices, or customers
- Take extra care when attending trade association meetings or other events where interactions with competitors occur

Antitrust laws are very complex. Any questions about permissible or impermissible conduct should be directed to the Compliance Official. Please contact the Office of General Counsel for any questions about permissible or impermissible conduct, email inquiries can be sent to OGCAntitrustQuestions@bcbsm.com

We Protect Our Company

4.1 Confidentiality

The Company is strongly committed to and required by state and federal law to safeguard the confidentiality of all personal information that may come to its attention. If you have access to personal information about team members, claimants and/or members, such as social security numbers, medical history, treatment, age or marital status, this information must be kept strictly confidential and may only be used for valid business purposes. This information should only be shared with those workforce members and other individuals affiliated with the enterprise that need-to-know this information in order to appropriately discharge their responsibilities. Any disclosure of confidential information in violation of the law or this Code will result in discipline, up to and including, termination.

Workforce members should vigorously safeguard the Company's confidential or proprietary information. Confidential or proprietary information includes information that is not generally disclosed outside the Company and that may be useful or helpful to our competitors or adversaries. Examples could include client lists, business plans, financial data, source code, business strategies, and information or data that we have contractually promised to keep private. Any violation of this duty to protect the privacy of company information will be taken severely, and consequences, including termination of employment, may follow. Please abide by the following recommendations to prevent incorrect exposure of this personal information.

- Share confidential information with others within the enterprise only on a need-to-know basis
- Do not transmit corporate information to personal emails or unauthorized external parties
- Do not use a workforce member-owned device to capture or disseminate images or audio of any corporate data
- Verify that any disclosure of confidential information to outsiders, has leadership approval and is covered by a suitable confidentiality
- Avoid incidental disclosures of confidential information in conversations with suppliers, providers, agents, policyholders and/ or claimants

Confidential and proprietary Company information which comes to the attention of a workforce member remains confidential and proprietary and should not be disclosed to any third parties outside of the enterprise, even in the event that person ceases to be a workforce member. By way of illustration but not limitation, confidential and proprietary information includes:

- Trade secrets, inventions, mask works, ideas, processes, formulas, source and object codes, data, programs, other works of authorship, know-how, improvements, discoveries, developments, designs and techniques and any other proprietary technology and all proprietary rights
- Information regarding research, development, new products, marketing and selling, business plans, budgets and unpublished or otherwise non-public financial statements, licenses, prices and costs, margins, discounts, credit terms, pricing and billing policies, quoting procedures, methods of obtaining business, forecasts, future plans and potential strategies, employee training, financial projections and business strategies, operational plans, financing and capital-raising plans, activities and agreements, internal services and operational manuals, methods of conducting Company business, suppliers and supplier information, and purchasing
- Information regarding customers and/or agents and potential customers and/or agents of the Company, including lists, names, representatives, their needs or desires with respect to the types of products or services offered by the Company, proposals, bids, contracts and their contents and parties, the type and quantity of products and services provided or sought to be provided to customers and potential customers of the Company and other non-public information relating to customers and/or agents and potential customers and/or agents
- Information regarding any of the Company's business partners and their services, including names; representatives, proposals, bids, contracts and their contents and parties, the type and quantity of products and services received by the Company, and other nonpublic information relating to business partner
- Information regarding employees such as compensation and individual employee skills
- Any other non-public information which a competitor of the Company could use to the competitive disadvantage of the Company

- Questions regarding ownership issues and the use of confidential or protected information should be directed to the Compliance Official and Company Legal Counsel.
- Any ideas, processes, inventions, technologies, designs, formulas, discoveries, copyrights, trademarks and/or patents (together referred to collectively as “inventions”), created, developed or obtained while employed by or otherwise affiliated with the Company on behalf of the Company shall be considered “works made for hire” for the Company and shall remain the property of the Company during and after employment. Such inventions constitute confidential and proprietary information and shall be vigorously safeguarded.

4.2 Use of Company Assets and Funds

Company assets are to be used for reasonable and bona fide business purposes. Company assets include, but are not limited to:

- equipment
- funds
- office supplies
- concepts
- business strategies and plans
- financial data
- other information about Company business

These assets may not be used to derive personal gain for you or others. You must not transmit Company information to personal emails or unauthorized external parties. Workforce members shall refer to the Acceptable Use Standard for requirements and guidelines on the appropriate use of assets.

The Company should not directly or indirectly extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to or for any director or executive officer (or equivalent thereof) of the Company.

4.3 Use of Company E-Mail and Internet

The Company’s internal e-mail systems are acceptable for transmitting confidential data within the enterprise. Protected health information may be shared using internal e-mail systems provided the recipient has a business need-to-know and the minimum necessary rule is applied.

Our internal electronic mail systems, however, are not secured sources of data transmission and should not be used to send e-mail over the public internet unless appropriately encrypted.

Sensitive data must be encrypted before being sent outside the Company. If messages are not encrypted, they could be accidentally misdirected or purposefully made public while being transmitted over the internet.

When sending sensitive data outside the Company, you must comply with applicable corporate policies, including the Health Information Privacy policy, Information Security policies and related Standards. An encryption option is available to secure messages that are being sent over the Internet. You should avoid sending Protected Health Information (PHI), Personally Identifiable Information (PII) or corporate sensitive information by email outside of the Company whenever possible.

It is a violation of the Code of Business Conduct to use the Company’s internal e-mail systems to create or share offensive information, harassing, obscene, threatening, or disparaging to others. Simply stated, do not send anything via the electronic mail systems that you would not want to be disclosed publicly. In addition, do not access such information through the use of the business computer systems.

It is a violation of the Code of Business Conduct to use the Company’s internal e-mail systems to create or share offensive, harassing, obscene, threatening, or disparaging information to others.

4.4 Records Management

The Company requires compliance with Records Management policies that in accordance with applicable laws, establish uniform procedures for storing, retaining, and destroying corporate records. Exceptions to the policies may be made by Company Legal Counsel during investigations of alleged wrongdoing or as required by law to preserve relevant corporate records.

4.5 Cybersecurity

Workforce members must understand their security roles and responsibilities in accordance with information security policies to protect assets and data from unauthorized access, disclosure, modification, or destruction. Security events or potential events or other security risks to the organization must be reported to leadership, information security department or Help Desk.

4.6 Adherence to Fraud, Waste and Abuse Guidelines

The Company is committed to preventing and detecting fraud, waste, and abuse. The Company promotes an ethical culture of compliance with all federal and state regulatory requirements and requires the reporting of any suspected fraud, waste, or abuse. The Detection and Prevention of Fraud, Waste, and Abuse policy is available on the Company intranet and sets forth the requirements.

4.7 Expectations for Third Parties

The Company sets clear guidelines for those working with vendors and other third-parties to maintain strong levels of accountability and deliver quality services.

Any compliance related inquiries can be directed to Compliance at Compliance@TriarqHealth.com

We Value Our Relationships

5.1 Nondiscrimination

The Company strictly prohibits any form of harassment or discrimination against an individual or a group based upon sex (including pregnancy, sexual orientation, gender identity, gender expression, and sex characteristics), race, color, national origin (including limited English proficiency and primary language), religion, physical or mental disability, protected activity, age, veteran status, height, weight, genetic information, marital status, familial status, citizenship, arrest record, membership in a historically under-represented group, pregnancy, childbirth or a related medical condition and any other characteristics protected by law, in the workplace and during work-related activities.

The term “discrimination” includes but is not limited to treating an individual less favorably than others because they belong to one of the protected classifications identified above. Additional information, including responsibilities, definitions and examples can be found in the Harassment / Discrimination policy. Instances of discrimination should be reported to your leader, the Human Resources department, or the Compliance Officer. The Company prohibits retaliation against any workforce member who utilizes such resources in good faith to make complaints of discriminatory conduct.

5.2 Workforce Member Relations

All company workforce members must treat each other with respect and dignity. Disruptive behaviors exhibited by workforce members will not be tolerated. Disruptive behaviors will subject the offender to disciplinary action and/or termination.

Examples of disruptive behaviors include (but are not limited to) the following:

- The use of abusive, offensive or degrading language
- Intimidating or threatening physical actions
- Physical abuse/assault, including the striking of another person
- Criticism of a personal rather than professional nature
- Inappropriate touching
- Threats of violence or physical harm
- The use of sexually explicit or suggestive language

Incidents or patterns of disruptive behavior can be reported to an individual's direct leader, the Human Resource Department or the Hotline.

5.3 Prior Criminal Convictions and Delegation of Authority

The Company has a legal duty to identify and consider for exclusion from its operations workforce members whose prior conduct was illegal or inconsistent with the administration of an effective compliance and ethics program. How that conduct is related to the specific responsibilities of the workforce member, as well as how recently the conduct occurred will be taken into consideration when making hiring, contracting, or retention decisions.

Workforce members will be subject to periodic background checks and to verification against government sanction lists. The Company will not do business with any individual or organization whose name appears on government sanction lists, as may be required by law, rule, or regulation. Disclosure requirements will be incorporated into applicable vendor, contractor, and provider agreements.

The Company's Human Resources department makes decisions regarding the hiring or retention of individuals or organizations with histories of:

- Felony convictions
- Convictions for crimes of fraud, dishonesty, or other health care crimes
- Reported or discovered misconduct

Issues regarding contracting with any organizations that have felony convictions or other misconduct will be discussed and resolved by the Compliance Official.

5.4 Government Investigations

If you are contacted at work or outside of work by a governmental agency concerning a work-related matter, you should immediately contact his or her leadership, Company Legal Counsel, and the Compliance Official.

Legal Counsel can aid in determining how to respond to the request for information. Each workforce member is entitled to consult their own personal legal counsel before consenting to an interview and to have their personal legal counsel present for any interview. Company Legal Counsel can advise the workforce member of his or her options for personal legal counsel and will be available to attend the interview on behalf of the company. If you receive a subpoena from a government agency, you should immediately contact the Compliance Official at Compliance@TriarqHealth.com

5.5 Anti-Kickback and Stark Compliance

It is the Company's intent to comply with Federal Anti-Kickback and Stark laws. Workforce members may not offer gifts or other referrals in exchange for any business.

5.6 Government Programs

Additional compliance requirements and procedures apply to the Company's participation in government programs. Please refer to the Federal and State Programs Addendum in the Company Ethics and Compliance Policy for more information.

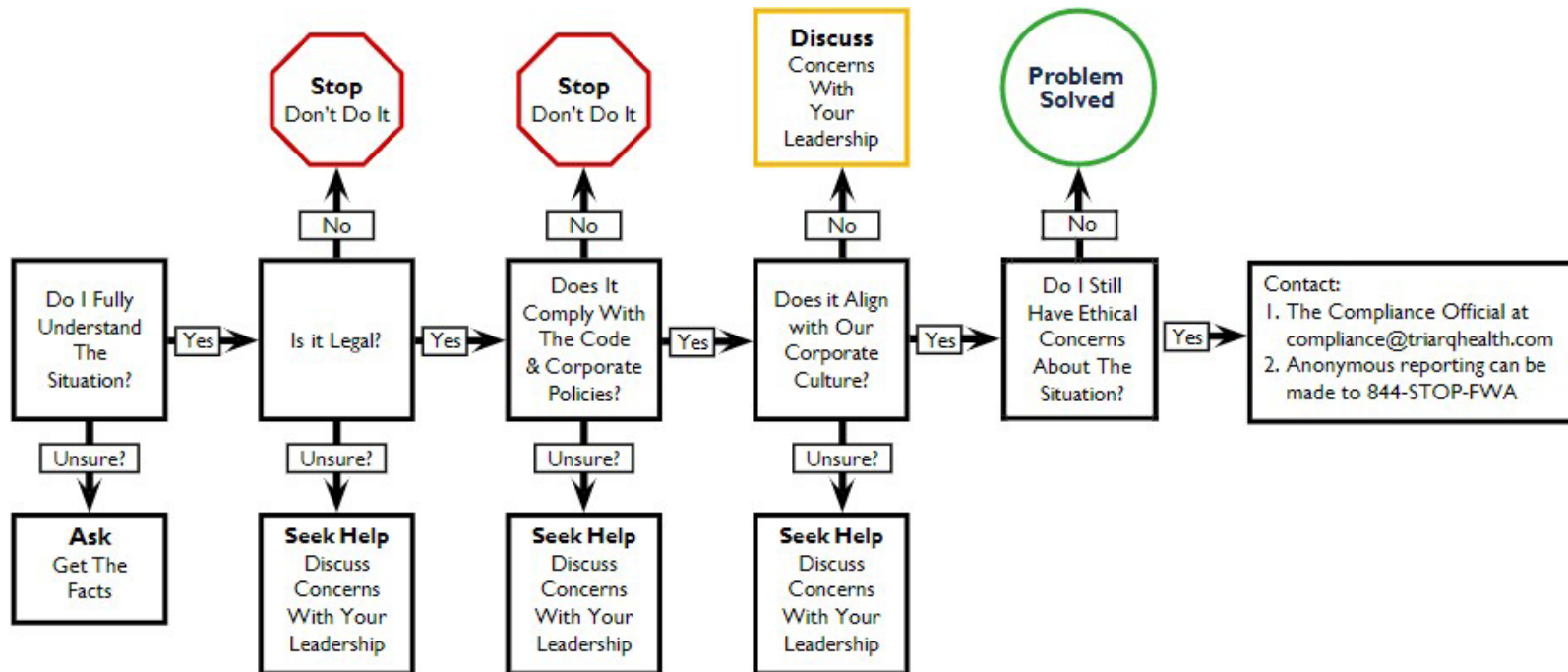
We Solve Ethical Problems

Some ethical issues have clear solutions. Other ethical questions are not as clear and present difficult choices. It is pertinent that leadership takes reasonable steps to resolve ethical dilemmas.

The Code of Business Conduct cannot list every potential dilemma; however, it can provide guidelines. If you are faced with an ethical problem, use the guide below as frequently as needed.

6.1 Ethical Decision-Making Guide

When faced with an ethical situation, ask yourself:



6.2 Reporting and Non-Retaliation

We encourage you to think about ethical dilemmas, report problems or concerns, and ensure your behavior conforms to the standards in the Code.

Because you are encouraged to act as a good corporate citizen and raise issues about questionable activities, negative actions will not be taken against you for making a complaint or disclosing information about an activity that you believe in good faith may violate this Code or any laws, even if your belief is mistaken. Anyone who attempts to retaliate against you for reporting problems or concerns will be disciplined. The expectation is that you will feel free to demonstrate good faith reporting of compliance concerns without fear of retaliation or intimidation.

Any known or suspected violation of this Code or any laws need to be reported. You are obligated to immediately report instances of potential misconduct or non-compliance. Participation in internal and external investigations is required. Failure to report or cooperate in an investigation will subject you to discipline, including possible termination of employment.

Issues related to board members may be raised through the above channels.

Issues related to possible Medicare fraud may also be reported to the Health and Human Services Office of the Inspector General at 800-447-8477 or TTY 800-377-4950.

Workforce members should feel free to raise ethical concerns in good faith without fear of retaliation or intimidation.

6.3 How We Respond to Inquiries and Reports Involving the Code of Business Conduct and Compliance Issues

The Company is committed to creating a work environment that encourages and accepts inquiries and reports involving the Code of Business Conduct, suspected compliance issues, suspected violations of federal or state law, or suspected fraud, waste, or abuse. Anyone may report a compliance concern and reports may be made confidentially or anonymously.

We will review and investigate reports of potential violations as appropriate. If criminal conduct is confirmed, our response may include actions to mitigate any harm caused. Mitigating actions could include making appropriate restitutions and assessing the Company's compliance program to ensure the program is effective and consistent with applicable regulations.

If you are involved in a reported potential violation, you will be treated fairly and given an opportunity to explain your actions.

Remember that when you make an inquiry or report, it will be handled as confidentially and discreetly as possible, according to company policies. You will be notified once resolved, though the details of the resolution may be confidential. We may, however, be required to substantiate any allegations of wrongdoing. A record of your inquiry and our response will be made and forwarded to Human Resources leadership for review and follow-up as required.

We Hold People Accountable

Appropriate disciplinary actions may be taken against anyone who:

- Violates the law
- Violates the Code of Business Conduct or Corporate Ethics and Compliance policy
- Fails to report a violation of law, Code, or policy
- Fails to cooperate in internal or external investigations of alleged violations
- Fails to participate in required compliance training

Workforce members who fail to take reasonable steps to identify, prevent, discontinue and report misconduct as soon as it is suspected or discovered will be subject to discipline.

These behaviors are examples of situations that can lead to discipline, and do not constitute an all-inclusive list of infractions. Each situation will be evaluated individually.

Appropriate disciplinary action may include termination and referral for criminal prosecution.

Addendum:

The federal False Claims Act (FCA), as amended by the Fraud Enforcement and Recovery Act of 2009, prohibits anyone from knowingly submitting false or fraudulent claims to the federal government and from making false or fraudulent records or statements to a recipient of federal funds (i.e., any entity that contracts with the federal government for any purpose). The FCA also requires recipients of federal funds to return any overpayment to the federal government. The FCA can be enforced by the Department of Justice, the United States Attorney's Office, or through qui tam actions, where an individual sues on behalf of the government.

Definitions

Abuse – activities that are inconsistent with sound fiscal, business or medical practices, that may result in unnecessary cost to the Company or its customers, including but not limited to payment for services not medically necessary or that fail to meet professionally recognized standards for health care

Antikickback Statute – an American federal law which imposes criminal and, particularly in association with the federal False Claims Act, civil liability on those that knowingly and willfully offer, solicit, receive, or pay any form of remuneration in exchange for the referral of services or products covered by any federal healthcare program (e.g.: the referral of a Medicare patient for an MRI), subject to certain narrow exceptions

Bribery- the offering, giving, receiving or soliciting of any item of value to influence the actions of an official, or other person in charge of a public or legal duty

Bundled Payments for Care Improvement Initiative - comprised of four broadly defined models of care, which link payments for multiple services beneficiaries receive during an episode of care. Under the initiative, organizations enter into payment arrangements that include financial and performance accountability for episodes of care.

Corruption- Dishonest or fraudulent conduct that gives an unwarranted benefit or advantage to a person or entity

Confidential Information- Confidential information includes, but is not limited to, member health information, financial information, an any company proprietary information not created for public use

Company – TRIARQ Health LLC, GloStream, Inc. d/b/a TRIARQ Practice Services, and their respective subsidiaries and joint ventures (including, without limitation, One Team Care, LLC, Triarq Health Alliance of Michigan, LLC, and Triarq Health Alliance of Florida, LLC).

CMS – the Centers for Medicare & Medicaid Services

Cohabitation – two persons living together as if married

Company Legal Counsel – legal services procured by and provided to TRIARQ Health and its subsidiaries for the benefit of TRIARQ Health

Fraud – intentional deception or misrepresentation made by a person or entity, including but not limited to workforce members, contractors, affiliated providers, vendors, authorized agents, or other third persons with the knowledge that the deception could result in some unauthorized benefit to himself/herself or some other person or entity. It includes any act that constitutes fraud under applicable Federal or State law

Stark law - a healthcare fraud and abuse law that prohibits physicians from referring patients for certain designated health services paid for by Medicare to any entity in which they have a “financial relationship”

Government Programs – includes Medicare Advantage, Medicaid, Medicare Part D, and CMS Bundled Payment for Care Improvement initiatives

HIPAA – the Health Insurance Portability and Accountability Act of 1996 and its implementing regulations

Minimum Necessary Rule – a key component of the HIPAA Privacy Rule requiring that the Company and its workforce members take reasonable precautions to only collect, use, and disclose the minimum amount of PHI needed to carry out a permissible business purpose or function

Protected Health Information (PHI)- Individually identifiable health information, including demographic information collected from an individual, that is transmitted or maintained in electronic or any other form or medium

Personally Identifiable Information (PII) – Any information that alone, or in combination with other information, identifies, or could reasonably identify, an individual and/or his or her relatives, employers, or household members. Not all PII is PHI. Information that is not obtained for medical purposes or as a result of healthcare operations is generally not PHI.

Relative – a family member, such as a spouse, parent, child, sibling, including step- relative and in-law. Family members also include domestic partners

Waste – activities involving the Company’s payment or reimbursement, or attempts to receive payment or reimbursement, for items or services where there was no intent to deceive or misrepresent, but rather the Company incurred unnecessary costs because of poor, inaccurate, or inefficient invoicing, billing, processes, or treatment methods

Workforce Members – individuals who perform duties or render services for or on behalf of the Company regardless of the type of employment or contractual agreement, including but not limited to full-time employees, part-time employees, temporary employees, contingent workers, interns, contractors, consultants, and volunteers