

THE LIFETIME HEALTHCARE COMPANIES

CODE OF BUSINESS CONDUCT

Producers

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Welcome to The Lifetime Healthcare Companies.

I am pleased to share with you The Lifetime Healthcare Companies Code of Business Conduct (the "Code"). This Code focuses on business conduct and ethics - in other words, the way we do business. It can be used to apply and maintain the highest standards of ethical conduct in our business practices.

The Lifetime Healthcare Companies (collectively, the "Corporation") is committed to the values of honesty, integrity, and fairness, and the implementation of this Code is proof of our commitment. The Code educates us about the legal and ethical rules of accepted business practices, raises awareness of questionable conduct, and provides ways to report suspected ethics violations. It will help you make informed, fair business decisions for the Corporation.

You are responsible for upholding our core values of honesty, integrity, and fairness and for applying them to your everyday work activities. When you are uncertain about the ethics of a business decision, use the information in this Code to help you make an ethical decision.

You are also responsible for reporting any unethical activities in the Corporation of which you become aware. Without diligent application of our business values, the Corporation or you could be at risk for legal consequences.

There are several resources to help you raise concerns or report possible violations of the Code. You may speak to your immediate supervisor, the Office of Corporate Ethics & Compliance, or Corporate Legal. Senior management and the Special Investigations Unit are also available to assist you. You may use a special telephone compliance hotline, the Ethics & Compliance Hotline (1-800-275-0170), or you may send an email message to Ethics and Compliance to report violations.

Please review this Code. If you have any questions, please contact the resources listed in the previous paragraph.

Thank you for your commitment to the principles outlined in the Code. Our continued success and our future depend on it.

Sincerely,

Chris Booth
Chief Executive Officer

PRODUCERS

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PRODUCERS CODE OF BUSINESS CONDUCT

I. INTRODUCTION

The Lifetime Healthcare Companies Code of Business Conduct (the "Code") applies to employees, directors, contractors, agents and brokers of Lifetime Healthcare, Inc. and its subsidiaries and affiliates (collectively, the "Corporation.")

The Code was prepared with the advice and assistance of legal counsel and has been approved by the Lifetime Healthcare, Inc. Board of Directors. The Code is a formal statement of the Corporation's commitment to the standards and rules of ethical business conduct. It supplements the Corporation's commitment to conduct all activities in accordance with applicable laws and regulations.

This chapter of the Code specifically applies to agents and brokers (collectively "producers") of the Corporation. All producers of the Corporation must comply with this Code, immediately report any alleged violations and/or non-compliance, and assist the Corporation's compliance personnel in investigating allegations of wrongdoing and problem resolution. The policy of the Corporation is to prevent the occurrence of unethical, non-compliant and unlawful behavior, to halt such behavior as soon as reasonably possible after its discovery, and to sanction producers who violate the Code, including producers who neglect to report a violation.

It is your responsibility to understand the requirements of the Code and to make sure your staff understand the Code. You may need to develop and/or maintain operational policies and procedures to ensure your compliance with the Code.

No code of conduct can cover all circumstances or anticipate every situation. Consequently, producers encountering situations not addressed specifically by this Code should apply the overall philosophy and concepts of the Code to the situation, along with the highest ethical standards observed by honorable people everywhere. If a question still exists in your mind, the particular circumstances should be reviewed with the Corporate Compliance Officer. The Corporate Compliance Officer may be reached by contacting the Ethics & Compliance Hotline (1-800-275-0170). This number is toll free, confidential and for use from any location. The Hotline is answered by Compliance Line, an external vendor with operators available twenty-four hours per day, seven days per week. An email notification is received by designated investigative staff whenever a report is received at Compliance Line.

II. ETHICS

It is the long-standing policy of the Corporation to observe all laws applicable to its business. Even where the law is permissive, the Corporation chooses the course of highest integrity. While local customs, traditions, and mores differ from place to place honesty is valued in every culture.

Producers of the Corporation must understand that how results are obtained, not just that they are obtained, is important. Producers are expected to record all transactions and non-compliance with applicable laws, rules and regulations accurately; and to be honest and forthcoming with the Corporation, the Corporation's regulatory agencies, and internal and external auditors.

The intent of this Code is that the entire Corporation function with honesty in internal operations and in dealing with members/insureds, accounts, providers, suppliers, and all others with whom the Corporation does business.

III. CONFLICT OF INTEREST

Producers must not allow any outside financial interest or competing personal interest to influence their decisions or actions taken on behalf of the Corporation. Producers must avoid any situation where a conflict exists or might appear to exist between their interests and those of the Corporation. The appearance of a conflict of interest may be as serious as an actual conflict of interest.

The Corporation will not be inappropriately influenced to purchase goods or services from any business in which a producer or close relative of a producer has a substantial interest. Occasional exceptions may be made when it is in the best interest of the Corporation, but only when documented and approved by senior management and the Corporate Compliance Officer.

IV. MAINTENANCE OF BOOKS AND RECORDS

Producers must record and report all transactions with or on behalf of the Corporation fully, accurately, and honestly. Records include, but are not limited to, accounting books or records, financial reports, business and time records, expense reports, vouchers, bills, payroll, membership/insured records, correspondence and other records of communication, and claims payments records. No relevant information is to be omitted or concealed, nor may any secret or unrecorded funds or assets be created for any purpose.

A. Falsification of Records

False entries must never be made in any of the Corporation's books or records or in any public record for any reason. No permanent entries in the Corporation's records may be altered in any way. No payment or receipt on behalf of the Corporation may be approved or made with the intention or understanding that any part of the payment or receipt is to be used for a purpose other than that described in the documents supporting the transaction. "Slush funds" or similar off-book accounts, where there is no accounting for receipts or expenditures on the corporate books, are strictly prohibited. It is very important that producers not create or participate in the creation of any records that are intended to mislead or to conceal anything that is improper.

B. Expense Records

Expenditures must always be charged accurately.

C. Retention of Records

The retention, disposal or destruction of records of or pertaining to the Corporation must always comply with legal and regulatory requirements, and corporate policy. Records pertaining to litigation are not to be destroyed without express written authorization from the Corporate Legal Department or from the Corporate Compliance Officer when the matter involves a government investigation or audit.

V. PROTECTION OF CONFIDENTIAL INFORMATION

Producers may be entrusted with important confidential information that may not be released without proper authorization. Such authorization must come from corporate officials with the authority to authorize the requested disclosure. The Office of Corporate Ethics & Compliance or Corporate Legal can help identify an appropriate corporate official. When questions arise regarding whether authorization has been appropriately given, doubts should be resolved in favor of non-disclosure. The Office of Corporate Ethics and Compliance and the Corporate Legal department are available to assist in analyzing these issues.

Confidential information includes medical and claims information about members/insureds as well as information regarding the Corporation's business activities.

Protected health information, financial data, sales figures, planned new products/projects or planned advertising programs, areas where the Corporation

intends to expand, lists of suppliers, lists of accounts, lists of prospects, lists of member/insureds, provider data, wage and salary data, capital investment plans, projected earnings, changes in management or policies of the Corporation, testing data, suppliers' prices to the Corporation, or any plans the Corporation may have for any of its products are also confidential information.

All producers must abide by the confidentiality obligations imposed by the Corporation. Producers must avoid even inadvertent disclosures of confidential information.

A. Termination of Relationship

Once a producer's relationship with the Corporation ends, the producer may not take or use any confidential information gained from the relationship with the Corporation. Producers may not take or use originals or copies of any reports, manuals, proposals or any other property belonging to the Corporation at any time.

B. Information Security

Producers are responsible for properly using information stored and produced by all of the Corporation's systems. System user names and passwords may not be shared between individuals. Any use of a user name or password other than the producer's own without the express permission of an appropriate official of the Corporation shall be considered theft of service and a violation of corporate policy.

Microcomputers, personal computers, Internet access, e-mail, or other office communications systems are intended for business-related purposes only and not for use that may be considered discriminatory, disruptive, offensive, harassing, or creating a hostile work environment for co-workers. Occasional Internet or e-mail use is permitted, though, so long as such use does not interfere with the security or effectiveness of the system, adheres to Company standards, and does not interfere with job performance.

Any questions concerning information security may be directed to the Corporate Security Officer.

VI. FAIR DEALING

Conducting business with providers, contractors, other producers, accounts and members/insureds on behalf of the Corporation can pose ethical problems. This Code is intended to assist in making appropriate, responsible, and correct decisions. Producers are expected to exercise good judgment and discretion in these matters.

A. Kickbacks and Rebates

The purchase or sale of goods and services must not lead to the receipt of kickbacks or rebates by producers or their families. Kickbacks or rebates may take many forms and are not limited to direct cash payments or credits. If a producer or a member of his or her family stands to gain personally in the form of a kickback or rebate from a transaction, the transaction is prohibited. Such practices are not only unethical, but are, in many cases, illegal.

B. Gifts or Gratuities

Producers must be aware that employees of the Corporation may not accept or encourage gifts of money under any circumstances. They may not solicit non-monetary gifts, gratuities, or any other personal benefit or favor of any kind from providers, contractors, producers, accounts or members/insureds.

Employees and their immediate families may accept unsolicited, non-monetary gifts from a business firm or individual doing or seeking to do business with the Corporation if the gift is primarily of an advertising or promotional nature. Employees may accept a gift or gratuity of a nominal value that a business firm or individual provides to a wide spectrum of existing and potential customers. Nominal value shall be as defined by corporate policy as may be amended from time to time.

C. Entertainment

Producers must be aware that employees of the Corporation may only accept entertainment if it:

- is not excessive;
- does not involve lavish expenditures; and
- is compliant with corporate policy and any applicable laws and regulations.

Offering entertainment to employees that is not a reasonable addition to a business relationship but is primarily intended to gain favor or to influence a business decision is not permitted

D. Agreements with Producers

Agreements between the Corporation and a producer must clearly and accurately describe the services to be performed, the performance standards, and applicable compensation, if any. Compensation must be reasonable in amount. For example, payment may not be excessive in terms of industry practice, not in violation of applicable laws and regulations, and must equal or match the value of the services

rendered.

Each agreement with a producer will include a Code of Conduct. Producers are required to acknowledge receipt of the Code and adhere strictly to its provisions. Each agreement will also include a confidentiality or business associate agreement, as appropriate.

E. Improper Use of Funds or Assets

Use of the Corporation's funds or assets for any improper purpose is prohibited. Examples of improper use of funds or assets include:

- payments for any unlawful or unethical purposes;
- payments outside the scope of agreements entered into by or on behalf of the Corporation; and
- use of the Corporation's assets in violation of corporate policy or any applicable law or regulations.

A producer who knows or has reason to know of an actual or potential improper use of the Corporation's funds or assets has an obligation to report it to the Corporate Compliance Officer. The Corporate Compliance Officer may be reached by contacting the Ethics & Compliance Hotline (1-800-275-0170) and requesting that the Corporate Compliance Officer return the call.

VII. FEDERAL AND STATE CONTRACTS; FEDERAL PROCUREMENT

A. Gifts to Government and Public Officials

Federal and state statutory provisions prohibit public officials, including employees, from accepting anything of value, subject to reasonable exceptions such as modest items of food and refreshments. No producer shall either offer or make a gift to a federal or state public official on behalf of the Corporation.

It is also illegal for any person to give a gift or to offer or promise anything of value to a public official for or because of any official act performed or to be performed by such official. Additionally, it is a crime to make a payment to a public official as compensation for public duties performed.

B. Federal Procurement

The Corporation is subject to the Federal Procurement Integrity Act when

bidding on a federal contract, such as a Medicare Advantage contract. This law restricts certain business conduct for a company seeking to obtain work from the Federal Government. During the bidding process, producers, on behalf of the Corporation, may not:

- offer or discuss employment or business opportunities at the Corporation with any agency procurement official,
- offer or give gratuities or anything of value to any agency procurement official, or
- seek to obtain any confidential information about the selection criteria before the government awards the contract. This includes information submitted by another company in a bid or proposal and marked “Proprietary,” as well as the selection criteria and the evaluation of bids and proposals.

VIII. FEDERAL AND STATE PROGRAMS

The Corporation is committed to abiding by the laws and regulations that govern the state and federal programs with which it participates. Accordingly, in addition to the government programs contracts with state and federal regulators, you are required to comply with all applicable statutory, regulatory, and other requirements of the Medicaid program, the Medicare program, including the Medicare Part D program and the Patient Protection and Affordable Care Act. You are also required to comply with the Corporation’s fraud, waste, and abuse policies and procedures.

The key federal and state laws with which you must comply in the administration of federal and state programs include, but are not limited to, the following:

1. False Claims Acts
2. Anti-Kickback Laws
3. Health Insurance Portability and Accountability Act(HIPAA), coupled with the Health Information Technology for Economic and Clinical Health (HITECH)
4. Patient Protection and Affordable Care Act
5. Beneficiary Inducement Statute
6. Physician Self-Referral (“Stark”) Laws
7. Fraud Enforcement and Recovery Act of 2009
8. Title XVIII of the Social Security Act
9. Federal Criminal False Claims Statutes
10. Civil Monetary Penalties of the Social Security Act
11. Prohibitions against employing or contracting with persons or entities that have been excluded from doing business with the Federal government

In addition to the laws specifically referenced above, you must comply with the accompanying federal and state regulations (found in the Code of Federal

Regulations, and the New York State Codes, Rules and Regulations) as well as regulatory/policy guidance issued by the Centers for Medicare and Medicaid Services, Health and Human Services, Office of Inspector General, New York State Department of Health, Office of Medicaid Inspector General, and other government program authorities, including requirements in the Medicare Managed Care Manual and the Prescription Drug Benefit Manual . If you have any questions regarding the obligations set forth in these laws, contact your immediate supervisor, a representative of the Office of Corporate Ethics and Compliance Government Programs, the Medicare Compliance Officer or Corporate Compliance Officer.

IX. GOVERNMENTAL INVESTIGATIONS

From time to time, the Corporation may be asked to cooperate with a governmental examination or investigation or respond to a request for information. A request may be addressed formally to the Corporation or directed informally to an individual within the Corporation by a regulator or enforcement agency. All producers are required to report requests for information or cooperation to the Corporate Compliance Officer by contacting the Ethics & Compliance Hotline (1-800-275-0170) and requesting that the Corporate Compliance Officer return the call.

X. EMPLOYMENT ENVIRONMENT

All producers must comply with all applicable laws and regulations and corporate policies affecting safety, health, and the environment. It is the policy of the Corporation to maintain an environment that is free from violence, drugs, alcohol, and the effects of violence, drugs, and alcohol.

The Corporation is committed to providing a work environment that is free of harassment and discrimination in all aspects. All producers are required to support the Corporation's commitment to a safe and professional work environment and to conduct themselves appropriately in dealing with the Corporation's employees. Suspected violations of any corporate policies must be reported as detailed below in Section XI "Seeking Guidance and Reporting Violations."

XI. SEEKING GUIDANCE AND REPORTING VIOLATIONS

Producers must report any actual or suspected violation of this Code; any applicable law or regulation; or any corporate policy, practice or procedure that could adversely affect the Corporation. Producers may make reports to the Corporate Compliance Officer by contacting the Ethics & Compliance Hotline (1-800-275-0170) and requesting that the Corporate Compliance Officer return the call. Reports involving state or federal programs may be made to the Corporation, as described above, the Centers for Medicare and Medicaid Services, or law

enforcement.

When a report is made, steps will be taken to protect anonymity and confidentiality, where warranted and appropriate. The Corporation will not tolerate any form of retaliation against a person who makes a good-faith report in accordance with this Code.

All producers have an obligation to cooperate openly and honestly in any corporate investigation into a reported violation of this Code, any corporate policy, practice or procedure, or any applicable law or regulation.

XII. CORRECTIVE ACTION AND/OR TERMINATION

Any producer who violates, enables, encourages, directs, facilitates, allows or knowingly fails to report any violation of this Code; any applicable law or regulation; any Medicare sub-regulatory guidance; or any corporate policy, practice or procedure; may result in termination of the relationship with the Corporation.

The Corporation may take other actions as appropriate to address violations of the Code by any producer.

Any producer who harasses or threatens an employee for reporting violations will be subject to termination. The Corporation will not tolerate such retaliation.