



Troy Health, Inc.

Code of Conduct

The Troy Code of Conduct provides our commitments and ethical responsibilities that we expect our company's workforce, in whatever capacity, to adhere to when conducting business or other activities on the company's behalf. This document enables our workforce to be our "eyes and ears" and encourages our workforce to report activities for investigation.

CODE OF CONDUCT

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I. INTRODUCTION

A. Code of Conduct Purpose

Troy Health, Inc. ("Troy") is committed to the highest standards of excellence and professionalism. This commitment applies to all aspects of our work, and the ethics and integrity with which we conduct our business. It is vital to our sustained success.

This Code of Conduct provides the basic principles governing our business activities and relationships. The Code of Conduct is not only based on the laws, rules and regulations that apply to our work, it is based on our company mission, vision, and values. All employees of Troy must adhere to, and comply fully with, the Code of Conduct. Each one of us is accountable for understanding, and complying with, the Code of Conduct, and for reporting, internally, any possible violations of the Code of Conduct of which we become aware.

While the specific provisions of the Code of Conduct cannot address every circumstance you may encounter, they outline the basic principles that should guide all our activities: good judgment, personal honesty and sound business ethics. The general guidelines of this Code of Conduct point us in the right direction and provide each director, officer and employee with the company's expectations regarding business dealings. Answering the following questions also may help you evaluate specific situations:

- Will my action comply with the intent and purpose of the company's policies and practices?
- Will I compromise myself or the reputation of the company by this action if it becomes known to my supervisor, colleagues or friends?
- Is this action honest in every respect?
- Could this action appear inappropriate to others, even if it is ethical?

Regardless of the specific situation you face, the best course of action always is to be honest, forthright and loyal.

B. Acknowledgment

After reviewing this Code of Conduct, each employee must sign the acknowledgment on the last page of this document. Please sign the acknowledgment page and return it to Human Resources for personnel file inclusion within five (5) business days from receipt of this Code of Conduct. The Chief Compliance Officer will work with the Human Resources department to track and ensure all employees and/or Board members have returned a signed acknowledgment statement.

C. Training

Troy will maintain and update training and monitoring programs to educate its employees on the legal and regulatory requirements of their respective duties and positions, and to detect possible violations.

Training may include additional written policies, informational handouts, and memoranda or, when appropriate, training seminars in selected areas. We will continue to monitor and promote compliance with existing and new federal and state laws and regulations.

Troy must comply with governing laws, regulations, sub-regulatory guidance, and contract provisions. Everyone has a role in making our Compliance Program effective, which includes training and education on Troy's Compliance Program, and those laws with which we must comply. You are required to complete all required training and functional area training that may help you do your job better. Not understanding a regulation or policy requirement is not an excuse for non-compliance. If you need assistance, ask your supervisor, or contact the Chief Compliance Officer. You may be asked to sign an acknowledgment or attestation form upon completion of training.

II. SEEKING ADVICE AND REPORTING CONCERNS

A. When to Seek Advice

You are encouraged and should seek advice when you are unsure about an appropriate legal or ethical course of action. If you have a question or concern about a particular practice or activity, you should not speculate as to the correct answer. This includes situations when:

- applicable policies seem difficult to interpret under the circumstances;
- the relevant laws or standards are complex;
- you have limited experience dealing with the subject matter; or
- you find yourself in a "gray area" and need guidance.

Troy employees are encouraged and have a duty to report potential or suspected violations of this Code of Conduct. This includes situations where you know or suspect a director, officer or employee, or those with whom the Company does business, is about to engage in fraud or abuse, or any other illegal or unethical activity. Failure to report known misconduct may result in disciplinary action, up to and including termination of employment.

B. Where to Go for Advice or to Report a Violation

You may ask questions about reporting violations or raise the matter with:

- your immediate supervisor or manager;
- the Chief Compliance Officer or a member of the Compliance Department;
- the Human Resources Department; or
- any member of the senior management team.

If you wish to report a suspected violation of this Code of Conduct anonymously, you may call the Compliance and Ethics Hotline at (844) 977-0475 or use the reporting portal: troymedicare.ethicspoint.com. You can report a suspected violation in writing to compliance@troymedicare.com or to the address below.

Troy Health, Inc.

Attn: Chief Compliance Officer
615 S College St., 9th Floor
Charlotte, NC 28202

If you choose to reveal your identity, it will not be disclosed unless it becomes absolutely necessary or required by law during an investigation.

C. Non-Retaliation

Troy prohibits retaliation against any employee for reporting in good faith a possible violation of this Code of Conduct or of a law, rule, or regulation. Retaliation for reporting a federal offense is illegal under federal law and may result in disciplinary action up to and including termination and/or legal action.

In no event will Troy take or threaten any action against you as a reprisal or retaliation for making a complaint or disclosing or reporting information in good faith. However, if a reporting individual was involved in an improper activity, the individual may be disciplined appropriately, even if he or she was the one who disclosed the matter. In these circumstances, we may consider the decision to report the matter, and any subsequent cooperation, as mitigating factors in any disciplinary decision.

III. AUDITS AND INVESTIGATIONS

Troy must abide by all applicable local, state, and federal laws, regulations, rules, ordinances, and restrictions, and respond fully and accurately to regulatory reviews, audits, and investigations, and other requests for information. Failure to do so may result in sanctions, penalties, and fines, administrative, regulatory or legal action imposed for inaction, delays or failures to respond to government bodies. It is the policy of our company to cooperate with government agencies in their investigations.

All employees have a duty to cooperate fully in all audits, inquiries, investigations or other reviews conducted by the Compliance Department, the Finance Department, the Human Resources Department, the Board of Directors or any Committee thereof, and any of these entities' outside advisors, consultants and/or legal counsel.

All employees shall bring the following to the immediate attention of senior management and the Chief Compliance Officer:

- requests or subpoenas to appear or testify before a grand jury, government agency, commission or legislative or administrative body;
- notification of investigation by authorities responsible for enforcing laws; and,
- communications or notices received from government bodies or agencies imposing or threatening substantial fines, penalties, or injunctive action.

Full cooperation includes promptly, completely, and truthfully complying with all requests for documents, information and interviews, including, but not limited to:

- retaining and producing, as requested, all potentially relevant corporate data, documents, files and records;
- attending interviews and responding completely and truthfully to all interview questions; and
- where an audit, inquiry, investigation, or other review is being conducted by an outside advisor, consultant or counsel, complying with that outside entity's requests under the direction of the Chief Compliance Officer.

Failure to comply with this provision of the Code of Conduct will lead to disciplinary action, up to and including termination.

IV. DISCIPLINARY ACTIONS

Troy leadership expects the conduct of its employees to be governed by the highest ethical standards, good judgment and consideration of others. Any act contrary to the policy and purpose of the Code of Conduct or harmful to another director, officer, employee or the company, may be cause for disciplinary actions. Acts that are subject to immediate disciplinary action include, but are not limited to, the following:

- violating laws, regulations or this Code of Conduct, policies or procedures;
- directing or encouraging others to violate laws, regulations, this Code of Conduct, policies or procedures;
- failing to report known or suspected violations of laws, regulations, this Code of Conduct, policies or procedures;
- interfering with or being uncooperative during an internal or external investigation; and
- retaliating against others for reporting a concern or violation.

Disciplinary actions for violations of the Code of Conduct can include verbal or written reprimands, suspension or termination, and possible legal action. The severity of the corrective action will be determined by the Chief Compliance Officer in consultation with senior management, the Board of Directors, the Corporate Compliance Committee, and/or the employee's supervisor, as may be appropriate. In some cases, we may take corrective action against supervisors who fail to detect or report misconduct on the part of employees or business partners under their supervision.

All employees also should be mindful that violations of laws, regulations, or this Code of Conduct, policies or procedures could trigger external legal action against you, your colleagues and/or the company. Criminal or government enforcement action can include suspension or revocation of licenses, sanctions, monetary fines, criminal penalties and imprisonment.

V. OUR WORK CULTURE

A. Respect for All Employees

We are a team, and our success depends on your contribution and ability to inspire the trust and confidence of your co-workers, supervisors, and our members. Respect for the rights and dignity of others, and a dedication to the good of our company, is essential.

It is our policy, among other things:

- to hire, pay and assign work on the basis of qualifications and performance;
- not to discriminate on the basis of race, religion, ethnicity, national origin, color, gender, age, citizenship, veteran's status, marital status or disability;
- to attract and retain a highly talented workforce;
- to encourage skill growth through training and education and promotional opportunities;
- to encourage an open discussion between all levels of employees and to provide an opportunity for feedback from the top to the bottom and from the bottom to the top;
- to prohibit any sexual, physical, verbal or any other kind of harassment in the workplace;
- to make the safety and security of our employees while at company facilities a priority;
- to recognize and reward efforts that exceed our expectations; and
- to respect all workers' rights to dignity and personal privacy by maintaining the protection of employees and member confidential information, including protected health information (PHI).

Diversity, equity, and inclusion is an increasingly important topic for Troy. We aim to promote awareness and understanding of how persons with different backgrounds can work together harmoniously.

B. Environment, Health, and Safety

Troy strives to protect the environment and the health and safety of its employees through compliance with applicable health, safety, and environmental laws and regulations. Each director, officer and employee are expected to comply with the company's policies, programs, standards and procedures, and report accidents, injuries, and unsafe equipment, practices or conditions.

The possession or use of firearms or other weapons on company premises is prohibited. Safety can be achieved only through teamwork. You must practice safety awareness by thinking defensively, anticipating unsafe situations and reporting unsafe conditions immediately. A violation of a safety precaution is an unsafe act. Please observe the following precautions:

- Notify your direct manager of any emergency situations. If you are injured or become sick at work, no matter how slightly, you must inform your direct manager immediately.
- Use, adjust and repair machines and equipment only if you are trained and qualified.
- Get help when lifting or pushing heavy objects.
- Understand your job fully and follow instructions. If you are not sure of the safe procedure, don't guess....ask your direct manager.
- Know the locations, contents and use of first aid and firefighting equipment.
- Do not remove or disable any safety device or guards on equipment.

C. Alcohol and Drug Use

We will strive to maintain a drug-free work environment. Accordingly, the use of alcohol, illegal drugs or legal drugs that interfere with the ability to perform one's work duties while on company premises or company time is prohibited. The possession of illegal substances on company premises also is prohibited.

VI. DOCUMENTATION

A. Accurate Documentation

Our workflow and/or system documentation must accurately and fairly reflect the business transactions of our company. No business records, including records pertaining to the provision of health care services, should ever be falsified or altered. Employees also must not create or participate in creating records that have the effect of misleading or of concealing improprieties. In particular, no one may directly or indirectly:

- make or cause to be made a false or misleading statement or report;
- fail to state, or cause another person to fail to state, any fact that, when omitted from a statement, renders that statement misleading; or
- otherwise be dishonest or deceptive in recording business transactions or maintaining records.

If you are not sure about the accuracy or completeness of information, do not guess. Do what you can to find the correct information or discuss the situation with your supervisor.

Our commitment to accurate documentation extends to all company functions and transactions. All employees have a duty to accurately document their activities within our systems or databases. Further, all employees shall ensure full, fair, accurate, timely and understandable disclosure in reports and documents that our company files in all public communications made by Troy.

B. Accurate Records and Information

Our system and data information must be complete and accurate in all respects and maintained in material conformity with managed care practice standards and applicable requirements of any government authority having regulatory jurisdiction over the company. You must always ensure that all departments, functions, and processes comply with state and federal requirements under Medicare, Medicaid and other applicable government program(s).

C. Records Retention

Troy record retention policy establishes consistent practices concerning how long records should be kept and when, in the normal course of business, they should be destroyed, in accordance with federal regulations. You must always comply with the record retention policy and with any document or record preservation notices. Records must be maintained for the duration of not less than ten (10) contract years.

Records that are possibly relevant to litigation or a government investigation may not be destroyed until the matter has been concluded and the Chief Compliance Officer has approved, in writing, of the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in disciplinary action up to and including termination plus large fines and incarceration.

A “record” is any information, regardless of physical format, that has been created or received in the transaction of Troy’s business. Physical format of a record includes hard copy, electronic, magnetic tape, disk, audio, video, optical image, etc.

D. Computer and Information Systems

As with other equipment and assets of our company, every employee is responsible for the appropriate use of telephones, computers, and any company-issued communications devices. Such equipment may be used only for business purposes. Personal use of company-issued electronic equipment and systems may be subject to access and usage restrictions. Email is for business purposes only and is not intended for personal use.

Employees are prohibited from accessing, displaying, transmitting and/or downloading web sites that contain sexually explicit, illegal, or discriminatory content. You should not expect a right to privacy in your company email or internet use. Subject to applicable local law, the company may review all electronic information and communications. All company equipment, systems or networks may be subject to monitoring.

Do not share your passwords with anyone or post in an obvious location on your desk or monitor. Be sure to lock your computer screen before stepping away. You are responsible for all actions taken under your user ID. Avoid faxing confidential information if you can. Always use a fax cover sheet that includes a confidentiality statement and phone number to call if an unauthorized person receives the fax. A Troy fax cover sheet template is available. Contact your supervisor or the Compliance department for assistance.

Emails about members should only be shared internally with those who have a need to know for their specific job function. Any emails with confidential or private information to an external recipient must be encrypted or password protected.

If you believe someone has accessed information inappropriately, report such activity to your supervisor and the Compliance Officer or call the Compliance and Ethics Hotline. Calls or reports to the Compliance and Ethics Hotline may be made anonymously.

E. Safeguarding Physical and Intellectual Property

Employees should use company assets only for their intended use and as authorized. In addition, employees have the responsibility to protect company assets against theft and misuse. You are expected to demonstrate proper care when using company property and equipment. No property may be removed from the premises without proper authorization. No information may be used or disclosed for a non-business purpose without the

authorization of an executive officer or unless required or mandated by law or regulation.

It is our policy to respect the intellectual property and capital of members, suppliers, vendors, business partners, providers, and competitors. Troy will comply with applicable licensing, royalty, and rental agreements.

We do not condone the illegal duplication of software or any copyrighted materials. It is both illegal and unethical to engage in practices that violate copyright laws or licensing agreements. We require that all employees respect the rights conferred by such laws and agreements and refrain from making unauthorized copies of protected materials.

We reserve the right to apply for patents, copyrights, trademarks or service marks for any invention or creation by employees while conducting the company's business or in furtherance of a company project.

VII. Company Relationships

A. Conflicts of Interest

A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the company. It is your responsibility to avoid situations in which your personal interest could conflict with the interests of Troy.

Conflicts of interest can arise in a variety of circumstances. These may include situations in which an individual may receive funds, property, or services from other parties in addition to the standard compensation received from the company, or in which an individual's personal interests may conflict with those of Troy. In addition, a conflict of interest may arise when you take action or have an interest that may make it difficult to perform your work for the company in an objective and effective manner.

You should also be mindful that federal, state, and local governments also have specific restrictions and rules on conflicts of interest. Please consult with your supervisor, a member of senior management and/or the Chief Compliance Officer if you have a question. For additional information, please read the Compliance policy titled, "CMP005 Conflict of Interest".

If you find yourself in a situation in which you believe a conflict of interest exists or may exist, you should seek guidance from the Chief Compliance Officer, the Compliance Department, or Human Resources area. While it is not possible to describe every situation, the following are examples of potential conflicts of interest.

Financial Interests:

- financial transactions involving a personal or financial interest that may affect Troy; and
- financial interest in any business with which Troy has a business relationship.

Information:

- obtaining or releasing confidential information or data concerning Troy, or its operations without

proper authorization; and

- using any non-public information in relation to the sale or purchase of stock or other securities.

Employment, Memberships and Business Relationships:

- obtaining secondary employment with competitors or any company seeking to have a business relationship with Troy. (All employees must disclose all outside employment to their supervisor or to members of senior management);
- serving or accepting a position on the board of directors of another company, civic association or non-profit organization without express written approval from senior management;
- using relatives of current employees in a sub-contracting arrangement, unless specifically cleared in advance;
- hiring relatives of current employees where the relative reports to or is evaluated by the other; and
- using a former government employee on a project in which that individual personally participated while working for the government, unless the former government employee has fully complied with the relevant state "revolving door" statutes. Questions regarding this policy should be directed to the Chief Compliance Officer.

Political Activities:

- exerting any form of coercion or using any form of inducement to pressure a fellow employee into participating in or contributing to a political campaign.

B. Business Opportunities

Each director, executive officer, Board member and employee owes a duty to Troy to advance our legitimate business interests when the opportunity to do so arises. Each director, executive officer, Board member and employee is prohibited from taking for himself or herself or directing to a third-party a business opportunity that is discovered through the use of corporate property, information or position. More generally, directors, executive officers, Board members and employees are prohibited from using corporate property, information or position for personal gain and from competing with the company.

If you are asked to speak at a seminar or conference on a topic related to your business expertise or Troy's business, you usually may do so if you have obtained approval from your supervisor and the Chief Compliance Officer. Generally, however, you may not accept a speaking fee or honorarium when conducting company business or for engagements that have been offered because of your position with the company. You may, however, accept transportation, lodging and meals, or payment or reimbursement for transportation, lodging and meals, if you speak at an approved seminar or conference and upon approval from the Chief Executive Officer or the Chief Compliance Officer. If you have questions about your ability to accept additional items relating to speaking engagements, please raise these questions with the Chief Compliance Officer.

C. Proprietary and Confidential Information

Belonging to the company:

All information pertaining to the operations, activities, and business affairs of the company and our members and employees must be kept confidential to the greatest extent possible. Never disclose confidential information without prior approval. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to the company or its members if disclosed. Confidential and proprietary information about the company belongs to Troy and must be treated with strictest confidence and is not to be disclosed or discussed with others.

Do not discuss confidential information in places where you can be overheard. Do not share information with anyone about fellow employees, members, or providers. Avoid faxing confidential information if you can. Always use a fax cover sheet that includes a confidentiality statement and a phone number to call if an unauthorized person receives the fax. A Troy fax covers sheet template is available. Contact your supervisor or the Compliance department for assistance.

If you believe someone has accessed information inappropriately, report such activity to your supervisor and the Chief Compliance Officer, or call the Compliance and Ethics Hotline. Calls or reports to the Compliance and Ethics Hotline may be made anonymously.

Belonging to Members:

As part of our business, we receive medical information and other (PHI) from health care providers and members, including information related to members' medical conditions and health status. You must respect and preserve the confidentiality of all member health information, and other personal, confidential, or non-public information of our members. All employees, providers and delegated entities are required to abide by the rules and regulations of the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and HITECH. You may make use of such information only for purposes of carrying out your job responsibilities and must comply with all safeguards established by the company for this purpose. Except as expressly permitted by the member and by federal and state law, you must not disclose such information to any third party.

We must protect the privacy of all personal information of our members, including their PHI. We are trusted by our members to appropriately safeguard PHI. We may only disclose such information as authorized by the individual and in compliance with all applicable laws. If you do not understand the HIPAA requirements, contact your supervisor or the Compliance department.

Part of your day-to-day responsibilities may include access to and use of a person's personal information of PHI, and the use or disclosure of the information is governed by laws, regulations, contracts and policies. Always ensure you are accessing or disclosing personal information as necessary to perform your job and only to the extent required for business purposes. A violation of this Code of Conduct or related HIPAA policies may be subject to disciplinary actions, up to and including termination of employment.

Belonging to Others:

You also must respect the confidentiality of information belonging to others, including, but not limited to, trade

secrets and other information given in confidence by partners, suppliers, contractors, competitors, providers, members, or others, just as we protect our own confidential information. However, certain restrictions involving the information of others may place an unfair burden on future business. For that reason, you should consult with your supervisor to ensure appropriate agreements are in place prior to receiving any confidential third-party information. Such agreements must reflect a balance between the value of the information received, and the logistical and financial costs of maintaining confidentiality of the information and limiting business opportunities.

Any confidential information that you possess from an outside source, such as a previous employer, must not, so long as such information remains confidential, be disclosed to or used by Troy. To the extent that you have entered into a valid and enforceable contract with a former employer containing confidentiality, non-solicitation or non-competition provisions, you should notify the Chief Compliance Officer about the contract and provide him or her with a copy of it.

Unsolicited confidential information submitted or received should be refused, returned to the sender where possible, deleted if received via the internet, and reported to your supervisor and the Chief Compliance Officer.

D. Business Courtesies, Gifts and Entertainment

Acceptance of Business Courtesies and Gifts:

Troy prohibits accepting from vendors, suppliers, providers, contractors or members all gifts, money, loans, rewards, favors or anything else of value that constitutes, or reasonably could be perceived as constituting, a bribe or other unfair business inducement. You should not seek or accept personal gain, directly or indirectly, from anyone soliciting business from, or doing business with, the company, or from any person or entity in competition with us.

Examples of such personal gains are gifts, nonbusiness-related trips, gratuities, favors, loans and guarantees of loans, excessive entertainment, or rewards. However, you may accept occasional non-cash gifts with a value that does not exceed \$50.00.

If you receive an offer of money or a gift that is of greater than nominal value or that you believe is intended to influence a business decision, you should decline the offer and report it to your supervisor. You should always use your good judgment before accepting any business courtesy or gift, and in questionable cases, consult your supervisor.

Offering of Business Courtesies and Gifts:

Our primary business involves dealing with federal, state and local government officials and employees who are governed by strict rules with respect to business courtesies and gifts. In order to ensure compliance with these rules, Troy prohibits the offering of any gifts or business courtesies to any government official or employee, except as described below. If a government official or employee requests or demands any such benefit, you

should report this immediately to the Chief Compliance Officer.

In a commercial setting, occasional modest business courtesies in connection with legitimate business discussions, and occasional gifts of nominal value that are intended to create goodwill and facilitate working relationships, may be permissible under certain conditions. Gifts may not be offered to gain unfair advantage with vendors, suppliers, providers, contractors, or members. Money, or cash equivalents such as gift certificates or coupons, may never be offered as a gift under any circumstances.

With regard to any government official or employee, business courtesies and gifts may not be provided except that a government official or employee on company property for a routine audit or other official business reasons may be provided with nominal refreshments and snacks such as soft drinks, coffee, cookies or donuts. With regard to non-government officials or employees, business courtesies and gifts of the following types may be provided:

- company advertising or promotional items of little intrinsic value (generally \$15.00 or less) such as a coffee mug, a calendar or a similar item displaying the company logo;
- modest refreshments such as soft drinks, coffee and cookies in connection with business activities; or
- occasional modest business-related meals valued at \$20.00 or less per person, provided that such items do not in the aggregate exceed \$50.00 for any person in a calendar year, and that **no** meals, regardless of value, may be provided in conjunction with a marketing or sales event involving current or potential members.

If you have any questions or are uncertain as to whether a proposed business courtesy or gift is appropriate, you should discuss the gift with your supervisor or Chief Compliance Officer.

Acceptance of Entertainment:

You may not solicit entertainment from any individual or vendor, supplier, provider, contractor, or member of Troy. From time to time, you may accept modest entertainment, so long as it is reasonable, infrequent, in good taste and not extravagant or excessive.

If you receive an offer of entertainment that does not meet these standards, you should decline the offer and report it to your supervisor and the Chief Compliance Officer. If you have any questions or uncertainty as to whether proposed entertainment is appropriate, you should discuss it with your supervisor or the Chief Compliance Officer.

Offering of Entertainment:

You may not offer or provide any entertainment to a government official or employee, or to an individual health care professional or employee of a healthcare provider. As noted above, government officials and employees are subject to laws prohibiting acceptance of any such benefit. In addition, company leadership views the provision of entertainment as neither necessary nor an appropriate aspect of its relationship with health care professionals and providers.

E. Bribes, Kickbacks and Illegal Inducements

Troy will comply with applicable federal and state anti-kickback laws and regulations. These laws generally prohibit giving or receiving “anything of value” that is intended to induce or reward patient referrals or encourage the purchase, lease, order, or recommendation of an item or service that may be reimbursed under a government health care program, such as Medicare or Medicaid. You may not offer, give, or accept money, gifts, loans, rewards, favors or anything of value that constitutes, or reasonably could be perceived as constituting, a bribe or other improper business inducement. “Anything of value” can take many forms beyond currency. It includes entertainment, credits, free goods or services, forgiveness of a debt, sale, or purchase of an item below market value, as well as compensation for unnecessary services or for legitimate services at a rate exceeding fair market value.

No illegal or improper payment from Troy funds or assets will be made directly or indirectly by any director, officer, employee, or agent of the company. This includes, but is not limited to, political or commercial bribery, kickbacks and/or political contributions to government officials, candidates for office and public or private employees.

F. Fair Competition and Antitrust Laws

Troy will comply with all applicable antitrust laws. Anticompetitive behavior in violation of antitrust laws can result in criminal penalties, both for you and for the company. The following conduct could raise issues under the antitrust laws. Do not engage in this conduct, and if you are asked to do so by a competitor, consult with your supervisor and the Chief Compliance Officer on how to proceed:

- Entering into any agreement, understanding or even discussion with a competitor regarding which providers the company will contract with and any terms of those provider contracts.
- Entering into any agreement, understanding or even discussion with a competitor regarding which health plan offerings or other products or services the company will sell, and the terms of such offerings, products, or services.

In addition, certain contract terms can raise antitrust issues, and should be reviewed by legal counsel. These include terms that involve exclusivity, make the agreement to provide one product or service conditioned on an agreement to provide another (e.g., an “all products” clause), or “most-favored nation” provisions.

More generally and apart from antitrust laws, we prohibit taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealings.

G. Money Laundering Prevention and Combating Financing of Terrorism

Troy will comply with all anti-money laundering and combating financing of terrorism laws and regulations. The company prohibits any activity aimed at hiding the origin of unlawfully gained money. If you suspect that we

have received a suspicious payment, you must report it immediately to your supervisor and the Chief Compliance Officer. We will conduct business only with reputable customers and vendors engaged in legitimate business activities, with money derived from legitimate sources.

H. Government Reimbursement and the False Claims Act

As a provider of services under contracts with government programs, we are subject to federal and state false claims acts that prohibit submission of a false claim or making a false record or statement to gain reimbursement from and/or avoid an obligation to a government-sponsored program such as Medicare or Medicaid. The company adheres to all applicable laws, rules, regulations, and program requirements when filing or otherwise presenting any bid, bill or claim for payment, any cost or expenditure report, any encounter data or other medical record reports, or any other information to federal or state health programs.

If you have any uncertainty about the proper application of government program rules or requirements to any document prepared for submission to the government, or any questions about the accuracy or completeness of a submission, you have a responsibility to raise the issue with your supervisor and the Chief Compliance Officer.

I. Excluded Persons and Entities

The federal government has the authority to exclude individuals and/or entities that have been convicted of abuse or fraud, patient abuse, financial misconduct and other offenses from participation in Medicare, Medicaid and other federal health care programs. We will not employ or contract with any individual or entity that has been excluded by the Office of Inspector General or sanctioned by the General Services Administration from any government-funded program. Refer to the Compliance policy "CMP001 Excluded Persons Policy" for more information.

J. Consultants, Agents and Representatives

All delegates, representatives and consultants must be willing to certify their compliance with the company's policies and procedures and must never be retained to circumvent our ethical and business standards

K. Marketing, Promotion and Enrollment

When marketing or promoting our program benefits and services, representatives may not provide any information that is inaccurate or misleading. Federal and state laws and regulations govern the marketing and promotion of Medicare health care plans, and very specific restrictions apply to marketing to Medicare beneficiaries of government programs such as Medicare Advantage and Medicare Part D and Medicaid. For example, these laws and regulations may prescribe:

- the format or setting in which information must (or may not) be presented;
- the compensation that may be offered to marketing representatives; and
- the manner or setting in which member enrollments may (or may not) be conducted, including whether gifts of nominal value may be offered to encourage attendance by prospective enrollees.

Anyone involved in marketing or promoting our program, or participating in an enrollment, must be familiar with and comply with all applicable rules and regulations.

VIII. COMMUNITY RESPONSIBILITY

A. Social Media and Public Relations

Information disseminated about Troy must be full, fair, accurate, timely, consistent, and understandable. For this reason, the Chief Executive Officer is responsible for internal and external media communications, including communication with spokespersons in both routine and crisis situations. Any communications deemed inaccurate, or inappropriate, will lead to disciplinary and/or legal action. No employee is allowed to post company information without it being a job duty and approved by senior management.

B. Political Contributions and Activities

Troy encourages active participation in civic affairs and the political process as long as it is clear that the participating individuals are not speaking or acting on the company's behalf. You may participate in partisan political activities only in your individual capacities, on your own time, and at your own expense. Excluding situations in which you participate in political activities for the benefit of the company, you must ensure that when participating in political activities in your individual capacities, you do not leave the impression that you speak or act for the company.

Federal law and statutes of most states prohibit Troy from contributing to political candidates or political parties. You are prohibited from using funds, facilities, or other company assets to support, either directly or indirectly, any political candidates or political parties inside or outside the United States.

C. Quality of Care

Troy is committed to providing quality care to all members and is subject to federal and state laws intended to assure that members enrolled in government healthcare programs receive services appropriate to meet their needs.

You must remain aware of the need to arrange for the provision of quality care to all our members and guard against the underutilization of care. This means, among other things that it is unacceptable to:

- deny payment of claims that qualify and are authorized for coverage;
- delay approval of, or fail to approve, timely submitted, medically necessary referrals; or
- fail to contract with sufficient providers in a geographic area to meet the needs of enrollee membership, as defined by federal or state law.

IX: HEALTHCARE FRAUD, WASTE, AND ABUSE

Troy has a strong commitment to prevent, detect, and correct fraud, waste, and abuse (FWA). FWA directly impacts our members, health care providers, the Medicare program, and Troy's financial stability.

- Fraud is defined as the intentional deception or misrepresentation with the knowledge that the deception could result in an unauthorized benefit to the entity or person. A person has not committed fraud unless he or she has been convicted of it.
- Waste is defined as practices that, directly or indirectly, result in unnecessary costs, such as misuse of resources.
- Abuse is defined as unintentional practices that are inconsistent with sound business or medical practices which result in unnecessary costs to a government health care program or health plan.

Identity theft may also lead to fraud or abuse. A person using a false identity may obtain medical services or submit false claims for payment and may also result in erroneous health information added to the victim's medical record.

What does this mean for you? All employees are responsible for understanding the signs of any potential FWA and reporting your suspicions to the Compliance department (or call the Compliance and Ethics Hotline). FWA can be committed by persons we encounter in our day-to-day activities. All reports will be investigated in accordance with the company's policies and procedures. No one may punish or seek retaliation against any individual that reports potential FWA. Refer to the Compliance policy "CMP009 Well-Publicized Disciplinary Standards" for additional information.

X. AMENDMENTS AND UPDATES

From time to time, we will update and amend certain provisions of the Code of Conduct. When updated or amended, the updated document will be distributed for review, acknowledgment, and attestation of receipt and understanding.