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| THMED, LLC | Effective Date: 3/1/15 |
| Title: Code of Conduct | Date Reviewed: 3/1/15 |
| Approved By: Chief Executive Officer | Date Revised: 3/1/15 |

CODE OF CONDUCT

PURPOSE

This Code of Conduct has been adopted by THMED to provide standards by which all independent contractors and employees of THMED will conduct themselves in order to protect and promote organization-wide integrity and to enhance THMED’s ability to achieve its mission.

SCOPE

This policy applies to all THMED employees independent contractors, and all other contracted persons or entities.

INTRODUCTION

The Code of Conduct explains the policies of THMED and provides additional guidance to employees and contractors. The Code of Conduct is to be distributed periodically to all contractors and employees. The Code of Conduct is also distributed annually to directors, officers, volunteers and medical providers who provide services to THMED clients.

As used in this Code of Conduct, the term THMED refers to THMED LLC and each of its divisions, subsidiaries and operating or business units. The terms “officer,” “director,” “employee,” and “agent” can include any person who fills such a role or provides services on behalf of THMED or any of its divisions, subsidiaries, or operating or business units.

POLICY REVIEW

This policy shall be reviewed annually.

CODE OF CONDUCT

Ethics and integrity are primary responsibilities of employees and independent contractors of THMED. With this Code of Conduct, THMED conveys clear expectations for quality and integrity in business conduct and operations. This Code of Conduct specifically addresses our policies on business behavior and relations that we have with various persons and entities in the course of our activities.

PRINCIPLE I – LEGAL COMPLIANCE

THMED employees, agents, independent contractors and subcontractors agree to obey the law. These standards are neither exclusive nor complete. Employees are required to comply with all applicable laws, whether or not specifically addressed in these policies. If questions regarding the existence, interpretation or application of any law arise, they should be directed to the THMED Chief Executive Officer or President.

1.1 GOVERNMENT

As a provider of services under government contracts, THMED has a special obligation to the United States and to the public at large. The penalties for violating government contracts laws can be severe in criminal penalties and fines. In addition, providers can be “debarred”, i.e., prohibited from providing services to these beneficiaries. This Code of Conduct is designed to comply with Federal Acquisition Regulation subpart 3.10—Contractor Code of Business Ethics and Conduct, and related clauses, and requires appropriate reporting of any violations of these clauses to the COO, CEO, or President.

THMED is committed to compliance with the letter and the spirit of government contracts, laws and regulations. Thus, even the appearance of impropriety will not be tolerated.

1.2 FRAUD, WASTE AND ABUSE

THMED expects its employees, related entities, contractors and subcontractors to refrain from conduct that may violate the fraud, waste and abuse laws. These laws prohibit:

- direct, indirect or disguised payments in exchange for the referral of patients;
- the submission of false, fraudulent or misleading claims to any government entity or third party payor, including claims for services not rendered, claims which characterize the service differently than the service actually rendered, or claims which do not otherwise comply with applicable program or contractual requirements; and making false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service.

1.3 ANTITRUST

Antitrust violations carry severe penalties. Violations of federal antitrust laws can result in criminal and civil liability. Employees are prohibited from:

- agreements to fix prices, group boycotts, customer or market allocations among competitors, certain types of exclusive dealing arrangements, and tying arrangements;
- abuse of monopoly power, e.g., the ability or attempt (by a single entity) to control prices or to exclude competitors from a single market; and
- unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Employees are expected to seek advice from the THMED Chief Executive Officer when confronted with business decisions involving a risk of violation of the antitrust laws.

1.4 RICO

The Racketeer Influenced and Corrupt Organizations Act (“RICO”) covers many transactions that might occur in the health care industry. Examples include:

- kickback schemes
- money laundering
- misrepresentation of pricing terms to members

Criminal penalties for RICO violations include substantial fines and prison terms of up to 20 years. There are also broad civil remedies available. Successful plaintiffs can obtain treble damages, reasonable attorneys’ fees and costs.

1.5 TAX

THMED will abide by all relevant tax laws, will accurately report payments to appropriate

taxing authorities, and will file all tax and information returns in a manner consistent with applicable laws.

1.6 HEALTH, SAFETY AND ENVIRONMENTAL

THMED will comply with all applicable health and safety laws and regulations. THMED aims to have an injury and illness-free work environment for the benefit of employees. In addition, illegal drugs are strictly prohibited from THMED property and all client sites.

We ask that all employees and contractors working for or with THMED, perform work in a way that will protect themselves, co-workers, and the public. Comply with all safety and health rules and procedures at all times. Safety compliance concerns can be reported by calling Human Resources at (877) 868-5350. In addition, THMED will manage and operate its business in a manner that respects the environment and conserves natural resources. THMED employees will strive to utilize resources appropriately and efficiently, to recycle where possible and otherwise dispose of all waste in accordance with applicable laws and regulations, and to work cooperatively with the appropriate authorities to remedy any environmental contamination for which THMED may be responsible.

1.7 DISCRIMINATION

THMED believes that the fair and equitable treatment of employees, contractors, and other persons is critical to fulfilling its vision and goals. Accordingly, THMED will:

- hire employees and treat co-workers, contractors, and clients without regard to the race, color, religion, sex, ethnic origin, age or disability of such person, or any other classification prohibited by law; and
- recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees based on their own ability, achievement, experience and conduct without regard to race, color, religion, sex, ethnic origin, age or disability, or any other classification prohibited by law;

Harassment or discrimination on the basis of sex, race, color, disability, age, religion, or ethnic origin, or any other protected classification is prohibited. Each allegation of harassment or discrimination will be promptly investigated in accordance with applicable human resource policies. THMED employees and contractors must respect the unique attributes of others and recognize and embrace the many diverse perspectives and ideas that each brings to the workplace.

1.8 DOCUMENT RETENTION

THMED has a document retention policy that describes which documents need to be retained and the length of time they must be retained. THMED employees cannot alter, destroy, or discard information before those periods have elapsed or that may be related to any investigation, regulatory matter or dispute, even if the document retention policy indicates that the document can be destroyed.

1.9 LOBBYING/POLITICAL ACTIVITIES

No individual may make any agreement to contribute any money, property, or services of any officer or employee of THMED's, or to incur any expense for any political candidate, party, organization, committee or individual on behalf of THMED. Officers, directors, and employees may personally participate in and contribute to political organizations or campaigns, but they must do so as individuals, not as representatives of THMED, and must use their own funds.

PRINCIPLE 2 – BUSINESS ETHICS

THMED employees will accurately and honestly represent THMED and will not engage in any activity or scheme intended to defraud anyone of money, property or honest services.

2.1 HONEST COMMUNICATION

THMED requires candor and honesty from individuals in the performance of their responsibilities and in communication with THMED attorneys and auditors. Employees are prohibited from making false or misleading statements to any member, person or entity doing business with THMED about other members, persons or entities doing business or competing with THMED, or about the products or services of THMED or its competitors.

2.2 MISAPPROPRIATION OF PROPRIETARY INFORMATION

Misappropriation of confidential or proprietary information belonging to another person or entity will not be tolerated. All THMED employees and contractors are responsible for ensuring that they do not copy documents or computer programs in violation of applicable copyright laws or licensing agreements. Employees are not allowed to use confidential business information obtained from competitors in any manner likely to provide an unfair competitive advantage to THMED.

2.3 FAIR DEALING

We have a history of succeeding and growing through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each officer and employee should endeavor to deal fairly with THMED's clients, contractors, suppliers, competitors and employees. No officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

PRINCIPLE 3 - CONFIDENTIALITY

THMED employees are required to understand that certain information is confidential and cannot be released without prior approval. Every THMED employee and contractor has an obligation to actively protect and safeguard confidential, sensitive and proprietary information in a manner designed to prevent the unauthorized disclosure of information.

3.1 PATIENT/MEMBER INFORMATION

All THMED employees and contractors have an obligation to conduct themselves in accordance with the principle of maintaining the confidentiality client and contractor information in accordance with all applicable laws and regulations. It is THMED's policy neither to accept, nor to save PII. Specifically, THMED employees must:

- Safeguard the privacy of any information that identifies a particular contractor;
- Safeguard information from, or copies of, records which may be released only to authorized individuals as allowed under HIPAA;
- Ensure that unauthorized individuals cannot gain access to or alter records;
- Ensure that original medical records are released only in accordance with federal or state laws, court orders or subpoenas;
- Maintain records and information in an accurate and timely manner;

- Ensure timely access by members to their records and to information that pertain to them. If an employee receives any PII health information they must immediately
- Notify the client and the provider of the receipt of the information,
- Arrange to immediately return the information to the client
- Arrange for the secure destruction of all copies, and
- Abide by all federal and state laws regarding confidentiality and disclosure for mental health records, medical records, other health information and member information.

3.2 PROPRIETARY INFORMATION

Information, ideas and intellectual property assets of THMED are important to organizational success. Information pertaining to THMED's competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with employees or third parties should be protected and shared only with employees having a need to know such information in order to perform their job responsibilities. Employees should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights and software are carefully maintained and managed to preserve and protect their value.

3.3 PERSONNEL ACTIONS/DECISIONS

Salary, benefit and other personal information relating to employees must be treated as confidential. Personnel files, payroll information, disciplinary matters and similar information must be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. Employees will exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

3.4 NEWS AND MEDIA INQUIRIES

Immediately refer any news media inquiries to the CEO.

PRINCIPLE 4 - CONFLICTS OF INTEREST

Directors, officers, committee members and key employees owe a duty of undivided and unqualified loyalty to THMED. These individuals may not use their positions to profit personally or to assist others in profiting in any way at the expense of THMED.

THMED employees are expected to conduct themselves in a manner that avoids actual impropriety and/or the appearance of impropriety that might arise from the influence of their conduct on business decisions of THMED, or from disclosure or private use of business affairs or plans of THMED.

4.1 REPORTING OUTSIDE FINANCIAL INTERESTS

Upon request, THMED contractors and employees shall report outside financial interests of their own or of an immediate family member (spouse, grandparents, parents, siblings, children, grandchildren, and in-laws) which might constitute a conflict of interest. While not inclusive, the following lists some of activities that might constitute a conflict of interest.

- Conduct of any business not on behalf of THMED with any vendor, supplier, contractor, or agency that does business with THMED or any of their officers or employees including

- members of their immediate family;
- Representation of THMED in any transaction in which the director, officer, or employee has a substantial personal interest;
- Disclosure or use of confidential, special or inside information of or about THMED for personal profit or advantage; or
- Competition with THMED, directly or indirectly, in the purchase, sale or ownership of property or property rights or interests, or business investment opportunities.

4.2 SERVICES FOR COMPETITORS AND VENDORS

No THMED employee:

- Shall perform work or render services for any competitor of THMED or for any organization with which THMED does business or which seeks to do business with THMED outside of the normal course of his/her responsibilities
- for THMED without the prior written approval of the President or CEO;
- Be a director, officer, or consultant of such an organization; or
- Permit his/her name to be used in any fashion that would tend to indicate a business connection with such organization.

4.3 FAMILY AND PERSONAL RELATIONSHIPS

Employment of relatives and individuals involved in personal relationships with employees is allowed as long as a prohibited relationship does not exist. A prohibited relationship occurs if the hiring, promoting or transferring of a family member or someone with whom one has a personal relationship would result in a reporting relationship thereby creating a supervisory-subordinate situation or the appearance of any other potential or actual conflict of interest. Failure to disclose family and/or personal relationships to one's manager and Human Resources may lead to both parties involved receiving disciplinary action, including termination.

4.4 PARTICIPATION ON BOARDS OF DIRECTORS/TRUSTEES

Upon request, an employee shall disclose service as a member of the Board of Directors/Trustees of any organization. A director, officer, or employee must obtain approval from the President/CEO prior to serving as a member of the Board of Directors/Trustees of any organization whose interests may conflict with those of THMED. THMED has the right to prohibit membership on any Board of Directors/Trustees where such membership might conflict with the best interest of THMED. The THMED General Counsel will review all questions regarding whether Board participation might present a conflict of interest.

4.5 HONORARIA

With prior approval of the CEO, employees are encouraged to participate as faculty and speakers at educational programs and functions related to their work. Employee may keep honoraria related to hobbies or outside work not in conflict with work for THMED. In such case as a conflict of interest exists, the honoraria must be turned over to THMED.

PRINCIPLE 5 - BUSINESS RELATIONSHIPS

Business dealings with vendors, contractors and other third parties must be transacted free from offers or solicitation of gifts and favors or other improper inducements that would affect THMED's business in any way.

5.1 GIFTS AND GRATUITIES

It is THMED's desire to at all times preserve and protect its reputation and to avoid the appearance of impropriety.

Gifts from Contractors or Clients. Employees and contracted providers are prohibited from soliciting tips, personal gratuities or gifts from Contractors or Clients and from accepting monetary tips or gratuities.

Gifts from Existing Vendors. Employees may retain gifts of nominal value from vendors. (THMED has made no attempt to define "nominal" as a specific dollar value, rather, THMED expects its employees to exercise good judgment and discretion in accepting gifts). Employees may not accept excessive gifts, meals, expensive entertainment or other offers of goods or services that have more than a nominal value, and they may not solicit gifts from vendors, suppliers, contractors or other persons. Cash or cash equivalents (gift cards) should never be accepted. Questions on acceptance of gifts should be made to the President or CEO before acceptance.

5.2 CONTRACTING

Employees may not utilize "insider" information for any business activity conducted by or on behalf of THMED. All business relations with clients and contracted providers must be conducted at arm's length both in fact and in appearance and in compliance with THMED policies and procedures. Employees must disclose personal relationships and business activities with contracted providers and client personnel, which may be construed by an impartial observer as influencing the employees' performance or duties. Employees have a duty to obtain clarification from management employees on questionable issues that may arise and to comply with THMED's conflict of interest policy.

Such payments should not be made to individual employees or agents of business entities.

In addition, employees may provide gifts, entertainment and meals of nominal value to THMED customers, current and prospective business partners, contractors and other persons when such activities have a legitimate business purpose, and are reasonable and consistent with all applicable laws.

5.3 BUSINESS INDUCEMENTS

THMED prohibits employees from seeking to gain any advantage through the improper use of payments, business courtesies or other inducements. Offering, giving, soliciting or receiving any form of bribe or other improper payment—money, services or other things of value with the expectation of influencing the judgment or decision-making of any purchaser, supplier, customer, government official or other person—by a director, officer, or employee of THMED is absolutely prohibited. Any such conduct must be reported immediately to the CEO.

Appropriate commissions, rebates, discounts and allowances are customary and acceptable business inducements provided that they are approved by the CEO and that they do not constitute illegal or unethical payments. Any such payments must be reasonable in value,

competitively justified, properly documented, and made to the business entity to which the original agreement or invoice was made or issued.

PRINCIPLE 6 - PROTECTION OF ASSETS

THMED employees cannot use THMED funds or property for their personal use.

6.1 INTERNAL CONTROL

THMED has established control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. All employees and contractors of THMED share the responsibility for maintaining and complying with required internal controls.

6.2 FINANCIAL REPORTING

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of THMED and thereby subject to disciplinary measures, and may be in violation of applicable laws.

6.3 TRAVEL AND ENTERTAINMENT

Employees must comply with THMED policies relating to all purchasing procedures, payment limits and travel and entertainment expense.

6.4 PERSONAL USE OF CORPORATE ASSETS

Employees and contracted providers are prohibited from the unauthorized use or taking of THMED's equipment, supplies, materials or services. Prior to engaging in any activity on company time which will result in remuneration to the employee for the use of THMED's equipment, supplies, materials or services for personal or non-work related purposes, employees shall obtain the approval of the appropriate business unit or other management of THMED.

6.5 EMPLOYEE PRIVACY

THMED retains the right to monitor its assets and work environments in compliance with applicable the THMED Employee Handbook, federal, state, and local law. It monitors to promote safety, prevent criminal activity, investigate alleged misconduct and security violations, manage information systems, or for other business reasons. Even though limited personal use of company assets is permitted, you should have no expectation of privacy when you use a THMED computer, voicemail, or other systems to create, access, transmit, or store information. Such information is accessible to THMED even if it is password-protected or deleted by the user.

THMED COMPLIANCE MANAGEMENT

THMED's CEO is responsible for developing, implementing and enforcing THMED's Compliance Program. This includes monitoring compliance with all applicable laws, the Code of Conduct and Standards of Compliance.

THMED employees and contractors are expected to report all violations of the Code of

Conduct and Standards of Compliance to the CEO, and must cooperate with investigations of violations. If an employee or contractor is contacted directly by government investigators and asked to meet with them individually to discuss activities in connection with his/her employment, he/she should immediately notify the CEO after being contacted and refrain from providing government investigators with documents or data that belong to THMED or are in its custody without first obtaining authorization from the CEO.

Compliance concerns may be reported in person, or by mail to THMED Chief Executive Officer, 1603 LBJ Freeway, Suite 700, Dallas, TX 75234. In addition, THMED employees may request assistance from the Chief Executive Officer on any matter related to the compliance program, including explanation and interpretation of requirements.

Reporting is a sensitive matter, and the Chief Executive Officer will make every effort to maintain the confidentiality and protect the identity of reporting employees. Disclosure will be necessary only to the extent required to complete investigations, or if required by law or legal process.

When a violation is reported, the Chief Executive Officer, or his/her designee will conduct a full review and investigation. If warranted, THMED will take appropriate corrective action to ensure that similar violations do not occur in the future.

DISCIPLINE

Anyone who violates the Code of Conduct, regardless of position, or Standards of Compliance is subject to disciplinary action. In addition, anyone who knowingly fails to report violations, fails to detect a violation attributable to the employee's negligence or reckless conduct or any supervisor who fails to oversee compliance by those he or she supervises is subject to disciplinary action. Discipline can range from a warning to suspension or discharge, at the recommendation of the Chief Executive Officer in accordance with employment laws and regulations. Violations also may result in criminal referral and reports to law enforcement and government agencies.

Any employee who harasses or threatens an employee for reporting violations will be discharged. THMED will not tolerate such misconduct.

RIGHTS OF AN EMPLOYEE ACCUSED OF A VIOLATION

Any THMED employee or contractor accused of a violation of the Code of Conduct will be treated with fairness and with a presumption of proper conduct.

ENSURING COMPLIANCE

Training regarding this Code of Conduct and the Standards of Compliance will be provided within the thirty (30) days of hire and annually thereafter. THMED employees and contractors who need additional assistance in understanding this Code of Conduct and the Standards of Compliance should contact the Chief Executive Officer or a supervisor. All THMED employees and contractors will cooperate fully and to the extent necessary or helpful to ensure that the Code of Conduct is followed.