

Standards of Conduct and Code of Ethics

The Standards of Conduct, along with the Code of Ethics, have been established in order to set forth the expected standards and rules for ethical business practices and Argus Dental & Vision, Inc.'s compliance expectations for all Associates.

STANDARDS OF CONDUCT & CODE OF ETHICS

Argus Dental & Vision, Inc. (Argus) along with its Associates, defined as including employees (including executive officers and senior management), the Board of Directors, committee members, consultants, its providers, first tier, downstream, and related entities (FDRs) and vendors, are wholly committed to conducting business with the highest level of integrity and ethical standards and in accordance with all applicable federal, state, and local statutes, regulations, sub-regulatory guidance and other requirements related to Parts C and D of the Medicare program and Medicaid program. Argus is proud of its reputation, due largely to the ethical conduct of its Associates who understand that compliance is every individual's responsibility from the top to the bottom of the organization.

These Standards of Conduct, along with the Code of Ethics, have been established in order to set forth the expected standards and rules for ethical business practices and Argus' compliance expectations for all Associates. They are designed to guide Associates in their daily business and workplace operations. All Associates should strive to maintain a professional environment that considers ethics and compliance an integral part of all business decisions. Any changes to the laws, rules, regulations, and policies shall be incorporated into Argus policies and these Standards of Conduct and training will be conducted accordingly, as required.

Any questions or comments about the Standards of Conduct, a compliance, legal, or ethical action, or reports of violations of law, regulation, Centers for Medicaid and Medicare Services (CMS) or State Medicaid program requirements may be directed to Argus' Compliance Officer. It is the obligation of Associates, Board Members and FDRs to report program noncompliance to Argus, State Medicaid Agency, CMS, or CMS' designee (such as MEDICs). Any Associate who reports a suspected violation of the Standards of Conduct or Code of Ethics may choose to remain anonymous.

Any act in violation of law, ethics, or contrary to the policy and purpose of the Standards of Conduct or in contravention of the Medicare and Medicaid program or Fraud, Waste, and Abuse (FWA) policy may be cause for disciplinary action, including verbal or written reprimands, suspension, termination, and reporting of the conduct to law enforcement. Should any action taken by an Associate result in sanctions or monetary fines to Argus, Argus may institute financial penalties and/or take legal action against that Associate. The severity of the disciplinary action will be determined by the Compliance Officer. Disciplinary action may also be taken against Associates who fail to detect or report misconduct on the part of Associates under their supervision.

Retaliation against and/or intimidation of any Associate for good faith reporting of a violation of the Standards of Conduct or of a law or regulation is strictly prohibited and may be illegal. Likewise, retaliation against and/or intimidation of any FDR for good faith participation in Argus' Compliance Program, including but not limited to reporting potential issues, investigating issues, conducting self-evaluations, audits and remedial actions, and reporting to Argus' Compliance Officer is also strictly prohibited. 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 to Argus. In these circumstances, the decision to report the matter, and any subsequent cooperation, may be considered as mitigating factors in any disciplinary decision.

ARGUS MISSION

Argus strives to deliver a superior product through a strong provider network. Our success depends upon consistent quality care with an emphasis on value and member satisfaction.

CORE VALUES

- **Act with Integrity and Be Accountable** – All Associates must earn the trust of others by following through on commitments, demonstrating efficiency, and accepting accountability for all courses of action undertaken.
- **Promote Teamwork** – All Associates are expected to willingly participate with others in a forthright and supportive manner, to collaborate on the work and activities of the team, and to use their best efforts to maximize the team’s effectiveness.
- **Communicate Openly** – Argus believes that the open discussion of ideas, suggestions and concerns is important to Argus’ mutual success. All Associates are encouraged to bring forth their recommendations, questions, problems, or any other issues which are believed to be important and which can contribute to the resolution of problems and help build a better and stronger organization.

STANDARDS OF CONDUCT

I. WORKPLACE CONDUCT

Equal Employment Opportunity

Argus is committed to complying with all applicable federal and state laws providing equal employment opportunity (EEO) to all Associates and job applicants and prohibits discrimination on a number of bases including race, color, religion, sex, age, national origin, pregnancy, physical or mental disability, citizenship, and disabled veteran, Vietnam-era veteran, or other covered veteran status. Various state and local EEO laws may also prohibit other forms of discrimination, such as discrimination on the basis of marital status, sexual orientation, HIV status, gender identity, spousal affiliation, or ancestry.

Argus seeks to recruit, hire, train, and promote applicants and Associates without regard to age, color, disability, ethnicity, marital or family status, national origin, race, religion, sex, sexual orientation, veteran status or any other characteristic protected by applicable law. All hiring and promotion decisions are based on the qualifications of the individual applicants or Associates. Argus takes affirmative steps to ensure that applicants are hired, and Associates are treated, in a non-discriminatory manner. Argus’ commitment to equal opportunity principles applies to all aspects of employment, including recruitment, retention, promotion, compensation, benefits, and training.

Further, in keeping with its EEO commitment, Argus does not tolerate discrimination toward or harassment of applicants or employees by any Associate, as well as business partners, contractors, and Argus members. These policies govern regardless of workplace location, which may include a customer’s premises or an offsite business meeting. They also govern the conduct at all Argus sponsored activities. As an Argus Associate, you must familiarize yourself with EEO policies, abide by them, and immediately report any conduct that you believe is inconsistent with them to Human Resources.

Harassment and Discrimination

Argus strives to provide a respectful work environment free of harassment and discrimination based on age, color, race, national origin, veteran status, religion, sex, sexual orientation, ethnicity, marital or family status, disability or any other legally protected category. Sexual harassment includes unwelcomed sexual advances or requests for sexual favors in connection with job decisions, and verbal or physical conduct of a sexual nature that interferes with an Associate's work performance or creates an intimidating, hostile, or offensive work environment. Even harassing conduct that does not rise to the level of unlawful harassment, or is not prohibited by law in the particular jurisdiction of the Associates, may violate Argus policy.

Argus will not tolerate harassment in any form – conduct, speech, written notes, photos, cartoons, or electronic mail. Harassment can also include workplace violence, such as threats of violence or violence directed against co-workers or Argus, or “stalking” behavior committed by or directed at Argus Associates.

Argus Associates who observe or experience any form of harassment or discrimination from any individual should report the incident to Human Resources.

Argus Associates who violate this standard will be subject to the full range of disciplinary sanctions, up to and including termination where appropriate.

Drug-Free, Alcohol-Free Workplace

Argus is committed to being a drug-free, alcohol-free environment. Accordingly, the use of alcohol, illegal, or controlled drugs that interfere with the ability to perform one's work duties while on Argus premises is prohibited.

Any Associate reporting to work under the influence of alcohol or an illegal or controlled substance shall be prohibited from the workplace and any property under the control of Argus and shall be subject to disciplinary action, up to and including termination. Any Associate found to be in the possession of illegal substances on Argus premises and/or involved in the unlawful manufacture, sale, distribution, dispensing, possession, or use of any illegal or controlled substance shall also be subject to disciplinary action, up to and including termination.

The use of alcoholic beverages is prohibited in the workplace or on any Argus property, during business hours or while conducting Argus business. However, Argus' Chief Executive Officer (CEO) may waive this prohibition with respect to any event sponsored by Argus.

Argus Associates are required to notify Human Resources within three (3) calendar days of any arrest for an offense involving a controlled substance.

Compliance Program

Argus' Compliance Program is designed to promote adherence to appropriate standards of business conduct throughout all aspects of the organization's operations and to ensure conformance with applicable federal and state regulatory obligations by Argus and its Associates. Argus complies with all Federal and State requirements, including but not limited to:

- Title XVIII and XIX of the Social Security Act;
- Title 42 of the Code of Federal Regulations;
- Federal and State False Claims Act (31 U.S.C. §§ 3729-3733);
- Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b));
- The Beneficiary Inducement Statute (42 U.S.C. § 1320a-7a(a)(5));
- Physician Self-Referral (“Stark”) Statute (42 U.S.C. § 1395nn);
- Health Insurance Portability and Accountability Act;
- Fraud Enforcement and Recovery Act of 2009;
- Prohibitions against employing or contracting with persons or entities that have been excluded from doing business with the Federal government;
- Other applicable criminal statutes;
- Chapter 409 Florida Statutes, specifically s.409.91212;
- Chapter 59G Florida Administrative Code;
- Applicable provisions of the Federal Food, Drug, and Cosmetic Act;
- Medicare Regulations governing Part C and D (42 C.F.R. 422 and 423);
- All sub-regulatory guidance produced by CMS such as manuals, training materials, HPMS memos, and guides; and
- Contractual commitments.

Argus’ Compliance Department is responsible for implementing the Compliance Program; implementing, monitoring, maintaining, and enforcing the Standards of Conduct and Code of Ethics; developing and adopting policies and procedures pertaining to ethical conduct; ensuring prompt response to inquiries and reported violations; and imposing disciplinary actions related to compliance violations.

It is every Associate’s responsibility to prevent, detect, and correct FWA and report instances of noncompliance to Argus’ Compliance Officer, State Medicaid Agency, CMS, CMS’ designee (such as MEDICs), and/or to law enforcement. Argus’ Fraud, Waste and Abuse Prevention Plan (contained in Argus’ Compliance Program) specifies individual responsibilities and actions regarding FWA.

Argus’ Compliance Officer is responsible for all aspects of Argus’ Compliance Program. The Compliance Officer is Argus’ link to important compliance information and education. Associates are encouraged to seek guidance concerning any obligations and report any instances of noncompliance. Argus provides several resources for assistance and reporting.

- Compliance Hotline: (813) 283-1276 (24 hours a day/7 days a week)
- Compliance Fax: (813) 347-9270 (24 hours a day/7 days a week)
- Compliance Email: compliance@argusdentalvision.com (24 hours a day/7 days a week)

There are also external agencies to report concerns involving noncompliance, FWA, and HIPAA:

- Florida State Attorney General: 1-866-966-7226
- Agency for Health Care Administration, Medicaid Program Integrity: 1-888-419-3456
- Florida Department of Financial Services, Division of Insurance Fraud: 1-800-378-0445

- Department of Health & Human Services, Office of Inspector General: 1-800-447-8477

It is imperative that all Associates recognize and distinguish potential FWA issues and familiarize themselves with those activities and practices that may constitute FWA. Argus' Compliance Program and Fraud, Waste, and Abuse Prevention Plan, along with departmental policies and procedures, cite several examples of FWA and provide specific guidance to Associates on dealing with potential program compliance and FWA issues.

FWA is defined as follows:

Fraud: An intentional deception or misrepresentation made by a person with the knowledge that the deception could result in some unauthorized benefit to oneself or some other person. It includes any act that constitutes fraud under applicable federal or state law.

Waste: An overutilization of services or improper billing practices that result in unnecessary costs. Generally not considered caused by criminally negligent actions but rather through the misuse of resources.

Abuse: Gross negligence or reckless disregard for the truth in a manner that could result in an unauthorized benefit and unnecessary costs, either directly or indirectly.

Those who report concerns may choose to remain anonymous. All reports of potential violations will be kept confidential. If you choose not to remain anonymous, your identity will not be disclosed unless it is absolutely necessary during an investigation. Retaliation and/or intimidation for good faith reporting of a violation of the Standards of Conduct or of a law or regulation is strictly prohibited and may be illegal. If someone has been retaliated against for reporting a potential violation or cooperating in an investigation, immediately contact the Compliance Officer.

Compliance violations received via an internal and/or external reporting mechanism or self-identified through an internal department and/or external agency are investigated and logged according to the following procedure, (excluding marketing and sales investigations).

The Compliance Department inquiry/investigation is timely and reasonable where evidence suggests noncompliant activity. The initiating source of the inquiry may be an Associate or member complaint, a result of an internal audit, or other means. The Compliance Department considers the appropriate time of initiation of the inquiry, but no later than two (2) weeks from the date the potential misconduct is identified and/or brought to the attention of the Compliance Department. Argus ensures a prompt response to all detected offenses. Research and investigation timeframes may also be dictated by the source of the inquiry.

The inquiry is officially initiated by recording the investigation in the Compliance Log. The inquiry includes an investigation of the matter by the Compliance Officer and/or his/her designee. These research efforts include, but are not limited to, the collection of facts, review of regulatory guidance, contact with members, and/or providers, requests for information from the organization's departments, and interviews with appropriate employees. All research, inquiries, and other investigative activities are kept within a small number of individuals in order to ensure confidentiality whenever feasible. Factual information is assembled, interviews conducted and recorded, and written responses obtained in order to ensure that the

inquiry remains objective. Upon completing the inquiry, the Compliance Officer and/or his designee will complete a written summary of the findings.

Corrective Actions

Argus corrects compliance and FWA problems promptly after they are identified. In the case of compliance violations which have been clearly demonstrated to be founded and supported by evidence, a corrective action plan (CAP) will be issued. The CAP is designed to correct the underlying problem that resulted in program violations and to prevent future noncompliance. A root cause analysis is done to ensure the underlying issue is addressed. The CAP also has timeframes for specific achievements towards addressing the deficiency. For FDRs, detailed ramifications are also listed in the written agreement if the FDR fails to implement the corrective action satisfactorily. Appropriate regulatory agencies are also notified of the offense within the appropriate time frames.

Follow-up is done on all CAPs to ensure that the misconduct has been properly addressed and continued monitoring is put into place. If corrective actions are not properly implemented or corrected, appropriate disciplinary measures are taken, including and up to termination of the employee or contract.

Advertising/Marketing

Argus is prohibited from conducting unfair or deceptive advertising and marketing practices to facilitate enrollment. When marketing or promoting Argus, sales representatives should not be marketing in any way that might cause confusion with competitor products. Prior to the use and distribution of any marketing materials, the materials must be reviewed and approved by Argus to ensure they are factual, nondiscriminatory, not misleading, meet certain regulatory requirements and receive regulatory approval (as applicable).

Anyone promoting or marketing Argus must be familiar with and comply with federal and state regulations and statutes. Any reports of violations of the regulation, statutes, or Argus policy will result in a prompt investigation by the Compliance Department. Confirmed violations will result in disciplinary action, up to and including termination.

Federal Exclusions

Argus does not knowingly have affiliations with individuals or entities debarred or excluded by federal agencies. In accordance with the Department of Health and Human Services (DHHS), Office of Inspector General (OIG) and the System for Award Management (SAM), Argus checks the exclusion lists at the time of hire or contract, and monthly thereafter, to ensure it does not engage the services of employees, Board of Directors members, committee members, consultants, providers, FDRs and vendors who have been excluded from participation in any government funded programs.

Workplace Health and Safety

Argus Associates should perform their duties in compliance with all applicable institutional policies, federal, state, and local laws and standards relating to the environment and protection of workplace health

and safety. Associates should become familiar with and understand how these laws, standards, and policies apply to their specific job responsibilities. Each employee or contractor of Argus is responsible for advising his or her department supervisor of any serious workplace injury or any situation presenting a danger of injury so that timely corrective action may be taken. Department supervisors of Argus must report unsafe practices or conditions to Argus Human Resources.

Workplace Violence

Argus strives to ensure that all employees and contractors are provided a safe working environment. Violence in the workplace is not tolerated. Argus forbids acts or threats of physical violence, including intimidation, harassment, and/or coercion, that involve or affect Argus (or its Associates, vendors or members) or that occur on Health Plan property or in the conduct of Argus business off company property.

Associates who are involved in workplace violence against other individuals, or verbal or written threats directed at individuals, will be subject to disciplinary action, up to and including termination.

Associates who observe or experience any form of violence should report the incident to Argus Human Resources.

II. COMPANY CONDUCT

Contacts with the Government and Outside Investigations

Argus will cooperate in government investigations and with all reasonable demands made by any governmental entity for information as to how Argus conducts business. However, it is essential that the legal rights of Argus and its Associates are protected. If an Associate receives a subpoena, inquiry, or other legal document from any governmental agency regarding Argus' business, whether at home or in the workplace, the Associate must immediately notify Argus' Compliance Officer.

To best protect the Associate and Argus, if any governmental agency or representative of a governmental agency contacts an Associate outside of the workplace concerning Argus' business, the Associate may politely ask the agent to contact Argus' Compliance Officer. While Argus does not prohibit an Associate from speaking to any government investigator or agent, no Argus documents or data in response to a government request for information may be provided without first obtaining authorization from Argus' Compliance Officer.

Contacts with the Media

Only the CEO of Argus may act as the spokesperson for Argus. If at any time a member of the media is requesting information regarding Argus business, Associates should immediately contact Argus' Compliance Officer.

Accuracy of Records

Each Associate is responsible for ensuring that information recorded and reported as part of his/her daily job duties is truthful and accurate. Records must be maintained in accordance with applicable laws and

policies and must accurately and fairly reflect Argus business transactions. This encompasses all records, whether of a medical, operational, or financial nature, and includes the correct reporting of time worked, business expenses, Argus and Associate production or performance data, and any other business-related activities.

No intentionally false or misleading entries shall be made in any way in any of Argus' books, records, or accounts for any reason. No Associate may inaccurately identify labor costs in Argus' records or submit or instruct another Argus Associate to submit time charges which do not accurately reflect actual time worked. Making any false statement in a medical record that is used to support billing of medical services is strictly prohibited and considered criminal fraud. Any Associate who violates this standard will be subject to the full range of disciplinary sanctions, up to and including termination for cause when appropriate.

If you have a question or concern about the accuracy of records, you should discuss it with Argus' Compliance Officer.

Retention and Disposal of Records

Argus is required to maintain an active and continuing records management program that identifies vital and confidential records and ensures the appropriate retention and disposition of records. Associates must comply at all times with Argus' record retention policies and with any document or record preservation notices. Associates should not tamper with records, or remove or destroy them except in accordance with the approved retention and disposal policy. Records that are possibly relevant to litigation or a government investigation may not be destroyed until the matter has been concluded and the Compliance Department has approved, in writing, of the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding will result in disciplinary action, up to and including termination, and is also a criminal act and could result in large fines and incarceration.

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

Computer and Information Systems Security

Every Associate is responsible for appropriate use of telephones, computers, copy machines, and Argus issued cellular phones and laptops. Personal use of such equipment is limited and subject to restrictions. There is no expectation of a right to privacy when using Argus owned computer and information systems. Subject to applicable local law, Argus may review all electronic information and communications and systems or networks may be subject to monitoring.

All computer passwords should be considered highly confidential. Associates should never disclose computer passwords to anyone other than those individuals within Argus that have official capacity to access Associate passwords. Furthermore, Associates should not write or otherwise document passwords in a place that is accessible by others. No one may access, or attempt to obtain access to, another individual's or Argus' electronic communications without appropriate authorization.

Internal or Confidential Information and Intellectual Property

Private, proprietary, and confidential information and intellectual property belonging to or in the care of Argus is of great value to Argus and others. Disclosure of confidential information to persons outside Argus is prohibited, unless there is a legitimate need for the information and they have been properly authorized by Argus management to receive it.

Confidential Information: Information that is categorized as internal or confidential must be used for Argus' business only, and must not be discussed or disclosed to anyone outside of Argus, including family members, without proper authorization. Nonpublic information about Argus cannot be used for personal gain. Measures must be taken to protect all internal or confidential information and any other information that is not intended to be available to the public by keeping it secure, limiting access to those who have a need to know, and avoiding discussion of internal or confidential information in public areas. Confidential information includes written documents made in the course of business, emails and technical data, along with the ideas, plans and processes that Argus uses in its business every day. Information that comes to Argus from a customer, supplier, or competitor as part of its business should be treated as confidential information, unless it is objectively clear that such information is not confidential to the customer, supplier, or competitor.

Intellectual Property: Argus' trade secrets, sometimes called "intellectual property," often result from a significant investment of Argus resources. Intellectual property is an important asset that helps with Argus' competitive advantage and must be protected. Intellectual property includes any invention, discovery, trade secret, technology, creation, scientific or technological development, computer software, or other form of expression of an idea that arises from the activities of Associates, or anyone using Argus' offices or facilities under the supervision of Argus' personnel. Examples of intellectual property include Argus' name, logo, trademarks, copyrights, patents, software, ideas, inventions, discoveries, research plans and strategies.

Argus owns intellectual property created by Associates if the intellectual property is (1) created by an Associate within the scope of employment; (2) created by the Associate during work hours and/or with the use of Argus' facilities or supplies; (3) commissioned by Argus pursuant to a signed contract; (4) fits within one of the nine categories of work considered works for hire under copyright law; or (5) results from research supported by federal funds or third party sponsorship. An Associate must disclose intellectual property created by the Associate to Argus' Compliance Officer well before he/she submits any information about the intellectual property for publication, or makes any public or private disclosure to a commercial entity.

All Associates must take measures to protect Argus' intellectual property and to avoid infringing on the intellectual property rights of others. Refer any misuse or infringement of Argus' intellectual property to Argus' Compliance Officer.

Photocopying of Copyrighted Material

Most works should be presumed to be copyright protected, unless further information from the copyright holder or express notice reveals that the copyright holder intends the work to be in the public domain. Permission must be obtained from the copyright owner to copy copyrighted materials where copying extends beyond the boundaries of the guidelines contained in the copyrighted materials policy, advice of Argus' Compliance Officer has not been sought, and, copying is not fair use.

Computer Software

Associates who use software licensed to Argus must abide by applicable software license agreements and may copy licensed software only as permitted by the license. Unauthorized duplication of copyrighted software is a violation of federal copyright law. Associates should direct any questions about applicable software license agreements to the Chief Information Officer.

Protected Health Information

Argus is committed to conducting business in compliance with national standards for privacy, security, and electronic transactions of Protected Health Information, as set forth in the Health Insurance Portability and Accountability Act (HIPAA). All Argus Associates are expected to follow Argus' HIPAA policies and procedures. Confidential and proprietary information regarding Argus members, including but not limited to medical and financial information, must be protected. Confidential and proprietary information regarding Argus members, including but not limited to medical and financial information, must be protected. Confidential information should not be disclosed to anyone outside of Argus, including friends, family, business or social acquaintances, customers, or suppliers. Associates, providers, FDRs, and vendors of Argus are not permitted to disclose confidential member information to any unauthorized person. An Associate's obligation to not disclose such information exists both during and after their employment with Argus.

III. BUSINESS CONDUCT

Authority to Act on Behalf of Argus

All Associates should be aware of the limitation on their authority to act on behalf of Argus and should not take any action that exceeds those limits. No one is permitted to sign any document on behalf of Argus or in any other way represent or exercise authority on behalf of Argus, unless specifically authorized to do so. Only individuals expressly authorized by the CEO of Argus may enter into contracts or agreements, either oral or written, on behalf of Argus. No Associate may expend funds for any purchase unless the person is authorized to make such purchase in accordance with Argus' approved policies and procedures for doing so.

Anti-Money Laundering

Argus is committed to complying with laws and regulations designed to deter money-laundering and combat the financing of terrorism. Any activity aimed at concealing the origin of unlawfully gained money

is strictly prohibited by Argus. Argus will use all reasonable efforts to prevent itself from being used by others to facilitate money laundering and the financing of terrorist activities. Further, Argus will only conduct business with reputable providers and vendors engaged in legitimate business activities, with money derived from legitimate sources.

If it suspected that Argus has received a suspicious payment or is being used to aid money laundering, it must be immediately reported to Argus' Compliance Officer.

The False Claims Act and Government Claims Reimbursement

As a provider of services under contracts with government programs, Argus is subject to federal and state false claims acts that prohibit submitting a false claim or making a false record or statement in order to gain reimbursement from and/or avoid an obligation to a government-sponsored program, such as Medicare or Medicaid.

All claims for reimbursement made by or on behalf of Argus shall adhere to applicable laws, regulations, and Argus' approved policies and procedures. Associates shall follow all legal and regulatory guidelines for claims reimbursement for services provided by providers. Argus shall collect only those amounts to which Argus is entitled, and promptly refund amounts billed and/or collected in error.

If an Associate has any uncertainty about the proper application of government program rules or requirements of any document prepared for submission to the government, or any questions about the accuracy or completeness of a submission, the Associate has a responsibility to raise the issue with Argus' Compliance Officer.

Conflicts of Interest

A conflict of interest exists any time an Associate's loyalty to Argus or decision-making is or appears to be influenced by an outside personal interest. The appearance of a potential conflict of interest can cause Argus' business partners and members to question Argus' motives, and as such, Associates must ensure that their personal interests do not create such a situation.

Associates are required to avoid financial or other outside relationships that might be adverse to the interests of Argus, produce conflicting loyalties, interfere with effective job performance, or involve even the appearance of such adverse interests, conflict, or interference. Associates are prohibited from having a direct or indirect interest, financial or otherwise, in a corporation or business, engage in a professional activity, or incur an obligation of any nature that is in substantial conflict with or might reasonably tend to influence the discharge of their official duties for Argus. Argus' policy regarding conflicts of interest is straightforward: don't compete with Argus and never let your dealings on behalf of Argus be influenced— or even appear to be influenced— by personal interests.

A good general rule is to assume that a potential conflict of interest exists any time an observer of an Associate's actions could question whether the Associate is motivated solely by his or her responsibilities to Argus.

Compliance with this standard requires full disclosure on the part of all Associates. Accordingly, all actual or potential conflicts must be disclosed to Argus' Compliance Officer so that Argus can determine whether a conflict exists and if so, what actions should be taken to eliminate or avoid the conflict. At least once per year, Argus will ask Associates to complete a conflict of interest questionnaire and all questions must be answered fully and accurately. However, if at any time throughout the year an Associate assumes or becomes involved in any activity that might be perceived as a potential conflict of interest, the Associate is responsible for disclosing it to Argus' Compliance Officer.

At least annually, FDRs are required to obtain from their employees, board members, volunteers, consultants, and committee members, if any, conflict of interest statements and certify and attest that they have done so.

Responses to the conflict of interest questionnaire and attestations will be reviewed by Argus' Compliance Officer who will collect any additional information needed, determine whether actual or potential conflict exists, and whether a resolution or mitigation plan is required to address such actual or potential conflicts. Argus' Compliance Officer shall report actual conflicts of interest to the Board of Directors.

Failure to disclose a potential conflict of interest will subject the Associate to appropriate disciplinary action.

Outside Employment

The first responsibility of Argus Associates and Board Members is to Argus. Outside professional commitments should not interfere with an Associate's or Board Member's responsibility to Argus.

Certain regulations prohibit employees from outside employment that would cause a conflict of interest, reduce the ability to perform job duties as an Argus Associate, or bring discredit to Argus. Regulations also may cover paid employment and volunteer service, such as with a not-for-profit organization or other governmental entity. If an Associate is considering any form of outside employment or currently holds outside employment, the Associate should contact Argus' Compliance Officer to determine whether the outside employment is regulated.

Additionally, full-time Associates and contractors of Argus must receive permission from the CEO of Argus before accepting employment or independent contractor status of any type from any vendor who provides services to Argus. The CEO of Argus will determine whether this possible employment might create a conflict of interest situation.

Board Members, similarly, should report to Argus' Compliance Officer if deciding or prior to accepting and serving a position on the board of directors of another company, civic association, or non-profit organization. It will be the determination of the entire Argus Board of Directors whether such relationship poses a conflict of interest.

Political Activities

Associates and Board Members may participate in the political affairs of their communities and counties on an individual basis, on their own time and at their own expense. Associates and Board Members may not make direct or indirect political contributions of any kind on behalf of Argus, and will not be reimbursed for such expenses. Further, Associates of Argus may participate in political activities provided such activities are not conducted during work hours, are not in contravention with the Constitution and the laws of the United States and the State of Florida, does not interfere with the discharge and performance of the Associate's duties and responsibilities, and does not involve the use of equipment, supplies, or services of Argus. In addition, Associates are not allowed to support or oppose (in writing or orally) any legislation purporting to be an Argus representative.

Kickbacks, Bribes, and Gratuities

Argus complies with all applicable federal and state anti-kickback laws and regulations. Kickbacks and bribes are undisclosed payments, gifts, or services offered in return for something of value, increased business, or business referral. It is a criminal offense to receive or solicit any remuneration, including a gift, cash, rebate, or discount in return for member/patient referrals. It is also a crime to receive or solicit remuneration in return for purchasing, ordering, arranging, or recommending purchasing, leasing, or ordering any good or service that may be reimbursed under a government health program, such as Medicare or Medicaid. Associates must be especially vigilant in business dealings with actual or potential business partners to ensure that what the Associate may construe as a routine business courtesy is not in fact a bribe or a kickback. A routine business courtesy will generally be of fairly low value and will be reasonably related to a legitimate business objective.

Argus Associates who are involved in any type of bribery or kickback scheme will receive disciplinary action, up to and including termination and possible prosecution, if applicable.

Further, Argus will ensure that government employees are not offered or given, either directly or indirectly, entertainment, gratuities or other items, including transportation or meals at business meetings, that such employees are prohibited from receiving by applicable agency regulations. Accordingly, Argus Associates should obtain clearance from Argus' Compliance Officer before offering or giving any such item or service to a government employee.

CODE OF ETHICS

1. All Associates shall treat each other equally, fairly, and with respect, providing an environment free from harassment, discrimination, and violence.
2. All Associates shall make good faith efforts to report suspected incidences of noncompliance, violations of federal, state, or local laws and regulations, and fraud, waste, and abuse.
3. All Associates shall maintain accurate records and abide by all retention and disposal policies established by Argus.
4. All Associates shall protect the confidentiality of Argus' information and intellectual property and that of its vendors and business associates.
5. No Associate shall disclose confidential information gained by reason of his or her official position or otherwise use such information for his or her personal gain or benefit.
6. All Associates shall use all reasonable efforts to prevent disclosure of the protected health information of any member of Argus, unless such information is otherwise required by law or authorized.
7. No Associate shall use their position with Argus to act on behalf of Argus, unless so authorized.
8. No Associate shall accept or solicit any gift, favor, or service that might reasonably tend to influence his or her discharge of official duties or that /he or she knows or should know is being offered with the intent to influence his or her official conduct.
9. No Associate shall intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised his or her official powers or performing his or her official duties in favor of another.
10. No Associate shall accept employment or engage in any business or professional activity that he or she may reasonably expect would require or induce him or her to disclose confidential Argus information acquired by reason of his or her official position or which could reasonably be expected to impair his or her independence of judgement in the performance of his or her professional duties.
11. No Associate shall transact any business in his or her official capacity with any business entity that is a competing interest of Argus, including entities in which he or she owns a substantial interest.
12. No Associate shall make personal investments that could reasonably be expected to create a substantial conflict between his or her private interests and the interests of Argus.

Approvals

Compliance Committee Approval: 4/26/18

Board of Directors Approval: 5/31/18