

TETHYS Health Ventures

Code of Conduct



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Message from CEO and President

Dear Colleague:

Tethys is in business to serve our clients for the long term. We are committed to building strong, lasting relationships, rooted in integrity. This is Tethys' Founding Principle. Integrity requires Tethys to be honest, fair and morally responsible. For more than 20 years, we have been guided by the highest standards. Our relationships with our customers, business partners, providers and vendors are built on trust earned over time and through experience. Each day we must remember our commitment to do the right thing and keep the people we serve as the motivation for our actions. The individuals we serve expect us to do what is best for them and act with integrity at all times.

I expect each of you to read, understand and follow our Code of Conduct. Please consult it throughout the year, as needed. Your commitment to compliance, all company policies, and the laws and regulations applicable to our businesses contributes directly to our success as a company. Please join me in living our commitment to protecting and strengthening Tethys' reputation for integrity and keeping our promises to each other and those we serve.

Ultimately, our reputation depends on the sound judgment and personal integrity of every Tethys employee, regardless of your level in the organization. If you are ever in doubt as to the right course of action, remember the goal is to serve our members and use this to help you make the right decisions. If you ever have reason to believe that a legal or ethical violation has occurred, you need to report it immediately. Your manager is the first person you should consider speaking with. But there are other resources available, including Human Resources, the Compliance Officer, and Executive Management. Our policies forbid any form of intimidation or retaliation against you for fulfilling this obligation.

Although the Code can't cover every imaginable situation, it does provide you with examples of everyday situations to assist you in resolving potential problems and general guidance for performing your job responsibilities with integrity and in concert with our culture and beliefs. Also included is a list of contacts for you to use in seeking advice or reporting concerns.

Our Code of Conduct is grounded in and reflects the founding principles of Tethys. The Code guides our compliance with the rules and regulations that govern our business throughout the world. Compliance with our Code and other regulatory requirements is everyone's responsibility, from the top to the bottom of our organization. We not only expect this commitment of our employees, but we also expect our business partners and vendors, including but not limited to Medicare first tier, downstream and related entities, to maintain comparable policies and practices.

Tim Koch

Tethys and Integrity

For over 20 years, Tethys has had a reputation for integrity and reliability. We have earned this reputation by consistently delivering on our promises to our constituents. Constituents are more than just our customers. We use the term constituents to identify all of the groups that we serve and interact with: members, customers, regulators, providers, producers, vendors and other business partners, our employees and the communities where we work and live.

We make good on our promises because, quite simply, it is Tethys' Founding Principle. Each of us must be committed to the highest standards of business conduct. We require all employees, officers, directors and our business partners to understand and follow these high standards while doing their jobs for Tethys.

Our company and the insurance industry have undergone many changes since Tethys was founded. Yet our Code of Conduct still reflects many of the same values and standards we held nearly 20 years ago. While this Code does not address all ethical and compliance concerns that you may face during your employment at Tethys, you should consider it — and use it as — your primary source of information. Whenever you need help, ask for guidance from any of the contacts listed on the Resources page at the end of this Code.

Innovation with Integrity

Our customers count on us to provide high-quality products and services that meet their changing needs. Tethys' innovations and ethical business practices have made us a recognized leader in the healthcare industry.

If you become aware of a violation of this Code, the law or our policies, you have an obligation to report.

About this Code of Conduct

Our Code of Conduct outlines the values and standards that guide our business practices and day-to-day actions. By putting these principles and guidelines into action, we sustain the highest possible standards of ethical behavior in our work.

This Code of Conduct applies to all employees, directors, providers and vendors to provide guidelines for our decision making and behavior. It is based in the laws, regulations and contractual obligations that apply to our roles at Tethys.

If you become aware of a violation of this Code, the law or our policies, you have an obligation to report it right away. If you are ever in doubt about the right thing to do in conducting Tethys business, ask for help.

You can access the Code of Conduct on our public website at <http://www.tethyshealth.com/compliance/code-of-conduct.pdf>. Any changes to the Code will be put on our public website within four business days after the change is made.

Our Guide to Ethical Decisions

Making decisions that support our principles can be challenging. At times, it may feel as though our constituents have competing interests. Yet, all of these people share the desire to build trusting, value-added relationships. Therefore, Tethys' Founding Principle should guide us when conducting Tethys' business.

Tethys' Founding Principle means that you:

Are clear, open, and honest:

- Make what you know accessible to others.
- Deliver bad news early and personally.
- Raise concerns and problems.

Keep promises:

- Hold yourself and others accountable for targets and deadlines.
- Do what you say you will do.

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- Take responsibility for correcting your mistakes and do all you can to fix them.

Are fair in your dealings with others:

- Express differences of opinion with others in a respectful manner.
- Assume positive intent.
- Strive for a positive outcome with customers, clients, employees, colleagues, providers, vendors.

Uphold our legal obligations:

- Comply with all applicable laws and regulations.
- Honor contractual obligations.

Tethys relies on your good judgment and values to uphold the intent of the Code of Conduct. If you are ever unsure of a plan of action, ask your manager, HR department or the Compliance Officer.

Violations to the Code of Conduct

Violating this Code of Conduct potentially has legal and regulatory consequences and compromises Tethys' reputation. Unethical or illegal acts are never acceptable or justifiable. All violations of this Code of Conduct will be taken seriously and may result in disciplinary action including termination.

Our ethical decision-making framework

Business decisions can be complex; the right course of action is not always clear. When faced with business decisions that may affect Tethys' reputation for honesty, and integrity, we use a six-question framework as a guide.

Involve the right people in considering the following questions:

1. *Should I be troubled by this? Is this consistent with Tethys' commitment to integrity?*

Is it really an issue? Am I genuinely perplexed, or am I afraid to do what is right?

2. *Who will be affected by my decisions? How will they be affected?*

Who may be affected by my decisions? Another department, members, customers, providers? What will be the impact if I act, or decide not to act? Consider the Golden Rule (Treat others as you would like to be treated).

3. *What's my responsibility to act? What will happen if I don't act?*

Have I caused the problem, or has someone else? How far should I go in resolving the issue? How serious a problem is it? If it is not my problem, will someone else take action if I don't?

4. *What are the ethical considerations?*

Is it a question of legal obligations, fairness, promise keeping, honesty or avoiding harm?

5. *Who needs to be involved in making this decision?*

Should I consult with my manager, Compliance Officer or the HR department? If I am reluctant to raise this issue, who should I talk with?

6. Am I being true to myself and Tethys' Founding Principle? How would my actions appear to customers or the public?

What kind of person or company would do what I am contemplating? Have I made the right decision for the right reason? Would I be proud to share my decision with my family? With coworkers? With regulators or public officials? How would I feel if it were reported on the front page of the newspaper?

Your Accountability

As an employee, officer or director of Tethys, you must read this entire Code of Conduct. If you have any questions about its contents or how it applies to your job, speak to your manager or one of the contacts listed on the Resources page at the end of the Code.

Each year, you will be asked to:

- Read and understand this Code and comply with it and other key Tethys policies.
- Disclose any possible conflicts of interest.
- Raise concerns you may have about possible Code violations.

Circumstances can change over the course of the year. If a new situation introduces a real or apparent conflict of interest, discuss it with your manager or the appropriate compliance personnel or the Compliance Officer right away.

Reporting your concerns

Any time you observe or suspect a violation of this Code, the law, or our policies, you are obligated to report it. If you aren't sure about the right course of action, you should ask for help from any of these resources:

- Your manager knows you and your job and can often apply his or her business experience to help you make the right decision.
- Our Human Resources department can help with workplace and employment issues.
- Your Compliance Officer can help with concerns or issues related to business conduct, integrity or compliance.

Cooperate with all investigations

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You are expected to support the investigation and resolution of potential violations, by providing all information and records that are requested for the investigation or that you know are relevant to an inquiry.

Nothing in the Code of Conduct or Tethys policy is intended to prohibit you from reporting to, or responding to an inquiry from, a governmental authority about a suspected violation of state or federal law.

Confidentiality and non-retaliation policy

In some situations, you may be reluctant to report a violation of this Code. Rest assured that reports are welcomed and encouraged. Reporting your concerns reflects our collective commitment to open, honest communication.

We will do our best to guard your privacy if you report a violation, raise a concern or are involved in a complaint or investigation. Tethys takes all reports seriously. If a violation is found, appropriate corrective actions will be taken, including disciplining those involved including termination.

Tethys prohibits intimidating or retaliating against anyone who in good faith:

- Makes a complaint or reports a violation to Tethys or any law enforcement or government agency.
- Cooperates or helps with a government or internal investigation.
- Conducts self-evaluations, audits, remedial actions or other activities in support of our compliance program.
- Provides information to the government or Tethys about a breach of law or Tethys policy.

If you feel that you have been intimidated or retaliated against for reporting a concern, you should report the suspected intimidation or retaliation immediately by contacting the Tethys Compliance Officer.

If you report concerns about fraud, waste or abuse, or if you raise issues concerning potential false or fraudulent claims for payment submitted to a government entity or agency, you may also have the right to employment protections under applicable laws. Your Compliance Officer can explain more about these laws and ways to detect and prevent fraud, waste and abuse.

We are all accountable for complying with all applicable laws, regulations and contractual obligations with this Code of Conduct.

Disciplinary action

Whether you are an employee, manager, supervisor or officer, you may be disciplined or lose your job, if you:

- Do not follow this Code or other Tethys policies.
- Break any laws or regulations that apply to Tethys.
- Tell an employee to violate the Code, a Tethys policy, a law or a regulation.
- Fail to share information, or provide false information in connection with an investigation, about a violation of the Code, a law or a regulation.
- Intimidate or retaliate against an employee who reports a suspected violation — regardless of whether the report is made within Tethys or to an outside law enforcement or government agency — or who cooperates or helps with an investigation.
- Neglect to address or report a violation of the Code, or a law or regulation, committed by you or someone you manage.



Q&A

I know of a situation that may violate our Code. Should I report it even if I am not completely sure there is a problem?

Yes. You are responsible for reporting possible violations immediately. Report it to your manager or Compliance Officer, or HR department. Your report will be taken seriously and investigated. It is better to report a suspicion that turns out not to be an issue than to ignore a possible violation.

As a manager, what should I do when an employee raises a concern?

When an employee raises a concern or asks for help, managers should remain objective, open and responsive. Don't think of a report as "bad news;" consider it a positive sign of employee commitment to doing the right thing. Be sure to report any compliance or business conduct and integrity issue right away to your Compliance Officer or HR department.

My manager is aware of a potential violation of our Code of Conduct, but is not taking any action. What other options do I have to address the problem?

You may speak with your Compliance Officer, or HR department.

Conflicts of Interest

When making business decisions, we must always consider what's in Tethys' best interest. A conflict of interest may exist if your personal interests, activities, or relationships make it hard to perform your duties for Tethys objectively and effectively. Conflicts can also occur between Company's businesses, where one business unit could exclude another business unit from conducting business with the government. Even the appearance of a conflict of interest may damage Tethys' reputation.

We expect our employees, officers and directors to avoid real or apparent conflicts of interest.

Examples of conflicts of interest

You may have a conflict of interest if you, a family member, or a member of your household:

- Has a financial interest in any business, nonprofit, or government entity that is a customer or supplier, or that otherwise does business with Tethys, or is one of Tethys' competitors.
- Performs work (as an employee, officer, director, consultant or agent) for any of the above entities.
- Works, or serves as an officer, director or advisor, for a nonprofit or political organization with interests that intersect with Tethys' businesses or with our position on a public policy.
- Benefits personally from opportunities or resources that came to you as a result of your work at Tethys.
- Uses company time or assets for personal use or outside activities.
- Has an outside job or interest that interferes with your ability to do your job.
- Acquires a significant ownership interest (more than one-tenth of 1%) in any business other than a privately held family business.

If you believe you have an actual or possible conflict of interest, report it to your manager and seek guidance from your Compliance Officer to determine whether you should report the situation. Your disclosure will be reviewed by the Compliance Committee, and you will receive appropriate guidance.

Directors should report possible conflicts to the Compliance Officer.

No employee may assume a position as a director, officer or related position with a for-profit business without prior approval. Before seeking or accepting such a position, you must report the proposed affiliation to the Compliance Officer and the HR department.

As a Director, you may have a conflict of interest if you, a family member, or a member of your household:

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- Takes an action or has an interest that makes it hard to perform your duties for Tethys objectively and effectively.
- Receives improper personal benefits because of the Tethys board position.
- To avoid director conflicts of interest, Tethys does not allow:
 - Outside directors to have a direct economic relationship with Tethys unless it is approved by the Board of Directors.
 - Tethys loans to directors or their family members.
 - Tethys guarantees of obligations of directors or their family members.

The Board must review for possible conflict situations such as:

- Any proposed director or other affiliation with a for-profit organization.
- Any proposed transaction involving Tethys or a Tethys subsidiary where a director has a direct or indirect material interest.

Disclosure to customers

Working with brokers and other producers may lead to situations that could create real or apparent conflicts of interest. We believe it is best for our customers, producers and Tethys when our customers understand our financial arrangements with producers. Follow Tethys' rules for disclosing relationships with producers. Ask your Compliance Officer or Executive Management if you have questions.

Loans and guarantees of obligations

Tethys may not make loans to, or guarantees of obligations of, directors, executive officers and their families.

Loans to, or guarantees of obligations by Tethys of, other officers and employees may create conflicts of interest. They must be approved in advance by the Chairman or someone appointed by the Chairman.

Q&A

My uncle owns a maintenance company that does excellent work at a very fair price. May I recommend his company to work for Tethys?

You may recommend that your relative's company be considered, but you must disclose your relationship at the time you make the recommendation. Normal bidding procedures must be followed. If your job would involve negotiating or administering the contract involving your relative, you may not recommend him or use your influence to have his company chosen for a job; nor may you be involved in any way in the negotiation process.

My wife is an employee benefits manager for a Tethys customer. I am a claims account manager at Tethys. Is this a conflict of interest?

It could be. Report the relationship to your manager, HR department or Compliance Officer. To avoid the appearance of a conflict, you should not be involved in matters related to your wife's company, and you should never discuss Tethys confidential information with your wife.

I am a claims processor. I have a job offer to help a health care provider keep records on weekends. Can I accept the job?

Since you process claims for Tethys and your weekend work may include submitting claims or handling claim files, there is a good chance of a real or apparent conflict of interest. Report the job offer to your manager, HR department or the Compliance Officer.

Even inexpensive gifts should not be accepted if they might be seen as a bribe or an attempt to influence business decisions.

Gifts, Hospitality and Entertainment

Giving and receiving gifts

Giving and receiving business gifts have long been considered part of good business etiquette. Of course, we want to project a positive image in the marketplace. However, we also need to make sure that our decisions are not influenced by favoritism or other inappropriate motives.

Never give or take a gift that could be perceived as a bribe or an attempt to influence business decisions. Bribery is illegal and prohibited by Tethys policy.

The safest course of action is not to give or receive any gifts at all. However, circumstances may arise where that's not possible. If you must give or receive a gift, inexpensive or promotional items are appropriate if the item is widely available to others and if the exchange is legal. Even inexpensive gifts should not be given or accepted if they are intended as, or could be perceived to be, a bribe or an attempt to influence business decisions. Ask your manager or Compliance Officer for help any time you are unsure about giving or receiving a gift.

Generally, gifts valued at more than \$25.00 to or from one person are not appropriate. Group gifts — those meant for, or received on behalf of, multiple people, e.g., a unit, office, department, etc.— can exceed this limit, but must be reasonable in relation to the size of the group and purpose for the gift. Also, we cannot accept or give gifts of cash or cash equivalents, such as non-merchant-specific gift certificates or gift cards (e.g., VISA® or American Express®) regardless of the amount. If you are offered or receive an expensive or inappropriate gift, politely refuse by explaining Tethys' policy on accepting gifts.

Any gifts given must be accurately and fully disclosed in the appropriate expense report with enough detail to reflect the true nature of the expense and the full names and business affiliations of those involved.

Special rules apply to exchange of gifts, travel and entertainment with government employees and public officials. These rules are very restrictive and are explained more fully in the Government Contracts section of this Code.

Even inexpensive gifts should not be accepted if they might be seen as a bribe or an attempt to influence business decisions.

Examples of Business Gifts

Generally Acceptable	Generally Not Acceptable
Logo mugs, t-shirts, pens, calendars	Jackets, wristwatches, electronics, jewelry
Flowers or gift baskets to be shared with other employees	\$50 bottle of wine
A \$25 gift certificate to a local restaurant	A \$50 gift certificate to a local restaurant
A \$25 merchant-specific gift card, such as: <ul style="list-style-type: none"> • Macy's® Stores • Barnes & Noble Books • Godiva® Chocolates 	Any non-merchant-specific gift card, such as: <ul style="list-style-type: none"> • VISA • American Express • Amazon.com®

Business hospitality, entertainment, travel and meals

Tethys pays your travel and related expenses, for expenses related to a Tethys job or duty. In general, others should not pay for these costs.

You may occasionally offer or accept meals or entertainment offered in conjunction with meetings to discuss Tethys business. Lavish, expensive, or exclusive meals and entertainment are not acceptable because they may be perceived by others as a bribe or an attempt to influence business decisions. Consult with your manager or Compliance Officer if you have questions.

Tethys will pay for business-related hospitality offered to others if permitted by Tethys' policies, and anti-bribery or other laws.

Examples of Business Hospitality and Entertainment

Generally Acceptable	Generally Not Acceptable
Inexpensive general admission to regular season tickets to sporting events	Expensive, hard to obtain tickets to playoff tournaments or series
A round of golf with a business associate	All expenses paid vacation to a golf resort
Travel expenses in connection with a speaking engagement	Accepting an offer to cover the costs associated with travel, accommodations and registration fees from the host or sponsor of an industry seminar
Sharing a taxi to a trade show	Using a vendor's ski chalet for the weekend

Dinner and a show provided to all presenters at a conference	Tickets to the theater for you and your partner
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On occasion, it may be acceptable to host or attend a celebratory dinner or function with business associates to mark the end of a project or a deal; however, the celebration must be a one-time event, reasonable and appropriate to the occasion and occur shortly after the project or deal concludes. For example, it would be acceptable for Tethys personnel to attend a celebratory dinner sponsored by a business partner two weeks after the successful completion of a project or transaction.

Special rules apply to exchange of gifts, travel and entertainment with government employees and public officials.

Honoraria and fees from others

Our employees may be asked to participate in professional activities, professional forums or surveys that are related to Tethys or our business interests. For example, you may be asked to serve on a committee or make a speech. You may not be paid a fee (often referred to as an honorarium) for this work. In general, you may accept an offer to cover reasonable travel and lodging costs as long as other committee members or speakers who are not Tethys employees are treated equally.

Never give or take a gift that could be perceived as a bribe or an attempt to influence business decisions. Even inexpensive gifts should not be given or accepted if they may appear to be an attempt to influence business decisions.

Q&A

May I give a vendor a gift basket with fruit and cookies to celebrate the end of a project?

The best approach is to give no gift at all. If business custom and the circumstances are such that you feel you must give a gift, be sure it's just a token (i.e., something with a value less than \$25). You may give this type of gift so long as giving it does not violate any laws or policies, including the policies of the vendor's company. You should get approval for this gift from your manager before you present it. Be sure that its expense is disclosed accurately and fully in your expense report.

At a business meeting in London, a local representative presented me with an expensive gift. Our local service provider told me it was customary to accept such a gift and that refusal would insult the presenter. What should I do?

It would be unusual in most locations for an expensive gift to be offered. But, if that should happen, your best course of action would be to politely refuse the gift.

In the rare circumstance where local customs view refusal as an insult, you may have to accept the gift. In that instance, though, you should make it clear that you are accepting it on Tethys' behalf, rather than personally. Report the matter to your manager, Compliance Officer or HR department to determine the best disposition of the gift.

A company that I use to arrange Tethys events offered me a discount on catering services for my family party. May I accept the discount?

Personal discounts that are offered to you because of your position with Tethys are considered gifts and must be refused. However, if this discount is available to all Tethys employees, it may be acceptable. Talk to your manager or Compliance Officer if you need help on a specific case.

A vendor offered me tickets to a World Cup game. May I accept the tickets?

No. Whether the tickets were offered for your personal use or in conjunction with a business meeting, this type of offer is expensive and may be viewed by others as an attempt to influence business decisions. Consult your manager, or Compliance Officer to determine whether it would be OK for you to pay the vendor the fair market value for the tickets.

I have been offered a fee of \$1,500 to speak at an upcoming conference. The conference sponsor also offered to pay for my travel and hotel expenses. The same offers have been made to all the speakers. May I accept these offers?

You may accept the offer of travel and hotel expenses, but you may not accept the fee. Alternatively, you might suggest that the conference sponsor donate that money in the sponsor's name to a charitable organization.

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The regulators for our business segment will be on site doing their annual inspection of our books and records. Can we offer to take them to lunch or have lunch brought in to the office?

There are often special rules in the U.S. and other countries regarding gifts and hospitality for government employees and public officials. In certain instances, offering even a modest lunch could be illegal. Therefore, to be safe, contact your Compliance Officer.

The decision maker from a prospective self-insured customer asked if we would fly him to our office so that he could meet team members, view our facilities, and learn about our processes. Can we pay for his plane ticket?

Generally, this would be permissible since there is a legitimate business purpose for the visit that is directly related to promoting, demonstrating or explaining Tethys' products or services and is unlikely to be viewed as a bribe (e.g., to gain or retain Tethys business or give Tethys an advantage). The expenses covered may include reasonable lodging and incidental meals, but should not include entertainment, meals or other activity not directly related to the business purpose. There are more stringent rules relating to Government and International customers.

Accurate Record Keeping

Tethys is committed to the integrity of our records, financial reporting and books. Our record keeping must always be accurate, legal and proper. We are required to submit many documents and reports to our clients. These materials and any other Tethys public communications must be complete, fair, accurate, timely and easy to understand.

If you suspect improper record keeping, report it immediately to your manager, Compliance Officer or other Tethys contact provided on the Resources page at the end of this document.

Record keeping and accounting controls

We keep books, records and accounts in a way that shows a fair, complete and accurate accounting of all business transactions and use of assets. Our records reflect reasonable detail to show the true nature of expenses and other transactions, who was involved, and any affiliation to Tethys or third parties, such as government entities.

We will never alter or falsify a Tethys company record. Unless permitted by applicable law or regulation, we do not execute off-balance sheet transactions, arrangements and obligations or maintain unrecorded funds or assets. If such transactions are allowed, we disclose them as required by the U.S. Securities and Exchange Commission or other applicable rules or regulations.

Officers and managers are expected to build and maintain an internal accounting system with controls that:

- Prevent unauthorized, unrecorded or inaccurately recorded transactions.
- Result in preparation of financial statements based on generally accepted accounting principles.

Managers also must ensure that third parties who create or update Tethys records follow the same rules, where appropriate.

Tethys is financially accountable to many of its constituents.

Bribes and other illegal payments

As we strive to further our business interests and outperform our competitors, we do so honestly, fairly, openly and with integrity. We have a zero tolerance policy towards bribery. We will never — either personally or through a third party, such as a broker or consultant — accept, make, or approve:

- Bribes or the promise of an improper benefit.
- Facilitating payments, which generally are small payments to low-ranking officials to expedite the performance of a routine act to which we are already entitled.
- Payment for illegal activity.
- Use of Tethys property or resources in a way that creates a conflict of interest or is against the applicable laws of countries where we do business.

We comply with all applicable anti-corruption and anti-bribery laws in the countries where we do business. These include the U.S. Foreign Corrupt Practices Act (FCPA) and U.K. Bribery Act 2010.

These laws make it illegal for companies or individuals to offer, pay or approve payments to government officials or others in order to influence official action or otherwise gain an improper advantage. This is true regardless of whether the payment is made directly or through a third party such as an agent or a broker. Anti-bribery laws and Tethys' anti-bribery policy apply to bribes of both government officials and private individuals or companies.

A "payment" refers to anything of value. This includes money or other benefits such as charitable or political contributions, sponsorships, scholarships, gifts, hospitality, entertainment and travel. A

“government official” may include government workers, political parties and their officials, political candidates and the family members of these individuals — or others you might not think of as government officials, such as doctors, nurses or hospital administrators, in certain instances.

Labor Practices

Tethys is committed to be in compliance with all applicable laws and regulations, including those concerning hours, compensation, human rights and working conditions. Tethys will comply with all such federal, state and local laws and regulations, including not knowingly doing business with a vendor or business partner that illegally or improperly employs under age workers. Tethys also prohibits the use of any forced or compulsory labor.

Payments for goods or services

We make payments on Tethys’ behalf to vendors, consultants, brokers or other parties only for identifiable goods and services. These payments must be (i) appropriate in relation to the value of the goods or services provided and (ii) accurately and fully recorded in our expense records in enough detail to reflect the true nature of the expense, who was involved and any affiliation to Tethys or third-parties, such as government entities.

Q&A

I took a friend to dinner while visiting another city on business. Is it OK to put the cost of his meal on my expense report, as long as the total is not more than the allowed cost of a reasonable meal?

No. Your expense report should reflect the cost of your trip on behalf of Tethys; therefore, it should only include the cost of your meal.

I have been invited to serve on the board of a non-profit organization that provides health care policy recommendations that are frequently referenced by insurance regulators and my local legislature. May I accept?

Because the organization may make recommendations that could impact Tethys there is a potential conflict of interest. Contact your manager, HR department or the Compliance Officer regarding the invitation.

Proper Use of Tethys Resources

Tethys' resources are intended for Tethys business only. Their use must be legal and proper. Resources include time, equipment and supplies, documents, and the information in our computing and communications systems.

Tethys may monitor or inspect information systems, e-mail, Internet use, computer files, or anything kept in Tethys furniture or on company property. Tethys may do this at any time for any company purpose.

Electronic communications

Electronic communications — e-mail, the Internet, instant messaging, texting and interactive social media applications — can be useful business tools. We use these electronic communications tools legally, wisely and responsibly, and we do so in a professional and respectful manner. We obey all applicable laws concerning copyright, trademarks, privacy, and financial disclosures.

You are responsible for all of your company communications — this includes e-mail, texting or contact via social media websites, such as LinkedIn®, Twitter, or Facebook. Whenever you are identified as a Tethys employee, always communicate in a way that supports Tethys' interests and reputation. Make sure you don't make statements that anyone could interpret as being Tethys' corporate statement. Always respect personal privacy and protect Tethys' confidential or proprietary information.

Employees who publish or post content on blogs, social-networking sites, wikis and other user-generated media on the internet (such as Facebook, Google, LinkedIn, Wikipedia) should exercise good judgment and never post anything that could be construed as Tethys' opinion.

Some departments permit incidental personal use of Tethys computers or other office equipment. If you are unclear on your department policy, ask your manager.

Business opportunities

Business opportunities that come to you through access to Tethys property or information, or through your position at Tethys, belong to Tethys. They may not be used for your benefit or the benefit of a friend or family member. You may not compete with Tethys.

If you leave or are no longer affiliated with Tethys, company property, resources and confidential information remain with Tethys.

We use Tethys resources legally, wisely and responsibly.



Q&A

May I use my Tethys computer to check my Facebook page during my lunch hour?

Generally, you should not use Tethys resources for personal use. Some areas do not allow the personal use of Tethys resources such as computers or phones at all. Other areas may allow incidental personal use as long as it is not excessive, inappropriate or abusive. For example, you may not use Tethys computers or office equipment for inappropriate things like gambling or accessing inappropriate websites or chat rooms. Ask your manager if you are not clear on your department's policy.

My department allows incidental personal use of Tethys computers and the Internet. May I use Tethys e-mail to communicate with customers of my personal real estate business?

Code of Conduct

No. Tethys property and resources should never be used for personal gain such as your personal real estate business.

Safeguarding Tethys' Information

We keep restricted, confidential and proprietary information about Tethys, our customers and employees, and all those who do business with us safe from inappropriate access, use or disclosure. In every country where we do business, we comply with applicable national, state, local and municipal privacy, data protection and security laws. Tethys classifies sensitive information into three categories:

- Restricted information consists of things like payment card information (credit card/debit card), Social Security numbers, and system credentials (user ID and password).
- Confidential information is nonpublic sensitive information, the unauthorized use or disclosure of which may be against laws and regulations or may cause significant financial and/or reputational damage to Tethys.
- Proprietary information is nonpublic sensitive business information, owned by Tethys or another company, the unauthorized use or disclosure of which may cause competitive, financial and/or reputational damage to Tethys or the other company.

To learn more about protecting information, contact your manager or Compliance Officer.

Examples of Restricted, Confidential and Proprietary Information

- Member information, including:
 - Name, address, date of birth, gender, Social Security or ID number, member ID number, cardholder data and other nonpublic personal information.
 - Financial, health or other information about the member that is not public.
- Proprietary and nonpublic information about Tethys or, such as employees, customers, vendors, providers and shareholders.
- Sensitive company information defined as trade secrets or confidential information relating to products, processes, know-how, customers, designs, drawings, formulas, test data, marketing data, accounting, pricing or salary information, business plans and strategies, negotiations and contracts, inventions and discoveries.
- Any information that could help or harm our ability to meet our business goals.
- Information that is owned or provided by a third party and made known to Tethys under a nondisclosure, license or other agreement.

Guidelines for safeguarding information

Code of Conduct

You are responsible for the protection and privacy of any Tethys confidential and proprietary information under your control. Failure to do so may result in discipline, including the loss of your job.

To ensure the security of such information, we:

- Access, use, view or send confidential information within Tethys only if we are authorized and there is a valid and approved business reason to do so.
- Do not reveal restricted, confidential or proprietary information to anyone outside Tethys unless required for legitimate business reasons and approved by management, or a Compliance Officer.
- Share only the minimum information necessary to meet business needs.
- Respect the restricted or confidential information and trade secret information of other companies. Never accept, keep or use improperly obtained information. Use other people's restricted, confidential or proprietary information only for permitted purposes. Do not ask another person to improperly disclose restricted, proprietary or confidential information.
- Never post or reference restricted, proprietary or confidential information on any social media site.
- Lock up paper documents when not in use.
- Encrypt all restricted and confidential information sent or stored electronically outside of Tethys, if allowed by local law.
- Comply with Tethys' Information HIPAA Policy and, Procedure. If you have any question about your business area's privacy and information security procedures, contact your manager or Compliance Officer.
- Properly dispose of all information.

When information is no longer needed, dispose of it in a way that keeps the contents safe and private until the document can be destroyed properly.

Never destroy a document that could be relevant to an anticipated or pending lawsuit or investigation. If you have questions about these issues, seek direction from the Compliance Officer.

You are responsible for safeguarding any Tethys restricted, confidential or proprietary information under your control.



When you leave Tethys

When your Tethys job or affiliation ends, return any Tethys confidential or proprietary information. Do not use or disclose this information to an unauthorized entity, such as a different employer or company. Tethys may ask to inspect any materials you have when you leave, to prevent unauthorized removal of information. If you have signed an agreement with Tethys requiring continued cooperation, confidentiality, or non-solicitation of employees, you will need to honor those obligations after leaving Tethys.

Q&A

I am approved to use Tethys' claim systems. Can I use my system access to update or view information for my family or friends?

No. In your Tethys role, you should not handle or be involved in any matters related to information about you or anyone you know. Avoid even the appearance of anything improper. If you are assigned

to a claim or other matter about a family member or friend, report the relationship to your manager and request that the matter be assigned to another worker.

My local government requires that we retain confidential information for a period that is longer than Tethys' requirement. What should I do?

If there is a contradiction in requirements for information retention, always retain information for the longest of the required periods. In this case, obey the local law that requires holding information for a period longer than Tethys' policy requires. If you need guidance, contact your Compliance Officer.

Protecting Tethys' Intellectual Property

- Use names, logos, service marks or trademarks ("Marks") only if approved by your manager or Compliance Officer.
- Display copyright notices on all materials created by Tethys for outside use or broad internal use.
- Do not share your own work-related invention, idea or innovation or Tethys' confidential information or trade secrets unless you are authorized to do so and an appropriate non-disclosure agreement or license agreement is approved by executive management.

Respecting the intellectual property of others

- Use another party's name, marks or copyrighted material only in accordance with the owner's guidelines.
- Follow the terms of software product license agreements. Do not remove copyright notices from software or its documentation.
- Before you use all or part of a movie, newscast, podcast TV show or any third party copyrighted material in any Tethys production or presentation, you must get required written approvals from the copyright owner.
- Assume that all material on the Internet is copyright-protected even if no copyright symbol (designated by ©) is shown.

Q&A

I found an article on the Internet that I want to share with my coworkers. Can I copy and paste it to a document? Can I e-mail it?

Code of Conduct

No. You cannot copy and send the article without written permission from the owner. As an alternative, you can send an e-mail with a link to the page where the article appears.

Can I make a copy of a software program I use at work and load it on my home computer?

It is illegal to copy computer software or related documentation without the approval of the software product's owner. Some software product license agreements may allow you to make a copy for backup or non-simultaneous use, but you should check with IT or your manager before you load the software on another computer.

I accidentally emailed an EOB that contained personal information to the wrong person outside the company, but that person told me that she had deleted it. I also realized I forgot to encrypt the email. Since the EOB only contained information about a single individual, do I still need to report this incident?

Yes. Even if the incident may only affect a single individual, always report the incident so as to enable the Company to comply with any legal or other obligations. Always remember to comply with security policies, such as those regarding encryption, that help minimize the risk to the data in case an incident occurs.

I just passed my office's shared printer and saw a patient's medical records sitting out on the counter next to it with no one in the room. What should I do?

Leaving the personal information unattended in plain view could be a breach of privacy or security. Secure the information and report the incident to the Compliance Officer if you believe the information was not secured in an appropriate manner relative to its sensitivity.

Political, Legislative and Regulatory Activities

Personal political activities

Tethys encourages employee participation in political activities as citizens of their country, state, county, city, municipality and neighborhood. This includes voting in elections and becoming educated about issues that affect the community and Tethys.

However, your involvement in politics must remain separate from your responsibilities as an employee. Avoid even the appearance that there is a Tethys link to your political work, your political opinions, or that Tethys endorses your political activity.

It is also important to avoid even the appearance that a political contribution is being made in order to influence official action or otherwise gain an improper advantage for Tethys. In some cases, personal contributions by Tethys officers, directors and senior managers, or even by their spouses and children in specific states, to government officeholders or a person running for office (e.g., Governor) that has or will have a direct or indirect ability to influence who will receive an award, may limit or disqualify Tethys from public procurement activity as well as jeopardize current accounts. Consult your Compliance Officer or Federal & State Government Affairs (F&SGA) for additional guidance.

Using Tethys resources for political purposes

Use of Tethys resources for any political activity must be processed through the Compliance Officer and Executive Management.

Federal Elections

It is against the law to use Tethys resources to make any political contribution related to a federal election, whether to a candidate, political party or political action committee (PAC). Contact your manager or Compliance Officer if you have questions.

Your involvement in politics must remain separate from your responsibilities as an employee.

State Elections

In some states we may use Tethys corporate resources for state election purposes, as allowed by that state's law.

Lobbying

Lobbying is the practice of communicating with government officials about matters that are important to Tethys. Lobbying is strictly regulated by Federal and State government rules and Tethys' own policies. Tethys employees may not communicate with elected officials or their staffs on behalf of Tethys without clearance from the Compliance Officer and Executive Management.

As a general rule, communications with other specific government personnel are the responsibility of executive management within Tethys. All other employees must seek authorization from the executive management before contacting, responding to, or meeting with government personnel.

If in doubt about whom to contact for authorization, seek clarification from your manager or Compliance Officer.

- Only Executive Management may hire lobbyists to help Tethys.

Code of Conduct

- There are specific and detailed federal and state rules regarding the use of corporate funds to procure or lobby for a government contract. Only Executive Management can determine appropriateness on a case by case basis.
- We do not use Tethys resources to lobby for or influence the awarding of any government business to Tethys without specific approval from Executive Management, as appropriate.

Q&A

I want to attend a political fundraiser in order to further business relations with a certain company. Can Tethys reimburse my costs for this event?

Attendance at, or use of, Tethys resources for, a political event on behalf of Tethys requires prior approval from Executive Management. Speak to Executive Management before attending this event as a representative of Tethys.

Communicating Publicly

When communicating in any public venue — including via the Internet or on social media sites — if your Tethys affiliation is known, you must take care to keep your own views separate from Tethys' views.

All communications (such as e-mails, letters, speeches or presentations) that are intended for a broad external audience — for example: all providers, all producers — must be reviewed and approved by your manager, together with Executive Management as necessary.

All media inquiries should be directed to Executive Management for response:

- 1-410-771-0692 x 107 — for corporate inquiries, including financial, litigation, corporate strategy and public affairs; health and related business inquiries, including product, network, service, technology and coverage issues; as well as all inquiries from regional media.

Only Executive Management and those designated by Tethys for government relations or legal work can formulate and express Tethys' views on legislation, regulations or government action.

Requests from vendors for product or service endorsements should be directed to Executive Management.

Q&A

I am active on a social media site. If I have an opportunity to post information that would be good for our business, may I post it?

Code of Conduct

You may not speak for Tethys unless your management has given you approval to do so. If you post information that relates to your job responsibilities, you must disclose your affiliation with Tethys, and clearly state that your comments reflect your personal opinions and do not necessarily reflect the opinions of Tethys. Never post Tethys confidential information on a social media site or any other website.

May I use Tethys letterhead to write a letter to the editor of my local paper? I believe the issue is important to our company.

You may not use Tethys letterhead or your Tethys job title to write about any issue unless you have been authorized by Tethys to do so. If you believe the issue requires an official response from Tethys, speak to Executive Management to determine if it is appropriate for you to speak on Tethys' behalf.

The vendor who provides software enhancement services to my department asked me to provide a quote he can post on his company website about how much Tethys values his services. As long as I only say good things, is this okay?

No. You may never speak for Tethys unless you have permission to do so. In this case, you should refer the request to Executive Management.

Respect in the Workplace

We strive for a workplace that is inclusive and safe for our employees and business partners. Our policies and programs are designed to promote fairness and respect for all individuals and to foster a workplace where diversity and inclusion are valued. We treat one another with respect and collaborate to achieve results. We do not tolerate discrimination, harassment or retaliation. Behaviors that put our employees or business partners at risk are not allowed.

Fair employment practices

Tethys' goal is to have a work force that reasonably reflects the diversity of qualified talent available in the labor market.

We base employment decisions, including selection, development and compensation decisions, on an individual's qualifications, skills and performance. We do not base these decisions on personal characteristics or status, such as race or ethnicity, color, sex, pregnancy, national origin, citizenship, ancestry, religion, age, disability, military status, veteran status, sexual orientation, gender identity and/or expression, marital or family status, and/or genetic information.

Harassment-free workplace

We strive to have a workplace that is free from harassment.

Harassment is any behavior that unreasonably interferes with a person's job performance or creates a workplace that is intimidating, hostile or offensive.

We treat others with respect, and refrain from unwelcome or potentially offensive verbal or physical behavior, including slurs, name calling, jokes, touching and other potentially harassing or intimidating actions.

We do not tolerate inappropriate behavior or harassment involving employees or business partners, including when it is based on the characteristics or statuses described above.

Tethys has the discretion to decide what behavior is not acceptable in our workplace. We will discipline those who act in an unacceptable way.

Managers are expected to:

- Administer Tethys policies and programs in a way that is appropriate, consistent and does not discriminate.
- Monitor the workplace and take steps to prevent and address inappropriate behavior.
- Support our fair hiring practices and policies.
- Make reasonable accommodations for workers with disabilities in keeping with Tethys policies and the law.

Q&A

A co-worker sometimes tells off-color jokes in the break room. Most people laugh, but he makes some of us uncomfortable. What should I do?

Tell your co-worker that the jokes make you uncomfortable and he should stop. If you are not comfortable addressing it with the co-worker, or, if addressing it does not work, speak to your manager, call Human Resources or contact Compliance Officer to report the situation.

I believe my manager favors someone in our area. Should I speak to HR about this?

Generally, you should contact the HR department to discuss workplace concerns.

I supervise the woman that my son is planning to marry. What should I do?

Disclose this situation to your manager, Human Resources department or your Compliance Officer. They will work together to see if a change in reporting relationships is needed.

Safe and Healthy Workplace

We want a workplace that protects the health and safety of our employees and business partners. That is why Tethys prohibits intimidating behavior, threats and acts of violence in our workplace. We also require our employees to come to work free from the negative effects of drugs or alcohol and be able to perform all of their job duties.

Smoking

Smoking is not allowed in the office area at any time. This policy is for the health and safety of all employees.

Alcohol and drugs

Our Alcohol and Drug policy does not allow you to unlawfully make, distribute, dispense, possess, use, transfer, solicit, purchase or sell:

- Alcoholic beverages.
- Controlled substances.
- Illegal or prescription drugs.

In addition, if you are convicted of or plead no contest to a drug-related crime occurring in the workplace, you are required to tell your manager within five days of the conviction or plea.

This Alcohol and Drug policy applies while you are on Tethys property and while you are doing Tethys business anywhere.

If you believe that you have experienced or witnessed inappropriate behavior, you must report it to your manager, executive management, or the HR department. Our non-retaliation policies protect anyone who makes a report in good faith.

For more information on our employment policies, practices and expected behaviors, see the Tethys Employee Policy Manual.

Security is everyone's concern at Tethys.

Security and workplace violence

In accordance with applicable laws, Tethys policy prohibits bringing weapons, firearms, ammunition, explosive devices and dangerous substances onto Tethys property. We do not tolerate acts or threats of violence, either verbal or physical. If you are in the U.S., report any danger or threat immediately by contacting your local police.

Report unsafe practices

Every employee is obligated to promptly report any incident which compromises the safety of the Tethys workplace. Immediately report all accidents, injuries or unsafe practices to your manager or the HR department.

Q&A

A co-worker seems to be anxious and unusually sensitive. Yesterday she spoke very harshly to another co-worker. What should I do?

We encourage you to be alert to sudden or dramatic changes in the workplace environment. Speak to your manager or the HR department about the situation.

If I am attending an event on behalf of Tethys, is it OK to have a glass of wine with dinner?

Moderate intake of alcohol, such as a glass of wine with dinner, is permissible at a Tethys event. However, if you will be driving or if the alcohol will impair your ability to interact with others in a courteous and business-like manner, you should refrain.

During a working lunch at a nearby restaurant, two of my colleagues consumed several cocktails and returned to work intoxicated. Is this allowed?

No. Tethys is committed to providing a workplace free of illegal drugs and alcohol or drug misuse. Employees may not report for work or be on company premises if they are under the influence of alcohol or illegal drugs. In this situation, the employee who witnessed the event is required to report the incident to your manager or the HR department.

Tethys products are primarily contractual promises. As we strive to outperform our competition, we will do so honestly, openly, fairly and with integrity. We will deal fairly with our customers, members, providers, vendors, and regulators with whom we do business.

Guidelines for Fair Dealing

Many laws and regulations define and promote fair business practices to protect the competitive environment. The laws are known as the U.S. antitrust laws which protect against any practices which interfere with other firms competing freely. Employees at Tethys should not be involved in any practice that takes unfair advantage of anyone including our competition.

In conducting Tethys business, we follow these guidelines:

- Refuse to participate in any conduct or sales or other practice that is intended to mislead, manipulate, or take unfair advantage of anyone, or misrepresent Tethys products, services, contract terms or policies to anyone.
- Refuse to be part of the following or any other practices that may illegally restrain competition:
 - Fixing prices
 - Allocating or dividing markets or customers
 - Boycotting or refusing to deal with competitors, customers or vendors
- Do not discuss or share sensitive competitive information (for example, relating to pricing or market share) with representatives of other companies or industry and trade associations, unless your manager, in consultation with your Compliance Officer, has given you approval to do so.
- Do not take part in industry or trade associations unless your manager approves it after talking with your Compliance Officer.
- Never break any law or regulation, including unfair trade or insurance practices laws.
- Consult with your manager or Compliance Officer on any matter relating to actual or potential noncompliance with any law or regulation or any of Tethys' contractual commitments.
- Know and follow our Records Retention and Destruction Policy. Never destroy a document that could be relevant to an anticipated or pending lawsuit or investigation. On these issues, seek the direction of the Compliance Officer.

Preventing fraud, dishonesty and criminal conduct

Each of us has a responsibility to do our job honestly and in compliance with applicable laws, regulations and ethics rules. Fraud, dishonesty or criminal conduct by anyone doing work for, or business with, Tethys is not allowed.

Examples of conduct that is not allowed include:

- Stealing employee or Tethys property.
- Misusing a Tethys computer, telephone, e-mail or other resource.
- Making false records or reports, such as signing another person's name, or providing inaccurate information on your timesheet.
- Destroying, changing, falsifying or hiding evidence of any activity that violates this Code of Conduct.

If you see or suspect fraud, dishonesty or criminal conduct, immediately report the situation to your manager, the HR department or Compliance Officer.

You must cooperate and be truthful during all Tethys investigations. If law enforcement or another government agency contacts you about a possible violation, immediately report the contact to your Compliance Officer.

Do not:

- Talk about a matter involving a possible violation with anyone except those authorized to investigate the matter.
- Discipline an employee or officer until you:
 - Talk to and
 - Are cleared to do so by your manager and the Compliance Officer, in consultation with HR.
- Promise not to report the conduct.
- Try to talk anyone out of reporting real or suspected illegal activity or improper conduct to any law enforcement or government agency.
- Retaliate against anyone because he or she in good faith:
 - Reports a possible violation of law, regulation or Tethys policy,
 - Helps Tethys or a government agency investigate a possible violation, or
 - Files or participates in a proceeding to address a possible violation.

Q&A

After I attended a meeting with an agent, I learned that the agent had misrepresented a Tethys product to our customer. What should I do?

Explain the situation to your manager or Compliance Officer. They will advise you on how to take steps to correct this issue with the customer and agent.

I suspect a coworker is involved in a fraudulent activity. Should I talk to her before I report my suspicion?

No. Fraud is a serious offense. If you suspect fraudulent activity, you must report it immediately to your manager, HR department or Compliance Officer. Do not discuss it with anyone else or promise not to report it.

Doing Business Globally

Tethys products and services must comply with many U.S. and other country, state, local and municipal laws, regulations and rules. We obey all laws and regulations that apply to Tethys' business, and we follow all Tethys policies.

We recognize that local cultures, customs, and business practices vary from country to country. We respect local customs to the extent possible without breaking the law or violating Tethys' policies.

Anti-terrorism, money laundering and boycott compliance

In the U.S. and other countries where we do business, laws and regulations exist to combat the financing of actions (through money laundering or other activities) that pose national security or criminal threats. Examples include: terrorism, drug trafficking, and arms and weapons dealing.

To ensure Tethys' full compliance with these laws as they apply to our businesses, you should know and follow Tethys' guidelines to ensure compliance with:

- Applicable requirements of anti-money laundering laws and regulations of the U.S. and other countries, such as the United Arab Emirates, Ireland, United Kingdom and Singapore.
- Requirements of the U.S. Office of Foreign Asset Control (OFAC), including those related to OFAC Country Sanctions or doing business with anyone on the Specially Designated Nationals (SDN) List.
- Applicable requirements of the European Union (EU) Financial Sanctions Regime, United Nations Common Foreign and Security Policy (UN CFSP) and Monetary Authority of Singapore (MAS).

Code of Conduct

- Laws prohibiting companies from participating in or cooperating with international trade embargoes, boycotts, or unrecognized sanctions that have been imposed by other countries.

If you have questions on how these laws and related guidelines apply, contact your manager, or the Compliance Officer, and promptly report any concerns you may have.



Q&A

A customer proposal requested a list of all business Tethys conducts in a certain country. Should I provide this information?

No. Providing this information could violate U.S. anti-boycott laws. These laws do not allow U.S. companies to participate or cooperate with international boycotts that the U.S. does not recognize. These laws also require companies to report any request made by others that they participate or cooperate in such a boycott. If you receive or suspect a boycott request, send a note to your Compliance Officer. You will be contacted with advice on how to proceed.

A company we are considering for a new contract has two employees in a country that I think may be on the OFAC Sanction list. Should I be concerned?

Yes. It is important that each of Tethys' business areas conducts business in compliance with applicable OFAC, EU or other country sanctions. Contact your manager or the Compliance Officer if you have questions.

Medicare and Medicaid Advantage Programs



Guidelines for government contracts

We are committed to having an effective Medicare Compliance Program which is based upon Centers for Medicare & Medicaid Services (CMS) guidance and the Federal Sentencing Guidelines. This program is prescribed within our Case Management and Claims Policy and Procedures manuals which are available to you on the Tethys file share. We expect you to participate in and support this program as necessary. This Code is the underlying framework for our Medicare Compliance Program and associated policies and procedures. Tethys' Medicare products are governed by various regulations, including: Title XVIII of the Social Security Act; Code of Federal Regulations sections 42CFR 422 and 423; and sub-regulatory guidance released by CMS (e.g., HPMS memos, manuals).

We comply with the sanction and debarment screenings of the U.S. Department of Health & Human Services Office of Inspector General (OIG) and General Services Administration (GSA) Systems of Award Management (SAM). All employees are screened prior to date of hire and monthly thereafter. For our Medicare and Medicaid Advantage plans, we are prohibited from employing or contracting with persons or entities that have been excluded from doing business with the Federal Government. If you are on either of these lists, you should report it immediately to your manager, the Compliance Officer, or Human Resources.

Q&A

One of my municipal customers has asked that we contribute to a local charity event to benefit the town's firefighters. Is there any reason we can't do that?

There might be and, therefore, you need to check with your manager or Compliance Officer. Government plans are often subject to very broad restrictions about soliciting or receiving payments from vendors, particularly payments that might be seen as influencing the award or renewal of business. Tethys strongly supports community involvement. However, any donation to or at the request of a government customer or prospect should be reviewed by your manager or Compliance Officer to determine whether it is allowable.

I have been working for Tethys for several years and just learned that I was added recently to the OIG exclusion/debarment list. What should I do with this information?

Report it immediately to your manager, the Compliance Officer, or Human Resources. They will assist you with your options.

An external supplier just advised me that he has employees on the OIG and GSA SAM exclusion/debarment lists. What do I need to do with this information?

Report this immediately to your manager, the Compliance Officer, or Human Resource. If the employees support Tethys' Medicare or Medicaid products, they will need to be removed from those product lines.

U.S. federal government contracts

- Follow the laws, rules, regulations and requirements of contractor conduct in the Federal Employees Health Benefits Program (FEHBP), Medicare, Medicaid and other U.S. government programs.
- All employees who directly or indirectly administer and/or deliver Medicare and/or Medicaid-related services for Tethys must complete mandatory annual Fraud and Abuse training.

Code of Conduct

- Follow the rules on recruiting and hiring current or former federal workers. Your HR department or Compliance Officer must give approval before you talk to such individuals about working at Tethys.
- Notify your manager, the HR department and the Compliance Officer right away if you have been debarred, excluded or suspended from working with any government sponsored program. This includes Medicare and Medicaid. You must also tell them if you know of any other reason why you might not be permitted to perform work related directly or indirectly to a government sponsored program, or if you know of anyone who works for or is affiliated with Tethys who is in this situation.

Q&A

I have an appointment to meet with an official from the federal government agency we are seeking to do business with. May I take her to lunch after the meeting? Can I leave her with a Tethys logo pen to keep us fresh in her mind?

Generally government entities have specific rules around accepting gifts (of any size or significance) from a vendor. So, before you extend the luncheon invitation or give the logo pen, consult with your manager or Compliance Officer.

The RFP for a potential government customer includes one required item that Tethys cannot accommodate. I hate to have this one item jeopardize our chances to win this account. Can I just indicate in the RFP that we are able to provide the item and worry about the consequences later?

No. We should never make a commitment that we cannot meet and must be diligent, thorough, and honest in all of our business dealings. Failure to do so is not only unethical, it might also be considered a violation of the False Claims Act. Possible consequences for violation of this law include civil and criminal penalties.

Diversity at Tethys

- We recognize the impact and importance of diversity in all aspects of our business.
- We seek to develop a workforce that fully understands the customers we serve by:
 - Aligning diversity to Tethys' Founding Principle, and
 - Creating and sustaining a positive work environment enabling us to attract, develop and retain the highest performing talent in an increasingly global and diverse marketplace.
- We do not discriminate against vendors who are women- and minority-owned, or Lesbian/Gay/Bisexual/Transsexual (LGBT)-owned business enterprises.

Code of Conduct

- We are furthering our expansion into the global marketplace by:
 - Broadening and deepening partnerships that amplify and strengthen our contributions to the communities we serve around the globe, and
 - Identifying internal and external partners to effectively bring our health and related products and services into the world marketplace.

Tethys Assets and Environmental Practices

Tethys assets are critical to Tethys continued success and each employee must ensure the assets are protected from misuse, theft, improper disclosure or destruction.

Tethys is also concerned with the asset we all share – the environment. As a health care benefits company, Tethys is dedicated to helping people achieve health and financial security. We believe fostering a healthy environment is an important part of this mission. We are committed to limiting our environmental impact by reducing our energy consumption and use of other resources. We will work to identify emerging environmental issues and address them, to the extent that we can, because we recognize the impact a clean environment has on the health of our members.

Tethys strives to act in an environmentally responsible manner. Tethys shreds and recycles all outdated protected printed data and works to reduce the amount of printed matter produced.

Administration and Waiver

- Any waiver of this Code for our directors can only be granted by the Tethys Board of Directors.
- Any waiver of this Code for executive officers can only be granted by the Tethys Board of Directors.
- Any waiver of this Code for other officers or employees can only be granted by the Chairman.

Reporting Resources

If you have concerns about potential non-compliance or suspected fraud, waste and abuse, or need to report a violation of the Code of Conduct, Tethys policy, or the law, these resources are available to help:

- Your manager
- Compliance Officer
Suzanne Koch
(410) 771-0692, ext. 102
skoch@tethyshealth.com
- Human Resources Department
- Executive Management

Or, to make complaints or report concerns directly to the Lead Director of Tethys' Board of Directors you may send your communication addressed to any of the foregoing at:

Tim Koch
Tethys Health Ventures
4 North Park Drive, Suite 104
Hunt Valley 21030

To report a complaint anonymously you may go to
www.tethyshealth.com/index.php/home-4

Every reported compliance or fraud, waste and abuse concern will be thoroughly investigated and addressed or corrected, as appropriate. Rest assured that your reports are welcomed and encouraged. Tethys prohibits intimidating or retaliating against anyone who in good faith:

- Makes a complaint or reports a violation to Tethys or any law enforcement or government agency.
- Collaborates or helps with a government or internal investigation.
- Provides information to the government or Tethys about a breach of law or Tethys policy.

Remember to consult your manager or Compliance Officer if you are unsure whether you or your external business partner (e.g., contractor, supplier, first tier, downstream or related entity) are aware of all the compliance regulations that apply to the work you do for Tethys. Nothing in the Code of Conduct is intended to prohibit you from reporting to, or responding to an inquiry from, a governmental authority about a suspected violation of state or federal law.

For assistance with specific issues:

If the Issue Concerns:	Contact this Resource:
<ul style="list-style-type: none"> • Human Resources issues: <ul style="list-style-type: none"> • Employment practices • Harassment • Respect in the workplace • Workplace behavior • HR Policies 	<ul style="list-style-type: none"> • U.S. and International Employees: HR -HR Department (1-410-771-0692 x 100)
<ul style="list-style-type: none"> • Confidential Information: Privacy 	<ul style="list-style-type: none"> • HR Department • Compliance Officer
<ul style="list-style-type: none"> • Conflicts of Interest 	<ul style="list-style-type: none"> • HR Department • Compliance Officer
<ul style="list-style-type: none"> • Laws • Other Legal Questions 	<ul style="list-style-type: none"> • Executive Management • Compliance Officer
<ul style="list-style-type: none"> • Political Activities • Government Contracts 	<ul style="list-style-type: none"> • Executive Management • Federal and State Government Affairs
<ul style="list-style-type: none"> • Contacts To/From Regulators 	<ul style="list-style-type: none"> • Executive Management
<ul style="list-style-type: none"> • OFAC Sanctions • FCPA or Other Anti-Corruption Laws 	<ul style="list-style-type: none"> • Compliance Officer • HR Department • Executive Management
<ul style="list-style-type: none"> • Boycott Requests 	<ul style="list-style-type: none"> • Executive Management
<ul style="list-style-type: none"> • Contracts To/From Media 	<ul style="list-style-type: none"> • Executive Management