Dear Colleagues:

At Noridian Healthcare Solutions (Noridian) we are committed to conducting business ethically and with integrity. We seek to do the right thing in full compliance with applicable laws, regulations, and contractual requirements. Every day we practice a culture of ethical behavior by putting our values into action while carrying out our daily responsibilities. Doing the right thing and living out our value of integrity is something for which we should all strive. Many of those responsibilities are performed for our state and federal government customers, who are a vital part of our business. While they demand the highest ethical conduct from us, Noridian holds itself to these standards at all times, regardless of who the customer is. We operate under one code of conduct.

To help guide our behavior and all our work, the Noridian Code of Conduct (Code) provides value-based principles based on the laws, regulations, and company policies that affect us.

Who does the Code apply to? All of us.

The Code applies to all of us in the Noridian family (employees, contingent workers, officers, and Board members). It applies equally to those who work on government program contracts and those who do not. And it applies to our subcontractors for our government contracts, whether state or federal.

We are all responsible for reading and understanding the Code, which outlines our obligation to conduct our work and business affairs lawfully, ethically, and with integrity.

It is not possible for any code of conduct to cover all potential circumstances or anticipate every situation that may raise compliance questions. If confronted with a situation that is not specifically outlined in our Code, use its principles and concepts to assess the situation and respond. If you are unsure how to respond, ask for help. You may contact your management or our Compliance Officer.

Thank you for your commitment to performing our business ethically and in accordance with the principles of our Code. Our continued success, growth, and future depend on it.

Sincerely,

Jon Bogenreif
President and Chief Executive Officer
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Section 1
COMPLIANCE AND ETHICS

NORIDIAN VALUES AND BEHAVIORS
Noridian designs and delivers solutions that support and enhance the administration of government (and commercial) healthcare programs. Noridian’s values and behaviors are at the heart of how we operate to achieve our mission and objectives. These values include:

- **Constant Innovation**
  We seize opportunities to advance progressive change.

- **Service Excellence**
  We provide value through quality service.

- **Responsible Stewardship**
  We manage all resources entrusted to us with efficiency and care.

- **Effective Collaboration**
  We work together toward a common purpose.

- **Integrity**
  We do the right thing.

INTEGRITY
We have an unwavering commitment to integrity in all we do. Everyone is expected to maintain high ethical standards, conduct Noridian business with integrity, and comply with Noridian policies and the law. The Code defines what Noridian expects of us and is a resource you can use to figure out what is right and expected of you when it comes to acting with integrity in the workplace. You can rely on the following principles of integrity as a path to what is proper in most work situations, regardless of the job at hand:

- Always strive to do the right thing and be accountable for your actions.
- Care not only for the end result, but also how we obtain it.
- Observe all laws and regulations, but know that lawful behavior is not enough on its own. Seek guidance if you don’t understand the law.
“Integrity is not the absence of lying. Rather, it is telling the whole truth, so that we can gather together the best people in the company to solve the problem.”

-Bill George, author

- Be trustworthy and honest. Value credibility in relationships with our customers, vendors, and business partners.
- Report your concerns that Noridian may have violated the Code or a law to us, and we’ll work together to be sure Noridian does the right thing.

**ETHICAL LEADERSHIP AND ACCOUNTABILITY**

Noridian’s management is committed to maintaining high standards of ethical behavior. Ethical leadership at Noridian begins with the Board of Directors and senior leaders setting the ethical direction. By adopting integrity as one of Noridian’s core values, our leaders aspire to support a culture that embraces the principle of not only doing the right thing, but also doing things the right way.

Leaders, because of their positions of authority, have added responsibilities. Importantly, they set the standard for all of us for outstanding business practices. We expect leaders to reflect Noridian’s commitment to integrity in both words and actions. As a leader, you should set the tone for integrity:

- Promote open and honest two-way communication.
- Be a role model who shows respect and consideration for everyone and actively promotes Noridian values.
- Create and maintain an environment where everyone feels comfortable asking questions and reporting concerns without fear of retaliation.
- Help everyone understand how the Code of Conduct applies to their positions and everyday behavior.

**RISK MANAGEMENT AND INTERNAL CONTROLS**

We all share a responsibility to identify and properly manage business risks. We manage risks by implementing and supporting internal controls to ensure that our operations are conducted consistently with Noridian’s values, objectives, and obligations.

Internal controls are planned actions that we build into our business processes to provide reasonable, but not absolute, assurances that we will meet our business objectives in a legal and ethical way. Internal controls are meant to:

- Promote the effectiveness and efficiency of operations.
- Ensure reliability of financial and operational reporting.
- Maintain compliance with applicable laws and regulations and Noridian values.

Safeguarding assets, meeting contractual requirements (including Medicare and Medicaid program requirements), and complying with internal policies and procedures are included within these three objectives.

Management is responsible for implementing and monitoring internal controls. We are all expected to know and follow the internal controls that impact our day-to-day responsibilities. Complete our annual training (including rereading the Code and attesting to your commitment to it) and cooperate fully in any audit we may conduct.

To report a violation of the Code, call 888-264-2227
ANTI-FRAUD PROGRAM

Fraud, waste, and abuse may occur in many ways and may involve:

- Provider claims unsupported by beneficiary medical records, including upcoding
- Over- and under-utilization of provider services
- Provider and beneficiary misrepresentations when enrolling in government programs
- Unintended but unallowable charges to Noridian government contracts
- Misuse of corporate assets
- Other types of fraud or negligence in the performance of daily activities that may add up to unnecessary loss or use of limited resources

We are committed to identifying, preventing, correcting, and reporting fraud, waste, and abuse by Medicare providers and beneficiaries and within Noridian. The efforts we undertake are collaborative in nature (both within Noridian and with Medicare providers and suppliers) and involve training and education on Medicare rules, internal controls (including automated claims system checks, monitoring activities and compliance, audits, and investigations), and more. These steps protect the company and government from activities such as careless expenditures or abuse of resources. Externally, we partner with the Unified Program Integrity Contractor (UPIC), Health Care Fraud Prevention and Enforcement Action Teams (HEAT), and law enforcement (such as the HHS Office of Inspector General, the FBI, and the U.S. Department of Justice) tasked with those investigative actions. This commitment helps protect our company and beneficiaries, safeguard taxpayer dollars and the Medicare Trust Funds, and balance provider burden.

LEGAL AND REGULATORY COMPLIANCE

Noridian is subject to a wide variety of federal, state, and local laws and regulations, including special rules and related contract requirements that apply to Noridian because we are a government contractor. We are all expected to follow these laws and the related company policies that apply to our work. This includes requirements that associates and contingent workers maintain all required professional qualifications, licenses, and certifications for our government work and that we comply with related federal labor laws, including those that prohibit federal contractors from engaging in human trafficking.

We are each responsible for asking questions when we are uncertain about the legality or correctness of particular conduct. If you are ever in doubt about any action, be sure to seek guidance from your supervisor or manager or the Compliance and Ethics Department or through the Compliance and Ethics Hotline.

No one should ever believe that breaking the law will benefit Noridian, its customers, business partners, or vendors, or that it is the right thing to do. Violations of laws and regulations can expose associates and Noridian to criminal, civil, and administrative sanctions. Anyone who violates the Code will be subject to disciplinary action, including possible termination.

A COMMITMENT TO COMPLIANCE AND ETHICS

The Compliance and Ethics Program is an important part of Noridian’s governance structure. It reflects the commitment of our Board of Directors to maintaining the highest standards of compliance and ethics.

The Compliance and Ethics Program includes components and activities that are designed to help fulfill that commitment.

These include:

- The Code.
- Written company policies and procedures.
- Formal compliance training and educational communications.
- Internal investigations of alleged wrongdoing.
- Audits of operational activities.
- Disciplinary measures for violations of company policies.

To help show your commitment to the Compliance and Ethics Program, you should complete Compliance trainings and assignments in a timely manner.

“Corporate compliance is about maintaining a culture where it is safe to question anything. We are all ethically obliged to raise our hand and speak up if something doesn’t feel right, and no one should ever be afraid to do that. Here at Noridian this concept is woven into the fabric of who we are as an organization.”

Kara Benedict, Compliance Officer
Kara.Benedict@noridian.com
Section 2
REPORTING YOUR CONCERNS

WHY YOU SHOULD REPORT

We each have a role to play and are accountable to each other to help Noridian fulfill its obligation to offer its products and services to its customers by following applicable laws, contractual terms, and the highest ethical standards.

We’ve all seen situations in which people knew something was wrong but did not want to get involved. As a result, the situation was never fixed. You should report a potential compliance concern so the Compliance and Ethics Department can address it. Speak up immediately and report to your supervisor or management if you see or suspect activity that may be a violation of Noridian’s Code, company policies, laws, regulations, or contract requirements. You ensure the continued success of Noridian by making certain your actions support our culture and by expecting the same of those around you.

Don’t hesitate to speak up even if you are not certain a law or contract requirement has been broken. The Company has in-house attorneys to make that decision. If they believe the Company has violated a state or federal law, failed to meet a contract requirement, or breached its fiduciary duties, they will report violations to the General Counsel, Chief Executive Officer, and/or Compliance Officer, but they need to hear your concerns first.

As both a federal and state government contractor, Noridian must certify its compliance with certain laws and contract requirements and report violations of certain laws, breaches of security, and disclosures of Protected Health Information. Noridian can only meet these obligations through open communication with you.

Did you know?
The purpose of reporting concerns to the Compliance and Ethics Department is not to cast blame. Indeed, many reports to the Compliance and Ethics Department are from individuals who self-report an honest mistake that may constitute a violation of law if left unaddressed. This reporting is appropriate and expected.

The true purpose of reporting concerns is to support Noridian’s commitment to integrity. The Compliance and Ethics Department’s primary objectives are to educate, ensure corrective actions are taken when violations are discovered, and reduce risks to the Company, not place blame on individuals.
IDENTIFYING AND ADDRESSING CONCERNS

The Company does not expect you to have the answer to every ethical question, but it does expect you to know when to ask for help and where to go for help.

If you’re ever faced with a difficult situation and are unclear about the right decision or unsure if it complies with the Code, ask yourself:

• Is it legal or permitted by contract?
• Is the action consistent with our values, the Code, and/or other Noridian policies?
• Would I feel comfortable if this information appeared on the front page of the local newspaper?

If you are not confident that the answer to these questions is “yes,” or if the answer to any of these questions is “no” or “I’m not sure,” stop and speak up.

SPEAK UP

If you are aware of actual or suspected noncompliance with laws, regulations, contractual requirements, the Code, and/or other Noridian policies, report your concern through one of the options discussed below. It is important to report concerns immediately so that an effective evaluation can be conducted.

If management receives a report or otherwise becomes aware of actual or suspected noncompliance, management must report the information to the Compliance and Ethics Department.

Any attempt to prevent or otherwise interfere with a person’s efforts to report an incident is not permitted and is subject to discipline.

We always appreciate hearing what the Department can do better or where team-focused training might be helpful. We welcome that dialogue with you.

TO RECAP YOUR OPTIONS

Discuss with your immediate supervisor: Give an immediate supervisor a chance to solve the problem.

Discuss with a higher level of department management: If for any reason you are more comfortable talking with someone else, take your concern to another person in management.

Discuss with Compliance: You may discuss your concern with the Compliance Officer or another member of the Compliance and Ethics Department. Contact Compliance and Ethics personnel:

- By telephone
- By email (noridiancompliance@noridian.com)
- In-person

Report Anonymously: If you are not comfortable talking with Compliance and Ethics personnel directly, you may use one of the following anonymous reporting mechanisms:

- Compliance Hotline
  888-264-2227
- Whistleblower Services e-reports
  (www.whistleblowerservices.com/nmic)
- Compliance Post Office Box:
  Compliance, PO Box 242,
  West Fargo, ND 58078-0242
- Interoffice mail router
- Drop-boxes (Fargo only)

GUIDE TO REPORTING

- Describe the situation in detail and identify the business area and people involved.
- Identify dates when events occurred.
- Let us know if you have personal knowledge or if someone told you about it.
- Tell us how the situation occurred (For example: was a policy not followed? Was someone told to do something inappropriate?)
- Identify relevant documents or other references that could be helpful.

Noridian has contracted with a vendor to support the Compliance Hotline and web reporting form. The vendor receives calls made to the Compliance Hotline, records each message, and distorts the caller’s voice to protect the caller’s identity. The vendor then provides Compliance with the distorted message.
When you report through this vendor, you will receive a 14 to 16-digit code. Compliance personnel may use the vendor’s secured website to leave messages for you, and you may respond using the same website and your 14 to 16-digit code.

Sometimes it may seem easier to look the other way when you notice what appears to be a violation, but doing nothing can result in serious consequences. When you speak up about possible unethical or illegal behavior, you’re saying an honest and ethical workplace matters to you.

For more information on reporting, visit the Compliance, Privacy, and Ethics SharePoint site.

ANONYMITY AND CONFIDENTIALITY

You may report anonymously. The Compliance and Ethics Department encourages you to give your name should we need to obtain more information from you to fully investigate your report. If we do not have enough information, we may not be able to act. If you choose to remain anonymous, it is particularly important to provide as much detail as possible in your report (including a full description of the situation, how it arose, and the business area and people involved) and to identify (and, if possible, provide) all relevant documents.

Use the Compliance Hotline, web form (www.whistleblowerservices.com/nmic), PO Box, Compliance drop boxes, or interoffice mail routers to report anonymously.

We keep communications and your identity, if you share it, confidential to the extent possible; however, there may be limited situations where we are not able to do this based on the nature of the allegations or the outcome of an investigation. For example, our contracts may require us to contact law enforcement officials or regulatory agencies, who may request relevant documents that might disclose your witness to the event in question. Or it may be necessary to advise senior management of the incident given the nature of the corrective action we recommend be taken.

INVESTIGATION OF REPORTS

When you contact the Compliance and Ethics Department, we will address your concern promptly. Department staff are authorized to investigate reports and make sure there is a proper resolution. We may not be able to inform you of the outcome of the investigation; however, we will contact you, when possible, to advise that the investigation is closed and share what we can regarding our resulting action. If contacted, it is important that you cooperate with the investigation of a possible violation of the Code or company policy.

The Compliance and Ethics Department can refer reports to or investigate in collaboration with staff from Legal, Human Resources, and Security.

NO RETALIATION POLICY

Noridian maintains a strict No Retaliation Policy. Open communication of issues and concerns, without fear of retaliation, is vital to the success of our Compliance and Ethics Program. Anyone who honestly and in good faith reports a potential violation or cooperates with an investigation is protected from retaliation (e.g., intimidation, harassment, unwarranted demotion, termination, etc.).

No individual’s position or influence is more important than the core value of institutional integrity.

REPORTING OUTSIDE OF NORIDIAN

In certain circumstances, we may be required by law or contract to report potential legal and contract violations to our customers, business partners, and/or the appropriate regulatory or government oversight authorities. This obligation underscores the importance of your immediately reporting within Noridian your concerns of wrongdoing. It allows the Company to do the right thing and fulfill any external reporting obligations.

DISCIPLINARY ACTIONS

Disciplinary actions for violations of the Code or other Noridian policies will be taken in accordance with the Employee Handbook.
Noridian respects your right to manage your personal affairs and financial investments and recognizes you may take part in activities outside of your job. The principles described throughout the Code are intended to ensure that we balance personal and outside interests with our Noridian responsibilities and keep decisions we make for Noridian free from outside, personal influence.

A potential conflict of interest occurs when a personal situation may compete with the interests of Noridian and our customers, including the federal government. For example, personal interests may arise through family and/or financial relationships, especially relationships involving individuals or entities that compete with or may do business with Noridian.

We should not put ourselves into situations where questions may arise about our objectivity or ability to be unbiased, as even the appearance of a conflict of interest is prohibited in federal contracting.

If you think you or another associate has a conflict of interest, or there is the appearance of one, the most important thing to do is to tell your supervisor and/or the Compliance and Ethics Department, so we can review and assess the circumstances. If we identify a conflict of interest, there may be mitigation steps that we can take.

We are required by law to report in writing certain conflicts of interests to our government customers.

OUTSIDE EMPLOYMENT OR ACTIVITIES

You must avoid outside employment or activities that would have a negative impact on the performance of your job, conflict with your obligations to Noridian, or in any way negatively affect Noridian or its reputation in the community. Relatedly, you must not use Noridian’s contacts or your position within Noridian to advance outside or personal interests.

Activities relating to outside employment cannot be conducted during working hours. Outside employment that Noridian determines to be in conflict with the business interests of the Company, in violation of the Code, or inconsistent with the duties of an associate’s position with Noridian, can lead to disciplinary action, including termination of employment.

Did you know?

Conflicts of interest could arise if an associate, or someone with whom an associate has a close, personal relationship, either competes with Noridian for business or does business with Noridian. In these situations, we need to understand what the associate’s role is within Noridian and whether that person is in a position to influence or appear to influence Noridian’s decisions relevant to that business.
If you have questions on outside employment or activities, talk with your supervisor or the Compliance and Ethics Department before you accept the outside employment or start the activity.

**SCENARIO | SOLUTION**

**Q:** I work as a claims processor. I have the opportunity to work part-time (on weekends) for a physician's office doing medical billing. Is it OK for me to pursue this type of employment?

**A:** This type of employment raises at least the appearance of a conflict of interest. It may put you in a position to submit claims to the Medicare program on behalf of the physician's office. Because Noridian pays Medicare claims, you may be in a position at Noridian to influence the payment of the physician's claims. The Compliance and Ethics Department would need to evaluate your current work duties at Noridian and compare them to your work duties at the physician's office. Compliance staff would work with your supervisor in this evaluation. Depending on the outcome of the evaluation, you may need to decline the outside job, or you may be able to accept the job if you agree to follow a plan that mitigates the conflict.

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**

You are required to report possible conflicts of interest annually though the Conflict of Interest Disclosure Form and as situations may occur throughout the year. The Compliance and Ethics Department will evaluate your form and work with supervisors to determine the steps needed to reduce any risk of potential conflicts of interest. Noridian must report to the Centers for Medicare & Medicaid Services (CMS) certain personal interests that may appear to be conflicts of interest related to Noridian decisions or transactions that tie to Noridian's government contracts.

**PERSONAL RELATIONSHIPS**

Noridian strives to create a work environment of fairness and inclusion and to avoid even the appearance of favoritism. You should never be in a position where you supervise or make employment decisions that involve your immediate family members or anyone with whom you have a romantic relationship.

**SCENARIO | SOLUTION**

**Q:** My family member had a job change that could be a conflict with my job at Noridian. Do I report it right away or wait for the annual disclosure process?

**A:** Report these types of changes to your supervisor and the Compliance and Ethics Department right away.

**USE OF INFORMATION OR ASSETS**

We may not use inside information we learn in our jobs for personal investment or financial gain, nor may we provide this information to family members or others.

We also are all responsible for making sure that Noridian assets are used only for valid business purposes. Noridian assets include not only equipment, inventory, corporate funds, and office supplies, but also concepts, business strategies and plans, financial data, intellectual property rights, and other business information.

Electronic communication systems, including phones, voicemail, fax machines, and email must be safeguarded against abuse or unauthorized access. Noridian owns or operates these systems, and associates have no expectation of privacy when using them. Associates may not use Noridian systems to access, store, download, or distribute unauthorized or personal materials, such as software and music or materials that are threatening or malicious, criminal, or sexually explicit.

To report a violation of the Code, call 888-264-2227
BUSINESS DEALINGS

Noridian strives to maintain the highest standards of integrity and objectivity in our business dealings with our government customers, subcontractors, and vendors. Relationships with these entities should not be based on our own personal interests. An associate, officer, or Board member that has or may appear to have a personal interest in the outcome of a Noridian decision may be excused from that part of the decision-making process.

Our Purchasing Policy sets forth standards relating to competitive bids and other government acquisitions. The preparation, review, submission, and/or acceptance of such bids should be made by associates who are free from conflicts of interest.

SCENARIO | SOLUTION

Q: My daughter works for a vendor who sells goods that are of higher quality and are less expensive than the goods of our current vendor. May Noridian do business with the vendor that employs my daughter?

A: Yes, but only if you are not involved in the decision-making process and those who are objectively making the business decision determine that doing business with this new vendor is in the best interest of Noridian. If Noridian starts doing business with this vendor, you must contact the Compliance and Ethics Department and ensure you do not make decisions about or perform work related to the vendor. Also, provide any related information requested on the annual Noridian Conflict of Interest Disclosure Form.

If you have questions, contact the Compliance and Ethics Department.
All Noridian business transactions and relationships, whether with government or commercial partners, must be free from even a perception of favorable treatment as a result of improper influence. Business courtesies, if not managed properly, can create the appearance that our business decisions are influenced by business courtesies.

A business courtesy can be given or received. It is a gift, gratuity, benefit, or favor, with monetary value, for which someone pays less than fair market value (and thus receives a discount) or nothing at all. It can be tangible or intangible, and the recipient can be either an entity or a person. Unlike a kickback or bribe, it is not given with the intent to influence recipients to misuse their positions for the benefit of the giver.

Business courtesies may include the following items:

- Food and beverage in connection with business gatherings (hospitality items)
- Cash
- Reimbursement for travel or transportation
- Free or reduced cost of admission to business-related conferences, seminars, or training programs
- Paid event sponsorships
- Entertainment and recreation, including tickets, passes, and discounted fees
- Thank you, remembrance, and holiday-related gifts
- Promotional items
- Door prizes and raffles
- Use of a giver’s time, facilities, materials, or equipment

We may never offer or accept business courtesies that could be construed as kickbacks or bribes. Kickbacks and bribes can take many forms and are not limited to direct cash payments or credits. In general, if you or your family could gain personally from the transaction, or if the offer is made for the purpose of improperly obtaining or rewarding favorable treatment in connection with a purchase or sale of goods and services or the award of business, it is prohibited. These practices are not only unethical, but in many cases they are illegal.
Kickbacks and bribes could be disguised as:

- An offer for a large discount on electrical work at an associate’s home in exchange for contracting with an electrician for Noridian services.
- Use of a provider’s condominium in Florida for a week-long vacation after validation of the provider’s Medicare enrollment.
- A free night’s stay for booking a meeting at a hotel on behalf of Noridian.

It is the responsibility of each of us to ensure that any business courtesy we give or receive is permitted by our policies and this Code. If we give a business courtesy to a government official, we must ensure it does not violate government gift rules. If you have contact with government officials or your job responsibilities include the selection of subcontractors or vendors for our government contracts, the negotiation of those contracts with them, or the oversight or evaluation of contract performance, then you must be especially attentive to the Noridian Company policies that follow:

### GIVING BUSINESS COURTESIES

All business courtesies given by Noridian must be directly related to Noridian business or directly support Noridian business interests. They must be reasonable, customary, and appropriate for the occasion. They must be given openly and with full transparency.

In giving business courtesies, Noridian follows two general rules defined by the recipient’s employer:

#### 20/50 Rule for Government Employees:
Executive branch employees of the federal government (including CMS officials) must follow strict gift rules set by the Office of Government Ethics. As this may be true for state employees too, we have adopted a one-size fits all rule for all government employees — we cannot offer a federal, state, or local government employee (or a family member), on any one occasion, any business courtesies that have an aggregate market value of more than $20, and over a calendar year that individual may not accept courtesies from Noridian that in total exceed $50. This is known as the 20/50 Rule. We may offer “nominal value” business courtesies, including soft drinks, coffee, doughnuts, and pretzels (but not alcohol); greeting cards; and items with little intrinsic value such as plaques, certificates, and trophies, if intended primarily for presentation. Before offering anything other than a hospitality item to a government employee, reach out to the Compliance and Ethics Department for approval.

#### 50/150 Rule for Everyone Else:
For all other individuals, including employees of commercial entities, we apply the 50/150 Rule. We cannot offer on any one occasion, any business courtesies that have an aggregate market value of more than $50, and over a calendar year that individual may not accept courtesies from Noridian that in total exceed $150. You should limit the frequency of giving business courtesies to the same recipient, as recurrent business courtesies invite the appearance of favorable treatment or impropriety and under certain circumstances may violate the law. Nominal business courtesies provided in connection with periodic or regular events related to the performance of an existing contract are not likely to violate this policy.

### Business Courtesies in Foreign Countries:
Our commitment to compliance extends to international requirements as well if doing international business. Noridian is subject to the Foreign Corrupt Practices Act (FCPA), which generally prohibits us from offering, promising, making, or authorizing payment of anything of value (gifts or cash) to a foreign official, foreign political party or political party official, or candidate for office for the purpose of obtaining or retaining foreign business. There is no minimum value that triggers the FCPA — any payment made for wrongful purposes can be a violation and criminal penalties. Associates are therefore prohibited in general from offering, giving, promising to give, or authorizing any payments to foreign officials.

In certain circumstances, Noridian may be permitted to make facilitation payments for routine governmental action (e.g., payments for official documents necessary to do business). The Legal Department must review and approve in advance and in writing any payment to a foreign official.

To report a violation of the Code, call 888-264-2227.
ACCEPTING BUSINESS COURTESIES

Noridian also has adopted the 50/150 Rule for the acceptance of business courtesies by Noridian associates.

Non-monetary business courtesies are common in the commercial market. Business courtesies of nominal value (those with a fair market value of $50 or less) are generally acceptable if infrequent and not seen to threaten our objectivity when making decisions. Examples include promotional items, trinkets, candy, nuts, and non-alcoholic beverages.

50/150 Rule: Those with decision-making authority (typically managers and above and individuals designated as “key personnel” under our government contracts) and those in a position to award contracts or evaluate contract performance may accept a business courtesy from an individual or entity doing business with Noridian if it does not exceed $50 in fair market value and the total value of all courtesies from that individual or entity in one calendar year does not exceed $150. All other associates may be permitted to accept business courtesies of greater value, but the Compliance and Ethics Department must first evaluate the circumstances of the business courtesy.

For example, you may accept from a vendor any gift cards issued by commercial merchants or retailers, such as coffeehouses and restaurants, so long as each gift card is $50 or less and the annual aggregated amount of business courtesies of any kind received from that vendor is $150 or less. However, you may not accept a gift card issued by a credit card company or other financial institution. Such a card is equivalent to a gift of cash, which is prohibited by federal law.

Exception: No one, regardless of position, may accept gifts from government personnel unless given solely because of a pre-existing family or personal relationship. For example, you may accept a birthday gift from a relative who works for CMS. But any business courtesy received by a family member because of your position at Noridian will be considered a courtesy given to you at its full fair market value, and the 50/150 rule will be applied. If you are offered any other type of business courtesy from a government employee other than nominal items of hospitality, consult with the Compliance and Ethics Department before accepting it.

SCENARIO | SOLUTION
SOLICITING BUSINESS COURTESIES

Q: May my department notify vendors when we are having our annual divisional outing so they may donate prizes?
A: No, we are not allowed to solicit business courtesies from a vendor we do business with or want to do business with.

SCENARIO | SOLUTION
VALUING NORMAL GIFTS

Q: What if a vendor offers me multiple gifts, where each individual gift is nominal (fair market value of $50 or less)?
A: If the vendor offers you multiple nominal gifts at one time, these gifts would not be considered “nominal” if their collective value exceeds $50. If you receive offers of nominal gifts throughout the year, you may accept them if they do not exceed $150 in value for the year.

If there are circumstances where you wish to accept or are offered a more substantial business courtesy (fair market value over $50), you should request guidance from the Compliance and Ethics Department and explain any special circumstances. Remember, even if a business courtesy has a value of $50 or less, it should not be offered or accepted if it appears to be intended to influence a business decision or to gain favor.

Q: The consulting firm that recently assisted us on an important project has presented a group of eight with commemorative engraved pen and pencil sets with an individual value of less than $50. May we accept them?
A: Yes. The business courtesies are considered “nominal” in value and would not reasonably appear to be intended to influence a business decision or gain favor. However, if this consulting firm continues to offer gifts to the same associates, remember that no associate may in any one year receive gifts that total more than $150.

To report a violation of the Code, call 888-264-2227
SCENARIO | SOLUTION

ACCEPTING ENTERTAINMENT

Q: All attendees at a work-related conference were invited to a dinner hosted and paid by the conference organizer. May I accept the invitation?

A: If offered to all conference attendees at no additional cost, the dinner would be considered a legitimate business activity and may be accepted, provided it does not appear to involve lavish or extravagant expenses or otherwise present a risk of influencing Noridian decisions.

Q: A vendor has offered me four tickets to a ball game. May I accept this gift?

A: Before accepting an offer for sporting event tickets, consult with the Compliance and Ethics Department, who will assess the offer in light of the face value of the ticket, the legitimate business purpose, if any, along with other factors, such as your job responsibilities. Tickets to sporting and music events generally should not be accepted.

SCENARIO | SOLUTION

ACCEPTING TRANSPORTATION

Q: The Company is very interested in a vendor’s new products. I was invited on a trip to San Diego for a training class to learn more about the products. The vendor has offered to pay for my hotel and airfare. May I accept their offer?

A: Each offer of a business courtesy is different, so you should always consult with the Compliance and Ethics Department if the value of the offer is clearly more than $50. In this scenario, it appears that attending the training class would benefit Noridian. It would be appropriate for you to attend, but only if Noridian pays for the travel and hotel expenses. Allowing the vendor to pay for the trip may create the appearance of a conflict of interest and could adversely affect Noridian’s reputation, especially if Noridian later buys product from the vendor. Remember, vendors cannot pay for Noridian travel expenses without prior approval from the Compliance and Ethics Department.

SCENARIO | SOLUTION

ACCEPTING PRIZES

As with all business courtesies, prizes of any value must be declined if they could reasonably be perceived as primarily intended to influence a Noridian business decision in favor of the donor of the prize. Report to the Compliance and Ethics Department all prizes with a fair market value of $50 or more that you receive from a current business partner of Noridian or an entity seeking to do business with us. Report prizes of lower value if you are concerned that a third party might question the donor’s motivation in offering the prize. The Compliance and Ethics Department will review a number of factors, including the value and nature of the prize and whether you have decision-making authority to engage the entity that offered the prize.

Q: At a work-related conference, my name was entered in a random drawing and I won an iPod Touch valued at $295. May I keep this prize?

A: The value of the prize exceeds the maximum value in our 50/150 Rule, but you may be able to keep the prize if you do not have decision-making authority over the entity that gave the prize; however, you need to report it to the Compliance and Ethics Department. They will review the circumstances under which you won the prize, as well as the organization and sponsorship of the raffle, and confirm whether or not you may keep it.

To report a violation of the Code, call 888-264-2227.
SCENARIO | SOLUTION

ACCEPTING HONORARIUMS

We may be asked to participate in external forums, conferences, or advisory boards as Noridian associates. Invitations to participate in these capacities may include honorariums, such as the payment of registration fees, travel, and lodging. We typically deny associate requests to accept these offers to avoid any appearance of outside influence over Noridian objectivity in decision-making.

Q: I work in the Finance Department and have my Certified Public Account (CPA) license. I have been asked to speak at a conference for my professional association. In return for speaking, the association has offered to waive my registration fee. May I accept this?

A: Each situation is different, so you should always consult with your management and the Compliance and Ethics Department. In this scenario, it does not appear that accepting payment of the registration fee from the professional association would result in any conflicts of interest because the association is not a vendor or potential vendor of Noridian. Subject to the Compliance and Ethics Department’s review and approval, it is acceptable for the association to waive your registration fee in exchange for your speaking at the conference.

INTERNAL GIFT GIVING

We generally discourage gift giving between associates and their direct and indirect supervisors.

SCENARIO | SOLUTION

Q: My teammates would like to throw a baby shower for our manager. Is this allowed?

A: Yes. We discourage but do not prohibit occasional gifts among colleagues, particularly on special occasions. We discourage gifts to supervisors to protect anyone from feeling any obligation or pressure to provide them, and to avoid any appearance of a conflict of interest. A good idea would be for the team to collect anonymous contributions from team members to buy the gift(s) on behalf of the entire team. While supervisors may provide gifts to associates, they must avoid the appearance of favoritism. Company-approved items provided to recognize business achievements or as part of a Noridian-sponsored event are not considered gifts, but they may be subject to applicable federal and state taxes.
CONFIDENTIALITY AND DATA SECURITY

Confidential information is one of the most valuable assets entrusted to us. We must be diligent in making sure that confidential information is properly accessed, used, shared, stored, and destroyed. To be diligent, we all must do two things: know what confidential information is and know how to protect it.

Our Confidentiality Policy defines four classes of information to help you understand what information is protected. The first three categories listed below have special protections and obligations under federal and state law and regulations, and under our federal and state contracts. The last category – Proprietary Information – must be protected under Noridian policies and procedures.

- **Protected Health Information (PHI):** Individually identifiable health information, including demographic and genetic information, which relates to the health of an individual or the payment for health care services.

- **Personally Identifiable Information (PII):** Any information about an individual including, but not limited to, education, financial transactions, medical history, criminal or employment history, and information that can be used to distinguish or trace an individual’s identity. It may overlap with PHI.

- **Centers for Medicare & Medicaid Services (CMS) Sensitive Information:** Medicare or Medicaid-related information that requires safeguarding against disclosure to unauthorized persons. This category includes individually identifiable information protected by the Privacy Act and the Health Insurance Portability and Accountability Act (HIPAA), federal tax information, financial information, and other Medicare/Medicaid information as specified by CMS/state agencies.

- **Proprietary Information:** Information other than PHI or PII that is used or created by Noridian while conducting business and is not normally made available to customers, competitors, or third parties.
PHI, PII, and CMS Sensitive Information are protected by federal and state laws, including but not limited to HIPAA, the Health Information Technology for Economic and Clinical Health (HITECH) Act, and the Privacy Act.

Noridian must report within one hour of discovery certain information, including PHI and PII, that is lost or stolen or that it suspects or confirms was otherwise misdirected or transmitted outside of Noridian in an unsecure manner. To permit the Company to meet this reporting requirement, you must report these events to the Compliance and Ethics Department immediately after you learn of them. Please refer to your department's procedures for additional instructions.

You must immediately report misdirected, lost, or stolen mobile media or devices immediately to the Service Desk at 866-533-7159, or after hours to the security professionals at 701-282-1011. You must also report the situation to the Compliance and Ethics Department.

If we fail to make timely reports, associates and/or Noridian may be sanctioned by the government, including loss of a contract and/or exclusion from participation in federal programs, such as Medicare and Medicaid.

The Compliance Officer, Privacy Officer, General Counsel, and others, as appropriate, will determine if Noridian must also report to additional external authorities or parties. Noridian's guiding philosophy is to comply with all applicable federal and state laws and regulations related to privacy and data security, and any further privacy and data security obligations in Noridian's contracts. Generally, to protect confidential Noridian information:

- Do not share confidential information with friends, family members, or former Noridian associates.
- Do not discuss confidential information in public places where you could be overheard.
- Do not work in public places with documents containing confidential information.
- Only discuss confidential information with other associates on a need-to-know basis.
- Always restrict access to such information—whether held electronically or in hard copy.
- Use discretion when using social media, whether at work or away from work, and refrain from representing yourself as a spokesperson for Noridian in your personal social media.

**PROPRIETARY INFORMATION**

In addition to complying with privacy and security laws and regulations, we must protect our Proprietary Information, as well as that of our business partners.

**SCENARIO | SOLUTION**

**Q:** You send a draft bid to your home email address to work on it from home. Is this allowed?

**A:** No. While bids do not contain PHI/PII, they contain Proprietary Information and should not be sent outside the Noridian network. Refer to the Confidentiality Policy for more information.

**LEARN MORE**

You may learn more about your obligations to protect confidential information in these Noridian policies:

- A comprehensive set of Privacy Policies and Security Policies provides information on protecting all forms of sensitive information. These policies also provide direction on how we can appropriately use our information systems.
- The Enterprise Contract Review Policy requires written agreements with vendors and service providers. We must assure these agreements include confidentiality provisions.
- The Social Media Policy sets forth clear guidelines so that you understand your responsibilities if you use social media – both for work purposes on work time, and for personal use if your postings may reflect upon Noridian or another company in the BCBSND family.

Remember, you are responsible for maintaining the privacy and security of information even after you are no longer associated with Noridian.
INTELLECTUAL PROPERTY AND SOFTWARE LICENSING AGREEMENTS

It is very important that we understand and follow the rules that govern the use of our intellectual property or the intellectual property of others. Intellectual property results when creative thoughts become protected under patents, trademarks, copyrights, or other proprietary information/trade secret laws and regulations.

We must be careful to follow the software licensing agreements we have entered into or accepted with our business partners. Most software licensing agreements contain restrictions regarding the use of the software.

Any unauthorized use of protected intellectual property or unlicensed software could subject us to significant financial penalties and possible civil judgments and criminal convictions.

RECORDS MANAGEMENT PROGRAM

We all have the responsibility to actively participate in our Records Management Program and to follow its policies. This program addresses the creation, maintenance, retention, and destruction of records in accordance with federal and state law, our contractual obligations, and ethical business practices.

Records include all documents and electronic media that record or reflect any activity or transaction by our associates, including officers and Board members. Many records in Noridian’s possession are Medicare records, and not corporate records of Noridian. Because we create them in the performance of our Medicare contracts, they are the property of CMS, but we have contractual responsibilities to retain them (e.g., beneficiary claims records; documentation of the development of local coverage determinations). Some of these records may be made available to the public under the Freedom of Information Act. Corporate records of Noridian are not.

The Records Management Policy further describes our records responsibilities. A government investigation, a lawsuit, a court order, or a court-issued subpoena may impose additional records management requirements on us. When this occurs, we must carefully follow the procedures established by the Records Management Committee, Compliance and Ethics Department, and/or Legal Department. Unauthorized destruction of records could hurt the Company’s interests and constitute a crime.

CREATING RECORDS

Records are critically important to show we have met our financial, legal, and contractual obligations. The information we record and report to our business partners, including CMS, must be truthful and accurate whether the information concerns:

- Time worked
- Business expenses
- Production or performance data
- Any other business-related activities that we record and report

We must never alter or falsify information in any record. For example, we must not:

- Distribute or assign costs to contracts that violate the contract’s provisions or do not follow applicable accounting rules.
- Inaccurately report labor costs, submit or instruct another person to submit false time charges, or assign costs to the wrong contract.

Inaccurate cost reporting can become a false claim to a government program. False claims could cause Noridian to lose a contract and be excluded from future Medicare and Medicaid work.

We must not use any of Noridian’s funds or assets for any unlawful or unethical purpose. In addition, payments cannot be made to anyone for any purpose other than that disclosed on payment documentation.

SCENARIO | SOLUTION

Q: If I believe I need to use a certain record past the scheduled destruction date, should I retain a personal copy?

A: Associates should not keep personal copies of documents that are scheduled for destruction. Most, if not all, records will be destroyed in accordance with a specific schedule. This schedule depends on a number of factors, such as legal and business requirements, whether the document contains business information or patient medical data, and the like. If you believe a certain record or category of records should be kept longer than scheduled, discuss it with a supervisor.

To report a violation of the Code, call 888-264-2227
Q: My supervisor asked me to shred information that I know must be retained. I reminded him about the Company’s Records Management Policy, but he said this is an extenuating circumstance and insisted I shred them. I don’t want to be charged with insubordination. Should I shred the documents?

A: Don’t shred the documents. Retention of corporate records is not optional and no one is permitted to make an exception to our policies without receiving prior authorization. There are avenues to report this type of conduct and personnel who can help handle these types of situations. Bring this information to the attention of your manager, the Compliance Officer, or call the Compliance Hotline at (888) 264-2227.

AUDITS

We all are expected to cooperate with audits required by law (e.g., Chief Financial Officer Audit), by contract (e.g., Medicare audits), or by our Company (e.g., internal audits). Cooperation requires accuracy, candor, and responsiveness. We must never try to influence, pressure, or manipulate any auditor to make or accept false or misleading financial statements or other information.

To report a violation of the Code, call 888-264-2227
Section 6
POLITICAL AND LOBBYING ACTIVITIES AND CONTRIBUTIONS

Our ability to participate in political activities is controlled by federal and state law. These laws restrict the use of Noridian’s assets in connection with federal, state, and local elections.

We may not include political contributions on expense reports, engage in personal political fundraising on company time, or use Noridian assets for political purposes in any other way. Any organizational political activity must first be reviewed and approved in writing by both the Government Relations and Legal Departments.

We may not use federal contract funds for lobbying purposes, such as to prepare or purchase publications designed to support or defeat legislation pending before Congress or any state legislature. We also may not use federal contract funds to pay a Noridian employee or agent for activity designed to influence pending legislation or appropriations or the award of a contract.

We encourage everyone to participate in the political process, but to do so outside of work. Always make clear that you are participating on your own time and expense, and that you do not speak for Noridian.
Section 7

THE GOVERNMENT: A UNIQUE CUSTOMER

Our state and federal government work is a vital part of our business. It is critical that we recognize the broad legal principles and strict standards that apply to everyone who charges time to or otherwise supports our government contract work. Our government customers expect no less from us. Our failure to adhere to these principles and standards could have serious implications for our current contracts and also jeopardize our eligibility for future contract awards.

This Section offers an introduction to many of our legal responsibilities as a government contractor. You may note some content overlap with prior Sections (because rules of ethical conduct support all Noridian operations), but we thought it useful to address our government obligations in one place.
DEALING WITH EXCLUDED OR INELIGIBLE PERSONS

Federal and state government programs, including Medicare and Medicaid, prohibit us from contracting or doing business with any person or entity that is currently debarred, suspended, excluded, proposed for debarment or suspension, or otherwise declared ineligible by a federal program to perform work under any government contract or subcontract.

This means that we will not knowingly employ or contract with anyone who has been convicted of a criminal offense involving government business or the receipt of federal benefits, or whose name appears on a public list published by a federal or state agency of persons who may not work directly for them or be hired by a contractor, like Noridian.

We make reasonable inquiry into the status of all prospective associates against the Department of Health and Human Services Office of Inspector General’s List of Excluded Individuals/Entities, the System for Award Management, and the Office of Foreign Assets Control List of Specially Designated Nationals and Blocked Persons. Our Medicare contracts also require periodic reinvestigations and background checks for all associates who handle Medicare-sensitive data or have access to government systems. We also check state exclusion lists. We promptly investigate those identified on these federal and state sanction lists and take appropriate action to comply with government regulations. Finally, as part of the annual Employee Handbook review, employees are required to report felony convictions received over the past year.

BIDDING ON GOVERNMENT CONTRACTS

We must meet specific legal requirements when we submit government contract bids or negotiate federal and state contracts. For example:

The federal Truth in Negotiations Act requires us to certify that our cost and pricing data are “current, accurate, and complete.”

Antitrust laws require that we certify that we do not engage in anticompetitive practices. Refer to the “Compliance with Antitrust Laws” section of the Code for more details.

The federal Procurement Integrity Act specifies conduct for companies bidding on federal government contracts:

- We may not offer to discuss employment or business opportunities with government procurement officials.
- We may not seek confidential information from third parties, such as government bid selection criteria or a competitor’s bid or proposal information. If you receive these types of confidential information, do not view the information or share it with anyone, and immediately notify the Compliance and Ethics Department.

Former government employees who are now Noridian associates also may be restricted in the roles and responsibilities they can perform on behalf of Noridian in connection with a contract.

AVOIDANCE OF ORGANIZATIONAL CONFLICTS OF INTEREST

Organizational Conflict of Interest (OCI) rules prevent a company from competing for work or providing services to the government if the company:

- would be unable to provide impartial assistance or advice;
- has an unfair competitive advantage because it set the ground rules for the competition; or
- has an unfair competitive advantage because it has unequal access to non-public information relevant to the competition.

Noridian does not accept work that creates an OCI or appearance of an OCI with other client work without first adopting a government-approved OCI mitigation plan.

To report a violation of the Code, call 888-264-2227
If you identify a potential OCI regarding current work or work Noridian is considering performing, contact the Compliance Officer.

**PURCHASING RULES**

Our Purchasing Policy includes procedures for complying with procurement laws and regulations when entering into or making purchases for government contracts. The Policy ensures that we pay the appropriate costs for goods and services and avoid conflicts of interest. We also follow the federal government’s policy that contractors offer small businesses the maximum opportunity to participate in our federal contracts.

**CONTINGENT FEE ARRANGEMENTS**

The federal government prohibits the payment of a contingent fee or any commission, percentage, brokerage, or other fee that is based upon the success a person or concern has in securing a government contract. State governments may have similar prohibitions.

There may be an exception to this prohibition. For example, the federal government allows contingent fee arrangements between contractors and a “bona fide agency” or “bona fide associate.” Examples would be situations where Noridian contracts with a third party for legitimate services associated with seeking the government contract, such as identifying customer opportunities, reviewing and assessing requests for proposals, and assisting with the preparation of the proposal.

Noridian will not enter into any agreement requiring payment of an improper contingent fee. Immediately contact the Compliance Officer or Legal Department if you are approached about accepting a contingent fee or sales representative arrangement.

**PAYMENTS TO AGENTS AND CONSULTANTS**

Agreements with consultants or with individuals or entities that may serve as agents to Noridian must be in writing. Such agreements must clearly and accurately set forth the services to be performed, the basis for earning the commission or fee involved, and the applicable rate or fee. Payments must be reasonable in amount, not excessive in light of the practice in the trade, and commensurate with the value of the services rendered.

**SUBCONTRACTING**

We may act as a subcontractor to other prime government contractors, or we may subcontract core functions of our government contracts to other entities.

**Noridian as a Subcontractor**

When Noridian is a subcontractor under a prime government contract, we must follow our agreement with the prime contractor (or higher-tier subcontractor). We also must collaborate with the prime contractor to understand the applicable government regulations and prime contract terms that flow down to our work and then ensure we comply with them.

**Noridian Subcontractors**

Noridian is ultimately responsible for our subcontractors’ actions when they work on our government contracts, and we are required to report certain subcontractor violations of law and contract to our government customers. It therefore is in our interest that our subcontractors understand and comply with the government laws and regulations that we flow down to them from our prime contracts. If you are a subcontractor, you may discuss your flowdown responsibilities with your Noridian business owner.

**SUBMISSION OF CLAIMS, STATEMENTS, AND CERTIFICATIONS**

Customer communication must be truthful, accurate, complete, verifiable, and in accordance with Noridian policies. This is especially true when communicating with federal and state officials or representatives.

It is a felony to knowingly submit false claims, false statements, or false certifications to federal and state governments. Such conduct may subject both Noridian and individual associates to civil and criminal sanctions, including fines, prison time, and suspension or debarment from federal contracting.

The U.S. Government frequently uses (and relies on) representations and certifications from contractors regarding the existence of certain facts. Noridian’s Senior Executive Officers (President/CEO and Senior Vice Presidents) are the only people at Noridian authorized to execute certifications on behalf of Noridian or approve the submission of pricing information to agency officials during performance of a federal prime contract or to a subcontract customer.

*To report a violation of the Code, call 888-264-2227*
Similarly, no submission of Noridian information to agency officials during a government procurement, including representations and/or certifications (oral or written), may be made without prior approval from either the Legal Department or a Senior Executive Officer, or their designee, including to the System for Award Management (SAM). Such confidential or proprietary information must be appropriately marked with restrictive legends to prevent unauthorized use and/or disclosure by the government or third parties.

The Legal Department must review any request for information or testimony received from a federal or state government entity, a prime contractor, a higher-tier subcontractor, or a provider or supplier participating in Medicare or Medicaid. This includes third-party subpoenas issued by a court.

BUSINESS COURTESIES AND KICKBACKS

Strict government rules apply to offering or accepting business courtesies when bidding on or performing a government contract. Kickbacks are never acceptable. Noridian applies the same strict rules to all its lines of business, whether government or commercial. See Section 4 for a full discussion of these policies. In general:

- We must not solicit, offer, or provide anything of value for the purpose of giving, receiving, or rewarding favorable treatment of Noridian in connection with government programs.

Examples of favorable treatment

- Disclosure to or receipt of confidential information by a bidder for use in preparing a competitive government bid
- Inclusion as a bidder in the competitive range of a procurement without meeting the required government contractor qualifications
- Removal of a qualified competitor from a bidders list
- Improper award of a government contract
- Recovery of unallowable costs charged to a government contract

COST RECORDS, PRICE ESTIMATES, AND TIME CHARGING

We are required to keep accurate accounting and other contract performance records and provide access to them to the government or its prime contractors for which we subcontract. These records allow the government to verify work performed and payments made. These records also help verify cost and pricing estimates for future contracts.

UNALLOWABLE COSTS

We may submit proposals for reimbursement of indirect costs to the government either under cost reimbursement contracts or as part of our overhead rates. We must never ask for reimbursement of costs we know to be inaccurate or otherwise unallowable under government cost rules.

SELF-REPORTING AND DISCLOSURE OBLIGATIONS

We are required to disclose to the federal government whenever we have “credible evidence” of certain violations of federal law. Examples of violations include fraudulent conduct, identified conflicts of interest, and gratuity violations. We must also report violations of the False Claims Act or if we receive a significant overpayment on a federal contract. There are certain disclosure obligations for our state contracts as well.

Everyone also must comply with applicable Medicare fraud, waste, and abuse requirements. We must report to the Compliance Officer or Legal Department any suspected fraud, waste, or abuse of Medicare Trust funds or other Medicare program resources, including funds used to pay contractor administrative costs. This obligation includes reporting suspected wrongdoing committed by a Noridian associate or a third party, such as a Medicare provider, supplier, or beneficiary.

To report a violation of the Code, call 888-264-2227
Under our Medicare contracts, we are required to make timely reports to CMS whenever we discover a known, probable, or suspected Reportable Event. A Reportable Event is anything that involves the following:

1. A matter that a reasonable person would consider a violation of criminal, civil, or administrative laws applicable to any Medicare contract or federal health care program; or
2. Integrity violations, including any known, probable, or suspected violation of any Medicare contract term or provision.

Reportable Events may include activity that occurs at Noridian or, under certain circumstances, activity that involves third parties, such as Noridian subcontractors.

PROTECTION OF GOVERNMENT PROPERTY

Noridian may be provided with government property to perform its contracts. Normally, Noridian and the government will agree upon a property control system, which everyone must strictly follow. In addition, the government has rights to access records created by Noridian to keep track of government property. And Noridian is responsible for damage to government property in its possession.

COMPLIANCE WITH ANTITRUST LAWS

Federal antitrust laws are designed to promote fair competition and create a level playing field in both commercial and federal procurement marketplaces. Anticompetitive activities are against the law. They include:

- Agreements among competitors to decide what to charge for a product or service
- Agreements among competitors to refuse to deal with particular suppliers or vendors (boycotts)
- Agreements to limit the production or quality of goods or services
- Bid rigging or other collusive action in pricing a bid
- Agreements to allocate the market for services among ourselves and our competitors
- Agreements to give preferential pricing or terms to a customer
- Agreements that require the purchase of one product or service as a condition of selling to another

Additionally, we must not solicit or obtain confidential information about a competitor in a manner that would be illegal or would require anyone to violate a contractual agreement, such as a confidentiality agreement or non-compete arrangement with a prior employer.

Because antitrust laws are complex and vigorously enforced, we must take special care in this area. Violations may result in severe penalties, including substantial fines and criminal penalties, for you and Noridian. Consult the Legal Department with questions about the interpretation of antitrust laws.

GOVERNMENT INVESTIGATIONS

We all are expected to cooperate with any government investigation. Such cooperation requires accuracy, candor, and responsiveness, whether information requests come from our government customer or from a member of a governmental investigative or enforcement entity.

If you are contacted in an investigation, whether of Noridian or another government program participant (such as a Medicare provider or supplier), and whether at Noridian or at home, you should immediately contact the Legal Department to ensure our and your informational rights and privileges are upheld.

EMPLOYMENT OF FORMER AND CURRENT GOVERNMENT PERSONNEL

We will comply with all laws concerning the recruitment and employment of former and current government associates, either as associates or consultants. Contact Human Resources or the Legal Department for further guidance.

Did you know?

Do not get drawn into discussions with competitors of Noridian on inappropriate topics, such as pricing. If you find yourself in such a situation, immediately end the conversation and, if appropriate, ask that your refusal to participate be documented, for example in meeting minutes. Immediately report any such incident to the Compliance and Ethics or Legal Department.
Section 8
SAFE AND RESPECTFUL WORKPLACE

We are committed to maintaining a safe and professional working environment and assuring everyone is treated with fairness, dignity, and respect. These principles apply whether we are dealing with our customers, providers, suppliers, business partners, or fellow associates.

As part of this commitment, we must follow government regulations that protect us in the workplace, including the provision of:

- A drug-free work environment
- An environment free of discrimination and harassment
- Equal employment opportunities
- An environment free from acts or threats of violence
- An environment accessible to all workers regardless of disability

Consult the Employee Handbook for additional information about these commitments.

The Facilities Department helps us maintain a safe work environment by eliminating any foreseeable hazards to the health and safety of everyone that may result in:

- Personal injury or illness
- Property damage or loss
- Business interruptions caused by accidents, fires, or other hazards

Consult the Safety Manual for additional information about these areas.

Did you know?

While clearly improper activities such as harassment and discrimination will not be tolerated, we should also remember that seemingly innocent behavior such as spreading gossip and rumors can also cause problems in the workplace and should be avoided.
NOTICE TO EMPLOYEES CONCERNING WHISTLEBLOOPER RIGHTS AND REMEDIES UNDER 41 U.S.C. § 4712

Noridian is committed to operating with integrity and in compliance with all applicable laws and regulations concerning whistleblower protection. Noridian maintains a strict No Retaliation Policy. For example, any employee who, honestly and in good faith, reports a potential violation of law, authority, or contract or who cooperates with an investigation is protected from retaliation. This Notice of Whistleblower Rights and Remedies provides employees with a summary of rights and remedies as set forth in 41 U.S.C. § 4712.

BACKGROUND

Federal protections for whistleblowers are established at 41 U.S.C. § 4712 and Federal Acquisition Regulation 3.908.

Noridian is required to provide you with information about these protections. Provisions of the law are summarized below.

POLICY

41 U.S.C. § 4712 states that an “employee of a contractor, subcontractor, grantee, or subgrantee or personal services contractor may not be discharged, demoted, or otherwise discriminated against as a reprisal for ‘whistleblowing.’”

Employees are protected against discharge, demotion, and discrimination as a reprisal for disclosing information (except for classified information) that the employee reasonably believes is evidence of any of the following:

- A gross mismanagement of a federal contract or grant;
- A gross waste of federal funds;
- An abuse of authority relating to a federal contract or grant (where “abuse of authority” is defined as an “arbitrary and capricious exercise of authority that is inconsistent with the mission of the executive agency... or the successful performance of a [federal] contract or grant...”);
- A substantial and specific danger to public health or safety; or
- A violation of law, rule, or regulation related to a federal contract (including competition for or negotiation of a contract) or grant.

Employees are protected when they disclose these types of information to the following persons or entities.

- A member of Congress or a representative of a committee of Congress;
- An Inspector General;
- The Government Accountability Office;
- A federal employee responsible for contract or grant oversight or management at the relevant federal agency;
- An authorized official of the Department of Justice or other law enforcement agency;
- A court or grand jury; or
- A management official or other employee of the contractor, subcontractor, or grantee who has the responsibility to investigate, discover, or address misconduct. (Information on how to report an issue at Noridian is listed on the last page).

In addition, an employee who initiates or provides evidence of contractor, subcontractor, or grantee misconduct in any judicial or administrative proceeding relating to fraud, waste, or abuse on a federal contract or grant shall be deemed to have made a disclosure.

REPORTING TO FEDERAL AGENCY

Whistleblowers who believe they were discriminated against for their disclosure of information may submit complaints to the Inspector General of the federal agency involved. Whistleblowers have up to three years after the date of the alleged discrimination to submit a complaint.

To report a violation of the Code, call 888-264-2227
The Inspector General will generally perform an investigation and submit a report to the federal agency, which then determines whether sufficient basis exists to conclude that discrimination occurred. If the agency determines that discrimination has occurred, the law sets out remedies that may be available, including ordering an institution to reverse the reprisal, reinstate the employee with compensatory damages and employment benefits, and/or pay costs reasonably incurred by the whistleblower in bringing the complaint. Noridian has the right to appeal any agency order to the relevant United States court.

REPORTING TO NORIDIAN
Under Noridian’s Code, everyone has a responsibility to report any issue or concern they believe, in good faith, may constitute noncompliance with laws, regulations, contractual requirements, and/or violate this Code or other Noridian policies. The next page summarizes the different reporting options we have.
REPORTING OPTIONS
We are colleagues, working together toward a common goal, to deliver products and services in accordance with applicable laws and regulations, contractual obligations, and the highest ethical standards. If we become aware of a potential compliance concern, we have an obligation to report it so that it may be timely addressed.

OPTION 1  Discuss with your Immediate Supervisor
Discuss the concern with an immediate supervisor and give them a chance to solve the problem. If your concern remains after the discussion or if you are not comfortable discussing the concern with a supervisor, speak with someone else.

OPTION 2  Discuss with Department Management
Discuss the concern with a higher level of department management. If your concern remains after the discussion or if you are not comfortable discussing the concern with a higher level of department management, speak with someone else.

OPTION 3  Discuss with Ethics and Compliance
Discuss the concern with the Compliance Officer:
•  By telephone
•  By email
•  In person
•  Or contact another member of the Compliance and Ethics Department.
If you are not comfortable talking to Compliance and Ethics personnel, go to the next step.

OPTION 4  Contact the Compliance Hotline
Call (701) 281-8601 or toll-free at (888) 264-2227 (the hotline is available 24 hours a day), or use one of the following mechanisms:
•  Whistleblower Services e-reports: www.whistleblowerservices.com/nmic
•  Interoffice mail router addressed to Compliance and Ethics
•  Drop-boxes (Fargo only)
•  Noridian Compliance & Ethics’ Post Office Box:
  Noridian Compliance & Ethics
  PO. Box 242
  West Fargo, ND 58078-0242