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Dear Valued Vendor:

At Noridian Healthcare Solutions (Noridian) we are committed to conducting business ethically and with integrity, 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. We expect the same commitment from all individuals, companies, and others working with Noridian, whether directly or indirectly.

Noridian values the role vendors play in the success of our organization. The Noridian Vendor Code of Conduct (Vendor Code) shares general ethical expectations and principles based on laws, regulations, and company policies to guide your work with Noridian. Please carefully review the Vendor Code and become familiar with these expectations, principles, and requirements. If you are a subcontractor supporting one of our government contracts, we require you to review and comply with the Noridian Code of Conduct for Noridian employees (Associate Code) when you partner with us to deliver a quality, ethical performance to our customers. While the Vendor Code shares the same values with the Associate Code, associates and subcontractors have additional obligations that flow down from our government contracts that are not discussed here. If you are not certain of your contractor status, reach out to your Noridian contact.

Noridian appreciates your commitment to making compliance and ethics a top priority. While it is important to know what the Vendor Code requires of you, it cannot address every situation you may encounter. Sometimes determining what the “right” thing to do is not easy. If you should have any questions, please contact your Noridian business contact or the Compliance and Ethics Department at 800-667-8519.

Our vendors are a critical and necessary component in the success of our mission and operations. Thank you for your commitment to compliance and ethical integrity.

Sincerely,

Jon Bogenreif
President and Chief Executive Officer
Noridian Healthcare Solutions
Noridian designs and delivers solutions that enhance the administration of healthcare programs. Noridian’s values are at the heart of how we operate to achieve our mission and objectives.

These values include:

- **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.

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

Noridian has an unwavering commitment to integrity in all that we do. By incorporating integrity as one of our corporate values, we aspire to maintain a culture that embraces the principle of not only doing the right thing, but also doing things the right way.

This Vendor Code applies to most third parties (whether individuals, companies or others) working for Noridian, including vendors and suppliers along with their employees, agents, contractors, consultants, and temporary employees (collectively “vendors”). The Vendor Code defines the general principles that all vendors are expected to follow when doing business with us.

**LEGAL AND REGULATORY COMPLIANCE**

We expect our vendors to comply with the laws and regulations governing their respective business, including any laws and regulations made applicable to them through their business agreements with us.

To report a violation of the Code, call 1-888-264-2227.
Section 2
REPORTING YOUR CONCERNS

As a vendor for Noridian, you have a responsibility to report any good faith concerns you have that conduct may violate this Code or a law or regulation that governs your work for Noridian, whether such noncompliance involves Vendor or Noridian personnel.

You may report your concerns to the Noridian Compliance Officer or any member of the Compliance and Ethics Department:
• By telephone
• By email
• In-person

You also have the option to report anonymously to:
• Compliance Hotline: 701-281-8601 or toll free at 1-888-264-2227
• Whistleblower Services E-reports: www.whistleblowerservices.com/nmic
• Compliance Post Office Box: Noridian Compliance and Ethics PO Box 242 West Fargo, ND 58078-0242

NO RETALIATION POLICY

Noridian maintains and expects its vendors to maintain a strict No Retaliation Policy prohibiting any action that might discourage vendor personnel from making a charge or cooperating in an investigation of wrongdoing or misconduct in the workplace.

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 under federal law.

Whistleblower rights and remedies are set forth in 41 U.S.C. § 4712, which states that an “employee of a [federal] contractor, subcontractor, grantee, or subgrantee or personal services contractor may not be discharged, demoted, or otherwise discriminated against as a reprisal for ‘whistleblowing.’”
Section 3

THE FOUNDATION OF OUR RELATIONSHIPS

How we build and maintain our vendor relationships is central to upholding our company values.

CONFLICTS OF INTEREST

Vendors must avoid not only actual conflicts of interest but also the appearance of conflicts of interest while doing business with Noridian. To avoid a conflict of interest with Noridian and its employees, a vendor:

- Must not interact on Noridian business with any Noridian employee who it knows (or should know) has a financial interest in the vendor, or whose immediate family member holds that financial interest. A prohibited financial interest does not include an indirect ownership interest, such as owning stocks, bonds, or mutual funds or a similar investment vehicle where the employee does not make the investment decisions, but it may include an ownership interest in a healthcare-related business of the vendor.

- Must not interact on Noridian business with any Noridian employee who is a family member of a vendor representative or with whom a vendor representative has a personal relationship.

- Must disclose to Noridian any material transaction or personal relationship that reasonably could be expected to give rise to a conflict of interest. For example, consistent with the prior bullet, a vendor must disclose all employees who have a family member who is a Noridian employee.

It is not possible to list here every potential conflict of interest; when in doubt, a vendor should contact its Noridian business contact or the Noridian Compliance and Ethics Department with the facts of the potential conflicts situation so that Noridian can determine if a conflict exists. Conflicts of interest are common and can’t always be avoided, but they need to be disclosed, documented, and effectively managed and mitigated.

To report a violation of the Code, call 1-888-264-2227.
BUSINESS COURTESIES

All Noridian business transactions and relationships must be free from even a perception of favorable treatment. Business courtesies offered to or received from vendors with which Noridian does business, or may do business, can create the appearance that our business decisions are influenced by these business courtesies.

A business courtesy 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 recipients can be either an entity or a person. Unlike a 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
- Travel or transportation reimbursement
- Free or reduced cost of admission to business-related conferences, seminars, or training programs
- Paid 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

Vendors are asked to cooperate with Noridian’s policy regarding business courtesies and refrain from offering gifts of cash or cash equivalents, such as gift cards or gift certificates, to Noridian employees. Offering business courtesies of a nominal value (fair market value of $50 or less) is generally acceptable if they are infrequent and not seen to threaten our objectivity when making decisions related to our work together. In addition, Noridian employees may receive no more than $150 in nominal business courtesies annually from a single vendor.

To report a violation of the Code, call 1-888-264-2227.
KICKBACKS AND BRIBES

Under no circumstances is a vendor allowed to offer or accept kickbacks or bribes, which are defined as anything of value offered or provided for the purpose of giving, receiving, or rewarding favorable treatment in connection with Noridian business. Kickbacks and bribes can take many forms and are not limited to direct cash payments or credits. In general, if a Noridian or vendor employee could personally gain from the transaction, it is prohibited. These practices are not only unethical, but, in many cases, they are illegal.

To report a violation of the Code, call 1-888-264-2227.
Confidential information is one of the most valuable assets entrusted to Noridian. We have a responsibility to ensure our use and protection of this information meet the requirements established by federal and state laws, which include but are not limited to the Health Insurance Portability and Accountability Act (HIPAA), the Health Information Technology for Economic and Clinical Health (HITECH) Act, and the Privacy Act. Confidential information includes, along with a range of other types of information, Protected Health Information (PHI), Personally Identifiable Information (PII), and other proprietary information of Noridian's employees, vendors, and customers.

Vendors are required to safeguard the confidential information they receive or review, intentionally or unintentionally, while providing items or services to or on behalf of Noridian. Vendors whose work with us requires the use and disclosure of PHI are our HIPAA Business Associates and must execute a Business Associate Agreement with us that complies with our Business Associate obligations to state and federal government entities. Vendor employees should reach out to their Noridian business contact or the Noridian Compliance Officer if uncertain about how HIPAA or HITECH may relate to their work with Noridian.

Vendors with access to proprietary or confidential Noridian information, such as business processes or operating systems, will be required to execute a Non-Disclosure Agreement.

Importantly, vendors must continue to protect confidential information even after they no longer provide items or services for, or on behalf of, Noridian.
FRAUD, WASTE, AND ABUSE

Noridian is committed to identifying, preventing, correcting, and reporting fraud, waste, and abuse. The Fraud, Waste, and Abuse (FWA) program is an important component of the company’s comprehensive compliance suite that protects the integrity of government programs and commercial plans.

All suspected FWA practices must be reported (openly or anonymously) to Noridian’s Compliance and Ethics Department that runs the FWA program. The department will promptly investigate all reports of alleged FWA, including FWA involving a vendor, its employees, and/or its agents. Vendors are expected to fully cooperate in such investigations.

RECORDS MANAGEMENT

Vendors must maintain accurate and complete records of their business with Noridian for the period required by applicable laws, regulations, and policies, as well as their business agreements with us.

A record is defined generally as information created, received, transmitted, and/or maintained in the transaction of business and in the performance of legal and/or contractual obligations. Records may exist in any physical format and location, including electronic and paper files, audio and video recordings, and older media storage devices. Records include final copies and any non-identical copies of a final copy (e.g., with hand-written notes) of memos, correspondence, notes (handwritten or otherwise), charts, graphs, presentations, calendars, email, text, and voice mail messages, reports, photographs, and data compilations.

If a litigation matter, government investigation, or audit involving Noridian is anticipated or begun, relevant records must not be destroyed until that matter or proceeding is concluded or as otherwise required by law, regulation, or our business agreement with the vendor.

Noridian’s Legal Department or the vendor’s Noridian business contact will advise the vendor of any document preservation or other requirements with which it must comply related to any lawsuit, audit, or investigation of which Noridian is aware.

AUDITS

Federal and state government entities may have the right to access and examine books, documents, papers, and other records of a vendor related to its performance of its business agreement with Noridian, for as long as the vendor is required by law or agreement with Noridian to retain such records. The vendor shall cooperate fully with any related audit or investigation.

In the case of a government audit or investigation of a vendor concerning its business with Noridian, the vendor shall notify Noridian of the audit or investigation and shall permit a Noridian representative to be present at onsite vendor activity during the audit or investigation to the maximum extent permitted by law.

As permitted under its business agreement with a vendor, Noridian may audit or may require the vendor to audit the vendor’s records to ensure that the vendor conforms to the agreement. If the vendor performs the audit, the vendor must provide timely written audit results to Noridian or its designated representatives.

To report a violation of the Code, call 1-888-264-2227.
REFRAINING FROM DOING BUSINESS WITH EXCLUDED OR INELIGIBLE PERSONS

In performing its government contract work, Noridian is prohibited by law from doing business with any person or entity “suspended” or “debarred” from contracting with the government (or “proposed for debarment”) or otherwise “excluded” by the government from participating in a government health care program, such as Medicare or Medicaid.

Noridian will not conduct business with any vendor suspended, debarred (proposed for debarment), or otherwise excluded from government contracting, or whose officers, directors, or employees cannot participate in a government health care program.

ORGANIZATIONAL CONFLICTS OF INTEREST

An organizational conflict of interest (OCI) may occur when, because of other business activities of a vendor (including the vendor’s employees or representatives):

(i) the vendor is unable or potentially unable to render impartial assistance or advice,

(ii) the vendor’s objectivity in performing the contract work might be impaired, or

(iii) the vendor has an unfair competitive advantage in positioning Noridian for work with the government.

In the healthcare industry, for example, there is the potential that vendors may contract with both providers and payors (or a payor’s agent, like Noridian), which could raise OCIs that need examining.

For this reason, government entities have developed strong OCI policies and rules that Noridian, as an organization and government contractor, must follow. For example, Noridian must ensure that we are free from any bias that may affect our professional judgment and that we do not have an unfair competitive advantage in the process of competing for contract awards with governments.
Vendors thus must disclose any actual or potential OCI to their Noridian business contact or the Noridian Compliance Officer so that any conflict is identified and a plan is put in place to mitigate any actual or potential OCI.

Should a vendor have any questions about what type of activity might constitute an OCI, preemptive and proactive disclosure is the best course of action. Vendors should reach out to their Noridian business contact or the Noridian Compliance Officer as questions arise.

PUBLICITY

Vendors are not permitted to distribute advertising, press releases, or any other general public announcement regarding the items or services they provide to Noridian unless they have obtained prior written authorization from Noridian.

Note: This Vendor Code sets forth general principles with which vendors must comply. More restrictive requirements may be set forth in the vendor’s business agreement with Noridian. In addition, this Vendor Code will be automatically amended to incorporate any change or modification of applicable state or federal law, regulation, or standard as of the effective date of the change or modification.