A Message from Prime’s President and CEO

As I talk with clients and potential clients, business partners, regulators — and Prime employees — I’m consistently reminded that Prime has a strong reputation for ethics and integrity. It's a well-deserved reputation built over 20 years of doing what's best for our clients and members and encouraging each employee to do the right thing.

This culture and reputation are the foundation of Prime's current success and our future growth. As mergers and acquisitions reshape the health care sector, Blue Cross and Blue Shield plans and other potential clients are looking for business relationships based on integrity, trust and ethical behavior.

We earn people's trust and confidence through the decisions we make and the actions we take. All day. Every day. We work in a complicated industry. Sometimes it's difficult to determine the right thing to do in a specific instance. Prime's Code of Conduct, along with our ethics and compliance programs, serve as a reference and as your guide to making ethical and legal decisions that reflect our culture and Prime's reputation as a principled company.

It's up to each of us to know the Code and hold ourselves to these high standards. But our responsibility doesn't stop there. The Code also applies to our coworkers, our managers and business partners. If you see something that raises questions or concerns, say something. Be assured that you can raise questions without fear of retaliation. We'll take your concerns seriously and respond accordingly.

Prime’s culture and reputation for ethics and integrity belongs to each of us. It is one of the many reasons I am proud to work at Prime. I take it very seriously. I urge you do the same.

Sincerely,

Jim DuCharme
President and Chief Executive Officer
Prime's ethics and values strengthen employee and customer relationships, define and protect our reputation, and enable us to identify and report concerning behaviors. Our ethical actions and our values set us apart from our competitors. Each of us contributes to Prime's reputation and to our culture, which values trust, integrity and ethical behavior.

Prime is committed to our employees and our workplace environment. Prime's Code of Conduct contains the principles and guidelines that help define our culture. We're all responsible for understanding the Code and applying it to ourselves. We're also responsible for reporting activities that may violate the Code.

There are several ways to report potential violations — including options that allow you to remain anonymous. These can be found on the last page of the Code and on PrimeToday. We encourage good faith reporting and we have a strong non-retaliation policy. We take all reports seriously and investigate them thoroughly and with discretion.

Our commitment to ethical decision making and ethical actions is a strong component of Prime’s corporate identity. We strive to support our employees in making the right decisions. New this year is a one-page Ethical Decisions Guide. You can find it on the inside back cover. This easy-to-use graphic can help you quickly determine the correct course of action in situations that raise questions or concerns. We work in a complicated industry and this simple decision tree may not address all situations. Should you ever have any questions, please reach out to anyone on our Compliance team. We’re here to help.

Making ethical decisions and taking ethical actions is an individual responsibility I am deeply committed to — I invite you to join me.

Sincerely,

Renee Treberg
Chief Compliance Officer
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Goals of the Code and Compliance Program

Ethical conduct is at the core of how we do business. It’s the foundation for all our business relationships and activities. We value integrity, honesty and respect.

The things we do—both as a company and as individuals—must reflect these values. Each of us contributes to an ethical work environment.

The goal of the Code of Conduct (the Code) is to guide you in your work for Prime, and to raise awareness of the ethical, legal and other rules that affect our business.

The Code details how Prime does business with integrity and in compliance with all applicable state, federal and local laws.

Illegal or unethical conduct is usually easy to identify and avoid. But sometimes, conduct that seems harmless on the surface can be considered illegal or improper. And, a stricter code of behavior applies when contracting with the government or participating in any transaction that involves government funds. This is outlined throughout the Code.

In addition to the Code, Prime has several components that make up its Compliance Program, such as the Compliance Program Description, the Fraud, Waste and Abuse Program Description, Prime’s Privacy Program, and compliance policies and procedures.

Together they provide the framework to help Prime:

→ do business with integrity and follow all applicable state, federal and local laws
→ prevent unethical or unlawful behavior
→ stop any such behavior as soon as reasonably possible after it is discovered
→ use disciplinary action as necessary
→ change policies and procedures, if needed, to keep violations from happening again

Oversight and accountability for the Compliance Program and the Code

The Board of Directors is ultimately responsible for the Compliance Program and reviews and approves the Code annually as a part of its oversight.
Responsibility for following the Code

The Code is a valuable guide for your work at Prime. Review the Code on a regular basis, and make sure the standards are reflected in your daily work.

You are encouraged to raise questions and report any compliance or ethical concerns you may have. If you’re not sure of something, you should get help or clarification to avoid unethical or illegal business conduct. Talk to your supervisor or manager if you aren’t sure of a situation, or if you have questions about the Code, the Compliance Program or any of Prime’s policies. In addition, Code of Conduct training is required annually. Review the corporate policies that are mentioned throughout the Code. You can find policies on PrimeToday.info.

If you are responsible for supervising others, make sure that your direct reports are aware of, and comply with, both the Compliance Program and the Code. Set an example of ethical business behavior. Foster a positive work environment where compliance is expected, supported, and the only way to do business.

The Code applies to all of Prime’s employees, contractors, officers and directors. Each must certify every year that they comply with the Code of Conduct. Certain vendors also must certify that they have and follow their own Code of Conduct that incorporates legally required standards and compliance obligations.

Compliance with the Code is a condition of your employment. You are personally responsible for being familiar with the Code.

The human resources, legal and compliance departments, as well as Prime’s chief compliance officer and ethics officer, are available to help if you have questions.

Reporting questionable activities

You are responsible for reporting:

→ any activity you believe may be a violation of the Code
→ any activity you believe may be a violation of any applicable policy, law or regulation

Reporting options include:

→ talk to your manager or supervisor
→ contact human resources
→ call the Compliance Question Line: 612.777.5523
→ contact the compliance department at compliance@primetherapeutics.com
→ contact the legal department
→ contact the ethics officer
→ contact the chief compliance officer
→ call the Anonymous Compliance Hotline at 800.474.8651

You can report without fear of retaliation or retribution.
Code of Conduct

Q: An outside contractor who works in my area told an offensive joke. I think it violated Prime’s Code of Conduct. I haven’t reported it because this contractor works for other companies, too. I’m not sure that Prime’s Code applies to him. Does it?

Yes. Prime’s Code of Conduct applies to everyone who works at Prime, including contractors/temporary workers. At Prime, you are required to report any behavior or activity which is in violation of the Code. Talk to your supervisor, the human resources or compliance departments, or the chief compliance officer. You can also call the Anonymous Compliance Hotline at 800.474.8651.

Q: The co-worker who sits next to me is doing something that I don’t think complies with the Code of Conduct. But, I’m not absolutely sure it’s a problem. I don’t want to make a big deal out of nothing. Should I report it?

Yes. It’s important to resolve potential integrity concerns right away. If it turns out there was no Code violation, it’s good for you to know that, too. There’s not a downside if you report a concern in good faith.

Q: A co-worker told me about a time he violated the Code. I may be the only person he told, so if I report it, he’ll know it was me. I don’t want to let it go, but the thought of reporting makes me uncomfortable. What should I do?

At Prime, you are required to report any behavior or activity which is in violation of the Code. Raise the issue with your supervisor or through one of the other reporting channels. Your co-worker may know you reported him, but it’s more important to uphold the Code of Conduct. Prime relies on people like you to come forward with integrity concerns.

Q: My supervisor asked me to do something I think may be illegal. If I don’t do it, I’m afraid I’ll lose my job. What should I do?

Talk to your supervisor and make sure you both understand the facts and the legal requirement the same way. If you are still not sure, talk to a higher-level supervisor or human resources. You can also contact the compliance or legal department or use the Anonymous Compliance Hotline. It’s important to resolve the issue right away. Prime is committed to complying with all laws and regulations that apply to our business.

If you have any questions or concerns about specific laws, regulations or any legal issue, contact the compliance or legal department.
Protecting our assets and information

Conflicts of interest

Each of us is expected to act in the best interest of Prime.

A conflict of interest is when a person or company has a financial, business or other relationship that may conflict with the best interests of the company they work for, or their assigned duties. As an employee of Prime, you are required to act in the best interest of Prime and to conduct yourself in a way that prevents even the appearance of a conflict between your personal interests and those of Prime.

A potential conflict of interest* can happen if you or an immediate family member:

→ accept a job or do work for a competitor, customer or vendor, whether the work is related to your job at Prime or not

→ accept gifts, payments or services from people or companies who do business with Prime, or are trying to do business with Prime

→ award Prime business to a firm that's owned or controlled by you or an immediate family member

→ own, or have a substantial interest in, a company that is a customer, competitor or vendor of Prime

→ serve as a consultant to a current or prospective Prime customer or vendor

*Not a complete list

Each Prime employee is required to disclose potential and actual conflicts of interest to the compliance department. This disclosure is done yearly. You also have an ongoing duty to disclose any potential and actual conflicts that arise during the course of the year.

Compliance will review each disclosure and determine whether those interests pose an actual or potential conflict.

Q: My department is in the process of choosing a vendor. My sister's company would be perfect. She provides high quality service, and I think she'd give us a good deal. Is it appropriate to recommend her company?

You may share what you know about your sister's company, and her company may bid for Prime's business. Be sure to notify your supervisor of your relationship to your sister's company. You will also need to remain impartial and not be involved with choosing the vendor. In addition, you will not be able to manage the vendor relationship if your sister’s company is chosen. Finally, acting in the best interest of Prime means you will keep Prime’s confidential information confidential and not give your sister any confidential information that would help her company in the bid process.
Q: I’d like to take a second job as a part-time pharmacy technician for a retail pharmacy. Do I need to tell anyone at Prime?

Yes. Prime employees may take a second job as long as it doesn’t interfere with their obligations to Prime. However, employment with one of Prime’s clients, competitors or vendors can present a conflict of interest and is required to be reviewed by the compliance department. Complete a Conflict of Interest Update Form and submit it to the compliance department. You can find the form in the Compliance section at PrimeToday.info.

Q: My wife works for one of Prime’s competitors and she has an opportunity to purchase company stock. Is this a problem?

It shouldn’t be a problem as long as the stock represents less than a one percent direct or indirect ownership interest in the company. If your wife’s ownership interest will be one percent or more, you will need to submit a Conflict of Interest Update Form and compliance will review your situation. Contact the compliance department if you have any questions.

Look it up: For more information on conflicts, review Prime’s Conflict of Interest Policy and FAQ. You’ll find them in “Resources and guidance” in the Compliance section at PrimeToday.info.

Use of Prime’s funds and assets

We all have a responsibility to protect Prime’s assets.

Prime’s assets may be used only for Prime’s benefit. You have a duty to ensure that all corporate assets are used only for valid business purposes and are not used for personal gain.

Prime’s assets include:

→ equipment
→ inventory
→ corporate funds
→ office supplies
→ concepts
→ business strategies and plans
→ financial data
→ intellectual property rights for trademarks and patents
→ other information about our business

See sections on Computer use and Email and instant messaging use for additional information.
Q: I’m starting an online business selling handmade jewelry. Sometimes questions about my jewelry business come up during the day while I’m at Prime. I can’t always wait until I get home to answer them. Is it OK to give my Prime email or phone number as ways to contact me?

No. It’s fine to operate an outside business on your own time, as long as there is no conflict of interest and it doesn’t interfere with your responsibilities to Prime. You will need to promote and run your business on your personal time. This includes not using Prime’s name or resources, like email, phone and copiers.

Confidential and proprietary information — Prime

Prime’s confidential information is important to our business. Prime’s standards for protecting confidential information are very high. We must protect Prime’s, our clients’ and our members’ confidential and proprietary information. As such you may only access, use or disclose private information in accordance with Prime’s confidential information policies. Any unauthorized access, use or disclosure of this private information is a violation of the Code.

Confidential information is anything that is not generally known by or shared with the public. It includes:

→ member, patient and employee medical records, claims, and credit card and other sensitive information that we collect through our business or employment relationships

→ proprietary information, often known as “trade secrets,” which is helpful to Prime and/or competitors and is generally not available to the public

→ information about our customers, employees, consultants, clients, temporary workers or participating providers that isn’t public knowledge

Q: Standing in line at the deli, I overheard two Prime employees talking loudly about new sales prospects. Is this appropriate?

No. Prime employees are required to keep business conversations to suitable business venues that provide privacy with respect to business matters. In this type of situation, we encourage and support employees letting other employees know you can hear what they are saying. Depending on the circumstances, you may also consider reporting this as a potential Code violation.

Q: I received an email that was meant for another person. The email contained information about employee home addresses, and I saw some of it. What should I do?

The right action to take is to delete the email and let the sender know what happened and the actions you took. As a reminder, the information you saw should not be shared with anyone else.
Q: I am leaving Prime for another company. Do Prime’s confidentiality rules apply even after I leave?

Yes. Even if you no longer work at Prime, you may not use, keep, or share any of Prime’s confidential or proprietary information. Your obligation to keep the information confidential after you leave is part of the Confidentiality and Non-disclosure Agreement you signed when you started at Prime. It’s also part of Prime’s Confidential and Proprietary Information Policy.

Look it up: For more information about data sharing, review Prime’s Privacy and Information Security policies and the Prime Confidential and Proprietary Information Policy. You’ll find them in the “Policies” section at PrimeToday.info.

Confidential and proprietary information — competitors

We also have a duty to respect the confidentiality of information about other companies that we discover through the ordinary course of business.

In the course of business, many employees come in contact with confidential or proprietary information about other companies (including technology). Employees are expected to obtain this information for business purposes only and through proper means and channels. At Prime lying, deceit, misrepresentation, or accessing information from a third party or a current or former employee who is not authorized to disclose the confidential or proprietary information are considered improper, unethical and may be illegal means of obtaining this information.

Q: We’re revising our department’s procedures. For benchmarking purposes, we’ve looked at similar procedures on the internet. One of our new employees came from a competitor, and he still has a set of their internal department procedures. He offered to bring it in. This competitor’s procedures aren’t available online. Seeing this information would be very helpful. Is there a problem if we only read through the procedures and don’t copy them?

Yes. Since the information is not publicly available, it may be confidential or proprietary to the other company. Prime respects the need to keep information like this confidential. We’re committed to handling other companies’ information in an ethical manner which means this information is not available to be used by Prime employees for any purpose. Also, your new employee may be violating his obligation to his prior employer if he shares the information.

Look it up: Review Prime’s Information of Competitors and Third Parties Policy. You’ll find it in the “Policies” section at PrimeToday.info.
**Health Insurance Portability and Accountability Act (HIPAA) and privacy**

We must follow the privacy and security rules under the Health Insurance Portability and Accountability Act (HIPAA) and all related regulations. Under HIPAA, we are required to follow strict requirements around the use and disclosure of protected health information (PHI).

While working with or at Prime, we have access to the PHI of our members. Prime employees may only use and disclose PHI as allowed under HIPAA or more protective state laws. It is our policy that employees or contractors will only use, disclose or request the minimum PHI that is reasonably necessary in order for the employee or contractor to be able to perform his or her job.

We maintain records related to PHI and HIPAA compliance efforts and will report all information required by the Department of Health and Human Services. We will allow the Department of Health and Human Services to audit Prime’s compliance with HIPAA rules and regulations.

**Q:** One of my co-workers looked up the prescription claim history of her ex-husband’s new girlfriend. I know this isn’t appropriate. Do I need to do anything about it?

Yes. **The right action to take is to report this to the Privacy Team. This is a potential privacy violation. Prescription claim information is Protected Health Information (PHI) and may only be accessed as necessary to perform your job.**

**Q:** Recently one of my employees made a mistake and sent a member’s prescription information to the wrong doctor. Should I report this as a HIPAA violation?

Yes. **There is a potential HIPAA violation anytime PHI is accessed or used by, or disclosed to an incorrect recipient. Contact the Privacy Team right away.**

**→ Look it up:** For more information on HIPAA and privacy, review Prime’s various privacy policies. You’ll find them in the “Policies” section at PrimeToday.info.

**Data security and software license obligations**

We strictly enforce data-security provisions at Prime. We take our duty to protect our client, member and our own data very seriously. For example, some information is available only to authorized users. Prime uses a wide variety of computer software. Most of our software is protected by licensing agreements and copyright laws.

A couple actions you are required to take to help ensure data security are:

→ keep your user ID and passwords private and safe (don’t write them down)
→ use computer software as established by the software vendor. Downloading or duplicating software outside the bounds the vendor sets may result in personal penalties and/or liability for Prime
Q: One of my co-workers has been sick and absent from work for the past few days. She's worried about falling behind on emails. She gave me her login and password information and asked me to check her email and let her know if there's anything urgent. I said I would do it, but now I'm feeling uncomfortable signing on as her. Is it okay to help her out?

No. Giving another employee, even your supervisor, your user ID and password is a violation of Prime’s information security policies. This includes situations involving prolonged absence and challenging work circumstances. You should not use her login and password. The right action for your co-worker to take is to discuss her concern about falling behind with her supervisor and to let Prime’s security team know she gave out her information so they can reset her password. The right action for you to take is to inform your co-worker you are unable to sign in as her.

Q: If I walk to the file room for a document and return to my desk right away, do I still need to lock my computer?

Yes. Sensitive information can be compromised in just a few seconds. Get in the habit of locking your computer every time you leave your desk.

Look it up: For more information on data security, review Prime’s Information Security policies. You’ll find them in the “Policies” section at PrimeToday.info.
Dealing with suppliers and customers

Prime is a company that is built on integrity. Our success hinges on the following core beliefs:

→ we work hard to provide the best products and services to our customers
→ we strive to earn the trust and respect of our customers and the community
→ we earn the respect of our members, our owners, clients, and our competitors by continually doing the right thing in our day-to-day business

The following guidelines are in place to help with making ethical decisions, even in difficult situations.

**Reciprocity**

We may purchase goods or services from a supplier who also buys services from us.

This practice is normal and acceptable as long as it remains free of any form of pressure for “reciprocity” with that supplier.

Suppliers must not be asked to buy our products or services to become or continue to be a Prime supplier, and we should not be asked to do the same with suppliers.

**Business courtesies**

Business courtesies include gifts, business meals and entertainment, travel, and honoraria (a nominal fee or other consideration that’s given to a speaker or consultant in exchange for services). They are a common business practice that can help build and strengthen relationships with business partners. Similar to reciprocity the act of accepting or providing business courtesies must remain free of the pressure to provide a business favor or as a condition of doing business.

Whether you’re giving or receiving a business courtesy, you are required to follow these guidelines. They’re designed to help you make the right decision and take the right action:

→ do not give or accept anything of value that is intended to gain favor with or for an individual or company that does or seeks to do business with Prime
→ do not give or accept cash or cash equivalents under any circumstances
→ do not request or solicit business courtesies
→ do not give or accept business courtesies that are illegal or unsavory, or that violate Prime’s commitment to diversity and mutual respect
→ do not offer or give anything of value, no matter how small, to any federal or state government employee or agent, without prior written approval from the compliance department. This includes meals, entertainment, trinkets, and event attendance
→ do not give, or promise to give, anything of value to a current or potential health plan member without prior written approval from the compliance department
→ remember to comply with Prime’s Business Courtesies Policy and Travel and Expense Reimbursement Policy and any other internal policies and procedures that relate to business courtesies
You may give or accept limited, unsolicited, non-monetary gifts to or from a current or potential business partner if the gift is $100 or less per source or recipient per year. Total gifts from the same business partner may not exceed $150 per year.

You may give or accept reasonable business meals and entertainment to or from a current or potential business partner if the following is true:

1) you and the business partner attend the activity together to allow for business discussions
2) business discussions occur
3) the location is a place where it is easy to discuss or conduct business, and
4) the value of the meal or entertainment is modest and reasonable and does not exceed $100 per person for a meal, $150 per person for an entertainment event, or $250 per person for a combined meal and entertainment event

The frequency of business meals must be reasonable and related to the nature of the business need. The frequency of business entertainment must be only occasional.

In certain circumstances, business partners may offer to pay for travel expenses related to a trip that involves mainly business. You may offer or accept travel for legitimate, business-related activities where a service or benefit is being provided. This could be in return for speaking at a conference or participating on a committee, for example. In order to accept payment for travel expenses, the same or equivalent offer must be available to others providing the same service.

Written approval from the compliance department is required prior to any of the following:

→ Offering or receiving gifts of any value to or from government employees or agents, members, prescribers, or pharmaceutical manufacturers
→ Providing to or accepting business meals or entertainment of any value from government employees or agents, or members;
→ Providing to or accepting entertainment from prescribers or pharmaceutical manufacturers
→ Providing to or accepting travel from government employees or agents, members, prescribers, or pharmaceutical manufacturers
Prime employees are required to respectfully decline any financial benefit from an activity involving company-related business such as a speaking engagement or participation on an advisory board, committee, or similar activity. Any related offers of honoraria, money, or other consideration to you, members of your immediate family or household, Prime, a charitable organization, or to any other person or entity must also be declined.

An honorarium may be accepted under unique circumstances with prior written approval from the compliance department.

Submit questions about business courtesies and prior authorization requests to the compliance department using the Business Courtesies email box: businesscourtesies@primetherapeutics.com or by using the Business Courtesies Exception form.

See the Anti-kickback laws section of the Code for more information on giving and/or receiving gifts.

For guidance on interactions with the government, see the Code section called Doing business with the U.S. government.

Look it up: For more information on business courtesies, review the Business Courtesies Policy. The Business Courtesies Policy includes the required process for seeking prior written approval from the compliance department when necessary. A detailed FAQ on this subject is also available. You’ll find them in “Resources and guidance” in the Compliance section at PrimeToday.info.

Look it up: For information on employee travel and entertainment, review the Travel, Entertainment and Expense Reimbursement Policy. You’ll find it in the “Policies” section at PrimeToday.info.

**Other improper payments**

Prime considers payments to customers or prospective customers to gain their business an improper business practice.

Using Prime’s funds or assets for any unlawful or unethical purpose is strictly prohibited. Such payments are also improper if they are made by an employee, commissioned agent, consultant or other third party on Prime’s behalf.
Appropriate service and coverage

Prime makes decisions about the pharmaceutical products that we place on our coverage recommended drug lists (formularies) through two committees: our independent National Pharmacy and Therapeutics Committee (P&T Committee) and our National Business Committee (Business Committee).

The P&T Committee evaluates drug efficacy and safety and other clinical considerations.

The Business Committee approves the formularies based on clinical considerations along with cost and utilization data.

Utilization Management decision-making is based on appropriateness of care and service and existence of coverage.

Prime does not specifically reward practitioners or other individuals for issuing denials of coverage.

Financial incentives for utilization decision makers do not encourage decisions that result in underutilization.

Antitrust

We are committed to complying with all antitrust laws. These laws prohibit such things as price fixing, market allocation, group boycotts, price discrimination and monopolization. In general, antitrust laws are designed to prevent one business from gaining an unfair advantage and forcing other businesses out of the marketplace. All Prime employees are required to avoid even the appearance of anticompetitive conduct.

Penalties for antitrust violations can be severe. Violations of federal and state laws may result in civil and criminal liability.

Q: I have a great idea for a public awareness campaign about a prescription drug issue. I have contacts in the industry, including Prime’s competitors. Can I reach out to them and suggest a collaborative project?

Collaboration with competitors can create legal risks. Talk to the legal department before you do anything.
Price fixing

One of our most important decisions involves the pricing of our products and services. We must make these decisions on our own. We can’t collaborate with, or talk to, our competitors about this. We must not engage in conduct that creates the appearance of price fixing.

You may not exchange, consult, discuss, create or participate in any understanding, agreement, plan or scheme with any competitor about:

→ Prime’s prices or competitors’ prices
→ price policies
→ fees
→ terms or conditions of sale of any service or product

It does not matter if an agreement is direct or implied, formal or informal, oral or written — it is wrong and absolutely prohibited.

Business gatherings are fertile ground for conduct that might be perceived as unlawful. Trade and professional association meetings, conventions and seminars are of particular concern because they are generally attended by competitors. If you attend these gatherings, don’t discuss prices or fees at any time. If someone brings up the topic, excuse yourself from the conversation.

Q: I’m a senior level account manager. I have good relationships with my counterparts at Prime’s competitors. We socialize at conferences and catch up on market trends. Is there anything wrong with that?

Possibly. The risk of talking about prohibited topics, like prices or fees, with competitors is high at conferences and seminars. Review the Code of Conduct’s section on antitrust and price fixing before attending. If a competitor brings up a prohibited topic, make it clear you cannot discuss that topic and excuse yourself from the conversation.

Market allocation and other agreements restraining trade

As a general rule, certain types of understandings or agreements between businesses are suspect. These include agreements not to do business with others, and agreements not to do business or deal in particular territories that are otherwise authorized by law.

Agreements not to do business with others and not to do business or deal in particular territories may be unlawful. It doesn’t matter if they are written or unwritten, formal or informal, understood or implied. And, it doesn’t matter if they are made with a competitor or customer.

Always consult with the legal department before talking about or entering into any agreement not to do business with others or not to do business or deal in particular territories.
Interacting with the government

We work with a number of employees and representatives from federal, state and local
governments. They include, but aren’t limited to, officials from the:
→ Office for Civil Rights
→ Centers for Medicare & Medicaid Services (CMS)
→ Drug Enforcement Administration (DEA)
→ state departments of insurance and boards of pharmacy

Special rules apply when working with government officials. You must adhere to Prime’s
rules and policies concerning working with government officials, as outlined in the Code.
If you have any questions, contact the compliance or legal department.

For additional guidance on interactions with the government, see the Code section called
Doing business with the U.S. government.

Medicare and Medicaid
participation

We administer the pharmacy benefit for our clients’ Medicare and Medicaid products. We must
follow all applicable federal Medicare and Medicaid laws and regulations and all applicable
state Medicaid laws and regulations. Everyone who works at Prime is required to complete
the Compliance Program training modules. This training includes information about Prime’s
Fraud, Waste and Abuse Program.

To learn more about Medicare and Medicaid laws or regulations or for more information on
Prime’s Fraud, Waste and Abuse Program, contact the compliance department.

FEP contract

Prime contracts with the BCBS Association (BCBSA) to provide specialty pharmacy services
and related pharmacy benefit management services to BCBSA’s Federal Employee Program
(FEP). BCBSA’s FEP plan is part of the Federal Employee Health Benefit Program (FEHBP)
that provides health benefits to many federal government employees and is managed
by the U.S. Office of Personnel Management (OPM). At Prime, we must follow all laws,
regulations and other requirements specific to our FEP contract.

Bribery

You may not personally, or through Prime, give or promise to give anything of value to any
government official or agent in order to obtain business or special treatment for Prime.

Anti-kickback laws

A kickback is any money, fee, commission, gift or anything of value that is given in
exchange for improperly obtaining or rewarding favorable treatment in connection with
government contracting. Two federal laws govern kickbacks.

The federal Anti-Kickback Statute is a criminal law that prohibits anyone from knowingly
or willfully soliciting, receiving, offering or paying compensation in exchange for referrals
or the purchase of any item or service that may be paid for in whole or in part by a federal
health care program (for example, Medicare or Medicaid).
There is also an Anti-Kickback Act that prohibits an employee of a government contractor or subcontractor to give, attempt to give, accept or attempt to accept any money, fee, commission, gift or thing of value for the purpose of improperly obtaining or rewarding favorable treatment in connection with a government contract or subcontract (for example, FEP). Its purpose is to ensure fair and equal competition and prevent improper favorable treatment in connection with contracts and subcontracts at all tiers.

If you have a question about whether anything could be construed as a kickback, please contact the legal or compliance department or call the Anonymous Compliance Hotline.

### Individuals or entities excluded from participation in government programs

Individuals and entities that have participated in abuse, fraud or other illegal activities in the past cannot participate in or contract for items or services payable by Medicare, Medicaid or other government programs. This is a government rule.

Prime’s policy is not to employ, contract or work with any individual or entity that the federal or state governments have excluded from participation in government programs or contracts.

### Political activity and contributions

Prime supports your right to vote and be active in the political process. But, some laws restrict the use of corporate funds in connection with elections. You should not:

- Include, directly or indirectly, any political contribution on expense accounts or in any other way cause Prime to reimburse you for that expense.

The cost of fundraising tickets for political functions is considered a political contribution. Including the cost of any such fundraising dinner on an expense account, even if business is discussed, is against Prime policy.

- Use any Prime property, facilities or employee time for any political activity, as prohibited by law. Examples of prohibited conduct include:
  - using a Prime administrative support staff member’s time to send invitations for political fundraising events
  - using your office telephone to make politically motivated requests
  - letting political candidates use our facilities or meeting rooms for campaign purposes
  - loaning company property to anyone to use in connection with a campaign

Prime may host candidate forums and appearances by public officials for the education and benefit of employees.

**Q: I’m running for a city council seat. Are there any rules at Prime about running for office?**

*There are laws that restrict the use of corporate funds in elections. While Prime encourages employees to be active in their communities, you may not use any of Prime’s resources to help you, like a phone, email, copiers, etc.*
Doing business with the U.S. government

Prime must follow special rules when we do business with the U.S. government. These rules apply whether Prime contracts with the government directly or indirectly as a subcontractor through a client.

These rules are often different from, and may be more restrictive than, the rules that apply to Prime's commercial business. As a government contractor or subcontractor, Prime must follow these special requirements.

In addition to the rules described in other sections of the Code, the following rules apply when Prime does U.S. government-related business:

1. **Offering gifts and gratuities.** Gifts or business courtesies should not be offered to U.S. government employees.

2. **Hiring former and current government employees.** Many laws restrict the timing of employment discussions between U.S. government employees and government contractors. “Revolving door” restrictions limit the types of activities that some former government personnel can perform in the private sector. Any discussion with current government employees about employment must be pre-approved by the legal department.

3. **Procurement integrity.** During the competitive procurement process, Prime cannot ask the government for or obtain certain types of restricted source selection information or contractor bid or proposal information, unless that information is released to all competitors.

Source selection information are the criteria a federal agency uses to evaluate bids or proposals, including:

- previously submitted bid prices, proposed costs or prices
- source selection or technical evaluation plans
- technical, cost or price evaluations of proposals, or rankings of bids, proposals or competitors
- reports and evaluations of source selection panels, boards or advisory councils
- other information marked as “source selection information”
Contractor bid or proposal information is non-public information submitted by bidders to a federal agency as part of a bid or proposal, including:

→ direct and indirect costs, pricing data, and labor rates
→ proprietary information
→ other information marked as “contractor bid or proposal information”

Prime must take steps to confirm it is authorized to receive information provided by government employees or third parties, including consultants. If you ever believe you might have received information you should not have, contact the legal department.

4. **Contingent fees.** Contingent fees, which include commissions, or percentage, brokerage, or other fees that depend on the success of a person or company in securing a government contract, should not be paid to outside consultants. Federal law generally prohibits this, because this arrangement may lead to attempted or actual exercise of improper influence.

5. **Suspected, debarred, or ineligible contractors.** U.S. government contractors and subcontractors are generally prohibited from doing business with companies and individuals debarred, suspended, proposed for debarment, or otherwise declared ineligible to receive government contracts. Prime will not knowingly form a new contract with, make a new purchase from, or enter into a new business relationship with any individual or company included on the Government’s Excluded Party List System found at www.sam.gov.

6. **False claims and statements.** It is against the law for a government contractor or subcontractor to submit false claims and false statements to the U.S. government. To that end, any information you provide to the government must be complete, current, honest and accurate.

For additional guidance on interactions with the government, see the Code section called Interacting with the government.
Maintaining accounting and Records and Information Management (RIM) policies

Proper accounting

We maintain rigid internal controls so that all transactions are properly executed and recorded. Our accounting system includes written policies and procedures and an annual financial audit by an outside audit firm.

We must not improperly influence, manipulate, or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of Prime’s books, records, processes, or internal controls.

You must adhere strictly to Prime’s accounting policies. No secret or unrecorded funds or assets may be created or maintained for any purpose. In addition, you should never make false entries in the books for Prime transactions or the use of corporate assets. You should never conduct any transaction that could involve the creation of a false entry. Financial reports and documents must be full, true, fair, accurate, timely and understandable.

The federal government has special laws and regulations regarding cost accounting and cost charging. You are expected to fully adhere to these requirements.

Q: I have been asked to sign a financial report that I believe contains inaccuracies. What should I do?

If there are inaccuracies in the report, they need to be corrected. You can address the situation by:

- talking to your manager or supervisor
- contacting your human resources manager
- notifying the compliance or legal department or the chief compliance officer
- calling the Anonymous Compliance Hotline at 800.474.8651

Accounting practice complaints

Concerns regarding our accounting, internal accounting controls or auditing matters should be addressed to the chief executive officer, chief financial officer, chief compliance officer, legal department or compliance department. If you believe it appropriate, you may contact the chair of the Compliance and Audit Committee.

You can make an anonymous report by internal or external mail, or call the Anonymous Compliance Hotline at 800.474.8651. All complaints will be noted, retained and treated seriously.

Labor and materials costs

Labor and materials costs should always be charged accurately and to the appropriate cost center or account, regardless of the financial status of the related program, project or contract, or the budget status of a particular account or line item.

Timesheets and all other business records should be complete and accurate. Falsification of timesheets or other records is strictly prohibited.
Correction of timesheets or other records may only be done in accordance with established procedures, including proper documentation and required approvals.

Q: In December I received an invoice from one of Prime's vendors for services provided during the current year. My department is under pressure to meet the current year's budget. Under the standard payment terms with the vendor, the invoice is not required to be paid until February of the following year. Can I delay sharing this information with Finance until January since Prime would still be able to meet required payment terms with the vendor?

No. The right action to take is to share this information with Finance in December. Financial records must be timely and accurate. All goods and services must be accounted for in the period during which they are received. All financial transactions must be immediately communicated to Finance. This assures timely and accurate accounting and appropriate management of financial implications to Prime. Examples of financial transactions include invoices, checks, physical receipt of goods, credit or debit memos, or other similar documents.

Falsification of records

We are required by applicable law to make sure that Prime's books and records accurately reflect the true nature of the transactions that have taken place. It is against our policy for anyone to cause our books and records to be inaccurate. Some examples include, but aren't limited to:

→ making records appear as though payments were made to one person when, in fact, they were made to another individual
→ submitting expense accounts that do not accurately reflect the true nature of an expense
→ creating any other records that do not accurately reflect the true nature of a transaction

A strict standard of integrity is necessary to protect the business and financial aspects of Prime and the interests of Prime's officers, directors, employees, contractors, agents, consultants, vendors, or third parties acting on our behalf, providers and related business customers and their members. Fraudulent activity of any kind will not be tolerated and will be grounds for immediate termination of employment.

Records and Information Management (RIM) policies

Our RIM policies require that we:

→ use a consistent, cost-effective, company-wide RIM program
→ comply with state and federal laws and regulations, as well as legal requirements related to litigation, government investigation and auditing
→ assist business operations to maintain relevant information
→ maintain only official records and discard convenience copies (e.g. drafts, previous versions) when they are no longer needed
→ place data in the appropriate storage location for retention
→ delete data after the period of time set by the Data Deletion Schedule, unless subject to a legal records hold
Code of Conduct

**RIM program roles and responsibilities**
To accomplish the work, support networks have been developed to assist you and assure Prime maintains compliance.

**Records and information ownership**
Prime owns information, including records, that are used in its business. The author or keeper of the information does not. You have no personal or property rights to Prime information, including that which you helped create. All Prime information must remain on the company premises or at other approved locations. You may not store information or any copies of records at your home, except for pre-approved, temporary purposes.

**Records and information creation**
All information, including records, should be created with the specific intent to communicate or document business matters. Use discretion and professionalism when creating information so that it properly reflects our position. Avoid language that could be misinterpreted. When creating information which may involve potential compliance issues, you should draft it with the knowledge that it may need to be provided during litigation or made public. Contact the RIM or the compliance department if you have questions.

**Data placement and retention**
All data, including records, must be placed in the appropriate storage location for retention. Individuals should only store work in progress files to their home (H) or computer hard drive (C). Records stored in paper or shared drives should be managed by your department. Corporate systems are governed by the RIM program in concert with your business unit and Prime IT. If data is not placed in the appropriate storage location, Prime has the right to remediate or delete data.

**Data deletion—Prime’s Data Deletion Schedule**
All data must be deleted in accordance with the Data Deletion Schedule. Data subject to a legal records hold must be retained indefinitely until instructed otherwise by Prime’s legal department.

- Look it up: To learn about the RIM Program and Data Deletion Schedule and to identify your Department Records Coordinator, review the Records and Information Management section at PrimeToday.info.

- Look it up: Review the Email and Instant Message Management Policy for more information. You’ll find it in the “Policies” section at PrimeToday.info.
Creating a safe and healthy work environment

In the United States, federal, state and local regulatory agencies exist to ensure workplace safety, employee health and environmental protection.

Prime complies with the laws and regulations imposed by these agencies. Prime also cooperates with agency inspection and enforcement staff. Notify the legal department or compliance department immediately if you are contacted by any regulatory or enforcement agency related to workplace safety, employee health or environmental protection.

Workplace violence

Prime is committed to providing a safe and healthy work environment that is free from intimidation, threats and acts of violence. Workplace violence includes:

→ threatened violence
→ any type of violent or threatening behavior
→ actual infliction of physical violence
→ possession or use of firearms or other weapons on work premises

Acts or threats of violence or possession of firearms or any other weapons on work premises is strictly prohibited.

Equal employment opportunities

Prime is committed to the fair and equal treatment of all persons in all aspects of employment and the employment process and provides equal employment opportunities to all employees and qualified applicants regardless of race, color, religion, sex, sexual orientation, gender identity or expression, genetic information, marital status, familial status, national origin, age, disability, veteran status, public assistance status, membership or activity in a local commission, or any other legally protected class under federal, state or local law. Prime’s commitment to equal employment opportunity is further demonstrated by its affirmative action plan, which has the full support of Prime’s CEO, as well as the entire management team.

In addition, Prime makes reasonable accommodations to qualified individuals with disabilities, unless doing so would impose an undue hardship.

Look it up: Review the Equal Employment Opportunity Policy for more information. You’ll find it in the “Policies” section at PrimeToday.info.
Segregated facilities and activities

All Prime facilities and company activities will be non-segregated. This means that activities at all facilities and company activities shall be maintained without regard to race, color, religion, sex, sexual orientation, gender identity or expression, genetic information, marital status, familial status, national origin, age, disability, veteran status, public assistance status, membership or activity in a local commission, or any other legally protected class under federal, state or local law.

Look it up: Review the Prohibition of Segregated Facilities and Activities Policy for more information. You’ll find it in the “Policies” section at PrimeToday.info.

Harassment

Prime is committed to making sure that everyone is treated with respect, dignity, and courtesy so that the workplace is free from unlawful discrimination and harassment, or conduct that is intimidating, hostile or offensive to any reasonable person. Prime strictly prohibits harassment and other inappropriate conduct that is based on race, color, religion, sex, sexual orientation, gender identity or expression, genetic information, marital status, familial status, national origin, age, disability, veteran status, public assistance status, membership or activity in a local commission, or any other legally protected class under federal, state or local law.

The successful achievement of a discrimination and harassment-free work environment requires maximum assistance and cooperation of every employee. You must perform your job responsibilities in a manner that demonstrates respect, dignity, and courtesy for all.

If you witness or are subject to any form of discrimination or harassment at work, you are encouraged to object and ask the person who is engaging in such behavior to stop. Additionally, you are strongly encouraged to promptly notify human resources, your supervisor or the compliance department regardless of any attempt to resolve the situation independently. You can also call the Anonymous Compliance Hotline at 800.474.8651 to report the conduct.

Q: One of my co-workers likes to tell ethnic jokes. How can I get this to stop?

Prime prohibits this type of behavior. You should tell the person to stop. If you aren’t comfortable doing this, or if you already have and the person will not stop, you can get help by doing any of the following:

- talk to your manager or supervisor
- contact your human resources manager
- notify the compliance or legal department
- call the Anonymous Compliance Hotline at 800.474.8651
Alcohol and drug-free workplace

Prime is committed to protecting the safety, health and well-being of all employees and other individuals we come in contact with when performing work on behalf of Prime.

Accordingly, we have established and administer a drug-free and alcohol-free workplace policy to maintain a workplace free from the use and abuse of drugs and alcohol.

Employees are required to report to work in a condition in which they are able to safely perform assigned duties. When appropriate, Prime will notify local law enforcement if there is reason to suspect that an employee has illegal drugs in his/her possession at work or on company property.

In order to maintain a safe work environment, we require every employee, as a condition of employment, to participate in pre-employment drug testing. Prime may also require an employee to be tested during employment if management reasonably suspects an employee is under the influence of drugs or alcohol while at work.

Look it up: Review the Alcohol and Drug-Free Workplace Policy for more information. You'll find it in the “Policies” section at PrimeToday.info.

Computer use

You are responsible for exercising good judgment regarding the reasonableness of using Prime's computers for personal use. Any data created on Prime's computer systems and network systems is Prime property. You should have no expectation of privacy in any data you create, receive, send, or store on a Prime device, whether or not the matter is designated as private or confidential. Prime monitors its computer systems and may read and copy any and all files or data contained on any computer at any time and without prior notice.

Inappropriate computer use can expose Prime to risks including malware and ransomware attacks which could compromise our network.

Under no circumstances are you allowed to engage in any activity that is illegal under local, state, federal or international law while using a Prime computer system.

Look it up: Review the Acceptable Use Policy for more information. You can find it through the “Policies” section at PrimeToday.info.
Email and instant messaging use

The purpose of email and instant messaging is to facilitate business communications. Instant messaging, an online collaboration tool, should not be used for formal business communications or to document business decisions. Prime has the right to monitor email and instant messaging communications without notice. You should have no expectation of privacy when sending or receiving emails or instant messages on Prime’s email and instant messaging system.

Q: Family members send me emails at work and sometimes call me on my company phone. Is this okay?

Occasional personal use of Prime’s email and phone systems is allowed, as long as you use good judgment. Your personal use should be consistent with the Code and Prime’s policies and procedures. Personal use should not interfere with your work.

Look it up: Review the Email and Instant Message Management Policy for more information. You’ll find it in the “Policies” section at PrimeToday.info.

Cloud storage use

You are not allowed to use personal cloud storage services (for example, Evernote, Dropbox, iCloud, and Google Docs) for storage of Prime information. You are not allowed to use personal email applications (for example, Gmail) to send or store Prime information. Any use of these services to conduct Prime business is prohibited. Access to these services from Prime’s network is not guaranteed and may be monitored, removed or otherwise blocked without notice.
Prime’s Compliance Program

Prime strives to comply with all applicable local, state and federal laws.

In particular, when we do business through the government via Medicare, Medicaid or the Health Insurance Marketplace, we must follow Medicare and Medicaid laws and regulations as well as the Affordable Care Act.

The Compliance Program establishes an ethical standard for all activities and business practices. You must strictly adhere to these standards.

The compliance department provides ways for you to report suspected violations of the Code without fear of retaliation or retribution. You are required to report all suspected or actual instances of violations of the Code, our policies and local, state and federal law.

Reporting options include:
→ talk to your manager or supervisor
→ contact human resources
→ call the Compliance Question Line: 612.777.5523
→ contact the compliance department at compliance@primetherapeutics.com
→ contact the legal department
→ contact the ethics officer
→ contact the chief compliance officer
→ call the Anonymous Compliance Hotline at 800.474.8651

You can report without fear of retaliation or retribution.

Exceptions and amendments

In the event that an exception or an amendment of the Code is necessary, contact the chief compliance officer. The Code and the Compliance Program may be updated as needed.
Non-retaliation

We are committed to maintaining a culture that promotes the prevention, detection and correction of instances of conduct that do not conform to law, regulation, policies and procedures or the Code. We understand that if you feel that you will be punished, you may not report concerns as is necessary under the Code and our policies, so achievement of this commitment requires promoting a culture where you feel comfortable speaking up when you suspect illegal or unethical conduct without fear of retaliation.

We strictly prohibit any form of unlawful retaliation against anyone who

→ reports concerns in good faith
→ participates in a company investigation
→ refuses to participate in suspected improper or wrongful activity
→ engages in other legally protected activity

In particular, employees are protected from retaliation for False Claims Act complaints.

Q: If I call the Anonymous Compliance Hotline about a Code violation, can my supervisor fire me?

No. If you report a suspected Code violation in good faith, your supervisor is prohibited from firing you or retaliating against you in any way because of your report.

Q: I'm worried that a disgruntled employee I supervise might make a false report about me to the hotline. Can he be disciplined if he does?

Yes. Employees are required to bring all integrity concerns forward. They will not be disciplined for concerns reported in good faith, even if those concerns are not, in the end, Code violations. But, if someone knowingly or maliciously makes a false report of a Code violation, that person may be disciplined.

Look it up: For more information on Prime’s non-retaliation policy, review the Anti-Retaliation Policy. You’ll find it in the “Policies” section at PrimeToday.info.
Investigations

Prime takes all reports of suspected violations seriously. We investigate reports of improper behavior or a violation of the law, the Code or our policies as required and take prompt and appropriate actions as necessary based on investigation findings. If you are asked to participate in an investigation, you are required to cooperate.

Q: I called the Anonymous Compliance Hotline with a concern. I know it’s being investigated because some of my co-workers have been interviewed. I’m interested in knowing the results, but I can’t act too interested in it because I don’t want anyone to know I was the one who called. Will I be told what the outcome of the investigation is?

It’s understandable that you would like to know the outcome of your call. Investigations are handled discreetly and professionally. Many times the details are confidential. Feedback to you may be limited because Prime is required to protect the rights of everyone involved. Often, we are able to share a general summary of the outcome with you, after the investigation concludes. You should communicate your interest in a summary when you call the hotline. You may need to check in again if the investigation isn’t finished yet.

Corrective actions

You are expected to perform all assigned tasks and responsibilities to meet all job expectations and standards in a manner that adheres to the Code, our policies and all applicable laws, rules and regulations. Failure to do so is grounds for corrective action including, but not limited to:

→ performance counseling or re-training
→ warnings (verbal, written and final written warnings)
→ performance improvement plans
→ suspensions
→ termination

Corrective actions do not need to be taken in any particular order and may include any or all of the steps outlined above. Additionally, steps may be skipped based on the circumstances.

Look it up: For more information on corrective actions, review the Performance Counseling and Corrective Action Policy. You’ll find it in the “Policies” section at PrimeToday.info.
Code of Conduct

Reporting violations

The Code is a guide to conducting business in an ethical manner at Prime. You have direct, personal responsibility for following the Code. If you’re not sure, ask for help or clarification to avoid unethical or illegal business conduct. If you encounter situations that are not specifically addressed in the Code or our policies, first apply the Code’s general philosophy and concepts to the situation. Use the Ethical Decision Guide found in the Code.

You also have a duty to report any activity that you believe is or may be a violation of the Code, Prime’s policies or laws regulating our business, and suspected instances of fraud, waste and abuse. Reporting violations is expected, accepted and protected behavior here at Prime.

Reporting options include:

→ talk to your manager or supervisor
→ contact human resources
→ call the Compliance Question Line: 612.777.5523
→ contact the compliance department at compliance@primetherapeutics.com
→ contact the legal department
→ contact the ethics officer
→ contact the chief compliance officer
→ call the Anonymous Compliance Hotline at 800.474.8651

You can report without fear of retaliation or retribution.

You can also send the information in a confidential envelope to the compliance department, ethics officer, or chief compliance officer. You don’t need to identify yourself, unless you want to.

The list above may be updated periodically. You can find it on Prime’s intranet, PrimeToday.info.
Do you have an ethical decision to make about your own or someone else’s activity? Before you act, follow these steps.

**RULES**
- Is it legal?
- Is it consistent with Prime’s Code of Conduct?
- Does it comply with Prime’s policies and procedures?

**VALUES**
- Does it support Prime’s values and culture?
- Is it consistent with core principles of honesty, integrity and respect?
- Would it meet the expectations of Prime’s clients and members?

**IMPACT**
- Would you have no concerns if this were in the news or became a social media post?
- Would you feel comfortable explaining your decision to your family?

The decision to move forward seems appropriate.
You may choose to confirm your decision with your manager or the Compliance Department.

Contact your manager, Human Resources, the Compliance Department or the Anonymous Hotline. Contact information is on Prime Today.