

Code of Conduct

The decisions you make. The actions you take.



A message from the CEO

At Prime, we're united by a shared purpose to reimagine pharmacy solutions to provide the care we would want for our loved ones. Every day, I'm inspired by the passion and integrity each of you brings to this mission. It's what makes Prime not just a workplace, but a community built on trust and accountability.

As we continue to grow and innovate, our commitment to ethical behavior remains our compass. The choices we make shape our reputation and define who we are as an organization. That's why our Code of Conduct is so important. It's a reflection of our values and a guide to help us navigate challenges with clarity and confidence.

Whether you're facing a tough decision or simply want to ensure you're on the right path, I encourage you to turn to the Code. It's there to support you. And remember, speaking up and asking questions is a strength, not a weakness. We all play a role in fostering a culture where integrity leads the way.

Thank you for your continued commitment to do what's right. It's that dedication that keeps Prime strong, trustworthy and ready for the future.

Warm regards,

Mostafa Kamal

President and CEO



A message from the chief compliance officer

At Prime, our commitment to ethics and integrity is more than a standard; it's a shared responsibility that defines how we work, how we lead and how we serve. I'm honored to support an organization where doing the right thing is not just encouraged but expected.

Compliance is about making thoughtful, principled decisions every day. We all own compliance. Our Code of Conduct is a vital resource that reflects our values and helps guide us through complex situations. I encourage you to use it often and lean on it when you need clarity.

If you ever have questions or concerns, know that the compliance team is here to support you. We also offer a confidential Compliance Hotline, where you can speak up safely and anonymously. Every voice matters, and every concern will be taken seriously.

Each of us plays a critical role in protecting Prime's reputation and fostering a culture of trust. Thank you for your continued commitment to ethical behavior and for helping us build a workplace where integrity leads the way.

Sincerely,

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Chief Compliance Officer

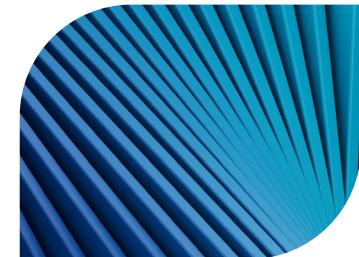


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Introduction

How we do business

At Prime Therapeutics (Prime), our purpose is to reimagine pharmacy solutions to provide the care we would want for our loved ones. As we fulfill that purpose, we conduct our business ethically, consistent with applicable laws and regulations.

Each of us is essential to our culture of compliance and ethics. You contribute through the decisions you make and the actions you take every day. This includes making ethical decisions, acting with integrity and seeking to always do the right thing for those we serve. Being ethical is a part of who we are and how we behave.

Purpose of the Code

Our Code of Conduct (the Code) is your guide for doing business at Prime in an ethical way that is consistent with applicable laws, regulations and company policies. It lays the foundation for ethical business practices and provides clear guidance when the appropriate course of action is not clear.



Introduction (continued)

Your responsibilities

The Code applies to all divisions, entities, affiliates and subsidiaries and to all employees, contractors, officers and directors.

We all have a responsibility to uphold Prime's culture commitments and always treat each other and our clients with respect. That includes the following:

- **Act ethically:** Demonstrate integrity and do what's right for those we serve.
- **Follow the law:** Understand and follow the laws and other requirements that apply to your job and our business.
- **Follow the Code and policies:** Read the Code and know the policies that apply to you and your job.
- **Ask for help:** When the answer is unclear, ask for guidance before taking action.
- **Speak up:** Voice compliance and ethics concerns right away.

Compliance with the Code is a condition of your employment. You are personally responsible for being familiar with the Code. The Code does not constitute a contract or guarantee of employment for any period of time or create any specific employment relationship.

Additional responsibilities for managers

If you supervise others, you have additional responsibilities.

- **Be an example:** Model Prime's values and commitment to compliance.
- **Set expectations:** Reinforce the importance of compliance and ethics.
- **Foster open communication:** Make ethics conversations part of your routine.
- **Understand your resources:** Know who to contact for compliance and ethics guidance.
- **Take action:** Address compliance and ethics concerns immediately.
- **Ensure no retaliation or intimidation:** Never retaliate or intimidate — or allow others to do so — for good-faith reporting.

Introduction (continued)

Reporting methods

There are several ways to ask questions or to report a compliance or ethics concern. All good-faith reports can be made without fear of intimidation, retaliation or retribution. You can contact:

- Your supervisor or manager
- Human resources
- Our privacy officer
- Our chief compliance officer
- The legal department

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Reporting a concern:

- Describe the situation in detail and how it occurred.
- Share the names of individuals involved.
- Note when and where the event(s) occurred.
- State whether you witnessed the situation or if someone shared it with you.
- Identify any relevant documents and their location.

Anonymous resources:

24-hour Anonymous Compliance Hotline

- **Phone:** 800.474.8651
- **Email:** Reports@Lighthouse-Services.com
- **Website:** Lighthouse-Services.com/Prime
- **Mobile app:** App Store > Anonymous Reporting (Lighthouse) > Download app > Keyword "prime" > Select "save"

Non-anonymous resources:

Compliance department

- **Email:** Compliance@PrimeTherapeutics.com
- **Phone:** 612.777.5523

Fraud, Waste & Abuse (FWA) Tip Hotline

- **Email:** FraudTipHotline@PrimeTherapeutics.com
- **Phone:** 800.731.3269
- **Medi-Cal Rx FWA Tip Hotline:** 1.800.375.1251 (TTY 711)

Privacy

- **Email:** Privacy@PrimeTherapeutics.com
- **Phone:** 888.849.7840
- **Web:** From the PrimeToday homepage, click on "Report a disclosure" to access the Compliance 360 (C360) disclosure form.

Introduction (continued)

Anti-retaliation

Prime strictly prohibits any unlawful retaliation or intimidation against anyone who:

- Reports concerns in good faith
- Participates in a company investigation
- Refuses to participate in suspected improper activity
- Engages in other legally protected activity

You have a duty to bring all compliance and ethics concerns forward. You will not be disciplined or terminated for concerns reported in good faith, even if those concerns are not, in the end, compliance and ethics violations.

For more information, see our Anti-Retaliation Policy.

Investigations

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

Corrective action

As you perform your job, you are expected to follow the Code, our policies and procedures, as well as all applicable laws and regulations. Failure to do so may result in corrective action, such as:

- Performance counseling or retraining
- Warnings (verbal, written and final written)
- Performance improvement plan
- Suspension
- Termination

Corrective action does not need to be taken in any particular order and may include any or all of the steps outlined above.

For more information, see our Performance Counseling and Corrective Action Policy.

Assets and information

We all have a responsibility to protect Prime's assets. They should only be used for valid business purposes.

Prime's assets include:

Physical items:

- Equipment
- Financial assets (for example, cash and investments)
- Office supplies

Information:

- Business strategies and plans
- Financial data
- Intellectual property
- All other data and business records

Confidential and proprietary information

Prime's information

Prime's confidential information is important to our business. We are all responsible for protecting our confidential information from theft, misuse and improper disclosure. **As a general rule, assume that all information is confidential, proprietary and nonpublic.** Don't share it or talk about it with anyone other than Prime employees — and then, only as needed for performing your duties.

If you no longer work at Prime, you may not use, keep or share any of our confidential information.

What you need to do

- Access only the information necessary to do your job.
- When discussing confidential information, pay attention to your environment and be mindful of others who could overhear your conversations.
- Do not leave confidential information in a place where unauthorized people have access to it.

Examples of Prime's confidential information:

Nonpublic information about:

- Prime, its subsidiaries and its business
- Prime's customers and owners
- Patients, members, claims or providers
- Prime employees, contractors, officers and directors
- Prospective customers, investors or other third parties
- All other records, documents, electronic communications or any other information that is confidential, proprietary or nonpublic

For more information, see our Confidential and Proprietary Information Policy.

Competitor and third-party information

You may come in contact with confidential information about other companies. You should respect the confidential and proprietary information of other companies, even if that information is received as part of your work for Prime.

Assets and information (continued)



Can use

Publicly available information, such as nonconfidential information from industry experts and other third parties.



Cannot use

Confidential information from a previous employer in your work at Prime. You also cannot lie, deceive, misrepresent yourself or use invasive techniques to obtain unauthorized access to information.

For more information, see our [Information of Competitors and Third Parties Policy](#).

External communication

We shape Prime's reputation with what we do and say every day. Our reputation is affected by what people hear about us, either directly or through the media. We must make sure our external communications are coordinated and consistent.

What you need to do

Contact our public relations team if you are approached:

- By the media
- By a vendor for a testimonial
- By a professional industry newsletter, website or similar publication for an interview

For more information, see our [Media Relations Policy](#).

Social media

Your social media activity is subject to Prime's policies. Those policies apply when you are posting, blogging or tweeting about anything relating to or referencing Prime, even if it's outside of designated work hours and from your personal device.

Situations that require prior written approval:

- Representing that you are authorized to speak on behalf of Prime or that Prime has reviewed and approved your content
- Posting photographs or videos of the nonpublic areas of Prime's premises
- Sharing financial or operational information
- Using Prime's brand (e.g., name, logo or graphics) in a way that suggests that you are representing Prime

When posting on your personal social media accounts, you can share that you work for Prime. You may only state that you are speaking for Prime if you have received approval to do so.

For more information, see our [Social Media Policy](#).



Assets and information (continued)

HIPAA and privacy

We are all required to follow the Health Insurance Portability and Accountability Act (HIPAA) Privacy and Security Rules and applicable federal and state privacy and data protection laws and regulations. HIPAA has strict requirements around the use and disclosure of protected health information (PHI). You can only access or use the minimum PHI that is reasonably necessary for you to do your job.

What you need to do

- Protect PHI.
- Keep PHI confidential.
- Access or use PHI only when necessary to perform your job duties.
- Immediately report any potential HIPAA violations to the privacy team.

For more information, see our Privacy policies.

Data security

You play a very important role in protecting Prime's information technology systems and data.

What you need to do

- Keep your user ID and passwords private (don't write them down or share them).
- Lock your computer when stepping away to prevent unauthorized access.
- Don't leave your laptop or device unattended in public areas.
- Only use Prime-approved and Prime-supplied portable media.
- Only use the Prime-approved mobile email application.
- Don't attempt to circumvent security controls.

For more information, see our Information Security policies.

Employee and contractor data protection

Prime collects necessary personal information for recruitment, employment or work-related purposes and complies with applicable federal and state privacy and employee data protection laws and regulations. Through your role, you may have access to the personal information of Prime employees, employee family members or dependents, or contractors and are required to safeguard this data by complying with all Information Security, Privacy and Human Resources policies regarding the use and protection of data. Report all potential violations to the privacy team right away.

For more information, see our Personnel Privacy Policy.

Computer use

Any data created on the company's computers is Prime's property. This includes data you create, receive, send or store on a Prime device. We monitor our computer systems and may read and copy any files or data on any computer at any time without prior notice. You can use Prime's computers for personal use but should not expect personal documents to be considered private — even if they're marked private or confidential. You cannot engage in any activity that is illegal while using a Prime computer system.

For more information, see our Acceptable Use Policy.

If you believe an action should not be allowed based on our defined policies, report it immediately to the information security team.

Assets and information (continued)

Email, instant messaging and personal device communication

The purpose of email and instant messaging is to facilitate business communications. Instant messaging or personal device communication (e.g., SMS, iMessage, WhatsApp, etc.) should not be used for formal business communications or to document business decisions.



Can use

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.



Cannot use

You cannot access personal cloud storage and email services (e.g., Dropbox, Google Docs, iCloud, Gmail and Hotmail) on Prime equipment. You are not allowed to use personal email applications (e.g., Gmail) to send, forward or store Prime information, including sensitive data.

For more information, see our Data Transmission and Email, Email Management, Teams and Mobile Applications policies.

Enterprise video resources

You are encouraged to use enterprise video resources accessed through your corporate device(s). Use of any type of personal device to photograph or record (either video or audio) in the workplace is strictly prohibited unless expressly authorized. Recording capabilities are allowed without artificial intelligence (AI), with manager approval. If you are granted AI capabilities, there are additional requirements that must be followed.

For more information, see our Enterprise Video and Photographing and Recording in the Workplace policies.

Software licensing

Most of the software we use at Prime is protected by licensing agreements and copyright laws. You are required to adhere to all licensing requirements. Downloading or duplicating software outside the terms the vendor sets may result in personal penalties and/or liability for Prime.

Artificial intelligence

Prime recognizes artificial intelligence (AI) as a powerful tool that can significantly enhance business operations and provide strategic benefits, but it presents potential risks and ethical considerations that require purposeful, responsible and accountable use.

The use of generative AI tools or platforms for any purpose within Prime's systems and/or using Prime's data is strictly prohibited unless prior approval has been obtained in accordance with Prime's AI Policy and through the AI Center of Excellence approval process.

Access to generative AI tools, platforms or related systems is restricted to authorized personnel only who are accountable for ensuring AI content aligns with the organization's values, ethics and quality standards.

For more information, see our Artificial Intelligence Policy.

Assets and information (continued)

Data and business records

Prime uses governance controls throughout the data lifecycle of creation, distribution, use, placement, retention and deletion for all of Prime's data, including business records.

Business records

Business records are defined as the final and complete version of information. They have a long-term retention obligation provided by law or regulation and meet at least one of the three following criteria:

- Provide evidence of meeting legal obligations
- Support business transactions
- Document a business decision

Creation

Data should be created for specific business purposes. You should only create data when necessary due to the nature of Prime's business and the personnel, monetary and governance resources needed to create new data. Any data created on Prime-owned equipment is owned by the company, including data you help to create. Data should be accurate, factual and objective. Fraudulent or illegal activity of any kind is not permitted.

Placement

All data, including business records, must be placed in the approved storage location for retention.

- Store work-in-progress data to your individual OneDrive account or approved collaboration application.
- Save business records to a secured shared drive department folder, SharePoint site or approved corporate application. Saving business records to an individual OneDrive account is not permitted.
- Maintain paper business records at a Prime facility. If you are working from home, discuss with your manager whether you need digital access to the data.
- Consult the Records and Information Management (RIM) department for corporate applications and databases.

Prime can remediate or delete the data if not placed in the appropriate storage location.

Deletion

All data must be deleted in accordance with the Data Deletion Schedule. You must retain indefinitely all data subject to a legal records hold until instructed otherwise by the legal department.

For more information, see our Records and Information Management policies or contact RIM@PrimeTherapeutics.com.

Political activity and contributions

Prime supports your right to vote and be active in the political process.

If you are politically active, remember:

- Political contributions or fundraising tickets are considered personal expenses and cannot be included on a Prime expense report.
- Use of Prime property, facilities or employee time for any political activity is only allowed when you obtain prior written approval from the VP of government affairs or the general counsel.
- Solicitation or distribution of literature for political campaigning or lobbying purposes is strictly prohibited during working time.

For more information, see our [Non-Solicitation and Distribution Policy](#).



Conflicts of interest

Personal conflicts of interest

Each of us must act in the best interest of Prime.

A personal 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. You are required to report all potential conflicts. However, not all conflicts require any action beyond disclosure.

Conflicts can arise in many ways. Common examples may include:

- Outside part-time employment in the health care industry
- A family member with a financial interest in a company that does business with Prime
- A family member who works for a company that competes with Prime
- Investment in a company that provides services to Prime (this does not include investment in mutual funds)
- A second job that interferes with your ability to perform your responsibilities at Prime
- Membership in an external committee that may directly or indirectly affect Prime contracts, clients, providers, members, vendors/subcontractors or employees

What you need to do

- Always conduct yourself in a way that prevents even the appearance of a conflict between your personal interests and those of Prime.
- Complete the annual conflict of interest disclosure form.
- Promptly disclose any potential or actual conflicts during the rest of the year. Even the appearance of a conflict must be disclosed.

For more information, see our [Conflict of Interest Policy: Employees and Contractors](#).

Organizational conflicts of interest

Organizational conflicts of interest (OCI) are situations that can raise questions on fairness within contracting processes and performing under a contract. They occur when an organization may have unequal access to information or a conflicting role in providing goods or services, both of which may provide the organization with an unfair competitive advantage.

Identification

Even the appearance of an OCI could impact the company's ability to be awarded new contracts or maintain current contracts. It is important that potential OCIs are identified and evaluated so appropriate action can be taken to address them.

Conflicts of interest (continued)

OCI can arise due to:

- Unequal access to information, which may occur if the company has or gains access to information not publicly available to competitors, posing a possibly unfair advantage in winning a contract.
- Impaired objectivity, which may occur when evaluating or assessing performance of products and/or services of the company and others within the same organization. This also may involve evaluating products and/or services of competitors.
- Biased ground rules, which may occur when the company is preparing or writing specifications or work statements for a client/customer that is used in the client's/customer's RFP, bid or funding opportunity.

Management

The management of OCI allows the opportunity to continue work for a client, while mitigating or eliminating any potential bias or unfair advantage that may affect or be perceived to affect Prime's efforts to compete for and perform contracts for other clients.

What you need to do

- Immediately report potential OCIs to the compliance department.
- Promptly disclose any relationships, interests, commitments or obligations that may give or appear to give rise to an OCI.

For more information, see our [Organizational Conflict of Interest Policy](#).



Working with suppliers and customers

Ethical relationships

We may purchase goods or services from a supplier who also buys services from us. This is normal and acceptable as long as it remains free from any form of pressure. This means suppliers must not be asked to buy our products or services if they want to become or continue to be a Prime supplier. Also, we should not be asked to do the same by suppliers.

Business courtesies

Prime may give or accept business courtesies to build or strengthen relationships with business partners. Business courtesies may also be given or accepted from potential business partners, but they must be free from influence or the appearance of influence on your business judgment. Business courtesies should never be illegal or violate Prime's commitment to integrity, diversity and mutual respect.



Examples of business courtesies

Gifts

- You may give or accept gifts that are modest in nature and consistent with company policy thresholds.
- Gifts of cash are not allowed in any amount (cash equivalents, such as gift cards issued by a bank or other financial institution, are also not allowed).
- Never give, receive or ask for a gift in return for business.

Business meals and entertainment

- Entertainment and meals offered or accepted must be reasonable, related to a valid business purpose and consistent with company policy thresholds.
- Both you and the business partner must attend the meal and/or entertainment event.
- Business discussions must occur during the meal and/or entertainment event.
- The location should be appropriate for business conversation.

Travel

- You may provide or accept travel for business-related activities where a service or benefit is being offered.
- Accept travel only if others providing the same service are treated equally.

Working with suppliers and customers (continued)

Business courtesies may not be provided to or from

- Government employees and agents
- Members
- Prescribers
- Pharmacies
- Pharmaceutical manufacturers

In addition, giving and receiving honoraria is not permitted.

In limited circumstances, an exception may be appropriate. The Business Courtesies (Gifts, Meals, Entertainment, Travel & Honoraria) Policy provides details regarding the exception process.

For more information, see our Travel, Meals and Entertainment Expense Reimbursement and Business Courtesies (Gifts, Meals, Entertainment, Travel & Honoraria) policies.

Formulary development

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

The P&T Committee evaluates drug efficacy, safety and other clinical considerations. This committee also approves Medicare formularies. The VAC approves the standard commercial formularies, based on clinical considerations and cost and utilization data.

Utilization management coverage decisions

Utilization management decision-making is based on appropriateness of care and service and existence of coverage. Prime does not reward practitioners or other individuals for issuing denials of coverage. Financial incentives for utilization decision-makers do not encourage decisions that result in underutilization.

Improper payments

At Prime, you can't pay customers or prospective customers to get their business. Also, you can't use Prime's funds or assets for any illegal or unethical purpose. This applies to employees or anyone working on Prime's behalf.

Antitrust

Antitrust laws promote fair competition and protect consumers from unfair business practices. In general, antitrust laws are designed to prevent one business from gaining an unfair advantage and forcing other businesses out of the marketplace.

We are committed to complying with antitrust laws. You are required to adhere to fair competition and business practices and avoid even the appearance of anti-competitive conduct. Penalties for antitrust violations can be severe. Violations of federal and state laws may result in civil and criminal liability.

For more information, see our Antitrust Policy.



Antitrust laws prohibit:

- Price fixing
- Market allocation
- Group boycotts
- Price discrimination
- Monopolization

Working with suppliers and customers (continued)

Price fixing

The pricing of our products and services is one of the most important decisions Prime makes. Pricing decisions are proprietary information and cannot be made in collaboration with our competitors.

In addition, you are required to avoid conduct that creates the appearance of price fixing. This means you can't 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 doesn't matter if these discussions are direct or implied, formal or informal, oral or written.

What you need to do

You may attend conferences, seminars or professional gatherings with competitors. You are required to avoid or remove yourself from any discussions about pricing and fees when a competitor is involved.

Market allocation and other agreements restraining trade

As a general rule, certain types of understandings or agreements between businesses may be suspect or even unlawful. These include agreements:

- Not to do business with others
- Not to do business or deal in particular territories that are otherwise authorized by law

This includes agreements that are written or unwritten, formal or informal, understood or implied, and/or 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.

Insider trading

We work with clients, vendors and suppliers who are publicly held. Through your role, you might learn material, nonpublic information about another company, such as merger or divestiture plans, a new product or service offering, or other information that could have an impact on that company's stock. Information you obtained through your role and work with Prime cannot be used for your personal benefit or for the benefit of anyone else.

Interacting with the government

Special rules apply when working with government officials. We work with a number of employees and representatives from federal, state and local governments.

Examples include officials from the:

- Office for Civil Rights (OCR)
- Centers for Medicare & Medicaid Services (CMS)
- Drug Enforcement Administration (DEA)
- State regulatory agencies, departments of insurance and boards of pharmacy
- Office of Inspector General (OIG)
- U.S. Department of Health and Human Services (HHS)
- Center for Consumer Information and Insurance Oversight (CCIIO)

Government programs participation

Prime administers the pharmacy benefit for our clients' Medicare, Medicaid and Health Insurance Marketplace (HIM) programs and products. We are required to follow all applicable federal Medicare, Medicaid and HIM laws and regulations and all applicable state Medicaid and HIM laws and regulations.

In addition, as part of Prime's participation in government programs, all Prime employees are required to complete compliance training, including fraud, waste and abuse (FWA).



Interacting with the government (continued)

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 anything of value given in exchange for improperly obtaining government contracting, or rewarding favorable treatment in connection with government contracting. Kickbacks include the following:

- Money
- Fees
- Commission
- Gifts
- Other items of value

All forms of kickbacks are prohibited.

For more information, see our Anti-kickback Laws Policy.

Anti-kickback statute

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 (e.g., Medicare or Medicaid).

Anti-kickback act

Prohibits an employee of a government contractor or subcontractor to give, attempt to give, accept or attempt to accept a kickback for the purpose of improperly obtaining government contracting, or rewarding favorable treatment in connection with a government contract or subcontract. Its purpose is to ensure fair and equal competition and prevent improper favorable treatment in connection with contracts and subcontracts at all tiers.

Interacting with the government (continued)

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.

Doing business with the U.S. government

As a government contractor or subcontractor, Prime must follow certain rules when doing business with the U.S. government. These rules:

- Apply whether Prime contracts with the government directly or indirectly as a subcontractor through a client
- Are often different from, and may be more restrictive than, the rules that apply to Prime's commercial business

Offering gifts and gratuities. Do not offer gifts or business courtesies to U.S. government employees.

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. You must get approval from the legal department before discussing employment with current government employees.

Procurement integrity. During the competitive procurement process, do not ask the government for, or obtain certain types of, restricted source-selection, contractor bid, or proposal information, unless that information is released to all competitors. Source-selection information is the criteria a federal agency uses to evaluate bids or proposals.

Prime must confirm that we are authorized to receive information from government employees or third parties, including consultants. If you think you received improper information, contact the legal department.



Examples of source-selection information:

- 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"

Examples of contractor bid or proposal information:

(nonpublic information submitted by bidders to a federal agency as part of a bid or proposal)

- Direct and indirect costs, pricing data and labor rates
- Proprietary
- Other marked as "contractor bid or proposal information"

Interacting with the government (continued)

Contingent fees. Do not pay contingent fees to outside consultants.

Federal law generally prohibits this because it may lead to attempted or actual exercise of improper influence. Contingent fees include:

- Commissions
- Percentage fees
- Brokerage fees
- Other fees that depend on the success of a person or company in securing a government contract

Suspected, debarred or ineligible contractors. U.S. government contractors and subcontractors are generally prohibited from doing business with companies and individuals who are:

- Debarred
- Suspended
- Proposed for debarment
- Otherwise declared ineligible to receive government contracts

False claims and statements. It is illegal for a government contractor or subcontractor to submit false claims and statements to the U.S. government. Always provide complete, current, honest and accurate information to the government.

For more information, see our Federal and State Fraud Laws Policy.



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 that is excluded from participation in government programs or contracts.



Proper accounting

We are all responsible for maintaining accurate and complete business and financial records.

All accounting transactions must be properly executed and recorded. Our accounting system includes written policies and procedures and an annual financial statement audit by an outside audit firm.

Fraudulent activity is grounds for immediate termination of employment.

Accounting practice concerns

If you have accounting practice concerns, you can use the resources on the Reporting Methods page of the Code. You can also contact the chief executive officer or the chief financial officer.

If you have concerns regarding our accounting, internal accounting controls or auditing matters, you may contact the chair of the Finance, Compliance and Audit Committee, if you think it is appropriate.



What you should do

- Follow Prime's accounting policies and U.S. generally accepted accounting principles (GAAP) if not otherwise explicitly specified.
- Comply with the federal government's laws and regulations regarding cost accounting and cost charging.
- Ensure financial reports and documents are fair, accurate, timely and understandable.
- Charge labor and materials costs accurately to the appropriate cost center, project time tracking codes and/or accounts.
- Work with your finance contacts if you need guidance related to Prime's financial transactions and related records.



What you shouldn't do

- Improperly influence, manipulate or mislead any audit
- Interfere with any auditor engaged to perform an independent audit of Prime's books, records, processes or internal controls
- Create or maintain secret or unrecorded funds or assets for any purpose
- Falsify Prime financial records or use corporate assets for inappropriate personal use that does not comply with Prime policies or legal requirements
- Make records appear as though payments were made to one person when, in fact, they were made to another individual.
- Submit inaccurate expense reports
- Create any other records that do not accurately reflect the true nature of a transaction

Work environment

Prime complies with all federal, state and local laws and regulations that ensure workplace safety, employee health and environmental protection. Notify the legal department if you're contacted by any regulatory or enforcement agency related to workplace safety, employee health or environmental protection.

Diversity, equity and inclusion

Prime's commitment to diversity, equity, and inclusion is deeply rooted in our shared values and is inseparable from our purpose of serving others. We believe that every individual deserves equitable opportunities to thrive, and that our diverse perspectives, backgrounds and experiences enrich our work and strengthen the outcomes we deliver for our clients and their members.

We expect all employees to actively contribute to a workplace culture that is inclusive, respectful and equitable by:

- Fostering a culture of trust, respect and belonging that supports a positive and inclusive environment for all
- Ensuring employees have safe, accessible and confidential avenues to voice concerns related to diversity, equity and inclusion
- Interacting with one another, both in person and virtually, with fairness, empathy and professionalism
- Speaking up and reporting behavior or language that is discriminatory, harassing, abusive, offensive or otherwise unwelcome
- Treating all individuals with dignity and respect at all times
- Understanding that discrimination, harassment, or any unwelcoming behavior or language will not be tolerated at Prime

Equal employment opportunities

Prime is committed to providing equal employment opportunities for all. Our vision is to cultivate a thriving, inclusive workplace where employees are proud to work, diversity is celebrated and everyone is treated with respect.

Prime is an equal opportunity and affirmative action employer. We welcome and encourage candidates from all backgrounds to apply. All qualified applicants will be considered for employment without regard to race, color, religion, sex (pregnancy), national origin, disability, age, veteran status, or any other legally protected class under federal, state or local laws.

We are dedicated to hiring, developing and retaining diverse talent, and honoring the visible and invisible qualities that make each employee unique. We welcome individuals of all backgrounds, experiences, abilities and perspectives, including qualified applicants with arrest or conviction records. We also provide reasonable accommodations for qualified individuals with disabilities, in accordance with applicable laws.

For more information, see our [Equal Employment Opportunity Policy](#).

Work environment (continued)

Violence-free workplace

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

- Threatened violence
- Any type of violent or threatening behavior
- Actual infliction of physical violence
- Possession or use of firearms or other weapons at work

Acts or threats of violence or possession of firearms or any other weapons at Prime are strictly prohibited.

What you need to do

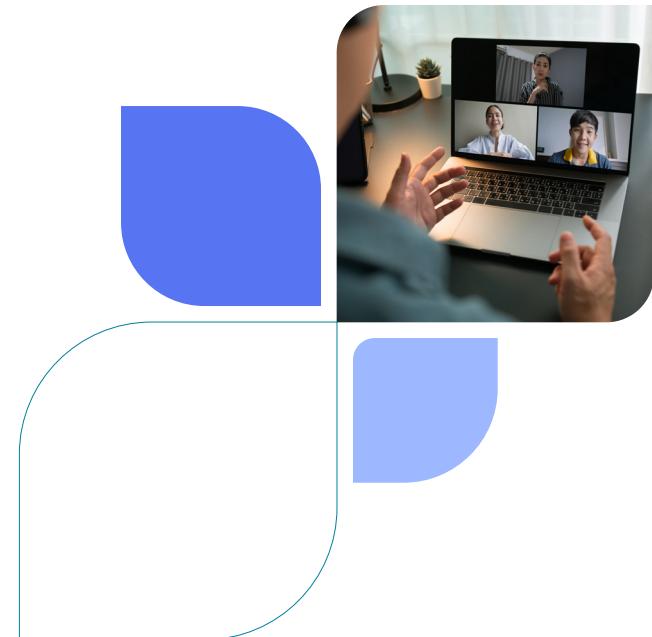
If you are the victim of, or are witness to, conduct that conflicts with Prime's violence-free workplace, you should:

- Immediately report the conduct to a supervisor, manager, corporate security or human resources.
- Avoid confrontation and follow the reporting procedures in the Workplace Violence Policy.

For more information, see our [Workplace Violence Policy](#).

Harassment-free workplace

Prime prohibits all forms of unlawful harassment and discrimination and expects all employees to be treated, and to treat others, with respect, dignity and courtesy.



Work environment (continued)

What you need to do

If you see or are subject to possible discrimination or harassment at work, you are strongly encouraged to promptly notify human resources, your supervisor or the compliance department, regardless of any attempt to resolve the situation on your own. You can also call the Anonymous Compliance Hotline at **800.474.8651**.

For more information, see our Respect and Harassment and Offensive Behavior policies.

Substance-free workplace

Prime strives to protect the safety, health and well-being of all employees. Prime maintains a workplace free from the use and abuse of drugs and alcohol.

- We require every newly hired employee, as a condition of employment, to consent to and participate in pre-employment drug testing in compliance with applicable state laws.
- We may also require an employee to be tested during employment if we reasonably suspect an employee is under the influence of drugs or alcohol during working time or on Prime premises.
- All employees are required to be free of the influence of drugs and alcohol during work time, while on Prime premises or when representing Prime.
- We require all nonemployees to comply with Prime's Code while performing services for or on behalf of Prime to ensure an alcohol and drug-free workplace.

For more information, see our Alcohol and Drug-Free Workplace and Testing Policy.



Final notes

Exceptions and amendments

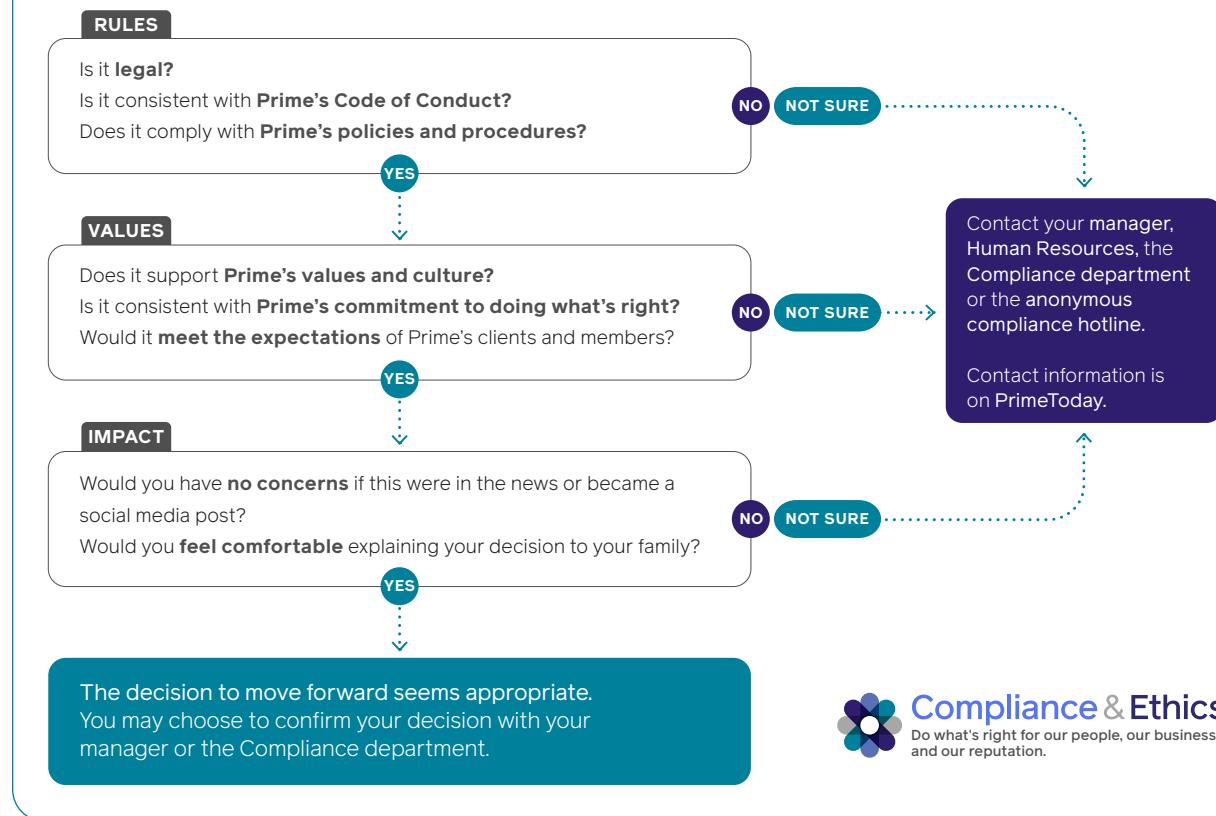
If an exception or amendment of the Code is necessary, contact the chief compliance officer. The Code and the Compliance Program may be updated as needed.

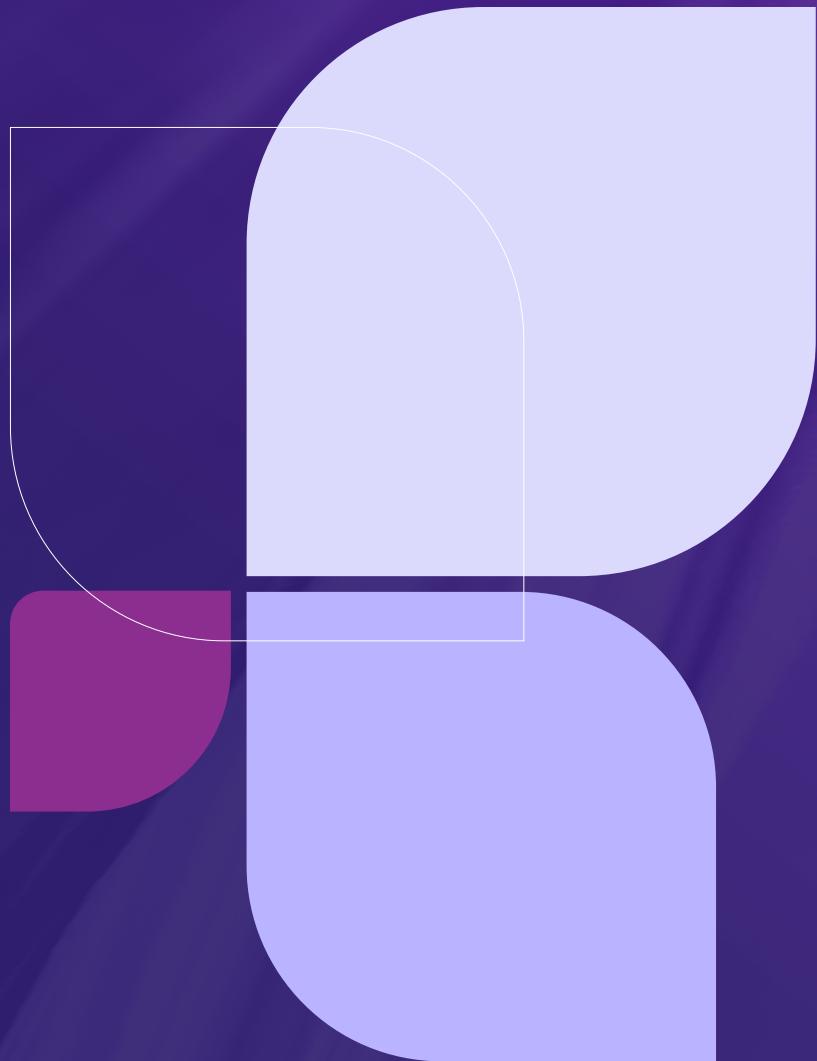
Oversight

The Board of Directors is ultimately responsible for the Compliance Program. They review and approve the Code annually as part of their oversight responsibility.

Ethical decisions guide

Do you have an ethical decision to make about your own or someone else's activity? Before you act, follow these steps:





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