

CODE OF CONDUCT



On Belay Holdings, Inc.

On Belay Health Management Services, LLC

On Belay Health Solutions, LLC (REACH ACO)

OBHS ACO 2, LLC (MSSP ACO)

All Other Subsidiaries and Affiliates of On Belay

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Letter from the CEO

As part of its Compliance Program, On Belay Holdings, Inc., its subsidiaries and affiliates (On Belay) have adopted this Code of Conduct (Code). The Code is applicable to (i) On Belay, all On Belay's employees, the Compliance Committee, and the Board of Directors of On Belay (the Board); (ii) any MSSP ACOs, their employees and contractors, its ACO Participants, its ACO Providers/Suppliers, and its Board; (iii) the REACH ACO, its employees and contractors, its ACO Participants, its ACO Provider/Suppliers, and its Board; and (iv) all other individuals or entities that do business with On Belay (collectively referred to as Personnel). All Personnel must adhere to the Code, maintain a high level of integrity and honesty in all of their conduct relating to the operations of On Belay, and act in compliance with applicable legal and ethical rules.

The Code was designed to communicate: (i) the basic principles and standards of behavior expected in the On Belay work environment; (ii) the commitment of On Belay to comply with laws, regulations, standards of care and ethical business practices; and (iii) the responsibility we all share for keeping On Belay in compliance with all applicable laws and regulations and policies.

On Belay and the ACOs it operates play a key role in the Compliance Program. The ACO Participants and the ACO Providers/Suppliers that are not affiliated with, or employed by, On Belay may be subject to their own organization's compliance programs. In addition, these ACO Participants and the ACO Providers/Suppliers are subject to the On Belay Code and are committed to providing patients with quality medical care pursuant to clinical, ethical, business and legal standards. This includes a commitment to promoting evidence-based medicine; patient engagement; cost effective and quality care; and the coordination of patient care across and among primary care physicians, specialists, and acute and post-acute providers and suppliers.

It is impossible to create a Code that will address every situation you may encounter during your affiliation with On Belay. However, when faced with a difficult situation, you should stop and consider your actions in the context of the standards of conduct presented in the Code.

On Belay pledges its commitment to the principles set forth in the Code and to fully support the Compliance Program. This Code may be supplemented by other On Belay policies and procedures. We ask that each of you carefully read the Code and sign the Compliance Certification for at the end of the Code.

Please discuss any questions that you have with the On Belay Compliance Officer.

Andrew Allison
Chief Executive Officer

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V. **Introduction.**

A. *The On Belay Code of Conduct and Compliance Program.* As part of its commitment to comply with all applicable federal, state, and local laws and regulations, On Belay has established a Compliance Program and designated a Compliance Officer to oversee it. Further, all ACOs operated by On Belay have designated the On Belay Compliance Officer as the ACO Compliance Officer for each ACO. The Code of Conduct (Code) is designed to be comprehensive and easily understood. It communicates: (i) the basic principles and standards of behavior expected in the On Belay work environment; (ii) the commitment of On Belay to comply with laws, regulations, standards of care and ethical business practices; and (iii) the responsibility we all share for keeping On Belay in compliance with all applicable laws and regulations and policies.

B. *Scope.* The Compliance Program and Code are applicable to (i) On Belay, all On Belay's employees, the Compliance Committee, and the Board of Directors of On Belay (the Board); (ii) any MSSP ACOs, their employees and contractors, its ACO Participants, its ACO Providers/Suppliers, and its Board; (iii) the REACH ACO, its employees and contractors, its ACO Participants, its ACO Provider/Suppliers, and its Board; and (iv) all other individuals or entities that do business with On Belay (collectively referred to herein as Personnel). All Personnel are responsible for supporting and adhering to the Compliance Program and the principles described in this Code.

C. *Questions and Concerns.* If you have any questions or concerns about anything covered by the Code, or about any matter relating to the On Belay Compliance Program, or if you wish to report a compliance concern or problem, please contact the On Belay Compliance Officer, your supervisor or the Compliance Hotline. The contact information for the Compliance Officer, the Compliance Hotline and other methods of reporting are set forth in Exhibit A to the Code.

D. *Compliance Hotline.* On Belay has established a compliance hotline that is available to all Personnel to confidentially report instances of suspected fraud, abuse, waste, policy violation, unethical behavior or other compliance concerns. All Personnel have a responsibility to report such matters and may do so without fear of retaliation. The hotline, however, is not a substitute for established reporting structures or, where applicable, grievance procedures.

E. *No Retaliation.* On Belay is committed to a policy of non-retaliation against Personnel and others who report suspected violations in good faith consistent with applicable state and federal law. On Belay shall not take any retaliatory action against an individual due to the individual's good faith reporting of potential compliance issues, or good faith participation in investigations, self-evaluations, audits, and remedial actions. Acts of retaliation should be reported immediately and will be disciplined appropriately. Any employee or other who commits or condones any form of retaliation will be subject to discipline up to, and including, termination of employment or termination of contract with On Belay. Self-reporting one's own violation will not provide immunity from appropriate disciplinary action, but appropriate leniency will be considered with self-reports.

II. **General Standards of Conduct.**

A. *Conducting Business with Integrity.* On Belay is committed to conducting business with integrity and in compliance with all applicable laws and regulations. We are dedicated to creating an inclusive work environment for all employees. We embrace and celebrate the unique experiences,

perspectives, and backgrounds each employee brings to our organization. We strive to foster an environment where all employees feel valued and empowered.

On Belay is an equal opportunity employer committed to providing a workplace free of discrimination and from abusive, offensive, or harassing behavior. All On Belay employees are expected to support an inclusive workplace by adhering to the following conduct standards:

- Act in the best interest of On Belay, its partners, and its employees at all times;
- Treat others with kindness, dignity, and respect;
- Address and report inappropriate behavior and comments that are discriminatory, harassing, abusive, offensive, or unwelcome;
- Foster teamwork and participation, encouraging the representation of different perspectives;
- Support flexible work arrangements for co-workers with different needs, abilities, and/or obligations;
- Be open-minded and listen when given constructive feedback regarding others' perceptions of your conduct;
- Provide all employees with a safe avenue to voice concerns regarding diversity, equity, and inclusion in our workplace.

Although it is not possible to list all forms of *inappropriate* behavior and conduct, the following are examples that are considered inappropriate and may result in disciplinary action up to and including termination of employment:

- Falsifying employment or other On Belay records;
- Violating any of our policies;
- Violating certain state, federal or local laws and regulations;
- Violating security or safety rules or failing to observe security/safety rules and/or practices;
- Soliciting gratuities from customers or clients;
- Displaying excessive or unexcused absenteeism or tardiness;
- Possessing firearms, weapons, or explosives on On Belay property;
- Using On Belay's property and supplies, particularly for personal purposes, in an excessive, unnecessary, or unauthorized way;
- Negligent damage of property;
- Committing theft of On Belay property or the property of fellow employees;
- Possessing or removing any On Belay property, including documents, from the premises without prior permission from management;
- Giving confidential or proprietary information to competitors;
- Working for a competing business while an employee of On Belay;
- Breaking confidentiality of personal information, such as Social Security Numbers (including any part of Social Security Numbers). Personal information also includes driver's license numbers; state-issued identification card numbers; dates of birth; credit, debit, or other account numbers; passport numbers; alien registration numbers; or health insurance identification numbers;
- Engaging in abusive conduct or bullying, such as using obscene, abusive, or threatening language or gestures or other verbal or physical conduct a reasonable person would find threatening, intimidating, or humiliating;

- Soliciting, selling, or collecting funds for any purpose while on working time (not including meals and authorized breaks). Employees who are not on working time shall not interfere with the work of employees on working time.

B. Compliance Program Structure. The Compliance Program includes, at a minimum, the elements contained in the OIG General Compliance Program Guidance (OIG), the MSSP regulations, the REACH ACO regulations, and the U.S. Sentencing Commission’s Federal Sentencing Guidelines, and the ongoing initiative of action items directed by the Compliance Officer and the Compliance Committee. These elements are supported at all levels of the organization. Each of these elements is outlined below.

1. *Compliance Leadership and Oversight.* The Compliance Officer is responsible for the day-to-day direction of the Compliance Program. The Compliance Committee exists to provide support to and oversight of the Compliance Program. The On Belay Board is ultimately responsible for ensuring compliance with all federal, state, and local laws and regulations, including those applicable for participating in state and federal health care programs, as well as promoting accountability for ethical and quality care obligations. The Boards of each ACO owned or operated by On Belay will use the existing compliance structure of the On Belay Compliance Program and have designated the On Belay Compliance Officer as the ACO Compliance Officer for each ACO.

2. *Written Policies and Procedures.* On Belay develops, approves, reviews and maintains written policies and procedures to address compliance, ethical, and quality concerns, the Code of Conduct, policies and procedures and all Applicable Law. Additional compliance-related policies may be found in the ACO policy manuals. Policies and procedures are available and accessible to employees of On Belay and its Affiliates. All policies and procedures to maintain compliance with this Policy are subject to review by the Compliance Committee for any required or necessary updates; any associated action items will be outlined as part of the Compliance Program.

3. *Effective Lines of Communication.* On Belay uses multiple mechanisms to communicate information from the Compliance Committee and Compliance Officer to others. This includes direct verbal or written communication with the Compliance Officer and the availability of a Compliance Hotline with reporting on an anonymous basis. Employees are informed of the Hotline during orientation and training. Employees are encouraged to speak with their immediate supervisor or the Compliance Officer regarding compliance matters, privacy issues, quality of care, policies and procedures or issues of noncompliance. Other methods of communication may include emails, newsletters, live all-company communication forums, and FAQs.

4. *Education and Training.* All employees must attend and successfully complete compliance, privacy and security awareness training annually, and all new hires must be appropriately trained as part of their new hire orientation. Further, on an annual basis, all employees will be required to take mandatory training and complete the organizations Code of Conduct Attestation. Training includes, but is not limited to, Harassment, Privacy, Phishing Attacks, CMS Medicare Parts C & D General Compliance, and CMS Combating Medicare Parts C & D FWA training. Employees who refuse or otherwise fail to timely participate in training programs will be subject to disciplinary action up to and including termination.

5. *Reporting.* It is the obligation of each employee and those to who do business with On Belay to report conduct they know or reasonably believe to be in suspected or actual violation of the Compliance Program, policy or applicable laws either immediately upon learning of the

potential violation or upon determining that their concerns have not been satisfactorily and completed addressed.

6. *Risk Assessments, Auditing and Monitoring.* On Belay routinely conducts auditing and monitoring to identify compliance risk areas, quality and patient safety concerns, and potential and actual violations of this Policy and Applicable Law. This process includes review of external sources, such as CMS regulations and OIG Work Plans, various guidance materials issued by regulators and new laws and regulations, as well as risks stemming from internal activities. Each ACO will coordinate with On Belay to identify and prioritize compliance risk areas that might exist at the ACO level. The Compliance Program includes internal monitoring and external audits to determine whether the Compliance Program is being adhered to and whether it is successfully identifying and addressing its risk areas, including identifying potential fraud, waste and abuse.

7. *Enforcement and Discipline.* On Belay recognizes the necessity to enforce the standards and procedures of its Compliance Program and to discipline those who violate this Policy, the Compliance Program or applicable law, or fail to detect or report such a violation. The Compliance Officer will recommend to the Compliance Committee and People Department representative disciplinary action for employees who fail to adhere to the standards of this Policy. The recommendation for disciplinary action may include up to termination of employment or termination of contract. Nothing in this policy is intended to limit your rights under the National Labor Relations Act, or to modify the at-will employment status where at-will is not prohibited by state law.

8. *Responding to Detected Offenses and Developing Corrective Action Initiatives.* All reports of potential and actual violations of the Compliance Program will be investigated. The Compliance Officer (in conjunction with legal counsel and/or On Belay's People Department where appropriate) will be responsible for all internal investigations. Internal investigations will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. On Belay will make a thorough, fair, and impartial internal investigation of reported and perceived errors, abuses and violations. All such information will, to the extent possible, be kept confidential and will be accessible only to the People Department, Compliance Officer, legal counsel, and any other individuals determined appropriate by any of them in the particular circumstances, including members of the Compliance Committee. After the conclusion of the investigation, the Compliance Officer will (in conjunction with legal counsel and the People Department where appropriate) make a determination whether a violation has occurred. The Compliance Officer in consultation with legal counsel and the People Department will recommend to the Compliance Committee what remedial action and/or disciplinary action should be taken in due course, and if a report should be made to any governmental entity within a reasonable amount of time.

C. *Privacy and Security of Customer Information.* On Belay strives to maintain the confidentiality and security of all protected health information (PHI). Federal and state laws require us to maintain the privacy and security of PHI in all forms (e.g., paper, electronic, films, images, and verbal). Federal and state laws require us to maintain the privacy and security of PHI in all forms (e.g., paper, electronic, films, images, and verbal). Data should only be used in conjunction with the treatment, payment, or operations and only the minimum amount of PHI necessary to perform those functions should be used. Any suspected breaches of PHI should immediately be reported to the Compliance Officer.

The care of each customer is a personal, confidential matter and PHI must not be discussed or disclosed to any unauthorized individual or in any other unauthorized fashion. The “minimum necessary” rule will be applied when accessing or providing personal health information. Any employee discussing or revealing confidential information will be subject to appropriate corrective action, up to and including termination, and may also be subject personally to federal penalties or prosecution.

D. Confidential Proprietary Information. The term “confidential information” refers to proprietary information about On Belay’s strategies and operations, as well as customer information and third-party information. You are responsible for safeguarding On Belay confidential information. On Belay has controls in place to help mitigate the risk of unauthorized use and access to information, including PHI. No employee or contractor should ever discuss On Belay business practices, clinical situations, physician practices, or employee performance in any situation in which they might be overheard inadvertently. Employees have a duty and responsibility to protect this information.

E. Electronic Media. This section provides On Belay Health Solutions employees with the guidelines associated with the use of the On Belay company information technology (IT) resources and communications systems. This policy governs the use of all IT resources and communications systems owned by or available at On Belay, and all use of such resources and systems when accessed using your own devices, including but not limited to:

- Email systems and accounts.
- Internet and intranet access.
- Telephones and voicemail systems, including wired and mobile phones, smartphones, and pagers.
- Printers, photocopiers, and scanners.
- Fax machines, e-fax systems, and modems.
- All other associated computer, network, and communications systems, hardware, peripherals, and software, including network key fobs and other devices.
- Closed-circuit television (CCTV) and all other physical security systems and devices, including access key cards and fobs.

On Belay company IT resources and communications systems are to be used for business purposes only unless otherwise permitted under applicable law. All content maintained in company IT resources and communications systems are the property of On Belay. Therefore, employees should have no expectation of privacy in any message, file, data, document, facsimile, telephone conversation, social media post, conversation, or any other kind or form of information or communication transmitted to, received, or printed from, or stored or recorded on company electronic information and communications systems. On Belay reserves the right to monitor, intercept, and/or review all data transmitted, received, or downloaded over company IT resources and communications systems in accordance with applicable law. Any individual who is given access to the system is hereby given notice that the On Belay will exercise this right periodically, without prior notice and without prior consent. The interests of On Belay in monitoring and intercepting data include, but are not limited to: protection of On Belay trade secrets, proprietary information, and similar confidential commercially-sensitive information (i.e. financial or sales records/reports, marketing or business strategies/plans, product development, customer lists, patents, trademarks, etc.); managing the use of the computer system; and/or assisting employees in the management of electronic data during periods of absence. You should not interpret the use of password protection as creating a right or expectation of privacy, nor should you have a right or expectation of privacy regarding the receipt, transmission, or storage of data on company IT resources and communications systems. Do not use company IT resources and

communications systems for any matter that you would like to be kept private or confidential. If you violate this policy, you will be subject to corrective action, up to and including termination of employment. If necessary, On Belay will also advise law enforcement officials of any illegal conduct.

F. Use of Email. Email is a computer software application supplied to On Belay users as an aid to productivity and communication for business purposes. Email is intended only to benefit On Belay and, therefore, any email failures will not give rise to damage claims by either On Belay employees, contractors, or third-party users. Using On Belay's email, the employee or third-party user acknowledges no right to a claim exists. All electronic communications, whether sent within On Belay or to persons outside On Belay, should be courteous and professional in all respects and should not contain any statements that may violate On Belay's harassment policies or that would embarrass On Belay, its employees, or its customers. Email storage is a limited resource and is not to be used as a permanent storage facility. Emails may be automatically purged from the email system without notice to employees at intervals established by On Belay. Email communications that are confidential or contain PHI are required to be encrypted by the employee. Emails that are not encrypted and that contain PHI are a violation of On Belay policy and could result in disciplinary action up to and including termination.

G. Legal and Regulatory Compliance. On Belay's services are provided pursuant to appropriate federal, state and local laws and regulations, and the conditions for participation in federal healthcare programs. On Belay has developed policies and procedures to address many of the legal and regulatory requirements. However, it is impractical to develop policies and procedures that encompass the full body of legal and regulatory laws that must be followed. Anyone aware of violations or suspected violations of laws or regulations must immediately report the matter to a supervisor, the People Team, the Compliance Officer, the Compliance Hotline, or General Counsel.

1. **Fraud, Waste & Abuse.** On Belay participates in federal programs with specific Fraud, Waste and Abuse (FWA) requirements. There are differences between fraud, waste, and abuse. One of the primary differences is intent and knowledge. Fraud requires the person to have an intent to obtain payment and the knowledge that their actions are wrong. Waste and abuse may involve obtaining an improper payment but does not require the same intent and knowledge. The government defines fraud, waste, and abuse as follows:

- **Fraud.** Knowingly and willfully executing, or attempting to execute, a scheme or artifice to defraud any health care benefit program or to obtain (by means of false or fraudulent pretenses, representations, or promises) any of the money or property owned by, or under the custody or control of, any health care benefit program. 18 U.S.C. § 1347.
- **Waste.** Waste is the overutilization of services, or other practices that, directly or indirectly, results in unnecessary costs to the Medicare program. Waste is generally not considered to be caused by criminally negligent actions but rather the misuse of resources.
- **Abuse.** Abuse includes actions that may, directly or indirectly, result in unnecessary costs to the Medicare Program, improper payment, payment for services that fail to meet professionally recognized standards of care, or services that are medically unnecessary. Abuse involves payment for items or services when there is no legal entitlement to that payment and the provider has not knowingly and/or intentionally misrepresented facts to obtain payment. Abuse cannot be differentiated categorically from fraud because the

distinction between “fraud” and “abuse” depends on specific facts and circumstances, intent and prior knowledge, and available evidence, among other factors.

If you have a question about a potential fraudulent, wasteful, or abusive activity, you should immediately raise it up to your supervisor or the Compliance Officer. The Centers for Medicare & Medicaid Services have certain requirements for investigating and reporting fraud, waste, and abuse.

2. *False Claims.* Federal and state false claims acts establish liability for any person who knowingly presents or causes to be presented a false or fraudulent claim to the government for payment. It also established that the failure to return any overpayment of government funds may also be a false claim. Some examples include submitting a false claim for payment or approval; not returning overpayments; and making or using a false record or statement in support of a false claim. If you violate the Federal False Claims Act or other anti-fraud laws, you may be subject to disciplinary action, including termination of employment or contractor and legal action.

3. *No Acceptance of Kickbacks or Bribes.* Employees should not accept kickbacks or rebates from the purchase or sale of any On Belay goods and services. This applies to you and your immediate family members. Kickbacks and rebates are not limited to cash or cash equivalent items, but also can be in the form of personal gain from the business dealing. On Belay does not offer or accept bribes, kickbacks, or other payments designed to influence or compromise the conduct of the recipient. Any employee or contractor found to be receiving, accepting, or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to discipline up to and including termination of employment or contract and possible civil and criminal penalties or proceedings under federal and state law.

4. *No Patient Inducement.* On Belay does not provide gifts or other remuneration to patients as an inducement to receive services related to On Belay or any patient, or to share data with On Belay, except to the extent compliant with applicable law. On Belay recognizes that it may, however, provide certain in-kind items reasonably related to a patient's care that are preventative or advance a clinical goal to the extent compliant with applicable law. Any employee or contractor seeking to provide a gift, item, service or remuneration to a patient should first contact the Legal Department.

5. *Competitive Activities.* On Belay operates in a highly competitive market. On Belay requires compliance with antitrust and other laws governing competitive activities, and with the On Belay written policies and procedures governing interactions with competitors, customers and suppliers.

H. *Exclusion and Background Checks.* On Belay ensures that payments are not made to individuals and entities which are excluded by government programs and related crimes against federal health care programs. On Belay conducts regular exclusion screening checks including State and Federal lists, as applicable, of excluded/sanctioned providers and will ensure criminal and other background screenings are conducted prior to the provision of services by an employee or applicable entity, to the extent required by applicable law, regulation or contractual obligation.

I. *Conflicts of Interest.* A conflict of interest exists when personal interests or activities influence or appear to influence in any way your actions and decisions. Conflicts also occur when we allow

another interest to become more important than On Belay's interests. Conflicts may arise from many sources including, but not limited to, personal financial interests or those of a family member; the receipt of gifts from vendors or others whom On Belay does business; or the use of On Belay's resources to benefit outside interests or our own personal interests. It is the expectation that all Personnel conduct their personal and professional relationships, including interactions with third party vendors, in such a way as to assure themselves, that decisions made are in the best interest of On Belay without the slightest implication of wrongdoing. The exercise of judgment is required to determine if a potential conflict of interest situation exists. On Belay has an annual conflict of interest process for its Boards. Personal relationships with or financial involvement or ownership of a substantial interest in any organization that does business with On Belay must be disclosed. It is important to note that under certain circumstances, conflicts of interest can amount to violations of criminal law. Any doubts should be resolved in a discussion with their manager, a People Department representative, the Compliance Officer or General Counsel.

J. *Gifts and Vendor Relationships.* Generally, employees may accept occasional unsolicited gifts or favors (such as business lunches, tickets to sporting or cultural events, holiday baskets, flowers, etc.) from partner organizations and customers so long as the gifts or favors have a market value under \$100, are customary in the industry, and do not influence or appear to influence your judgment or conduct. Contact the Compliance Officer or Chief People Officer for guidance as needed. For specific information, please see the On Belay Gift Policy.

K. *Outside Activities.* On Belay values and supports your involvement in the community. Sometimes these activities, including other employment, may have the potential to interfere with your work performance in a way that negatively impacts On Belay. If you think that your outside activities interfere with or may interfere with On Belay's activities, please talk to your supervisor or the Compliance Officer.

L. *Workplace Behavior.* All employees are expected to conduct themselves in a manner that promotes a safe, cooperative, and professional environment that prevents disruptive behavior. You are expected to treat others with respect. On Belay will not tolerate any harassment, abuse, intimidation, or other retaliation.

M. *Nondiscrimination.* On Belay does not discriminate against any patient in the provision of services on account of race, sex, color, religion, marital status, national origin, ancestry, age, physical or mental handicap, health status, disability, need for medical care, sexual preference, veteran's status or payor status. Any employee or contractor who commits or condones any form of discrimination will be subject to discipline up to, and including, termination of employment or termination of contract with On Belay. Those nondiscrimination policies to maintain compliance with this Policy are subject to review by the Compliance Committee for any required or necessary updates; any associated action items will be outlined as part of the Compliance Program.

N. *Proper Accounting and Recordkeeping.* On Belay is required to maintain books and records of its activities consistent with applicable laws and regulations. All Personnel are responsible for the integrity and accuracy of On Belay's documents and records, not only to comply with legal and regulatory requirements, but also to ensure records are available to support the On Belay business practices and actions. No one may alter or falsify information on any record or document. Records must never be destroyed in an effort to deny governmental authorities that which may be relevant to a government investigation. On Belay maintains a system of internal controls that it believes provides reasonable assurance that transactions are executed in accordance with management's authorization and are properly recorded in accordance with appropriate accounting standards including written policies and procedures

and examination by a professional staff of auditors. All employees are expected to adhere to these policies and to cooperate fully with internal and external auditor requests.

O. Media Inquiries. All media inquiries should be directed to On Belay’s Compliance Officer and/or General Counsel. At no time should employees speak on behalf of On Belay or any other affiliates.

P. Social Media. On Belay Health Solutions acknowledges that social media has become an integral part of modern life that provides us with unique opportunities to communicate and share information with others. However, we also want to educate employees that their social media use can:

- Pose risks to the On Belay’s company confidential and proprietary information, reputation, and brand;
- Expose On Belay to discrimination, harassment, and other claims; and
- Jeopardize On Belay’s compliance with business rules and laws.

To minimize legal risks, avoid loss of productivity and distraction, and ensure that the On Belay company IT resources and communications systems are used appropriately, all employees must abide by the following policy regarding social media use. For purposes of this section, **social media** refers to any means of posting content on the internet, including personal websites, social networking sites, blogs, chat rooms, and other online platforms, whether affiliated with On Belay or not.

While On Belay respects your right to personal expression, you should assume that anything you do on social media—whether on a business or personal account—could be viewed by a colleague, supervisor, partner, supplier, competitor, investor, customer, or potential customer. As such, any social media activity, even from your personal account, reflects on On Belay as well as on yourself. It is important to remember that anyone can see what you post (or what you posted five years ago).

When posting:

- Protect trade secrets, intellectual property, and confidential information related to the On Belay.
- Do not make statements that are maliciously false or defamatory or would constitute unlawful harassment or discrimination.
- Do not make express or implied threats of violence.
- Avoid linking personal accounts to On Belay as an official source.
- Respect copyright, trademark, and third-party rights.
- Do not use On Belay’s company’s email addresses to register on social medial platforms for personal use.
- If you identify yourself as an employee of On Belay Health Solutions on your personal account and are posting about the company, make it clear that your views are your own and that you are not speaking on behalf of On Belay.

Do not use social media while on your work time, unless it is work related as authorized by your Manager or consistent with policies that cover equipment owned by On Belay. If you are not authorized to speak on behalf of On Belay, do not speak to the media on behalf of On Belay. Direct all media inquiries for official On Belay responses to On Belay’s People Department.

Retaliation against those reporting violations of this section or cooperating in investigations is prohibited. Retaliatory actions may lead to disciplinary measures. Violations of this section may result in discipline, up

to and including termination. This section does not limit employees' rights to discuss wages, hours, or other terms and conditions of employment. All employees have the right to engage in or refrain from such activities.

Q. *Dealing with Government Officials and Regulatory Agencies.* On Belay complies with all governmental reporting requirements. On Belay reports as required by law and advised by legal counsel, including complying with all relevant legal requirements as may be applicable when making self-disclosures to government entities. If any employee intentionally fails to make a required report or attempts to cover up facts that would warrant such a report, they will be subject to disciplinary action up to and including termination and could also face criminal charges and the loss of professional license, as applicable. When advised by legal counsel, On Belay provides access to information to government entities as required by law, payor contract or valid subpoena or other legal process. On Belay cooperates with investigations by government entities consistent with the advice of legal counsel.

R. *Record Retention.* Legal and regulatory practice requires the retention of certain records for various periods of time, particularly in the tax, personnel, health, and safety, environmental, contract, corporate, and government program areas. When litigation or a government investigation or audit is pending or reasonably foreseeable, however, no relevant records must be destroyed until the matter is closed and this may include but is not limited to drafts and copies of employee's notes and/or papers. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. For all pertinent On Belay records related to the contract during the contract term must be kept for up to 10 years from the final date of the contract period or longer as part of a regulatory investigation.

III. ACO Specific Standards of Care

A. *Cooperation with the Compliance Program.* All ACO Personnel must cooperate fully with the On Belay Compliance Program and Code. All ACO Personnel must cooperate with all inquiries concerning improper business, documentation, data reporting, coding or billing practices, respond to any reviews or inquiries, and actively work to correct any improper practices that are identified.

B. *Documentation, Coding and Billing.* The ACO Personnel and others associated with the ACO are strictly prohibited from knowingly engaging in any form of upcoding of any service, or any other billing practice that violates any applicable law, rule, or regulation. Billing and coding must always be based on adequate documentation of the medical justification for the service provided and the bill submitted, and such medical documentation must be accurate, truthful and comply with all applicable laws, rules and regulations. No ACO Personnel may ever misrepresent charges or services to or on behalf of the government, a patient, or payer. Only medically necessary services that are consistent with accepted standards of medical care may be billed. Billing and diagnostic codes may never be selected on the basis of whether the given code guarantees or enhances payment or would specifically enhance shared savings payments. Rather, only those codes that correspond to the service rendered and documented may be selected.

C. *Quality of Care.* Providing high quality and accessible care to patients is at the core of the mission of On Belay and each ACO. While On Belay, each ACO, all ACO Participants, ACO Provider/Suppliers, employees and contractors are committed to lowering the costs of the health care services to their patients while enhancing the quality of care, it is expected that ACO personnel will not reduce or limit any medically necessary services to any patient. To enhance the quality of care, the following, at a minimum, must be performed:

- Ensure that patient care conforms to acceptable clinical and safety standards and that patients are properly evaluated and treated by a qualified practitioner.
- Maintain complete and thorough records of patient information to fulfill the requirements set forth in our policies, accreditation standards and applicable laws and regulations.
- Support and promote a continuous quality and performance improvement program throughout each ACO.
- Continuously strive toward a culture of patient safety and provide quality medical care to its patients.
- Safeguard and protect patient health information (PHI), including appropriately accessing, using, and disclosing such information.

D. Accuracy and Integrity of Books and Records. The ACOs and all ACO Providers/Suppliers must keep accurate books and records relating to any activity, claims submission, arrangements or transactions relating to the operations of the ACO and the relevant ACO Model Program. No false or artificial entries shall be made for any purpose. Similarly, all reports submitted to governmental agencies, insurance carriers, or other entities will be accurately and honestly made. Deliberate or reckless misstatements to government agencies are prohibited.

E. No Reduction in Medically Necessary Services. While the ACOs and all ACO Providers/Suppliers are committed to lowering the costs of the health care services to their patients while enhancing the quality of care, ACO Providers/Suppliers shall not intentionally reduce or limit any medically necessary services to any patient.

F. No Discrimination. On Belay and its ACOs prohibit any form of discrimination in the provision of services, marketing, or enrollment practices. As a result, the ACOs, and the ACO Providers/Suppliers will not deny, limit, or condition the services to individuals on the basis of any suspect factor (e.g., race, age, sex, etc.), including any factor that is related to health status, such as: nature and extent of the medical condition, including mental, as well as physical illness; medical history; or genetic information. On Belay and its ACOs will not tolerate any practice that would reasonably be expected to have the effect of denying or discouraging the provision of medically necessary services to eligible individuals.

G. ACO Notices. On Belay and its ACOs strives to comply with all applicable requirements established by CMS with respect to the provision of notices to beneficiaries/enrollees aligned with each ACO, including but not limited to, those providing for the collection and use of data concerning beneficiaries, and the right of the beneficiary to opt out of the sharing of such data. On Belay and each ACO shall make a consistent effort to further comply with applicable requirements for the provision of notice to CMS regarding such beneficiary elections and notices.

H. Beneficiary Choice. Neither On Belay, its ACOs nor any ACO Participants, ACO Provider/Suppliers, employees, and contractors or other individuals or entities performing functions or services related to any ACO programs shall commit any act or omission, nor adopt any policy that inhibits Medicare beneficiaries aligned with the ACO from exercising their basic freedom of choice to obtain services from health care providers and entities who are not ACO Providers. In addition, neither the ACO nor any ACO participants, employees, providers/suppliers, and contractors may engage in cost-shifting or required referrals as prohibited under 42 CFR 425.304(c).

I. *Beneficiary Enhancement and Beneficiary Engagement Incentives.* Benefit Enhancements and Beneficiary Engagement Incentives are a means to offer certain covered services to Beneficiaries with certain changes to the coverage requirements. Arrangements between or among On Belay ACO Participants, Preferred Providers, and others to furnish the other Benefit Enhancements and Beneficiary Engagement Incentives must comply with fraud and abuse laws and may qualify for protection under the Participation Waiver if all waiver conditions are met.

J. *Compliance with Medicare and Medicaid Anti-Referral Laws.* Federal and state laws make it unlawful to pay or give anything of value to any individual on the basis of the value or volume of patient referrals. In accordance with federal and state law, On Belay, its ACOs and its ACO Providers/Suppliers do not solicit, offer, pay or receive payment from physicians, providers or anyone else, whether directly or indirectly, for referrals. All referral decisions shall be made based solely on medical necessity and quality of care concerns. In addition, distributions and use of any shared savings under the ACO Programs will not be based, either directly or indirectly, on referrals between participating providers. Finally, all marketing activities and advertising by ACO Personnel must be based on the merits of the services provided by the ACO and not on any promise, express or implied, of remuneration for any referrals.

K. *Marketing and Enrollment.* On Belay and each ACO strives to adhere to all federal and state laws, regulations and rules governing marketing and advertising to, and the enrolling of, potential enrollees. Neither On Belay nor the ACOs will tolerate the use of any incorrect or misleading information in its marketing and advertising to individuals prior to and following enrollment. Marketing and advertising materials are to be submitted to the relevant governmental agency for approval prior to use.

L. *Credentialing and Licensure.* In credentialing ACO Participants, ACO Providers/Suppliers, employees and contractors, each ACO will strive to confirm licensure, check governmental exclusion lists, and check other critical background information. Complying with credentialing and licensure requirements is a necessary component of On Belay's and each ACO's commitment to ensuring that patients are provided high quality care.

M. *Mandatory Reporting.* On Belay and its ACOs will ensure that all incidents that are required to be reported under federal and state mandatory reporting laws, rules and regulations are reported in a timely manner. The Compliance Officer will conduct periodic reviews to monitor the ACO's compliance with these mandatory reporting requirements including, but not limited to ensuring that any overpayments from Medicare or other third-party payors are disclosed and refunded as required by law; and ensuring that violations of the law are reported to law enforcement when appropriate.

N. *ACO Waivers.* CMS has granted waivers of certain fraud and abuse laws in connection with certain ACOs models. On Belay, its ACO, ACO Provider/Suppliers, employees, vendors, and contractors must comply with Waiver requirements.

IV. *Compliance Certification.* The Code is applicable to (i) On Belay, all On Belay's employees, the Compliance Committee, and the Board of Directors of On Belay (the Board); (ii) any MSSP ACOs, their employees and contractors, its ACO Participants, its ACO Providers/Suppliers, and its Board; (iii) the REACH ACO, its employees and contractors, its ACO Participants, its ACO Provider/Suppliers, and its Board; and (iv) all other individuals or entities that do business with On Belay (collectively referred to as Personnel). All Personnel must adhere to the Code, maintain a high level of integrity and honesty in all of their conduct relating to the operations of On Belay, and act in compliance with applicable legal and ethical

rules. All Personnel should carefully read the Code and sign the Compliance Certification for at the end of the Code.

EXHIBIT A
COMPLIANCE CERTIFICATION FORM

The Code of Conduct is an overview of the laws and On Belay policies that affect our jobs. It does not represent an employment contract or change the at-will nature of the employment relationship. If there is a conflict between the Code of Conduct and applicable law or a formal on Belay policy, the actual law or policy will govern.

I have received and understand the content in the On Belay Code of Conduct. I agree to comply with On Belay's policies and procedures and have been given the opportunity to ask questions about the applicable laws and regulations. Furthermore, I understand the obligation to report suspected or real compliance issues to a supervisor, the Chief People Officer, the Compliance Officer, or the Compliance Hotline, without fear of retaliation.

Date	
Employee/Contractor Signature	
Employee/Contractor Name	
If Contractor, specify vendor or entity name	

Please complete, sign, and return to:

EXHIBIT “B”
COMPLIANCE OFFICER CONTACT INFORMATION

The On Belay Compliance Officer for On Belay and its subsidiaries and Affiliates, including any MSSP ACOs and REACH ACOs is: Beth Patak, Executive Director, Government Programs

He/she can be reached directly by:

Telephone at: 1-781-697-5069

E-mail at: b_patak@obhs.com

Regular mail at: 100 Summer St., Suite 1600, Boston, MA 02110

Personnel may also report their compliance concerns anonymously by calling:

The On Belay Compliance Hotline at: 1-833-824-7551

Web Intake Site URL: onbelay.ethicspoint.com



All Personnel can also report over the Hotline – anonymously or otherwise – any instances of suspected fraud, abuse, waste, policy violation, unethical behavior or other compliance concerns. All Personnel have a responsibility to report such matters and may do so without fear of retaliation. All such reports will be handled pursuant to On Belay’s established protocols.