

# Code of Conduct

July 2022 | **CEO MESSAGE - OUR COMMITMENT TO ETHICS AND COMPLIANCE**



We are committed to providing better ways to deliver effective, efficient, and sustainable services that support seniors. Key to our performance in these areas is an equally relentless commitment to doing business ethically and with integrity. UpStream's reputation and continued success depend largely on our support—yours and mine—of this commitment. No success is meaningful if it is not achieved the right way.

We have recently updated this Code of Conduct to reflect UpStream's core values and commitment to legal and regulatory compliance. Our Code is the foundation for our interactions with each other and with our stakeholders. Every decision we make must be guided by our Code of Conduct. If you see something that doesn't look right, it is the responsibility of each of us to ask questions and raise concerns, and when you do, UpStream will always protect those who report a concern in good faith. Living and working by our values is fundamental to our continued success, as a company and as individuals.

My job is to lead by example for all of us at UpStream, by making integrity not just a priority, but an imperative. I'm privileged to lead a team that truly lives the UpStream values, puts integrity first, and understands the importance of conducting business in an ethical and lawful manner.

I greatly appreciate your support.

A handwritten signature in black ink, appearing to read 'Sanjay Doddamani'. The signature is written in a cursive, stylized font. Below the signature is a horizontal line.

**Sanjay Doddamani**

*Chief Executive Officer*

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## Conducting Business with Integrity

UpStream's Code of Conduct reflects our core values and commitment to legal and regulatory compliance and to doing what is right. It is meant also as a guide to living up to that commitment on a daily basis. Success depends on understanding and abiding by the laws, regulations, policies, and contractual obligations that apply to our roles in UpStream. You should read and understand all sections of the Code of Conduct, but it can be summarized as, "Do the right thing!"

This Code is a core element of UpStream's compliance program, and includes tools to help you understand your responsibilities and key considerations. It provides hypothetical challenges, resources, and links to applicable policies. Policies at the enterprise, business, and department levels provide more specific direction.

**If at any time you are not sure of the correct decision, please reach out to your manager or supervisor or any member of leadership.**

### **SPEAK UP**

If you encounter what you believe to be a potential violation of law or regulation, this Code, or Company policy, speak up. Speaking up is not only the right thing to do, it is also required by Company policy. You have the option of reporting anonymously, where permitted by law, and, regardless of how you report, you are protected from intimidation and retaliation whenever you speak up in good faith. All reports will be reviewed and, if necessary, investigated. Reporting potential Code or policy violations helps the Company address issues quickly and thoroughly. You also help us identify opportunities to provide guidance on how the Code and our policies apply in specific situations. You help us all to live the Company's values and fulfill its mission.

No employee, regardless of his or her position, is ever authorized to commit, or direct another employee to commit, an unethical or illegal act. In addition, employees cannot use any third party to act in any way that is prohibited by law, this Code, any Company policy, or any contractual obligation. All violations of this Code of Conduct, Company policies, contractual obligations, or laws will be taken seriously and may result in discipline, up to and including termination of employment and possible legal

action, including referral to law enforcement. UpStream's Chief Compliance Officer may make non-material changes to this Code of Conduct, including updates to the resources, policies, and questions and answers provided. All material changes must be approved by the Compliance Committee or the Audit Committee of the Board of Directors.

### **DON'T GIVE OR RECEIVE ANYTHING OF VALUE WITHOUT KNOWING THE RULES**

We collaborate and work closely with our business partners. Building strong relationships can include giving and receiving gifts and providing entertainment. However, we must carefully follow all of our policies and procedures and never engage in any gift or entertainment activity with a business partner where it appears one of us is trying to gain an unfair business advantage, where our business judgment is compromised or where a conflict of interest could arise. In addition, meals, gifts or entertainment to or from a government official, a pharmaceutical manufacturer or any health care professional must be in strict accordance with our policies.

Never offer, solicit or accept bribes, or accept anything of value from any business, government official or intermediary to obtain or retain business or gain an unfair business advantage, and do not use a consultant or agent working on UpStream's behalf to offer, solicit or accept bribes.

Things that have value are not just monetary payments, they include anything useful or valuable to the recipient. Examples include:

- Cash equivalents (i.e. gift cards, gift checks) or loans;
- Gifts, meals, entertainment, transportation or travel;
- Favors, including job offers or internships;
- Sponsorships;
- Donations to a charity; or
- Political contributions.

A "government official" can be anyone who is employed by a government entity or employed by an organization controlled by any government, including government-run hospitals, a public university or federal, state, local, county and municipal offices, governments and boards.

Please review our *Gifts and Entertainment Policy* and *UpStream's Employee Handbook*. You may also contact our Compliance or Legal Department for assistance.

## **SPEAKING AT OR ATTENDING EVENTS, CONFERENCES, AND SEMINARS**

We recognize that employees may need to be provided the opportunity for professional development and to earn continuing educational credits to a degree or certification. Before you accept an invitation, contact your supervisor and have invitations to speak, present or be a guest at an event reviewed by your Executive leader or the Legal Department. Because it creates an actual conflict of interest or the appearance of one, the general policy is that the Company cannot permit any outside entity or individual doing business with or wanting to do business with the Company from paying for an employee's expenses to attend a conference or seminar, including the conference fees, airfare, lodging, meals, etc. However, under certain conditions, exception may be made for written contractual agreements or when speaking at a conference or seminar.

## **CONTACTS WITH GOVERNMENT OFFICIALS**

Federal and state laws and regulations govern the Company's contacts with elected officials or their families. There are prohibitions on what can be offered by way of gifts, meals, entertainment, etc.

When interacting with government officials, cooperate fully and honestly with them in audits and inquiries. Always be truthful and accurate. Oral and documented representations made to the government must always be clear, accurate, complete and not misleading. Employees should consult with the Legal and Compliance Department on issues that involve these officials.

# Ask Questions and Report Concerns

## DECISION MAKING FRAMEWORK

We are often faced with decisions involving integrity. When we are, it is helpful to have a framework to guide us through the potential issue. Here are some questions to help guide you.

1. What is the potential issue and is it illegal or against the Company's policies and procedures?
2. Who might be affected by the actions and how might they be impacted? This includes you, our stakeholders, and the Company.
3. How might the potential issue affect me, the stakeholders, and the Company?
4. Are the potential issues aligned with your personal ethics?
5. Would I want this decision publicly discussed?

## ASKING QUESTIONS AND REPORTING

Anytime you have a question about Compliance and Ethics or if you suspect a potential compliance issue, your manager or supervisor is often your first contact for workplace issues. If you do not feel comfortable speaking with your manager or supervisor on such matters, you may contact the Human Resources Department or our Chief Compliance Officer, or report the concern via UpStream's hotline at the locations below:

**Human Resources**  
[hr@UpStream.care](mailto:hr@UpStream.care)

**UpStream Compliance**  
[ComplianceOfficer@UpStream.care](mailto:ComplianceOfficer@UpStream.care)

## UPSTREAM'S ETHICS HOTLINE

Accessing the Ethics Hotline can be done through the web, an app, via telephone, email, or fax. Reporting can be done anonymously where permitted by law, and regardless of anonymity, investigations are kept confidential within the parameters of the investigation. Report using any of the links, numbers, or instructions listed below.

### Website:

<https://www.lighthouse-services.com/upstream>

### Anonymous Reporting App:

Keyword: upstream. Detailed app instructions [here](#).

**Toll-Free Telephone:**

English speaking USA and Canada: 833-931-4120

Spanish speaking USA and Canada: 800-216-1288

Spanish speaking Mexico: 01-800-681-5340

French speaking Canada: 855-725-0002

Contact us if you need a toll-free # for North American callers speaking languages other than English, Spanish or French.

**E-mail:**

[reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

**Fax:**

215-689-3885 (must include company name with report)

When asking questions or reporting potential issues, it's always a good idea to have your facts organized and provide as much detail as possible. This helps to ensure a more thorough review.

All reports of potential or actual unethical behavior or non-compliance are reviewed, and investigations are taken as is appropriate or necessary. During the course of an investigation, we may seek assistance from employees, experts, legal counsel, or others to help ensure the investigation is conducted thoroughly and that any corrective and disciplinary action taken is consistent with the Company's policies and procedures. Each of us is expected to cooperate fully with any investigation and keep it confidential.

**NO RETALIATION IS TOLERATED**

In many instances, the Company relies on you to make good faith reports of potential issues of compliance. The Company will not tolerate any retaliation, intimidation, discrimination, or other adverse actions when you are reporting potential issues. If you suspect or observe retribution or retaliation, report it immediately to your manager or supervisor, to Human Resources, or to the Ethics Hotline. Remember, knowingly and intentionally making false or bad faith reports will also not be tolerated and will be subject to corrective action See our *No Retaliation Policy*.

## Safe Workplace

All employees are expected to conduct themselves in a manner that promotes a safe cooperative, and professional environment and prevent disruptive behavior. You are expected to treat others with respect. The Company will not tolerate harassment, abuse, intimidation, or other retaliation.

### **EQUAL OPPORTUNITY IN A SAFE AND PROFESSIONAL ENVIRONMENT**

The Company prohibits harassment and discrimination of any individual on the basis of the person's age (40 and over), race, color, religious creed (including religious dress and grooming practices), national origin or ancestry, mental and physical disability (including HIV and AIDS), medical condition (including cancer), sex (including pregnancy, childbirth, breastfeeding, and related medical conditions), sexual orientation, gender, gender identity and gender expression, marital status, military and veteran status, uniform service member status, genetic information, request for Pregnancy, Disability, Family Care, or Medical Leave, or any other legally protected status under applicable law. Further, it is the policy of the Company to provide all employees and candidates for employment with opportunity based solely upon their talents, skills, and abilities.

The Company prohibits disruptive, abusive, offensive, or impaired behavior.

Prohibited conduct includes, but is not limited to:

- Inappropriate verbal or written communications, physical contact, verbal outbursts, and physical threats;
- Failure to adhere to organizational policies;
- Unlawful workplace discrimination and harassment;
- Sexual harassment;
- Retaliation;
- Use of Drugs or Alcohol;
- Violence in the workplace;

For more information on the Company's workplace safety policies, please see *UpStream's Employee Handbook*.

### **CONFLICTS OF INTEREST**

Employees shall conduct their personal and professional relationships, including interactions with third party vendors, in such a way as to assure themselves, the Company, and the community that decisions made are in the best interest of the Company without implication of wrongdoing. Conflicts of interest include situations

that create an actual, potential, or perceived conflict and arise when loyalty is divided between UpStream's best interest and our own personal interests. Life is full of situations where we have multiple interests, and there is nothing unethical about that. The ethical complications arise only when we act on the basis of our own personal interests rather than in the best interest of UpStream.

Examples of situations that need to be disclosed, and that could lead to a conflict of interest include:

- Working at an outside job that interferes with your position at UpStream or competes with the company
- Serving as an officer or director of, or having ownership interest in, another company that does business or competes with UpStream
- Having a family member who has ownership interest in another company that does business or competes with UpStream
- Failing to disclose that you are closely related to someone such as a vendor or customer who has sought or is seeking a financial relationship with UpStream
- Employing relatives or close friends who report directly to you
- Having a romantic relationship with an employee who you supervise or who is in your line of supervision

Before taking any action that might raise a conflict of interest, seek guidance from your manager or supervisor or the human resources manager. Directors, officers and employees are required to complete a Conflict of Interest attestation annually. UpStream will confidentially evaluate any disclosures and make a determination.

## **GIFTS AND ENTERTAINMENT**

Gifts and entertainment raise many questions. Employees shall not be permitted to accept gifts, money, or other gratuities from outside individuals or entities. It is acceptable to accept small tokens of appreciation as long as the value of the item is under \$100 and the yearly total of gifts received from the entity is \$250.

Employees should not solicit meals or entertainment from any individual or entity. In some cases, it may be acceptable to accept meals and entertainment offered by outside individual or entities in business dealings. These must be:

- Reasonable and not excessive, with \$100 per person as a guideline;
- Infrequent;
- Compliant with Company, federal and state laws; and
- Approved by management.

## **TRAINING AND EDUCATION**

On an annual basis, all employees will be required to take mandatory trainings and acknowledge the general compliance training on the Code of Conduct and Conflict of Interest. These trainings include, but are not limited to, Harassment, Privacy, and CMS Combating Medicare Parts C & D Fraud, Waste, and Abuse.

For more information on Workplace Guidelines and expectations of integrity and acceptable behavior at the Company, please see *UpStream's Employee Handbook*.

## **KEEPING PERSONAL POLITICS SEPARATE**

UpStream respects the right to participate in political activities on your own behalf or on behalf of any cause or candidate you support, but expects that employees refrain from engaging in political activities at work. We must be careful not to use the UpStream name, property, or other resources in any way to support our personal political activities, and we should exercise discretion in discussing our personal political views with business contacts. Your individual involvement or contributions to political or legislative matters should never be represented as coming from or being endorsed by the company or its affiliates. Employees are not reimbursed by the Company for personal political contributions, and employee compensation will not be increased or adjusted to reflect political contributions made. Nothing of value, including company funds, property, or work time shall be contributed, expended, or reimbursed to any candidate for any campaign purpose in a manner which is inconsistent with this Code of Conduct.

## Company and Member Information

You are responsible for safeguarding Company and member information. The Company has controls in place to help mitigate the risk of unauthorized use and access to information, including protected health information. Be mindful of the information you have and use care with it.

### **PROPER ACCOUNTING**

The Company maintains a system of internal controls which it believes provides reasonable assurance that transactions are executed in accordance with management's authorization and are properly recorded in accordance with appropriate accounting, which includes 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 auditors.

### **USE OF COMPANY ASSETS**

The Company assets are to be used solely for the benefit of the company. Employees are responsible for assuring that company assets are used only for valid company purposes and are not used to access or view prohibited web sites or content, including but not limited to gaming and/or pornography. The Company reserves the right to monitor Internet traffic and retrieve and read any data composed, sent, or received through its online connections and stored in the computer systems. Users should not have an expectation of privacy regarding their use of assets or Internet access, and users expressly consent to such monitoring by the Company. Company assets include equipment, inventory, corporate data, concepts, business strategies and plans, financial data and other information about Company business. These assets may not be used to provide personal gain for employees or others. Employees may not transfer any company assets to other persons or entities, except in the ordinary course of business. In addition, employees are prohibited from using company assets to visit impermissible web sites, including gaming and pornography. Doing so could result in disciplinary actions up to and including immediate termination of employment. Abuse or misuse of assets or Internet access provided is a violation of Company policy and may result in disciplinary action, up to and including termination of employment.

## GENERAL INFORMATION

No employee or affiliate should discuss company business practices, clinical situations, physician practices or employee performance in any situation in which they might be overheard or is not intended for public knowledge. You have the duty to protect this information.

*Q: I work in Dr. S's practice and have information on the great price they are getting on some expensive equipment that I know would also be helpful to another practice we work with, Dr. W's practice. May I provide the price information to Dr. W to use to negotiate with the equipment vendor?*

A: No. Our employees may receive competitively-sensitive information, which must be protected, and sharing pricing data or reimbursement data or other competitively-sensitive information could be a form of unfair competition. In certain situations, third party information may be shared but there are critical facts necessary to make that legal determination. Do not share without review and approval by Upstream's Legal and Compliance Department.

## PROTECTED HEALTH INFORMATION

The Company strives to maintain the confidentiality and security of all protected health information. Any suspected breaches of protected health information will be investigated and mitigated as is appropriate or necessary. The care of each member is a personal, confidential matter and protected health information (also called PHI) must not be discussed or disclosed to any unauthorized individual or in any other unauthorized fashion.

An example of an intentional violation is researching, viewing or sharing PHI for personal use that is not related to performing work duties. Any employee discussing or revealing protected health information will be subject to appropriate corrective action, up to and including termination, and may also be subject personally to federal penalties or prosecution.

*Q: I took a photo of my computer screen that included some info about a patient's care and prescriptions, but I only did it to send to the IT Helpdesk so they could see what's wrong with my computer. It's just the Helpdesk, so that's ok right?*

A: Actually it's not ok for many reasons: 1. Protected Health Information (PHI) or any confidential information (even a patient's name) should not be in your personal possession, and taking a photo puts it in your possession. The information is no longer controlled by UpStream, and could even end up in the internet cloud or another service that your phone connects to. Further, when you send something using text, you risk sending it insecurely, as opposed to our secure email systems. Thus, taking photos of any of our clinical systems or email or any company-owned system is not allowed.

It is also important for us to use PHI as little as possible. Whenever it is possible to use other information and not PHI, even when we communicate internally, it is for the best. We have a duty under the HIPAA law to use the 'minimum necessary' PHI. Please see the *Appropriate Use, Privacy and Security Policies* of UpStream, and please pay close attention to the annual training on protection of information.

## **RETENTION OF RECORDS**

Legal and regulatory practice require 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, all relevant records must not be destroyed until the matter is closed, and this may include drafts and copies as well as employee's notes and papers. Destruction of records to avoid disclosing them in a legal proceeding may constitute a criminal offense.

## **COPYRIGHTED MATERIALS**

The Company strictly adheres to all agreements regarding the use and distribution of copyrighted material. Company systems may not be used to share software, but may be used to send files and information to authorized users in accordance with all such restrictions. The Company may be licensed for use of programs or material with restrictions not to copy or distribute under the penalty of law. It will be each person's responsibility to adhere to all copyright restrictions. No software may be downloaded or installed without the prior knowledge and approval of the Company. In addition, the illegal downloading and copying of copyrighted software and/or other

copyrighted materials is prohibited. As a means of controlling Internet usage, the Company may log, audit, or record all Internet usage and content.

### **ELECTRONIC COMMUNICATIONS**

The Company's electronic communication systems exist for the legitimate business of the Company. Use of the electronic communication systems is prohibited for purposes that are not for the legitimate business of the Company. Incidental use of electronic communication systems for personal, non-business purposes is permitted in limited circumstances. Information on the systems is not private.

### **CONFIDENTIALITY AND ACCESS TO EMAIL**

All electronic communications, whether sent within Company or to persons outside the Company should be courteous and professional in all respects and should not contain any statements that may violate the Company's harassment policies or that would embarrass the Company, its affiliates, 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 e-mail system without notice to employees at intervals established by the Company.

E-mail communications that are confidential or contain PHI are required to be encrypted by the employee. The company has a system readily available for all employees to encrypt emails on a case-by-case basis. Employees simply need to write "Secure" in the subject line of an email that contains confidential or protected health information. Emails that are not encrypted that contain PHI violate company policy and failing to secure sensitive information could result in disciplinary action up to and including termination. See our *Acceptable Use Policy*.

E-mail sent or received on the Company's network are company property and are neither private nor confidential to the person who uses that company email address. The Company reserves the following rights:

- To monitor all e-mail transmissions as needed to determine if e-mail is being used for other than legitimate business reasons and to protect the Company against copyright infringement, loss of trade secrets or other business policy violations.
- To record and disclose to others all electronic communications at any time, with or without notice. No employee or other user of the e-mail system has a privacy right in anything created, received, or sent on or from the e-mail system.

Under certain circumstances, it may be necessary for the Company to review e-mail messages or logs. Such circumstances include, but are not limited to:

- Suspected violations of Company policies or illegal activity.
- Litigation involving the Company that results in a subpoena for production of documents, including e-mail messages.
- Urgency in retrieving vital messages when an employee is not available to give approval.
- Termination of employment.
- Upon a valid request by a manager or supervisor.

## **SOCIAL MEDIA**

We are committed to protecting privacy and maintaining an appropriate work environment. Use of social media should be consistent with all policies and procedures. We trust and expect you will use good professional judgement and personal responsibility at all times. This includes participation in social media, including activity during and off work time and/or off the premises. Make sure you know and follow the related policies regarding privacy and employee conduct; you do not post anything on social media in the name of the Company without prior approval; and the equipment and work time should not be used to engage in personal social media activities. Use of Company computer systems is not private. For additional information on appropriate use of company property and communication channels, please see *UpStream's Employee Handbook*.

**Q:** *My social media has a lot of followers, can I post about the great things we do here at UpStream?*

**A:** UpStream has a great team that carefully prepares material to reflect our values, goals, and messages, and that is timely to share on social media. Unless you have received prior approval to speak for UpStream, you may not post official information about the company on your social media site. UpStream does not limit you from discussion about the terms and condition of your employment and expressing your own opinions about the Company (as long as you are not intentionally posting information that you know to be false in an attempt to harm the Company or threaten or harass other employees).

## Fraud, Waste and Abuse

The Company participates in federal programs with specific fraud, waste, and abuse requirements. Fraud is 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 is the over-utilization of services, or other practices that, directly or indirectly, result in unnecessary costs to the Medicare program. 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.

Under the False Claims Act (FCA), any individual or entity that knowingly keeps an overpayment or submits a false or fraudulent claim for payment of U.S. Government funds can be held liable for penalties and fines. The FCA applies to claims by health care organizations to Medicaid, Medicare, and other government sponsored health care programs. In addition to the FCA, a number of U.S. states and other countries also have false claims legislation with similar penalties that work to discourage fraud perpetrated against local governments.

Potential fines for violating the FCA include a penalty of: (1) up to three times the amount of the damages sustained by the government for each false claim; (2) additional civil penalties for each false claim; and (3) payment of the cost of the civil action by the entity or individual that submitted the false claims. Criminal penalties may also apply. If found liable under the FCA, the entity or individual may also be excluded or suspended from participating in all federal health care programs.

The FCA contains “whistleblower provisions” that allow people with evidence of fraud against the government to sue, on behalf of the U.S. Government. The FCA also contains a provision that protects the whistleblower from retaliation by their employer, regardless of whether the whistleblower remains employed. UpStream has zero tolerance for retaliation for those who, in good faith, report compliance concerns. See our *No Retaliation Policy*.

Examples of fraud include:

- Falsifying information submitted on a claim or to support a claim
- Submitting false expense reports
- Falsifying the severity of a patient's condition
- Misappropriating assets or misusing property
- Misstating year-end revenue or other financial information
- Forging or altering checks
- Improperly changing Company records or financial statements

If you have a question about a potential fraudulent, wasteful, or abusive activity, you should immediately raise it up to your manager or supervisor or the human resources department or contact a member of the Compliance or Legal Department. Additionally, the Ethics Hotline is available 24 hours a day every day of the year.

#### **ANTI-KICKBACK STATUTE**

Employees should not accept kickbacks or rebates from the purchase or sale of any Company 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.

There are also strict federal laws that apply that prohibit kickbacks. The federal Anti-Kickback Statute prohibits the direct or indirect offering, giving, soliciting, or accepting of any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind to improperly obtain or reward favorable treatment under any government contract. This includes kickbacks and rebates to or from a vendor, provider, or government agency, or their employees, in connection with favorable treatment under a federal health care program such as Medicare. By law, the Company is required to report violations of the Anti-Kickback Statute to the government, and it is critical that all potential violations are reported to a Company leader.

If you violate the Anti-Kickback Statute or other anti-fraud laws, you may be subject to disciplinary action, including termination of employment and legal action.

*Q: Dr. ABC will convince Dr. DEF to contract with UpStream if we agree to reimburse ABC for a big night out on the town with DEF. Great idea right?*

A: No, reimbursing or promising anything of value to Dr. ABC may be illegal conduct, whether or not someone from UpStream attends the night out. Like all healthcare entities, UpStream needs to take great care not to inappropriately incentivize referrals, as opposed to carefully and appropriately marketing and educating our potential clients according to a carefully designed strategy. If you know one of our client providers who speaks highly of our services, please let the Pharmacist, Sales or other Executive in charge of the account know about this. That way, we can act carefully within the law to make UpStream's excellent review known.

### **STARK STATUTE (PHYSICIAN SELF-REFERRAL LAW)**

The federal Stark physician self-referral law generally prohibits a physician from making referrals to an entity for certain designated health services if the physician (or an immediate family member) has a "financial relationship" with the entity.

If you violate the Stark Law or other anti-fraud laws, you may be subject to disciplinary action, including termination of employment and legal action.

### **WAIVERS TO CODE RULES AND POLICIES**

Although this Code of Conduct is intended to govern all Company business, the Company recognizes that unique circumstances may arise which require an exception to a particular provision. Any employee who wishes to obtain such a waiver should first consult their immediate people leader. If the people leader agrees an exception is appropriate, the approval of the Legal & Compliance Department must be obtained. Any waivers will be issued in a procedurally consistent manner to assure fair and firm enforcement of compliance policies, and the Legal and Compliance Department shall maintain a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

July 2022 | CCO MESSAGE



This Code of Conduct should guide your actions and interactions with everyone you work with: clients, investors, business partners, vendors, regulators, government officials, and your fellow employees. Together, we all play a part in fostering a culture in which all colleagues feel comfortable being ethical, honest and transparent.

Further, each of us has a duty to speak up when we encounter a concern. If you have questions about the Code or concerns about possible ethical violations in the workplace, I urge you to talk with your supervisor, your Human Resources manager, a Compliance team member, or with me. The Ethics Hotline is available anytime using one of the methods listed below:

**Website:**

<https://www.lighthouse-services.com/upstream>

**Anonymous Reporting App:**

Keyword: upstream

Detailed app instructions [here](#)

**Toll-Free Telephone:**

English speaking USA and Canada: 833-931-4120

Spanish speaking USA and Canada: 800-216-1288

Spanish speaking Mexico: 01-800-681-5340

French speaking Canada: 855-725-0002

Contact us if you need a toll-free # for North American callers speaking languages other than English, Spanish or French.

**E-mail:**

[reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

**Fax:**

215-689-3885 (must include company name with report)

North American callers speaking languages other than English, Spanish or French can contact Lighthouse.

All communications will be treated confidentially, and those who make a good faith report of a potential compliance issue or raise compliance questions or concerns shall not be subjected to retaliation or intimidation. Any retaliation or intimidation for good faith reporting is a violation of this *Code of Conduct and the Compliance C0002 No Retaliation Policy*.

I am personally committed, as is every member of UpStream's leadership team, to ensuring that we remain firmly rooted in the values reflected in the Code. We must put integrity first in every decision we make, every single day. Know that I am here as a resource for all of you in bringing this Code of Conduct to life at UpStream.



**Laurie B. Johnson**

*Chief Compliance Officer*

# Code of Conduct: Acknowledgement and Receipt

I hereby acknowledge receipt of the *UpStream Code of Conduct*. I understand and agree that it is my responsibility to read and comply with the policies in the *Code of Conduct*.

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Name in Print

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Signature

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Date Signed