

## **CODE OF CONDUCT**

Empire Health Services (EHS) has adopted a Corporate Compliance Program to ensure that EHS operates in full compliance with applicable laws. An important component of the program is a Code of Conduct (referred to as the “Code”), which sets out basic principles which all of EHS and EHS’ subsidiaries, directors, officers, senior management, and employees (referred to as “personnel”) must follow. This Code applies to all business operations and personnel. Nonpersonnel representatives of EHS, such as sales agents or external advisors and consultants, should also be directed to conduct themselves in a manner consistent with this Code when they are acting on behalf of EHS. If you have any questions about the Code or its applicability to a particular situation, please contact your supervisor or member of the Compliance Office.

The Corporate Compliance Program and this Code are not intended to and shall not be deemed or construed to provide any rights, contractual or otherwise, to any personnel or to any third party.

### **Standards of Conduct**

1. One of the EHS’ strongest assets is a reputation for integrity and honesty. A fundamental principle on which EHS will operate its business is full compliance with applicable laws. EHS will also conduct its business in conformance with sound ethical standards. Achieving business results by illegal acts or unethical conduct is not acceptable. All personnel shall act in compliance with the requirements of applicable law and this Code and in a sound ethical manner when conducting business and operations.
2. Each supervisor and manager is responsible for ensuring that the personnel within their supervision are acting ethically and in compliance with applicable law and the Code. All personnel are responsible for acquiring sufficient knowledge to recognize potential compliance issues applicable to their duties and for appropriately seeking advice regarding such issues.
3. This Code has been distributed to all personnel and sets forth general standards applicable to all business and operations. In addition, there are a number of more detailed and specific policies covering particular business units or subject matters. The Company will communicate those specific policies to personnel who are particularly affected by and who must comply with them in the course of EHS’ business. A current set of such policies is available at EHS’ worksites. If you wish to review them, please contact your supervisor or the Compliance Office.
4. Personnel shall not offer to give any bribe, payment, gift, or thing of value to any person or entity with whom EHS has or is seeking any business or regulatory relationship except for gifts of a nominal value which are legal and given in the ordinary course of business.
5. Personnel shall not directly or indirectly authorize, pay, promise, deliver, or solicit any payment, gratuity, or favor for the purpose of influencing any political official or government employee in the discharge of that person’s responsibilities. Personnel shall not entertain government personnel in connection with EHS’ business.
6. Personnel shall be completely honest in all dealings with government agencies and representatives. No misrepresentations shall be made, and no false bills or requests for

payment or other documents shall be submitted to government agencies or representatives. Personnel certifying the correctness of records submitted to government agencies, including bills or requests for payment, shall have knowledge that the information is accurate and complete before giving such certification.

7. All political activities relating to EHS shall be conducted in full compliance with applicable law. EHS funds or property shall not be used for political contribution or purpose unless first approved by Administration. Personnel may make direct contributions of their own money to political candidates and activities, but these contributions will not be reimbursed.
8. Personnel shall not accept any bribe, payment, gift, item, or thing of more than a nominal value from any person or entity with whom the Company has or is seeking any business or regulatory relationship. Personnel must promptly report the offering or receipt of gifts above a nominal value to their supervisor or to the compliance officer.
9. Other than compensation from EHS, and as consistent with the conflict of interest policies, personnel shall not have a financial or other personal interest in a transaction between EHS or any of its business units and a vendor, supplier, provider, or customer.
10. Personnel shall not engage in any financial, business, or other activity which competes with EHS' business which may interfere or appear to interfere with the performance of their duties or that involve the use of EHS' property, facilities, or resources, except to the extent consistent with the conflict of interest policies.
11. All of EHS' business transactions shall be carried out in accordance with management's general or specific directives. All of the books and records shall be kept in accordance with generally accepted accounting standards or other applicable standards. All transactions, payments, receipts, accounts, and assets shall be completely and accurately recorded on EHS' books and records on a consistent basis. No payment shall be approved or made with the intention or understanding that it will be used for any purpose other than that described in the supporting documentation for the payment. All information recorded and submitted to other persons must not be used to mislead those who receive the information or to conceal anything that is improper.
12. Books and records shall be created, maintained, retained, or destroyed in accordance with EHS' records management policy.
13. Personnel shall comply with applicable antitrust laws. There shall be no discussions or agreements with competitors regarding price or to the terms for product sales, prices paid to suppliers or providers, dividing up customers or geographic markets, or joint action to boycott or coerce certain customers, suppliers, or providers.
14. The Company and its personnel shall not engage in unfair competition or deceptive trade practices, including misrepresentation of EHS' products or operations. Personnel shall not make false or disparaging statements about competitors or their products or attempt to coerce suppliers or providers into purchasing products or services.
15. All personnel shall maintain the confidentiality of EHS' business information and of information relating to EHS' vendor, suppliers, providers, customers, and persons

covered by any of EHS' products. Personnel shall not use any such confidential or proprietary information except as is appropriate for business. Personnel shall not seek to improperly obtain or to misuse confidential information of EHS' competitors.

16. All personnel shall comply with the policy on insider trading. Personnel with material nonpublic information relating to EHS' or another entity with which EHS has done or is doing business shall not buy or sell securities of such entity, or engage in any other action to take advantage of, or pass on to others, such information.
17. All personnel shall follow safe work practices and comply with all applicable safety standards and health regulations.
18. All personnel are responsible for ensuring that the work environment is free of discrimination or harassment due to age, race, gender, color, religion, national origin, disability, sexual orientation, or covered veteran status. Any form of sexual harassment, including the creation of hostile working environment, is completely prohibited.

### **Reporting of Violations**

1. Illegal acts or improper conduct may subject EHS to severe civil and criminal penalties, including large fines and being barred from certain types of business. It is, therefore, very important that any illegal activity or violations of the Code be promptly brought to EHS' attention. In many cases, if EHS discovers and reports illegal acts to the appropriate governmental authorities, EHS may be subject to lesser penalties.
2. Any director, officer, or employee who believes or becomes aware of any violation of this Code or any illegal activity by a director, officer, or employee or another person acting on EHS' behalf shall promptly report the violation or illegal activity in person, by phone, or in writing, to one of the following persons:
  - a. The Compliance Officer or another member of the compliance staff.
  - b. The Vice-President of Organizational Development and Leadership
  - c. Member of the Internal audit staff
  - d. The Compliance Hotline
3. It is a violation of this Code for personnel not to report a violation of the Code or any illegal activity. If you have a question about whether particular acts or conduct may be illegal or violate the Code, you should contact one of the persons listed above. It is a violation of this Code for personnel to whom a potential illegal act or violation of the Code is reported to not ensure that the illegal act or violation of the Code comes to the attention of those responsible for investigating such reports.
4. It is EHS' policy to promptly and thoroughly investigate reports of illegal activity or violations of this Code. Personnel must cooperate with these investigations. You must not take any actions to prevent, hinder, or delay discovery and full investigation of illegal acts or violations of this Code. It is a violation of this Code for personnel to prevent, hinder, or delay discovery and full investigation of illegal acts or violations of this Code.
5. Personnel may report illegal acts or a violation of this Code anonymously. To the extent permitted by law, EHS will take reasonable precautions to maintain the confidentiality of

those individuals who report illegal activity or violations of this Code and of those individuals involved in the alleged improper activity, whether or not it turns out that improper acts occurred. Failure to abide by this confidentiality obligation is a violation of this Code.

6. No reprisals or disciplinary action will be taken or permitted against personnel for good faith reporting of, or cooperating with the investigation of, illegal acts or violations of this Code. It is a violation of this Code for personnel to punish or conduct reprisals in regard to personnel who have made a good faith report of, or cooperated in the investigation of, illegal acts or violations of this Code.
7. Personnel who violate the Code or commit illegal acts are subject to discipline up to and including dismissal. Personnel who report their own illegal acts or improper conduct, however, will have self-reporting taken into account in determining the appropriate disciplinary action.

### **Government Interviews or Investigations**

1. EHS and its personnel shall cooperate fully and promptly with appropriate government investigations into possible civil and criminal violations of the law. It is important, however, that in this process EHS is able to protect the legal rights of EHS and its personnel. To accomplish these objectives, any governmental inquiries or request for information, documents, or interviews should be promptly referred to the compliance office.
2. Personnel who participate in government interviews shall give answers that are truthful, complete, and unambiguous.

Orig: 11/05  
APPROVED: Compliance Officer  
REVIEWED:  
REVISED: