



# CODE OF CONDUCT

THE DECISIONS YOU MAKE.  
THE ACTIONS YOU TAKE.

## CODE OF CONDUCT

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### A MESSAGE FROM OUR PRESIDENT AND CEO



I am incredibly proud to lead this organization guided by our purpose to reimagine pharmacy and provide the kind of care we would want for our loved ones. This meaningful purpose is supported by a set of important cultural commitments that require each of us to deliver on our commitments while never compromising our integrity.

When we work together to move our company forward and do what's right, our culture of compliance and ethics becomes a strategic advantage. This requires holding each other to high ethical standards and using all available resources to make the right decisions, each and every time.

Our Code of Conduct acts as the guidepost that will help you take actions and make decisions that align with our purpose, values and ethical culture. If you are ever unsure of what to do, please act with courage and ask questions using the many resources available to you. It is always okay to speak up.

Thank you all for your unwavering commitment to doing what's right.

Sincerely,

Mostafa Kamal  
President and CEO

## CODE OF CONDUCT

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### A MESSAGE FROM OUR CHIEF COMPLIANCE OFFICER



As we navigate the ever-changing landscape of the health care industry, it is necessary that we conduct our business responsibly. We must always seek to do the right thing and use honesty and integrity as the foundation of our decision-making.

Every one of us is responsible for becoming familiar with the Code, abiding by our principles and seeking help when we need it. We rely on you to use good judgment and to ask questions whenever you are in doubt. You can reach out to the compliance team for support or ask questions or report issues anonymously through our Compliance Hotline.

The decisions we make every day impact our ability to deliver results and innovate for growth. We all own compliance. Together, we can advance our culture of compliance and ethics while executing on our commitment to do the right thing. Thank you for doing your part!

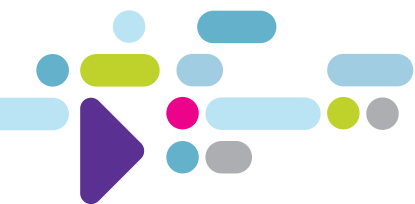
Sincerely,

Tizgel High  
Chief Compliance Officer

# CODE OF CONDUCT

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# CODE OF CONDUCT

## INTRODUCTION

### How we do business

Ethical conduct is at the core of how we do business.

At Prime Therapeutics and Magellan Rx (Prime and Magellan Rx), we conduct our business ethically and consistent with applicable laws and regulations.

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

### Purpose of the Code

The Code is your guide for doing business at Prime and Magellan Rx ethically and consistent with applicable laws, regulations and company policies. The Code lays the foundation for ethical business practices and shows you where to go when the answer isn't clear.



# CODE OF CONDUCT

## INTRODUCTION

### Your responsibilities

The Code applies to all employees, contractors, officers and directors.

We all have a responsibility to:

- **ACT ETHICALLY**  
Demonstrate integrity and do what's right for those we serve.
- **FOLLOW THE LAW**  
Understand and follow the laws and other requirements that apply to your job and our business.
- **FOLLOW THE CODE AND POLICIES**  
Read the Code and know the policies that apply to you and your job.
- **ASK FOR HELP**  
When the answer is unclear, ask for guidance before taking action.
- **SPEAK UP**  
Voice compliance and ethics concerns right away.

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

### Additional responsibilities for managers

If you supervise others, you have additional responsibilities.

- **BE AN EXAMPLE**  
Model Prime and Magellan Rx's values and commitment to compliance.
- **SET EXPECTATIONS**  
Reinforce the importance of compliance and ethics.
- **FOSTER OPEN COMMUNICATION**  
Make ethics conversations part of your routine.
- **UNDERSTAND YOUR RESOURCES**  
Know who to contact for compliance and ethics guidance.
- **TAKE ACTION**  
Address compliance and ethics concerns immediately.
- **ENSURE NO RETALIATION OR INTIMIDATION**  
Never retaliate or intimidate or allow others to retaliate or intimidate for good faith reporting.

# CODE OF CONDUCT

## INTRODUCTION

### Reporting methods

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

- Your supervisor or manager
- Human resources
- Privacy Officer
- Chief Compliance Officer
- Legal department

#### ANONYMOUS RESOURCES:

##### 24-hour Anonymous Compliance Hotline

Phone: 800.474.8651

Email: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com)

Website: [www.lighthouse-services.com/prime](http://www.lighthouse-services.com/prime)

Mobile App: App Store>Anonymous Reporting (Lighthouse)>Download app> Keyword 'prime'>

Select 'save'

#### NON-ANONYMOUS RESOURCES:

##### Compliance department

Email: [compliance@primetherapeutics.com](mailto:compliance@primetherapeutics.com)

Phone: 612.777.5523

##### Fraud, Waste and Abuse (FWA) Fraud Tip Hotline

Email: [FraudTipHotline@primetherapeutics.com](mailto:FraudTipHotline@primetherapeutics.com)

Phone: 800.731.3269

##### Privacy

Email: [privacy@primetherapeutics.com](mailto:privacy@primetherapeutics.com)

Phone: 888.849.7840

Web: From the PrimeToday home page, click on "Report PHI disclosure" to access the Compliance 360 (C360) disclosure form.



#### REPORTING A CONCERN:

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

# CODE OF CONDUCT

## INTRODUCTION

### Anti-retaliation

Prime and Magellan Rx strictly prohibit any unlawful retaliation or intimidation against anyone who:

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

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

 **For more information, see our Anti-Retaliation Policy.**

### Investigations


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

### Corrective action

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

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

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

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



# CODE OF CONDUCT

## ASSETS AND INFORMATION

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

**PRIME AND MAGELLAN RX’S ASSETS INCLUDE:**

<p><b>Physical items:</b></p> <ul style="list-style-type: none"> <li>• Equipment</li> <li>• Financial assets (for example, cash and investments)</li> <li>• Office supplies</li> </ul>	<p><b>Information:</b></p> <ul style="list-style-type: none"> <li>• Business strategies and plans</li> <li>• Financial data</li> <li>• Intellectual property</li> <li>• All other data and Business Records</li> </ul>
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### Confidential and proprietary information

#### Prime and Magellan Rx’s Information

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

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



#### What you need to do

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

**EXAMPLES OF PRIME AND MAGELLAN RX’S CONFIDENTIAL INFORMATION:**

<p><b>Non-public information about:</b></p> <ul style="list-style-type: none"> <li>• Prime and Magellan Rx, its subsidiaries and its business</li> <li>• Prime and Magellan Rx’s customers and owners</li> <li>• Members, claims or providers</li> <li>• Prime and Magellan Rx employees, contractors, officers, and directors</li> </ul>	<ul style="list-style-type: none"> <li>• Prospective customers, investors or other third parties</li> <li>• All other records, documents, electronic communications or any other information that is confidential, proprietary or non-public</li> </ul>
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**For more information, see our Confidential and Proprietary Information Policy.**

# CODE OF CONDUCT

## ASSETS AND INFORMATION



### ❖ Competitor and third-party information

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



### CAN USE

Publicly available information, such as non-confidential information from industry experts and other third parties.



### CANNOT USE

Confidential information from a previous employer in your work at Prime and Magellan Rx. You also cannot use lying, deceit, misrepresentation, invasive techniques or unauthorized access to obtain information.

❖ **For more information, see our *Information of Competitors and Third Parties Policy*.**

# CODE OF CONDUCT

## ASSETS AND INFORMATION

### External communication

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



#### What you need to do

- Contact our public relations team if you are approached:
- By the media
  - By a vendor for a testimonial
  - By a professional industry newsletter, website or similar publication for an interview

**Situations that require prior written approval:**

- Representing that you are authorized to speak on behalf of Prime and Magellan Rx or that Prime and Magellan Rx have reviewed and approved your content
- Posting photographs or videos of the non-public areas of Prime and Magellan Rx’s premises
- Sharing financial or operational information
- Using Prime and Magellan Rx’s brand (for example, logo or graphics) in a way that suggests that you are representing Prime and Magellan Rx

**For more information, see our Media Relations Policy.**

### Social media

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

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

**For more information, see our Social Media Policy.**

# CODE OF CONDUCT

## ASSETS AND INFORMATION

### HIPAA and privacy

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



#### What you need to do

- Protect PHI.
- Keep PHI confidential.
- Only look at PHI or use it if necessary to do your job.
- Report potential HIPAA violations to the privacy team right away.

For more information, see our [Privacy Policies](#).

### Data security

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



#### What you need to do

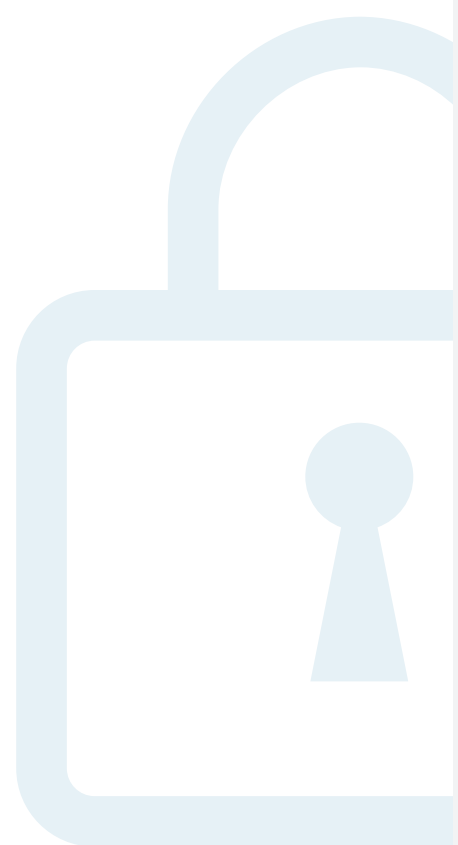
- Keep your user ID and passwords private (don’t write them down or share them).
- Lock your computer when leaving it unattended.
- Don’t leave your laptop or device unattended in public areas.
- Only use Prime and Magellan Rx approved and supplied portable media.
- Only use the Prime and Magellan Rx approved mobile email application.

For more information, see our [Information Security Policies](#).

### Employee and contractor data protection

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

For more information, see our [Personnel Privacy Policy](#).



# CODE OF CONDUCT

## ASSETS AND INFORMATION

### Computer use

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

🔗 *For more information, see our [Acceptable Use Policy](#).*

### Email and instant messaging

The purpose of email and instant messaging is to facilitate business communications. Instant messaging should not be used for formal business communications or to document business decisions.



#### CAN USE

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



#### CANNOT USE

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

🔗 *For more information, see our [Data Transmission and Email Policy](#), [Email Management Policy](#), [Teams Policy](#) and [Mobile Applications Policy](#).*

### Enterprise video resources

You are encouraged to use enterprise video resources accessed through your corporate device(s). Video resources should not be used to document business decisions, except in approved and limited cases. Use of any type of personal device to photograph or record (either video or audio) in the workplace is strictly prohibited unless expressly authorized.

🔗 *For more information, see our [Enterprise Video Policy](#).*

🔗 *For more information, see our [Photographing and Recording in the Workplace policy](#).*

# CODE OF CONDUCT

## ASSETS AND INFORMATION

### Software licensing

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

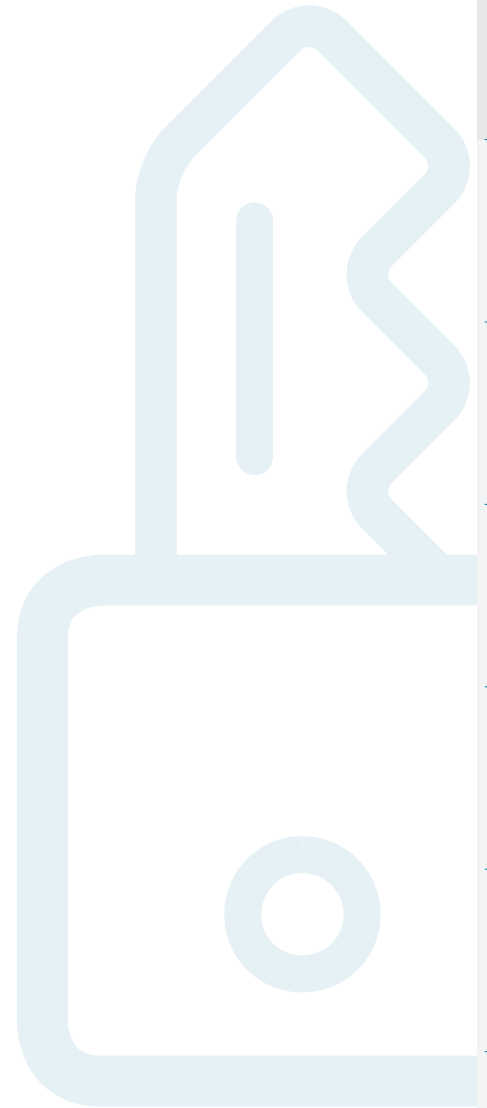
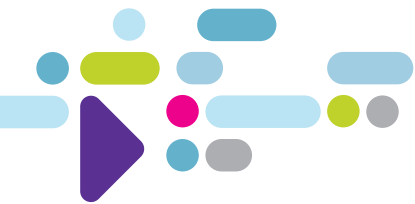
### Artificial intelligence

Prime and Magellan Rx recognize artificial intelligence (AI) as powerful tools that can significantly enhance business operations and provide strategic benefits, yet they present potential risks and ethical considerations that require purposeful, responsible and accountable use.

Using generative AI tools and platforms for any purpose within Prime and Magellan Rx systems is prohibited and not allowed unless first approved in accordance with Prime and Magellan Rx Enterprise Data and Information Governance Council procedures.

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

 **For more information, see our [Artificial Intelligence Policy](#).**



# CODE OF CONDUCT

## ASSETS AND INFORMATION

### Data and Business Records

Prime and Magellan Rx use governance controls throughout the data lifecycle of creation, distribution, use, placement, retention and deletion for all of Prime and Magellan Rx's data, including Business Records.

#### BUSINESS RECORDS

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

- Provides evidence of meeting legal obligations
- Supports business transactions
- Documents a business decision

#### Creation

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

#### Placement

All data, including Business Records, must be placed in the approved storage location for retention. For example:

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

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

#### Deletion

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

**For more information, see our Records and Information Management (RIM) Policies or contact [RIM@primetherapeutics.com](mailto:RIM@primetherapeutics.com).**

# CODE OF CONDUCT

## POLITICAL ACTIVITY AND CONTRIBUTIONS



Prime and Magellan Rx support your right to vote and be active in the political process. If you are politically active, remember:

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

**🔗 For more information, see our *Non-Solicitation and Distribution Policy*.**



# CODE OF CONDUCT

## CONFLICTS OF INTEREST

### Personal conflicts of interest

Each of us must act in the best interest of Prime and Magellan Rx.

A personal conflict of interest is when a person or company has a financial, business or other relationship that may conflict with the best interests of the company they work for or their assigned duties. You are required to report all potential conflicts. However, not all conflicts require any action beyond disclosure.

#### CONFLICTS CAN ARISE IN MANY WAYS. COMMON EXAMPLES MAY INCLUDE:

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



#### What you need to do

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

🔗 **For more information, see our *Conflict of Interest Policy: Employees and Contractors*.**



# CODE OF CONDUCT

## CONFLICTS OF INTEREST

### Organizational conflicts of interest

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

#### Identification

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

#### ORGANIZATIONAL CONFLICTS CAN ARISE DUE TO:

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

#### Management

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



#### What you need to do

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

**For more information, see our *Organizational Conflict of Interest Policy*.**

## CODE OF CONDUCT

### WORKING WITH SUPPLIERS AND CUSTOMERS

#### Ethical relationships

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

#### Business courtesies

Prime and Magellan Rx may give or receive business courtesies to build or strengthen relationships with business partners. Business courtesies may also be given or received from potential business partners. Business courtesies should never be illegal or violate Prime and Magellan Rx's commitment to diversity and mutual respect.



## CODE OF CONDUCT

### WORKING WITH SUPPLIERS AND CUSTOMERS



#### EXAMPLES OF BUSINESS COURTESIES

##### Gifts

- You may give or receive gifts up to \$100 per occurrence (may not exceed \$150 per year to or from the same business partner).
- Gifts of cash are not allowed in any amount (cash equivalents, such as gift cards issued by a bank or other financial institution, are also not allowed).
- Never give, receive or ask for a gift in return for business.

##### Business meals and entertainment

- You may provide or accept a meal valued up to \$100.
- You may provide or accept entertainment valued up to \$150 (\$250 maximum for food and entertainment per person per event).
- Both you and the business partner must attend the meal and/or entertainment event.
- Business discussions must occur during the meal and/or entertainment event.
- The location should be appropriate for business conversation.

##### Travel

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



#### BUSINESS COURTESIES MAY NOT BE PROVIDED TO OR FROM

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

In addition, giving and receiving honoraria is not permitted.

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

🔗 **For more information, see our *Travel, Meals and Entertainment Expense Reimbursement Policy*.**

🔗 **For more information, see our *Business Courtesies (Gifts, Meals, Entertainment, Travel & Honoraria) Policy*.**

# CODE OF CONDUCT

## WORKING WITH SUPPLIERS AND CUSTOMERS

### Formulary development

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

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

### Utilization management coverage decisions

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

### Improper payments

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

### Antitrust

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

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

 **For more information, see our Antitrust Policy.**



### ANTITRUST LAWS PROHIBIT:

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

## CODE OF CONDUCT

### WORKING WITH SUPPLIERS AND CUSTOMERS

#### Price fixing

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

In addition, you are required to avoid conduct that creates the appearance of price fixing.

This means you can't exchange, consult, discuss, create or participate in any understanding, agreement, plan or scheme with any competitor about:

- Prime and Magellan Rx's prices or competitors' prices
- Price policies
- Fees
- Terms or conditions of sale of any service or product

It doesn't matter if these discussions are direct or implied, formal or informal, oral or written.



#### What you need to do

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

#### Market allocation and other agreements restraining trade

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

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

This includes agreements that are written or unwritten, formal or informal, understood or implied, or made with a competitor or customer.

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

#### Insider trading

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

## CODE OF CONDUCT

### INTERACTING WITH THE GOVERNMENT

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

Examples include officials from:

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

#### GOVERNMENT PROGRAMS PARTICIPATION

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

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



# CODE OF CONDUCT

## INTERACTING WITH THE GOVERNMENT

### Bribery

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

### Anti-kickback laws

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

- Money
- Fee
- Commission
- Gift
- Other items of value

All forms of kickbacks are prohibited.

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

#### ANTI-KICKBACK STATUTE

A criminal law that prohibits anyone from knowingly or willfully soliciting, receiving, offering or paying compensation in exchange for referrals or the purchase of any item or service that may be paid for in whole or in part by a federal health care program (for example, Medicare or Medicaid).

#### ANTI-KICKBACK ACT

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



# CODE OF CONDUCT

## INTERACTING WITH THE GOVERNMENT

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

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

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

### Doing business with the U.S. government

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

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

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

❖ **Hiring former and current government employees.** Many laws restrict the timing of employment discussions between U.S. government employees and government contractors. "Revolving door" restrictions limit the types of activities that some former government personnel can perform in the private sector. You must get approval from the legal department before discussing employment with current government employees.

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

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



### EXAMPLES OF SOURCE SELECTION INFORMATION:

- Previously submitted bid prices, proposed costs or prices
- Source selection or technical evaluation plans
- Technical, cost or price evaluations of proposals, or rankings of bids, proposals or competitors
- Reports and evaluations of source selection panels, boards or advisory councils
- Other information marked as "source selection information"

### EXAMPLES OF CONTRACTOR BID OR PROPOSAL:

*(non-public information submitted by bidders to a federal agency as part of a bid or proposal)*

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

## CODE OF CONDUCT

### INTERACTING WITH THE GOVERNMENT

❖ **Contingent fees.** Do not pay contingent fees to outside consultants. Federal law generally prohibits this because it may lead to attempted or actual exercise of improper influence. Contingent fees include:

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

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

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

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

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



#### PRIME AND MAGELLAN RX WILL NOT KNOWINGLY:

form a new contract with, make a new purchase from, or enter into a new business relationship with any individual or company that is excluded from participation in government programs or contracts.



# CODE OF CONDUCT

## PROPER ACCOUNTING

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

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

Fraudulent activity is grounds for immediate termination of employment.



### WHAT YOU SHOULD DO

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



### WHAT YOU SHOULDN'T DO

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

# CODE OF CONDUCT

## PROPER ACCOUNTING

### Accounting practice concerns

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

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



# CODE OF CONDUCT

## WORK ENVIRONMENT

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

### Diversity, Equity and Inclusion

Prime and Magellan Rx's commitment to diversity, equity and inclusion is rooted in our collective values as a company and is inseparable from our purpose and dedication to serving others. We believe that all individuals deserve an equal opportunity to succeed, and that our differences bring richness to our work and improve the results we achieve for our clients and their members. Each of us is responsible for creating a culture of trust and respect that promotes a positive and inclusive work environment. We treat each other with fairness and courtesy in all of our in-person and virtual interactions.

### Equal employment opportunities

Prime and Magellan Rx are committed to diversity and equal employment opportunities. Our vision is to be a thriving, positive environment where employees are proud to work, diversity is celebrated and all are treated with respect.

Prime and Magellan Rx provide equal employment opportunities to all persons in all aspects of employment, regardless of race, color, religion, sex, sexual orientation, gender identity or expression, genetic information, marital status, familial status, national origin, age, disability, veteran status, public assistance status, membership or activity in a local commission, or any other legally protected class under federal, state or local law.

Prime and Magellan Rx make reasonable accommodations for qualified individuals with disabilities, unless doing so would impose an undue hardship.

 **For more information, see our Equal Employment Opportunity Policy.**



# CODE OF CONDUCT

## WORK ENVIRONMENT

### Violence-free workplace

Prime and Magellan Rx are committed to providing a safe and healthy work environment that is free from harassment, threats and acts of violence.

This includes:

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


Acts or threats of violence or possession of firearms or any other weapons at Prime and Magellan Rx is strictly prohibited.



### What you need to do

If you are the victim of, or are witness to, conduct that conflicts with a violence-free workplace:

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

 **For more information, see our Workplace Violence Policy.**



# CODE OF CONDUCT

## WORK ENVIRONMENT

### Harassment-free workplace

Prime and Magellan Rx prohibit all forms of unlawful harassment and discrimination and expects employees are treated, and treat others, with respect, dignity and courtesy.



#### What you need to do

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

For more information, see our *Respect Policy*.

For more information, see our *Harassment and Offensive Behavior Policy*.

### Substance-free workplace

Prime and Magellan Rx strive to protect the safety, health and well-being of all employees. Prime and Magellan Rx maintain a workplace free from the use and abuse of drugs and alcohol.

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

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

# CODE OF CONDUCT

## FINAL NOTES

### Exceptions and amendments

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

### Oversight

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

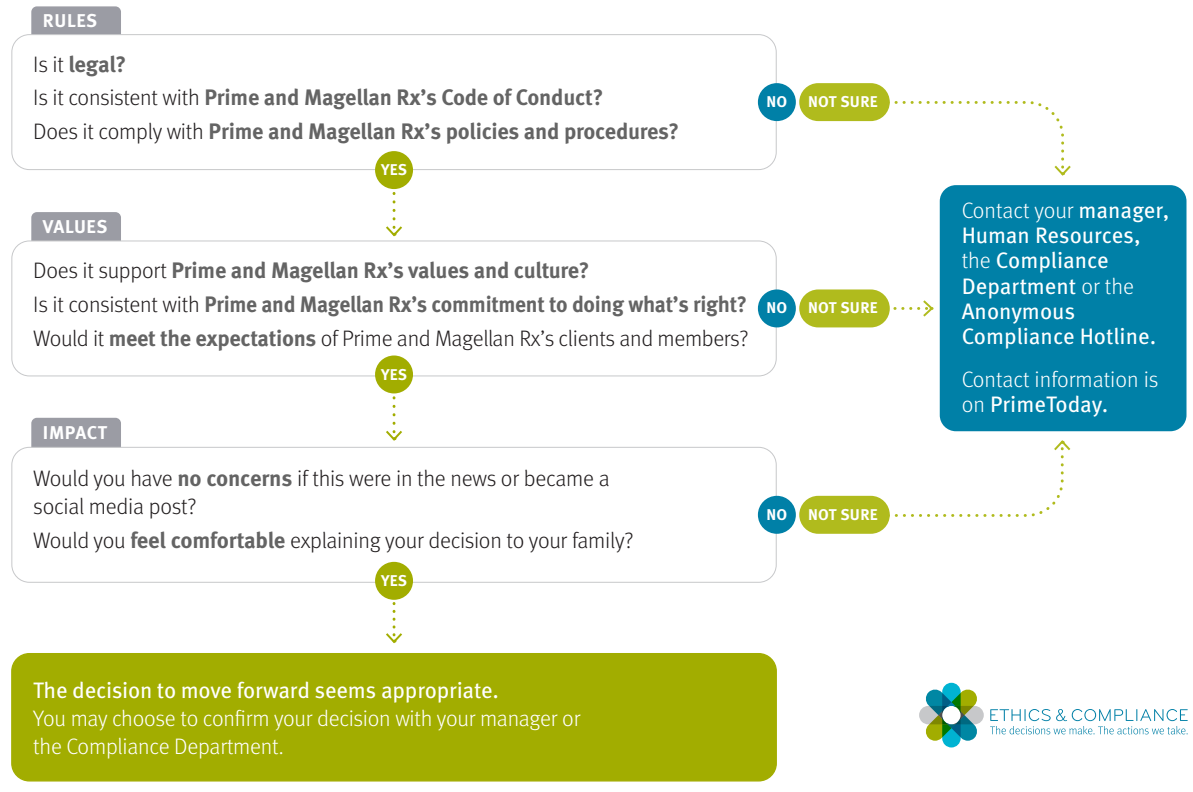




# CODE OF CONDUCT

## ETHICAL DECISIONS GUIDE

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





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