MILLENNIUM® HEALTHCARE

Code of Ethics & Business Conduct

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MILLENNIUM® HEALTHCARE

WELCOME LETTER FROM CEO

Dear Millennium Healthcare, LLC (Millennium) Team,

It is a privilege to lead the Millennium business and to work alongside each of you as we advance our mission to deliver exceptional, accessible primary care. Your daily dedication brings our purpose to life whether you are caring for patients, supporting clinicians or innovating operations. As we continue to grow and integrate our diverse teams and clinical models, our commitment to doing right is what remains consistent. Our Code of Conduct is a shared promise. It reflects the values that define us and the standards that guide how we treat our patients, our partners and one another.

We operate in a complex healthcare environment carrying profound responsibility.

Our patients' trust is earned through daily choices rooted in integrity, respect and accountability.

Living our Code means:

- Putting patients and members first in every decision
- Acting with honesty and transparency, even when it is difficult
- Protecting the privacy and dignity of those we serve
- Creating a workplace where every voice is valued and every person feels safe
- Raising concerns when something doesn't align with our values

These principles are the foundation of a culture that enables us to deliver high-quality care and achieve strong performance.

You are never alone in upholding these commitments. Our leaders, our Compliance and Ethics teams, and I personally stand behind you. We encourage questions, we welcome feedback and we rely on your courage to speak up when something needs attention. As we look ahead - expanding our footprint, strengthening our clinical capabilities and innovating for the future - our integrity will remain our greatest asset. Thank you for the professionalism, compassion and ethical leadership you bring. You are why our organization thrives and why our patients and partners trust us.

Together, we will continue to build a Millennium that leads with purpose, delivers with excellence and operates with unwavering respect.

Warm regards,

Tesha Simpson
Chief Executive Officer
Millennium Healthcare, LLC

Welcome Letter from the Chief Compliance Officer

Dear Millennium Team,

Welcome to Millennium and thank you for being a part of an organization committed to expanding access to comprehensive, quality primary care. Whether you have long been a part of Millennium's legacy of compassionate, coordinated care or have joined us more recently through our growing national platform, you play a vital role in advancing our shared mission. Together, we are building an integrated care delivery organization grounded in integrity, accountability and respect.

Our Code of Conduct represents more than a list of expectations. It reflects our values and the way we aim to support our patients, members, customers, Millennium ACO participants and partners. Across Millennium, it is our shared commitment to ethical and responsible behavior that enables us to operate aligned in purpose and united in responsibility.

As a healthcare organization entrusted with the well-being of individuals and communities, we hold ourselves to the highest standards of conduct.

Each of us must:

- Place patients and members at the center of every decision
- Protect the privacy and security of health information
- Uphold accuracy in documentation, billing, coding and reporting
- Foster a respectful, inclusive and safe environment
- Speak up when something does not seem right

Compliance is not the responsibility of one department - it is a shared obligation and daily practice. The choices you make, both large and small, directly contribute to the trust placed in us by the people and communities we serve.

If you ever have questions or concerns, our Compliance, Ethics and Privacy teams are here to support you. We offer confidential reporting channels, direct access to compliance leaders and a strong non-retaliation policy to ensure everyone feels safe raising issues. Your voice protects our organization, our ACO, and strengthens the work we do.

As we continue expanding our ACO, integrating new clinics and strengthening both our Medicare care delivery programs and our responsibilities as a delegated oversight partner, our commitment to doing what is right will guide us forward. Thank you for upholding the standards that make Millennium a trusted partner to health plans, a dependable steward of delegated functions and a place where integrity leads the way.

Together, we ensure that Millennium delivers exceptional care with honor, transparency and respect.

Warm regards,

LeToia "LT" Jenkins-Crozier
Chief Compliance Officer, Mosaic Health

Introduction

Standards of Conduct, also known as the "Codes of Conduct," state the overarching principles and values by which an organization operates, and define the underlying framework for an organization's compliance policies and procedures. Our expectation as an organization is to require all employees, contractors and agents (collectively within this document referred to as "Individuals") to conduct themselves in an ethical manner; that issues of noncompliance and potential fraud, waste and abuse are reported through appropriate mechanisms; and that reported issues will be addressed and corrected.

Standards of Conduct are everyone's responsibility.

Our organization's policy is to provide our Code of Ethics and Business Conduct to all individuals, so it may serve as a guide to business conduct as you perform your duties and observe others at work.

At a minimum, the observation of our basic code of ethical behavior requires the following:

Ethical Principles of Conduct

- Honesty
- Integrity
- Trustworthiness
- Courage
- Respect
- Responsibility
- Accountability
- Obedience to the law
- Empathy
- Teamwork
- Authenticity
- Commitment to the mission, vision and values

Decision Making

When performing work duties, all individuals must evaluate their actions using the following questions:

- Does it comply with the Code of Conduct?
- Is it legal?
- Does it respect the rights of others?
- Does it reflect our organization's mission, vision and values?

Reporting/Speaking Up

We will investigate all reports of alleged misconduct. Employees must report suspected unethical, illegal or suspicious behavior immediately. We do not tolerate retaliation against anyone who makes a good faith report of suspected misconduct or otherwise assists with an investigation or audit. To report a concern, use one or more of the channels listed below:

1. Speak with your manager.
2. Speak with your aligned Human Resources Business Partner (HRBP).
3. Email **HROps@mosaichealth.com** to identify their HRBP.
4. Call our anonymous hotline: **1-855-517-8676**.
5. MPG employees should submit ethics, compliance or privacy concerns by navigating to the MPG 'apps page' and clicking on the 'ReportIT!' icon.

Non-Retaliation

If you report a concern in good faith, you will not be subjected to any adverse employment action including:

1. Unfair dismissal, demotion or suspension
2. Unfair denial of a promotion, transfer or other employment benefit
3. Bullying and harassment, either in person or online
4. Exclusionary behavior
5. Any other behavior that singles out the person unfairly

Equal Opportunity

We will not tolerate discrimination based on race, color, sex, religion, gender, gender identity, age, national origin, sexual orientation, marital or military status, physical or mental disability, genetic information, pregnancy, political ideology or any other status protected by applicable federal, state or local law.

Employment decisions are based on merit and business needs, and not based upon race, color, religion (including religious dress and grooming practices), sex (including pregnancy, childbirth, breastfeeding, and/or related medical conditions), gender identity, gender expression, national origin, ancestry (including language use restrictions and possession of a driver's license), citizenship, age, physical or mental disability, legally protected medical condition, military or veteran status, marital status, domestic partner status, sexual orientation, genetic information or any other consideration made unlawful by federal, state or local fair employment practices laws.

Bullying/Harassment

We are committed to ensuring our employees work in a safe and respectful environment, free of bullying and harassment.

Inappropriate behaviors include, but are not limited to:

1. Spreading malicious rumor or gossip
2. Excluding or isolating someone socially
3. Requesting impossible deliverables
4. Withholding necessary information or purposefully giving the wrong information
5. Intimidation
6. Impeding someone's work
7. Unfairly denying training, leave or promotion
8. Constantly changing work guidelines without justification
9. Sending offensive jokes or emails
10. Criticizing or belittling colleagues
11. Tampering with another's belongings or company equipment
12. Influencing/forcing another individual to violate this code, or otherwise act in a manner which violates law or company policies

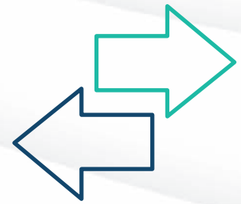
Conflicts of Interest

A conflict of interest may occur when an employee's personal activities, financial interests or associations compromise their judgment and/or ability to act without bias or in the organization's best interest. Individuals must disclose any relationships, associations or activities that may create actual, potential or perceived conflicts of interest.

Employees may maintain outside interests (i.e., consultant, adviser, board member with or without compensation) so long as they do not interfere or conflict with the company's business interests or the employee's obligation to the company. Board members are obligated to promptly and fully disclose any potential conflicts of interest to the board. This includes but is not limited to situations where a board member, or a close associate, has a financial or personal interest in any matter being considered by the board.

All employees complete a Conflict of Interest Acknowledgment and Attestation upon hire and annually thereafter. Conflict of Interest training is provided annually.

Individuals should contact their manager, their Human Resources Business Partner (HRBP), or immediately report the incident to the Compliance teams using a method outlined on page five.



External Communication on Behalf of Company

Only members of the Executive Leadership team are authorized to represent the company to media and/or legal authorities. Individuals contacted directly by a government agency or by a law firm for information should respectfully inform the inquiring entity they are unable to provide comment without first notifying our internal counsel.

Immediately contact the Legal department using the contact information below:

- Millennium employees should contact **legal@mosaichealth.com**

Cooperation with Investigations

Individuals involved on the organization's behalf in a lawsuit or other legal matter may not discuss the subject with anyone inside or outside the organization without prior approval from the Legal department. Should you be the first point of contact for a lawsuit or other legal matter (or otherwise be the first notified), you must immediately contact the Legal department using the contact information below:

- Millennium employees should contact **legal@mosaichealth.com**

All individuals are required to fully cooperate with any Legal, Compliance, HR and other internal investigations.

Individuals must not communicate internally or externally regarding any legal matter or internal investigations without prior approval from the department spearheading the same.

RECORD RETENTION

Individuals should never destroy documents in response to, or in anticipation of, an investigation or audit. Employees are required to comply with direction provided by Legal, Compliance, Information Security and/or other applicable departments.

Confidentiality of Proprietary Information

We maintain the confidentiality of all proprietary information as defined in the Data Classification and Protection Policy. Confidential information includes all non-public information that, if disclosed, may be harmful to our organization, our customers, and business partners. Known or suspected disclosures of proprietary information should be reported to the People Experience team at **Hrops@mosaichealth.com**.

Confidential information can include, but is not limited to:

1. Customer and supplier lists
2. Pricing and proprietary information
3. Terms of contracts
4. Company policies and procedures
5. Financial statements
6. Marketing plans and strategies
7. Trade secrets

Privacy

We comply with the requirements of all applicable federal and state privacy laws including all applicable elements of the HIPAA Privacy and Security rules.

Individuals are required to immediately report any inadvertent, potential or known disclosures of data, including those containing Personally Identifiable Information (PII) or Protected Health Information (PHI) using the **SAI360** icon in Entra, our application dashboard located on your desktop.

Bribery, Kickbacks and Facilitation of Payments

We conduct business in a fair and honest manner. You may not attempt to influence the judgment or behavior of any person or entity (governmental or private) to obtain or award contracts, services, referrals or goods through bribery or kickback.

Individuals must:

- Adhere to all internal vendor management processes when selecting third party vendors.
- Follow the organization's finance and accounting policies to ensure accurate recording and timely payment of all accounts payable and accounts receivables.
- Refuse any offer or request for unlawful payment and immediately report the incident to the Compliance teams using any method outlined on page five.

Competition, Fair Dealings and Antitrust

We are committed to maintaining fair and honest relationships with all business partners. You must immediately report violations to the Millennium Compliance team using a method outlined on page five.

Individuals will conduct business in accordance with the following requirements:

1. Communicate the organization's products and services in a manner that is fair and accurate, and disclose all information relevant to the business transaction.
2. Consult with a member of the organization's Legal team before engaging in any new practice that may impact fair competition.
3. Refrain from price fixing, bid rigging and any other anti-competitive activities.
4. Use only publicly available information to understand business, customers, competitors, business partners, technology trends, and regulatory proposals and developments.
5. No employee may, through improper means, acquire proprietary information from others, possess trade secret information, or induce disclosure of confidential information from past or present employees of other companies.

Fraud, Waste and Abuse (FWA)

We require all individuals to comply with all applicable provisions of federal and state laws and regulations regarding the detection and prevention of fraud, waste and abuse. We maintain internal controls and procedures designed to prevent, detect and mitigate risk of potential fraud, waste and abuse activities by groups, members, providers and employees. FWA training is updated at least annually and as needed to comply with regulatory requirements.

We investigate all incidents of suspected fraud, waste and abuse.

What is Fraud, Waste and Abuse?

1. **Fraud:** Conduct that involves intentional deception or misrepresentation, knowingly making a false claim, or other intentional or willful deception or misrepresentation, known to be false or otherwise unlawful or improper, in order to receive some unauthorized benefit
2. **Waste:** The extravagant, careless or unnecessary utilization of, or payment for, healthcare services
3. **Abuse:** An activity or practice undertaken by individuals that is inconsistent with sound fiscal, business or medical practices and results in unnecessary cost to the organization, reimbursement for services that are not medically necessary or that fails to meet professionally recognized standards for healthcare

Reporting Suspected Fraud, Waste and Abuse

All individuals have an obligation to report suspected fraud, waste or abuse, regardless of whether such wrongful actions are undertaken by a peer, supervisor, contractor, provider or member.

If you suspect fraud, waste or abuse, report your concern immediately using a method listed on page five of this Code of Conduct.

FWA Training

Individuals, ACO participants as well as downstream entities, shall complete FWA training within 90 days of hiring (or contracting), and annually thereafter. We may elect to tailor the training in response to circumstances surrounding potential FWA and specific functions performed.

Specialized or refresher training may be provided on issues posing FWA risks based on the job's function (e.g., pharmacist, customer service, statistician, etc.). Training may be provided:

- Upon appointment to a new job function
- When requirements change
- When employees are found to be non-compliant
- As a corrective action to address a noncompliance issue
- When an employee works in an area implicated in past FWA activity

Confidentiality of Investigation

Information identified, researched or obtained as part of a suspected fraud, waste or abuse investigation is considered confidential. We are responsible for maintaining the confidentiality of information and for ensuring the anonymity of complaints to the extent permitted by law.

Non-Retaliation

We will not permit or tolerate any form of retaliation or intimidation towards an individual who, in good faith, reports an incident of suspected fraud, waste or abuse, including but not limited to reporting potential issues, investigating issues, conducting self-evaluations, audits and remedial actions, and reporting to appropriate officials.

Any individual who attempts to retaliate against or intimidate a party who has reported suspected fraud, waste or abuse will be subject to disciplinary action up to and including termination.

If an agent or contractor of the organization commits the act of retaliation or intimidation, the continued partnership will be evaluated and, if warranted, the relationship with such agent or contractor will be terminated.

Corrective Action Plans

In the event that fraud, waste or abuse is discovered, we will develop a corrective action plan designed to correct or eliminate the cause of the fraud. In certain instances, we may coordinate with, and obtain approval from, appropriate external agencies in developing the scope of any such corrective action plan.

Coordination with External Agencies

The organization promptly refers all suspected cases of fraud, waste and abuse by groups, members, practitioners and employees of the organization to the appropriate regulatory agencies for further investigation.

In addition, we will assist various governmental agencies as practical in providing information and other resources during the course of investigations of potential practitioners or member fraud or abuse.

These agencies include, but are not limited to city, county, state and federal agencies, the Department of Homeland Security audit unit and the United States Office of the Inspector General.

We will self-report any suspected or potential cases of fraud, waste or abuse to Center for Medicare and Medicaid Services (CMS) or the applicable state agency, including instances of member fraud. In the event the organization identifies potential issues of fraud, waste or abuse in its capacity as a subcontractor of another entity, we will notify the entities of the potential issue and cooperate in resolving the issue.

Suspended, Debarred, Precluded and Excluded Practitioners

We do not employ or contract with practitioners or other entities who are suspended, debarred, precluded and/or excluded from participation in federal or state funded healthcare programs or convicted of offenses that could result in their ineligibility to provide services to a Medicare population.

Medicare Advantage Compliance

The organization complies with Title XVIII of the Social Security Act; Code of Federal Regulations sections 42 CFR 422 and sub-regulatory guidance released by CMS. Our Medicare business has a comprehensive compliance program designed to comply with laws and regulations.

First Tier, Downstream and Related Entities

For operations involving full-risk, delegated, or clinic + IPA models, we adhere to payor delegation requirements, including audits, reporting and oversight.

Compliance with Law and Regulation

It is the responsibility of all employees, ACO participants and contractors to understand the healthcare regulations that govern the organization's business. All employees, contractors and agents must immediately report any assumed or known misconduct using one of the reporting channels provided on page five of this Code of Conduct.

Federal Anti-Kickback Statute

The Anti-Kickback Statute is a criminal law that prohibits the knowing and willful payment of remuneration to induce or reward patient referrals or the generation of business involving any item or service payable by a federal healthcare program (e.g., drugs, supplies or healthcare services for Medicare or Medicaid patients).

False Claims Act (31 U.S.C §§ 3729-3733)

The False Claims Act imposes liability on any person who submits a claim to the federal government that he or she knows (or should know) is false. An example may be a physician who submits a bill to Medicare for medical services she knows she has not provided. The False Claims Act also imposes liability on an individual who may knowingly submit a false record in order to obtain payment from the government.

The False Claims Act pertains to any party that:

1. Knowingly presents, or causes to be presented, a false or fraudulent claim or payment or approval
2. Knowingly makes, uses, or causes to be made or used, a false record or statement material to a false or fraudulent claim
3. Conspires to commit a violation of sub-paragraph (A), (B), (D), (E), (F) or (G)
4. Has possession, custody or control of property or money used, or to be used, by the Government and knowingly delivers, or causes to be delivered, less than all of that money or property
5. Is authorized to make or deliver a document certifying receipt of property used, or to be used, by the Government and, intending to defraud the Government, makes or delivers the receipt without completely knowing that the information on the receipt is true
6. Knowingly buys, or receives as a pledge of an obligation or debt, public property from an officer or employee of the Government, or a member of the Armed Forces, who lawfully may not sell or pledge property
7. Knowingly makes, uses or causes to be made or used, a false record or statement material to an obligation to pay or transmit money or property to the Government, or knowingly conceals or knowingly and improperly avoids or decreases an obligation to pay or transmit money or property to the Government, is liable to the United States Government for a civil penalty of not less than $5,000 and not more than $10,000, as adjusted by the Federal Civil Penalties Inflation Adjustment Act of 1990 (28 U.S.C. 2461 note; Public Law 104–410 [1]), plus 3 times the amount of damages which the Government sustains because of the act of that person

Civil Monetary Penalties Law (42 U.S.C. § 1320a-7a)

Civil Monetary Penalties Law ("CMPL") prohibits, among other things, offering or providing inducements to a Medicare or Medicaid beneficiary that are likely to influence the beneficiary to order or receive items or services payable by federal healthcare programs from a particular provider, practitioner, or supplier.

Protection and Proper Use of Company Assets

We require all employees to protect the assets assigned to them at hire or throughout their tenure. All assets should be used for legitimate business purposes, efficiently and for company business only.

Assets include facilities, equipment, computers and information systems, telephones, employee time, confidential and proprietary information, corporate opportunities and company funds.

Employees are responsible for incurring only those expenses that are reasonable and necessary to conduct business and are responsible for complying with the requirements of Expense Reimbursement Policy. Employees who do not comply with company policies regarding the appropriate use of company assets may be subject to disciplinary measures and/or may experience a delay in reimbursement.

Suspected incidents of fraud, theft, negligence and waste should be reported using a method outlined on page five of this Code of Conduct.

Meals, Entertainment, Travel and Lodging

Individuals are prohibited from offering meals, entertainment, travel and lodging as a means of influencing another person's business decision. Expenses for meals, entertainment, travel and lodging for government officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the organization's commercial activities may be incurred without prior approval by the Compliance team only if all of the following conditions are met:

1. The expenses are bona fide and directly related to a legitimate business purpose (such as promotion of products) and the events involved are attended by appropriate representatives.
2. The cost of the meal, entertainment, travel or lodging is less than $75 per person.
3. The meal, entertainment, travel or lodging is permitted by the rules of the recipient's employer.

All expense reimbursements must be accurately and completely recorded in the organization's records and in accordance with the organization's expense policy.

Social Media

Employees are expected to use social media responsibly and in a manner that does not harm the company, its employees, customers or business partners, whether the activity occurs during or outside of work. Employees must not disclose confidential, proprietary or non-public information, misuse company intellectual property, or imply that they are speaking on behalf of the company unless authorized. When discussing company-related matters online, employees should make clear that their views are personal and must avoid disparaging competitors or engaging in activities that compete with the company. Social media use must comply with company policies and applicable laws, and violations may result in disciplinary action.

Political Contributions

As a company we do not make political contributions. Individuals may personally support any political party or entity but it must be kept separate from the organization's business.

Gifts

We require all individuals to exercise caution when providing gifts, travel or entertainment of any kind, or receiving the same from customers, vendors, agents and other business partners. The requirements below must be followed when giving or receiving gifts.

1. The organization prohibits offering gifts unless the gifts are of "nominal value". Nominal value is generally considered no more than $15 per item or $75 in the aggregate per person per year.
2. Nominal gifts must be offered to similarly situated recipients without discrimination and without regard to the outcome of business.

Provision of Gifts: The use of organization funds or assets for gifts, gratuities or other favors to government officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the organization's commercial activities is prohibited, unless all of the following circumstances are met:

1. The gift is permitted under both local written law and the guidelines of the recipient's employer.
2. The gift is presented openly and with complete transparency.
3. The gift is properly recorded in the organization's books and records.
4. The gift does not involve cash or cash equivalents or other monetary rebates.
5. The gift is provided as a token of esteem, as a courtesy or in return for hospitality, and is consistent with local custom.
6. The item has no more than a nominal or inconsequential value.

Gifts that do not meet these requirements must be approved in advance by the Compliance department.

Receipt of Gifts: Individuals must not accept or permit any family members to accept any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the organization, other than items of nominal value.

Any gifts that are not of nominal value should be returned immediately and reported to the Compliance senior leadership team. If immediate return is not practical, they should be given to the organization for charitable disposition.

Engaging and Doing Business with Third Parties

The organization follows defined policies and procedures for engaging with third parties. Individuals are required to follow these processes when evaluating and selecting a third party for any business purpose.

The Vendor Management team, in collaboration with the relationship manager, are responsible for ensuring all relevant Statements of Work (SOW) and Master Service Agreements (MSA) have been reviewed by and in consultation with the Legal department. For vendor arrangements that require use of, access to or storage of PHI, a Business The Associate Agreement (BAA) must be in place with the vendor and reviewed and approved by the Security and Legal departments. MSAs and BAAs must be in place prior to the sharing of any data or access to the organization's systems. Third parties are required to participate in the organization's Compliance and Vendor Management programs unless an exception is accepted by the Compliance team and documented within the MSA.

The organization employs appropriate procedures to mitigate risk of third party noncompliance, including an annual risk assessment and monthly exclusion monitoring.

Any third party agent relationship that involves interaction with government officials on the organization's behalf will be subject to additional scrutiny and must be approved in advance and in writing by the Compliance team and a member of the organization's Legal team.

Periodic Review of Policies and Procedures

Compliance policies and procedures are detailed and specific, describing the operation of the compliance program. Compliance policies may address issues such as compliance reporting structure, training requirements, the operation of the hotline or other reporting mechanisms, and how suspected, detected or reported compliance and potential FWA issues are investigated, addressed and reported as required.

The Compliance department has primary responsibility for overseeing this policy and its implementation and execution. They will maintain the standards and update the policies and procedures to incorporate changes in applicable laws, regulations and other program requirements.

The Compliance department's senior leadership team will consult with, and report to, the organization's executive leadership team regarding the oversight of this policy. They may also utilize legal counsel to further ensure compliance with applicable laws and this policy. The Chief Compliance Officer and/orthe senior leadership team, in cooperation with legal counsel (when applicable), will review and approve any matters to the extent required by this policy.

Health and Safety

We conduct business in accordance with all applicable OSHA requirements. All individuals are expected to perform their work in compliance with applicable health and safety laws, regulations, policies and procedures. Safety and health requirements must be communicated to visitors, customers and contractors at all business locations.

All injuries, regardless how minor, will be reported to your manager or their designee who will report the event in the **Hartford portal (https://wcclaims.thehartford.com).** The submission will serve as a notification of injury or workers compensation claim depending on the treatment required.

Distribution of Code of Conduct and Policies

New employees will be required to acknowledge the Code of Conduct within the organization's Workday instance on the first day of employment. The People Operations team will ensure the Code of Conduct is distributed to all new contractors, though acknowledgment in Workday is not required.

Adherence to this policy is a condition of employment. Employees must acknowledge receipt of the Code of Conduct within Workday. Employees who fail to comply will be subject to disciplinary action, up to and including termination.

CODE OF CONDUCT ACKNOWLEDGMENT

By certifying to the company Code of Conduct, you acknowledge that:

1. You have read the entire Code of Conduct and understand your responsibilities.
2. You understand that the organization's policy manual should be referenced for details specific to the content of this Code of Conduct.
3. You have had the opportunity to ask questions to clarify any unclear aspects of the Code.
4. You agree to abide by its principles.
5. You agree to report any suspected or actual violations of the Code.
6. You agree to cooperate in any investigations of violations of the Code.