Think FIRST
What you do matters.

The Code of Ethical Business Conduct & Compliance
for the Associates of CareFirst, Inc. and all affiliated, subsidiary and related companies

CareFirst
Dear Fellow Associate:

How does a company like CareFirst earn the remarkable designation of World's Most Ethical Company for five years in a row? It’s possible because the people of the company understand our mission, value our purpose, and embrace an attitude that values highly ethical behavior from top to bottom.

Our mission calls us to service—to our subscribers, our community and to the providers who care for our members.

Our purpose is to provide affordable and accessible health care to as many people as possible. We also strive to encourage members to live healthy lifestyles, to be aware of their health risks and to reduce these risks to the extent that they can.

Our attitude is one of truly caring that our subscribers receive the service they need from us in a timely, accurate, professional and courteous manner.

It is important, therefore, that we have a Code of Ethical Business Conduct & Compliance that provides a framework for our actions and reflects who we are as a Company and our commitment to our corporate values.

Always remember that what you do matters, regardless of your role at CareFirst. The Code applies equally to all of us, associates, Board Members, corporate officers, and management. Each of us has the opportunity every day to promote and support an ethical culture by serving our customers with integrity, respecting co-workers, seeking guidance, bringing forth concerns without fear, and using our Code of Ethical Business Conduct & Compliance to guide us in making ethical decisions.

As all of us do this, we create a culture of integrity built on sound business ethics. This, in turn, best assures that our purpose, the very reason for our existence—service to our subscribers and community—is fully achieved.

Sincerely,

Chet Burrell
President and Chief Executive Officer

Please click on the video above to hear Chet's message about the importance of our values at CareFirst.
Our values serve as the pillars of all we do. They guide our company’s dedication to maximizing our community’s access to high quality, cost effective health care services.

CUSTOMER FIRST
We see ourselves through the eyes of our customers. We deliver services that anticipate our customers’ needs.

INTEGRITY
We communicate openly, directly, and timely. We act with unquestionable ethics.

PERSONAL ACCOUNTABILITY FOR EXCELLENCE
We take individual ownership for achieving high performance. We demonstrate a bias for action.

ONE COMPANY ONE TEAM
We align our decisions and actions for the greater good. We collaborate with and support others to achieve results.

LEADERSHIP
We each set an example of high ethical standards in performing our duties. We demonstrate leadership in our markets, our communities, and the health care industry.
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1: About the Code of Ethical Business Conduct

Why do we have a Code of Ethical Business Conduct and Compliance?

Our core values and ethical standards are fundamental to who we are and what we do at CareFirst.

CareFirst’s *Code of Ethical Business Conduct and Compliance* (the “Code”) is our guidebook for living our values. Use our Code as a resource to understand how we must conduct ourselves in our day-to-day business activities. Doing so protects CareFirst’s and your own reputation, and it also supports our mission as a Company.

The Code of Ethical Business Conduct applies to everyone at CareFirst

The Code applies to all members of the Board of Directors, corporate officers, management, and every associate of CareFirst, Inc., and all affiliated, subsidiary, and related companies. It applies in the workplace and whenever you are conducting Company business, representing the Company, or attending a Company sponsored event.

No one is exempt from the Code. Failure to comply with its standards may lead to disciplinary actions, up to and including termination.

The terms “Company” and “CareFirst” as used throughout the Code, include CareFirst, Inc. and all affiliated, subsidiary, and related companies, including but not limited to: CareFirst of Maryland, Inc.; Group Hospitalization and Medical Services, Inc.; CareFirst Holdings, LLC; Service Benefit Plan Administrative Services Corporation; Capital Area Services Company, LLC; CFA, LLC; First Care, Inc.; National Capital Insurance Agency, LLC; CareFirst BlueChoice, Inc.; CapitalCare, Inc.; The Dental Network, Inc.; and CareCo, LLC.

The term “associate” as used throughout this Code refers to any person, including management of CareFirst, who is employed and paid directly by CareFirst and not through a third-party, whose payments from CareFirst are subject to payroll tax withholdings, and to whom CareFirst issues a Form W-2. It also includes Board of Director members for purposes of this Code.

The term “contingent worker” as used throughout this Code refers to any contractor, contractor’s employees or subcontractor, consultant, contingent workforce member or unpaid intern, any of whom performs a service on behalf of CareFirst.
Contractor Code of Ethical Business Conduct and Compliance

CareFirst also has adopted a Contractor Code of Ethical Business Conduct and Compliance (the “Contractor Code”) to which all of our contingent workers must adhere while they are conducting business with and/or on behalf of CareFirst. Companies that employ or contract with contingent workers (“contractors”) are responsible for ensuring that their employees and subcontractors understand and adhere to our Contractor Code. Any associate who engages or manages a business partner or contractor/contingent worker who performs services for CareFirst is responsible for monitoring that party’s conduct to ensure compliance with our Code.

Violations of the Contractor Code will result in a review of the contingent worker’s business relationship or engagement with CareFirst, up to and including termination of that relationship or engagement. Contingent workers working onsite receive a hard copy of the Contractor Code with receipt of their mandatory ID badge.

The Contractor Code may be found at carefirst.com/contractorcode.

Making effective and ethical decisions

To support an ethical culture, we must understand what to do when faced with an ethical or compliance-related dilemma. Consideration of ethical and compliance concerns must be an essential part of all our business decisions and should not be abandoned in the pursuit of business, economic, or personal goals. No matter how difficult the business challenge, we must never compromise ethical standards to meet personal or corporate goals. Never commit, or ask others to commit, unethical or illegal acts, even if directed to do so by your manager.

We are responsible for doing what is right and asking questions when we have them. An important first step in good decision making is to stop and ThinkFIRST. Seek out available resources, such as our policies and procedures. Ask questions until you have the information necessary to make decisions that comply with CareFirst standards and the law. Always challenge questionable conduct.

Management responsibilities

Our Managers and Supervisors play an important role in supporting our culture of ethics and compliance. Managers and Supervisors must set an example and always be role models of appropriate behavior.

Managers and Supervisors are expected to:

- Reinforce our Code and make sure associates understand the behaviors expected of them;
- Create a positive work environment where associates feel comfortable raising concerns or challenging questionable conduct;
- Recognize and reward associates whose behavior demonstrates our values;
- Never disregard ethical standards in order to achieve any business objective or personal goal;
- Immediately report known or suspected Code violations;
- Adhere to, enforce, and periodically remind associates about our non-retaliation policy;

Knowing and complying with the CareFirst Code and policies

CareFirst’s reputation for integrity depends on all of our actions. This means that we need to understand the standards of conduct for which we are accountable.

Each of us is responsible for knowing, understanding, and complying with the Code, Company policies and procedures, and relevant laws.

Compliance with the Code and our policies is a condition of employment with CareFirst.

For your further reference, Human Resources (HR) and other Company policies and procedures should guide your conduct. To access our Corporate Policies go to InsideCareFirst, select the Forms & Policies tab and click Corporate Policies.

If you have any questions about the Code, you are responsible for asking your manager, Human Resources Client Consultant or the Compliance & Ethics Office for clarification.
Steps to better ethical decision-making.

If you are unsure whether an action is appropriate, think about and consider the following when faced with a difficult decision. If the answer to any of these questions is “no,” refrain from taking the action or seek out management for help.

- Is my action honest and fair? **YES**
- Have I anticipated the consequences of my action on those most affected by it? **YES**
- Is my action legal? **YES**
- Would I feel comfortable if this appeared in a news headline? **YES**
- Does my action comply with our policies or my department’s procedures? **YES**
- Does my action reflect CareFirst’s values and culture? **YES**
- Have you gathered all additional information and sought helpful advice? **YES**
- Would management approve this action? **YES**
- The decision to move forward appears appropriate.

Not sure if the answer is “yes” or “no”? Talk to your manager or contact the Compliance & Ethics Office.
- Ensure that all mandatory trainings, required disclosures and certifications are completed in a timely manner by self and entire staff;
- Monitor the business partners and contractors/contingent workers they engage/manage to ensure their conduct is consistent with our Code; and
- Establish and accept ownership and accountability for the actions and conduct of their staff.

Chief Compliance, Ethics & Privacy Officer

The Chief Compliance, Ethics & Privacy Officer is appointed by the Audit and Compliance Committee of the Boards of Directors and reports directly to the Audit and Compliance Committee. Responsibilities include the dissemination of information, training, monitoring, investigation, and overall maintenance of the Code.

Your obligation to speak up, report violations, and cooperate in investigations

Associates who raise concerns help the Company to correct problems before they grow. Speak up if you see or suspect activity that violates our Code. When in doubt, ask! You should promptly discuss ethical or compliance concerns or questions.

You must report all suspected violations of this Code, any law or regulation, or Company policy. To discuss or report an ethical or compliance-related concern, take any of the following actions:
- Talk to your supervisor or CareFirst management;
- Contact your CareFirst Human Resources Client Consultant;
- Call the CareFirst Compliance & Ethics Office at 410-528-7193; or
- Send an internal email to complianceandethics@carefirst.com.

You should limit discussions regarding potential violations of the Code in order to maintain the integrity of a full and fair investigation.

You must cooperate fully and honestly in any Company investigation. Failure to cooperate and provide honest, complete, and truthful answers could result in disciplinary action, up to and including dismissal.

> Associate Guidelines for Raising Concerns
> Management Guidelines for Receiving Concerns or Potential Misconduct

How to make anonymous reports—Compliance & Ethics Hotline

You always have the option to make an anonymous report by phone or by filing a confidential report online by going to the Compliance & Ethics web page on the CareFirst intranet.

- Compliance & Ethics Hotline—410-528-7800

The Compliance & Ethics Hotline is available 24 hours a day, seven days a week. Hotline calls are truly anonymous. Calls are not traced. There is no caller ID. The Hotline number is a voicemail number only. You will not speak to a person.

If you do choose to make an anonymous report, be prepared to provide enough information about the situation to allow us to investigate it properly. The Compliance & Ethics Office will make every attempt to
investigate situations reported anonymously. If you do not provide enough information about the conduct in question, the individual(s) or business area(s) involved, and/or dates, the Compliance & Ethics Office may not be able to investigate the matter.

Here is a guide to help you in the event you choose to make an anonymous report:

■ Describe the situation in detail and include the business area involved.
■ Provide the names of individuals involved.
■ Identify dates and locations of events.
■ Describe how the situation occurred (e.g., was a procedure not properly followed? Did a supervisor or manager give an instruction?)
■ Indicate whether you witnessed the situation, or whether someone told you about it.
■ Describe any relevant documents and identify their location.

Confidentiality

All reports of Code violations are treated confidentially to the greatest extent possible. However, if a matter requires the involvement of law enforcement, information may be shared as required by law. In addition, sometimes it is impossible to investigate suspected misconduct without identifying the person who reported it. Any disclosure is limited only to those who have a need to know.

You are responsible for protecting the confidentiality of reports made to management or the Compliance & Ethics Office. You must also protect the privacy of any associate who makes such a report.

CareFirst’s responsibility to respond

The Compliance & Ethics Office commits to investigating all reported potential violations of the Code as appropriate and in a timely manner. During an investigation, the Compliance & Ethics Office partners with HR to ensure that all relevant information is reviewed and considered. Other departments also may be involved as necessary.

The Chief Compliance, Ethics & Privacy Officer is responsible for directing the investigation of all violations or suspected violations of the Code and reporting the results to the Audit and Compliance Committee of the Board of Directors or the full Board of Directors. Additionally, the Chief Compliance, Ethics & Privacy Officer reports violations of the Code to the appropriate regulatory agency as needed.

Reporting requirements of attorneys

CareFirst attorneys have special reporting obligations. An attorney who suspects a material violation of law or breach of fiduciary duty by CareFirst or its agents must report it to the General Counsel or the Chief Executive Officer (CEO).

If the General Counsel or CEO does not take appropriate action or if the General Counsel is directly involved in the violation, the attorney must report the findings to the Audit and Compliance Committee of the Board of Directors, to any Board Committee comprised of independent directors, or to the Board of Directors as a whole.

Disclosure

We are committed to appropriately disclosing violations of laws, regulations, and requirements under government and other business contracts applicable to governing entities.
ThinkFIRST

Q: After I reported an ethics violation four months ago, my supervisor has started to track all of my activities. Is this retaliation?

A: Significant changes in how you are treated can be viewed as retaliation. If your supervisor treats you differently after you report a violation, you should contact your Human Resources Client Consultant.

Non-retaliation policy

Open communication of issues and concerns by all associates without any fear of retribution or retaliation is vital to the success of our compliance program. We will not tolerate retaliation against any associate or contractor/contingent worker who in good faith reports any suspected or observed misconduct, non-compliance, or other legal or ethical concerns, or cooperates with an investigation. Retaliation can include, but is not limited to, a denial of benefits, termination, demotion, suspension, threats, intimidation, or discrimination.

The federal government also protects associates and contractors against retaliation for certain whistleblowing activities related to federal grants and contracts. CareFirst will not retaliate against anyone who reports to appropriate authorities any of the following: a gross mismanagement of federal contracts or grants; a gross waste of federal funds; an abuse of authority related to a federal contract or grant; a substantial and specific danger to public health or safety; or a violation of law, rule, or regulation related to a federal contract.

If you believe that you have been retaliated against, you should report this behavior to your supervisor, HR, or the Compliance & Ethics Office. The Company takes allegations of retaliation seriously, and we will investigate all complaints of threatened, attempted, and actual retaliation, and take appropriate actions.

How to Report Concerns:
> Associate Guidelines for Raising Concerns
> Management Guidelines for Receiving Concerns or Potential Misconduct

However, you are not protected from corrective action if it turns out that you were involved in the reported wrongdoing or acted unlawfully. Anyone who knowingly makes a false report may be subject to disciplinary action, up to and including termination. Additionally, if you have performance issues, the non-retaliation policy does not protect you from any formal performance management discussions or actions.

> Human Resources Policy, HR 200.05 Illegal Retaliation

Good Faith Reporting is:
- a genuine attempt to provide honest, accurate information about a possible Code violation
- raising a concern, even if you are later proven to be mistaken.

Good Faith Reporting is not:
- a frivolous report made to get someone else in trouble
- knowingly making a false report.
What is retaliation?
Retaliation is any action that might discourage you from making or supporting a charge of wrongdoing or misconduct in the workplace or from raising a business practice issue. Retaliation also includes any significant change in the way in which you are treated after a good faith report of misconduct, a business practice issue, and/or your participation in an investigation.

What does retaliation look like?
Retaliation can take many forms. Here are some of the most common forms of retaliation that occur because an individual made or supported a charge of misconduct in the workplace:

- Exclusion from decisions, meetings, or work activities by management or co-workers;
- Verbal abuse, derogatory comments, increased scrutiny, or intimidation by management or co-workers;
- Denial of a promotion or pay raise;
- Relocation, reassignment, or diminution of job duties; or
- Loss of job.

Retaliation does not include petty slights and annoyances, such as stray negative comments in an otherwise positive or neutral evaluation or negative comments that are justified by an associate’s poor work performance. You are not excused from continuing to perform your job or follow Company rules, policies, or procedures just because you have filed a report.

Corrective action guidelines
Violations of the Code are taken seriously. If you approve or participate in actions that violate the Code, CareFirst policies or procedures, any laws or regulations, or fail to cooperate in an investigation, you are subject to corrective action, up to and including termination.

Corrective actions depend on the circumstances of the violation and are applied on a case-by-case basis in a manner consistent with the Company’s policies and applicable laws. Consideration is given to whether or not a violation was intentional. Also considered is your level of good faith in reporting the violation and cooperating with any resulting investigation or plan of correction.

> Human Resource Policy HR 900.01 Performance Management

What are some examples of misconduct that could result in corrective action?

- Submitting a false timesheet or expense report
- Inappropriately accessing or disclosing another associate’s or member’s confidential information
- Lying or not cooperating during an investigation
- Not reporting a known or suspected violation of the Code
- Making an intentionally false report of a Code violation
- Charging an expense to an account or project other than the one for which it is incurred
- Altering final entries on Company records
- Inappropriately using the Internet, instant messaging, and/or email
2. Our Work Environment

We are committed to maintaining a safe and healthy work environment. Working in an atmosphere of honesty and respect enhances our relationships with our co-workers and customers.

You are responsible for reading and complying with all of the Company’s HR policies. To access our Corporate Policies go to InsideCareFirst, select the Forms & Policies tab and click Corporate Policies. If you need help locating or understanding these policies, please contact your manager or Human Resources Client Consultant.

Drug-free workplace

We are expected to report to work free from the influence of illegal drugs and alcohol. CareFirst prohibits the possession, sale, manufacture, use, or distribution of any intoxicating or illicit substances in the workplace or on Company-owned or leased premises, or on Company work time.

An Employee Assistance Program (‘EAP’) is available when you need assistance in dealing with problems, including substance abuse. You may contact your area’s Human Resources Client Consultant for information on the services available or go to InsideCareFirst, click on the Associate Life tab, then Carebridge EAP or carebridge.com.

If you are convicted of a criminal drug statute violation which occurs in the workplace, you must notify your area’s Human Resources Client Consultant within three (3) days of the conviction. Your notification is required by federal law under the drug-free workplace requirements for federal contractors. Failure to tell HR about your conviction can lead to disciplinary action, up to and including termination.

> Human Resources Policy, HR 1000.02 Drug-Free Workplace
> Human Resources Policy, HR 800.05 Appropriate Conduct at Work

Smoke-free workplace

CareFirst prohibits smoking, the use of tobacco products, or use of electric cigarettes throughout all of its locations. This includes all buildings, entrances, walkways, and sidewalks as well as parking lots, parking structures, Company-owned/leased vehicles, and off-site Company sponsored events.

> Human Resources Policy, HR 1000.03 Smoke-Free Workplace
Workplace violence

CareFirst prohibits any form of violence, threats, harassment, intimidation, bullying, or other disruptive behavior in the workplace. This includes verbal or written threats of violence.

If you experience or have knowledge of any violence or threats, you should immediately report it to your manager or HR.

This policy applies while we are at work or while conducting Company business. All threats (even those meant as a joke) are serious and may result in termination of employment.

> Human Resources Policy, HR 800.05 Appropriate Conduct at Work
> Human Resources Policy, HR 800.06 Violence in the Workplace

Weapons

Weapons of any sort are prohibited on Company-owned or leased property and while conducting Company business. Bringing weapons into the workplace, even if you have a permit to carry a concealed weapon, may be considered grounds for immediate termination.

> Human Resources Policy, HR 800.05 Appropriate Conduct at Work
> Human Resources Policy, HR 800.06 Violence in the Workplace

Health, safety and environment

We are committed to conducting our operations in compliance with applicable health, safety, and environmental laws and standards. You must obey safety rules and regulations. You should immediately report any unsafe conditions or activities to management.

> Human Resources Policy, HR 1000.01 Health and Safety Policy

Qualification of associates

It is our policy to hire fully qualified associates. We will make reasonable inquiry into the background of all candidates considered for employment.

All employment-related decisions with respect to any candidate or associate are made based on the candidate’s or associate’s individual qualifications. Decisions shall not be made based on the likelihood or perceived likelihood that the candidate or associate will support or tend to support the denial of benefits. This policy ensures that all CareFirst claims and appeals received from our members and providers are adjudicated in a manner designed to ensure the independence and impartiality of the persons involved in the decision.

> Human Resources Policy, HR 300.01 Employment

Annual Compliance Certification

Federal law prohibits CareFirst from hiring or contracting with individuals who have participated in certain types of activities (ineligible individuals). Individuals are ineligible for hire, continued employment, or any contractual relationship if they are:

- Listed as debarred, suspended, excluded, or otherwise ineligible to participate in federal healthcare programs or contracts with the federal government;
- Convicted of a crime related to the provision of health care items or services; or
- Convicted of a felony involving fraud, embezzlement, theft, dishonesty, or breach of trust.

In an effort to identify ineligible individuals, CareFirst requires everyone who has access to Company systems or facilities and/or PHI or PII to complete an annual Compliance Certification. You must notify the Compliance & Ethics Office immediately if changes to your Certification status occur during the year.
Employment of government personnel

There are strict laws and regulations that govern the recruiting and hiring of current and former government employees. You must contact HR before discussing employment or consulting arrangements with a current or former government employee due to conflict of interest laws.

> Human Resources Policy, HR 300.01 Employment

Equal employment opportunity and affirmative action

We provide equal opportunity to all associates and job applicants. Nobody will be discriminated against in employment because of race, color, religion, disability or history of disability, national origin, sex (including pregnancy), age, sexual orientation, gender identity, veteran status, genetic information, or for any other legally protected classification.

We are committed to identifying diverse candidates who are qualified for CareFirst positions. Our Affirmative Action Plan is a set of specific and results-oriented measures taken to bring about equal opportunity. The Plan is available for review through HR.

Diversity and inclusion

CareFirst’s diversity reflects the richness of our culture. Different approaches, experiences, ideas, and perspectives are not only welcome but actively sought. We are committed to an inclusive work environment where everyone is valued for their unique attributes and perspectives. It is our goal to support the implementation of diversity at all levels of the Company.

> Human Resources Policy, HR 200.03 Equal Employment Opportunity/Affirmative Action

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Q: A coworker in your department often makes “jokes” about certain ethnic groups. You find these “jokes” insulting and demeaning, but you are afraid to confront him. What should you do?

A: Jokes or slurs directed against certain groups of people because of characteristics such as the color of their skin, their country of birth, or even their accents are not acceptable in our workplace. These remarks may also be interpreted as discriminatory or harassing conduct and expose our Company and the associates involved to costly litigation and penalties. Tell your coworker that you find his jokes offensive. If the jokes don’t stop, you should report the incident to your supervisor or Human Resources Client Consultant. If you wish to remain anonymous, you may call the Compliance & Ethics Hotline at 410-528-7800.
Workplace discrimination and illegal harassment

We have a zero tolerance policy for all forms of harassment. We treat people with professional respect and courtesy. Regardless of the form it takes, harassment negatively affects our ability to do our jobs and our workplace as a whole. We do not tolerate illegal harassment on the basis of race, color, religion, disability, national origin, sex (including pregnancy), age, sexual orientation, gender identity, veteran status, genetic information, or for any other legally protected classification, in the workplace, at any work-related function, or in connection with work for the Company.

Retaliation against anyone who has reported illegal harassment of any kind, or who has participated in the investigation of an allegation of illegal harassment, is forbidden.

> Human Resources Policy, HR 200.04 Workplace Discrimination and Illegal Harassment
> Human Resources Policy, HR 200.05 Illegal Retaliation

Some examples of discriminatory harassment are:

- Derogatory nicknames, comments or slurs;
- Derogatory posters, screen savers, cartoons or gestures;
- Assault, intentional blocking, or interfering with normal conduct; and/or
- Inappropriate words, labels, or symbols used as IDs, passwords, computer sign-offs, or greetings.

Some examples of sexual harassment are:

- Unwelcome sexual advances, propositions, or requests for sexual favors;
- Unwanted physical contact including touching, rubbing, or brushing up against another;
- Verbal harassment such as suggestive comments, sexual innuendos, and jokes of a sexual nature;
- Non-verbal conduct such as obscene gestures, leering, whistling, displaying or circulation of sexually suggestive objects or pictures; and/or
- Aggressive, intimidating or “bullying” conduct directed toward someone because of their gender, even if not sexual in nature.
Solicitation, distribution of materials and bulletin board use

The Company recognizes that soliciting support and distributing materials for non-Company sponsored organizations or causes, especially charitable ones, can be a benefit to our associates and to the communities we serve. It is important, however, to set limits on such activities to avoid disrupting our work environment. You may not use office supplies for non-Company sponsored solicitation and distribution activities.

Solicitation may not occur during work time, except in connection with a Company approved or sponsored event or activity.

Examples of solicitation include:

- Contributions of any kind—monetary, canned goods, clothing;
- Purchase of goods, products, or services; or
- Signing a petition.

Distribution of non-job related materials may not occur during work time or in work areas, except in connection with a Company approved or sponsored event or activity.

Non-working areas where such distribution is allowed include break rooms, cafeterias, or other areas not used by associates for the performance of work.

Postings of any promotions of events, programs, or other items on Company bulletin boards are limited to:

- Company-sponsored or generated materials; and
- Company business-related material (product and sales announcements, regulatory information, etc.).

Postings of any communications in common areas, such as near elevators or in hallways, are prohibited.

Visitors who are not employed by CareFirst are prohibited at all times from the distribution of literature and solicitation of any kind on Company premises.

> Human Resources Policy, HR 800.04 Solicitation, Distribution of Literature and Bulletin Board Use
3: Protecting Our Information

CareFirst confidential and proprietary information is vital to our success, and we are all responsible for protecting it. This includes confidential and proprietary information about:

- Our strategies, products, services and financials; and
- Information relating to our members, associates, providers, suppliers, vendors, agents, and government contracts.

We are responsible for safeguarding CareFirst confidential and proprietary information. We must ensure that such information is used only for CareFirst’s valid business purposes and not for personal gain for ourselves or others.

Confidential and proprietary information about CareFirst business

We must never disclose, use, or access confidential or proprietary information unless we are authorized to do so by CareFirst policy and a legitimate business need exists or it is legally required. If disclosed, this information could negatively impact our operations, cause financial loss to CareFirst, and damage customer confidence. CareFirst’s confidential and proprietary information includes:

- Any information that is not shared with individuals outside of CareFirst; and/or
- Any information that could be useful to our competitors.

In addition, intellectual property produced by CareFirst must be protected for the benefit of the Company. Intellectual property generally consists of knowledge or creative ideas that have a monetary value and/or are protected under copyright, patent, service mark, trademark, or trade secret law. This includes inventions, discoveries, ideas, improvements, software programs, artwork, and works of authorship. Generally, any work product you develop as an associate remains CareFirst property.

Please remember that you must protect this information from improper use or disclosure even after you leave CareFirst. You may not take customer lists, formulas, processes, contracts, trade secrets, intellectual property, sales data, presentations, or any other Company materials with you when your employment with us ends.
You must sign a Confidentiality, Proprietary and Intellectual Property Statement upon hire and annually thereafter as a condition of employment. In this Statement, you assign to CareFirst all of your rights, if any, in intellectual property that you develop or create in fulfillment of your duties. When you leave CareFirst, for whatever reason, you must return all of CareFirst’s intellectual property and other work products that are in your possession, including any copies.

> Conflict of Interest Disclosure Statement and Compliance Certification

> Human Resources Policy, HR 800.02 Confidentiality

> Information Technology Policy, IT 100.03 Information Security Responsibility Policy

What are some examples of confidential and proprietary information about CareFirst business?
- Financial data/projected earnings
- Information system/technical design
- Sales figures
- Provider contract terms
- Marketing plans and strategies
- Lists of suppliers, customers and business associates
- Product design and development
- Pricing policies and rate manuals
- Business forecasts and strategies
- Actuarial data
- Associate information
- Coding information
- PowerPoint presentations

Confidential and proprietary information of others

We respect the intellectual property rights of others. Never access or share confidential or proprietary information about our providers, vendors, and other business partners unless authorized by law, policy, for a valid business reason, or because your job duties require you to do so. Some examples of materials that may be subject to intellectual property protections include, but are not limited to, information received in confidence from consultants or other contracting entities, as well as downloaded materials such as:

- graphics
- photographs
- clip art
- animation
- articles
- electronic subscriptions
- movie/video clips
- memes
- sound or music
- newsletters

Consult with the Legal Department before accepting, using, or sharing materials that might possibly fall into this category.

> Information Technology Policy, IT 100.03 Information Security Responsibility Policy

> Public Policy & Community Affairs Policy, PPCA 200.01 Intranet

ThinkFIRST

Q: You’ve found some great graphics online and want to incorporate them into a report that you’re preparing for a conference. Is this okay to use?

A: It could be a problem. You must use caution as not all copyrighted materials display a notice. If you’re not sure whether the material is copyrighted, you should speak with the Legal Department before using it.
Use of software
Most computer software is protected by copyright laws and purchase agreements that safeguard the software manufacturer’s investment in creating the software. It is our policy to comply with the license agreements that govern the use of software.

The CareFirst Technical and Operational Support Division (TOS) installs and configures all Company software on CareFirst assets. You may never install, download, or copy any software (including from the internet) without pre-approval from TOS. You may not use any external file sharing, file transmission, or file storage sites (including, but not limited to cloud services) without the specific approval of the Information Security and Legal Departments.

> Information Technology Policy, IT 300.02 Desktop Software Acquisition and Installation Policy
> Information Technology Policy, IT 300.03 Server, Desktop & Mobile Wireless Device Hardware Acquisition and Installation Policy
> Information Technology Policy, IT 300.04 Cloud Computing Security Policy

You must read and comply with all IT Policies found on InsideCareFirst.com under Forms & Policies.

If you need help locating or understanding these policies, please contact your manager or informationsecurityawareness@carefirst.com.

ThinkFIRST
Q: I worked long hours for CareFirst developing PowerPoint presentations related to my projects. Can I keep the presentations I worked so hard to develop when I leave the Company?
A: No, you may not keep any such presentations when you leave or use them in future jobs. They are work product that belongs to CareFirst.

Logo usage
As a regulated insurance company and a licensee of the Blue Cross and Blue Shield Association (the Association), the Company is bound by Association guidelines as well as various insurance regulations regarding advertising. The use of any trademark or logo licensed by the Association requires prior approval by the Corporate Advertising and Brand Management Department.

Legal copy (taglines) must accompany the commercial use of any trademark or logo licensed by the Association.

Confidence and trust in our CareFirst logo depends on everyone using it correctly and consistently. We may not change or modify the CareFirst brand logo in any way when using it in our internal departments.

> Strategic Marketing & Product Development Policy, MC.06 Brand and Logo Use and Approval
> CareFirst BlueCross BlueShield Logo Usage and Brand Guidelines
Confidential information about our associates

We must never access or disclose confidential associate information unless such access or disclosure is authorized for a valid business purpose or required by law. Use confidential associate information only to the extent necessary to perform your job function.

Confidential information includes benefit, medical, claim, and financial information acquired through your job functions. It also includes any personal information collected by CareFirst that is not publicly available.

What are some examples of confidential associate information?

- Wage and salary data, paid time off data, performance reviews, corrective action, and other personnel records
- Marital status/military status
- Employee identification number
- Employment agreements
- Social Security numbers
- Financial/banking information
- Claims and medical information
- Personal data relating to long and short-term disability, the Family Medical Leave Act (FMLA), Americans with Disabilities Act (ADA)

Confidential information about friends, relatives and others

You should never use your position to access claim or confidential information as a convenience for your friends, family members, or those with whom you have a personal relationship. Such individuals must go through the normal business process by contacting Customer Service to obtain their claim and account information.

You must not access your own claim or account information. If you need information relating to your own health coverage, you must go through the normal business process by contacting Customer Service.

> Human Resources Policy, HR 800.02 Confidentiality
> Human Resources Policy, HR 300.13 Employment Verification
> Information Technology Policy, IT 100.02 Workstation and Business Equipment Use Policy

ThinkFIRST

Q: Your sister asks you to research her claim which she believes has not yet been paid. Although you are not in Customer Service, you do have access to that claim system to perform your job responsibilities. Should you access the system to obtain the information for your sister since she has given you her permission?

A: No. Although your sister has given you permission, your sister must call Customer Service and speak directly to them. You must never provide special access to friends and family members.

Q: What if you are authorized to access claim information, and you just want to check on your son’s claim under his father’s, your ex-husband’s, coverage?

A: The answer is still no. As a legal guardian, you do have a right to some information; however, you must call Customer Service like all members. You must not use your position to gain access to claim information for yourself, family or friends.
Confidential information about our members—Protected Health Information

Federal and state laws govern the use of an individual’s health, financial, and other private information. The Health Insurance Portability and Accountability Act of 1996 (HIPAA) prohibits unauthorized disclosure of Protected Health Information (PHI). A criminal action can be brought against you personally if you knowingly obtain or disclose anyone’s PHI without their authorization. Civil penalties for such violations can be as great as $1.5 million.

You are responsible for the information you use. You must never access or share member PHI (including celebrities, other public figures, friends and relatives, and other associates) unless you are authorized and your job duties require you to do so. We must maintain the trust CareFirst members and associates place in us by keeping their information confidential.

Our policies and procedures include legal requirements that we must follow when working with PHI. You must immediately report any inappropriate use or disclosure of PHI to the CareFirst Privacy Office, 800-853-9236 or privacy.office@carefirst.com.

> Legal, Corporate Audit & Compliance Policies, PO 100.00 through 100.05 Privacy Policies

What are some examples of PHI?

- Name, birth date, address, telephone number, other individually identifiable information
- Health status
- Medical history
- Provider/facility information
- Social Security number/certificate number
- Medical claim information
- Diagnosis codes
- Medical record number
- Medical plan identification or beneficiary number

Confidential information about our members—Personally Identifiable Information

Personally Identifiable Information (PII) is information that can be used to distinguish or trace an individual’s identity.

Examples include name, Social Security number, credit card number, and bank account number. Your date and place of birth, mother’s maiden name, and similar information can also be PII when used in combination with other Personally Identifiable Information.

The loss of PII can result in substantial harm to individuals, including identity theft. CareFirst associates and contingent workers may have access to PII and other sensitive data concerning our associates, providers, brokers, agents, and other individuals with whom CareFirst does business. We have a special responsibility to protect that information from inappropriate use or disclosure.

You must immediately report any inappropriate use or disclosure of PII to the CareFirst Privacy Office, 800-853-9236 or privacy.office@carefirst.com.

Q: I think I just accidentally sent a letter to a member containing another member’s claims information. What should I do?

A: Immediately contact the CareFirst Privacy Office to report a potential privacy violation and provide them with all relevant information. We are only human, and mistakes happen. Our honesty in rectifying mistakes, however, matters just as much and is the real test of our integrity.
Security of confidential information

In order to protect confidential information, the Company has very detailed security policies and procedures.

You must follow the Company's policies, procedures, standards, and guidelines related to electronic security controls at all times, at all work sites, and even while teleworking from non-CareFirst sites. Security controls must be followed anywhere you conduct Company business or use Company assets, for example, while checking your email at the airport or on a train.

It is your responsibility to protect the integrity and confidentiality of Company data when you send it electronically. When sending confidential information in an email to an external source, you must encrypt the contents of the email. Never include confidential information or attachments containing confidential information in an instant message (IM), text messaging, or calendar invitation. You are not permitted to use online file storage sites (e.g., Dropbox.com, Box.com), external media (e.g., USB thumb drives), or any other methods to externally transfer CareFirst information or data without prior approval.

For more detailed information on the use of secure email, refer to the Information Security webpage located on InsideCareFirst.com.

Password and access codes

You may not share your CareFirst system passwords or access codes with anyone.

> Information Technology Policy, IT 200.01 Logical Access Control Policy
> Information Technology Policy, IT 200.02 Identification and Authentication Policy

ThinkFIRST

Q: I frequently use my CareFirst laptop and smart phone outside of the building. Are there any special precautions that I need to take to protect confidential information?

A: Yes. Security controls must be followed anywhere you conduct Company business or use Company assets. Today, most of us conduct Company business while we are on the go whether on a Company trip, on vacation, in an elevator, or at the airport. You never know who may be eavesdropping on your conversation or looking at your screen.

This means that you need to be aware of your surroundings when discussing confidential or proprietary information or viewing it on your laptop. You must keep your devices with you at all times, appropriately log off your laptop, password protect all devices, and store them in secure, locked locations when not in use.

For more information, refer to the CareFirst Workstation and Business Equipment Use Policy, IT 100.02, and related Security Awareness Newsletters available on the CareFirst intranet for more information.
Practical tips for protecting data security

- Store hard-copy information in a secure location in your office.
- Destroy hard-copy documents appropriately.
- Store electronic information in appropriately secured locations on CareFirst systems and not personal devices or accounts.
- Lock your workstation and mobile device when not in use.
- Ensure your system login and password are secure and do not share them.
- Ensure your employee badge is secure and do not let others use it.
- Ensure information is disclosed only to those authorized to receive or access it.
- Do not discuss confidential information in public where it might be overheard.

Social media

You are expected to comply with all CareFirst policies whenever you access or use social media:

- On or through Company equipment, networks or information systems; or
- On or through non-Company equipment, networks or information systems if:
  - Your affiliation to CareFirst is identified, known or presumed; and
  - The content is related to CareFirst, CareFirst's business, CareFirst's associates or healthcare-related topics related to CareFirst's business.

When using social media, if you express any opinion regarding CareFirst's business, products, programs, or healthcare-related topics related to CareFirst's business, you must:

- Disclose your employment relationship with the Company; and
- Make it clear that the opinions expressed are yours alone and not authorized or approved by CareFirst.

When using social media, you may not discuss or disclose the Company's confidential, proprietary, and/or financial information or any PHI or PII learned through your job duties with the Company.

All access or use of social media must be conducted with the highest integrity and honesty at all times and with the intent to maintain the image, mission, brand, and strategic objectives of CareFirst.

> Human Resources Policy, HR 1100.06 Social Media Policy

ThinkFIRST

Q: In the course of my job, I have learned new information about the Company’s planned premiums for next year. Can I post it on Facebook to let my friends know in advance?

A: No. You may not share confidential, Company information on any social media forum unless you are expressly authorized to do so by the Company.
4. Using Company Assets

We must protect the assets of our Company. We should only use Company funds, equipment, and other assets to conduct business in a professional, productive, and ethical way.

Company assets include both Company funds and property. They include every physical item (paper, pens, clips, staplers, etc.) and electronic system as well as liquid assets such as cash, checks, and wire transfers.

Company assets may not be used for:

- Any illegal activity;
- Personal gain;
- Solicitation of personal business;
- The sale of any services or products other than CareFirst’s;
- The public advancement of individual views;
- Harassment of any type;
- Creating, viewing, receiving, sending, or downloading chain emails, including jokes;
- Sexually explicit materials; and/or
- Communications that are threatening or intimidating.

Company property should not be sold, loaned, given away, or otherwise disposed of, regardless of condition or value, except with proper authorization. You must return all Company property immediately upon request or upon termination of employment.

You are personally accountable for Company funds over which you have control. If you spend Company money, or personal money that will be reimbursed, you should always be sure that the Company receives appropriate value in return. You are also personally responsible for maintaining the appropriate documentation regarding the use of Company funds.

> Human Resources Policy, HR 800.07 Company Property
> Finance Policy, FIN.09 Administrative Expenditure Approvals
> Finance Policy, FIN.10 Associate and Board Member Travel and/or Expense Reporting
What are some examples of Company assets?

- Company time
- Documents, data and records
- Cash and checks
- Buildings and furniture
- Office supplies
- Computer hardware and software
- Telephones, cell phones
- Copiers
- Email, internet and intranet access
- Intellectual property
- Proprietary information

Electronic assets

We use a wide variety of equipment every day to do our jobs. Email, internet, intranet, telephone, voice mail system, instant messaging, fax equipment, and other electronic means are Company assets to be used for legitimate business purposes or for purposes approved by your manager.

You do not have an expectation of privacy in the electronic messaging systems used during your employment. CareFirst has the right to review, copy, audit, investigate, intercept, access, and disclose any use of the computer, email, instant messaging, telephone, and internet systems, including messages created, received, or sent for any purpose.

The contents of electronic storage (e.g. email, instant messaging) may be disclosed within the Company, for legal matters, and to governmental agencies without your knowledge or permission. Access by management is permitted without your consent and without giving prior notice.

> Human Resources Policy, HR 1100.05 Company Telephone Monitoring and Electronic Recording
> Information Technology Policy, IT 100.02 Workstation and Business Equipment Use Policy

Software

You may not copy or use any software on CareFirst’s computers, other electronic assets, or computer networks unless authorized by CareFirst.

> Information Technology Policy, IT 300.02 Desktop Software Acquisition and Installation Policy

Accurate record keeping and financial reporting

Our customers, business partners, and the government depend on our honest and diligent record-keeping. We are all responsible for ensuring that the financial and operational information we record and report as part of our daily job duties is truthful, accurate, and timely entered. This includes the time you have worked, your business expenses, production or performance data, financial statements, sales reports, utilization data, and any other business related activities for which you record or report data.

Accurate and complete records are required in our collection and reporting of financial, legal, and regulatory data. You are prohibited from altering data or making false, fictitious, or materially misleading entries into corporate records or reports.

Failure to maintain and provide accurate financial or operational information in connection with certifications of government contracts could expose our Company and the associates signing the certifications to severe civil and criminal penalties.

You must not alter data, make any false, misleading, or inaccurate oral or written statement, or take any action to fraudulently influence, coerce, manipulate, or mislead any independent, public or certified accountant or any accountant or auditor employed by us, in connection with:

- Any audit or examination of CareFirst’s financial records;
- The preparation of any report or filing; or
- Any review of CareFirst’s internal control structure.

> Human Resources Policy, HR 400.03 Timekeeping
> Information Technology Policy, IT 100.02 Workstation and Business Equipment Use Policy
> Finance Policy, FIN. 10 Associate and Board Member Travel and/or Expense Reporting
ThinkFIRST

Q: You receive a call from a member complaining that, upon reviewing his Explanation of Benefits, it appears that his provider billed for services and tests he never received. What should you do?

A: Report the incident to the Special Investigations Unit immediately for investigation and inform the member that you are doing so. You may reach SIU at SIU@carefirst.com, 800-336-4522, or 410-998-5488.

Q: While traveling on CareFirst business, you take a free shuttle from the hotel to the airport. On your expense report, however, you include a $20 taxi charge (what it would have cost if there had not been a free hotel shuttle). Per Company policy, charges under $25 do not require a receipt. Is this appropriate?

A: No. Seeking reimbursement for expenses that were not incurred is an abuse of Company funds, and prohibited by corporate policy.

Fraud, waste and abuse

CareFirst understands the importance of preventing, detecting, and investigating any allegations of fraud, waste, and abuse. We conduct our business activities with as much transparency and openness as possible. We are committed to protecting and preserving the integrity of health care resources and tax payer dollars. Fraud, waste, and abuse related to our business operations are strictly prohibited.

- **Fraud** involves deliberate deception. It includes acts of deceit, trick, or design used to obtain or deprive others of money or property. Fraud can be committed by our business partners, but also can be perpetrated internally.

- **Waste** refers to practices that result in unnecessary costs and inefficiencies, taxpayers not receiving reasonable value for their money in connection with government funded activities, or omission by players with control over or access to government resources.

- **Abuse** refers to any activities inconsistent with generally accepted business, medical, or fiscal standard practices that can result in unauthorized benefits to the abuser.

For more information on how fraud, waste, and abuse affect CareFirst business with the government, see Chapter 7 of the Code regarding the Federal False Claims Act.

CareFirst maintains a comprehensive Fraud Prevention Plan designed to prevent, detect, investigate, and resolve any allegations of fraud, waste, and abuse. Any actual or suspected instances of fraud, waste, or abuse should be reported immediately to the Special Investigations Unit at SIU@carefirst.com or the Anti-Fraud & Abuse Hotline at 800-336-4522 or 410-998-5488.

> CareFirst, Inc. Fraud Prevention Plan, SI.01
Insider trading

Our investment in companies with which CareFirst has business or investment relationships may pose ethical and legal issues. Although CareFirst is not a publicly traded company, members of the Board of Directors, officers, and associates must comply with insider trading laws. While conducting business, we may become aware of non-public or “inside” information about other companies that may be material to or influence an investor’s decision to buy or sell securities.

If you become aware of such information, you may not use it to buy or sell securities of that company. You also may not share that information with anyone outside of CareFirst without a legitimate business need, and within CareFirst you may only discuss the information with those who need to know about it to perform their jobs.

Record retention and destruction

We are committed to complying with the record-keeping requirements of all applicable laws. We must retain, retrieve, or destroy all business records based on the law and our own Corporate Records Retention Policy. The Policy applies to all documents created or received by CareFirst.

You may not destroy or dispose of Company records at your own discretion. Records must be maintained in accordance with the Policy and not destroyed before the Company’s prescribed retention period has expired.

Do not alter or destroy records relevant to pending or threatened litigation, a government or internal investigation, or an audit. Destruction, alteration, or falsification of records to avoid disclosure in a legal proceeding, government investigation or audit may constitute a criminal offense.

> Corporate Services & Real Estate Administration Policy, CSRE 100.01 Corporate Records Retention Policy
> Record Retention SOPs 0001, 0002, 0003, and 0004
> Legal, Corporate Audit & Compliance Policy, LEG.02 Litigation Holds

Our Spirit Award winners exemplify CareFirst’s values, going above and beyond what is expected of them through their excellence and willingness to help others.
5. Conflicts of Interest

We should always act in CareFirst’s best interests. Our personal situations, interests, or preferences and those of our family and friends should not influence us when acting or making decisions on behalf of CareFirst.

A conflict of interest occurs when you are in a position to be improperly influenced, or appear to be influenced, by your private interests when performing your CareFirst job. A conflict can arise when an activity or relationship makes it difficult to perform your work in an objective manner. Even the appearance of a conflict could cause our customers or business partners to question our motives.

For more detailed information on Conflicts of Interest, refer to the CareFirst Compliance & Ethics FAQs: Conflict of Interest Disclosure Statement and Compliance Certification Process.

Conflict of interest—disclosure

All associates, officers, management, contingent workers, interns, temporary workers, and the Board of Directors complete a Conflict of Interest Disclosure Statement each year. The Chief Compliance, Ethics & Privacy Officer, along with senior management, reviews identified actual, potential, or perceived conflicts of interest.

You must update the information between annual filings. Consequently, if there is any change in your personal situation or relationships during the year, you must notify your supervisor and contact the Compliance & Ethics Office to update your Statement.

It is not unusual or necessarily wrong to have a conflict of interest. It is important to disclose any potential conflict, however, and allow CareFirst to manage the conflict properly.

> Human Resources Policy, HR 800.03 Conflict of Interest
> CareFirst Compliance & Ethics FAQs: Conflict of Interest Disclosure Statement and Compliance Certification Process
How do I know if I have a conflict of interest?

Are you using CareFirst assets or time for outside activities? YES

Are you competing with CareFirst? YES

Are you supporting interests contrary to CareFirst’s? YES

Are you taking a business opportunity away from CareFirst? YES

Are you profiting from knowledge acquired at CareFirst? YES

Does personal bias interfere with your work? YES

Conflict of Interest

All of the above situations are potential conflicts of interest.

If you are not sure if your situation is a potential conflict of interest, please contact the Compliance & Ethics Office.
Conflict of interest—personal financial interests

You must avoid any situation in which your personal financial interest, or that of a family member, conflicts or even appears to conflict with CareFirst’s best interests.

Financial interest or financial relationships may arise from:

- Employment;
- Investments;
- Ownership;
- Consulting or other contractual agreements; and/or
- Membership in a governing body (e.g., board memberships).

You must disclose a financial relationship with any vendor or supplier that does business with, seeks to do business with, or competes against CareFirst.

A financial relationship with a vendor/supplier means that:

- You, or your family member, work for, provide services to, or represent the vendor/supplier; or
- You, or your family member, have a significant financial interest in the vendor/supplier.

If you, or your family member, have a vendor/supplier relationship and you are in a position to influence CareFirst decision-making regarding the review or the selection of that vendor/supplier, you must:

- Disclose your relationship to management; and
- Remove yourself from any involvement in the review or selection processes.

> Human Resources Policy, HR 800.03 Conflict of Interest
Q: I've just become a licensed insurance agent and would like to start selling life insurance products as a second job. Does this situation create a conflict of interest?

A: Yes, it could create a conflict of interest. Our Conflict of Interest policy has always prohibited associates from selling, soliciting, or negotiating Company insurance products in the CareFirst service area, through vendors other than CareFirst and its negotiated partnerships.

Whether you are working through another insurer or broker or working independently, selling any product that CareFirst also sells puts you in direct competition with the Company. CareFirst sells multiple types of insurance products. You always should contact the Compliance & Ethics Office before you consider selling any insurance product.

Q: I am a member of the Board of a local nonprofit that will soon be deciding on a new health insurance program for its staff. How can I avoid a conflict of interest?

A: You must disclose this potential conflict to both your manager and the Board of the nonprofit prior to any discussion of the topic. You also must request that the board report the disclosure at its meeting and reflect the disclosure in the meeting minutes. If the selection of a new health insurance program is voted on at a meeting, you must recuse yourself from voting and request that your recusal be reflected in the minutes of the meeting. In that way, you would avoid even the appearance of a conflict of interest.

Conflict of interest—outside employment and other activities

When it comes to work, CareFirst must be your first priority. You must disclose any outside job, business, or board membership. Any activities such as a second job or personal business must not conflict with your obligations to CareFirst.

You may not use Company time, name, influence, assets, facilities, materials or the services of other associates for or in connection with any outside employment or other activities.

To ensure you avoid a potential conflict, you should notify your manager prior to accepting any outside employment.

> Human Resources Policy, HR 800.03 Conflict of Interest

Conflict of interest—immediate relatives and members of the same household

We may hire your immediate relative or member of your household as long as an actual, potential, or reasonably perceived conflict of interest is not created. To avoid conflicts of interest, relatives or members of the same household may not work:

- Under the same immediate supervisor;
- In a manager/subordinate or other close reporting relationship; or
- In positions which could compromise internal controls or otherwise affect either party’s work, salary progress, performance, and/or promotion.

This includes contingent workers even if employed by an agency.

CareFirst policy prohibits Executives (Vice Presidents and above) and members of the Board of Directors from having any relative or member of their household employed at CareFirst in any capacity including contingent worker, even if employed by an agency. This prohibition does not apply in those instances where the relative or member of the same household is employed at CareFirst prior to the appointment of the Board member, the hiring of the Executive, or the promotion of an associate to an Executive position.
For a definition of the term “relative” and further details, refer to HR 300.06 Employment of Immediate Relatives and Members of the Same Household.

> Human Resources Policy, HR 300.06 Employment of Immediate Relatives and Members of the Same Household

> Human Resources Policy, HR 800.03 Conflict of Interest

**Conflict of interest—personal relationships**

Conflicts of interest occur if the employment, promotion, or transfer of someone with whom you have a personal relationship would create:

- A manager/subordinate or other close reporting relationship; or
- The appearance of any other potential or actual conflict of interest.

If a supervisory or managerial associate is in a personal relationship with a subordinate, he or she must disclose this to his or her manager. Even if there is no reporting relationship, a conflict of interest may arise if the relationship could cause others to lose confidence in the judgment or objectivity of either associate, or the relationship could cause embarrassment to our Company.

Managers and HR will evaluate each situation and take appropriate action, if necessary.

**Corporate opportunities**

You may not profit from business opportunities learned in the course of your job at CareFirst.

> Human Resources Policy, HR 800.03 Conflict of Interest

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**ThinkFIRST**

**Q:** My spouse works for a vendor of the Company. Do I need to report this on my Conflict of Interest Disclosure Statement?

**A:** Yes. You must disclose any instances in which a member of your immediate family or household or someone close to you works for a CareFirst business partner, vendor/supplier, or competitor. In order to avoid even the appearance of a conflict of interest, you may not participate in the review or the selection of a Company vendor/supplier with whom your family member or close friend works. Additionally, if your CareFirst job duties directly involve the vendor/supplier with whom you have a family or close personal relationship, you must remove yourself from the situation and notify your manager immediately.
Conflict of Interest Dos and Don’ts

Do:
- Promptly disclose any potential conflicts to your manager.
- Remove or recuse yourself from activities, discussions, or decision-making processes in which you may have a personal interest or bias.
- When engaged in outside activities, remove or recuse yourself from any activities, discussions, or decision-making processes that might conflict with CareFirst’s interest.
- Put the interest of CareFirst above any outside activity.
- Consult with the Compliance & Ethics Office when in doubt.

Don’t:
- Use CareFirst assets for personal activities.
- Allow outside activities to interfere with your time at work.
- Perform duties for a second job that are the same as those you perform for CareFirst.
- Compete with CareFirst by supporting, working or consulting for, or serving on the board of a competitor.
- Seek to profit from information, knowledge, or business opportunities learned in the course of your work for CareFirst.
- Work directly for or as a supervisor of a relative or close personal friend.

Political activity and political contributions

When you engage in political or civic activities as an individual, you must be clear that the views you express are yours alone and not CareFirst’s.

If you run for elective office, the time spent campaigning or performing the duties of the post must be your own time, whether PTO or unpaid leave.

Before you seek elective office or accept an appointive office, you should notify your management and disclose the activity on your Conflict of Interest Disclosure Statement. You should indicate whether the duties of the office sought will require absence from work, affect your job performance in any way, or create a conflict of interest for the Company.

You may not use Company funds to make personal political contributions. Such use is considered a “political contribution” by the Company and may be illegal.

You may not include any personal political contributions on an expense statement or in any other way seek Company reimbursement for that expense.

> Human Resources Policy, HR 1100.03 Political Activities and Civic Involvement

Corporate political contributions

All corporate political contributions are made and approved only by the Senior Vice President, Public Policy & Community Affairs. No other associate has the authority to make or approve a corporate political contribution.

Corporate political contributions include contributions or the payment of membership fees to an association whose main purpose is to engage in political activity.

> Public Policy & Community Affairs Policy, PPCA 100.02 Corporate Political Contribution Policy
Remember, when you participate in personal volunteer political fundraising or other political activities:

- Do not conduct the activity on Company time or Company equipment;
- Do not ask or require any CareFirst associate to make a political contribution of any kind to any political candidate;
- Do not ask or require any CareFirst associate to assist with political activities;
- Do not use CareFirst stationary, letterhead, postage, or email systems;
- Do not use a CareFirst return mail or email address or a CareFirst business telephone number;
- Do not type letters and political communications while at work; and/or
- Do not collect political contributions on Company property.

CareFirst Political Action Committee (PAC)

CareFirst has organized and supports a Political Action Committee, pursuant to federal and state laws. This Committee seeks voluntary contributions from CareFirst management to support political candidates. Such contributions are completely voluntary, with no Company pressure to contribute. Giving to the PAC does not constitute a corporate political contribution.

> Human Resources Policy, HR 1100.03 Political Activities and Civic Involvement

Lobbying/contacting elected officials, regulators or governmental agencies

CareFirst enforces all federal and state laws and regulations regarding contacting or lobbying elected officials, regulators, and state government agencies.

You may not conduct any political activity in CareFirst’s name. This includes attending events, volunteering, or contributing to candidates, political parties, and other non-CareFirst Political Action Committees.

There are times when you may have a legitimate CareFirst business need to meet with an elected official, regulator, or government agency. For example, if you work in sales, you may need to discuss an insurance product offering. If, however, you are contacting any of these groups outside an official capacity with CareFirst, you must let it be known that you are expressing your own political views and not those of CareFirst.

Media relations and communications

To ensure the accuracy of information provided to the public, you must not make any statement (written or verbal) on behalf of CareFirst to media, news publications, trade publications, or any other media source.

You are not authorized to speak on behalf of CareFirst. Refer all inquiries from the media about CareFirst to Media Relations in Public Policy & Community Affairs.

> Public Policy & Community Affairs Policy, PPCA 300.01 Media Policy
Public speaking

All public speaking engagements that relate to CareFirst’s business or products must be pre-approved by your Director or an officer of the Company. In addition, if you reasonably expect public media to be present at your speaking engagement, you must obtain prior approval from corporate Media Relations in Public Policy & Community Affairs.

> Public Policy & Community Affairs Policy, PPCA 300.01 Media Policy

Publishing articles

If you publish an article or other work, you must not identify yourself in the publication as a CareFirst associate without prior approval from the corporate Media Relations department in Public Policy & Community Affairs.

> Public Policy & Community Affairs Policy, PPCA 300.01 Media Policy

Non-endorsement policy

CareFirst and its associates may not endorse any other companies with whom we do business. Only an Officer of the Company, in conjunction with Strategic Marketing and Product Development, can approve any exceptions to our non-endorsement policy on a case-by-case basis.

Corporate Media Relations in Public Policy & Community Affairs must review and approve any public acknowledgment of the Company’s use of a specific product or service.

> Public Policy & Community Affairs Policy, PPCA 300.01 Media Policy
> Strategic Marketing & Product Development Policy, MC.06 Brand and Logo Use and Approval

ThinkFIRST

Q: I’ve been working with a vendor for many years, and I’m quite pleased with the vendor’s product. The vendor has asked if it can add the CareFirst name and logo to its list of clients published on the internet. Can I provide permission?

A: No. Such a public acknowledgment of the Company’s use of a product or service, or the Company’s relationship with a vendor, requires prior approval by Media Relations. If that acknowledgment actually endorses or appears to endorse the product, service, or vendor, then only an officer of CareFirst can approve its publication.

In addition, the use of any trademark or logo licensed by the Blue Cross Blue Shield Association requires prior approval by the Corporate Advertising and Brand Management department.

Q: A colleague at another Blue Plan has asked me whether I like the new IT system we just started using. I do like the system with some exceptions and would like to share my opinion with them. Is this acceptable?

A: Yes. In this situation, you are providing your personal opinion of the product. However, you must let it be known that you are speaking for yourself and not CareFirst.
6. Conducting CareFirst’s Business

Fair business practices
The manner in which we deal with customers and other business relationships affects our Company’s reputation, builds long-term trust, and contributes to our Company’s success. When conducting CareFirst’s business, we must always conform to the highest standards of ethical conduct. We never sacrifice our ethics in order to achieve personal or corporate goals.

Business affairs must be conducted honestly, directly, and fairly.
CareFirst supports competition based on quality, service, and price. We should never attempt to gain a competitive advantage through the use of illegal, unethical, or improper business practices. We must always represent CareFirst and its products fairly and accurately and refrain from making any misleading statements to our customers or business partners.

Customer relations
Our customers are our number one priority. The Company succeeds only when we serve our customers well.

Satisfying customer needs requires everyone’s participation.

- We treat our customers with courtesy and respect and attempt in good faith to meet their needs.
- We provide proper, effective, and timely information and solutions.
- We act as One Company, One Team with a unified message and consistent policies and services.
- We avoid any conduct that interferes with operations or harms the Company’s business reputation.

Associate relations
Cooperation within and among departments is key to CareFirst’s success.

- We honor another unit’s request for information, documents, or other assistance in a timely manner.
- We are professional and respectful in our day-to-day dealings with other associates.

Living Our Values
Customer First
Our customers are our number one priority. We build their trust when we actively listen to their concerns and meet their needs.

Integrity
We must be truthful in all dealings with our customers and be careful to accurately represent the quality, features and availability of CareFirst products and services.

Personal Accountability for Excellence
We tell our business partners what we are going to do, and then we do what we say.
We pay attention to the quality and value of our communications.

We do not participate in inappropriate or intimidating conduct that interferes with the job performance of fellow associates.

> Human Resources Policy, HR 800.05 Appropriate Conduct at Work

Corporate social responsibility at CareFirst

CareFirst is committed to promoting positive, measurable improvements in the region’s health care delivery system while improving the well-being of residents in our service area.

Our corporate giving prioritizes investments in initiatives that catalyze innovations in the region’s health care delivery system while increasing access to care and improving health outcomes. Although focused on health-related causes, our charitable giving also seeks to address other special needs in our community and beyond.

CareFirst encourages all associates to be active in their communities, lending their voluntary support to programs that positively impact the quality of life in these communities. Our commitment takes several forms:

- A Day of Service is earned through participation in the corporate-wide United Way campaign. Those qualified are encouraged to spend one paid day outside the office volunteering in the community;
- Company representation at community charitable events; and
- Volunteer participation in community events and activities.


Gifts and special courtesies—acceptance

Conducting business with vendors and customers can pose complicated ethical problems. CareFirst seeks to avoid even the appearance of any improper influence related to business decisions.

Gifts and favors from people who do business or seek to do business with our Company may impair or affect your objectivity in performing work responsibilities.

As a general rule, you and your family members may not accept or solicit:

- gifts of cash or cash equivalents (such as gift certificates/gift cards) under any circumstance; or
- non-monetary gifts, gratuities, personal benefits, favors, or any other business courtesies offered to influence any act or decision or to secure any improper advantage

from suppliers, contractors, vendors, providers, agents, brokers, accounts, subscribers, or other firms or individuals doing business with, or seeking to do business with, the Company.

Gifts and gratuities include presents, services, discounts, bargain purchases, vacations, and other things of value. If you receive a gift or become aware beforehand that a gift may be sent, you must politely explain that our Company policy does not permit acceptance of the item and return it.
You may receive occasional holiday gifts or gifts relating to routine customer service provided as an expression of normal business courtesies. Such gifts must be:

- Infrequent;
- Unsolicited;
- Of nominal value or of an advertising or promotional nature;
- Received or offered without any intent or prospect of improperly influencing your business decision-making;
- Given openly and transparently without any appearance of impropriety;
- Provided in a manner that would not result in embarrassment to CareFirst if publicly disclosed; and
- Permissible under all applicable laws, regulations, and rules.

Gifts of cash or cash equivalents (gift certificates/gift cards) are never acceptable under any circumstance.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

**Business entertainment**

Business entertainment is part of our relationships with customers and prospective customers. Business entertainment must be conducted without any appearance of a conflict of interest.

When you accept business entertainment, the external business representative or vendor must be present with you at the event or activity. If that is not the case, the entertainment is not allowed. Conversely, if you offer business entertainment to an external business partner, a CareFirst associate must be present for the event or activity. We always must display socially appropriate behavior during business entertainment events.

In addition, any entertainment that is offered or accepted should be:

- A legitimate extension of a business relationship;
- Reasonable in nature and value;
- Consistent with local business practices; and
- Infrequent, that is, should not occur on a regular basis, regardless of the amount.

Business entertainment includes, but is not limited to:

- Meals;
- Sporting events;
- Cultural or charitable events; and/or
- Other events where business matters are discussed, but where it is apparent that the event is not intended solely as a business meeting.

Attendance at business entertainment events should be appropriate for your job level. What is reasonable will depend on the level of your responsibilities within our Company.

If the business entertainment involves travel and lodging, CareFirst will reimburse such expenses if approved by your manager. Associates may not accept travel or lodging expenses from any third party.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

**Gifts and special courtesies—offering**

We may not use gifts or special courtesies to improperly influence current or prospective customers.

No payments or offer of benefit of any kind may be made to current or prospective customers as an inducement to buy our Company's products or services.

Associates may offer standard, branded CareFirst marketing items and benefits that comply with state and federal laws and regulations and that are available to all customers in similar circumstances on an equal basis.

Items intended for the personal use of an individual should not be offered to firms, accounts, or individuals who do business with our Company.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

> Financial Policy, FIN.10 Associate and Board Member Travel and/or Expense Reporting
How do I know if the value of a gift is “reasonable and customary” and therefore acceptable?

Ask yourself both whether the gift is significant to you personally and whether it would appear significant to others. Cash or cash equivalents of any value are never acceptable. Consult the chart below for guidance, and contact the Compliance & Ethics Office whenever in doubt.

Reasonable and customary

- Holiday gifts from vendors, suppliers, or customers such as: baskets of fruit, candy or snacks to be shared, small floral arrangements
- Vendor offers you tickets to a local sporting or cultural event and the vendor is attending.
- Mugs, plastic cups, water bottles, badge holders, pens, key rings, post-its, totes, small stuffed animals, small inexpensive picture frames, and folding umbrellas with the supplier’s logo.

Unacceptable

- Holiday gift cards or gift certificates.
- Vendor offers you tickets to a local sporting or cultural event but vendor is not attending.
- iPads, cash, a personal gift such as a piece of fine jewelry or crystal.
Conference travel and fees

We prohibit any outside entity or individual, including people or companies who do business or seek to do business with CareFirst, to pay your expenses to attend a conference or seminar. This includes any offers of discounted conference fees, reimbursement for travel, meals, lodging expenses, or offers of gifts or prizes.

CareFirst will reimburse you for your attendance at a conference or seminar if there is a business reason for you to attend pursuant to CareFirst policy and procedures and if you have received prior approval from your supervisor.

If you are presenting or speaking at a conference or seminar, generally the conference or seminar fee can be waived if the fees are also being waived for other presenters/speakers. In such instances, only the registration fee can be waived. All other costs, including travel, meals, or lodging must be paid for by CareFirst.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

> Financial Policy, FIN.10 Associate and Board Member Travel and/or Expense Reporting

Government programs—gifts and entertainment

If you work for a business unit administering a government program (federal, state, or local), you are accountable for knowing and complying with your business unit’s policy on gifts and business entertainment, as stricter rules apply.

State and federal laws regarding gifts, gratuities, and payments to government employees must be strictly observed. No payments of money, gifts, services, entertainment, or anything of value may be offered or made available in any amount, directly or indirectly, to or from any state, federal, or local government official or employee. This includes any vendor, agent, provider, consultant, or governmental official affiliated with government health programs such as Medicare or the Federal Employee Program (FEP).

Associates may offer standard CareFirst-branded marketing items and benefits that comply with State and Federal laws and regulations and that are available to all customers in similar circumstances on an equal basis.

The sole exception to these restrictions is the CareFirst Commitment program and community public relations events, under the direction of the Senior Vice President, Public Policy and Community Affairs.

> Human Resources Policy, HR 800.09 Fair Business Practices

> Human Resources Policy, HR 800.10 Conducting Business with the Government

ThinkFIRST

Q: A vendor has offered you four tickets to the ballgame. The face value of each ticket is $50. The vendor does not plan to attend the event with you. Can you accept the tickets?

A: No, you cannot accept the tickets. Because the vendor will not be attending the ballgame, the event cannot be considered legitimate business entertainment.
Business relationship with pharmaceutical manufacturers

To the extent possible, CareFirst seeks to comply with the Pharmaceutical Research and Manufacturers of America’s (PhRMA) voluntary Code on Interactions with Healthcare Professionals, which imposes significant restrictions on the acceptance of items from pharmaceutical companies. As a result, you may not accept items or entertainment from pharmaceutical representatives if their use would not advance disease or treatment education, even if they are small items of nominal value such as pens or notepads. Refer to Policy HR 800.08, Gifts, Gratuities, Travel and Entertainment for more detail.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

Honorarium

Occasionally, a third-party may ask you to make a presentation, participate on a panel or focus group, or participate in other such activities related to the work you do for CareFirst. Compensation for these types of activities is often referred to as an honorarium. Our Company does not allow you to personally accept honoraria for such participation. Refer to the FAQs for Gifts, Entertainment, etc. to see how a charitable donation can be made instead.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

Foreign Corrupt Practices Act

Bribes of all forms are prohibited. The Foreign Corrupt Practices Act (FCPA) prohibits the corrupt offer, promise, authorization, or payment of anything of value to a foreign official in order to obtain or retain business or to secure an improper business advantage. This can include gifts, kickbacks, meals, entertainment, “grease” payments, unlawful political or charitable contributions, and anything else that might be passed on to someone involved in a business decision-making process.

Under no circumstances may anyone make an improper payment or bribe on behalf of CareFirst. Instead, associates and any vendors/suppliers working for CareFirst must reject any inappropriate requests, explain that CareFirst policy forbids making such payments, and immediately report the incident to the Legal Department or the Compliance & Ethics Office.
Before engaging in any activity with foreign officials or their representatives, either directly or through a third party such as a vendor/supplier, contact the Legal Department for assistance.

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

**Kickbacks, rebates, bribes or other improper payments**

It is important that business decisions are based on the merits of the business factors involved and not upon the offer or acceptance of favors.

We may not accept favors or incentives from potential or existing business partners in exchange for our business decisions. Nor may we offer favors or incentives to potential or existing customers as an inducement to purchase or remain enrolled in any of our products. These practices are not only unethical, but often are illegal as well. If you or a family member stand to gain personally from the deal, it is generally prohibited.

**A gift may be a kickback unless it complies with the Company's policy on the acceptance of gifts.** Associates may offer standard, CareFirst-branded marketing and promotional items and benefits that comply with state and federal laws and regulations and are available to all customers on an equal basis.

> Human Resources Policy, HR 800.09 Fair Business Practices

> Human Resources Policy, HR 800.08 Gifts, Gratuities, Travel and Entertainment

**Antitrust laws**

Federal and state antitrust laws prohibit certain coordinated activities between competitors. Violations of these laws can expose companies and individuals to significant civil and criminal penalties. You should seek guidance from the Legal Department before engaging in any coordinated activity with any other entity.

**Agreements with competitors**

You may never agree, or even appear to agree, with competitors to limit how CareFirst competes. Examples of such illegal agreements include:

- **Price fixing**—Competitors may not agree to set the prices they will charge for their products or services.
- **Boycotts**—Competitors may not agree to not do business with a particular entity or individual.

Violations of these antitrust rules are almost always illegal and carry severe penalties. You must avoid any conduct that violates or creates even the appearance of a violation of these rules.
Interacting with competitors

When communicating with competitors, regardless of whether in a business or social setting, you must never discuss or exchange CareFirst’s confidential or competitively sensitive information. You also must keep a professional distance from competitors and avoid contacts that can create even the appearance of improper arrangements. Any direct contact with competitors must be for a legitimate business reason such as an industry event, a trade association meeting, or a bona fide transaction.

You can violate antitrust laws unintentionally by carelessly disclosing nonpublic information to representatives of competitors. This can happen under the most casual of circumstances, including purely social gatherings and trade association meetings. Trade association meetings present special challenges, and you should be alert to potential situations where it may not be appropriate for you to participate in discussions regarding prohibited subjects with our competitors.

If a competitor volunteers competitively sensitive information to you at such a social gathering or industry event, you must:

- Object openly;
- End the conversation; and
- Promptly report the incident to the Legal Department or the Compliance & Ethics Office.

> Human Resources Policy, HR 800.09 Fair Business Practices

Prohibited competitive intelligence activities vs. acceptable activities

Acceptable:
- Public sources
- Internet
- Publications
- Industry surveys
- Filings
- Public presentations
- Advertisements
- Promotional materials or brochures
- From customers or vendors who legally obtained it
- From approved consultants who use legal and ethical methods to gather information.

Prohibited:
- Theft
- Espionage
- Deception
- Misrepresentation
- Trespassing
- Intentional eavesdropping
- Inducement to disclose through threats
- Dumpster diving
- Garage sifting
- Wiretapping
- Computer hacking
Q: CareFirst wants to sell its health insurance coverage to a large paper company with which it does business. Can you tell the paper company that you will put the new paper contract out for bid unless they purchase CareFirst coverage?

A: No. This is an example of reciprocity. Remember: we do not require a vendor to buy our products as a condition for doing business with us. Purchasing decisions should be based solely on the merits of the product, quality, and price.

Reciprocity

All buying and selling decisions must be independent. To give preference to suppliers because they are also customers, or to influence a supplier to become a customer, is engaging in an illegal practice known as reciprocity. Always abide by the following three rules:

1. Do not give preference to a vendor because the vendor is also our customer.
2. Do not improperly influence a vendor to become our customer.
3. Do not require a vendor to buy our products as a condition of doing business with us.

Specific guidelines on pricing

Even informal discussions among competitors about specific pricing actions may expose associates and CareFirst to civil and criminal sanctions. We must not engage in conduct, however innocent, that creates the impression of collaborating with a competitor on pricing.

Specifically, you must never create or participate, either formally or informally, in any understanding, agreement, or plan with any competitor concerning:

- Prices;
- Pricing policies or practices;
- Fees; or
- Terms or conditions of sale of any service or product.

Competitive intelligence activities

Associates may only gather information about our competitors from appropriate sources and in legal and ethical ways.

Procurement and purchasing

We uphold an honest, fair, and objective procurement process. We base our purchasing decisions solely on quality, performance, price, and the supplier’s ability to meet CareFirst’s needs. Purchasing decisions must never be made on the basis of personal relationships, friendships, gifts, or favors. If you are in a position to influence purchasing decisions for CareFirst, you must always act objectively and impartially.

You must always observe the following general standards:

- Choose vendors/suppliers that share CareFirst’s values and ethical standards;
- Do not show favoritism in whom you invite to bid on projects;
■ Do not share information provided by one vendor/supplier (e.g. price, terms, or conditions) with another vendor/supplier;

■ Weigh all the facts impartially and objectively when selecting among competing vendors/suppliers, regardless of the size of the service or order; and

■ Select the vendor/supplier that will best serve CareFirst's needs and interests, without regard to any personal relationships or personal interests.

Our Strategic Sourcing and Procurement Department (SS&P) generally facilitates the purchase of all goods and services, including consulting and professional services, on a CareFirst approved contract template. CareFirst procurement associates, and other associates who are in a position to influence purchasing decisions for CareFirst, must be able to recognize reciprocity, illegal kickbacks, rebates, and other improper payments and consult with the Legal Department and/or Compliance & Ethics about the ethical and legal implications when any sort of improper payment is identified.

CareFirst expects that our business partners will act consistently with our Code. Anyone who engages or manages a business partner or contingent worker on CareFirst's behalf is responsible for monitoring the party's conduct to ensure compliance with our Code. We also expect all of our contingent workers to adhere to the Contractor Code while conducting business with and/or on behalf of CareFirst. Contractors are responsible for ensuring that their employees and subcontractors understand and adhere to our Contractor Code.

> carefirst.com/contractorcode

> Finance Policy, PUR.01 Procurement and Vendor Policy Management

> Human Resources Policy, HR 800.09 Fair Business Practices

Summary guide—fair competition and compliance with antitrust laws

Fair competition and compliance with antitrust laws means that you:

■ Must never discuss with competitors any matter directly related to competition between CareFirst and the competitor (for example, pricing, marketing strategies, sales policies, provider contracts);

■ Must never agree with a competitor to restrict competition by fixing prices, boycotts or other means;

■ Must not require others to buy from CareFirst before CareFirst will buy from them;

■ Must not require customers to take a service/product they don't want just so they can get the service/product they do want; and

■ Must be accurate and truthful in all dealings with customers and be careful to accurately represent the quality, features, and availability of CareFirst products and services.

We are committed to purchasing products and services from qualified, diverse suppliers, which include businesses owned by women, minorities, LGBT individuals, veterans, disabled veterans, people with disabilities, and individuals of other protected classifications. We believe this commitment creates mutually beneficial business relationships with diverse suppliers, strengthens the communities in which we operate, and helps us to fulfill our Corporate mission.
Vendor/supplier relationships

Relationships with our outside vendors can pose ethical dilemmas. Vendors sometimes offer cash, materials, services, or equipment to be used for CareFirst activities such as member or provider education and disease management programs. These vendors may, or may not, have a current business relationship with CareFirst. We must be careful because such offers have the potential to be perceived as bribes, kickbacks, or unfair sales practices and could violate CareFirst policies and laws.

The following activities are not allowed:

- Receiving cash directly or indirectly from an external source without any services of comparable value;
- Receiving anything with more than a nominal value from an external source, for which no payment or payment less than fair market value by CareFirst is involved; or
- Receiving products or services for free or at less than fair market value from any outside source, including but not limited to:
  - Materials to be distributed internally or externally;
  - Offers to provide research and data results at no cost to CareFirst;
  - Offers to conduct mailings on CareFirst’s behalf at no cost to CareFirst;
  - Offers to perform free seminars for associates or customers;
  - Participation in joint activities, such as health fairs or other marketing activities;
  - Waiver of seminar fees; and/or
  - Offers to participate, without cost to CareFirst, in industry-related meetings which involve travel, meals, or entertainment.

Q: One of CareFirst’s vendors offered to fly me out to Vegas to speak at an industry conference. My contact even offered to put me up at the Bellagio and pay all expenses. Can I take him up on his offer?

A: No. While your supervisor may approve your participation at this conference if there is a valid business reason for you to attend, your vendor friend may not pay your expenses. We never accept payment or reimbursement from our business partners for conference fees, travel, lodging, meals, or any other related expenses. If approved by your supervisor, CareFirst will reimburse you for those expenses.
7. Conducting Business with the Government

The government is a unique customer. Doing business with the government requires that we conduct our business with the highest degree of integrity and honesty. If you are involved with government contracts, you are responsible for knowing and complying with the laws, regulations, and Company policies that apply to those activities.

Doing business with ineligible persons

Our Company will not employ or contract with individuals or entities that are:

- Excluded from or ineligible to participate in federal healthcare programs;
- Suspended or debarred from participating in federal government contracts; or
- Convicted of a felony involving fraud, embezzlement, theft, dishonesty, or breach of trust.

> Human Resources Policy, HR 800.10 Conducting Business with the Government

Gifts, gratuities and payments—government contracts

No payments of money, gifts, services, entertainment, or anything of value may be offered or made available to any state, federal, or local governmental official or employee, including any vendor, agent, provider, consultant or governmental official affiliated with government health programs such as Medicare, Medicaid, or the Federal Employee Program. This includes payments to state or federal regulators, legislators, and lobbyists.

You may offer standard CareFirst-branded marketing items and benefits that comply with state and federal laws and regulations and that are available to all customers in similar circumstances on an equal basis.

If you work in a business unit administering a government contract (federal, state, or local), you are prohibited from accepting meals or anything of value from members or beneficiaries, physicians, vendors, government agents/representatives or anyone conducting or wishing to conduct business with our Company.

> Human Resources Policy, HR 800.10 Conducting Business with the Government
Federal and state anti-kickback statutes

We may not offer, provide, or receive kickbacks of any kind. Federal anti-kickback statutes impose severe criminal, civil, and monetary penalties on individuals who offer or accept a kickback and on any company that solicits or accepts kickbacks.

A kickback is giving or offering anything of value to any government contractor or subcontractor or their employees to improperly obtain or reward favorable treatment in connection with a government contract or subcontract. The laws prohibiting kickbacks are broad and cover many of our business relationships. Even an attempt to offer or accept a kickback may violate the law.

To avoid potential violations of federal or state anti-kickback statutes, you must never offer, request or receive anything of value from anyone in return for payment under a government program or preferred treatment by the government. Consult with the Chief Compliance, Ethics & Privacy Officer if you have a question about these standards.

> Human Resources Policy, HR 800.10 Conducting Business with the Government

Procurement Integrity Act

The Company is subject to the Procurement Integrity Act and Federal Acquisition Regulation when bidding on federal contracts.

During the bidding process, you are not allowed to:

- Offer gifts to government officials or competing contractors;
- Discuss future employment possibilities with government officials or competing contractors; and
- Solicit or obtain any proprietary information about competitors or source selection information from government officials. Such information includes, but is not limited to:
  - Proposed prices;
  - Source selection plans;
  - Technical evaluation plans;
  - CareFirst or competitors’ proposed prices or costs;
  - CareFirst or competitors’ approaches, processes, operations, or techniques; and
  - CareFirst or competitors’ information identified as contractor bids, proposal information, or restricted data.

> Human Resources Policy, HR 800.10 Conducting Business with the Government

Combatting trafficking in persons

CareFirst has a zero tolerance policy regarding the trafficking of persons.

In the performance of any CareFirst contract with the federal government, you must not:

- Engage in severe forms of trafficking in persons;
- Procure commercial sex acts; or
- Use forced labor.

> Human Resources Policy, HR 800.10 Conducting Business with the Government

ThinkFIRST

**Q:** We are bidding on a highly lucrative government contract. May I take a government representative out to lunch to discuss our bid and promote our success?

**A:** No. You must follow all procurement rules strictly and have no external interactions with related government officials during the procurement process.

> Human Resources Policy, HR 800.10 Conducting Business with the Government
Federal False Claims Act

The federal False Claims Act (FCA) is an important tool that allows the federal government to recover money stolen through fraud by persons and/or companies doing business with the federal government. If you work on, process claims for, or file reports for government programs, you need to be aware of the FCA.

The FCA forbids knowingly and willfully making false statements or representations about a claim submitted for reimbursement to a federal health care program, including the Federal Employee Health Benefit Program, Medicare, and Medicaid.

Both CareFirst and you personally could face criminal penalties and civil fines for submitting a claim to a federal health care program that you know or should know is false, fraudulent, or misleading.

Under both the FCA and Company policy, CareFirst is prohibited from retaliating against any associate who, in good faith, reports fraud, waste, and abuse to the government or who files a lawsuit on behalf of the government. However, this does not prevent CareFirst from imposing disciplinary action if you are involved in wrongdoing or have acted unlawfully.

You are not required to report a possible FCA violation to CareFirst first. You may report directly to the U.S. Department of Justice. The FCA includes a provision that allows someone with actual knowledge of alleged FCA violations to file suit on the federal government’s behalf.

We never:

- falsify records or knowingly submit false, misleading, or incomplete information to the government or to any entity administering government funds; or
- include unallowable costs in claims presented to the government.

We always:

- charge all government contract/grant claims to the correct accounts;
- properly report any overpayments from the government, even if unintentional; and
- timely return any overpayment to the government, even if unintentional, as required by law.

Government requests for information

Occasionally, CareFirst may be asked to cooperate with a government investigation or respond to requests for information from the government. We must respond appropriately to any such investigations or requests. It is a violation of the law to knowingly make false or misleading statements to a government official. CareFirst and its associates must provide accurate, truthful, and complete information to government officials. We also are prohibited from disposing, falsifying, covering up, destroying, or otherwise altering any documents related to a government investigation, request, or legal proceeding.

If you personally receive a request for information from a government or law enforcement agency or are contacted directly about an investigation, you must inform the Legal Department immediately. You are free to meet with government investigators if you choose. If you do so, you must be completely accurate and truthful in your answers to avoid criminal prosecution.

> Human Resources Policy, HR 800.10 Conducting Business with the Government
The Code of Ethical Business Conduct & Compliance reflects our commitment to the highest standards of legal and ethical business conduct. The Code does not contain or reference all of our Company's policies and procedures, nor does it include all details regarding any policy. Instead, the Code sets forth the fundamental legal and ethical principles for conducting all aspects of our business.

The Code should not be interpreted as creating an express or implied contract of employment or continued employment by CareFirst.

Approval, amendments and waivers

Our Code has been approved by the CareFirst Board of Directors. CareFirst reserves the right to interpret, modify, or rescind some or all of the Code provisions at any time as deemed appropriate. Any substantive amendments to the Code must be approved by the Board or an appropriate Board Committee. Substantive amendments will be timely communicated to all associates.

A request for a waiver of a provision of our Code for any CareFirst executive, board member, or associate must be submitted to the Chief Compliance, Ethics & Privacy Officer and approved by the Audit and Compliance Committee of our Board of Directors. If approved, CareFirst will publicly disclose the waiver and the reasons it was granted.

Contact information

For recent contact information, please read the online version of the CareFirst Code of Ethical Business Conduct located on the CareFirst Intranet under Compliance & Ethics.

CareFirst Compliance & Ethics Office
Direct Dial: 410-528-7193
Email: complianceandethics@carefirst.com
Compliance & Ethics Anonymous Hotline: 410-528-7800

Legal and Privacy
CareFirst Privacy Office:
800-853-9236 or privacy.office@carefirst.com

Anti-Fraud & Abuse Hotline:
800-336-4522 or 410-998-5488
SIU@carefirst.com

Information Security:
410-998-5935 or information.security.awareness@carefirst.com
Appendix A—Fiduciary obligations of the Board of Directors

**Group Hospitalization & Medical Services, Inc. (GHMSI) Board Members**

As required by regulation, the following are the fiduciary obligations of the GHMSI Board Members. Title 26 DCMR, Chapter 45, Section 4504

Directors shall carry out the corporation’s purposes as set forth in its charter. In fulfilling this obligation, Directors shall:

(a) Annually review the corporation’s charter, by-laws and District of Columbia and federal law governing the corporation’s operations;

(b) Review the activities of the corporation’s officers, employees, and agents to ensure that they comply with the provisions of the corporation’s charter, by-laws and District of Columbia and federal law governing the corporation’s operations;

(c) Promptly investigate any case where a director learns of a suspected violation of the corporation’s charter, by-laws or state or federal laws governing the corporation’s operations by an officer or employee of the corporation;

(d) Review the use of the corporation’s funds; and

(e) Use professional legal and financial advisors to monitor changes in the law and to ensure the corporation’s compliance with all legal requirements.

Directors shall act in good faith, in a reasonably prudent manner, and in a manner reasonably believed to further the best interests of the corporation as a charitable and benevolent institution. In fulfilling this obligation, Directors shall:

(f) Exhibit fairness, openness, and honesty in all corporation business;

(g) Apply sound practical judgment when making decisions for the corporation;

(h) Be attentive to the operations of the corporation and alert to potential problems;

(i) Manage the financial affairs of the corporation carefully and responsibly;

(j) Comply with all regulatory requirements affecting the corporation;

(k) Secure independent professional advice regarding any proposals that may result in a financial benefit for officers of the corporation; and

(l) Secure independent professional advice for any matter beyond the expertise of the board or the board committees considering the issue.

Directors shall give their complete and undivided loyalty to the corporation’s mission as set forth in its charter. In fulfilling this obligation, Directors shall:

(a) Further the goals of the corporation and not their own interests;

(b) Ensure that any perquisites of their position are customary for directors of similar corporations;

(c) Ensure that they do not use their position or any information they receive in their official capacity to gain any personal advantage;

(d) Not receive excessive compensation or benefits;

(e) Not receive loans from the corporation; and

(f) Not use their positions to benefit third persons.

Directors shall be entitled to rely upon information provided to them by officers and employees, but only to the extent that a reasonable person would believe such information to be reliable and competent. Directors have an affirmative duty to investigate
any information provided to them by officers and employees that does not reasonably appear to be reliable and competent.

Directors shall be entitled to rely upon the advice of lawyers and accountants regarding a director’s compliance with these rules, but only to the extent that a reasonable person would believe such advice to be reliable and competent. Directors shall obtain a second opinion whenever advice provided to them by lawyers and accountants does not reasonably appear to be reliable and competent.

CareFirst, Inc. and CareFirst of Maryland, Inc. Board Members
As required by statute, the following are the fiduciary obligations of the CareFirst, Inc. and CareFirst of Maryland, Inc. Board Members.

(c)(1) The business and affairs of a nonprofit health service plan shall be managed under the direction of a board of directors. (2)(i) The board and its individual members are fiduciaries and shall act:
1. in good faith;
2. in a manner that is reasonably believed to be in the best interests of the corporation and its controlled affiliates or subsidiaries that offer health benefit plans;
3. in a manner that is reasonably believed to be in furtherance of the mission of the corporation as a nonprofit health service plan as required under § 14-102(c) of this subtitle; and
4. with the care that an ordinarily prudent person in a like position would use under similar circumstances.
(ii) the board and its individual members may not use board membership for personal or financial enrichment to the detriment of the nonprofit health service plan or the mission of the nonprofit health service plan.

(3) The principal functions of the board shall include:
(i) ensuring that the corporation effectively carries out the nonprofit mission established under § 14-102(c) of this subtitle;
(ii) selecting corporate management and evaluating its performance;
(iii) ensuring to the extent practicable that human resources and other resources are sufficient to meet corporate objectives;
(iv) subject to the provisions of subsection (d) of this section, nominating and selecting suitable candidates for the board;
(v) establishing a system of governance at the board level, including an annual evaluation of board performance; and
(vi) before considering any bid or offer to acquire the nonprofit health service plan and to convert to a for-profit entity under Title 6.5 of the State Government Article, ensuring that adequate consideration is given to an independent valuation of the nonprofit health service plan.

(4) Each member of the board shall demonstrate a commitment to the mission of the nonprofit health service plan as required by § 14-102(c) of this subtitle.

(5) An officer or employee of a nonprofit health service plan or any of its affiliates or subsidiaries may not be appointed or elected to the board.

(6) A nonprofit health service plan is subject to the provisions of § 2-419 of the Corporations and Associations Article.
Appendix B—Resources

> CareFirst Corporate Policies
> Contractor Code of Ethical Business Conduct & Compliance
> Compliance & Ethics website
> CareFirst’s Corporate Compliance & Ethics Program (pdf)
> Associate Guide to Compliance at CareFirst
> FAQs for Gifts, Entertainment, Travel, Prize Items, Raffles, Honorariums, and Relationships with Pharmaceutical Manufacturers
> Conflict of Interest Disclosure Statement and Compliance Certification Process FAQs
> Annual Training Process FAQs
> IT Information Security
> CareFirst Privacy Office Guide
> Associate Guidelines for Raising Concerns
> Management Guidelines for Receiving Concerns or Potential Misconduct
> Report a Violation of the Code of Conduct
> CareFirst Values
CareFirst has a policy of non-retaliation against any associate or other individual who makes a good faith report to the Compliance & Ethics Office.

CareFirst Compliance & Ethics Hotline

To file an anonymous report, call 410-528-7800 or visit insidecarefirst.com/hotline.htm.

All calls to the Compliance & Ethics Hotline are anonymous and the information received is treated in a confidential manner to the greatest extent possible.

Questions? Concerns? We have answers. Contact the Compliance & Ethics Office.

Call 410-528-7193 or email complianceandethics@carefirst.com.
Think FIRST
What *you* do matters.

CareFirst BlueCross BlueShield is the shared business name of CareFirst of Maryland, Inc. and Group Hospitalization and Medical Services, Inc., which are independent licensees of the Blue Cross and Blue Shield Association. *Registered trademark of the Blue Cross and Blue Shield Association.*

(Eff. Date: 01/01/2018)