

## CONFLICT OF INTEREST POLICY

Policy on disclosure of potential conflicts of interest is a comprehensive policy which applies to all directors; officers; employees; contractors; volunteers and consultants. The aforementioned will collectively be referred to herein as “Associates.”

**Purpose:** To provide guidance to associates to avoid situations that are in conflict with their responsibilities to the organization.

**Key Principle:** An Associate’s personal interests should never influence his/her business judgment or decision-making or actions in meeting their responsibilities to the organization. The organization expects all associates to avoid situations that could result in a conflict between their personal interests and those of the organization. This policy provides guidance and requirements on how to avoid or disclose such conflicts to avoid any situations where it would be reasonable to believe that the person’s judgment or responsibilities may be adversely affected.

**Responsibility:** Associates are expected to exercise sound judgment and concern for the organization’s interest to avoid situations that may cause actual harm or create the appearance of impropriety

**Definitions:** The following definitions apply for purposes of this policy.

Conflict of Interest: When an associate’s personal interest or activities may influence or may appear to influence his/her judgment in the performance of his/her duties and obligations to the organization.

Family Members: An associate’s spouse (wife or husband), children (daughter, son, step- daughter, step-son, daughter in-law, son in-law), siblings (sister, brother, step-sister, step-brother, sister in-law, brother in-law), parents (mother, father, step-mother, step-father, mother in-law, father in-law), domestic partner, fiancé, any person living with the associate, and any person close to the associate that may create an actual or perceived conflict of interest.

Affiliated Organization: Any corporation or organization of which an associate is a board member, an officer, a partner, manager or employee, or in which an associate is directly or indirectly a debt holder or the beneficial owner of any class of equity securities.

Financial Interest: If the person has, directly or indirectly, through business, investment, or immediate family member has ownership or potential investment in an entity with which the organization has or is negotiating a transaction or arrangement.

Public Companies: Those whose shares are traded on a stock exchange, such as the NYSE or Nasdaq, or in an over-the-counter market.

### **Procedure (Duty to Disclose):**

1. Associates, as a condition of employment, will fully disclose any existing or potential conflicts of interest when hired and annually during annual training. Associates are also required to update the Conflict of Interest Form as a result of any change of status that may create a conflict of interest within 30 days of the change by sending an email to [COI@freedomh.com](mailto:COI@freedomh.com), contacting the Compliance Department directly

or by utilizing credentials to log into the Compliance System at <https://compliancetraining.freedomh.com/Login/Login.aspx> and accessing the Conflict of Interest module. Associates are required to disclose any potential or actual conflicts of interest to their manager and disclose the matter to the Compliance Department by completing the Conflict of Interest Form which can be found on the Compliance Page on the company intranet.

2. The Compliance Department oversees the Conflict of Interest Disclosure process, including the review of the Conflict of Interest disclosures. The Compliance Department will coordinate with Legal and Human Resources departments, and business unit leads as appropriate, to assess disclosures and to implement mitigation plans, as necessary. The Compliance Department collects the disclosures of associates who have family members employed by the organization and provides periodic reports to Human Resources so they may review to ensure no prohibited relationships have been disclosed.
3. Compliance Department management may report Conflict of Interest disclosure results to the Board of Directors, President of Medicare Markets and any other members of management, as appropriate.
4. Human Resources, members of management and Legal may consult with the Compliance Department regarding Conflict of Interest mitigation plans.
5. All Associates will be informed and educated, under the auspices of the organization's Conflict of Interest Policy and Standards of Conduct, of their ongoing duty to disclose and update information related to potential Conflicts of Interest.

### **Examples of Conflicts of Interests:**

Conflicts of interest may arise in many situations. Below are some of the common situations an associate may encounter. This is not intended to represent a comprehensive list of conflicts of interest. Even if a particular situation is not expressly mentioned herein, Associates are advised to disclose all potential conflicts, which may result in a violation of the conflict of interest policy.

#### **1. Personal financial interest**

Associates may not own, directly or indirectly, a significant financial interest in any business that does business with, seeks to do business with, or competes with the organization. In general, a significant financial interest is ownership by an associate and/or an immediate family member of more than one percent of the outstanding securities/capital value of a business entity, or that represents more than five percent of the associate's total assets and/or those of an immediate family member.

Associates must not refer customers, members, beneficiaries or those who do business with the organization to an entity in which the associate or a family member has a financial or other material interest. Some unique situations may qualify as an exception to this policy. The Compliance Department will address any exceptions on an individual basis. In addition, exceptions to this policy may require the Compliance Officer's written approval.

#### **2. Outside employment**

Associates may not use company time, name, assets or the services of other associates for any outside activities unless authorized by company policies. An associate's primary employment obligation is to

the organization and any external activities, such as a second job or a personal business, must not conflict with the associate's obligations. Associates must notify their manager and disclose the matter on the Conflict of Interest Form. The associate's manager and the Compliance Department will help the associate determine if the outside employment or other external activities presents a conflict. In many situations, the Compliance Department can work with managers and associates to develop mitigation plans to help prevent any actual or perceived conflicts. Associates may be required to disassociate from the conflicting relationship as a condition of continued employment.

### 3. Service on an external board of directors

Any associate who wishes to serve on any board of directors must disclose this information on the Conflict of Interest Form prior to accepting the board appointment and provide relevant information to the Compliance Department.

**Public Company Board:** Associates who wish to serve on the board of a Public Company must contact the Compliance Department prior to accepting the board appointment. The Compliance Department will gather information from the associate and the associate's manager to determine if any conflict exists. Public Company Board assignments also require pre-approval by the Compliance Officer, Legal and the President of Medicare Markets. Compliance facilitates this approval process and notifies the associate of the outcome.

**Non-profit or Private Boards:** Associates who wish to serve on the board of a non-profit organization or a privately owned company must contact the Compliance Department prior to accepting the board appointment. The Compliance Department will gather information from the associate and the associate's manager to determine if any conflict exists. If the associate will receive compensation (cash, equity) to serve on these types of boards, the board appointment requires the pre-approval of the Compliance Officer and the applicable senior management members. Compliance facilitates this approval process and notifies the associate of the outcome.

### 4. If an associate is serving on the board of a private company, and the company then later becomes a Public Company, the associate must notify the Compliance Department as soon as possible. The Compliance Department will obtain information for review by management.

### 5. Family and personal relationships

Employment of relatives and individuals involved in personal relationships with associates is allowed as long as those individuals are the best qualified candidates for the job, and it is not a prohibited relationship.

A prohibited relationship occurs if the hiring, promoting or transferring of an associate's family member or someone with whom the associate has a personal relationship would result in the creation of a supervisory/subordinate relationship, or the appearance of any other potential or actual conflict of interest.

The associate cannot make decisions involving the hiring, promoting, transferring, compensation, performance evaluation, corrective action or termination of a family member's employment, or any others with whom the associate has a personal relationship with (including temporary workers, contractors, vendors, etc.)

6. Someone close to you working in the industry

Associates may find themselves in a situation where a spouse, family member or others close to the associate has a relationship with a competitor or another business in the Health Care industry. These situations require extra sensitivity and need to be disclosed on the Conflict of Interest Form which will be reviewed by the Compliance Department.

**Violations:** Violations of this Conflict of Interest Policy are to be brought immediately to the attention of the Human Resources Director, the Compliance Officer and/or Corporate Counsel to ensure appropriate investigation and remedial action.

**Record Retention:** The Conflict of Interest Forms completed in the Compliance System, and all other supporting documentation utilized in the approval, denial and disclosure process including mitigation plans will be maintained for a period of 10 years.

**Attachment A  
Conflict of Interest Questionnaire**

*To be fully completed by directors; officers; employees; and contractors (collectively "Associates").*

*Please use additional sheets if it is necessary to supplement your answers. If the answer to each question below is "None", please state so.*

Name of Associate: \_\_\_\_\_ Title: \_\_\_\_\_ Date \_\_\_\_\_

1. Do you have any Immediate Family Members who are employed with the organization?

**Immediate Family Member Means:** your spouse, parent, stepparent, child, stepchild, siblings, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and anyone (other than a tenant or domestic associate) who shares such associate's home.

Name of immediate Family Member	Job Title of Immediate Family Member

2. Do you and/or any of your immediate Family Members own either individually or collectively, any equity or voting interest, have control of, a significant influence or ownership in any entities that do business with the organization?

**Control means:** possession, directly or indirectly, of the power to direct or influence the direction of the management and policies, whether through ownership, voting securities, by contract or otherwise.

**Relationship means:** any employment (wages, salaries, fees, etc.), financial interest, consulting, contractual agreements/arrangement, Board of Directors, entities that either you or your family member have control of, significant influence over, or are a principal owner, or any other affiliation or interest of any kind.

Name of individual and relationship to you	Name of the organization you/immediate family member have control or ownership in	Percentage of Ownership	Nature of Business

3. List any other relationships not previously disclosed in the prior questions with any: Providers of Health Care Services, Alternate Care Delivery Systems, Suppliers of Health Care Needs, Medical Billing Entities, Health Insurance Companies or Related Organizations, Health and/or Life Related Insurance Agents, Brokers, or Other Insurance Affiliates, Medicare or Medicaid Contractors, Local/State/Federal Government Agencies with Health Care responsibilities, Health Care Professional or Trade Organizations, or Suppliers of Goods and/or Services to the Company.

**Type of Relationship: Executive, Non-Management, Ownership, Contractual, Consulting, Board Member, Other**

Name of Organization	Type of Organization	Individual who has the relationship with the Organization	Type of Relationship-

4. List the individual and the organization that you have accepted/received any gifts, special courtesies, payments or entertainment such as sporting event tickets, dinners, golf, spas, etc. (other than common business courtesies such as pens or coffee mugs which are reasonable in nature and amount) doing or seeking to do business with the organization under a government contract.

Name of Individual you received the gift, special courtesy or payment from	Name of the Organization individual represents	Description of Gift, Courtesy or Payment	Reason for Gift	Estimated Retail Value

5. List any employment outside the organization or any business you or an immediate family member own that does business with, seeks to do business with, or competes with the organization.

Name of Organization you are employed with or have ownership	Your Job Title	Role or Responsibilities

6. List any participation on non-profit/charitable or for-profit organizations' Boards of Directors, Advisory Groups, Industry Associations, compensated medical or pharmaceutical research/studies, etc.

Name of Board, Advisory Group, Industry Association	Date of Appointment/Engagement	How Compensated- Receive Equity or Stock

7. List any participation on a Board of Directors or similar governing body as part of your job responsibilities for any organization owned investments or joint ventures.

A board position means a board of directors (or similar governing body) role such as a chair, director, manager, etc. for an entity where the organization has a partial ownership, minority ownership interests, or a joint venture.

Name of Entity	Your Job Title	Role or Responsibilities

### **Conflict of Interest Policy Attestation**

I have received and read the Company's Conflict of Interest Policy. I understand the policy, my duties and responsibilities to comply with its provisions, and the consequences of non-compliance. I certify that I am in compliance with the policy, know of no violation of or deviations from the policy, have raised all issues concerning actual or potential conflicts of interest in writing with the Human Resources Director, the Compliance Officer or Corporate Counsel, as appropriate, and that my responses to the above questions are complete and correct to the best of my knowledge. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this Conflict of Interest Policy, I will notify the appropriate Company representative.

---

Associate Name and Title

---

Signature

---

Date