

# LogistiCare Solutions, LLC

## Compliance & Ethics Plan and Code of Conduct

### *Message from the Chief Executive Officer*

LogistiCare | Circulation has among the highest standards of professional integrity and ethics in the business community. Maintaining those standards is essential to our success.

Our first and foremost focus is on people: our clients and their members, our LogistiCare | Circulation family, our business associates, and our neighbors in the communities in which we operate. We expect excellence and results while always acting with honesty, integrity, fairness, and personal accountability. Our daily commitment to living these values is critical to all of our business dealings and relationships.

This Compliance & Ethics Plan and Code of Conduct is based upon our shared values and is carried out through our conduct every single day.

***In every relationship, we strive to meet the following standards:***

#### **1. HONESTY**

Be truthful in what you say and do. Never make misrepresentations, dishonest statements, or communications intended to mislead or misinform. If it appears that anything you have said has been misunderstood or if you have made an incorrect statement, correct it promptly.

#### **2. INTEGRITY**

Do the right thing, both ethically and legally. Never personally participate or assist anyone inside or outside of our Company (including regulators) in conducting or facilitating illegal or unethical conduct. Do not “look the other way” if you suspect or become aware of such activities.

#### **3. FAIRNESS**

We are a competitive and confident Company, and will explain in a fair and accurate manner the advantages of our services. We do not intimidate, threaten, or disparage another person or organization in conducting our business. You may explain the legitimate advantages of doing business with the Company, but you must not do anything that could be construed as misleading or coercive.

#### **4. COMMUNICATION**

Always remember that you are part of a team and a community. If you have a question, if you are not sure what to do, or if you suspect someone inside or outside of the Company may be doing the wrong thing, seek counsel and get help. This Compliance & Ethics Plan and Code of Conduct describes several ways to do this, including contacting your supervisors, the Chief Compliance Officer, Chief Ethics Officer, and National Director of Ethics & Compliance, the Human Resources Department, the Legal Department, and the anonymous Ethics Hotline and Help Desk.

The values outlined here must guide our business activities and personal behavior at all times. It is critical that each of you who conduct business on the Company's behalf not only understand these principles, but also remain personally committed to fully adhering to them. I thank you for integrating these ethical principles and standards into your everyday life and work.



**DANIEL E. GREENLEAF**

**President and Chief Executive Officer**

*In April 2018, LogistiCare | Circulation's publicly-traded parent company, Providence Service Corporation ("Providence"), announced an organizational consolidation to integrate substantially all of its activities and functions, including compliance, into LogistiCare | Circulation. Therefore, this Compliance & Ethics Plan and Code of Conduct applies to Providence as well.*

## Table of Contents

I. INTRODUCTION .....	5
II. EFFECTIVE COMPLIANCE PROGRAM COMPONENTS .....	6
III. COMPLIANCE AND ETHICS PROCEDURES.....	7
A. Getting Answers to Your Questions .....	7
B. Reporting Violations or Concerns.....	7
C. Protection from Retaliation.....	9
D. Investigations .....	9
E. Violations of the CEP, Policy, or Law .....	10
F. Personnel Responsible for CEP Administration and Oversight .....	11
Compliance Committee and Executive Compliance Committee:.....	11
Chief Compliance Officer:.....	11
Chief Ethics Officer:.....	12
National Director of Ethics & Compliance:.....	12
Special Investigations Unit:.....	12
G. Training and Education .....	12
H. Annual Compliance Statement .....	14
I. Accessibility of the CEP .....	14
IV. CODE of CONDUCT .....	14
A. Maintain Accurate Business and Financial Records .....	14
B. Ensure the Accuracy of Financial Reporting.....	15
C. Maintain Accurate Client and Member Records .....	16
D. Never Engage in Insider Trading .....	17
E. Avoid Conflicts of Interest .....	18
Outside Employment and Other Activities: .....	19
Personal Financial Interests:.....	19
Relatives and Personal Relationships: .....	19
Team Members with Transportation Benefits:.....	19
Gifts and Financial Incentives: .....	20
Business Opportunities: .....	20
Business Relationships: .....	20
Related Party Transactions: .....	20
F. Value and Respect All Team Members .....	21
Promote Equal Opportunity: .....	21
Maintain a Safe and Welcoming Workplace: .....	21
Respect Clients and Members: .....	22

Comply with Immigration Laws:	22
G. Conduct Business Fairly and with Integrity	22
Deal Fairly with Business and Work Associates:	22
Respect Our Special Relationship to Government Agencies and Officials:	22
Do Not Deal with Excluded, Debarred, or Suspended Individuals or Entities:	23
Follow Anti-Corruption Laws Faithfully:	23
Do Not Engage in Anticompetitive Activity or Unfair Trade Practices:	23
Agreements or Contacts with Competitors:	24
Political Activities and Contributions	24
Interacting with Regulators, Auditors, and Counsel	25
H. Protect the Company's Information and Assets	25
Preserve Confidentiality:	25
Strictly Adhere to HIPAA at All Times:	26
Respect and Protect the Company's Intellectual and Other Property:	26
V. STANDARDS of CONDUCT for SUBCONTRACTORS	27
VI. AMENDMENT and WAIVER	27
ATTACHMENT A - ANNUAL COMPLIANCE STATEMENT	28
ATTACHMENT B - EMPLOYEE CONFLICT OF INTEREST DISCLOSURE STATEMENT	29

## I. INTRODUCTION

This Compliance and Ethics Plan and Code of Conduct (the “CEP”) applies to all LogistiCare | Circulation team members, whether full time, part time, or temporary. In addition, the ethical principles set forth in this CEP must be followed by the Company’s vendors and subcontractors.

The purpose of the CEP is to promote and provide guidance to the Company’s executives, officers, managers, team members, and business associates on honest, ethical, and legal conduct in all areas of the Company’s business, including:

- Complying with various applicable healthcare statutes, regulations, and guidance materials, and any other applicable laws, rules, and regulations
- Ensuring implementation and maintenance of an effective compliance program at LogistiCare | Circulation
- Handling actual or apparent conflicts of interest between personal and professional activities and relationships in an ethical and timely manner
- Making full, fair, accurate, timely, and understandable public communications
- Complying with the rules and regulations applicable to Providence, LogistiCare | Circulation’s publically-traded parent company
- Reporting to the appropriate person(s) identified in this CEP of violations of the CEP, including ethical rules, principles, and standards, completely and promptly
- Enforcing accountability for failure to adhere to the CEP

**Jody Kepler, JD, LLM** is the Chief Compliance Officer (CCO) for Providence, LogistiCare, and Circulation. Jody is ultimately responsible for the Company’s compliance activities and for overseeing enforcement of the CEP. Jody also serves as the Company’s HIPAA Privacy Officer. She may be reached at **800-894-7958**, [jody.kepler@logisticare.com](mailto:jody.kepler@logisticare.com), or [HIPAAOfficer@logisticare.com](mailto:HIPAAOfficer@logisticare.com).

The Company’s Chief Ethics Officer and Senior Counsel is **Julie Correll, JD, CHC**. Julie is responsible for program integrity matters, including administration and oversight of the Ethics Hotline and Help Desk and the Special Investigations Unit (SIU) dedicated to the detection, prevention, and mitigation of fraud, waste, and abuse (FWA). Julie may be reached at **866-918-8998 ext. 2531** (toll free), **1-277-2531** (internal), [julie.correll@logisticare.com](mailto:julie.correll@logisticare.com), or [ethics&complianceofficer@logisticare.com](mailto:ethics&complianceofficer@logisticare.com).

The Company’s National Director of Ethics & Compliance, **Leslie Levin, JD**, reports to the Chief Ethics Officer and is responsible for assisting with the management and administration of program integrity and anti-FWA activities, including oversight of the SIU and the Company’s Transportation Provider Compliance Program. Leslie may be reached at **866-918-8998 ext. 2527** (toll free), **1-277-2527** (internal), [leslie.levin@logisticare.com](mailto:leslie.levin@logisticare.com), or [TPCompliance@logisticare.com](mailto:TPCompliance@logisticare.com).

In addition, LogistiCare | Circulation’s Chief Executive Officer, together with the General Counsel and CCO, has established the Company’s Compliance Committee, consisting of leaders of the Company’s major departments and business units, and the Executive Compliance Committee, comprised of the

Company's officers and other senior executives. The Compliance Committee oversees the administration of the CEP to ensure it is implemented in accordance with its terms and applicable law. The Executive Compliance Committee provides even more high-level oversight of the Company's compliance function and activities, and monitors the Compliance Committee's actions.

It is important to understand that the establishment of these compliance positions and groups does not diminish the responsibility of each executive, officer, manager, and employee to meet the highest standards of ethical and legal conduct. Abiding by the CEP and the Company's related compliance policies is a condition of continued employment with LogistiCare | Circulation. However, the CEP and the Company's policies and procedures are not contracts of employment, or offers to contract, and are not intended to create any express or implied promises or guarantees of fixed terms of employment.

**\*A Special Note to Company Executives, Officers, and Members of Management**

LogistiCare | Circulation's business unit leaders and executives have the primary responsibility for integrating the CEP into the fabric of the Company, ensuring compliance with it, and spearheading rigorous enforcement of its provisions to create and maintain an ethical corporate culture.

Management is charged with achieving business results for the LogistiCare | Circulation, but they must do so within the bounds of the ethical culture of the Company. To that end, all Company executives, officers, and members of management must exhibit strong leadership and demonstrate an unwavering commitment to ethical business practices and attitudes to the people on their staffs or teams. It is up to the Company's leaders to demonstrate that business results are important, but never at the expense of compliant or ethical behavior.

Company executives, officers, and members of management must monitor the practices of the team members who report to them, provide guidance to them, and never ignore unethical conduct. Perhaps most importantly, they must provide ethical leadership and foster a work environment that integrates ethical and lawful conduct into everyday business dealings and encourages team members to raise or report ethical issues. Failure adequately to instruct subordinates, or to prevent and detect noncompliance with applicable policies and legal requirements (especially where vigilance would have led to earlier detection of problems) is a failure of management's duties and may result in discipline up to and including termination of employment.

## II. EFFECTIVE COMPLIANCE PROGRAM COMPONENTS

The Company works diligently to have an effective compliance and ethics plan, program, and associated activities. This CEP is but one component of this multi-faceted effort. The Compliance and Ethics Program, consisting of the seven elements listed below and discussed throughout this CEP, reduces the likelihood of instances of unethical and noncompliant behavior, minimizes the consequences should instances of noncompliance occur, and otherwise protects the Company's corporate brand and reputation.

The seven elements of the Company's Compliance and Ethics Program are:

1. Compliance Officer, Ethics Officer, Compliance Committee, and high level oversight

2. Written code of conduct, policies, and procedures
3. Effective training and education
4. Effective lines of communication
5. Routine identification, monitoring, and auditing of compliance risks
6. Enforced standards and discipline
7. Prompt and effective responses to compliance issues

Each of these seven elements is vital to the success and effectiveness of the Company's Compliance and Ethics Program. They are discussed in greater detail throughout this CEP.

### III. COMPLIANCE AND ETHICS PROCEDURES

#### A. Getting Answers to Your Questions

It is impossible for this CEP or any other standards of conduct or other guidance documents to anticipate every potentially problematic business scenario or ethical dilemma that may arise. The Company therefore relies upon each team member's good judgment in applying the ethical and legal standards that are in the CEP and the Company's related policies and procedures. You should always err on the side of caution and prudence. The CEP not only prohibits you from engaging in conduct that is improper, illegal, or unethical, but also from engaging in conduct that creates even the appearance of impropriety.

Remember; you are not alone in this endeavor. When in doubt about ethics or compliance issues, please ask questions. If you do not get a clear answer, keep asking. The Company encourages you to ask questions of your supervisors and managers, Chief Compliance Officer, Chief Ethics Officer, National Director of Ethics & Compliance, any member the Legal Department, and other resources as appropriate, such as members of the Human Resources or Finance Departments. If someone asks you a question about the CEP or any compliance or ethics matter and you are not sure of the answer, refer them to, or consult with, your colleagues listed above to be sure that any advice you give is correct. Compliance is a collaborative effort.

#### B. Reporting Violations or Concerns

If you believe that you have (or may have) violated the CEP, or any applicable law or regulation (including and especially those addressing any kind of financial fraud or misrepresentation), you must immediately report the violation to allow the Company to address any potential problem. The Company has created multiple avenues for reporting compliance issues to ensure there are effective lines of communication for all situations that may arise. Promptly reporting a potential violation may prevent or significantly reduce any adverse consequences.

Equally importantly, do not ignore questionable behavior by your colleagues or others, or expect that such behavior will be handled by someone else. If you are aware that an executive, officer, manager,

team member, or subcontractor performing services for the Company has violated or potentially violated the CEP or any applicable law or regulation, you must report it.

Any manager, supervisor, or other high-ranking team member who receives a report of a suspected violation of the CEP must promptly contact the Chief Compliance Officer or Chief Ethics Officer. In addition, because LogistiCare | Circulation is committed to the highest standards of honesty, integrity, fairness, and communication, the Company makes available the Ethics Hotline, staffed and operated by the independent service provider Convercent, 24/7/365. You may report ethics and compliance concerns anonymously if you wish. **The Ethics Hotline phone number is 855-818-6929 (toll free).** If you prefer, you may submit questions or reports concerning ethics and compliance issues by **text message** to **404-491-8049**, or to the Ethics Help Desk at <https://ethicshotline.logisticare.com>. Either way, the Ethics Hotline and Help Desk are intended to allow you to raise concerns or questions in a secure, confidential manner. They are monitored daily by the Chief Compliance Officer, Chief Ethics Officer, and National Director of Ethics & Compliance, among other select Compliance, Legal, and Human Resources Department personnel, as well as several members of Providence's Board of Directors. All issues are triaged and investigated in as timely a manner as possible under the circumstances.

In order for the Company to address fully any concerns or complaints submitted through the Ethics Hotline, please include as many specific facts (e.g., names, positions, locations, dates) as you are comfortable providing. If the information in any report is insufficient to allow the Company to identify the individuals involved, it is challenging and difficult to investigate and resolve such concerns or complaints.

Appropriate issues to raise through the Ethics Hotline include questions about, or reports of, suspected instances of unethical or illegal conduct related to the following:

- Violations of this CEP or other ethics and compliance policies and procedures, laws, or regulations
- Questionable accounting, auditing, or other financial matters
- Improper payments and irregular billing practices
- Facilitation of corruption or misrepresentation
- Forgery or alteration / falsification of documents or data
- Violations of federal or state securities laws applicable to LogistiCare | Circulation as a subsidiary of Providence, a public company
- Conflicts of interest
- Fraud, theft, bribery, and misappropriation or misuse of Company assets or property
- Improper gifts or entertainment
- Intentional breaches of our client or subcontractor contracts

- Improper / abusive behavior toward our clients, their members, Company colleagues, or members of the general public

**\*A Special Note re: Personnel Issues**

Please remember that all personnel issues should normally be reported to your supervisor, your local office's Human Resources Manager, or the corporate Human Resources Department, unless you need or wish to remain anonymous. "Personnel issues" include complaints related to other team members, work environment, operations, payroll, benefits, and treatment by supervisors and managers. Issues reported to Human Resources Department personnel will be handled in a timely and confidential manner and referred to the Chief Compliance Officer and/or the Legal Department if they also raise issues of unethical or illegal behavior.

### C. Protection from Retaliation

Any person who asks about or in good faith reports an actual or suspected violation of the CEP, the Company's policies and procedures, or applicable laws, will be protected from actual or threatened retaliation, discharge, or other negative treatment, even if the report turns out to be unsubstantiated or incorrect. This protection from retaliation also extends to anyone who assists in the investigation of potential or suspected violations.

Any executive, officer, member of management, or other Company team member who retaliates or is responsible for retaliation against individuals who ask questions, in good faith report known or suspected violations, or who assist in the investigation of suspected violations, will be subject to discipline, including but not limited to suspension or termination of employment. Under certain circumstances, individuals who retaliate against those who raise ethics and compliance concerns could also face legal action, as the Company deems appropriate.

Reports of or concerns about retaliation or attempted retaliation (which are themselves ethical violations) may be made to the Chief Compliance Officer, Chief Ethics Officer, National Director of Ethics & Compliance, or any member of the Legal or Human Resources Departments. Alternatively, you may report actual or attempted retaliation using the Ethics Hotline or Ethics & Compliance Help Desk as outlined on page 8 of this CEP. As a Company team member, you have the responsibility to report any actual or attempted retaliation of which you become aware, even if it is not directed against you.

Team members who submit reports that they know to be false, or who fail to cooperate fully in an investigation of a suspected ethics, compliance, or legal violation, have violated the CEP and will be subject to disciplinary action in accordance with the Company's progressive discipline policies and procedures found in the Employee Manual. Please review the Company's Fraud, Waste, and Abuse and Whistleblower Policy, which is Addendum 3 to the Employee Manual, available at <https://employee.logisticare.com/Employees/Documents>, for more information.

### D. Investigations

Upon receiving a report of an actual or suspected ethics or compliance violation, the Chief Ethics Officer, with the assistance of the National Director of Ethics & Compliance, and the Special Investigations Unit (and the Legal and Human Resources Departments' assistance, where warranted) immediately arranges

for a detailed investigation. The investigation will, as appropriate, include interviews of knowledgeable personnel and review and analysis of relevant documents and other materials. If the Chief Ethics Officer or her designee believes that the integrity of an investigation may be compromised because of the presence in the workplace of team members who are under investigation, the team member(s) allegedly involved in the misconduct may be removed from their present work activities, with or without pay, pending the outcome of the investigation.

As a condition of employment, all team members are required to fully cooperate with any internal or external investigations, including producing requested documents and materials, and participating in interviews. Refusal to cooperate with an ethics investigation is grounds for discipline, up to and including suspension or termination of employment. This includes providing false or misleading answers to ethics investigation interview questions or withholding or altering requested documents or data.

#### E. Violations of the CEP, Policy, or Law

All team members are responsible for complying with the CEP, the Company's related compliance policies and procedures, and applicable laws and regulations. Part of that responsibility is to report known or suspected violations of the CEP, Company policies and procedures, or applicable law. In addition, supervisors or managers may be held responsible for the behavior of their subordinates and all agents, consultants, and other representatives of the Company under their reasonable control. If a violation occurs, the specific disciplinary action taken will depend on the circumstances, but may include suspension or termination of employment or other association with the Company, or legal action, as the Company deems appropriate.

The Company routinely conducts and commissions audits and other monitoring activities throughout all divisions and business units to ensure compliance with the CEP, Company policies, and applicable law. In addition, the Compliance Committee conducts an annual risk inventory and assessment, and formulates a risk mitigation work plan to address identified risks. The findings of these activities are used to evaluate the effectiveness of, and to make improvements to, the Compliance and Ethics Program and the Company's functioning as a whole, and are routinely reviewed with Providence's Board of Directors.

The Company's disciplinary procedures for compliance-related violations are set forth in detail in the Employee Manual, available through the Employee Web Portal, <https://employee.logisticare.com/Human-Resources>. In addition, LogistiCare | Circulation is governed by a suite of compliance policies and procedures, also available via the Employee Web Portal at <https://employee.logisticare.com/Employees/Documents> under the "Important Company Policies" tab.

Providence's Board of Directors will make determinations of discipline for CEP violations applicable to the Company's executives and officers and any family members who may be employed by the Company. For all other team members, such determination will be made by the General Counsel, in conjunction with the Human Resources Department, the Compliance Committee and the Executive Compliance Committee. The Compliance Committees and the Human Resources Department track all compliance-related disciplinary actions to ensure consistency and fairness across all divisions of the Company in the handling of compliance-related violations.

## F. Personnel Responsible for CEP Administration and Oversight

Every Company team member is responsible for helping ensure that the CEP is fully understood, complied with, and rigorously enforced in every operation. In addition, certain team members have specific, enhanced responsibilities with respect to the CEP. Regardless of his or her role in the Company, every team member is expected to be vigilant about potential CEP violations and to promptly report them upon discovery.

### Compliance Committee and Executive Compliance Committee:

The Compliance Committee consists of the Chief Compliance Officer, Chief Ethics Officer, National Director of Ethics & Compliance, General Counsel, and other representatives of senior leadership of the Company's business units and departments who are appointed according to the Compliance Committee Charter. The Executive Compliance Committee consists of the Company's C Suite executives and senior executives who report directly to the Company's CEO. These Committees are chaired by the CCO and hold quarterly regular meetings during the two weeks prior to Providence's Board of Directors quarterly meetings. The Committees advise and assist the CCO with the implementation and oversight of the CEP. The primary purposes of the Committees are to:

- Provide high-level oversight of the Company's compliance-related activities and establish an ethical and compliant "tone at the top" of the Company
- Conduct an annual risk inventory and assessment to analyze the Company's risk profile with respect to contractual and legal requirements
- Assess existing policies and procedures that address relevant risk areas and oversee the revision of existing policies and/or development of new policies, as appropriate
- Work with appropriate Company departments to assess current ethics and compliance training and education and implement new training as required
- Work with appropriate Company departments to promote compliance with the CEP, Company policies and procedures, and applicable law
- Arrange for, oversee, and/or review periodic audits of the Company's business to assess the effectiveness of the CEP and the Compliance and Ethics Program as a whole
- Monitor and assist with responding to governmental and client audits and law enforcement requests related to fraud, waste, and abuse
- Advise the Company's senior management and Providence's Board of Directors of significant risks to the Company, and work to mitigate such risks

### Chief Compliance Officer:

Jody Kepler is the Company's Chief Compliance Officer (CCO). Jody's contact information is found on page 5 of this CEP. The CCO has overall responsibility for all aspects of the Company's compliance function, including enforcing the CEP and the Company's related compliance policies. She is also the

HIPAA Privacy Officer. Jody also reports directly and regularly to Providence's Board of Directors on matters regarding the Company's Compliance and Ethics Program.

#### Chief Ethics Officer:

Julie Correll is the Company's Chief Ethics Officer and is ultimately responsible for overseeing and coordinating the Company's program integrity and anti-FWA activities, including managing the Ethics Hotline and Help Desk and overseeing the Special Investigations Unit and subcontractor / vendor compliance programs. Julie also assists the CCO with all matters related to the Company's compliance function and CEP. Julie also coordinates and prepares responses to client compliance audits. Julie's contact information is found on page 5 of this CEP.

#### National Director of Ethics & Compliance:

Leslie Levin is the Company's National Director of Ethics & Compliance. She assists the Chief Ethics Officer with the oversight and administration of the SIU, Ethics Hotline and Help Desk, and the Transportation Provider Compliance Program. Leslie's contact information is found on page 6 of this CEP.

#### Special Investigations Unit:

The Company has established a Special Investigations Unit (SIU), consisting of SIU Managers, Supervisors, and Specialists who specialize in and are dedicated to detecting, investigating, and mitigating fraud, waste, and abuse (FWA). The SIU is part of the Compliance Department, and is therefore autonomous and independent from the Company's operations. The SIU investigates allegations of misconduct and violations of law and policy by Company team members, our state agency and health plan clients and their members, and our subcontracted transportation providers, functioning much like our clients' SIUs and state Medicaid agencies' Medicaid Fraud Control Units (MFCUs) and other law enforcement personnel. SIU personnel have expertise in program integrity regulations and other requirements found in federal and state law, as well as our clients' contracts.

The SIU works with the Company's Data Insights and Analytics Department, including a dedicated Director of Anti-FWA Data Science, to conduct analysis of FWA trends and stop payment of fraudulent claims and wasteful and abusive spending on unnecessary or inappropriate services. From time to time the SIU seeks assistance from Network Services Specialists for field investigations of members and subcontracted transportations providers for possible FWA.

## G. Training and Education

Upon hire<sup>1</sup> and annually thereafter, every team member must complete the Company's compliance and ethics training and education curriculum, which addresses the topics covered by the CEP, and other

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<sup>1</sup> By regulation, LogistiCare | Circulation employees and subcontractors are required to complete this training within 90 days of hire or contracting, but the Company strives to enforce a best practice that requires the training to be completed within 30 days of hire or contracting and annually thereafter.

topics as deemed appropriate or required by regulations or client contracts. This training must include general compliance and FWA training that incorporates the principles found in CMS's program integrity materials. All training and education materials are available through the Company's electronic Learning Management System (LMS). Records related to compliance and ethics training courses (and other educational courses available on the LMS) are maintained by the Training and Talent Development Department. The Compliance Committee and Legal, Human Resources, and Training and Talent Development Departments are jointly responsible for creating and updating all course content. All records related to mandatory compliance training are maintained for 10 years.

As part of their job duties, managers must ensure all team members reporting to them complete the required training courses in a timely manner. Many of these materials include assessments and tests that must be satisfactorily completed for team members to be deemed in full compliance. In certain situations, retraining using the ethics and compliance curriculum may be required as part of progressive discipline. The course content may vary to accommodate different levels of team members and different lines of business, but each course includes material on all CEP subjects applicable to those team members, and includes examples or illustrations of the compliance risks relevant to those employees.

Team members must also receive training and education on other pertinent subjects, including, for example, requirements under the Health Information Portability and Accountability Act (HIPAA), sexual harassment, discrimination, cultural competency and workplace diversity, member health, safety, and welfare, any other policies and procedures applicable to their job responsibilities, as well as other subject matters as required by client contract or law. In addition, professional team members must participate in training and education activities sufficient to keep their licensure or certification current and in good standing.

LogistiCare | Circulation is also responsible for ensuring that its subcontractors that deal with Medicaid, Medicare, and Managed Care Organization (MCO) members receive certain ethics and compliance training and education within 90 days of contracting and annually thereafter. The training and education materials may come from any source, including LogistiCare | Circulation, so long as the materials are substantively similar to the materials the Company makes available to our subcontractors, which include compliance training incorporating CMS content. LogistiCare | Circulation provides to these "downstream entities" the appropriate training and education materials through the Transportation Provider Web Portal, or upon request to the National Director of Ethics & Compliance. This CEP is included among the materials distributed to the Company's subcontractors, who may choose to be governed by it or by their own standards of conduct that are substantively similar.

We also annually distribute to our subcontractors the Company's FWA and Whistleblower Policy, as required by the Deficit Reduction Act of 2005 (section 6032). Subcontractors are required to complete general compliance and FWA training that incorporates the principles found in CMS's program integrity materials, and maintain proof of successful completion for 10 years. The Compliance Committee oversees and audits the Transportation Provider Compliance Program that, among other things, documents annual compliance through certificates of completion, training rosters, and annual program integrity and HIPAA data security attestations.

## H. Annual Compliance Statement

After completing annual compliance and ethics training and education in the LMS, each team member executes an Annual Compliance Statement. For reference, a template of this statement is attached to this CEP as Attachment A. Copies are maintained in team members' personnel files or elsewhere, as the Company deems appropriate. Team members who complete the "Disclosure" section of this statement raising possible violations of the CEP or the law must also report the concerns they document on the form to the Chief Compliance Officer, Chief Ethics Officer, any member of the Legal Department, or through the Ethics Hotline and Helpdesk.

## I. Accessibility of the CEP

This Compliance and Ethics Plan and Code of Conduct (CEP) is available through the Employee Web Portal. It is also available at the Company's online Learning Management System (LMS) and distributed with the compliance and ethics training and education materials that all employees must review and complete regularly. In addition, the CEP is available to LogistiCare | Circulation's subcontractors via the Transportation Provider Web Portal, and is part of the compliance materials they must review and complete within 90 days of contracting and annually thereafter. Finally, the CEP is also found on the Company's websites, [www.logisticare.com](http://www.logisticare.com), [www.prscholdings.com](http://www.prscholdings.com), and [www.circulation.com](http://www.circulation.com), and is available upon request from the Company's Compliance, Legal, and Human Resources Departments.

# IV. CODE of CONDUCT

All team members must be familiar and comply with the ethical principles and standards of conduct in this CEP, as well as with any applicable laws and regulations, at all times. You should comply with not only the letter, but also with the spirit of all federal, state, and local laws, rules and regulations applicable to the Company's business. Complying with these ethical standards is not a substitute for complying with relevant regulations and laws. In addition, as applicable, team members must adhere to their respective professional codes of ethics. Team members must also comply with Company compliance policies and procedures, as well as those policies and procedures applicable to their particular job functions.

## A. Maintain Accurate Business and Financial Records

Everyone must create and maintain accurate business and financial records. Preserving the integrity of our financial records is not only the law, but is also important for accurately measuring and maintaining our competitive success and public credibility. LogistiCare | Circulation's parent company, Providence, must file periodic reports with the Securities and Exchange Commission (SEC) that are also available for public review and contain information upon which the public may rely. We take this public disclosure responsibility very seriously, and are committed to ensure that all Company communications are complete and accurate.

Books and records must also be kept in compliance with government procurement and contracting rules, other client contract requirements, and any administrative requirements of the government agencies that oversee or do business with the Company. We maintain records relating to our provision of services under Medicaid, Medicare, and MCO contracts for a period of 10 years from creation.

Business records, including financial documents, expense accounts, reimbursements, and timesheets, must be accurate and complete. Never include false or misleading information in any business record, and do not omit accurate information in an effort to mislead or conceal. Those team members who are authorized to enter agreements that bind the Company must never execute a contract that does not fully reflect the true nature and economic substance of the transaction or business activity, or omit material facts from an agreement. Only certain LogistiCare | Circulation team members may execute contracts, and then only in accordance with the Company's Schedule of Authorizations, which is found on the Employee Web Portal or may be provided by request to the Chief Compliance Officer or **General Counsel, Kathryn Stalmack**, at [kathryn.stalmack@logisticare.com](mailto:kathryn.stalmack@logisticare.com), or by phone at **404-888-5965** or internally at **1-277-2565**.

You must never create or maintain any accounts, entities, assets, or funds that are not fully and accurately recorded in the Company's books. You must at all times comply with the Company's internal accounting and auditing policies and controls, which are designed to protect the integrity of our corporate records and the Company's finances. If you are uncertain as to the appropriateness of any accounting or financial reporting matter, you should ask your supervisor. Further, no team member may fraudulently influence, coerce, manipulate, or mislead an auditor (whether internal or external) for the purpose of rendering misleading financial statements or for any other purpose.

If you have any concerns about accounting or financial issues, you should report those concerns directly to your supervisor, the CCO, any member of the Legal Department, or the Ethics Hotline (855-818-6929), or by the procedures outlined in the Company's FWA and Whistleblower Policy, which is an Addendum 3 to the Employee Manual. The Company's policy against retaliation applies to any such reports.

## B. Ensure the Accuracy of Financial Reporting

As the wholly-owned subsidiary of a publicly-traded company, LogistiCare | Circulation is required to comply with federal and state laws and regulations with respect to the accuracy of the information it supplies to Providence that is ultimately reported to the SEC and communicated to the public. The Company's financial statements are relied upon both internally and externally by individuals making business or investment decisions. Accuracy and candor are critical to the financial health of the Company. As a result, each Company team member, including every executive, officer, and member of management involved in the review, preparation, or substantiation of Providence's SEC Reports and Public Documents (as defined below) must act in good faith, responsibly, and with due care and diligence to ensure that the Company provides full, fair, accurate, timely, and understandable information for Providence's disclosures in its SEC Reports and Public Documents. The term "SEC Reports and Public Documents" means financial statements, reports, and other documents filed with or submitted to the SEC, as well as other public communications made by Providence or the Company.

Financial executives, officers, and other personnel involved in the review or preparation of SEC Reports and Public Documents must help ensure that SEC Reports and Public Documents fairly disclose the Company's assets, liabilities, and any material transactions made by the Company. Senior Financial Officers are responsible for the SEC Reports and Public Documents meeting the following requirements:

- SEC Reports and Public Documents must, in reasonable detail, accurately and fairly reflect the transactions engaged in by the Company and acquisitions and dispositions of the Company's assets
- SEC Reports and Public Documents must not contain any untrue statement of material fact that would make the statements in the SEC Reports and Public Documents misleading
- Financial reports must be prepared in accordance with, or reconciled to, Generally Accepted Accounting Principles ("GAAP") and applicable SEC rules, including the SEC accounting rules
- SEC Reports and Public Documents must contain full, fair, accurate, timely, and understandable disclosures

If you become aware of material inaccuracies contained in the materials used to prepare Providence's SEC Reports and Public Documents, or material omissions from the SEC Reports and Public Documents, you are required to immediately report such inaccuracies or omissions to the **Chief Compliance Officer, Jody Kepler (800-894-7958 or [jody.kepler@logisticare.com](mailto:jody.kepler@logisticare.com))** or **General Counsel, Kathryn Stalmack (404-888-5965 or [kathryn.stalmack@logisticare.com](mailto:kathryn.stalmack@logisticare.com))** so that they may be communicated to the Chairman of the Providence's Board of Directors Audit Committee.

Finally, you are required to respect the confidentiality of information acquired in the course of the performance of your responsibilities. This obligation continues even after you leave the Company's employment.

If you have any concerns about accounting or financial issues, you should report those concerns directly through the Ethics Hotline (855-818-6929) or by the procedures outlined in Providence's Whistleblower Policy, available at [www.prscholdings.com](http://www.prscholdings.com), or the Company's FWA and Whistleblower Policy, Addendum 3 to the Employee Manual. The Company's policy against retaliation applies to any such reports. You may also raise concerns about accounting or financial issues with the Chief Compliance Officer or any member of the Legal Department.

### C. Maintain Accurate Client and Member Records

Inadequate, incomplete, or otherwise deficient documentation is a key risk area for the healthcare industry, transportation industry, and social services providers. The preparation, compilation, and maintenance of accurate documentation (whether electronic or in hard copy) is the responsibility of all team members

, including those who provide direct services, or those who prepare and submit claims for payment, reconciliation, or reimbursement. It is imperative that all record keeping conform to standards acceptable to governmental regulatory agencies and payors, as well as our client contracts. Under no circumstances should entries be put into client records that fail to indicate the correct time and/or date that the entry was actually made. All records related to client services or member care should be kept in accord with applicable standards, including but not limited to HIPAA privacy and security regulations,

licensing and/or accreditation authorities, state Medicaid authorities, and CMS regulations and guidance.

Team members who prepare any records and reports are obligated, ethically and legally, to assure that these documents are accurate and complete, safeguarded against loss or destruction, retained for specified periods as may be established by the Company or otherwise required by law, and maintained in confidence as required by HIPAA and other applicable privacy and data security laws. Each team member involved in government filings and submissions must exercise diligence to assure the accuracy of the data and information contained in such submissions.

Team members must not submit false or misleading data or other information in any government filing or submission, including, but not limited to, any claim submitted to a federally-funded or state healthcare program. Submission of inaccurate information not only subjects the individual team member and the Company to the possibility of severe civil and criminal sanctions, and debarment from participation in the healthcare industry and government contracts, but is extremely damaging to the Company's reputation among clients, members, transportation providers, other subcontractors, and regulators.

The Company takes false claims and other forms of fraud, waste, and abuse very seriously. Team members must identify and seek to resolve allegations of false or fraudulent claims immediately. Issues are resolved fastest and most effectively when given prompt attention at the local level. The Company, therefore, encourages its team members to report concerns to their immediate supervisors, who should promptly consult with any member of the Special Investigations Unit, the Chief Compliance Officer, Chief Ethics Officer, National Director of Ethics & Compliance, or any member of the Legal Department to address the concerns. If the supervisor is not an appropriate contact for whatever reason, or if the supervisor fails to respond quickly and appropriately to the concern, then the team member should immediately escalate the situation to the Chief Compliance Officer or General Counsel, or report the concern using the Ethics Hotline (855-818-6929). Team members should be aware of related compliance policies and procedures regarding detection and prevention of healthcare fraud and abuse, which are available in the Employee Manual, from their supervisors, or via the Employee Web Portal at <https://employee.logisticare.com/Employees/Documents> under the "Important Company Policies" tab.

#### D. Never Engage in Insider Trading

Under federal securities laws, you cannot trade in Providence's stock on the basis of material, non-public information, nor can you "tip" such material, non-public information to others who use it to trade in Providence's stock. These laws are designed to ensure that all investors are on an equal footing and are relying upon the same information in making their investment decisions. The Company's Corporate Communications Policy (Addendum 1 to the Employee Manual) sets forth the trading and reporting obligations of employees of public companies (or their wholly-owned subsidiaries) in greater detail. Every executive, officer, member of management, and employee of the Company has access to these policies and must strictly adhere to them at all times. If you have any questions about insider trading or other corporate communications issues, contact the General Counsel at [kathryn.stalmack@logisticare.com](mailto:kathryn.stalmack@logisticare.com), or the Chief Compliance Officer at [jody.kepler@logisticare.com](mailto:jody.kepler@logisticare.com).

## E. Avoid Conflicts of Interest

You must make every effort to avoid situations in which your personal interests conflict or appear to conflict with the interests of the Company. Even the suggestion of impropriety will hurt the valuable reputation the Company has worked so hard to establish. When in doubt about whether something constitutes a conflict of interest, ask your supervisor, the Chief Compliance Officer, Chief Ethics Officer, National Director of Ethics & Compliance, or any member of the Legal Department. You may also submit your question through the Ethics Hotline (855-818-6929).

Every LogistiCare | Circulation team member is required to perform his/her responsibilities in a manner that furthers LogistiCare | Circulation's interests, and may not compromise those interests due to actual or perceived conflicts with other business matters or personal concerns. A conflict exists when your real or perceived personal interests interfere with or appear to interfere with the interests of the Company. To carry out our business effectively, every team member must be loyal to the Company. You should therefore refrain from entering into relationships that might impair your judgment about what is best for the Company. Even relationships that give the appearance of a conflict of interest should be avoided.

Conflicts of interest may arise in many ways, including, for example, receiving improper personal benefits as a result of your position with the Company, or having outside duties, responsibilities, or obligations that run counter to your duties to the Company. Conflicts of interest may reach farther than just the person employed by or otherwise serving the Company. In fact, many conflicts arise as a result of situations involving the relative of an executive, officer, member of management, or other team member. "Relatives" include spouses, domestic partners, children, parents, grandparents, brothers, sisters, aunts, uncles, nieces, nephews, cousins, in-laws (brother, sister, father, mother, son, daughter), step-relatives, and any persons sharing the same household on a continuing basis. In short, for purposes of the Company's conflict of interest policy, "relatives" essentially include persons with whom LogistiCare | Circulation team members have close, personal, consensual relationships.

LogistiCare | Circulation team members have an ongoing duty to promptly report potential or actual conflicts of interest to their supervisor(s), the Human Resources Department, and the Chief Ethics Officer, Julie Correll, at [julie.correll@logisticare.com](mailto:julie.correll@logisticare.com), [ethics&complianceofficer@logisticare.com](mailto:ethics&complianceofficer@logisticare.com), or 866-918-8998 ext. 2531.

Team Members reporting potential or actual conflicts of interest may be required to complete a Conflict of Interest Disclosure Statement. The template for this document is Attachment B to this CEP. In addition, employees at certain management levels and above, the Company's "Control Group," must also complete a Conflict of Interest Disclosure Statement and submit it to the Chief Ethics Officer within 30 days of hire or rehire and annually (based on calendar year) thereafter. The Chief Ethics Officer will send the statement template directly to the members of the Control Group and collect completed statements.

While it is impossible to set forth every scenario which results in a conflict of interest, conflicts may arise in the areas listed below:

#### Outside Employment and Other Activities:

LogistiCare | Circulation team members' primary employment obligation is to the Company. Outside employment (e.g., second jobs) or business activities (e.g., maintaining personal businesses, serving on external boards of directors) are prohibited if they cause an actual or perceived conflict with the Company, our clients, or statutory or regulatory requirements. Any employment or business activity with LogistiCare | Circulation's clients, competitors, or subcontractors, including transportation providers, is considered a conflict of interest. LogistiCare | Circulation team members may not use the Company's time, name, property, or the services of fellow team members for any outside activities unless authorized by Company policy.

#### Personal Financial Interests:

LogistiCare | Circulation team members may not own, directly or indirectly, a material financial interest in any entity that does business with, seeks to do business, or competes with LogistiCare | Circulation or Providence. A "material" financial interest is defined as 5% or more of stock or other equitable interest. LogistiCare | Circulation team members may not refer clients, their members, vendors, subcontractors, or those who otherwise do business with the Company to an entity in which they or their relatives have a financial or other material financial interest.

In addition, Company team members may not serve on the board of directors of another company (other than a not-for-profit entity or a subsidiary of the Company) or of a governmental agency without the prior approval of the Compliance Committee. Team members must disclose opportunities to serve on boards of directors to the Chief Compliance Officer or Chief Ethics Officer prior to accepting those positions.

#### Relatives and Personal Relationships:

LogistiCare | Circulation may employ LogistiCare | Circulation team members' relatives as long as they are the best-qualified candidates for their positions and their employment would not result in prohibited relationships. A "prohibited relationship" occurs when hiring, promoting, or transferring a LogistiCare | Circulation team member's relative or personal relation would result in a supervisory - subordinate relationship or give rise to the appearance of other potential or actual conflicts of interest. LogistiCare | Circulation team members may not make employment decisions (hiring, promoting, transferring, setting compensation, evaluating performance, disciplining, or terminating) about relatives. Team members who become aware that their relatives are seeking employment at LogistiCare | Circulation (or, if currently employed relatives will be changing roles in the Company, such as through promotion or transfer, that could result in a supervisory - subordinate relationship), must disclose that information to the Chief Compliance Officer, Chief Ethics Officer, or any member of the Legal or Human Resources Departments.

#### Team Members with Transportation Benefits:

Some Company team members or their relatives are entitled to non-emergency medical transportation (NEMT) benefits under agency programs or client health plans. LogistiCare | Circulation team members who are eligible for NEMT, or have relatives who are entitled to NEMT benefits managed by the Company, may not schedule, change, approve, or otherwise manage NEMT trips for themselves or their relatives.

### Gifts and Financial Incentives:

While exchanging gifts, providing entertainment, or performing services with parties outside of the Company may not be illegal, they may nevertheless appear to the public as improper or unethical. LogistiCare | Circulation team members may not solicit or accept gifts, services, or financial incentives from clients, their members, transportation providers, vendors, or other Company subcontractors. For those team members who deal with federal, state, or local governments, you may never offer to or accept from a government employee, volunteer, or elected official, any gift, entertainment, or service. A “gift” includes anything of value such as goods, restaurant meals, lodging, transportation, or tickets for sporting events or entertainment.

LogistiCare | Circulation team members who work in business development may entertain potential or actual clients if such entertainment is reasonable and consistent with accepted business practices, does not violate any laws or generally accepted ethical standards, and the public disclosure of facts about the entertainment would not embarrass the Company or otherwise harm the Company’s reputation.

### Business Opportunities:

A conflict of interest may also arise if you take advantage of a business opportunity that should belong to the Company. You may not use an opportunity that is within the Company’s line of business that relates to any business in which the Company engages, or in which the Company has an interest or expectancy, for your personal gain without prior approval. A team member, other than an executive officer, who intends to use any business opportunity obtained as a result of that team member’s position with the Company, must obtain prior approval of the General Counsel. An executive officer or director who intends to use any business opportunity obtained as a result of that executive officer’s or director’s position with the Company must obtain prior approval of Providence’s Audit Committee of the Board of Directors.

### Business Relationships:

If you or your relatives work for businesses seeking to provide goods or services to the Company, you may not use your personal influence to affect negotiations. If you are an executive, officer, or member of management of that business, you must notify the Company’s General Counsel, Chief Compliance Officer, or Chief Ethics Officer, who will review the proposed transaction and notify the Compliance Committee. If you or your relatives work for an entity that has a business relationship with the Company (for example, as a consultant, lender, or vendor of the Company) you must bring this fact to the attention of your immediate supervisor, and the Company’s General Counsel, Chief Compliance Officer, or Chief Ethics Officer to discuss any difficulties that might arise and appropriate steps to minimize any potential conflicts of interest. Finally, always remember that Company purchasing decisions must be based upon considerations of product or service quality and value. Accordingly, dealings with vendors and suppliers must be conducted on an objective basis, free from the influence of gifts, favors, or considerations of personality.

### Related Party Transactions:

Some situations involving conflicts of interest, including certain situations described above, can be categorized as “Related Party Transactions.” For purposes of the CEP, the term “Related Party Transactions” refers to those transactions as defined in the rules of the applicable securities exchange,

in this case the NASDAQ Global Select Market, where the Company's parent's (Providence's) common stock is listed for trading. Providence's Audit Committee of the Board of Directors will review all Related Party Transactions on an ongoing basis, and all Related Party Transactions must be approved by the Audit Committee. If you have any questions about related party transactions, contact the Company's General Counsel or Chief Compliance Officer.

LogistiCare | Circulation team members (or their relatives) who are unsure about the content or application of the Company's conflict of interest policy should contact the Chief Compliance Officer, Chief Ethics Officer, the Human Resources Department, or any member of the Company's Legal Department. Violation of the Company's policy against conflicts of interest may result in discipline up to and including termination of employment.

## F. Value and Respect All Team Members

The foundation of LogistiCare | Circulation is our people, and it is one of our highest values to treat each other with integrity, respect, honesty, and courtesy at all times.

### Promote Equal Opportunity:

The Company is committed to equal opportunity in all respects. We select, develop, and promote our team members without regard to race, color, national origin, gender, age, religion, disability, veteran's status, sexual orientation, or gender identity or expression, or as otherwise prohibited by law. The Company's equal opportunity policy is discussed more fully in the Employee Manual.

### Maintain a Safe and Welcoming Workplace:

Creating, encouraging, and maintaining a supportive workplace is critical to the teamwork and creativity that makes LogistiCare | Circulation a successful Company. Each of you must help the Company maintain a work atmosphere that is free of any harassing, abusive, disrespectful, disorderly, disruptive, or other unprofessional conduct. Harassment (including sexual harassment), violence, or threatening behavior in any form, whether verbal, physical, or through electronic communications, will not be tolerated and will result in discipline for team members engaging in such behavior, up to and including termination of employment.

Mutual respect is a core value of our Company. What may seem funny or harmless to some people can be hurtful or degrading to others, creating a hostile or offensive work environment. Communicating derogatory comments, insults, and/or jokes that target a certain group (whether by race, gender, religion, or other characteristics), even among just a few co-workers, is unacceptable. Think before you speak and act.

There is nothing more important than the safety and security of our people. If you feel threatened or unsafe in any way, whether from another team member, third party, or anything else whatsoever (such as an environmental problem, for example), promptly report it to your supervisor, the Legal or Human Resources Departments, the Chief Compliance Officer, or through the Ethics Hotline (855-818-6929).

Please refer to the Employee Manual for additional specific policies regarding equal opportunity, anti-discrimination, harassment, and workplace safety. Questions or concerns involving employment

practices should be referred to any member of the Human Resources or Legal Departments, who will coordinate with the Chief Compliance Officer, as appropriate.

#### Respect Clients and Members:

All clients and their members must be treated with respect at all times. Any type of abuse (physical, emotional, verbal, or sexual) or neglect of members will not be tolerated. If you suspect another team member is abusing or neglecting a member, you are required to immediately report the matter to your supervisor, the Chief Compliance Officer, or through the Ethics Hotline (if, for example, reporting the abuse to your supervisor is not effective or is otherwise not appropriate under the circumstances).

Protecting the rights of the clients and members we serve is the responsibility of every team member. Our services are provided without regard to race, color, national origin, gender, age, religion, disability, veteran's status, sexual orientation, or gender identity or expression, or as otherwise prohibited by law and within the limits of our contracts. We must always provide our services in a manner that is considerate and respects the personal values and beliefs of those we serve.

#### Comply with Immigration Laws:

It is the Company's policy to comply with all applicable laws governing the employment of persons who are not U.S. citizens. No person will be hired by the Company without the appropriate work authorization and submission of appropriate documentation.

### G. Conduct Business Fairly and with Integrity

#### Deal Fairly with Business and Work Associates:

Every LogistiCare | Circulation executive, officer, member of management, or other team member must at all times deal fairly and in good faith with our clients and their members, business partners, suppliers, competitors, stakeholders, regulators, and co-workers. You must never take unfair advantage of anyone through manipulation, concealment, misrepresentation, conspiracy, offers of illegal favors, or any other unfair or unethical practices. Dealings with contractors, suppliers, and vendors must be fair, and cannot be conditioned on requiring that they purchase services from or otherwise deal with the Company.

#### Respect Our Special Relationship to Government Agencies and Officials:

Federal, state, or local government agencies often pay, directly or indirectly, for many of the services that the Company provides. As such, all team members must be ever mindful of their obligation to deal with complete honesty and transparency with government employees and officials. In making proposals to, soliciting business from, or entering into contracts with any government agency or official, all applicable contracting and procurement laws and regulations must be scrupulously followed. Managers with business units that deal with government entities must be familiar with these rules and be sure that their team members know and comply with them. All reports, claims for payment, invoices, or other documents submitted to any government official must be true, accurate, complete, and comply with agency and contractual standards. You may never solicit, offer, or accept any gift, money, or service from a government employee, volunteer, or elected official.

#### Do Not Deal with Excluded, Debarred, or Suspended Individuals or Entities:

The Company will not knowingly employ individuals or contract with individuals or entities that are listed as debarred, suspended, excluded, or otherwise ineligible for participation in federal or state healthcare programs. The Company screens all team members and subcontractors (the entities, owners, and employees), prior to hire or contracting and monthly thereafter, against the Office of Inspector General (OIG), System for Award Management (SAM), all state healthcare exclusion lists, the Social Security Death Master File, and the Office of Foreign Asset Control (OFAC) sanctions list. If a Company executive, officer, manager, or other team member appears on these lists and is confirmed to be excluded, debarred, or suspended from participation in government-funded healthcare programs, that individual's employment is immediately terminated. If any subcontractor entity, owner, or employee is found on these exclusion lists and is confirmed to be excluded, debarred, or suspended from participation in government healthcare programs, they are immediately restricted from doing business with the Company, including providing transportation for LogistiCare | Circulation-referred trips. LogistiCare | Circulation will terminate contracts with subcontractor entities that are confirmed to be excluded, debarred, or sanctioned.

#### Follow Anti-Corruption Laws Faithfully:

The Company is committed to complying with all anti-corruption, anti-kickback, and similar program integrity laws. You may never solicit, accept, offer, or provide kickbacks, illegal payments or similar favors to or from anyone (whether government officials or individuals employed in the private sector), anywhere. This includes, but is not limited to, soliciting, offering, or receiving anything of value in exchange for referring, furnishing, or recommending services to members or subcontracted transportation providers.

This conduct is prohibited whether it is engaged in by Company team members, or by any persons or entities that may be acting on the Company's behalf, such as consultants, agents, brokers, joint venturers, or business partners. You must carefully monitor any third parties with whom you do business on the Company's behalf to be sure that they do not attempt to pay bribes or kickbacks, and you must inform them of the Company's anti-corruption policy.

It is critical that all financial accounts and books are accurate, and that all expenses and other payments are accurately recorded and fairly describe the basis for such expenses. All accounts must be supported by accurate and complete documentation.

Be prudent when dealing with government employees, volunteers, or elected officials. It is unlawful to give or promise anything to a government official to influence him or her to help the Company. Further, as stated above, it is the Company's policy that you may not give gifts to or buy anything for any government official, or solicit or accept anything of value from a government official.

#### Do Not Engage in Anticompetitive Activity or Unfair Trade Practices:

While LogistiCare | Circulation always strives to compete aggressively and creatively, we are committed to doing so fairly and in strict accordance with the letter and spirit of applicable antitrust and fair competition and trade practice laws and regulations. The laws that are relevant to our business generally regulate the situations described below.

### Agreements or Contacts with Competitors:

Agreements among competitors that unreasonably reduce competition are absolutely prohibited, whether those agreements are formal or informal, price-related, or otherwise. In addition, certain information sharing activities, including the exchange of competitively sensitive information such as profit margins, billing practices, or business strategies may be deemed to constitute unlawful agreements among competitors, and are therefore prohibited. There are circumstances where agreements with competitors may be appropriate, but any such proposal must first be approved by the Legal Department. An example of an appropriate and lawful agreement among competitors is the formation of a trade group for purposes of industry advocacy and education.

Participation in professional organizations that include competitors (including trade associations), as well as informal contact with the Company's competitors, may serve useful and legitimate purposes, such as the exchange of information about governmental regulations and activities. If you have occasion to speak with representatives of Company competitors, you must do so with the knowledge and approval of the Legal Department. In addition, you must be certain never to discuss matters such as our Company's or a competitor's unpublished prices, fees, commissions, sensitive market information, or the Company's financial information (e.g., profit margins, billing practices) with competitors. Do not discuss restricting the types of services that will be offered to clients and members or whether those services will be offered within specific territories. If a competitor begins to talk about any of these subjects, you must object and refrain from participating in the conversation. If the discussion continues, you must remove yourself from the conversation and immediately report it to the Legal Department.

### Political Activities and Contributions

The Company is committed to complying with all federal, state, and local laws with respect to political contributions and activities. The Company does not compensate or reimburse any team member or individual associated with the Company in any way for any political contributions they may make. This includes the cost of fundraising or tickets to political functions, even if business is discussed at these events.

Should the Company solicit contributions from team members or individuals associated with the Company for allowable political contributions, such as to corporate or trade associations or political action committees (PACs), the solicitation must make clear that no one will benefit or be prejudiced as a result of a decision to contribute or not contribute, and that any political contribution is completely voluntary and is not tax deductible.

Other than designated team members in the Company's Government Affairs and Legal Departments, team members must avoid lobbying, or even the appearance of lobbying, any governmental body or public official as a representative of the Company without the prior written approval of the Chief Compliance Officer or the Legal Department. The Company adheres strictly to all federal, state, and local requirements regarding lobbying, including registration and reporting requirements.

The Company's CEO must authorize all political or charitable contributions or the commitment of the Company's name or resources to any event or organization. To the extent the contribution would constitute a Related Party Transaction as described on page 24 of this CEP, prior approval of Providence's Audit Committee of the Board of Directors is required.

### Interacting with Regulators, Auditors, and Counsel

Government authorities or lawyers for outside parties may seek to contact you directly with respect to audits, reviews, investigations, or claims against the Company. Inquiries by governmental or regulatory agencies or counsel must be brought to the attention of the Legal Department before any information or response is provided so that such inquiries may be coordinated and handled properly.

It is LogistiCare | Circulation's policy to cooperate fully with all duly-authorized governmental inquiries and respond truthfully and completely in any legal action. Remember that both you and the Company have a right to a lawyer in connection with any government investigation. If you are contacted by a government investigator, you have a right to have a lawyer present when you speak to the investigator, whether that questioning occurs at your workplace or away from work after business hours. If you are contacted by a third party about an investigation (or otherwise learn of an investigation), you should contact the Legal Department immediately.

In addition, if you receive any written inquiry, subpoena, or other legal document regarding Company business, whether at home or in the workplace, from any governmental agency, outside lawyer, or any other source, you should notify your supervisor or a member of the Legal Department immediately. More details about your rights and responsibilities with respect to contact by government agencies and officials, and legal counsel from any source, are found in the Employee Manual, Addendum 2, "Employee Rights in Connections with Government Investigations and Interviews," and elsewhere in the Employee Manual.

### H. Protect the Company's Information and Assets

Safeguarding the Company's confidential and proprietary information is a key component of your duty of loyalty to the Company. Respecting Company property and not using it for personal benefit is also of paramount importance.

#### Preserve Confidentiality:

The nature of your work may expose you to confidential information, such as information about our clients and the members we serve, or trade secret or proprietary information about our Company. You have the duty to keep all such information confidential, which means that you cannot share it, in electronic, oral, or written form, with anyone outside the Company. In addition, you may disclose confidential information within the Company on a "need to know" basis only, and as specifically permitted by Company policies. Examples of confidential, sensitive, and proprietary business information that must be protected include, but are not limited to, unpublished pricing information, client or potential client lists, information about vendors and subcontractors who have business relationships with the Company, internal policies and procedures, standard operating procedures, or business workflows, financial information, and our proprietary software and information technology systems. If you have any questions about what constitutes confidential, sensitive, or proprietary information, ask your supervisor, the Chief Compliance Officer, or any member of the Legal Department. Please remember that your confidentiality obligations apply both during and after your employment with the Company.

Also remember not to discuss confidential, sensitive, or proprietary information in situations where you may be overheard. Written information should not be left where others not entitled to see it could gain access to it. Electronic communications and equipment must be safeguarded and encrypted where and when applicable, all in compliance with the Company's electronic information security standards and policies, found throughout the Employee Manual. These include, among other things, never giving your password to anyone and never discussing confidential, sensitive, or proprietary information online (e.g., on social media, through unsecured email).

#### Strictly Adhere to HIPAA at All Times:

LogistiCare | Circulation's role in providing medical transportation puts many of our team members in contact with our clients' members' protected health information (PHI) on a daily basis. Strict compliance with the Health Information Portability and Accountability Act (HIPAA) is a critical aspect of our business. HIPAA-protected information may only be released in compliance with applicable HIPAA and other confidentiality laws and regulations. All team members must familiarize themselves with HIPAA requirements by reading the materials provided to them and participating in the HIPAA training that is part of our mandatory compliance training. You must ensure that PHI is treated in compliance with the law and the Company's HIPAA policies. If you have any questions about the correct way to treat information under HIPAA, ask your supervisor, or consult with the Company's **HIPAA Privacy Officer, Chief Compliance Officer Jody Kepler**, at 800-894-7958 or [HIPAAOfficer@logisticare.com](mailto:HIPAAOfficer@logisticare.com). You may also contact the Company's **Vice President of Privacy, Adam Lovett**, at 800-486-7647 Ext. 2420 or [adam@circulation.com](mailto:adam@circulation.com). You may also consult the Company's **HIPAA Security Officer, Chief Information Security Officer Joe Niquette**, about any HIPAA security issues you encounter. Joe may be reached at 617-553-1259, [joe.niquette@circulation.com](mailto:joe.niquette@circulation.com) or [security@logisticare.com](mailto:security@logisticare.com). You must notify Jody, Adam, or Joe immediately about HIPAA policy violations, PHI breaches, and any other security incidents involving PHI and ePHI. The Company's HIPAA policies and procedures are available on the Web Portal and in the Employee Manual.

#### Respect and Protect the Company's Intellectual and Other Property:

"Intellectual property" refers to creations of the mind, such as inventions, literary or artistic works, designs, and images used in commerce. The Company's intellectual property is one of its most valuable assets. Examples of LogistiCare | Circulation's intellectual property include the Circulation™ platform, our proprietary reservations software, LOGISTICAD®, our service marks, and the formulas and algorithms we use to set rates and terms for our business proposals. Some intellectual property that is kept confidential, but would be valuable to our competitors and others if disclosed, is considered trade secret information. You must safeguard the Company's trade secrets and other proprietary information at all times. You may not use LogistiCare | Circulation's trade secret information or intellectual property for personal benefit. You must also respect the intellectual property rights of others. If you have any questions about whether something constitutes intellectual property, contact the Legal Department. Violation of the Company's policy regarding intellectual property rights may result in personal liability to the team member for any benefit gained from improper use of such information, or any damages sustained by the Company as a result of improper disclosure of such information.

All electronic media and communications systems such as voice mail, email, commercial software, and access to the Internet are the property of the Company. Communications on these systems are not

private communications. They are business records that may be monitored by the Company, must be retained by the Company, and may be subpoenaed by a court of law or government agency. Team members have no privacy expectations with respect to communications sent over these systems.

Team members may not use the Company's property or business supplies for personal use. Policies and procedures regarding particular uses of Company property are found in the Employee Manual and the General Policies and Procedures Manual. If you have any questions about the proper use of Company property, contact your supervisor, the Chief Compliance Officer, or any member of the Human Resources or Legal Departments.

## V. STANDARDS of CONDUCT for SUBCONTRACTORS

All of LogistiCare | Circulation's subcontractors are expected to comply with the principles set forth in this CEP as they relate to fair and accurate billing, accurate recording and documentation of services rendered, and compliance with all applicable laws, regulations, and government standards.

Subcontractor compliance specifically includes, but is not limited to, adhering to HIPAA requirements and refraining from employing or contracting with excluded, debarred, sanctioned, or suspended individuals or entities. Managers responsible for hiring subcontractors must include these requirements in contracts, communicate these requirements to subcontractors, and monitor them for compliance. In addition, the Compliance Committee oversees subcontractor compliance activities, including collecting annual attestations of program integrity and HIPAA compliance and conducting *ad hoc* and regular audits.

The Company must not knowingly contract with individuals or entities that are listed as debarred, suspended, excluded, or otherwise ineligible for participation in federal or state healthcare programs. Subcontractors must immediately report to the Company any debarments, suspensions, or exclusions, or other ineligibility for participation in federal or state healthcare programs, and must immediately cease rendering services on behalf of the Company upon their occurrence. LogistiCare | Circulation screens all subcontractors to ensure compliance with this policy prior to engagement or contracting and monthly thereafter.

## VI. AMENDMENT and WAIVER

The Company reserves the right to amend, waive, or alter the policies and other content set forth in the CEP at any time. Any amendment to the CEP or waiver (or implicit waiver) of any provision of the CEP for executives or officers of the Company requires the approval of a majority of the Compliance Committee and the Audit Committee of Providence's Board of Directors.

## ATTACHMENT A - ANNUAL COMPLIANCE STATEMENT

- A. I have read and understand the Company Compliance & Ethics Plan and Code of Conduct (the “CEP”). I have had an opportunity to ask questions about it and agree to comply with it. I understand that my failure to comply with the CEP or truthfully and completely respond to this statement will be a basis for disciplinary action, including suspension or possible termination of employment.
- B. Except as stated in the Disclosure space provided below:
- 1.) I know of no acts or omissions committed by anyone which conflict with any provision of the CEP or any suspected violations of law relating to the Company.
  - 2.) I have not committed any violations of the provisions of the CEP or any laws relating to my duties at the Company.

### **DISCLOSURE**

*The following information discloses circumstances which may possibly be a violation of law or the provisions of the CEP:*

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*I will immediately report to my supervisor, the **Chief Compliance Officer** at [jody.kepler@logisticare.com](mailto:jody.kepler@logisticare.com), the **Chief Ethics Officer** at [julie.correll@logisticare.com](mailto:julie.correll@logisticare.com), or any member of the Legal Department, as appropriate, any suspected violations of law or of the CEP as they may arise during the course of my employment. I also acknowledge that I may access the Ethics Hotline at **855-818-6929** or <http://ethicshotline.logisticare.com>, at any time and anonymously, to make any such reports.*

Employee Name (please print): \_\_\_\_\_

Employee Signature: \_\_\_\_\_

Employee Title: \_\_\_\_\_

Date: \_\_\_\_\_

## ATTACHMENT B - EMPLOYEE CONFLICT OF INTEREST DISCLOSURE STATEMENT

This questionnaire facilitates LogistiCare | Circulation employees' confidential disclosure of personal and financial interests and activities in accordance with the Company's Conflict of Interest Policy. Please answer each section with as much detail as necessary to provide full disclosure of all possible conflicts of interest.

Relatives include spouses, domestic partners, children, parents, grandparents, brothers, sisters, aunts, uncles, nieces, nephews, cousins, in-laws (brother, sister, father, mother, son, daughter), step-relatives, and any persons sharing the same household on a continuing basis.

**FINANCIAL INTERESTS:** Do you or any of your relatives hold a position as officer, director, board member, or key employee, or own a material financial interest in (5% or more of stock) or receive profits from a business that

- Provides goods, services, or facilities to LogistiCare | Circulation
- Obtains or may obtain services from LogistiCare | Circulation
- Competes with LogistiCare | Circulation, directly or indirectly

YES ☐ NO ☐ If "yes" please list and describe:

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**ACTIVITIES:** Do you or any of your relatives provide managerial or consulting services or actively participate in decision making for any company doing business with or competing with LogistiCare | Circulation, directly or indirectly?

YES ☐ NO ☐ If "yes" please list and describe:

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**GIFTS:** Have you or any of your relatives accepted gifts, gratuities, entertainment, services, or other favors from any company doing business with, seeking to do business with, or competing with LogistiCare | Circulation, directly or indirectly?

YES ☐NO ☐*If “yes” please list and include description and value:*

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**PROPRIETARY / CONFIDENTIAL INFORMATION:** Have you or any of your relatives used or disclosed LogistiCare | Circulation’s proprietary or confidential information for any purpose other than fulfilling your job duties?

YES ☐NO ☐*If the answer is “yes” please list and describe:*

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**OTHER:** Do you or your relatives pursue any interests or activities that constitute actual or apparent conflicts of interest, as described in LogistiCare | Circulation’s Conflict of Interest Policy (i.e., outside employment, political lobbying, campaigning, volunteering, fundraising, or participating in advocacy groups)?

YES ☐NO ☐*If the answer is “yes” please list and describe:*

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**SOLUTION:** If you answered “yes” to any question, please explain how you propose to mitigate or resolve the possible conflicts of interest. *(Use additional pages if necessary.)*

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By signing below, I certify that

- I have read and agree to comply with LogistiCare | Circulation's Conflict of Interest Policy.
- My answers are complete and accurate to the best of my knowledge.
- I agree to promptly report to LogistiCare | Circulation anything that occurs that would affect the content of this disclosure statement prior to my completion of the 2020 Conflict of Interest Disclosure Statement.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Department: \_\_\_\_\_

Title: \_\_\_\_\_

*Submit this form, and any ethics & compliance issues including fraud, waste, and abuse, to:*

**Julie Correll, Chief Ethics Officer**

[ethics&complianceofficer@logisticare.com](mailto:ethics&complianceofficer@logisticare.com)

Secure Fax: 866-918-8999

Phone: 866-918-8998 Ext. 2531 | 1-277-2531

**REVIEWED BY:** \_\_\_\_\_

(Printed Name / Signature / Date)

*\* You may also report ethics & compliance issues and suspected FWA at **855-818-6929** \**