



CODE OF CONDUCT

PremierCare IPA/ ProCare MSO (“PCI”) are committed to fostering and maintaining a clean, orderly, safe, and healthy environment. A key element of our continued success is each employee’s commitment to be guided by certain standards and principles in performing their job. It is important that employees be guided by the following;

Please review and follow these rules of conduct:

- Be Fair and Responsive in Serving Our Customers/Members.
- Adherence to all applicable federal, state and local laws and regulations.
- Always Earn and Be Worthy of Our Customers’ Trust.
- Responsible action that avoids conflicts of interest and other situations potentially harmful to the Company.
- Respect Fellow Associates and Reinforce the Power of Teamwork.
- Demonstrate a Commitment to Ethical and Legal Conduct.
- Maintain Our Business and Compliance Standards.
- Continuously Strive to Improve What We Do and How We Do It.
- We stress an atmosphere of respect for each other's right and privacy.

PCI considers work rules, guidelines and work performance important responsibilities. They are essential to the proper management of our business and ensure that employees work together effectively.

Prohibited Conduct:

- We prohibit committing any act of violence, threats or intimidation, fighting, using abusive or profane language, illegal, immoral or indecent conduct on Company premises.
- Retaliation. Discrimination and/or harassment, regardless of whether it is Sexual, Racial, Religious, or related to another’s Gender, Age, Sexual Orientation, National Origin, Genetics or Disability.
- Making false statement or omitting pertinent information on Company Application, records of employment, forms or reports, or in the course of participation in company investigations or in responding to management inquires.
- Recording the work time of another employee or allowing any other employee to record your work time or falsifying any time records, either your own or another employee’s.

- Theft, unauthorized removal or willful damage of property belonging to the Company, company employees or customers. Theft of company resources, and embezzlement, financial incentives (bribery).
- Reporting to work under the influence of alcohol and/or drugs. Using, selling, or possessing illegal drugs on company premises or while on company business. While working, employees should only possess and take drugs that are medically authorized, approved, and determined by the employee, the employee's physician, and the organization not to impair job performance or cause a safety hazard. Employees are responsible for notifying their supervisors that they are taking prescription medication if it would affect their performance on the job.
- Possession of weapons on the premises.
- We do not allow employees to post notices or literature, handbills, petitions, posters, or other materials on the premises without the prior approval of Human Resources.
- Employees are asked not to conduct personal business on company time or with company equipment or resources.
- Disregard of safety rules and practice and security regulation including "horseplay", wrestling, and dangerous practical jokes, or throwing objects.
- Unauthorized entry or exit from Company property at any location at any time. Leaving the workplace without properly notifying your supervisor.
- Gambling, in any form, on company premises.
- Any other conduct that is prohibited by law. There is no substitute for good judgment and common sense.

This is not meant to be a total list of work rules, but rather is illustrative of the type of conduct that will not be tolerated by the company. This statement of prohibited conduct does not alter the company's policy of at-will employment.

VIOLATION OF THESE RULES, POLICIES AND/OR PROCEDURES, GUIDELINES OR THE EMPLOYEES FAILURE NOT TO IMPROVE PERFORMANCE MAY RESULT IN DISCIPLINARY ACTION UP TO AND INCLUDING TERMINATION. THE COMPANY RESERVES THE RIGHT TO TERMINATE EMPLOYMENT WITH OR WITHOUT CAUSE AND WITH OR WITHOUT NOTICE.

Reporting your concerns:

ProCare MSO requires employees, contractors, consultants, and Board members to report any compliance concerns, potential Fraud waste and abuse and possible ethical issues. The Company offers several channels by which employees and others may report ethical concerns or incidents, including, without limitation, concerns about violation of this code, our policies, accounting, internal controls, or auditing matters. We provide a Compliance Hotline that is available twenty-four (24) hours a day, seven days a week. Individuals may choose to remain anonymous. We prohibit retaliatory action against any individual for raising legitimate concerns or questions regarding ethical matters, or for reporting suspected violations.

If you aren't sure about the right course of action, you should ask for help from any of these resources:

<p>Compliance Officer/Privacy Officer</p> <p>Compliance Department</p>	<p>Anh Nguyen Call: 714- 478-4282 Email: a.nguyen@procaremso.com OR Mail: PROCARE Corporate Compliance Attn: Compliance Department 1590 Sunland Lane, Costa Mesa, CA 91750</p>
<p>Human Resources</p>	<p>Trina Nguyen Call: 408-609-1727 Email: trinanguyen@procaremso.com</p>
<p>Security Officer</p>	<p>Tony Nguyen Call: 714-837-9068 Email: Tony.n@procaremso.com</p>

CONFLICTS OF INTEREST

Employees of ProCare MSO and the Medical Groups/Independent Physician Associations (IPA) are expected to devote their best efforts and attention to the full-time performance of their jobs. Employees are expected to use good judgment, to adhere to high ethical standards, and to avoid situations that create an actual or potential conflict between the employee's personal interests and the interests of PCI/ProCare MSO. A conflict of interest exists when an employee's loyalties or actions are divided between PCI/ProcareMSO interests and those of another, such as a competitor, supplier, or customer. Both a conflict of interest and the appearance of a conflict of interest should be avoided. An employee who is unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest or the appearance of a conflict of interest is required to discuss the situation with his or her immediate supervisor for clarification.

This policy does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which employees should refrain, include the following:

1. Accepting personal gifts or entertainment from competitors, customers, suppliers or potential suppliers.
2. Working for a competitor, supplier or customer while employed by the Company.
3. Engaging in self-employment in competition with the Company.
4. Disclosing PCI/ProCare MSO trade secrets or confidential proprietary information for personal gain to the Company's detriment.
5. Having a direct or indirect financial interest in or relationship with a competitor, customer or supplier.
6. Using PCI/ProCare MSO assets, including computers, or labor for personal use. When an employee's interest is adverse to the Company's, the employee will not be authorized to use Company computers or other Company assets that can be used for the employee's personal gain.
7. Acquiring any interest in property or assets of any kind for the purpose of selling or leasing it to the Company.
8. Committing PCI/ProCare MSO to give its financial or other support to any outside activity or organization except within the ordinary course and scope of employment.
9. Developing a personal relationship with a subordinate employee of the Company that might interfere with the exercise of impartial judgment in decisions affecting the Company or any employees of the Company.

If an employee or someone with whom the employee has a close personal relationship (a family member or companion) has a personal, financial or employment relationship with a competitor, supplier or customer, the employee must disclose this fact in writing. If an actual conflict of interest is determined to exist, the Company may respond to this perceived conflict as the Company deems is appropriate based upon the circumstances.

Employees may pursue and participate in employment or other business activities outside of normal working hours provided such arrangement neither creates a conflict of interest nor detracts from performance and/or effectiveness while working for the Company, and provided the employee does not offer or provide such services to the Company. Any employee who has other employment must disclose such employment to his or her supervisor so that an evaluation can be made as to whether a conflict of interest exists. The failure to adhere to this guideline, including the failure to disclose any potential conflicts or to seek an exception, will result in disciplinary action up to and including termination.

Name of Trainer: Anh Nguyen , COO

Dept.: Quality Management

Last Reviewed: 12/28/2020

I, _____ hereby acknowledge and attest that I have received, read, and understand the ethical standards and other expectations of Premiercare IPA/ProcareMSO. I further attest that I agree to abide by these standards of conduct. I understand that my failure to do so will result in disciplinary action commensurate with the infraction. I understand that disciplinary action may include termination of my services with this company

Date: _____

Signature _____

Title: _____