



**MultiPlan**  
**Code of Business Conduct and Ethics**  
**for Network Providers and Third-Parties**

## **ABOUT OUR CODE:**

MultiPlan is committed to conducting our business with integrity at all times. It's a commitment that forms the foundation of our business success, maintains our culture of honesty and fair play throughout our operations, and sustains our company's reputation for excellence. Our customers count on us to deliver innovative, high-quality services and solutions, and we earn their trust by adhering to the highest standards of ethics and business conduct. That trust, like our company's reputation, is a valuable commodity, and one that we reinforce every day by the way we treat our fellow employees, customers, health care providers, Third-Parties, suppliers and the communities where we do business. All of our employees and business partners share that responsibility, and that's why it's so important for all of us to become familiar with MultiPlan's Code of Business Conduct and Ethics (our Code).

Our Code is designed to provide guidance for day-to-day actions and activities. It represents the values of our company and how we conduct business. It's about doing the right thing, treating others with respect and being honest at all times.

Please take the time to read our Code, and ask questions if you see something you don't understand. Many resources are available to help you. Your support in abiding by our Code – as well as in making MultiPlan a leader in the industries we serve – is appreciated and valued every day.

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# CODE OF BUSINESS CONDUCT AND ETHICS

## Purpose

The MultiPlan Code of Business Conduct and Ethics (this “Code”) contains the legal and ethical standards of conduct required of all parties with which MultiPlan does business. All MultiPlan network providers and Third-Parties (“you”), are expected to apply high ethical, moral and legal principles in every aspect of business conduct.

## 1. Compliance with Laws, Rules and Regulations

You must comply with all applicable laws, rules and regulations including certain Government Program laws, discussed below. The use of any MultiPlan or plan sponsor’s (“clients”) funds or assets for any unlawful purpose is strictly prohibited.

## 2. Confidentiality

In accordance with applicable legal and ethical requirements, you must maintain the confidentiality of the following types of information, as applicable:

- Enrollee Confidential Information;
- MultiPlan Client Confidential Information;
- MultiPlan Employee Confidential Information;
- MultiPlan Proprietary Information; and
- Provider Confidential Information;

Throughout this Code these types of information are collectively referred to as “Confidential Information.” For full definitions of each and other relevant terms please see Section 10, Definitions.

### Confidential Information

If entrusted to you, you must follow all applicable state, federal, and ex-U.S. data privacy laws and regulations that govern the privacy and security of certain Confidential Information, including without limitation: applicable HIPAA regulations and the HITECH Act, which, among other areas, regulates the use and disclosure of PHI and PII.

Information relating to an individual’s PHI or PII must be safeguarded at all times, and may only be disclosed, in accordance with applicable HIPAA regulations, state, federal, ex-U.S. data privacy regulations, and MultiPlan’s privacy and security policies and procedures. You must adhere to MultiPlan’s privacy and security requirements to ensure Confidential Information is safeguarded at all times.

In accordance with MultiPlan’s privacy and security policies and procedures and applicable law, you are required to limit your access of Confidential Information to only the minimum amount necessary to perform the contracted duties or services.

## Administration of MultiPlan's Privacy and Security Program

If you are an authorized Third-Party to MultiPlan, you are required to adhere to applicable MultiPlan privacy and security policies and procedures, in addition to any other privacy and security requirements under the Third-Party's service agreement. Please contact your MultiPlan business representative for issues or questions relating to MultiPlan's privacy and security requirements and the treatment of Confidential Information. Alternatively, MultiPlan's Chief Privacy Officer and Chief Information Security Officer may also be contacted for issues and questions relating to MultiPlan's privacy and security requirements.

Please email [HIPAA@multiplan.com](mailto:HIPAA@multiplan.com) to report all privacy and HIPAA-related issues or visit MultiPlan's service portal on the web ([www.custservice.multiplan.com](http://www.custservice.multiplan.com)). Please email [security@multiplan.com](mailto:security@multiplan.com) to report all security related issues.

### 3. Integrity of MultiPlan Information

You may use and disclose MultiPlan Proprietary Information that is shared with you by MultiPlan or its clients only to carry out your/your employees' contracted duties/services and in compliance with applicable law and MultiPlan's privacy and security policies and procedures .

#### Financial Reporting and Internal Control

All invoicing, financial reports, accounting records, research reports, expense accounts, time sheets and other such documents that you prepare in connection with MultiPlan, its clients or its clients' enrollees are highly confidential must be truthful, complete and accurately recorded, and must properly describe the transactions they reflect. Improper or fraudulent accounting, documentation or financial reporting is prohibited.

#### Data Retention

All data related to certain MultiPlan business activities must be maintained in accordance with the timeframes set forth in MultiPlan's Data Retention Policy and Procedure. You must ensure that all data containing Confidential Information is securely maintained, controlled, and protected to prevent unauthorized access. Any unauthorized destruction, removal or use of Confidential Information and/or MultiPlan Proprietary Information is prohibited.

### 4. Ethical Business Practices

MultiPlan is committed to only engaging in ethical business practices. In the performance of your contracted duties or services you must accurately and honestly represent your organization and may not engage in any activity or scheme intended to defraud any person or organization of money, property, or honest services.

MultiPlan will not tolerate business practices that are intended to violate the spirit of any applicable law, even if such practices do not technically violate the law. You must exercise common sense and good judgment in assessing whether any arrangement could be perceived to be inappropriate.

The provisions set forth below are designed to provide guidance on ethical business practices. Conduct that is not specifically addressed below must nevertheless be consistent with the general intent of this Code.

## **Corporate Opportunities**

You are prohibited from: (a) taking for yourself or for another entity, opportunities that are discovered through the use of MultiPlan's, its clients' or its clients' enrollees' property, information or position, and (b) using MultiPlan's, its clients' or its clients' enrollees' property, information or position for personal gain.

## **Fair Dealing and Competition**

You must deal fairly with MultiPlan, MultiPlan's clients and its clients' enrollees. You should not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **Honest Communication**

You should be open and honest in the performance of your contracted duties or services. You shall not make false or misleading statements to MultiPlan or any person or entity doing business with MultiPlan or about your contracted duties or services.

# **5. Conflicts of Interest**

## **Relationships with Third Parties**

Network providers and Third-Parties must avoid any conflict of interest with MultiPlan employees. A conflict of interest occurs when a MultiPlan employee's private interest interferes, or even appears to interfere, in any way with the employee's ability to make fair and impartial judgment and to act in the best interest of MultiPlan. This requirement also applies to MultiPlan employees' Family Members. A "Family Member" includes: an employee's spouse, as defined by state specific statutes and adoptive, biological, step or half relation child, parent, brother, sister, grandparent, grandchild, mother or father in law and legal guardian.

MultiPlan's purchasing decision are based on the Third-Parties ability to meet MultiPlan's needs and not on the basis of personal relationships or gift and gratuities extended or accepted. Any gifts, meals, favors or entertainment, in any form, that would likely result in an expectation of a personal obligation, should not be extended or accepted.

## **Relationships with MultiPlan Employees**

MultiPlan employees may not have a personal ownership or other financial interest in any organization or individual's business that either competes with or does business with MultiPlan unless they have received prior management approval. To avoid a conflict of interest by a MultiPlan employee, you may not deal with any MultiPlan employee who has a personal ownership or other financial interest in your business. Similarly, each MultiPlan employee shall disclose if a Family Member works for an entity or individual with which MultiPlan has a business arrangement, or is contemplating entering into a business arrangement with an entity that directly competes with MultiPlan. As such, you too must disclose such business relationships to MultiPlan.

## **Gifts and Gratuities**

The purpose of business entertainment and gifts is to create goodwill and sound working relationships. The purpose is not to gain an improper advantage or provide an incentive or “kick-back” to encourage business arrangements with customers, or MultiPlan. In no event shall employees accept from you or offer to you gifts, favors, services, entertainment or other things of value (over \$100) to the extent decision-making or actions affecting MultiPlan might be influenced by such gratuities. Further, no bribes, kickbacks or other similar payments, in any form, shall be made, directly or indirectly, to, or for, a MultiPlan employee, agent or representative. Service or product offerings shall represent the fair market value of the services provided by the Third-Party to MultiPlan, negotiated in an arms-length transaction and should not be determined in a manner which takes into account the volume or value of any referrals or business otherwise generated between MultiPlan and the Third-Party.

Before offering or providing any gift or gratuities to a MultiPlan employee, the network provider or Third-Party must confirm with the MultiPlan employee that such gift or gratuities would not place the employee in violation of this Code and/or applicable MultiPlan policies.

Nothing in this Code shall prohibit a MultiPlan business unit or supervisor from establishing stricter rules relating to the acceptance of gifts, gratuities or other items of value from network provider and Third-Parties.

## **Outside Activities and Directorships**

Each MultiPlan employee has a duty to disclose any Outside Activities and Directorships, including any charitable or civic organization, that directly or indirectly affect company duties, to the Vice President for his/her division.

A person is involved in “Outside Activities and Directorships” if the person (1) holds a job outside of MultiPlan, or (2) is involved in a business outside of MultiPlan, or (3) is involved with civic, trade, and charitable organizations in a role that may directly or indirectly affect the ability of the employee to perform his/ her duties with MultiPlan or may influence decisions the employee makes on behalf of or affecting MultiPlan.

MultiPlan retains the right to prohibit membership on any Outside Activities and Directorships where such membership might conflict with the interests of MultiPlan. Questions regarding whether or not such participation by a MultiPlan employee might present a conflict of interest should be addressed to the employee’s manager or Human Resource Representative.

## **Lobbying**

Network providers and Third-Parties shall not engage in lobbying activities on behalf of MultiPlan unless authorized. Lobbying is strictly regulated by federal and state government rules. For example, certain federal programs require that no federally appropriated funds have been paid or will be paid by or on behalf of MultiPlan to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the awarding of any federal contract, the making of any federal loan or grant, or the entering into of any cooperative agreement, or the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement. You may not communicate with elected officials or their staffs on behalf of MultiPlan without clearance from Human Resources and the Legal Department. Network providers and Third-Parties are also prohibited from contributing or making any agreement to contribute any money, property, or services of any MultiPlan resources or personnel at MultiPlan’s expense to any political candidate, party, organization or committee.

Please note the foregoing is not intended to restrict network providers and Third-Parties from participation or association in political activities individually as citizens of their country, state, county, city, municipality and neighborhood or on behalf of their own organization. However, your involvement in politics must remain separate from your contractual responsibilities as a network providers and/or Third-Parties.

## 6. Protection of Assets

All employees must strive to preserve and protect MultiPlan’s assets by making prudent and effective use of MultiPlan’s resources. When providing services to MultiPlan or its clients’ enrollees, you too must make prudent and effective use of MultiPlan or its clients’ resources. All MultiPlan physical property including facilities, computers, other equipment, and supplies, to the extent accessible to you, must be protected from misuse, damage, theft, or other improper handling and only used for its intended purpose.

### Personal Use of Corporate Assets

You are prohibited from improperly using MultiPlan’s assets for your personal reasons. You are prohibited from the unauthorized use or taking of MultiPlan’s equipment, supplies, materials or services, excluding nominal use approved by MultiPlan.

## 7. Fair Employment Practices – Our Standard

### Harassment

Harassment undermines the integrity of the employment relationship. Harassment can be non-verbal, verbal or physical and includes implied as well as overt threats. MultiPlan will not tolerate the harassment of any individual or entity with which it interacts and is committed to maintaining a workplace that is free of harassment.

It is unlawful for you to sexually harass others and any such conduct is expressly prohibited. In addition, MultiPlan prohibits harassment on the basis of age, race, marital status, sexual orientation, religion, national origin, citizenship status, physical or mental disability, veteran status, or any other basis protected by federal, state, or local laws.

### Equal Employment Opportunity

It has been and will continue to be a fundamental policy of MultiPlan to offer equal employment opportunities to qualified Individuals, regardless of race, religion, national origin, age, sex, disability – or any other factor protected by law and/or MultiPlan policy. These policies apply not only to hiring decisions, but to all aspects of employment including training, promotion, compensation and other terms and conditions of employment. MultiPlan insists that your organization adopt comparable requirements.

## 8. Government Programs

MultiPlan offers Government Program services to clients that offer government health care programs plans at the state and federal level (e.g., Medicare Advantage, Medicaid Managed Care, TriCare, and Veterans Affairs). As in all of its business activities, MultiPlan seeks to provide Government Program services with the highest integrity.

MultiPlan is committed to adhering to and otherwise complying with applicable statutory, regulatory and other requirements of Centers for Medicaid & Medicare Services (“CMS”), Department of Defense (“DOD”), Department of Veterans Affairs and other comparable programs and/or of their designee(s). All employees, and those who do business with us to help provide services, directly or indirectly, to Government Program clients are required to conduct activities honestly and consistent with all applicable policies and procedures. Failure to do so may subject MultiPlan, its employees, or contractors to substantial penalties or sanctions.

Thus, MultiPlan is committed to full compliance with all applicable Government Program requirements and we expect all employees, Third-Parties and network providers to comply with these requirements. Employees, Third-Parties and network providers that identify or are made aware of potential misconduct or suspected violations of Government Program requirements have a duty to report it to the FWA Compliance Officer.

MultiPlan cannot discharge, demote, or otherwise discriminate against employees, Third-Parties or network providers as a reprisal for disclosing information (except for classified information) that the employee, Third-Party or network provider reasonably believes is evidence of a gross mismanagement of a federal contract or grant; a gross waste of federal funds; an abuse of authority relating to a federal contract or grant (where “abuse of authority” is defined as an “arbitrary and capricious exercise of authority that is inconsistent with the mission of the executive or the successful performance of a federal contract or grant.”); a substantial and specific danger to public health or safety; or a violation of law, rule, or regulation related to a federal contract (including competition for or negotiation of a contract) or grant.

### **Federal Exclusion Databases**

MultiPlan monitors government maintained databases on an ongoing basis to ensure employees, network providers and Third-Parties that provide Government Program services do not appear on the government maintained databases as excluded. Furthermore, neither network providers or Third-Parties, nor any of its employees or contractors, involved in providing government related duties/services to MultiPlan shall appear on the government maintained databases as excluded. Network providers and Third-Parties shall review the government maintained databases prior to hiring and retainer of contractors and monthly thereafter, and that if any of its employees or contractors is on such lists, it will immediately remove such employees and contractors from providing MultiPlan with any government related duties/services, and will take other appropriate corrective action as necessary.

## **9. Compliance with the Code of Business Conduct and Ethics**

If you have knowledge of a violation of the Code, you must immediately report such violation in accordance with the Reporting Process outlined below.

If an individual making a report desires to remain anonymous, he or she must include that request in the report of the alleged violation. Any employee who receives a complaint or report made in good faith shall, upon request by the individual making the complaint or report, strive to keep the source of the report confidential, to the extent possible.

In reviewing the alleged violation(s) of the Code, MultiPlan will consider all relevant facts and circumstances, including the extent to which the behavior was contrary to the express language or general intent of the Code, the severity of the violation, the employee, network provider and/or Third-Party’s history with MultiPlan and other factors which MultiPlan in its sole discretion deems relevant. Discipline for failure to abide by the Code may, in MultiPlan’s discretion, range from verbal reprimand to termination of contracted duties or services.

MultiPlan strictly prohibits retaliation or reprisal against anyone who in good faith discusses any concern with his or her supervisor, utilizes the reporting process or calls the hotline to make a complaint or inquiry. However, if an individual reports a concern regarding conduct violation in which the reporting person is involved, MultiPlan may impose appropriate disciplinary action on such person. This non-retaliation policy also will not protect anyone who makes an unjustified or false report for the purpose of harassment or nuisance or other improper purpose.

This Code is meant to be read in conjunction with applicable law and any other MultiPlan manuals, instructions, and directions, as applicable. The Code is not intended to provide, nor shall be construed as providing, any employment, contractual or other rights. MultiPlan reserves the right to modify the Code as necessary, to incorporate new compliance requirements, regulations, and to incorporate new policies and procedures.

## Administration of the Code of Business Conduct and Ethics

MultiPlan's Director of Employment and Employee Relations serves as MultiPlan's Compliance Officer for issues of employee conduct and conflict of interest. MultiPlan's Senior Vice President and General Counsel is the FWA Compliance Officer for issues of fraud, waste, and abuse.

The Compliance Officers are responsible for reviewing and, as necessary, reporting on matters that may arise. The FWA Compliance Officer will provide periodic summary updates of all Government Programs related matters to the Quality Management Committee which serves as MultiPlan's Compliance Committee.

## Reporting Process

Report violations or concerns of any kind stemming from possible non-compliance of this Code or irregularities, including any privacy or security-related incidents to MultiPlan's Ethics hotline (888) 920-4506. The Ethics Hotline is available 24 hours a day, 7 days a week. Calls to the Ethics Hotline will not be traced. You may remain anonymous. If you wish to identify yourself, MultiPlan cannot guarantee that your identity will not be disclosed. Please understand, however, that your identity and office location will facilitate MultiPlan's response to your concern, and that such information may be necessary to enable MultiPlan to inquire about and investigate the matter you report.

As used in this Code, the term "MultiPlan" means MultiPlan Inc. and each of its divisions, subsidiaries, affiliates, and operating or business units. For purposes of this Code, the term "employee" includes any individual employed or contracted by MultiPlan or any of its divisions, subsidiaries, affiliates, or operating or business units, including but not limited to employees and MultiPlan directors.

## 10. Definitions

**Confidential Information** - PII, Enrollee Confidential Information, Employee Confidential Information, Client Confidential Information, Provider Confidential Information, and MultiPlan Proprietary Information, whether transferred in writing, orally, electronically, or by other means, without regard to whether the information is stored in hard copy, electronically, or otherwise.

**Enrollee Confidential Information** - Information about current, and former enrollees, including without limitation: first and last name, social security number, all demographic information, medical condition(s), all other clinical enrollee information, PHI, and Electronic Protected Health Information ("E PHI") as defined under the Health Insurance Portability and Accountability Act of 1996 provisions ("HIPAA") and the Health Information Technology for Economic and Clinical Health Act ("HITECH").

**Incidental Vendor** – An authorized Third-Party that is not a PHI Subcontractor, Material Vendor, Medicare Advantage Vendor, or QHP Vendor, services consist of one-off business engagements, Third-Party personnel do not require access to any MultiPlan systems, or the business engagement poses a low-risk to MultiPlan.

**Material Vendor** - An authorized Third-Party that may have access to MultiPlan's computer environment, or non-production and masked data or the Third-Party may have access to Private Data, based on the contracted services between MultiPlan and the Third-Party.

**Medicare Advantage Vendor** – An authorized Third-Party that provides contracted services to MultiPlan is considered a downstream entity if: (1) exposed to (or accesses) Medicare Advantage client data or PHI; (2) provides services that may be required under the Medicare Advantage clients’ contract with CMS, or program, regulations; or (3) is in a position to directly impact (or interact) with Medicare Advantage enrollees. Business Owners notify MultiPlan’s Compliance Officer (and the Third-Party risk management committee) if the Business Owner believes a Third-Party fits into the foregoing definition and ensure the Third-Party Downstream Entity Questionnaire is completed, located in the Third-Party Due Diligence Form. The Compliance Officer will make the final determination of whether the Third-Party is a Medicare Advantage Downstream Entity based on answers given in the Third-Party Downstream Entity Questionnaire.

**MultiPlan Client Confidential Information** - Any information for prospective MultiPlan clients, current MultiPlan clients, or former MultiPlan clients, including without limitation: enrollment data, benefit plan designs, marketing plans, financial information, or any information that, in good faith, should be treated as confidential or proprietary, including business and technical information disclosed between the parties.

**MultiPlan Employee Confidential Information** - All MultiPlan employment applicants’ information for current (and former) MultiPlan employees, including without limitation: any personal information, such as: first and last name, social security number, financial information, demographic information, including PHI, EPHI, and PII.

**MultiPlan Proprietary Information** - All MultiPlan information, including without limitation: information regarding MultiPlan products and services, markets, network provider payment rates, utilization management criteria, protocols, policies and procedures, and any other trade secrets, intellectual property, or other proprietary information that MultiPlan considers confidential.

**Personally Identifiable Information (“PII”)** - Any information (or data), under applicable U.S. privacy and security laws that may be used on its own, or with other information, to identify, contact, or locate a single individual, including without limitation: a person’s social security number, age, military rank, marital status, race, salary, home (and office) phone numbers, and medical and financial information, whether transferred in writing, orally, electronically, or by other means, without regard to whether the information is stored in hard copy, electronically, or otherwise.

**PHI Subcontractor** – An authorized Third-Party that has been engaged by MultiPlan to perform services on its behalf, and as part of the service engagement, the PHI Subcontractor may come into contact with PHI or PII, on a “need-to-know” basis, to perform the contracted services.

**Protected Health Information (“PHI”)** – Individually Identifiable Health Information that is transmitted by electronic media, maintained in electronic media, or transmitted or maintained in any other form or medium as defined by 45 C.F.R. §160.103.

**Provider Confidential Information** - Any information about providers, who apply to participate in the MultiPlan network, regarding current (or former) MultiPlan participating providers, including without limitation:

- Information concerning a healthcare provider who is applying to, or participates in, the MultiPlan network(s);
- Information concerning a healthcare provider who is applying to, or participates in, the MultiPlan network(s) gathered from the National Practitioner Data Bank;
- The Professional/Historical Questions answered by a provider;
- A provider’s Drug Enforcement Agency number or state medical board documents;
- Complaints received by MultiPlan about a provider;

- Information that is obtained during the credentialing and re-credentialing process, including without limitation: the provider’s application status;
- Any provider correspondence regarding quality issues, Federated State Medical Boards inquiries, and medical malpractice claim inquiries; and
- PII

**Qualified Health Plan (“QHP”) Vendor** – A Third-Party that materially (e.g., important, significant, or essential) supports or assists MultiPlan in providing contracted administrative services, such as re-pricing and analysis, credentialing, etc., to its QHP clients.

**Third-Party** - An entity (or individual) providing services to or receiving services from MultiPlan through a contractual business relationship, including a PHI Subcontractor, Material Vendor, Medicare Advantage Vendor, QHP Vendor, and Incidental Vendor.

**Third-Party Due Diligence Questionnaire** – A questionnaire that provides a detailed description of all services provided by the Third-Party and identifies the Third-Party’s risk classification.